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### 3rd IBA 'Mergers and Acquisitions in Russia and CIS' Conference

The Ritz-Carlton Hotel, Moscow, **06-07 October 2011**



#### Day 1

**9-00 Registration, coffee/tea**

**9-00 Exhibition.**

**The participants of an exhibition**

**9-30 Session 1 Main trends of the Russian and CIS M&A-market development. Macroeconomic elements and internal reserves.**

**Moderators:** Konstantin Olefir, Head of Legal & Compliance departments, Deutsche Bank Ltd. (Russia) and Vassily Rudomino, Senior Partner, Law Firm ALRUD (Russia)

#### Description of the session:

Rapid recovery of Russian and CIS economies and soaring oil prices led to unprecedented M&A deal activity last year. While economic indicators in Europe and the United States are deteriorating, growing CIS markets are now back in the focus of investors. National programs aimed at attracting foreign investment, government support for innovation sector without any doubt have positive impact on boosting attractiveness of these markets. Both privatization plans and numerous undervalued assets heat up the interest of market participants. However, global instability and the threat of a new crisis motivate investors to weigh carefully the risks and to construct their portfolios cautiously.

During the session, leading analysts and consultants in the M&A market will analyze the current state and trends of Russian and CIS M&A markets taking into account the influence of global economy.

The main topics for discussion:

- Key drivers of Russian and CIS M&A markets: dynamics, trends and industry-specific aspects;
- Investment attractiveness of the Russian business in the world market;
- Returning to growth in the corporate sector in Russia and the CIS;
- Key investment priorities in the long and medium term: where to find the sources of growth?
- The crisis of European and American economies and their impact on prospects of M&A market in Russia and the CIS;
- Privatization process: first outcomes and plans;
- Public Offering of large Russian companies on the leading foreign stock markets.

#### Speakers:

Dmitry Skripichnikov, Deputy Director of Innovation Development and Corporate Governance Department, the Ministry for Economic Development and Trade of Russian Federation;  
 Maria Shlyapina, Head of Legal Department, VTB Capital;  
 Irakly Mubelishvily, Managing Director Chairman of Banking Russia, Citigroup (Russia);  
 Andrey Zaykov, Chief Editor, the Mergers and Acquisitions Journal  
 Mikhail Nusinov, Troika Dialog (Russia).

#### 11-00 Coffee / Tea Break

**11-30 Session 2 Structuring M&A transactions in Russia and CIS under national and foreign Law, The reform of the Russian Civil code.**

**Moderators:** Oleg de Lousanoff, Partner, Hengeler Mueller (Germany)

#### Description of the session:

- The typical multijurisdictional structures of Russian and CIS M&A transactions, i.e. the acquisition of a Russian and/or CIS target by a foreign corporation;
- The pro and cons of these structures, e.g. in case of post acquisition disputes;
- The possible future impact of the reform of the Russian Civil Code on these structures;
- Whether or not the reasons for the predominance of English law versus the law of civil law countries like, e.g. France, Germany or the Netherlands in these structures is really justified.

#### Speakers:

Patrick Dziewolski, Partner, Bredin Prat (France);  
 Andrey Goltsblat, Managing Partner, Goltsblat BLP (Russia);  
 Yuri Golovanov, Head of Legal Department, Morgan Stanley (Russia);  
 Kostiantyn Likarchuk, Partner, Avellum Partners (Ukraine);  
 Mikhail Kazanzev, Partner, Egorov Puginskiy Afanasyev and partners (Russia);  
 Ian Ivory, Partner, Goltsblat BLP (Russia).

#### 13-30 Lunch

**14-30 Session 3 Case studies: Successful joint venturing in Russia and the CIS**

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**Moderators:** Dr. Christian von Wistinghausen, Partner, Beiten Burkhardt (Germany)

**Description of the session:**

- Specific challenges of Joint Ventures in Russia and the CIS - looking back on 2010/2011;
- The increased importance of compliance;
- Transaction documentation: focus on shareholders agreements;
- Antitrust approval and restrictions for foreign participation in certain strategic sectors;
- Overview of majority requirements/blocking stakes/shareholders rights;
- Trends for Joint Venture structures in the CIS - looking into the future.

**Speakers:**

Valery Papakul, Managing partner, Head of Corporate Practice, Stepanovski, Papakul and Partners (Belarus);  
 Ilya Ozozhenko, Deputy General Counsel, Siemens (Russia);  
 Alexander Zharskiy, Partner, Law Firm ALRUD (Russia);  
 Robin Cooch, Business Development Manager, TUI Russia CIS JV;  
 Oleksandr Padalka, Partner, Asters (Ukraine);  
 Arman Berdalín, Partner, Sayat Zholshy & Partners (Kazakhstan)

**16-00 Coffee / Tea Break**

**16-30 Session 4 M&A in Oil and Gas**

**Moderators:** Victor Nesterenko, Editor-in-chief, Oil and Gas Law Magazine (Russia); Jean-André Diaz, Head of the Legal Department, Total Exploration & Production for the Americas (France)

**Description of the session:**

Legal aspects of foreign direct investments in Russia's Oil&Gas sector: new challenges;  
 M&A in Kazakhstan Oil&Gas sector: legal aspects;  
 M&A of Russian Oil&Gas companies abroad: legal features and development tendencies.

**Speakers:**

Anatoly Andriysh, Managing partner, Macleod Dixon (Russia);  
 Dominic Sanders, Partner, Linklaters (England);  
 Natalia Brainina, Partner, Aequitas (Kazakhstan);

**18-00 Conference reception at the Ritz Carlton**

**Day 2**

**9-30 Session 5 Private equity issues**

**Moderators:** Per Berglof, Partner, Advokatfirman Delphi (Sweden) and Evgeny Zelensky, Partner, Herbert Smith CIS LLP

**Description of the session:**

- The Russian and CIS private equity landscape – an overview;
- A closer look at the Russian CIS buyout and growth market;
- Structure of private equity funds in Russia and CIS;
- The exit market - what to expect for the coming years?

**Speakers:**

Oxana Balayan, Managing Partner, Hogan Lovells (Russia);  
 Maksym Cherkasenko, Partner, Arzinger, (Ukraine);  
 Andrey Moguin, Managing Partner, GeneSys Asset Management (Russia);  
 Alexander Abolmasov, Managing Partner, NRG Private Equity Advisors (Russia);  
 Evgeny Fetisov, Managing Director, DaVinci Capital (Russia).

**11-00 Coffee / Tea Break**

**11-30 Session 6 Tax implications for M&A in Russia and CIS**

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

**Description of the session:**

Transactions with the assets (asset deals) in Russia, Kazakhstan, Belarus, Ukraine.  
 Legal and tax features of mechanisms for the transfer of assets, especially the planning and execution of transactions with the assets that are located in Russia and other CIS countries. Peculiarities of the transfer of certain types of property: rights (claims) under the contracts; stocks; intellectual property, etc.

**Speakers:**

Elena Sapego, Partner, Head of Tax&Labor Practice Group, Stepanovski, Papakul & Partners (Belarus);  
 Ilya Bolotnov, Partner, Pepeliaev Group (Russia);  
 Olga Nevmerzhytska, Senior Counsel, RULG - Ukrainian Legal Group (Ukraine);  
 Vitaliy Vodolazkin, Managing partner, Sayat Zholshy & Partners (Kazakhstan).

**12-40 Coffee / Tea Break**

**13-00 Session 7 M&A dispute resolution**

**Moderator:** Alan Kartashkin, Partner, Debevoise and Plimpton LLP (Russia)



HR-partner



**Description of the session:**

Corporate Governance and Shareholders Disputes:

- Rights of Minority Shareholders: Russian courts vs Foreign Courts;
- Role of Independent Directors;
- Arbitrability of shareholders disputes;
- Russian courts vs Foreign arbitration;
- Shareholders Agreements.

**Speakers:**

Denis Morozov, Director, The European Bank for Reconstruction and Development (Russia);

Alexander Ikonnikov, Partner, Head of Board Practice, Board Solutions (Russia);

Yuliy Tay, Managing Partner, Bartolius (Russia);

Olga Miller, Corporate Governance Director, TransContainer (Russia);

Artur Trapitsyn, Chairmen of the Board, NP "Self-regulated Organization of Arbitration Managers  
"Mercury" (Russia).

**14-30** Closing remarks

List of organizing committ