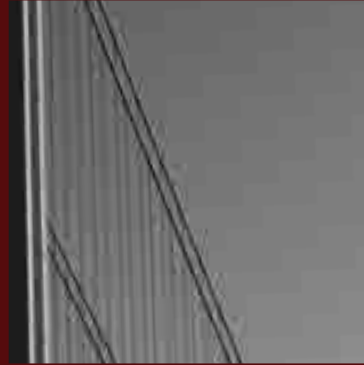


CORPORATE / M&A



VASIL KISIL & PARTNERS

ATTORNEYS & COUNSELLORS AT LAW

About the firm



Vasil Kisil & Partners is one of the leading and long-established law firms in Ukraine that has impeccable reputation, unique expertise and is providing top quality services to its clients.

Founded in 1992, the firm has assembled a talented team of experienced and skilled lawyers dedicated to the highest level of service adhering to internationally accepted professional and ethical standards.

We specialize in matters that require diligently tailored solutions, extensive experience, and direct personal attention of partners working with a team of recognized professionals.

Chambers Global 2010

Market sources say this solid local player has both an established reputation and the potential to grow. Founding partner Vasil Kisil is widely respected by market sources as an undisputed figure of authority: "The firm lives by his standards," declared a source. Hands-on Denis Lysenko is appreciated as "a dedicated problem solver."

IFLR1000 2010

Vasil Kisil & Partners is a local firm that is attracting praise from the market. "They are a consistent firm," says one rival, while another comments: "They are an impressive local firm, doing well."

Corporate / M&A

Our Corporate / M&A Practice is well-known for its experience in sophisticated, complex and innovative mergers and acquisitions.

Our team of renown professionals are here to offer you a practical advice related to business restructurings in case of insolvency, optimization of structures of companies' groups as well as debt restructuring.

Our Corporate / M&A lawyers are experienced in a range of industry sectors and combine extensive knowledge of industry-specific issues with excellent legal skills.

Innovation, responsibility, individual approach, endeavour to benefit our clients are the basis of our corporate policy. We would do our best to ensure that our legal assistance justifies your confidence and contributes to your success and long-term prosperity.



Lobbying Activity

Our lawyers participate in a number of lobbying arrangements in the sphere of corporate / M&A to improve the legal environment in the said areas.

Experts of our firm are active members of working groups created by the State Investments and Innovations Agency to enhance the investment legislation as well as to elaborate the Law on limited liabilities companies.

Our Services

We offer an overall approach to resolving the legal matters as follows:

1. General Corporate and Restructuring

- Greenfield investments and company setting-up projects
- Legal planning and structuring the investments, joint ventures (JV) and strategic alliances
- Various corporate matters (participation in a company, increase/ decrease of its share capital, etc.)
- Corporate securities issue by Ukrainian legal entities
- Company's liquidation
- Corporate restructuring of businesses (spin-offs, splits, transformations, etc.), managing business interruption risks
- Bankruptcy prevention measures, guiding through bankruptcy proceedings and the rehabilitation process

2. Corporate Governance

- Corporate governance standards and shareholder's rights protection issues
- Structuring relations between shareholders (owners), management
- JV / shareholders agreements, option agreements, other arrangements
- Due Diligence of corporate governance structure to manage the hostile takeover risks

3. Corporate Finance

- Corporate finance transactions
- Foreign investment and currency control compliance
- Registration of foreign investments in Ukraine

4. Public and Private M&A

- Planning and structuring of public / private takeovers and mergers (both domestic and cross-border)
- M&A transaction management (offer, legal due diligence, transaction documents, regulatory

approvals, transaction closing, post-closing matters)

- Handling of time-sensitive and multi-step M&A transactions, mitigation of transaction-related risks
- Advising on asset-based deals

5. Commercial Contracts

- Various matters related to international and domestic commercial activities
- Contracts compliance issues
- Legal opinions

6. Regulatory matters

- Regulatory compliance of domestic commercial activities in highly-regulated industries
- Procurement of permits, licenses, other authorizations for conducting activities in Ukraine
- Consumer protection compliance issues
- Representing Clients in relations with regulatory authorities

7. Privatization

- Privatization process management (bid, legal due diligence, privatization documents, regulatory approvals, acquisition completion)
- Advising on post-privatization matters

8. Employment

- Any aspects of employment and industrial relations law in greenfield projects
- Handling of foreign individuals employment in Ukraine
- Employment aspects in M&A transactions and corporate restructurings
- Employee share option plans and profit sharing schemes, management buy-outs issues



9. Tax

- Tax advice on complex M&A transactions
- Legal due diligence of tax issues
- Corporate and financial restructuring tax matters
- Tax planning of JV arrangements (including, in tax favorable jurisdictions), investment activities tax advice and structuring
- International double tax treaties and international tools of tax structuring
- Individuals investment income taxation and other related matters including tax residency
- Representing Clients in relations with domestic tax authorities



The Legal 500 2010

Vasil Kasil & Partners' 'excellent' practice benefits from a strong corporate team, which includes Denis Lysenko, who 'is the bright representative of the young generation of Ukrainian professional lawyers.'

PLC WHICH LAWYER? YEARBOOK 2007 — 2010

Vasil Kasil & Partners is highly recommended for Corporate / M&A.

Recent Representative Experience

1. VypelCom Group (Russian Federation):

Legal advice to the largest Russian-based telecom operator Vypel Communications (TM Beeline) in respect of the buy-out of minority stake in its Ukrainian subsidiary – Golden Telecom LLC.

2. Continium Group (Ukraine)

Legal support regarding establishment of a joint venture in the food sector together with a major player through foreign holding companies.

3. Energy Standard Group (Cyprus)

Representing Client's interests in a privatization tender regarding the acquisition of shares of Odessa Port Plant OJSC, cooperation with the State Property Fund of Ukraine and Antimonopoly Committee of Ukraine.

4. Ramburs (Ukraine)

Legal advice to a grain-trading group of companies regarding a joint project in grain-trading business with important strategic partner TrigonAgri Group (Denmark/Estonia)

5. Central European Media Enterprises Ltd. (USA)

Establishment of a joint project in media-business by merging part of media-assets of Central European Media Enterprises Ltd. (USA) group and Mr. Igor Kolomoysky (Ukraine) (media-companies of Studio 1+1 Group and media-companies of TET Group) and sale of Ukrainian assets of CME Ltd. in favour of Mr. Igor Kolomoysky.

6. SEB Group (Sweden)

Merger of SEB Group subsidiary banks in Ukraine – Factorial Bank (Kharkiv, Ukraine) and SEB Bank (Kyiv, Ukraine) by joining Factorial Bank to SEB Bank as a non-balance outlet (including obtaining preliminary conclusions of the Antimonopoly Committee of Ukraine and relevant permit of the National Bank of Ukraine), as well as advising on all issues regarding integration of two banks after merger.

7. ATB Market (Ukraine)

Overall vendor due diligence for the group of companies owning retail network which consists of more than 200 outlets all over Ukraine

8. Panorama Group (Ukraine)

Legal due diligence for the owners and corporate restructuring of the group, preparation of the group for M&A transaction; legal support in various development issues in relation to hypermarket network – in Kyiv, Kryvyy Rih, Zaporizhshya and in the Crimea, as well as other cities and towns of Ukraine.

9. Energy Standard Group (Cyprus)

Corporate restructuring of machine-building and developer business in Ukraine, including representation in authorization procedures and investigations in the Antimonopoly Committee of Ukraine.

10. Aladdin Group (Ukraine)

A number of M&A transactions regarding sale of shopping mall and entertainment centre in Kyiv and logistics centre in Kiev region, as well as several joint projects in logistics business with strategic foreign investor.

11. Synergy, OJSC (Russian Federation)

M&A transaction regarding acquisition of Myagkov TM assets, and advising on the privatization opportunities of integrated property complex of Odessa alcoholic beverage plant, including limited legal due diligence, transaction documentation (in part of Ukrainian assets).

12. Central European Media Enterprises Ltd. (USA)

Buy-out of a USD 219 mln. minority interest in Studio 1+1 Group, advising the purchaser on the requirements of Ukrainian law.

13. SEB Group (Sweden)

Acquisition of a USD 120 mln. controlling stake in JSB Factorial Bank (Kharkiv, Ukraine)

Key Contacts



Denis Lysenko
Partner

- Mergers & Acquisitions
- Corporate Finance
- Competition & Antitrust
- Privatization

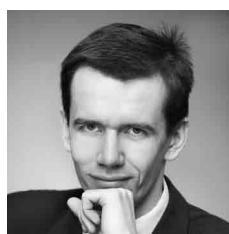
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