

AQUITAS

M & A

## m&a

Legal support of M&A transactions is one of the most active **AEQUITAS** practice areas.

The firm's lawyers are ready to offer a full range of M&A-related services, including deal structuring, participation in negotiations between parties, actions necessary for the transfer of title in the acquired assets, and applications for the approval of economic concentration transactions by the Kazakhstan's Antimonopoly agency.

**AEQUITAS** possesses substantial experience in implementing due diligence of companies targeted for investment and acquisition. The firm's lawyers participated in the due diligence of a number of national-significance enterprises.

*“AEQUITAS is very knowledgeable, proactive and has been very helpful in understanding local requirements. The team is flexible and efficient”.*

**The Legal 500 2024**

*“AEQUITAS's lawyers have strong intellectual strength and the ability to find logical solutions”.*

**Chambers Asia Pacific 2024**

**AEQUITAS** partners, Olga Chentsova, Natalya Braynina, and Yelena Manayenko, are regularly recognized as the leading M&A experts by the renowned international legal guides, such as Chambers & Partners, Best Lawyers, Who's Who Legal and Legal 500.

# services

---

Integrated advice in connection with M&A transactions, including corporate, finance, currency and competition compliance issues.

---

Drafting of contractual documents, or local law compliance review of contractual documents drafted under a foreign law.

---

M&A transaction structuring.

---

Preparation of the set of documents and obtainment of Kazakhstan Antimonopoly agency's approval of economic concentration transactions.

---

Full due diligence of companies.



# most representative m&a projects

Comprehensive legal support, including preparation of legal opinion, in a transaction contemplating acquisition of a 3% participation interest in a local oil producing company conducted by two foreign investment companies. As a result of the transaction, the acquirer company obtained a 51% participation interest in the target company.

AEQUITAS lawyers advised the acquirer on a broad range of corporate and subsoil use matters and completed deal structuring and all procedures relating to the transaction closing.

Advice to Kazakhstan Kagazy JSC in connection with its acquisition of Taraz Metallurgical Plant (a large producer of manganese ferrosilicon), Arman-100 LLP and Saryarka Mining LLP (subsoil user companies) and Astana-Contract LLP (a large logistics company).

Advice to Standard Chartered Bank in connection with a transaction involving acquisition of American Express Bank.

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 firm's lawyers provided full legal support to the project, including deal structuring and approval by the Antimonopoly agency, drafting of all required documents, advising on a range of civil, corporate, currency, banking, antitrust and labor law issues and legal support in the group of companies reorganization via accession of all the acquired companies to the principal distributor. The project took more than 20 re-registrations of legal entities on different grounds and almost 2 years to complete.

Legal support in the transfer of participation interests in three local companies (including "Channel 31" TV and radio broadcasting company) in connection with changes in the structure of CTC Media group of companies intended to adapt its activities to meet the Russian legislative requirements limiting foreign participation in mass media.

Legal support of transaction, including full due diligence and obtainment of the Antimonopoly agency's consent, in connection with indirect acquisition of a Kazakh bitumen company by Gazprom Neft OJSC, a major Russian company.

Advice to a major Russian investor in connection with the acquisition of assets of two large Kazakhstan transportation companies, including full due diligence of the target company and advice on the local law antitrust issues.

Advice to China ZhenHua Oil in connection with the acquisition of shares in Kuat Holding Company JSC controlling a Kazakh oil company, including full due diligence of the target company and obtainment of the Antimonopoly agency's consent to economic concentration.

Advice to EN+Group on antitrust matters in connection with the acquisition of participation interests in seven Cyprus-registered companies indirectly controlling Russneft (a Russian holding company).

Advice to Atomredmetzoloto OJSC, a Russian uranium company, on civil/international private law and antimonopoly regulation issues in connection with a transaction involving incorporation of a united company with participation of the Ministry of Energy and Mineral Resources of the Republic of Kazakhstan and execution of an intergovernmental agreement.

Legal support of a transaction, including preparation of contract documents and obtainment of the Antimonopoly agency's consent, in connection with IOT Infrastructure & Energy Services Ltd. (India's leading company in drilling and seismic services) acquiring control over a Kazakh seismic prospecting company servicing subsoil user companies in the Caspian region.

Legal support of transaction, including obtainment of antimonopoly agency's consent and preparation of contract documents, in connection with the acquisition of a participation interest in a Kazakh subsoil company by Conwell Oil Corporation.

Advice to Schneider Electric, a large German industrial electronics company, regarding obtainment of the Antimonopoly agency's consent to economic concentration.

Advice to Atomredmetzoloto OJSC, a Russian uranium company, in connection with its acquisition of Akbastau JSC and Karatau LLP, Kazakh companies active in the nuclear industry.

Legal support of a transaction, including full due diligence of a number of local subsoil user companies, obtainment of the Antimonopoly agency's consent to economic concentration, application with the authorized agency for subsoil use right alienation approval, review of participation interest sale and purchase agreements and advising on different issues in connection with the acquisition of indirect control over the local companies by Xinjiang Guanghui Petroleum Co., Ltd., one of China's largest companies active on the global hydrocarbons market.

All-round legal support to Lancaster Group, a Kazakh holding company, to set up a joint venture with Deborah Services Limited (DSL), Industrial Services, UK's leading oil services company.

Integrated legal support (including due diligence) in a transaction involving transfer of subsoil use right to gold exploration and production between local subsoil user companies.

Legal support of a transaction, including full due diligence, contemplating acquisition by Investec Trust (Switzerland) S.A., an international trust company, of a local common minerals mining company, and assistance in the further transfer of polymetallic ores exploration rights.

Integrated legal support, including advice on different corporate law matters, development of a step-by-step plan of actions, preparation of all required documents, including new corporate documents, and re-registration of Amity International LLP, in connection with a transaction involving acquisition of participation interests in the LLP by Katren OJSC, a Russian pharmaceutical holding company.

Advice to Mechel OJSC in connection with the acquisition of shares in Oriel Resources Plc. controlling a Kazakh nickel company.

Advice to the Government of the Russian Federation on the matters of civil/international private law and antitrust regulation in connection with its acquisition of participation interests in CPC-K JSC and CPC-R CJSC (owners of the Tengiz–Novorossiysk pipeline) from the Sultanate of Oman.

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 firm's lawyers provided full legal support to the project, including deal structuring and approval by the Antimonopoly agency, drafting of all required documents, advising on a range of civil, corporate, currency, banking, antitrust and labor law issues and legal support in the group of companies reorganization via accession of all the acquired companies to the principal distributor. The project took more than 20 re-registrations of legal entities on different grounds and almost 2 years to complete.

Integrated legal support in a transaction involving acquisition by Kashgar Xinyu Dadi Mining Investment Co. Ltd, a Chinese oil producing company, of a Kazakh LLP carrying out gold exploration in Tajikistan, including limited due diligence of the target company, advice on applicable aspects of the Kazakh legislation (civil, corporate and antitrust) and analysis of the participation interest sale and purchase agreement as to compliance with the Kazakh legislation.

Advice to a foreign investor in connection with its acquisition of indirect control over Kazakhaltyn Mining and Metallurgical Concern JSC (a gold mining enterprise) and its subsidiaries.

# most representative privatization projects

Advice to Hurricane Hydrocarbons Ltd. (PetroKazakhstan Inc.) in connection with its successful participation in a privatization tender for the acquisition of a controlling block of shares in Yuzhneftegas JSC, one of Kazakhstan's largest oil companies.

Advice to Zhetysu, a Kazakh corporation, in connection with its successful participation in a privatization tender to purchase shares in AlauTransGas JSC, Kazakhstan's regional gas company.

Advice to a major French company in connection with its contemplated participation in a privatization tender to purchase shares in Stepnogorsk Chemical Plant.

Analysis of privatization history in the course of due diligence of a number of enterprises, including analysis of the lawfulness of Kazakhmys privatization in connection with its parent company contemplated listing.

Advice to Access Industries, a US investment company, in connection with the privatization of EkibastuzKomir JSC, a large local enterprise.

# membership



The Law Society



The British-Kazakh Society



ASSOCIATION  
OF INTERNATIONAL  
PETROLEUM NEGOTIATORS



Global HR Lawyers  
Ius Laboris



TERRALEX



CIS LCN

KazBar

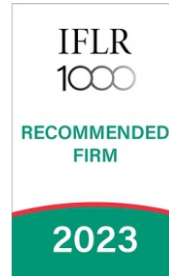


Евразийская  
АНТИМОНОПОЛЬНАЯ  
АССОЦИАЦИЯ  
[www.eurasiancompetition.org](http://www.eurasiancompetition.org)

# ratings



**Yelena Manayenko**<sup>Band4</sup> heads the firm's M&A practice. She advises on both domestic and cross-border transactions and related due diligence work.



AEQUITAS is **recommended** in Financial & Corporate<sup>Tier 2</sup>, Banking & Finance<sup>Tier 3</sup>, M&A<sup>Tier 2</sup>, Project Development<sup>Tier 3</sup>, Capital Markets: Debt<sup>Tier 2</sup> & Equity<sup>Tier 3</sup> and is recognized as a leading domestic law firm. Yelena Manayenko was named *Rising Star* in M&A.



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

### Client feedback

*"AEQUITAS is very responsive, flexible and thoughtful with regard to the client's business concerns."*



Managing Partner **Olga Chentsova** and Partner **Natalya Braynina** are **recommended** in M&A and Governance.



**What the team is known for**  
**AEQUITAS**<sup>Band2</sup> has a notable domestic legal practice in Kazakhstan, assisting international clients with local law issues affecting cross-border mandates as well as representing domestic clients in local projects. The law firm is experienced in project financing, construction, corporate and financial restructurings and M&A projects. AEQUITAS Law Firm's domestic market position makes it a popular choice for many international law firms seeking local law advice in Kazakhstan.

**Work highlights.** Aequitas provided legal advice to Elements Group and its subsidiary Convexity, specialising in blockchain, on engagement of freelance programmers and software engineers in Kazakhstan.



**Olga Chentsova**  
Hall of Fame

Lead by Almaty-based corporate and commercial law experts **Yelena Manayenko**<sup>Leading Individual</sup> and **Yuliya Chumachenko**<sup>Recommended</sup>, **AEQUITAS**<sup>Tier2</sup> features expertise in deal structuring and negotiations, applications before Kazakhstan's competition regulator and in the development of Kazakhstan's corporate legislation. The firm handles matters for a range of high profile clients such as Deutsche Bank and Johnson & Johnson, alongside cooperating with prestigious law firms around the world.

**Olga Chentsova**<sup>Hall of Fame</sup> has been advising major global oil and mining companies on issues pertaining to corporate legislation, while **Yekaterina Khamidullina**<sup>Rising Star</sup> is another notable name.



# AQUITAS

M & A

