




GRATA
INTERNATIONAL

COMMERCIAL CONTRACTS

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The modern commercial relations use various types of commercial contracts, from simple and standard to complex and cross-border which require thorough structuring and involve different legal risk mitigation instruments.

GRATA International lawyers are focusing on development of various commercial contracts for all businesses. Our clients trust us because we can combine our knowledge of laws and understanding of clients' interests with the vast practical experience. When developing contracts and structuring transactions, we refer to our wide international experience to provide legal protection for our clients at all implementation stages of business projects.

We develop contracts of sale-and-purchase, supply, construction, service, transportation, lease, commission, consortium agreements, franchise agreements and distribution agreements, leasing, financial and loan agreements, preliminary agreements and memoranda of intent, and all other types of commercial agreements applicable in modern business processes. We advise clients and structure complex deals. We are focusing on development of contracts applicable to specific types of commercial activities (for example, FIDIC), advise in connection with participation in procurement procedures and represent clients in courts.

Our experience in transaction structuring has been acknowledged by several rankings, including The Legal 500, Chambers and Who's Who Legal.

SERVICES



Development of supply contracts and distribution agreements



Development of construction contracts



Development of concession and other agreements within the framework of public-private partnership projects



Development of contracts of sale and purchase, lease and management of various types of real estate



Development of model agreements for the activities of real estate management companies, subsoil users, telecommunications companies, airlines, IT companies, manufacturers and suppliers of various types of goods, and many other companies



Development of leasing agreements and advising on such agreements



Development of feedstock and offtake agreements



Development of transportation contracts



Advising manufacturers and suppliers of various types of products, manufacturers of equipment and vehicles, service companies in the course of participation in procurement procedures



Development of all other types of commercial agreements, including contracts for the supply, provision of services, transportation, lease, orders and commissions, consortium agreements, franchise agreements, leasing agreements, financial agreements and loan agreements, preliminary agreements and memoranda of intent, and all other types of commercial agreements applicable in modern business processes



Review of commercial contracts as a part of due diligence procedure

EXPERIENCE

- Advised on the acquisition of the shares of one of the leading medical and pharmaceutical institutions of Armenia by ensuring compliance with the newly introduced anti-corruption regulations;
- Advising a physical entity client on the acquisition of 98.39959% of one of the biggest medical centers in Armenia by drafting all necessary documents for closing the deal;
- Advising the Armenian branch of a Chinese state-owned hydropower engineering and construction company that is constructing the nationwide North-South roadway corridor by drafting all contracts and agreements necessary to run the day-to-day business;
- Advised a major Japanese bank on the acquisition of a share in a loan agreement with the main export pipeline as collateral. Conducted a legal audit and prepared a number of memoranda, advised on the effectiveness and proper registration of relevant land and property mortgage agreements, etc.;
- Legal support and representation of an aircraft manufacturer in signing contracts for operational and financial leasing of aircraft, which also included pledge of aircraft in the Republic of Azerbaijan;
- Legal support of a construction company: drafting contracts to be signed with contractors/suppliers, including construction contracts;
- Legal vetting of the internal corporate standard for the conclusion of supply, contractor and construction contracts for its compliance with peremptory norms and other requirements of Belarusian legislation for one of the world's largest manufacturers of technological and other equipment. After the legal vetting, lawyers prepared recommendations for improving the provisions of this corporate standard to ensure reliable protection of the Client's interests;
- A number of contracts were drafted for a major medical product manufacturer as part of the legal support of its business activities, including an agreement on payment of bonuses, marketing and advertising services agreements. In drafting the advertising services agreement, the company took into account the latest changes in the legislation on legal regulation of advertising, in particular, with regard to payment of a fee for placement (distribution) of advertising;
- For a number of clients, participating in public procurements, our team conducted a comprehensive review of auction documents for their compliance with legal requirements. Based on the results of the conducted review, our lawyers prepared respective complaints with a set of documents attached to them to appeal against identified violations to the authorized body for public procurement;
- Advising one of the largest financial institutions on enforceability and compliance of loan facility agreements with local commercial banks and a large state-owned entity;
- Drafting and advising on a lease agreement for a terminal in one of the ports of Georgia;

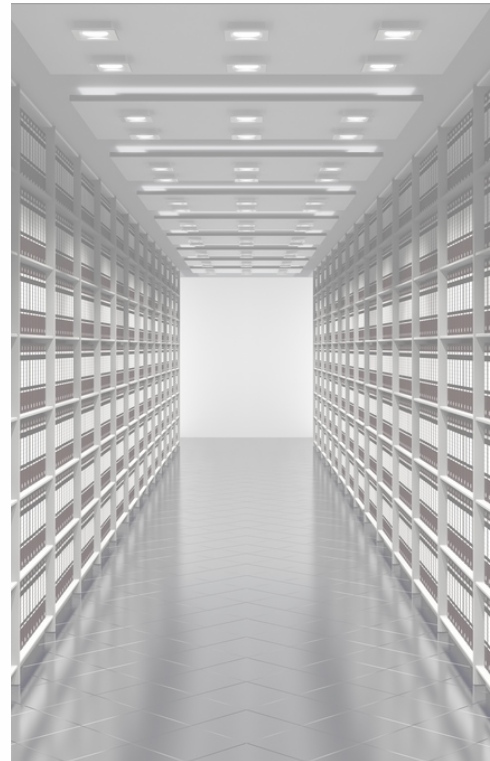
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“The team's significant knowledge, high degree of accountability, and willingness to go above and beyond were all on display when providing services”.

- Chambers Global Guide, 2023

EXPERIENCE

- Legal support for real estate developers when concluding contracts with contractors and drawing up a template agreement with apartment purchasers;
- Drafting of the SPA, lease and management agreements for various types of facilities, including shares, residential buildings, apartments, commercial real estate, land plots;
- Drafting of agreements on the implementation of the rights and obligations of the shareholders (SHA) in the process of investors entering the membership of the companies;
- Advising clients on compliance of commercial agreements with the local mandatory regulations;
- Review and revise of SPA, EPC contract, PPA in relation to 30 MW Zhangiz Solar Power project, 50 MW Mistral Solar Power Projects and 150 MWT Abai 1-2 Power projects in Kazakhstan for Universal Energy;
- Drafting amendments to FIDIC EPC Contract of construction of Western Europe-Western China transportation corridor, concluded between the Ministry of Industry and Infrastructure Development of Kazakhstan and a foreign client;
- Review of EPC contract for a reconstruction of mining and metallurgical complex in Kazakhstan for China ENFI Engineering Corporation of Metallurgical Corporation of China (MCC);
- Development of construction contracts, including FIDIC contracts, within the frameworks of a number of large infrastructure, energy and transport projects in Kazakhstan, including the reconstruction of the largest energy company in Kazakhstan, construction of a petrochemical enterprise in Western Kazakhstan, construction of toll roads, construction of tram lines, construction of SEZ infrastructure in South Kazakhstan, and many other projects;
- Development of the sale-and-purchase, lease and management agreements for various types of facilities, including residential buildings and apartments, commercial real estate, land plots, hotels, infrastructure, enterprises, and other types of commercial facilities for Kazakhstani and foreign construction and development companies, banks, hotels, management companies, manufacturers and suppliers of equipment and goods, subsoil users, service companies;
- Development of all other types of commercial contracts for Kazakhstani and foreign clients, including supply, service, transportation, rental, commission agreements, as well as consortium, franchise, leasing, financial and loan agreements, preliminary agreements and MoUs, and all other types of commercial agreements applicable in modern business processes;



EXPERIENCE

- Due Diligence of the all contracts of the subsidiary of EPAMSystems Inc., in Kyrgyzstan, including but not limited to subcontractor, lease, services provision;
- Advising Samsung Electronics Central Asia on the launch of a new product. Due Diligence of an end-user agreement;
- Advising a largest agricultural company on potential acquisition of two sugar plants in Kyrgyzstan. Due Diligence of two sugar plants;
- Providing services for a Moldovan broadcasting company, dealing with everyday corporate and regulatory concerns for its radio and television networks, along with providing counsel on legal matters related to the airing of various TV programs;
- Providing services for a foremost enterprise in the global express, ground transport, and air cargo industry, addressing corporate matters and providing support in the creation and negotiation of diverse commercial agreements;
- Providing services for a leading global entity in the software sector regarding post-merger corporate and commercial issues, offering guidance on multiple commercial contracts, including tenancy agreements and research & development pacts, in addition to supplying expertise on intellectual property matters;
- Advised and drafted a debt transfer agreement between several parties for a multi-million USD payment for an international telecommunications company from China;
- Advised on the sale and purchase agreement with a value of EUR 511 000 for the representative office of a foreign company, which is a leading manufacturer of packaging machines, in collaboration with a local enterprise;
- Advised on the sale and purchase agreement with a value of RUB 215 million (or USD 2,395,000) of local company with one of the Russian leaders among the enterprises in the railroad industry;
- Advising an Italian machine manufacturing holding in relation to its distribution agreement for import and sale of its products in 9 jurisdictions, including Azerbaijan, Armenia, Belarus, Kazakhstan, Kyrgyzstan, Moldova, Russia, Tajikistan and Uzbekistan;
- Advising an international oil and gas trader in relation to export of oil and oil products from Russia, including on payments for supplies, contract liability and insurance of oil products;
- Advising a European provider of mobile phones repair services on contractual and personal data protection issues in connection with entering into agreements with the largest Russian mobile operators, reviewing and support of negotiating agreements with counterparties;
- Legal support for global tobacco corporation Philip Morris on controversial issues arising from contractual relations with employees and top management;
- Support of foreign economic contracts for the supply of agrochemical products to various jurisdictions (UAE, Indonesia, Oman, China, India, Belgium) under the international sanctions agenda;
- As part of the development and execution of an investment project with a business partner from the Czech Republic, for the client (the leader in Russia in the production of basalt insulation under the brand name "HotRock") lawyers developed a foreign economic contract, which can provide collective management of future inventions and utility models (using the license options for inventions and utility models);

EXPERIENCE

- Full legal support of a large meat processing plant with total assets of more than EUR 7 million;
- Advice on day-to-day commercial, corporate, currency and tax law matters in setting up a trade representative office of one of the world's largest paper and board manufacturers for the purpose of production expansion in neighboring countries;
- Legal support of operational and project activities of a client (a leader in the Russian oil and gas market), in particular, development and support of equipment supply contracts, analysis of procurement documentation, preparation of a legal justification of the possibility of import of equipment into Europe and its subsequent certification, preparation of an algorithm for certification procedures and other tasks;

- Advising Moët Hennessy by means of preparation of a legal memorandum covering legal acts governing distribution agreement as well as issues related to competition law;
- Advising Leonardo Helicopters on antitrust legislation of Tajikistan and its applicability to a distribution agreement;
- Reviewing and commenting on BMW importer agreements from Tajik law perspectives;
- Advised a foreign bank on a GBP 100 million securitization deal related to export receivables of a Turkish company;
- Advised Russian State Company on the construction agreement and joint venture agreement in connection with the construction of a water pipeline project upon a tender by the Republic of Türkiye;
- Review and revise of the SPA on acquisition of 100% shares of an electronic money company by one of the biggest banks in Türkiye;
- Analysis, legal support and advising UK company on restructuring of the active business in the Caspian Region on contract law of Turkmenistan;
- Drafting a joint venture agreement (under English law) for a consortium business in Tanzania;
- Advisory on a major food franchise agreement and lease agreement for its prospective retail operation in the UAE mainland;
- Drafting and negotiating tobacco franchise and distribution agreement on behalf of client with their distributors in the MEA region;
- Drafting, review and adjusting of sale and purchase (supply) contracts and dealer/distribution agreements of different types of assets, including development of the supply/distribution contract framework for the biggest EU manufacturers in the automotive and healthcare sectors;

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**“High levels of responsibility, professionalism, preparedness and availability were displayed by the GRATA International team”.
- Chambers Global Guide, 2023**

EXPERIENCE

- Drafting, adjusting and conclusion of various type of corporate contracts (sale and purchase agreements of shares, share pledge agreements, put and call option agreements, shareholders agreements, etc.) for the local and foreign companies from multiple industries;
- Development of different types of banking and finance agreements (loan/finance agreement, security agreements, assignment agreements, agreements on debt restructuring), including services within the contract framework of major international financial institutions such as EBRD and the World Bank;
- Assistance to a French private hotel network in bringing a hotel management franchising agreement to compliance with Uzbekistan law, as well as negotiating and executing the franchising agreement with an Uzbekistan partner;
- Assistance to a large European supplier of aircrafts in negotiating and executing a leasing of an aircraft deal with a private Uzbekistan aviation company;
- Drafting, review for compliance and adaptation to the Uzbek laws of supply, sale and purchase, service provision contracts and distribution agreements for large manufacturers and suppliers of goods and services (Knauf, BMW, General Motors, Toyota, Metka, Samsung, International trading, etc.).

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About GRATA International



GRATA International is a dynamically developing international law firm which provides services for projects in the countries of the former Soviet Union and Eastern Europe: full coverage of the entire region with network of offices, highly qualified team of professionals suited for cross-border projects. Firm's reputation and expertise are confirmed by testimonials from transnational clients and leading international ratings.

A wide network of office operating under one system and platform delivers great convenience for our clients. Any office can act as a "one-stop-shop" for its clients and provide them with access to services in other cities and countries. If necessary, inter-office teams with relevant experience are assembled to provide solutions to complex tasks. Service quality is assured by a clear system of organisation of this process.

GRATA International is present in the following jurisdictions: Armenia (Yerevan), Belarus (Minsk), Azerbaijan (Baku), Cyprus (Limassol), Georgia (Tbilisi), Kazakhstan (Aktau, Almaty, Atyrau, Astana and other cities), Kyrgyz Republic (Bishkek), Moldova (Chisinau), Mongolia (Ulaanbaatar), Russia (Moscow, St. Petersburg, Rostov-on-Don, Samara), Tajikistan (Dushanbe), Turkmenistan (Ashgabat), Turkey (Istanbul), UAE (Dubai), Ukraine (Kyiv) and Uzbekistan (Tashkent).

In addition to its offices, GRATA International has representatives in the UK (London), Germany (Frankfurt), the USA (New York), China (Beijing), Switzerland (Zurich).

GRATA International is regularly acclaimed by leading international rankings: Chambers Global, Chambers Asia-Pacific, Legal 500, IFLR1000, WWL, Asialaw Profiles, and is featured in Deals of the Year Awards by China Business Law Journal.

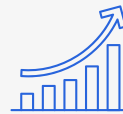
Key Industry Sectors:

- Banking & Finance
- Construction & Infrastructure
- Industry & Trade
- Mining
- Oil & Gas
- Pharmaceuticals & Healthcare
- Technology, Media & Telecommunications
- Transport



> 22

countries of presence



> 32

years of experience



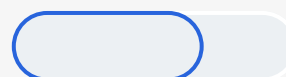
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professionals



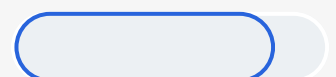
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practice areas



14 500+

clients



37 300+

projects



Global Presence



Integrated Offices

Azerbaijan

Baku

Kyrgyzstan

Bishkek

Tajikistan

Dushanbe

Belarus

Minsk

Moldova

Chisinau

Ukraine

Kyiv

Georgia

Tbilisi

Mongolia

Ulaanbaatar

Uzbekistan

Tashkent

Kazakhstan

Astana
Almaty
Atyrau
Aktau, etc.

Russia

Moscow
Rostov-on-Don
St. Petersburg

Armenia

Yerevan



Associate Offices

Cyprus

Limassol

Russia

Samara

Turkmenistan

Ashgabat

Turkey

Istanbul

UAE

Dubai



Representatives

China

Beijing

Germany

Frankfurt

Switzerland

Zurich

UK

London

USA

New York