

4th IBA 'Mergers and Acquisitions in Russia and CIS' Conference

The Ritz-Carlton Hotel, Moscow, **24-25 October 2012**

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Day 1, 24.10.2012

9-00 Registration, Coffee / Tea

9-30 Session 1 "Main trends of the Russian and CIS M&A-market development"

Moderators:

Vassily Rudomino, *Senior Partner, ALRUD Law Firm, (Russia)*

Mykola Stetsenko, *Managing Partner, Avellum Partners (Ukraine)*

Description of the session: This session will be a discussion of current M&A market trends in Russia and the CIS in view of global economy situation influence, the government's initiatives to improve investment climate and Government's privatization plans will boost the M&A market by bringing good quality assets to the market which will generate a great deal of interest.

Speakers:

Vladislav Koloskov, *Deputy head of legal Department, Sberbank of Russia*

Dmitri Sedov, *Managing director, Goldman Sachs, Investment banking division (Russia)*

Andrey Zaykov, *Second Editor, the Mergers and Acquisitions Journal (Russia)*

Sergey Budkin, *Managing partner, FinPoint LLC Investment advisors (Ukraine)*

10-45 Coffee / Tea Break

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11-15 Session 2 “Is Russian law on its way to govern M&A transactions?”

Moderators:

Dr. Steffen Oppenlander, *Partner, Hengeler Mueller (Germany)*

Arkady Krasnikhin, *Partner, Egorov Puginsky Afanasiev & Partners(Russia)*

Description of the session: This session will review the initiative of Russian Law Firms within the reform of the Russian Civil Code to make Russian law more adapted for Corporate / M&A

Topics for discussion

- The history of the reform
- Main disagreements between the Council for Codification and Enhancement of Civil Legislation and the Non-Profit Partnership for Advancement of Corporate Law formed by Russian Law Firms
- The most disputed issues
- The involvement of international advisors to advise on these issues
- The compromises reached
- Possible future impact of the reform on Russian M&A and outlook

Speakers:

Yuri Lyubimov, *Deputy Minister of Justice of the Russian Federation**

Patrick Dziewolski, *Partner, Bredin Prat, (France)*

Anton Panchenkov, *Head of Group Corporate/M&A, Goltsblat BLP (Russia)*

Evgeny Zhilin, *Associate partner, Law firm “YUST” (Russia)*

Maxim Rasputin, *Senior Associate, Egorov, Puginsky, Afanasiev & Partners (Russia)*

Denis Novak, *Private law department of the Higher Arbitrage Court of Russia*

12-30 Coffee / Tea break



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12-45 Session 3 “Antitrust regulation of M&A transactions in Russia and CIS, including major transaction and transactions with a foreign element”

Moderator:

Vladislav Zabrodin, *Managing partner, Capital Legal Services (Russia)*

Anatoly Golomolzin, *Deputy head, Federal Antimonopoly Service of Russia*

Topics for discussion:

- Control of investments in strategic sectors and economic concentration in Russia; on the basis of practice of FAS of Russia;
- Case law related to regulation of investments in strategic companies and to state regulation of major M&A transactions; on the basis of practice of the Supreme Arbitration Court of Russia;
- Evolution of supranational regulation in CIS;
- Cross-border transactions in Ukraine and Kazakhstan;
- Analysis of M&A transactions market of Russia in terms of antitrust legislation, on transaction case study

Speakers:

Valeria Kiryushina, *Judge, The Supreme Arbitration Court of the Russian Federation*

Igor Svechkar, *Partner, Asters (Ukraine)*

Arman Berdalın, *Partner, Sayat Zholshy & Partners, (Kazakhstan)*

14-00 Lunch

15-00 Session 4 “Recent trends of outbound investments in Russia and CIS”

Moderators:

Christian Herbst, *Partner, Schönherr Rechtsanwälte GmbH (Austria)*

Konstantin Olefir, *Head of legal department, Russian Direct Investment Fund (Russia)*

Description of the session: Russia’s activities in the arena of outbound M&A have intensified in the past few years. The panel will explore the structuring issues surrounding outbound investments.

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Speakers:

Nicholas Moore, *Partner, Corporate, Herbert Smith Freehills CIS LLP (Russia)*

Jan Ollila, *Managing Partner, DITTMAR & INDRENIUS (Finland)*

Nick Dingemans, *Partner, Norton Rose (Central Europe) LLP*

Dr. Steffen Oppenlander, *Partner, Hengeler Mueller (Germany)*

Irina Paliashvili, *President, RULG - Ukrainian Legal Group (Ukraine)*

16.30 Coffee / Tea break

17-00 Session 5 “Specifics of Tax Due Diligence in M&A transactions in Russia and CIS”

Moderator:

Sergey Pepeliaev, *Managing Partner, Pepeliaev Group Company (Russia)*

Description of the session: The goal of the session is to offer its participants specific recommendations about tax due diligence in general, as well as contents of M&A contracts related to objects in the CIS. The session will address a number of practical issues that allow lawyers to better articulate the job of tax professionals, and better analyze tax risks.

Topics for discussion:

- Factors affecting the structure of tax due diligence
- Objects of tax due diligence
- The depth and volume (thoroughness) of due diligence
- The distribution of tax risks

Speakers:

Pavel Tsarev, *Managing partner, Revera Consulting Group (Belarus)*

Andrey Tereschenko, *Partner, Pepeliaev Group Company (Russia)*

Denis Lysenko, *Partner, Vasil Kisil & Partners (Ukraine)*

Maxim Smirnov, *Partner, Kalikova & Partners (Kyrgyzstan)*

Karen Babalyan, *Partner, Ameria (Armenia)*

Jakhongir Azimov, *Senior partner, Legalmax Law Firm (Uzbekistan)*

18-30 Conference reception at the Ritz Carlton

Day 2, 25.10.2012

9-00 Coffee / Tea

09-30 Session 6 “Arbitrability of corporate disputes in Russia and CIS”

Moderator:

Rupert D'Cruz, *Barrister, Littleton Chambers (United Kingdom)*

Description of the session:

Last years the number of corporate disputes resulting from earlier executed company purchase agreements or shareholders agreements seems to grow. While making new acquisitions lawyers also face a problem of choice of forum for dispute resolution and subsequent enforcement of court decision. In the latter days traditional competition for influence between state courts and arbitration tribunals the results of which are not always positive for M&A market has become tougher in Russia and the CIS countries. This session will review the current situation with arbitrability of corporate disputes, problems of existing court practice. There will be a discussion on offers on development of judicial remedies within corporate disputes in Russia and CIS.

Topics for discussion:

- Legislative limitations on submission of disputes to arbitration
- Disputes on performance of obligations to transfer shares in CJSC / OJSC and binding effect of decisions for the third parties (professional registrars keeping records of titles to securities, the company itself, etc.)
- Choice of applicable law
- Enforceability of the arbitration agreement in respect of third parties
- Imposing interim relief in disputes regarding the shareholders' agreements settled by arbitration in Russia and CIS

Speakers:

Feodor Vyacheslavov, *Partner, ALRUD Law Firm (Russia)*

Alexey Kostin, *Chairman, International Commercial Arbitration Court at the Chamber of Commerce and Industry of the Russian Federation**

Timur Bondaryev, *Managing Partner, Arzinger (Ukraine)*

Maksym Kodunov, *Law firm Integrites (Ukraine)*

Kirill Trukhanov, *Head of Litigation Practice, VEGAS LEX (Russia)*

Andrey Zelenin, *Partner, Lidings (Russia)*

Andrey Panov, *Senior Associate, Monastyrsky, Zyuba, Stepanov & Partners (Russia)*

11-00 Coffee / Tea break

11-30 Session 7 “Public company M&A in Russia and CIS: current issues and trends

Moderator:

Alan Kartashkin, *Partner, Debevoise & Plimpton LLP (Russia)*

Description of the session:

Last three years evidenced an unprecedented increase in the number of public M&A deals involving Russian targets, including a surge in the Russian law statutory mergers, such as mergers of Silvinit into Uralkali and RTS into MICEX. Similarly to many other jurisdictions, which have special regulation for public takeovers and M&A involving public companies, Russia is quickly developing a framework for M&A transactions involving companies with public shareholders. At the same time, several Russian companies like Polyus Gold, Polymetal, Vimpelcom and Evraz, completed reverse takeovers, creating acquisition currency and opening new opportunities for share-for-share deals with international companies. The Session will look at the current trends in the structuring and execution of public M&A transactions and discuss how recent changes in legislation and court practice influence the formation of public M&A practice in Russia /CIS.

Issues for discussion:

- Public M&A in Russia and the CIS: market overview
- Structuring acquisition of control of public companies by Russian and foreign companies
- Comparative analysis of takeover regulations in Canada, Russia and Ukraine
- Corporate governance issues: role of independent directors, special committees of independent directors
- Reorganization of public companies in the form of merger: case study (Uralkali-Silvinit)
- Current trends in Russia/CIS

Speakers:

Geoffrey Belsher, *Partner, Blake, Cassels & Graydon (U.S.) LLP*

Konstantin Koudriaev, *Managing Director, Goldman Sachs (United Kingdom)*

Dmitry Korbut, *Counsel, Sayenko Kharenko (Ukraine)*

Pavlos Aristodemou, *Partner, Harneys (Cyprus)*

Anna Zorya, *Partner, Ulysses (Ukraine)*

13-00 Coffee / Tea break

13-30 Session 8 "M&A in telecommunication in Russia and the CIS"

Moderator:

Alexey Didkovsky, *Managing partner, Asters (Ukraine)*

Session description: The recent years have been marked by a number of major deals performed by mobile operators who acquired cable operators and fixed line providers as well as by prominent players of the market consolidating small regional companies. This session will review trends in the sphere of M&A on the telecommunication market and highlight the experience of their structuring. There will also be discussed such vital issues as search for telecommunication assets for acquisition and ownership practice, legal aspects of M&A transactions in telecommunication, venture capital financing in telecommunication and others.

Speakers:

Vadim Skiba, *Division Head, Mobile TeleSystems OJSC (Russia)*

Anna Babych, *Partner, Vasil Kasil & Partners (Ukraine)*

Tatiana Ignatovskaya, *Partner, Stepanovski, Papakul & Partners (Belarus)*

Arman Berdalin, *Partner, Sayat Zholshy & Partners, (Kazakhstan)*

14.30 Conference closing

List of Participants

List of Organizing Committee