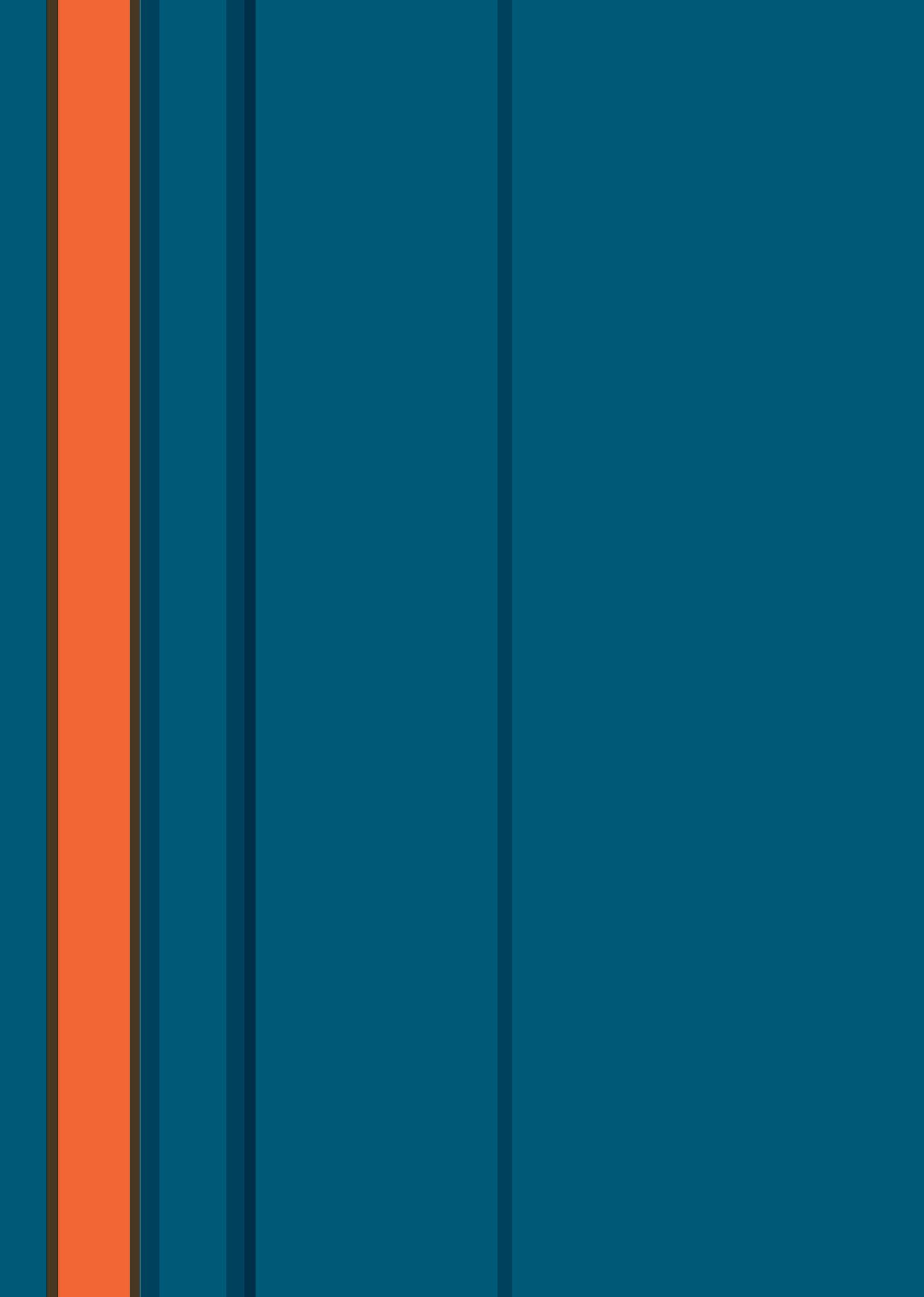




COMMERCIAL LAW PRACTICE

BRYAN
CAVE
LEIGHTON
PAISNER 





The International Commercial Practice brings together a global team of over 30 lawyers based in **Moscow, London** and other **Bryan Cave Leighton Paisner LLP** offices around the world.

We assist our clients in their Russian and international projects of any complexity in various industries, including ones in which our lawyers have in-depth expertise: **pharmaceuticals, FMCG, industrial engineering and machinery, energy and telecommunications**.

Leveraging off the wealth of resources and accumulated experience at our disposal, we are well-positioned to deliver top-quality legal support for structuring contractual relations, drafting commercial policies, e-commerce, regulatory, certification and licensing and for providing 'one-stop-shop' advice on foreign jurisdictions.

By providing clients with rigorous advice on routine legal matters, we are able better to understand their needs and goals, while our profound comprehension of how different industries work allows us to come up with deft solutions driven by a pragmatic approach and to work proactively in order to mitigate many of the legal risks faced by local and foreign companies doing business in Russia.

Within Bryan Cave Leighton Paisner LLP's International Commercial Practice, the London-based Commercial Practice is one of the strongest on the market and comes highly recommended for commercial contracts (Tier 1) by leading international legal guides. With Bryan Cave Leighton Paisner LLP offices robustly sharing their experience, our clients stand to benefit from top-notch advice and up-to-date information on business practices across a variety of industrial sectors.

Please contact us directly for any questions you might have concerning legal support for commercial projects.

Yours sincerely,

Vladislav Vdovin

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Pharmaceuticals Practice (Russia)
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*...the professionalism,
client-oriented approach
and high quality of the
services.*



The Legal 500 2020

SPECIFIC AREAS OF FOCUS

Regulatory

- ▶ Payment systems, payment intermediaries and online payments
- ▶ Bank card payments, AML/CFT
- ▶ Digital assets
- ▶ E-commerce
- ▶ Electronic document interchange (EDI)
- ▶ Online cash registers
- ▶ Personal data
- ▶ Public procurement
- ▶ Trade in foods
- ▶ Labelling and track&trace
- ▶ Consumer rights
- ▶ Pharmaceuticals

Contracts and policies

- ▶ Distribution and supply
- ▶ Commercial policies (selection procedure, bonus system, etc.)
- ▶ Contract flow optimisation and templates
- ▶ Hybrid / non-standard arrangements

Economy sectors

- ▶ Marketplaces and e-commerce
- ▶ Payment systems and payment services
- ▶ Retail (FMCG)
- ▶ Pharmaceuticals
- ▶ Industrial gas production

"One-stop-shop" support in foreign jurisdictions

- ▶ The firm's extensive global network of offices
- ▶ Solid contacts with preferred partner firms in the majority of other countries

The Commercial Practice brings together a global team of over 30 lawyers based in Russia, the UK, the USA, Germany and other Bryan Cave Leighton Paisner offices around the world.

#1

Russia Law Firm of the Year – Chambers Europe Awards 2015 and shortlisted in 2017-2018;

London-based Commercial Practice is a recognised market leader and comes highly recommended for commercial contracts (*Tier 1*) according to Legal 500 UK 2015; it is also commended for innovation in corporate and commercial law (FT Innovative Lawyers Awards 2014).

130

countries in which we have worked during the last two years.

\$9 bn

Value of outsourcing transactions concluded by clients worldwide with our support over the last two years.



We have developed strong industrial focus and have significantly enlarged our footprint with eminent companies from the pharmaceutical; FMCG; retail; certification, standards and technical regulations; oil and gas; engineering and Industrial machinery; energy and natural resources; telecom sectors.

REPRESENTATIVE EXPERIENCE

Manufacturing and wholesale

**Mars, Dunlop Tire
CIS, NIKE, Caterpillar,
Debenhams Retails
PLC, New Look, ESCO
Rus**

We drafted or analysed draft distribution agreements, provisions on incentive systems and payment of rebates, paperwork systems, etc.

Teva

Support in a deal for supply and installation of equipment for Yaroslavl plant pharmaceuticals production line.

Praxair

Advice on the company's rights and risks in the context of counter-default on obligations under a gas supply contract containing an obligation to build and lease production equipment.

Royal Canin

Legal assistance in concluding an exclusive supply contract for packaging products to be used in manufacture of Royal Canin goods in Russia.

Logistics

Amer Sports

Support during conclusion of a long-term warehouse service agreement with a major logistics operator.

Mars

Legal assistance in concluding local maritime transport contracts with major sea carriers.

Advice on international transport of goods and freight forwarding services.

**Major foreign
manufacturer of
cosmetics, sanitary and
hygiene goods and
medical equipment**

Support in negotiating a 3PL contract with a leading global logistics operator.

Agency matters

Christie's

Development of an agency model whereby the principal is not disclosed to the buyer under contracts concluded by the agent.

In-Touch

Assessment report on client database transfer options (subject to client consent), including assessment of antitrust, regulatory and civil-law aspects.

A leading manufacturer of roofing and hydro, thermal and acoustic insulation materials

Development of an agency model whereby payment of a consideration is related to contract performance by a party to the contract concluded by the agent.

Air Charter Service

Advice on structuring an agency fee whereby a fixed sum is transferred to the principal, irrespective of the agent's performance.

Leasing

PJSC Uralkali

Advice on a draft sale and leaseback agreement for railway wagons.

Srei Leasing

Advice on minimising risks related to unjust enrichment claims under lease-purchase contracts.

Cisco Capital

Development of model lease documentation. We also developed and implemented documentation supporting supplies of products under the "Cisco" brand to holders of natural monopolies using quasi-lease schemes.

Brunswick Rail Leasing

Due diligence of lease agreements in view of developments in the lease laws.

Ongoing business support, contract standardisation and localisation and policy development

Mars

For a long time now, we have been acting as in-house legal counsel for Mars, Inc. in Russia. We provide immediate legal support for all the corporation's business projects and transactions with product consumers, including development and/or localisation of the key business contract template package for all the company's main business operations.

We also provide routine support for Danone, Cisco Capital, Covidien and ESCO Rus.

Major Russian petrochemical holding

Involvement in a project for developing standard trade terms for product supplies to foreign clients.

AstraZeneca

Analysing the company's global internal marketing policy and its model distribution agreement to verify compliance with the Russian legislation.

Dr.Reddy's Laboratories

Development of a commercial policy.

E-commerce (online stores, payment systems and mobile payments)

RBK Money

Pre-M&A due diligence of a major electronic payment service company.

Philips

Our specialists provided support on the legal structuring of online sales, compliance with consumer protection law and advertising in creating and operating its corporate online store.

Royal Canin

Advice on launching an online store.

Global Collect Services B.V.

Advice on regulation of digital currency and bank transfer payment aggregators under the Law "On the National Payment System".

MasterCard Members Association

Advised MasterCard Members' Association on launching an innovative service on the Russian market: simultaneous cash-out with POS payment by bank card at shop tills (tentatively named "Cash-Out" or "Purchase with Cash Back").

Regulatory requirements

Equifax

Advice to Russia's biggest credit reference agency on regulatory requirements on credit scoring products.

Church & Dwight

Negotiating an agreement for medical device registration in Russia.

International experience

SIBUR

'One-stop shop' support on legal matters relating to foreign jurisdictions, including on English, Swedish, Swiss, German, French, Dutch, Austrian, Chinese and Indian law.

A major Russian distributor of pharmaceuticals and medical devices

Advice on issues relating to foreign jurisdictions and Russian regulation of medicine and medical device circulation.

Tesco

Advised on all aspects of trading law, compliance issues including food safety, health and safety, labelling and advertising. Campaign advice includes liaising with regulatory and court authorities, and attending PACE.

CONTACTS

Commercial Law Practice

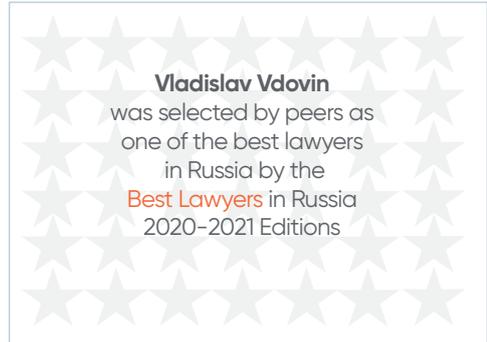
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Bryan Cave Leighton Paisner LLP law firm was formed in 2018 as a result of one of the biggest transatlantic mergers in the history of the legal business: the merger between the leading international law firms **Bryan Cave LLP (U.S.)** and **Berwin Leighton Paisner LLP (UK)**, including its Russian practice **Goltsblat BLP**

Bryan Cave Leighton Paisner (Russia) LLP (formerly Goltsblat BLP in Russia) provides comprehensive legal support for any large-scale deals, projects and disputes in any jurisdiction, whenever and wherever clients might need it.

The firm has strong global practices and fully-integrated international teams in **M&A, real estate, financial services** and **dispute resolution**.

The firm represents **40%** of the **Fortune 500**, **30** of the world's top **50** banks (by revenue) and **12** of the world's biggest sovereign wealth funds.

1400

lawyers

30/11

30 offices in 11 countries

Top 50

one of the biggest law firms globally

BEFORE THE MERGER

Bryan Cave

- ▶ one of the leading law firms in the US, its history going back one and a half centuries
- ▶ 900 lawyers
- ▶ 27 offices in North America, Europe and Asia
- ▶ clients: major public multinational corporations, private companies, government entities and private clients

Berwin Leighton Paisner (BLP)

- ▶ TOP-15 UK law firm, founded in 1932
- ▶ 500 lawyers
- ▶ 14 offices in Europe, Russia (Goltsblat BLP), Asia and the Middle East
- ▶ eight times Law Firm of the Year award winner on different markets since 2004
- ▶ named a Top-5 'legal game changer of the last decade' by the Financial Times (2015)
- ▶ ranked Number 1 most innovative law firm by Legal Business (2017)

Goltsblat BLP

- ▶ the Russian practice of BLP was formed in 2009 through a merger between Berwin Leighton Paisner LLP and a team of lawyers headed by Andrey Goltsblat
- ▶ as one of Russia's biggest and best known legal teams, it has proven itself over more than 20 years as a market leader

1873

the US firm was founded that would become, subject to legal succession, Bryan Cave

1932

the UK firm was founded that would become, subject to legal succession, Berwin Leighton Paisner (BLP)

1994

one of Russia's first law firms is founded by Andrey Goltsblat – Legal Practice

2002

Pepeliaev, Goltsblat & Partners was founded – the biggest Russian law firm at that time

2009

Goltsblat BLP was formed as a result of a merger with BLP

2018

Bryan Cave combines with London-based BLP to form Bryan Cave Leighton Paisner

>20

The Russian practice of Bryan Cave Leighton Paisner (formerly Goltsblat BLP in Russia) is a well-established, stable team, one of the biggest on the Russian market; built up over more than 20 years, it is a recognised leader in Russia. The history of the BCLP Russian office includes the merger, in 2009, between one of the biggest teams on the Russian market, led by Andrey Goltsblat, and the leading UK law firm Berwin Leighton Paisner (BLP).

>120

The Moscow office has more than 120 lawyers qualified under Russian, English and US law (State of New York).

5x

Five times winner of Law Firm of the Year in Russia since 2009, including Chambers Europe Awards 2010, 2014 and 2015; The Legal Business Awards (The Legal 500) 2010; The Lawyer European Awards 2014.

59

59 of the Firm's lawyers are included in the Best Lawyers 2021 rating (with a total of 128 mentions) and are recommended in 37 practice areas. This is one of the highest achievements among law firms in Russia.

#1

Leading positions and profound Russian law expertise with the absolute majority of the practices in Russia recognised as market leaders / top-ranked by leading national and international rankings (The Legal 500, Chambers&Partners, Best Lawyers, Mergermarket, Pravo.ru-300, etc.).

Top 3 in Russia

BCLP Russia is rated among the top-3 market leaders by revenue and lawyer headcount and is a Top 5 law firm by revenue per lawyer according to Pravo.ru-300 2020.

Real Estate & Construction

- ▶ for eleven years in a row ranked Band / Tier 1 by Chambers Europe and The Legal 500 in Russia and the UK
- ▶ many times winner of Real Estate Law Firm of the Year, including Best Lawyers Russia 2017, 2019 and 2020; Legal 500 UK Awards 2019

Corporate / M&A

- ▶ Russia M&A Legal Adviser of the Year (shortlisted) – Mergermarket Europe M&A Awards 2019
- ▶ Russia Law Firm of the Year (III) – Russia M&A Awards 2021 (PREQVECA / Mergers.ru)
- ▶ Top-ranked in Corporate/M&A – The Legal 500 2021 (Tier 2), Chambers Global 2021 and Chambers Europe 2021 (High end category – Band 3), IFLR 1000 2020 (Tier 2), Pravo.ru-300 2020 (Band 1)
- ▶ thirteen lawyers, including all partners of the practice, are recognised by The Best Lawyers in Russia© 2021

Competition & Antitrust

- ▶ ranked Tier / Band 1 by The Legal 500 and Chambers Europe
- ▶ Elite group by Global Competition Review / GCR 100 for eight years running
- ▶ Competition and Antitrust Law Firm of the Year in Russia: Best Lawyers Awards / 2018 and 2020 Editions

Tax Practice

- ▶ Russia Tax Firm of the Year in both 2017 and 2018, shortlisted for 2019 – European Tax Awards | International Tax Review
- ▶ ranked Band 1 by Pravo.ru-300 2020 (Tax Litigation)

Litigation & Investigations

- ▶ one of the biggest litigation teams in Russia, with 40 trial lawyers, including 17 advocates, based in Moscow
- ▶ multi-area specialisation: provides not only comprehensive commercial litigation support but also targeted solutions for antitrust, customs, tax, labour and IP cases, corporate criminal defence services to businesses and international arbitration

Banking & Finance

- ▶ top ranked by The Legal 500, Chambers & Partners, IFLR 1000, Best Lawyers, etc. for several consecutive years
- ▶ the banking and finance deals handled by the Moscow team of lawyers over the last 18 months topped USD 4.5 bn in value

Intellectual Property Practice

- ▶ ranked Tier 1 by The Legal 500 2021 and Pravo.ru-300 2020
- ▶ ranked Band 3 by Chambers Europe 2021

Employment Practice

- ▶ among the strongest teams in Russia, highly recommended by The Legal 500 2021, Chambers & Partners 2021 and Pravo.ru-300 2020 (Band / Tier 2)

Customs and International Trade

- ▶ Customs and International Trade Law Firm of the Year – Russia according to 2017 DealMakers Country Awards and 2016 DealMakers Global Awards Special Edition
- ▶ ranked Group 1 by Pravo.ru-300 2020 in Foreign trade / Customs law and currency regulation
- ▶ Lawyers of the practice have been “top-ranked”/ “highly recommended” by leading international and Russian legal directories, including The Legal 500, Chambers & Partners, Best Lawyers, Who's Who Legal, Pravo.ru-300, etc. for many years now

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