

CENTRAL ASIA BUSINESS GROUP



Addleshaw Goddard's lawyers have handled complex matters across numerous sectors and practice areas in the key jurisdictions across Central Asia. We have advised investors and national governments on offshore/onshore oil and gas exploration and production projects across the Caspian region, project finance and infrastructure projects and complex international disputes. The combination of our lawyers' specialised sector experience with the firm's strengths in the transactional, regulatory, finance, tax, competition/antitrust, environmental, employment and incentives, compliance and dispute resolution areas enables us to bring value and a streamlined business approach to our clients.

The following are examples of matters where our lawyers have advised across our regional focus areas:

Oil & Gas, Mining and Natural Resources

Corporate and Finance

We regularly work on complex cross-border deals and our clients include independent, international and national mining and oil & gas companies, integrated oil companies, state-owned entities, independent exploration and production companies, private equity funds, lenders, contractors, regulated gas utilities and refiners and retailers. We handle the acquisition, divestiture, structuring, development and financing of:

- ▶ mining projects from exploration and construction to production, processing and offtake phase of the mine cycle
- ▶ offshore/onshore upstream and midstream oil & gas, including pipeline, storage, and other infrastructure, and
- ▶ downstream oil & gas, including petrochemical, refining and marketing and trading operations.

The following are examples of matters where our lawyers have advised:

- ▶ Operator on offtake and marketing arrangements of crude and gas condensate with the Government of Kazakhstan
- ▶ A consortium of international oil companies in negotiations of Kashagan production sharing contract (PSC) with the Government of Kazakhstan
- ▶ An international oil company on its country entry and potential acquisition of exploration assets in Kazakhstan
- ▶ Royal Bank of Scotland on a \$100m debt financing of Kazakhstan's state owned agricultural holding
- ▶ A global private equity investor on an investment into an agricultural and food production business in Kazakhstan and Kyrgyzstan
- ▶ National Company Kazmunaigas on formation of a JV with CNPC and subsequent acquisition of US\$3bn producing upstream assets and a petrochemical refinery located in Kazakhstan
- ▶ An international consortium of funders in relation to a power plant project in Kazakhstan
- ▶ National oil company on the proposed asset swap with a European supermajor across a portfolio of assets located in Russia and Kazakhstan
- ▶ Kazmunaigas Refining and Marketing JSC on the proposed upgrade of the Pavlodar petrochemical refinery and underlying EPC and O&M agreements
- ▶ National Company Kazmunaigas on acquisition of several oil field services companies providing drilling, workforce and other oil field services across Kazakhstan
- ▶ An international mining company on the acquisition of producing gold mining assets located in Kazakhstan and Kyrgyzstan from Polyus Gold International
- ▶ A potash mining company on pre-IPO financing and disposal of assets
- ▶ A consortium of mining companies on the acquisition and post-acquisition funding of gold mining assets in Kazakhstan and Romania
- ▶ An IOC on the potential acquisition of interests in the ACG field in Azerbaijan and corresponding interests in the BTC Pipeline

- ▶ Rosneft on its acquisition of petroleum marketing and retail business in Kyrgyzstan
- ▶ An international oil company on its farm-in to an exploration joint venture with Total in Kazakhstan
- ▶ A Chinese oil company on several acquisitions in Kazakhstan
- ▶ KazGeology, Kazakhstan's national holding in the field of mining exploration, in the creation of two joint ventures with Rio Tinto
- ▶ Purchaser on the acquisition of Georgia's largest gold and copper mining assets
- ▶ Italian oil & gas engineering business on liquidation of a joint venture in Kazakhstan
- ▶ Consortium of international oil companies on recoverability of costs under a production sharing agreement for one of Kazakhstan's largest oil and gas projects
- ▶ An international oil company on the impact of its takeover on its assets in Kazakhstan.

Infrastructure, Retail and Financial Institutions

We have one of the most extensive track records of advising on infrastructure and public/private partnership programme (PPP) projects in the transport, healthcare, energy and education sectors. Our clients range from Government departments, infrastructure funds and lenders to recognised multinational trade sponsors. In the retail and consumer sector, we advise some of the largest and most well-known brands on all areas of their legal requirements. Our clients include household consumer goods, food and drink businesses and multi-channel retailers and include global organisations such as Associated British Foods, Diageo, Sainsbury's and Tate & Lyle. Our team are consistently ranked as one of the best in the retail and consumer sector. We have been listed in Band 1 for the sector in Chambers UK for the past six years as a "premier retail and consumer offering for clients on a national scale".

We have a specialist, highly regarded, financial services transactions team advising on leading deals in the financial services sector, from domestic and cross border M&A, debt portfolio transfers, schemes under Part VII FSMA and overseas equivalents, building society and mutual mergers, commercial and affinity arrangements, strategic investments and joint ventures, capital raisings, restructuring and reorganisations, to significant regulatory driven major projects and programmes.

The following are examples of matters where our lawyers have advised:

- ▶ A joint venture party on the creation of joint ventures in Kazakhstan and Turkmenistan for a global manpower business
- ▶ A privately held Kazakh investment company on a hotel and leisure joint venture with a leading Turkish hotel chain
- ▶ A global healthcare business on its entry to Kazakhstan via a series of acquisitions
- ▶ HSBC on a \$100m loan to a Kazakh state company
- ▶ ADM Capital on a \$25m investment into Kazakhstan's leading railcar and rail maintenance business
- ▶ Al Falah Capital Partners on the acquisition of a poultry production business
- ▶ The seller on the disposal of Bank Pozitiv Kazakhstan, a subsidiary of Bank Hapoalim
- ▶ Royal Bank of Scotland on its disposal of its banking operations in Kazakhstan
- ▶ Danone on the restructuring of its business in Kazakhstan
- ▶ EFES Brewers on corporate, advertising regulations and IP issues in relation to their Kazakhstan business.

Dispute Resolution

We are recognised by independent commentators as having a leading commercial litigation practice, with a strong reputation for our commercial approach to resolving business disputes and, when cases do go to trial, a track record of winning. Our Commercial Litigation Group features specialists in all our offices and advises on all forms of contractual and non-contractual disputes, ranging from corporate transaction disputes concerning warranties, indemnities and completion accounts, through to claims under supply and distribution agreements.

Our arbitration specialists advise on all aspects of the arbitral process, from strategic considerations prior to the commencement of proceedings, through to the enforcement of a final award. Whatever the seat, arbitral rules and subject matter, our teams have the specialist expertise to guide you through the arbitration process and secure a successful outcome.

The following are examples of matters where our lawyers have advised:

- ▶ A major US-based oil and gas services provider against a Kazakh company in three LCIA arbitrations governed by English law, which pertained to operations in the Chinarevskoye field situated in the northern part of the Pre-Caspian Basin. The disputes resulted in: (1) An award in favour of the client for approximately USD 11 million (representing the entire amount claimed) in relation to goods and interim services provided by the client at the Kazakh gas treatment facility; and (2) An extremely favourable settlement in relation to a technical consultancy agreement and an O&M agreement concerning the client's provision of services at the facility
- ▶ FTSE 100 mining company where we managed a SFO self-reporting investigation. The scope of the investigation covered various jurisdictions, focusing on Kazakhstan and a number of countries in Africa. The work included dealing with remediation and compliance programmes
- ▶ A consortium of western oil and gas companies concerning the interpretation of Kazakh tax arrangements associated with an oil pipeline in Kazakhstan
- ▶ Boris Berezovsky in his US\$6 billion Commercial Court claim against Roman Abramovich concerning Russian oil and aluminium assets; his related US\$3 billion Chancery Division claims against the estate of the Georgian billionaire, Arkady Patarkatsishvili and others; and his successful application to set aside a £200m freezing order obtained by his former partner Helena Gorbunova
- ▶ A high net worth individual on a \$1.2 billion LCIA dispute involving the acquisition of mining assets in Ukraine.

Corporate Crime, Regulatory and Compliance

We advise clients, of which many are FTSE 100 and 250 organisations, on a broad range of compliance and regulatory matters, including corporate governance, anti corruption and bribery compliance procedures and investigations, antitrust investigations, merger clearances and competition litigation, state aid and procurement matters.

The following are examples of matters where our lawyers have advised:

- ▶ An energy company in relation to Mutual Legal Assistance requests via the SFO in London from tax authorities in Kazakhstan
- ▶ A corporate client in relation to anti-bribery issues arising from the use of agents in a number of central Asian republics
- ▶ A major corporate in relation to anti-bribery and sanctions issues in Kazakhstan
- ▶ Individuals in relation to a significant SFO investigation concerning bribery issues in Azerbaijan
- ▶ An oil and gas company in relation to bribery issues concerning logistics operations in the Caucasus
- ▶ An oil and gas company in respect of sanctions issues in Azerbaijan.

Key Contacts



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