

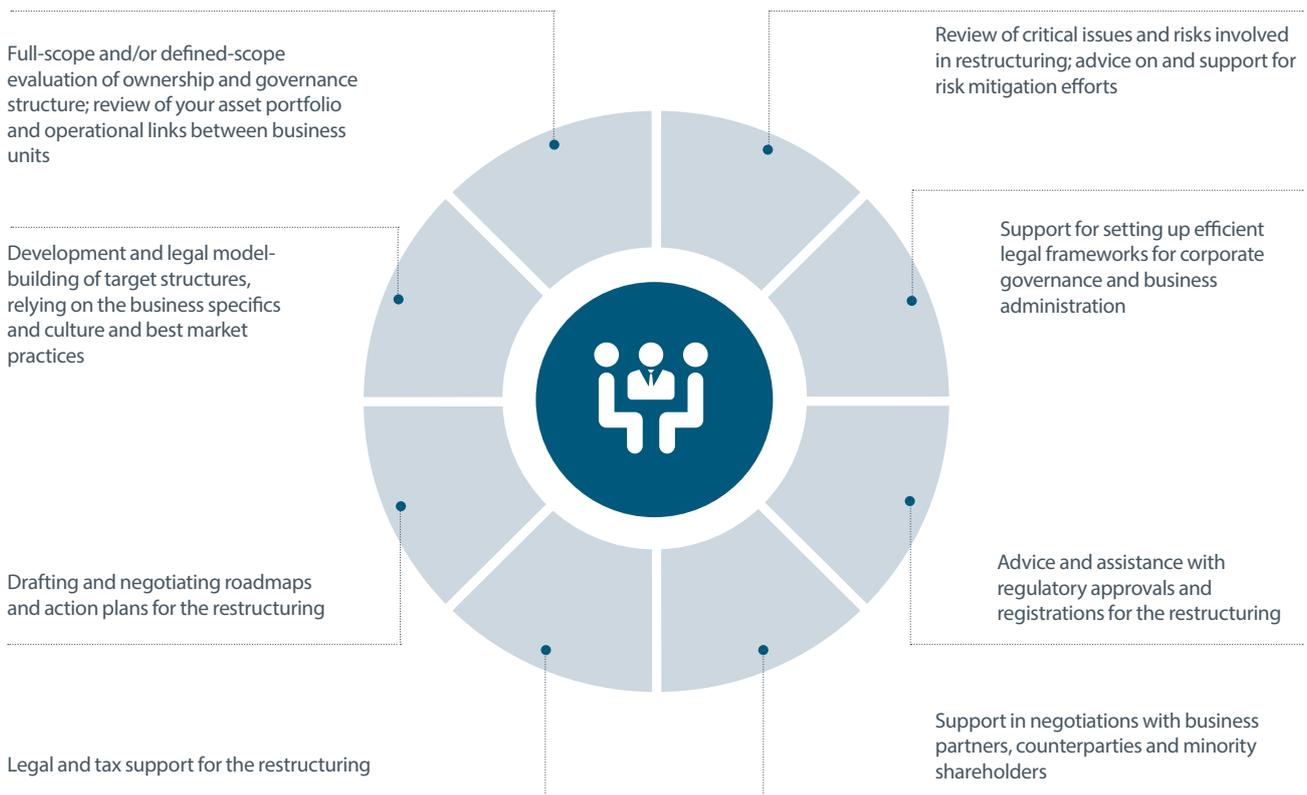
Corporate restructuring

Sooner or later, most businesses need to implement structural changes. The drivers are plenty: to reduce administrative costs and boost operating tax efficiency, or legalise a de-facto governance model, or respond to the needs of a new shareholder or outside lenders, or structure assets acquired earlier through M&A deals. Whatever the reasoning, the ultimate goal for business owners and management is always to maximise cost effectiveness, whether in their use of assets, design of processes, or management decision-making and execution.

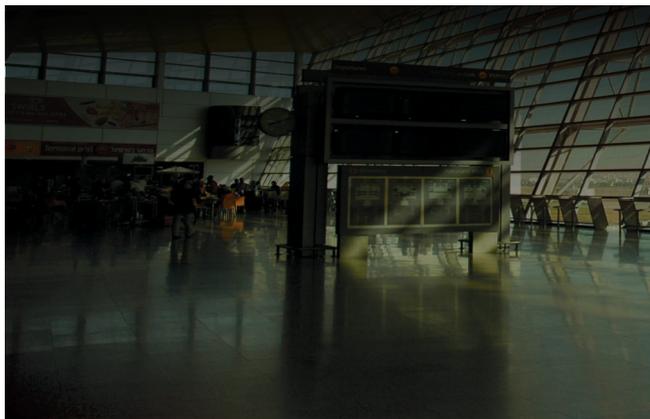
Corporate restructuring is the most popular and effective tool for addressing the diverse challenges stemming from business growth or the need to manage external influences better. It mitigates commercial and legal risks, streamlines corporate governance and enhances profitability and investment appeal. Restructurings may focus on specific processes or assets or affect all the company's business lines and units.

A project team will be built up around a specific objective, target model and the nature of the contemplated restructuring. It needs management commitment and understanding of the commercial intricacies involved in restructuring; what is more, though, it always needs a relevant legal and technical toolkit. So, to make your project a success, it is crucial to engage the right legal counsel to design, support and put into action a concept closely tailored to the purpose of the restructuring. Alongside knowledge of relevant laws and enforcement trends, such counsel should also have extensive hands-on expertise and project team liaison skills. In some cases, they should be able to lead the team and manage the restructuring process on the client's behalf.

OUR SERVICES



RELEVANT EXPERIENCE



Siemens

Advised on reorganisation of the client's Russian subsidiary via spin-off.

Sheremetyevo International Airport

Advised and supported OAO Sheremetyevo International Airport during its reorganisation by merging with OAO Terminal — the Terminal D operator. As a result of the merger, Aeroflot – Russian Airlines, Vnesheconombank and VTB became shareholders in the consolidated Sheremetyevo Airport, with the Russian Federation remaining the majority shareholder with a 83.4% stake in its authorised capital.

Ruscam Glass Packaging Holding

We advised a branch of the Turkish company Şişecam, the biggest glass packaging producer in Turkey and the fourth biggest in Europe and the world, on developing and acting on a comprehensive corporate restructuring plan for its Russian business units.

Mars

Advised on the USD 23bn acquisition of Wrigley and supported its post-acquisition integration/restructuring.

A major international brewery

Acted on a corporate restructuring project in Russia.

A transnational chemical group

Advised the client on the tax consequences of restructuring options for consolidating its Russian business units as a part of complex restructuring advice.

Asteros

Advised a major Russian systems integrator on a comprehensive corporate restructuring of its group of companies.

Talina Group

Advised on the client's restructuring and transfer of assets within the group, including numerous reorganisation procedures.

FK URALSIB

Advising the client on a number of corporate projects for optimising the holding company's corporate structure.

New Idea Group

We advised the New Idea Investment Group on comprehensive restructuring of its seven business lines.

Rusklimat Group

Providing comprehensive legal and tax advisory support to Rusklimat Group, the biggest Russian manufacturer and importer of climate control equipment, in relation to its programme for restructuring the Group's business units and divisions. This programme is designed to optimise the distribution network structure and raise the Group's attractiveness to investors.

RusHydro

Advised OAO RusHydro on the "de-offshorisation" of the holding structure for the BEMO (Boguchany Dam) project in the context of the partnership with UC Rusal and on the cross-border tax implications of the proposed restructuring.

Tunaycha Group

Advised on restructuring its business.

X5 Retail Group

Advised X5 Retail Group NV (listed in London) on tax and corporate aspects of the cross-border restructuring of the group's IP and real estate assets. The advice covered multi-jurisdictional issues (including the respective domestic laws of a number of European jurisdictions) and the possible implications from a Russian law and a case law standpoint.

Wimm-Bill-Dann

Advised the client on restructuring its juice business. Developed the plan for the consolidation of the group, consisting of more than 40 business units.

OUR TEAM

Bryan Cave Leighton Paisner (Russia) LLP, the Russian practice of the international law firm **Bryan Cave Leighton Paisner LLP**, provides a full range of legal services in Russia. **Bryan Cave Leighton Paisner (Russia) LLP** has won numerous prestigious international legal awards.

Our team draws on diverse expertise and vast experience of corporate restructurings for Russian and international clients spanning multiple industries. We provide comprehensive legal support to clients at all stages of their projects, from full-scope or defined-scope evaluation of their ownership and governance structures, review of asset portfolios and operational links between business units, to negotiations with business partners, counterparties and minority shareholders. We go beyond just drafting tentative new models or ownership structures to help our clients put preferred solutions into practice.

Corporate restructuring matters are generally led by Corporate Practice professionals. Working teams are built up around specific assignments and might include specialists in tax, real estate, competition and antitrust, finance and IP, employment, litigation or bankruptcy. We are also backed up by regulatory and compliance lawyers (Retail, TMT, Automotive, Energy & Resources, Pharmaceutical, Healthcare, Transport, Infrastructure, etc.).

CORPORATE / M&A PRACTICE CONTACTS



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Well-recognised team that benefits from its very strong local brand as well as the international capacity.

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