

# Your Professional Business Consultants

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# About us

O2 CONSULTING IS A LAW FIRM WITH OFFICES IN MOSCOW AND ZURICH, SPECIALISING IN STRUCTURING AND PROVIDING FULL SUPPORT FOR M&A DEALS



## Team

- Professionals with experience in M&A consulting gained in leading international law firms, major industrial holding companies, investment companies and funds, with first class western and Russian education backgrounds.
- O2Consulting has won the Law Firm Awards competition organised by the Legal Success journal in the “Personnel Motivation” category.



## Focus

- Structuring and supporting transactions valued at USD 25 - 250 million.
- Chambers & Partners, Legal 500 and IFLR 1000 rank us among the best legal consultants.
- We are the best Russian legal consultants to advise you on M&A projects, according to [mergers.ru](http://mergers.ru)



## Clients

- International and Russian direct investment funds.
- Russian and foreign holding companies and corporations.
- Owners of successful companies with a proven track record on the market.
- Founders of start-ups.



## Our advantages

- Our Partners are actively engaged in our clients' projects.
- Business orientation, an individual approach, unprecedented attention and client focus.
- Expertise and experience shared within a single cross-discipline team.



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# We are recommended by...

O2 CONSULTING IS RECOGNISED AS ONE OF THE BEST LEGAL CONSULTANTS BY LEADING INTERNATIONAL AND RUSSIAN RATING AGENCIES



The world's biggest rating agency, Chambers and Partners, included O2Consulting in its directory of M&A legal consultants rated as the best on the market .



The international Legal 500 directory recommends O2Consulting among the top consultants in the firm's core specialisation of corporate law and M&A, alongside such international law firms as Jones Day, Beiten Burkhard, Mannheimer Swarting, Noerr and others.



The prestigious Russian M&A directory of Mergers.ru recognises O2Consulting as the best among all legal consultants operating in Russia, including ILFs, placing us before such international law firms as Freshfields, Dechert LLP, Clifford Chance and others.



Best Lawyers recognises O2Consulting as one of the leading Russian specialists in corporate law.



This global guide to the best financial and law firms recommends O2Consulting among the leading M&A consultants.



O2Consulting has won the top international M&A Awards from the Acquisition International journal. The competition results put us in the first place among Russian boutique legal firms.



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# Our practices

## INTERNATIONAL PRACTICE

- Structuring of business and corporate governance in foreign jurisdictions;
- M&A transactions / establishment of joint ventures under English law;
- Support for creation and activities of venture funds;
- Support for launching start-ups in foreign jurisdictions;
- Advice on the law of England and Wales, the USA, Switzerland, Luxembourg, The Netherlands, Cyprus, Singapore, Hong Kong, BVI and other jurisdictions;
- Business regulatory matters;
- Commercial practice;
- Protection of intellectual property;
- Real estate transactions in foreign jurisdictions;
- Legal due diligence of foreign companies.

## RUSSIAN PRACTICE

- Structuring of business and corporate governance under Russian law;
- M&A transactions / establishment of joint ventures under Russian law;
- Support for launching start-ups under Russian law;
- Advice on matters of corporate law;
- Antitrust regulation;
- Business regulatory matters;
- Commercial practice;
- Protection of intellectual property;
- Real estate and construction;
- Legal due diligence of Russian companies

## TAX PRACTICE

- Russian and international tax structuring of business (England and Wales, the USA, Switzerland, Luxembourg, The Netherlands, Cyprus, Singapore, Hong Kong, BVI and other jurisdictions);
- Tax structuring of M&A deals / establishment of joint ventures;
- De-offshorisation;
- Tax advice;
- Tax due diligence.

## CORPORATE FINANCE PRACTICE

- Financial due diligence;
- Commercial due diligence;
- Development of business plans.



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# Consultant of choice on Russian and foreign law

## WE UNDERSTAND BOTH THEORY AND PRACTICE

- Profound expertise in Russian and foreign law (England and Wales, the USA, Switzerland, Luxembourg, The Netherlands, Cyprus, Singapore, Hong Kong, BVI and other jurisdictions).
- Extensive hands-on experience in structuring and advising holding structures in the Russian Federation and elsewhere.
- One-stop-shop solutions to comprehensive problems at the juncture of different jurisdictions.

## WE ARE RESULT ORIENTED

- Deep involvement of O2Consulting Partners in every project.
- We offer non-standard solutions.
- We understand the commercial aspect and provide support in business decision-making.

## WE PROVIDE ONLY FIRST CLASS SERVICES

- Recommended by Legal 500.
- Recommended by Chambers & Partners.
- Best Russian legal consultant according to Mergers.ru.
- Winner of M&A Awards.

## OUR FEES ARE REASONABLE

- We charge lower fees than international law firms (ILF).
- We practice fee capping.



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# Our expertise

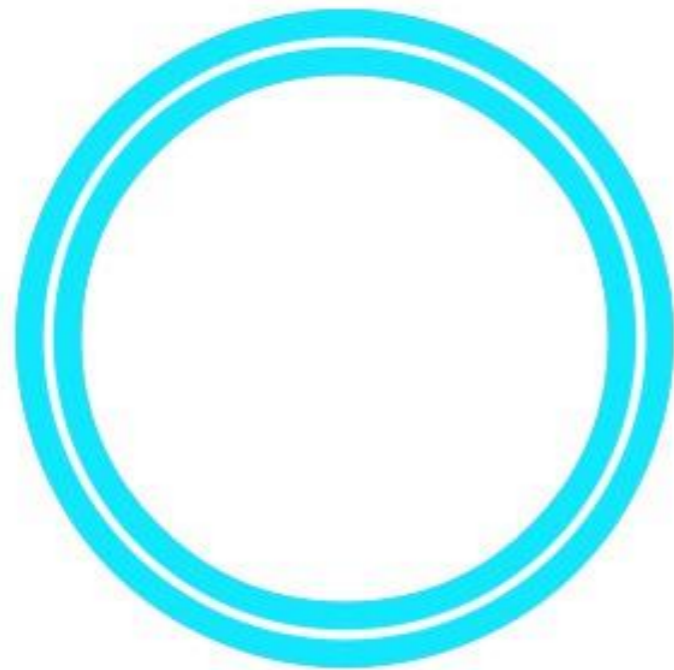


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# Partner of choice to advise on deals worth from USD 25 to 250 million in value-for-money terms

Experience in successfully closing deals worth from USD 500 thousand to 1 billion



Focus on deals worth USD 25 – 250 million



Additional expertise in venture and IT transactions worth < USD 10 million



Over **50** deals closed in the past **5** years



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# Support for M&A deals / establishment of joint ventures

## SUPPORT FOR THE FULL CYCLE OF DEALS INVOLVING RUSSIAN AND FOREIGN ASSETS UNDER RUSSIAN AND ENGLISH LAW

- Support for deal negotiations, determination of deal terms and preparation of agreements of intent.
  - Performance of comprehensive and detailed (legal, tax, financial, commercial) due diligence on investment targets.
  - Development of an optimal corporate and tax structure for transactions.
  - Development of a project finance structure and mechanisms to ensure fulfilment of obligations.
  - Legal preparation of the assets and selection of legal structures for the investor, seller or buyer for project implementation purposes.
- Preparation of transaction documents:
    - Share (interest) sale and purchase agreement, agreement on share subscription,
    - Shareholders' agreement,
    - Real estate and moveable property sale and purchase agreement,
    - Agreement on alienation of exclusive rights to intellectual property,
    - Other agreements and corporate documentation (corporate decisions, preliminary agreements and agreements on advances/earnest money, escrow agreements, pledge and suretyship agreements, option agreements, agreement with third parties within the scope of the investment project, etc.).
  - Performance and closure of transactions, support for corporate and registration procedures.
  - Support for performance of all actions following deal closure.

*“O2Consulting have helped our clients close several M&A deals, and we value highly their professionalism and readiness to protect our clients' interests to the very end.*”

*We work with confidence with O2Consulting on complex transactions and can recommend them to all those interested in services of this type.”*

Stanislav Ilyukhin  
Director, Corporate Finance Department



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# Support for the establishment and activities of venture funds

## AT ALL STAGES OF FUND DEVELOPMENT

### Fund structuring:

- Determination of the parameters for the fund's corporate, regulatory and tax structure.

### Preparation of fund corporate documents:

- Preparation of a partnership agreement/charter of a fund, a private placement memorandum and other documents.

### Fund establishment:

- Establishment of a fund, management company;
- Establishment of relations with counterparties (administrator, broker, depository bank, etc.);
- Obtaining licences and permits.

### Ongoing fund support:

- Co-ordination and resolution of fund-related day-to-day corporate issues (KYC, document turnover, collaboration with investors);
- Support for investors joining the fund.

### Support for fund investments:

- Comprehensive servicing of the fund's transaction portfolio and relations with portfolio companies, including:
  - Due diligence;
  - Preparation of corporate documents (shareholders' agreement, share sale and purchase agreement, documents on share issues, etc.);
  - Corporate and tax structuring of a fund entering into portfolio investments.

### Withdrawal by a fund from investments:

- Support for a fund withdrawing from portfolio investments, including servicing of private sales and IPOs.

*“On behalf of Gagarin Capital, I would like to thank the firm for its quality and lightning responses to any requests and transaction requirements round the clock. Thank you, you are great!”*

Mikhail Taver,  
Managing Director

**Gagarin** capital  
partners



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# Corporate law advice

## IN THE RUSSIAN AND FOREIGN JURISDICTIONS

- Development and creation of a corporate ownership and asset management structure in the Russian and foreign jurisdictions;
- Support for internal and international corporate reorganisation and structurings, including pre-IPO structuring;
- Implementation of corporate procedures (conducting shareholders' and Board of Directors meetings) in the Russian and foreign jurisdictions;
- Development of corporate documents for Russian and foreign companies (statutes, regulations, terms of reference, minutes, etc.);
- Advice during corporate disputes and implementation of shareholders' agreements;
- Development of staff option programmes;
- Preparation of legal opinions and memoranda on matters of Russian and foreign corporate law.

*“The O2 Consulting specialists advised us on matters of international law and the Russian legislation.*

*Their advice helped us make the right business decisions.*

*On every project, the consultant's support was of the highest standard and there could be no doubt about their experience and professionalism.”*

Oleg Reps  
Group founder



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# Antitrust regulation / Business regulation issues

## IN THE RUSSIAN AND FOREIGN JURISDICTIONS

### Advising on the Russian antitrust legislation in commercial activities, during structuring of M&A deals / establishment of joint ventures:

- Preparation of legal opinions on various antitrust regulation matters;
- Analysis of agreements and actions with respect to observance of the antitrust legislation;
- Representation before the antitrust body, development of a legal defence position for the client;
- Obtaining consent from the FAS of Russia and its territorial bodies to transactions involving shares and participatory interests in Russian and foreign companies;
- Notification of the FAS of Russia and its territorial bodies of transactions and group disclosures.

### Advising on observance of the regulatory requirements in doing business in the Russian and foreign jurisdictions:

- Exchange regulation and currency control;
- Protection of personal data, including processing, storage and cross-border transmission of personal data;
- Licensing and obtaining permits to perform activities;
- Technical and sectoral regulation;
- Environmental protection and use of natural resources;
- Industrial security, fire and labour safety;
- Certification.

*“O2 Consulting supported our share sales transaction and prepared a shareholders’ agreement.*

*We were fully satisfied with the result. All the assignments were fulfilled with profound professionalism and within tight deadlines, for which we express our genuine gratitude. We wish the firm further growth and development.”*

Veniamin Pisman  
Chairman of the Board of Directors

**ГОЛЬФСТРИМ**  
ОХРАННЫЕ СИСТЕМЫ



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# Commercial practice / Protection of intellectual property

## IN THE RUSSIAN AND FOREIGN JURISDICTIONS

### Legal support for commercial activities:

- Structuring of and turn-key support for complex transactions;
- Representation in negotiations on agreements terms in various business spheres;
- Preparation of commercial agreements under Russian and English law in such spheres as international sales and purchase, supply, distribution, logistics, agency representation, services and contractor work;
- Preparation of agreements on financing, assignment of rights and transfer of obligations, securing performance of obligations;
- Advice on performance, breach and cancellation of existing contracts.

### Protection of intellectual property:

- Development of an ownership structure for intellectual property;
- Advice on observing and protecting intellectual property rights (copyright, neighbouring rights, trade marks and so on) and commercial secrecy issues;
- Preparation of agreements on creating intellectual products, development of internal regulations and documentation of official assignments in different sectors, including IT, e-commerce, engineering, innovation, marketing and advertising;
- Support for acquiring and disposing of exclusive rights, preparation of licensing agreements;
- Registration procedures in the intellectual property sphere.

*“We appointed O2 Consulting in connection with a difficult international law task that had to be resolved within a tight deadline.*

*The services rendered by the firm deserve the highest praise”.*

Evgeniy Sedinkin  
Managing Director, Maxwell Capital Group



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# Real estate and construction

## IN THE RUSSIAN AND FOREIGN JURISDICTIONS

- Structuring of transactions to acquire and sell real estate in the Russian and foreign jurisdictions;
- Full legal support for real estate investment projects;
- Development of optimal project structures, including with co-investor participation;
- Legal and tax aspects of financing and security arrangements in real estate;
- Performance of comprehensive due diligence of assets for acquisition, commercial development, agricultural enterprise, production and nature resource use;
- Legal support for implementation of greenfield and brownfield projects in the Russian jurisdiction;
- Support for various transactions in the spheres of trade, warehousing, office, industrial and agricultural real estate;
- Contractual support for commercial leasing, management and operation of real estate in the Russian and foreign jurisdictions.

*“It was very pleasant to work with the O2 specialists, who have a profound knowledge of international and Russian corporate law. I value the deep involvement of the firm’s personnel in our projects. O2 know their business and are able to implement the most complex projects, considering both the specifics of real estate development and our wishes for the outcome. We are sure we will turn to O2 Consulting again many times.”*

Dmitriy Ilyin  
Legal Department Director, Khimki Group



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# Tax advice

## IN THE RUSSIAN AND FOREIGN JURISDICTIONS

### Tax structuring of businesses:

- Development of an optimal corporate business structure;
- Tax analysis and development of goods and cash flow schemes;
- Restructuring in connection with de-offshorisation;
- Tax model calculation.

### Tax structuring of transactions:

- Assessment of the tax implications of impending transactions and elaboration of optimal recommendations;
- Tax support for M&A deals.

### Tax planning and advice:

- Advice on tax matters;
- Consulting on the legislation on controlled foreign companies;
- Disclosure of information on foreign companies and controlled foreign companies (preparation of notifications, foreign companies reporting, support for obtaining tax benefits in connection with de-offshorisation);
- Preparation and checking of tax accounting reports;
- Assessment of law enforcement practice prospects;
- Introduction of permissible tax planning mechanisms.

### Investment target tax due diligence.

### Advice on disclosure of financial information within the scope of information exchange.

*“We began co-operating with O2 Consulting requesting a small corporate advice. The result really impressed us with its precise business focus and brevity.*

*As of today, we co-operate on a whole series of corporate and tax projects, which gives us a great pleasure.*

*The enthusiasm, diligence and commitment of the O2 Consulting personnel help us in fulfilling our most ambitious plans!*

*We value the support provided by O2 Consulting and wish them successful development.”*

Evgeny Lyashenko  
CEO  
ZAO Managing Company EFKO



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# Comprehensive Due Diligence (1)

WE PROVIDE FULL AND COMPREHENSIVE INFORMATION ABOUT A BUSINESS AND CALCULATE THE COST OF EVERY RISK

## Legal Due Diligence:

- Corporate matters and the ownership and governance structure of the target company;
- Compliance of the target company's activities with the mandatory rules and requirements (in the spheres of licensing and permission documentation, industrial safety, environmental rules and requirements, etc.);
- Target company assets (real estate; fixed productive assets; intellectual property);
- Key agreements with counterparties;
- Target company debt liabilities;
- Administrative, judicial, arbitration and tribunal litigations in which the target company is involved;
- Labour law matters.

## Tax Due Diligence:

- Analysis and assessment of the safety of the existing tax model and tax optimisation schemes applied;
- Assessment of the company's tax burden;
- Checking on the current state of tax payments and extra-budgetary fund contributions;
- Analysis of tax authority claims;
- Analysis of pricing system safety;
- Appraisal of the work of staff responsible for maintaining tax accounting, calculation of the tax base and timely payment of taxes;
- Quantitative assessment of potential tax risks, their qualitative assessment from the arbitration practice perspective, and development of recommendations for elimination or minimisation thereof.

*"I would like to thank the professional consultants of O2 Consulting for their outstanding services provided in performing a comprehensive Due Diligence of a regional oil-refinery. The project was implemented within a very short time period, so I would like to make a separate note of the speed at which the O2 Consulting carried out the Due Diligence."*

Alexey Sablin  
Finance Director, Kompaniya Adamas



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# Comprehensive Due Diligence (2)

## WE PROVIDE FULL AND COMPREHENSIVE INFORMATION ABOUT A BUSINESS AND CALCULATE THE COST OF EVERY RISK

### Financial Due Diligence:

- Assessment of the status of and prospects for the target company's work;
- Analysis of the target company's goods and cash flow scheme;
- Analysis of the target company's revenues and expenditures by form of activity, determination of the cost and profit centres;
- Verification of the way assets and liabilities, income and costs are booked by the target company;
- Determination of the impact of changing certain financial and management accounting indicators on the target company evaluation results;
- Detailed analysis of the state of settlements with counterparties;
- Analysis of management accounting methodologies, principles and rules;
- Calculation and analysis of the main financial indicators on the basis of adjusted accounting reports of the target company;
- Evaluation of financial function performance, including analysis of the qualifications of key personnel.

### Commercial Due Diligence:

- Analysis of sales system effectiveness, including the sales methods applied, the use of advertising and the results of market research;
- Analysis of the organisational structure and governance methods;
- Analysis of the current state of the business and possible scenarios for its development;
- Analysis of the results of investment projects, including capital investments;
- Analysis of key performance indicators;
- Analysis of the impact of recruiting, professional training and personnel development policies.

*“On behalf of the iTech Capital direct investment fund, I would like to thank the professional consultants of O2 Consulting for their outstanding and rapid services rendered within the scope of a project involving a full financial, tax and legal Due Diligence. We asked for a detailed analysis of the activities and state of the company in order to make the correct investment decision, and the help from the O2 Consulting specialists allowed us to get the result we wanted.”*

Gleb Davidyuk  
Managing Partner, iTech Capital Direct  
investment fund

 **iTechCapital**



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