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## BEITEN BURKHARDT KYIV'S CORPORATE AND M&amp;A LAW PRACTICE

The Corporate/Commercial and M&A Law practice is among **BEITEN BURKHARDT Kyiv**'s core areas of expertise. **BEITEN BURKHARDT Kyiv**'s significant achievements in this field testify to the firm's reputation as one of the leading law firms in the CIS.

**BEITEN BURKHARDT Kyiv** is focusing, inter alia, on the advising of clients in connection with mergers as well as the acquisition and sale of companies. Our teams have expertise in all conceivable forms of transaction, such as e.g. public takeovers, bidding procedures, leveraged buy-outs or management buy-outs and buy-ins. We represent companies and financial investors including private equity and venture capital funds.

The successful advising on a complex transaction often requires special know-how in other legal fields, such as e.g. labour law, industrial property protection, real estate law, antitrust law or tax law. Experts of **BEITEN BURKHARDT Kyiv** working in these fields support the respective M&A team, if required, and, in so doing, ensure and guarantee a prompt, comprehensive and successful implementation of the transaction.

In particular, the firm offers legal services involving:

- conducting legal due diligence on target companies for the purpose of acquisition or sale of shares/ownership interest in existing enterprises;
- advising on complex cross-border transactions and day-to-day operations;
- corporate restructuring aimed at optimizing taxation and business structure, improving the management of affiliated companies, as well as minimizing business risks;
- consulting on the establishment of wholly-owned subsidiaries and joint ventures;
- structuring acquisitions (share deals, asset deals) from the legal and tax perspective;
- supporting negotiations on and rendering consultancy services for obtaining relevant licenses and permits from competent state authorities, filings with the antimonopoly authorities regarding approval of business formations, reorganizations, acquisitions and changes in management structures;
- advising companies on interaction with clients, suppliers, personnel and state authorities;
- alternative dispute resolution, representation of clients in state courts and before arbitral tribunals.

Our representative M&A experience includes advising:

- **a major Austrian holding group** in a proposed USD 1.1 billion acquisition of a large Ukrainian commercial bank, including preparation and realization of a due diligence (analysis of 40 real estate objects), advising in the negotiations and assisting in the execution of various agreements, advising on closing and filing with the Antimonopoly Committee of Ukraine;
- **a foreign investor in Eastern Ukraine** on EUR 700 million acquisition of plants and rolling mills, including conducting a due diligence review with respect to an acquisition of several steel plants and rolling mills, preparing final memoranda with respect to legal and political assessment and restructuring;
- **a German bank** in EUR 250 million acquisition of a leading Ukrainian bank, including preparation and realization of due diligence in the context of the tender, advising in the negotiations and assistance in execution of various agreements (SPA, SHA);

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- **a foreign institutional investor** on EUR 170 million real estate acquisition, including tax and legal planning, drafting contractual documents, conducting due diligence on several real estate objects (office), and advising on financial issues with respect to acquisition;
- **a major Austrian investor** on USD 60 million purchase of a shopping mall in Kyiv;
- **a Finnish producer of sanitary ware products** on USD 25 million acquisition of majority shareholding in a Ukrainian sanitary ware producer, including preparation and realization of due diligence, drafting transaction documents, and advising in negotiations;
- **a Swedish Investment Fund** in USD 13.2 million acquisition of an agricultural enterprise, preparation and realization of due diligence, drafting transaction documents, and advising in negotiations;
- **an Austrian producer of milk products** with respect to USD 9 million acquisition of a Ukrainian enterprise, including preparation and realization of due diligence, drafting transaction documents, and advising in negotiations;
- **a major Austrian Bank** on a restructuring process, including preparation of memorandum with respect to regulatory requirements under Ukrainian banking laws;
- **a major German Bank** on a restructuring process after an international merger, including preparation of memorandum and drafting of contracts for board members (stock option plans);
- **an international insurance company** in connection with legal framework of insurance business in Ukraine for a proposed merger;
- **a German bank** in acquisition of a major Ukrainian bank, including preparation and realization of due diligence in the context of the tender, as well as advising in the negotiations and assistance in execution of various agreements (SPA, SHA).