ÆQUITAS

CORPORATE LAW

WWW.AEQUITAS.KZ

47 Abai Avenue, Office 2
Almaty 050000, Kazakhstan
T. +7 (727) 3 968 968
aequitas@aequitas.kz

corporate law

"They are reactive, precise and concise."
Chambers Asia Pacific 2020

"All was done professionally and in a timely manner."
asialaw Profiles 2020

"What I particularly like about them is that they work on "turn-key" basis, i.e. if you give them work, they quickly return with the draft with all details and risks considered. Great team and prompt turnaround."
The Legal 500 2020

AEQUITAS corporate law practice started with the adoption of the young Kazakhstan's legislative acts on legal entities, as well as with the establishment of Kazakhstan's first joint ventures with foreign capital participation in 1993.

The firm has developed and successfully tested in practice the provisions of internal corporate documents helping to resolve dead-end situations and overcome legislative gaps in the field of corporate relations. AEQUITAS lawyers are advising clients on their day-to-day operating matters and providing all-round legal support in large transactions.

Certain firm's corporate projects may be called unique. AEQUITAS has acquired and treasures invaluable experience of legal support to leading local companies coming to list on the London Stock Exchange and Kazakhstan Stock Exchange.

AEQUITAS acted as a legal counsel in such major projects as Russian Federation's acquisition of interests in CPC-K JSC and CPC-R JSC from the Sultanate of Oman, drafting of amendments to Tengizchevroil LLP's corporate documents, etc.

AEQUITAS was the law firm to render legal support in the establishment of Kazakh subsidiaries and representative offices of METRO Cash & Carry, MARS Overseas Holdings Inc., Gazprom Neft JSC, Lukoil JSC, and others.

AEQUITAS partners have participated in the development of the most important acts in the Republic of Kazakhstan's corporate legislation, such as the Civil Code, Law on Limited and Additional Liability Partnerships and Law on Joint Stock Companies.

AEQUITAS partner, Nurlan Sholanov, has been repeatedly recognized as a leading corporate law expert by international rating publications, such as Best Lawyers, Chambers & Partners, Who's Who Legal and The Legal 500.

legal services

Project concept development and advice to choose the best form of incorporation for businesses in Kazakhstan.

Drafting and preparation of any and all corporate documents in accordance with the Kazakh legislation requirements and current practice.

Comprehensive support in the establishment (creation) of legal entities and structural subdivisions, including preparation of all necessary corporate and foundation documents, registrations with governmental agencies, opening of bank accounts and other required actions.

Advice on, and legal support to, corporate procedures, including convening and holding the meetings of shareholders and limited liability partnership participants, changing the amount of charter capital, issue of securities, acquisition of shares and participation interests in Kazakh companies, payment of dividends and resolution of corporate disputes.

Development of corporate governance system and adaptation of management systems used in foreign jurisdictions to local statutory requirements.

Advice and legal support in legal entities' bankruptcy and liquidation.

most representative projects

Ongoing advice to ExxonMobil on different corporate law issues relevant to its projects in Kazakhstan.

All-round legal support to a major foreign company in the top-ten on the global pharmaceutical market. The firm's lawyers developed a full set of corporate documents to formalize the change of local subsidiary management, temporary CEO appointment and appointment of the entire management board; drafted the company's foundation documents, including introduction of different corporate structure options and re-distribution of the sole participant's powers; and advised on risks associated with the change of the company name. The project involved liquidation of the company's representative office previously existing in Kazakhstan. AEQUITAS lawyers conducted a training for the company management dedicated to personal liability of the corporate control and management body members.

Legal support in the Kazakh portion of the global business division project for Hewlett-Packard. The project included assignment of a part of assets, transfer of personnel, re-issuance of licenses, etc., has been implemented in 25 jurisdictions and was globally overseen by Freshfields Bruckhaus Deringer LLP.

Corporate law advice to Bazis-A (Kazakhstan's largest construction corporation) and its subsidiaries in a number of recent projects.

Advice to Hungarian national company in connection with an infrastructure project to create toll roads electronic control system to be introduced in Kazakhstan.

Review and amendment of KuatAmlonMunai JV LLP's foundation documents, which were concurrently subsoil use contracts, in order to update them in line with the current Kazakh legislation.

All-round legal support of the project intended to optimize the business of a group of companies privately holding a FMCG logistics and distribution business. The project involved acquisition and transfer of a part of business of the existing Kazakh legal entities to one existing company to become the principal distributor in Kazakhstan. The project took more than 20 re-registrations of legal entities on different grounds and almost 2 years to complete.

All-round legal support to set up the France-Kazakhstan Chamber of Commerce and Industry. The CCI was converted from the Association of French Business Circles, previously exercising certain powers for the development of French businesses active in Kazakhstan. The process of conversion lasted for almost 6 months and was complicated by the absence of clear local regulations regarding the possibility to convert the CCI from other forms of legal entities.

Advice to Archimedes Kazakhstan MSK JSC on different local law issues in connection with a change in the composition of participants and obtainment of the status of RK nonresident insurance holding company; advice on various issues of insurance activities legal regulation.

Integrated legal support to Katren OJSC, a Russian pharmaceutical holding company, in a transaction to acquire Amity International, a local pharmacy chain.

Advice to Hurricane Hydrocarbons Ltd. (currently, PetroKazakhstan Inc.) in connection with the acquisition of a controlling block of shares in Yuzhneftegas JSC (currently, PetroKazakhstan Kumkol Resources) and a controlling block of shares in ShNOS JSC, a major Kazakhstan's refinery (currently, PetroKazakhstan Oil Products LLP), and preparation of new foundation documents for the above acquired companies and all other local affiliates and branches of PetroKazakhstan Inc.

Legal support to optimize Reckitt Benckiser's business and corporate presence in Kazakhstan. The project required the firm's lawyers to close the local affiliate's structural subdivisions and provide recommendations to choose the optimal options for commercial operations. More than 10 structural subdivisions all over Kazakhstan have been closed using **AEQUITAS** legal support.

Advice to the local subdivision of the Red Cross Society on various corporate law issues in connection with bringing the corporate structure in compliance with the statutory requirements.

Integrated legal support of corporate activities of Chartis Kazakhstan Insurance Company JSC and a number of zother companies of AIG Group, legal support of the charter capital increase, all-around legal support of changes in the composition of shareholders and the company re-branding process, obtainment of the authority's consent to obtainment of the status of an insurance holding.

Representation of shareholders and trust stock managers at the general meetings of shareholders of ShNOS JSC, Hurricane Kumkol Munai JSC and CNPC-Aktobemunaigas OJSC, including protection of investors' and executives' interests against 'hostile' shareholder actions.

Preparation of foundation documents and registration of DHL Kazakhstan JSC (a member of DHL Group) and its subsequent re-organization into a limited liability partnership.

Comprehensive advice on different issues of local applicable legislation in connection with the railway administrations of Kazakhstan, Russia and Belarus setting up an international joint venture Joint Transport and Logistics Company JSC (JTLC).

Representation of Bechtel International Inc. and Enka Insaat ve Sanayi AS (the companies jointly building infrastructure facilities servicing major oil projects at Tengiz and in the Caspian offshore production zone) in different matters of the current local legislation, including establishment of a joint venture with Kazakh partners.

Adaptation of the JV Tengizchevroil LLP foundation documents to meet the local corporate law requirements, including drafting of the corporate documents amendment and accession agreement and custom-tailored company re-registration.

Ongoing (for several years) advice to Access Industries Inc. in connection with its entering into a trust management agreement over state shareholding in a major Kazakhstan oil producing company and the client's activities in Kazakhstan.

Advice to the Russian Federation in connection with its acquisition from the Sultanate of Oman of participation interests in CPC-K JSC and CPC-R CJSC, the owners of Tengiz-Novorossiysk oil pipeline.

Advice to First International Oil Company (FIOC) in connection with the transfer of interests in its Kazakh subsidiaries conducting petroleum operations to China National Petroleum Corporation (CNPC).

Acting as local counsel to Atomredmetzoloto OJSC, a Russian atomic company, on the issues of civil and international private law, as well as issues of corporate law and antimonopoly regulation in connection with the transaction involving establishment of a Joint Company to be incorporated under the Russian law with participation of the RK Ministry of Energy and Mineral Resources and entering into an intergovernmental agreement.

Special due diligence of Great Wall Joint Stock Investment Real Estate Fund JSC regarding title to a large immovable property (Innova Tower Business Center), including analysis of the legal status of real estate investment funds, performed for General Electric.

Ongoing (for several years) advice to International Energy Services Inc., a US-based company, in connection with the transfer of assets of a leading local geophysical company in exchange for a certain quantity of shares in its affiliates, which involved acting as a local counsel to support this transaction.

Advice to Magnitogorsky Metallurgical Plant OJSC in connection with its business restructuring in Kazakhstan.

Registration of the structural subdivisions of Gazpromneft-SM JSC, Promsvyazbank OJSC, Litasco SA, SC Johnson, SADE, Hewlett-Packard, Johnson & Johnson and other large companies.

Advice to Kazakhstan Kagazy JSC, one of Kazakhstan's largest diversified companies, in connection with the acquisition of a number of local companies.

Special legal analysis of issues associated with major transactions, interested-party transactions and other civil and corporate law issues performed for Uranium Mining Company OJSC.

Advice on various corporate governance issues and amendment of foundation documents in order to improve the governance structure of local companies' subsidiaries and structural subdivisions of such major companies as Hewlett-Packard, Jones Lang LaSalle and Reckitt Benckiser.

Registration (re-registration) of, and ongoing advice regarding corporate law issues to, the subsidiaries of major foreign companies: Mars Overseas Holdings, Inc., Jones Lang LaSalle, General Electric, Lukoil and other.

ratings

Market commentators single out **Yelena Pestereva** [Band 4] for her capital markets expertise. She additionally advises clients on financing mandates and securitisation issues.

AEQUITAS is ***recommended*** in Financial & Corporate and Project Development and is recognized as a leading domestic law firm.

The firm remains ***'Outstanding'*** in General business law.

Client feedback

"All was done professionally and in a timely manner." – Corporate and M&A

"This is a very strong, reliable and client-oriented team, with a really good balance on what and how. Extremely compliant but not conservative." – Regulatory

Nurlan Sholanov is ***recommended*** in Project Finance.

What the team is known for

Leading domestic firm [Band 2], assisting international clients with local law issues affecting cross-border mandates as well as representing domestic clients in local projects. Experienced in project financing, corporate and financial restructurings and M&A projects. Particularly well regarded for domestic corporate and regulatory advice. Its domestic market position makes it a popular choice for many international law firms seeking local law advice in Kazakhstan.

Strengths

Clients appreciate the lawyers' responsive and client-oriented approach to mandates. One explains: *"They are reactive, precise and concise."*

Olga Chentsova
Hall of Fame

AEQUITAS [Tier 2] frequently acts as local counsel on major international and regional projects, and is particularly active in M&A. The group has advised leading companies on their listings on the London Stock Exchange and Kazakhstan Stock Exchange, and recently participated in the development of key acts in Kazakhstan's corporate legislation. With substantial experience in establishing joint ventures, M&A, corporate restructurings and management buy-outs, **Nurlan Sholanov** [Recommended] leads the corporate practice and also supervises project finance matters. **Natalya Braynina** [Recommended] is an expert in corporate and contract issues, while **Yuliya Chumachenko** [Recommended] specialises in civil, contract, labour and antitrust law.

Testimonials

'What I particularly like about them is that they work on "turn-key" basis, i.e. if you give them work, they quickly return with the draft with all details and risks considered.'

'Great team and prompt turnaround.'

CORPORATE LAW

ÆQUITAS