

Representative Legal Matters

Natalia Starostenko

- Advised VTB Capital in a transaction with Rostelecom PJSC. Under the terms of the transaction, VTB Group, as a strategic partner of Rostelecom, acquired a 44.8% stake in the charter capital of the SafeData LLC (the "Safedata"), a company that integrates Rostelecom's assets in data processing centers ("DPCs") and cloud services. In the transaction, VTB Group invested RUB 35 billion in the equity capital of Safedata. The funds from the transaction will go toward repaying debt and financing the Safedata's investment program, which involves developing a regional distribution network of data centers and the creation of solutions in the area of cloud services. The terms of the transaction call for an IPO to be held within three years for the DPC business and cloud services based on the CDS. One of the biggest deals on the Russian IT/Telecom market this year. The lawyers' work included a comprehensive development of the transaction's structure, the drafting of documentation regulating the terms of VTB Group's contribution into the equity capital of Safedata, and the development of legal mechanisms for protecting the interests of VTB Group upon joining the project and for further shareholder relations with Rostelecom under the project.
- Represented PJSC Sovcombank in the context of the acquisition of new shares in St. Petersburg Stock Exchange Public Joint-Stock Company, as well as the acquisition of an option to acquire additional shares in this company from Non-Profit Partnership for the Development of the Financial Market RTS. The exercise of this option will allow PJSC Sovcombank to consolidate approximately 18% of all shares in St. Petersburg Stock Exchange.
- Advised Marubeni Corporation in connection with the establishment of a joint venture with Russian Railways which will operate medical checkup and prevention centers across Russia in order to give the patients an access to the best class services and diagnostics methods in healthcare. The JV is supported at the highest levels both in Japan and Russia and closely cooperates with Kameda Medical Center and Kyushu University Hospital rendering the JV professional support for medical and educational activities, as well as remote consultation of patients and doctors. The JV will be initially implemented through a pilot project by establishing a Russian-Japanese Health Checkup and Prevention Centre in Khabarovsk, Russia. The parties intend to expand JV business to operate similar medical centers established on the basis of Russian Railways' hospitals in other regions of Russia.
- Advised a global energy company in connection with the establishment of an upstream joint venture with a major Russian oil and gas company. The joint venture company owns an exploratory block in West Siberia. The transaction used a combination of instruments

governed by the laws of Singapore (to take into account geopolitical and trade restrictive measure aspects) as well as Russian law. And also provided for quite complex dispute resolution procedural rules allowing to take into account the interest of a multinational partner along with mandatory provisions of Russian law, and allow the parties to have resolution of disputes in a neutral venue.

- Advised Japanese conglomerate Hitachi on its USD 11 billion acquisition of Swiss engineering group ABB; the largest acquisition by Hitachi to date and the largest ever acquisition by a Japanese industrial company. This is an extremely important strategic acquisition for our client which is seeking to restructure its diversified company and expand its power sector business abroad. Hitachi will effectively acquire an 80% stake in ABB's power grid business. This was a complex transaction involving many jurisdictions, including Russia, where certain important assets of ABB were acquired.
- Advised Repsol S.A. in connection with establishment of an upstream joint venture with Gazprom Neft. The joint venture company, Eurotek Yugra, owned 75% by Repsol and 25% by Gazprom Neft, owns seven exploratory blocks in West Siberia, a relatively underexplored area of Russia with significant potential. Following completion, Gazprom Neft has an option to increase its stake in Eurotek Yugra to 50%.
- Advised Severgroup in connection with the acquisition of approx. 40% of shares in the Netologia Group – a Russian IT company specializing on online and offline educational courses and relevant services - and establishment a joint venture with the Netologia Group initial founders.
- Advised international companies on the establishment of wholly-owned Russian subsidiaries.
- Advised Russian legal entities with foreign investment on various corporate matters.
- Conducted due diligence of Russian legal entities prior to the acquisition of their shares by foreign investors.
- Drafted contracts, corporate documents and memoranda on matters of corporate and energy law.
- Advised on various day-to-day corporate matters.