



Branan Legal

WHO WE ARE

- ▶ **Branan Legal** delivers legal services in the sphere of corporate law and governance, provides legal support for M&A deals and complex reorganizations. Our clients are the biggest Russian companies that are recognized leaders in their industries, international companies doing business and investing in Russia and the government. We offer a practical, result-oriented consulting approach which grants an effective response to diverse and complex business issues.
- ▶ **Branan Legal – the deep knowledge of domestic law and international level of services**
- ▶ Unique experience in supporting and managing large-scale projects. Our team consists of experts with over 15 years of practice, including work on customers' side. Established business contacts and experience of effective interaction with government agencies (Federal Tax Service, Federal Antimonopoly Service, Ministry of Economic Development, Ministry of Energy).

- ▶ International and Russian Ratings:



Коммерсантъ

Our key clients



of Unified Energy System



ROSATOM



MINISTRY OF ECONOMIC DEVELOPMENT OF THE RUSSIAN FEDERATION



RUSNANO



Branan Legal core practices

Legal support on M&A transactions and investment projects

- development of legal, organizational and financial schemes of transactions; transaction structuring
- due diligence of acquired assets, recommendations on elimination or reduction of identified risks
- monitoring of a transaction schedule and the control of obligations execution by the parties to a contract

Legal support on company restructuring

- development of optimal restructuring schemes
- project management, coordination of companies' internal services
- support on corporate and organizational restructuring measures, including interactions with public authorities

Corporate governance

- corporate audit and corporate compliance
- development of corporate governance schemes and structures
- legal support on corporate events

Branan Legal core practices

Trainings and seminars

- holding trainings and seminars on corporate law and governance for the biggest Russian companies
- holding breakfast meetings, seminars and conferences on particular practical issues – disposal of non-core assets, reorganization, innovations etc.
- holding trainings, seminar, master-classes on project management

Tax advice

- detailed tax advice on issues related to structuring of business operation in Russia
- advice on various tax issues
- tax advice on financing issues and distribution of profits

Legal support on day-to-day activity

- drafting corporate documents, agreements, etc.
- advising on complicated labor law issues, drafting model and individual labor contracts
- advising on other legal issues

Branan Legal highlights (1/2)



- Maintenance of corporate management issues in integration of TNK-BP companies acquired by **Rosneft Oil Company**
- Development of the optimal corporate governance structure for the Group of companies



- Structuring of transactions and legal support of projects for the benefit of the Fund for Infrastructure and Educational Programs
- Transformation of the nonprofit state corporation (**Rusnanotech**) into an open joint-stock company, 100% shares of which are held by the Russian Federation



- Legal support on **Russian Grids, JSC** corporate governance (2014 - on going)



- Maintenance of the projects on the acquisition of the companies from the **UAC Group**, structuring of shareholders' relations



- Comprehensive support of the RAO UES of Russia reorganization
- Support on the process of concluding contracts of sale of generating companies owned by **RAO UES of Russia** (WGC / TGC)

Branan Legal highlights (2/2)



- Legal support on the **Rosgosstrakh Group of companies** consolidation (reorganization of the Rosgosstrakh in the form of merger to the Rosgosstrakh, PJSC).
-



- Legal support on **Federal Grid Company (FGC UES)** associated companies corporate restructuring
-



- Methodological support on **Gazprom Energoholding** associated companies complex reorganization
-



- Consulting **Severstal** on corporate and restructuring issues as well as holding practical trainings for management and lawyers
-



- Consolidation of **INTER RAO UES, OJSC** power assets (structuring the process, drafting the documents required for the transaction, preparing the applications for the antitrust authority, transaction execution support)
-

Maxim Bunyakin

Branan Legal Managing Partner



Recommended by
international
Ratings:



Maxim has been specializing in corporate and civil law since 1999 and has the unique experience in legal support of mergers and acquisitions, restructuring of major holdings and state-owned company, in elaboration of amendments to corporate and civil legislation. Maxim is the member of the expert councils in the Central Bank of the Russian Federation and in the Federal Agency for State Property Management. Before setting up **Branan Legal**, Maxim worked in RUSNANO (member of the investment committee at the Management Board, Deputy Head of Corporate Management Department) and in RAO UES of Russia (Head of the Office for Reform Designing and Monitoring)

Project experience includes:

- Overall management of the corporate governance issues in integration of TNK-BP companies acquired by Rosneft Oil Company;
- Development of legal model and participation in the project on reorganization of RAO "UES of Russia";
- Support as a project manager of reorganization of Rusnanotech State Corporation into RUSNANO;
- Complex management of the legal support on the deal structuring for the Industrial Park "Sarov" (AFK "Sistema", Rosatom, Rusnano);
- Integrated management of the legal support on the "Independent Energy Company of Krasnodar Territory" (JSC "NESK") reorganization in the form of both separation and merger;
- Development of the share placement scheme for the generating companies (OGK/TGK);
- Support of due diligence and structuring of innovative projects, financed in partnership with RUSNANO.

Education:

- Moscow State Law Academy, degree with honors;
- The Academy of National Economy of the Government of the Russian Federation, MBA Finance.

Languages: English (fluent), Chinese (basic knowledge, learning)

Dmitry has been specializing in civil law since 1999 and in corporate law – since 2001, he has an extensive experience in business reorganization, legal support of mergers and acquisitions and building efficient corporate governance models.

Chosen project experience:

- Legal support of TNK-BP group integration acquired by Rosneft with regard to corporate law and management issues;
- Legal support of the transactions restructuring in favour of RUSNANO Fund for Infrastructure and Educational Programs, RVC Seed Fund;
- Legal support of ROSGOSSTRAKH reorganization;
- Support of maintenance of reorganization of legal entities in favour of Gazprom energo;
- Legal and methodological support of restructuring the RAO UES of Russia subsidiaries and affiliates;
- Participation in elaboration of schemes of initial public offerings of RAO UES of Russia subsidiaries (OGC/TGK) (combined IPO: PPO & SPO);
- Building the efficient system of corporate governance of RAO UES of Russia generating and sales companies and creating conditions for capitalization growth of the shares.
- Legal support of consolidation of electric energy assets based on OJSC INTER RAO UES as the Head of Department for Corporate Transactions: support of placing of additional shares of INTER RAO UES, OJSC obtaining shares of Russian and foreign issuers in return for additional shares of INTER RAO UES, OJSC. Elaboration of different schemes, providing efficient implementation of mergers and acquisitions by INTER RAO UES, OJSC.

Education:

- Moscow Academy of Humanities and Social Sciences (now Moscow University for the Humanities), the Department of Law, degree with honors.





Julia has been specializing in corporate law since 1999. She has wide experience in the corporate law and corporate management, including maintenance of equity issues, preparation and implementation of a reorganization in different companies, corporate audit. She participated in the projects to protect companies against hostile takeovers. Julia is one of the founders of the journal “AktSIONERNIY Vestnik”, a leading publication on corporate law and governance.

Chosen project experience:

- Elaboration of allotment shares schemes and maintenance issues of stocks and bonds in more than 300 companies, including: RUSNANO group of companies, Rosatom group of companies, LANIT Holding, TFG InterResurs, Russian Sugar JSC, MegaFon OJSC, Kamchatka gaz enegertic holding, and others;
- Supporting corporate integration of Rosneft and TNK-BP, the Russian largest M&A deal;
- Elaboration and implementation guidelines on corporate governance of space services centres for REKOD, OJSC;
- Legal support on the corporate management system in Rosseti;
- Support on the listing procedures, state registration of the listing prospectus and disclosure procedures of ROSGOSSTRAKH;
- Elaboration and implementation of Standards of corporate behavior of Moscow City as a shareholder (on the request of Moscow Property Department);
- Legal support and structuring of a transaction as part of the project on creation of Technological engineering company Gas Turbine Technologies Engineering Center.

Education:

- Moscow State University of Means of Communication, legal department, degree with honors.



In 2016 **Branan Legal** was recommended in the Corporate, Commercial and M&A practice area.

“**Branan Legal**’s team *‘always has a clear understanding of the client’s needs’,* and provides *‘great attention to detail’* and *‘strong operational efficiency’*. Managing partner Maxim Bunyakin has *‘extensive expertise in corporate law and governance issues’,* and practice head Julia Nenasheva has *‘a high level of professionalism’*. The group advised Rusnano on a number of investment projects”.

Branan Legal managing partner **Maxim Bunyakin** was recommended in 2016 and 2017 by the ranking as a Leading individual.

“He has a deep understanding of corporate law, an analytical mind and excellent communication skills,” a client says. His focus is corporate restructuring and transactional deals where he often acts for clients from the domestic energy market.

In 2015, 2017 **Branan Legal** was recommended as a leading firm by Chambers Europe, Corporate/M&A: Mid-Market - Russia.

“Recommended as experienced team advising major Russian corporates, notably in the energy sector. Areas of expertise include asset-related M&A, intergroup restructuring, and corporate governance advice. Clients include a number of state-owned entities”.

Ratings (2/2)



In 2015 **Maxim Bunyakin** and the head of legal practice in **Branan Legal Dmitry Fedorchuk** were recommended by the individual ranking of Chambers Europe, Corporate/M&A: Mid-Market - Russia.

“Head of department **Maxim Bunyakin** is noted for his experience of large corporate reorganisations. *“He is very helpful on the strategic issues and also in planning negotiation strategy,”* report clients. He assists with M&A transactions, investments and general commercial issues.

Dmitry Fedorchuk is praised by clients for his *“strong attention to detail”*. He is noted for his experience of matters related to corporate governance”.



Branan Legal is one of the leading independent legal experts on Corporate/M&A, which is confirmed by the results of "Pravo.ru" rating in "Corporate and M&A“, 2013, 2014, 2015, 2016 (annual national ranking of law firms operating in Russia) http://pravo.ru/stat/rating2014_results/corporate_law/.

In 2017 **Branan Legal** was ranked as one of the leading law firms in the sphere of capital markets. **Maxim Bunyakin** and the head of corporate practice **Julia Nenasheva** were recommended in the individual rating <https://www.kommersant.ru/doc/3306816>.

Branan Legal is one of the leading independent legal experts on Corporate/M&A, 2013.



Contact information

10, 1st Obydensky pereulok, Moscow

Web-site www.branan-legal.ru

E-mail info@branan-legal.ru

Phone +7 (495) 252 0432

+7 (495) 961 1206