



SAYAT ZHOLSHY
& PARTNERS
Lawyers and attorneys at law



OVER
20 YEARS
OF SUCCESSFUL
PRACTICE

CORPORATE LAW CORPORATE GOVERNANCE M&A



- *“A major force in M&A”*



- *“Sayat Zholshy & Partners has a solid corporate practice and extensive experience providing advice to clients entering the Kazakhstan market for the first time on issues relating to mergers and acquisitions, joint ventures and corporate structuring”*



- *“Sayat Zholshy & Partners is strongest in corporate and M&A work where it has historically acted in some landmark transactions in the banking sector”*



Sayat Zholshy & Partners

- *“Arman Berdalin is an outstanding practitioner and customer-oriented professional”*

CORPORATE LAW / CORPORATE GOVERNANCE / M&A

The SZP Corporate Law/Corporate Governance/M&A practice is justly recognized as one of the best in Kazakhstan.

Primarily, it is proved by our clients' confidence and by the projects we participate in. Our team has successfully consulted not only private investors in Kazakhstan and abroad but also quasigovernment entities in Kazakhstan, Russia and China, as well as international financial institutions.

We have been actively developing this practice in Kazakhstan, for example:

- We completed over 100 legal due diligence projects
- The total asset value of M&A transactions supported by SZP in Kazakhstan alone is estimated to be worth billions of US dollars
- SZP-assisted projects implied billion dollar transactions not only in Kazakhstan but in dozens of other jurisdictions all over the world (the value of the most of which exceeded one billion dollars per transaction)
- Hundreds of times the leading global law firms placed confidence in us and engaged SZP as a Kazakhstan counsel to many systemic and capital-intensive projects (the value of the most of which exceeded one billion dollars per transaction)
- For over three years SZP worked in partnership with IFC (a member of the World Bank Group) on the improvement of the corporate governance framework in Kazakhstan
- We advised EBRD on reforming the Kazakhstan joint stock company law in terms of corporate governance
- SZP represented foreign investors in numerous projects for set-up and operation of major joint ventures with Kazakhstan national companies
- We have implemented a number of unique corporate governance projects, including a merger of pension savings funds, a merger of national companies, incorporate and acquisition of insurance companies, registration of a foreign bank's representative office, etc.
- We supported hundreds of foreign clients who entered the Kazakhstan market

OUR SERVICES

Sayat Zholshy & Partners is able to provide legal assistance in any matters regulated by the laws of the Republic of Kazakhstan and regulatory acts of the Astana International Financial Centre, in particular:

- Finding the right business structure for running business in Kazakhstan
- Providing legal assistance with the incorporation/registration of Kazakhstan legal entities (limited liability partnerships and joint stock companies) and branches/representative offices of foreign corporations in Kazakhstan
- Assisting Clients with the creation of joint ventures, including the drafting of shareholders' (corporate) agreements, custom or bespoke memoranda and articles of association, and internal corporate regulations
- Structuring proposed business sale and purchase transactions with due consideration of all material aspects, such as taxation, licensing, economic concentration, subsoil use, national security and other business specifics
- Conducting exhaustive vendor due diligence
- Conducting exhaustive buyer due diligence
- Drafting and revising transaction documents, e.g. master agreements, shareholders' agreements, sale and purchase agreements, subscription agreements, etc.
- Supporting clients through M&A process and dealing with government authorities in connection with antitrust clearance (consent to economic concentration), consent to dispose of a subsoil use right or related assets, consent to dispose of a strategic facility, etc.
- Conducting corporate governance assessment (diagnostics), including the due diligence of internal documents; evaluating the efficiency of corporate bodies and officers performance; elaborating action plans for enhancement of corporate governance and assisting in the implementation of such action plans
- Developing an optimal model of corporate governance and drafting all relevant documents (e.g. corporate governance code, memorandum and articles of association, corporate bodies' statutes, etc.)
- Issuing legal opinions and memoranda on certain issues of Kazakhstan corporate law

- Assisting Clients with the prevention and early resolution of corporate disputes
- Assisting Clients with the voluntary liquidation and reorganisation of Kazakhstan legal entities (e.g. merger, takeover, spin-off, splitting and transformation)

EXPERIENCE

- Elaborated the Kazakhstan Corporate Governance Code; revised the Kazakhstan Corporate Governance Code and developed guidelines on the application thereof by nonprofit organisations
- Supported a Client through the process of acquiring a Kazakhstan Group, the owner of a number of large cement plants in Kazakhstan and a member of a global holding engaged in the manufacturing of construction materials whose annual revenues exceed 20 bln US dollars
- Advised a large transnational information and communications company with capitalization over 6 bln US dollars on a number of vital legal issues relating to the launching of their cloud services and implementation of transportation, fuel, power and other projects; and helped the Client gain entry to the Kazakhstan market
- Advised a leading CIS company providing access to modern cloud-based services, a member of a large IT Holding with capitalisation over 20 bln US dollars, on how to organise business in Kazakhstan; and provided legal support through the process of its Kazakhstan subsidiary incorporation
- Conducted legal due diligence of a target and advised an international IT company operating mainly in the CIS countries whose total asset value exceeds 3.5 bln US dollars in connection with the acquisition of shares in a software developer and the regulation of joint venture operations [the project was implemented in the jurisdiction of the Astana International Financial Centre with subsequent registration of the joint venture as a member of the Astana Hub]
- Provided comprehensive legal support and advice on the withdrawal of a Canadian company providing transportation solutions for oil & gas industry from the Kazakhstan market
- Provided legal advice and comprehensive legal support to an international industrial holding based in Vienna, Austria, through the process of acquiring substantial shareholdings in two Kazakhstan refractory material manufacturers [the project was time-bound, the parties did not have any direct arrangements, and the transaction documents had to be executed concurrently in three jurisdictions]

- Provided legal advice and comprehensive legal support to the largest CIS manufacturer of powerful energy-intensive agricultural wheel tractors through a two-phase process of acquiring shares in a Kazakhstan company (becoming a shareholder in Phase 1 and increasing the authorised capital in Phase 2) for the mitigation of risks arising from the differences between the applicable regulatory framework and the registration practice; assisted the Client in setting up a joint venture for the manufacturing of agricultural machinery in Kazakhstan
- Provided legal advice and comprehensive legal support to a major Kazakhstan mobile operator acting mainly in the CIS countries and having over 40 mln US dollar annual turnover through the process of setting up an independent association of mobile financial services providers, including the drafting of all relevant corporate resolutions and constituent documents, and active involvement in the drafting of industry-specific legislative acts
- Issued a legal opinion at the request of a foreign bank financing a project in Kazakhstan on the legal status and restructuring of accounts receivable of a Kazakhstan petrochemical company
- Issued a legal opinion at the request of the Kazakhstan Subsidiary of VTB Bank JSC, a member of the international financial VTB Group, on the legal status of a cross-border holding structure and the restructuring of accounts payable of a major Kazakhstan railway carrier
- Provided comprehensive transaction support in connection with the acquisition by the Kazakhstan's largest quasigovernment company (total asset value about 75 bln US dollars) of a stake in a Kazakhstan holder of a contract for the development of one of the top 10 lead and zinc fields worldwide
- Performed comprehensive legal due diligence and support in connection with the acquisition by the Kazakhstan's biggest quasigovernment company (total asset value about 75 bln US dollars) of an interest in an integrated nonferrous metals producer whose annual output of zinc exceeds 305 thousand tons
- Provided comprehensive transaction support in connection with the disposal by a Kazakhstan quasigovernment company, one of the top 30 sovereign wealth funds of the world, of shares in three Kazakhstan second-tier banks whose total asset value exceeds 15 bln US dollars
- Rendered legal advice to agents of the largest Chinese port on the Yellow Sea and a major Chinese transportation company holding over 1,100 commercial craft in connection with the acquisition of an interest in the largest Kazakhstan transportation and logistics centre with the throughput capacity of over 200,000 containers in the framework of an intergovernmental treaty

- Provided comprehensive legal support through the process of acquiring assets, shares and accounts receivable of a major Kazakhstan alcohol producer, including the comprehensive legal due diligence of assets, drafting of transaction documents and conduction of negotiations
 - Conducted comprehensive legal due diligence of a target and rendered legal advice to one of the China's biggest private energy companies listed by Fortune Global 500 (one of the top 250) in the process of acquisition of interests in major Kazakhstan oil and gas transportation companies jointly possessing the pool of over 11,000 rail tank cars and the Kazakhstan's largest liquefied gas retailer
 - Provided comprehensive legal support and legal due diligence of corporate matters and lawsuits in connection with the acquisition of a substantial shareholding in the Kazakhstan branch of a company providing services to a very popular virtual trading platform (a global consumer internet group whose total asset value approximates 40 bln US dollars)
 - Rendered legal advice on how to settle differences between shareholders (a major Kazakhstan state-owned energy company whose asset value exceeds 3 bln US dollars and a major South Korean conglomerate listed by Fortune Global 500) with regard to the construction and operation of a large Kazakhstan energy complex
 - Provided legal support in connection with the establishment of the Integrated Coordination Centre for all 10 special economic zones of Kazakhstan (special zones providing investors with tax benefits and other preferences for encouragement of foreign and domestic investment)
 - Provided legal support through the process of acquiring a controlling interest in a major Kazakhstan telecommunications company (a strategic facility of the Republic of Kazakhstan) by an international telecom operator whose asset value approximates 34 bln US dollars (listed on NASDAQ). The Project was complicated by a great number of contingent commitments to buy shares of multiple minority shareholders
 - Provided legal support through the process of acquiring a Kazakhstan national company by another major Kazakhstan national company providing information and communication services to all government agencies of the Republic of Kazakhstan. The process involved the issuance of additional securities for over 20 mln US dollars and full assignment of all assets, rights and obligations of the target to the acquiring company
 - Provided legal advice to one of the 5 top tobacco producers worldwide whose asset value approximates 45 bln US dollars on a broad array of issues, including corporate restructuring of and further investing in its Kazakhstan subdivision
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- Conducted comprehensive legal due diligence of a Kazakhstan copper and gold production company prior to its potential acquisition by a major Indonesian production company
- Provided legal support to a major manufacturer of network equipment and leading global supplier of wireless broadband endpoint equipment through the process of its withdrawal from the Kazakhstan market (a number of regions at the same time)

TEAM



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