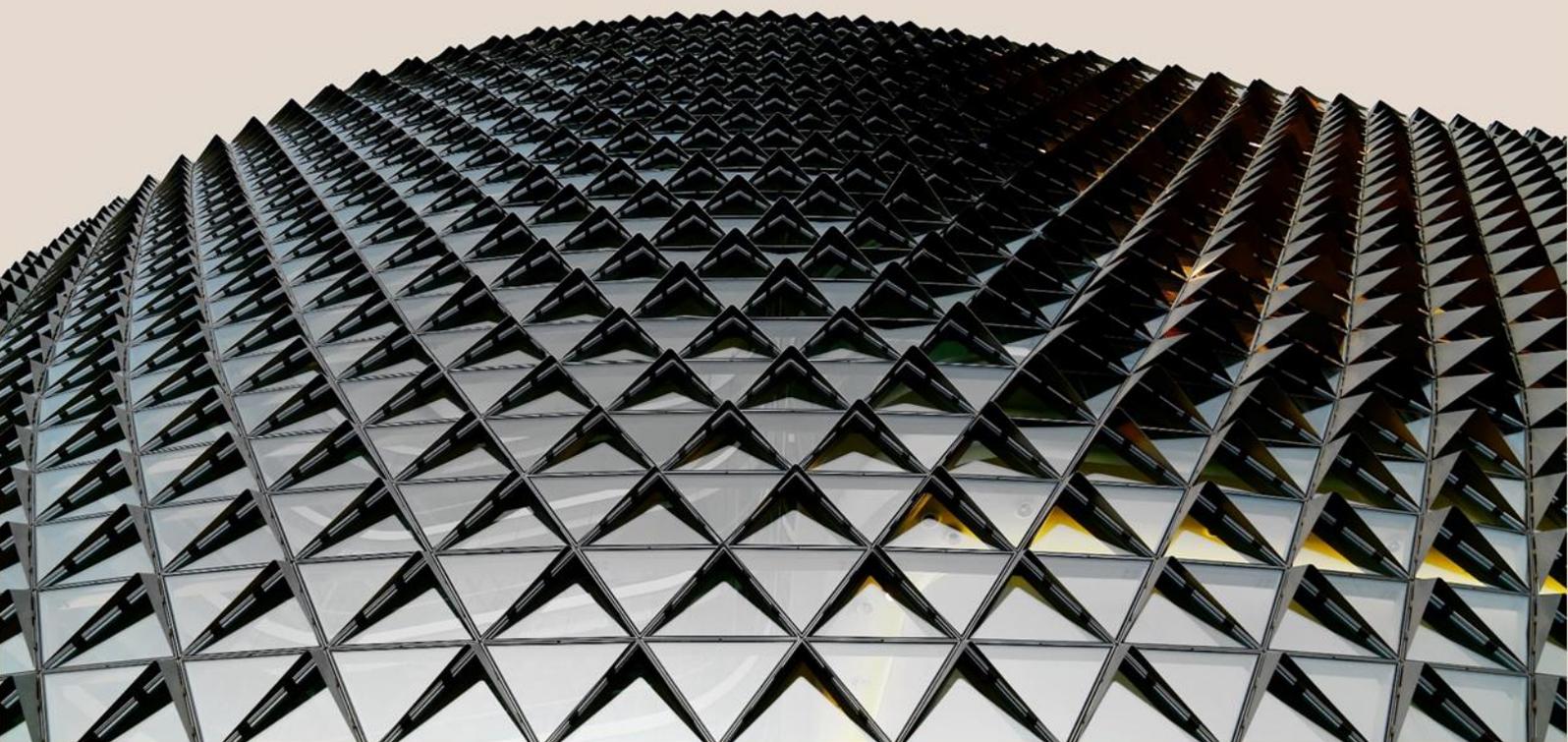


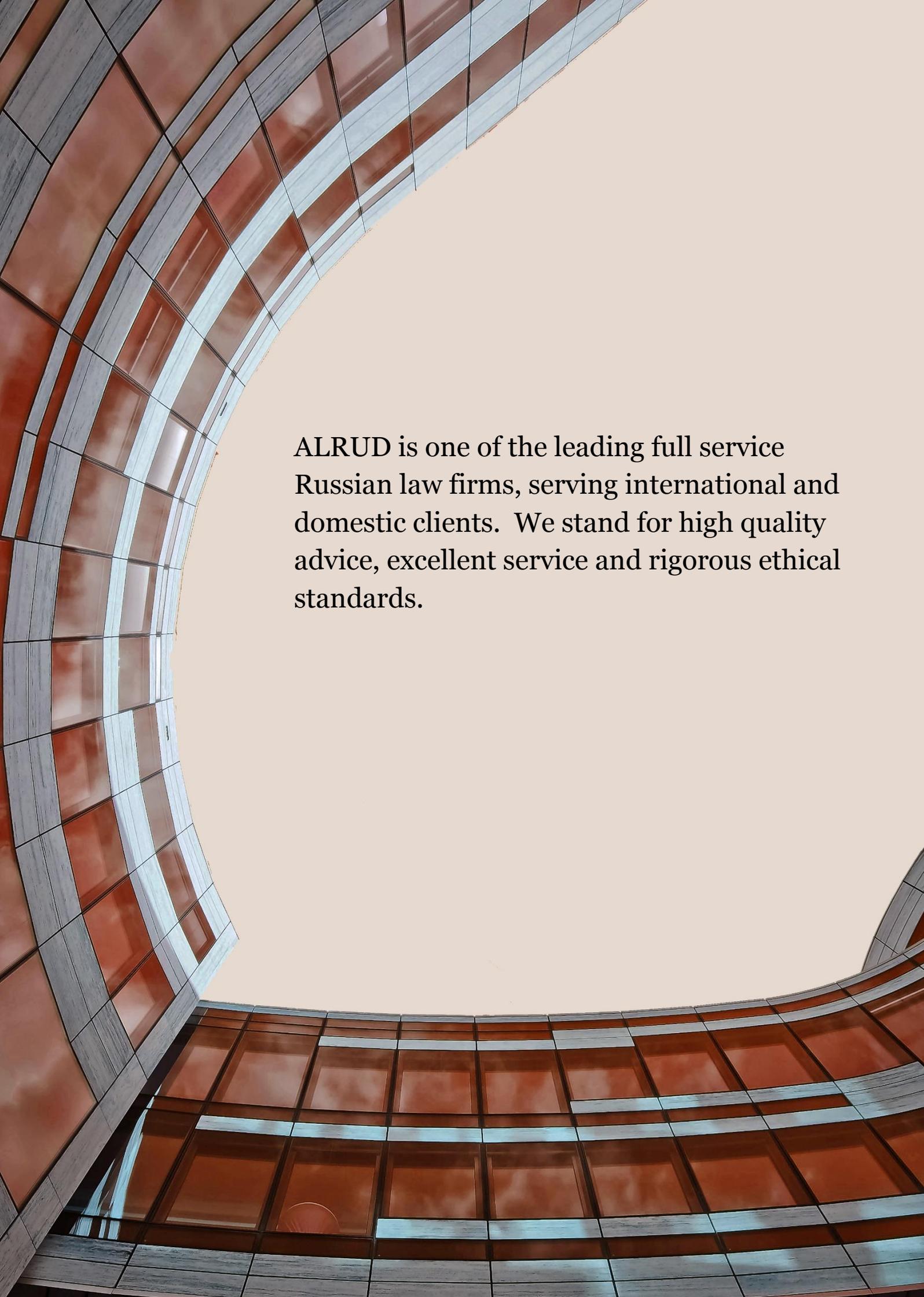
# ALRUD

## Corporate / M&A Practice

*“We always could rely on their advice. The quality of the services and approach to clients is at the top of the legal market in Russia. They are able to advise on multi-jurisdictional projects, working jointly with very good international law firms”.*

*Chambers Europe*





ALRUD is one of the leading full service Russian law firms, serving international and domestic clients. We stand for high quality advice, excellent service and rigorous ethical standards.

# About Practice

Our Corporate and M&A team is widely regarded as one of the leading and most reputable practices. We help our clients to achieve their strategic and commercial objectives by supporting the full range of corporate activity: mergers and acquisitions, public takeovers, private equity-backed deals, onshore and offshore joint ventures, direct foreign investment, business incorporation and corporate restructuring.

Our clients look to us not only for technical excellence in the law, but also for our capacity for innovative thinking, our broad business focus and our multi-specialist skills. We are especially recognised for our ability to represent the complex requirements of overseas clients investing in Russia, and for our track record in advising Russian clients on international strategic partnerships.

Since ALRUD was established 28 years ago, we have been at the forefront of some of the most significant corporate transactions across a wide variety of sectors and industries spanning energy & power, metals & mining, TMT, real estate and construction, financial and insurance services, retail and healthcare.

# Practice Advantages

Much of our corporate work has an international element and we are proud to be the Russian law firm of choice for many of the world's top tier law firms in Europe, Asia and the US. Our success in establishing collaborative relationships with our overseas law firm partners enables us to deliver the highest quality service on international transactions. Our clients greatly value our ability to assemble teams that are in tune with their specific needs, both commercially and culturally.

Our full-service offering is a key factor in attracting blue-chip domestic and international clients. Our Corporate and M&A team routinely works with ALRUD's top-ranking teams in other practice areas including competition & antitrust, financing, taxation, employment, intellectual property and real estate. This approach enables us to advise on the full spectrum of a client's complex requirements, giving us the scale of resources needed to service the most demanding transactions, which often require rapid deployment of sizeable and multi-disciplined teams.

Our multi-lingual approach is a significant advantage, enabling us to provide legal services in English and Russian as well as in multiple other languages including German, French, Chinese, Japanese and Korean.

Our core philosophy, which sets us apart from our competitors, is that providing excellent advice on corporate matters is not only about the technical interpretation of the law; it is equally about the economic, political, business and social considerations. This philosophy guides our approach to recruiting and developing the best lawyers in the field. We are unique in the focus we place on educational and development programmes for our lawyers, supporting them through post-graduate programmes at top business schools and secondments to some of the world's leading international law firms. This enables our team to bring a broader perspective to our advice.

*"They are definitely one of the key Russian players. They partnered up with top law firms in Europe and USA".*

*Chambers Europe, 2018*

*"It's a top tier Russian firm with good connections".*

*Chambers Europe, 2018*

*"What I like most is their efficient and professional responses. It's difficult to find a better law firm than ALRUD".*

*Chambers Europe, 2018*

# Our Services

The mainstream of our Corporate practice is buying and selling companies and supporting M&A and JV transactions. We provide a full-service offering, supporting our clients through all stages of their domestic or international M&A projects, including:

- Structuring international and local M&A transactions under Russian or foreign law
- Formalizing shareholders' arrangements in Russia and off-shore by drafting and negotiating shareholder agreements, call/put option agreements and other execution documents
- Drafting and negotiating share purchase agreements and ancillary documents
- Advising on joint ventures and strategic partnerships that best meet our clients' business objectives
- Conducting full legal due diligence
- Completing risk evaluation plans and supporting deal closure
- Providing antitrust, tax, financing and other regulatory advice in respect of our clients' transactions



# Our Team

Our practice is supported by some 30 specialist lawyers, securing our position as one of Russia's leading corporate and M&A advisory firms.



## Alexander Zharskiy

Our Corporate and M&A practice is headed by Alexander Zharskiy. Alexander is Partner, Advocate and PhD on Law. His practice is focused on in-bound and cross-border public and private M&A transactions across a variety of sectors including consumer markets, TMT, pharmaceuticals and general industry. He has extensive experience in advising on corporate restructurings and corporate governance matters.

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## Anton Dzhuplin

Anton heads ALRUD's Banking & Finance practice and is a Partner within the firm's Corporate and M&A team. His practice includes a diverse range of domestic and international M&A and finance transactions including international and domestic M&A deals and joint ventures, corporate finance, acquisition finance, IPOs, debt and capital markets derivatives and private equity. His experience spans a broad range of industries including technology, life science and pharma, real estate and infrastructure.

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## Andrey Zharskiy

Andrey heads ALRUD's Energy, Natural Resources & Infrastructure and Real Estate practice and is a Partner within the firm's Corporate and M&A team. He has extensive experience in advising on a wide range of corporate and commercial projects in the energy and natural resources sector, as well as real estate and construction projects, industrial and investment transactions, regulatory matters and corporate disputes.

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# Highlights of recent domestic and international work

- **ERGO International AG** on sale of ERGO Life Insurance Company to Rosgosstrakh and on the sale of non-life business in Russia to RESO-Garantia.
- **VTB Group** in acquisition of Novorossiysk Grain Terminal, one of the largest port terminals in Russia for the transshipment of grain and oilseeds for export with a capacity of over 3.6 million tons per year, from PSCJ NCSP, member of PJSC Transneft Group. And in acquisition of more than 70% of shares in LLC "Mirogroup Resources", grain trader, holding leading position in the export market of grain, oleaginous plants and beans in Russia.
- **CEFC China Energy Company Limited** in its proposed acquisition of a 14.2% stake in the Russian oil company Rosneft.
- **Bayer AG** with regard to its acquisition of Monsanto Company, a publicly traded American multinational agrochemical and agricultural biotechnology corporation.
- **Uber Technologies Inc.** regarding its JV with Yandex Taxi, Russia's largest online taxi booking services.
- **Trafigura** as a part of consortium with UCP to acquire a 49% stake in Essar Oil Ltd.
- **Russian Direct Investment Fund** in several major infrastructure projects related to construction and maintenance of toll roads, mitigation of electricity transportation leakages and internet access availability for distant regions of Russia.
- **Mechel**, a leading Russian mining and metals company, in offering to Gazprombank AO the option to purchase a 49% stake in the Elga coking coal deposit development project for 34.3 bln rubles.
- **Puma Energy** in a JV project with Renova group regarding construction of the fuel terminal at the airport as a part of World Cup 2018 Russia infrastructure program.
- **UFC** in creation of a joint venture with RCIF and Mubadala, which will focus on the development and expansion of UFC's mixed martial arts (MMA) business in Russia and CIS.
- **SICPA** on establishing a joint venture with Russian partners for manufacturing of equipment for the marking and traceability of pharmaceutical goods.
- **Kansai Paint Co Ltd.** with regard to its acquisition of Helios group, one of the largest producers of coatings in South Eastern Europe.
- **Sojitz Corporation** in respect of several Russian joint ventures in the automotive industry.
- **North Atlantic Drilling Ltd.** and **Seadrill Limited** on a long-term investment and co-operation Agreement with Rosneft.
- **Gazpromneft** in a number of upstream and downstream acquisitions, including Burneftegaz for a consideration of more than 1 bln USD.
- **A shareholder in Veropharm** (one of the leading generic product producers in Russia) regarding the company's sale to Abbott Laboratories for 600 mln USD (the largest Russian healthcare M&A deal to date).
- **Tokyo Rope** in establishing JV with Rosengineering for construction of the factory in the special economic zone and for the joint realization of the infrastructure projects.
- **HP** on Russian aspects of the global purchase agreement in acquisition of printer business from Samsung Electronics Co.
- **Morgan Stanley Real Estate Fund VII** in acquisition of Metropolis Shopping center in Moscow.
- **Olam International Ltd** (a global leader in the agriculture sector) in acquisition of cargo terminal in seaport Azov (Russia) and in establishment a JV for dairy and grains farming.

# Our recognitions

For many years, ALRUD has held its position as one of the country's leading corporate and M&A advisers, as ranked by **Chambers Global (Band 3) & Europe (Band 2)**, **Legal 500 (Tier 1)** and **IFLR1000 (Tier 3)**.

*“They’re a Russian law firm that offer the quality of an international law firm.”*

*Chambers Europe, 2018*

- Law firm of the year in Russia. **Who's Who Legal Awards 2016-2019.**
- Law firm of the year in Russia. **The Lawyer European Awards 2015.**
- National Law Firm of the Year in Russia. **Chambers Europe Awards for Excellence 2010, 2011, 2013.**
- Leading domestic firm for Banking & Finance, Corporate/M&A, Dispute Resolution, Energy & Natural Resources: Mining, Intellectual Property by **Chambers Global, 2019.**
- Leading firm for Banking & Finance, Competition/Antitrust, Corporate/M&A: High-end Capability, Dispute Resolution: Domestic High-End, Employment, Energy & Natural Resources: Mining, Intellectual Property, Real Estate, Restructuring/Insolvency, Restructuring/Insolvency: Litigation, Tax, TMT. **Chambers Europe, 2019.**
- Leading firm for Competition, Commercial, Corporate/M&A, Capital Markets, Employment, Energy and natural resources, Intellectual property, PPP and infrastructure, TMT, Tax, Banking & Finance: borrower side, arranger side, Dispute resolution: arbitration and mediation, litigation, Private Clients, and Real Estate and construction. **The Legal 500, 2019.**
- Recommended for Mergers and Acquisitions, Restructuring and Insolvency, Banking, Capital Markets, Project Development by **IFLR 1000, 2020.**
- One of the top Russian law firms with Elite Competition Practice. **Global Competition Review, 2008-2018.**
- Top Listed, **Best Lawyers, 2013-2019.**
- Leading law firm in Russia in the area of M&A by **MergerMarket.**



# ALRUD

*“Reliability, experience and trust – we have all those in the name of ALRUD. The firm is excellent and our first instinct is to call them if we have any complicated problems. We are very happy – the lawyers give us precise analysis of pros and cons, and we are given options, as well as recommendations and a very good assessment of risks too”.*

*Chambers Europe*





This material is for general information only  
and is not intended to provide legal advice.

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