



ASSOCIATION OF EUROPEAN BUSINESSES

ul. Krasnoproletarskaya 16, bld. 3 • 127473, Moscow • Russian Federation
Tel.: +7 (495) 234 2764 • www.aeprus.ru • Fax: +7 (495) 234 2807

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Creating and operating joint ventures with foreign investors in Russia: how to avoid pitfalls

Thursday, 16 February 2012

09:30 – 12:30 (registration from 9:00)

AEB Conference center (ul. Krasnoproletarskaya, 16, bld. 3, entrance 8, floor 4, office 8)

Open event

Moderator: Andrey Shpak, Chairman of the AEB M&A Working Group; Tax Partner, Goltsblat BLP

9:00 – 9:30 Registration and coffee

9:30 – 9:40 **Introduction**
Andrey Shpak, Chairman of the AEB M&A Working Group; Tax Partner, Goltsblat BLP

9:40 – 10:00 **FAS practices with regard to joint ventures: consideration of applications for conclusion of shareholder agreements**
Igor Zolotarev, Deputy Head of Legal Department, Federal Antimonopoly Service

10:00 – 11:00 **Legal aspects of creating joint ventures**

- Shareholders' agreements in Russia: is there a chance to pre-agree on a "divorce"?

• Common "divorce" procedures: what you can pre-agree • Options in Russia: what you can and can't do • Impact of obligatory provisions in the law on agreements to distribute assets upon liquidation

Alexander Filimonov, Partner, DS Law Firm

- Disputes with regard to shareholders' agreements provisions focusing on activities and management of the JV: emerging court practice and possible ways to apply it

• Court practice on shareholder agreements in limited liability companies and in joint-stock companies • Can you circumvent the limitations imposed by court practice • What joint venture partners can do to ensure enforceability of shareholder agreements

Anna Klimova, Lawyer, Beiten Burkhardt

- Joint ventures in the international & Russian anti-bribery legislation context

• An overview of potential risks • Due diligence process • Red flags • Pre-exchange and notification • Impact on transaction agreements

Ezra Machnikowski, Of Counsel, Norton Rose

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11:00 – 11:15 *Coffee-break*

11:15 – 11:45 **Taxation aspects of joint ventures**

- Tax risks and advantages of creating a joint venture in Russia

- *How to identify and address tax risks before entering the deal*
- *Tax aspects of debt financing: debt push down and thin capitalization rules*
- *Is it possible to enforce tax indemnity in Russian courts?*

Irina Suvorova, Partner, KPMG

- Recent trends in JV structuring using foreign vehicles

- *Managing JV structures in the Netherlands and Luxembourg: making sure the structure has proper substance*
- *Innovative JV structures in the Netherlands and Luxembourg*

Jacob Hoogenboom, Head of Intertrust Moscow

11:45 – 12:00 **Principles for financing joint ventures: bank's perspective**

- *Approaches to JV financing based on JV structures and security constraints*
- *Solutions to JV financing in Russia by Rosbank/Societe Generale Group*

Vitaly A. Klenov, Deputy Director, Syndications and Structured Finance Department, Capital Markets & Investment Banking Group, Rosbank

12:00 – 12:15 **Joint ventures in Russia: an investment company's perspective**

- *How to estimate capitalization of a JV*
- *How to sell / buy a share in a JV: opportunities and challenges*
- *Conflicts of interest and profit centres: problems and ways to address them*

Vera Loseva, Director of Corporate Finances Department, Third Rome Investment Solutions

12:15 – 12:30 **Case study: experience of creation of a joint venture for production of modern electric trains in Russia "Siemens Transportation Systems"**

Ilya Ozozhenko, Deputy General Counsel for corporate/M&A issues, Siemens Russia/Central Asia

The working languages are English and Russian. Translation will be provided.

Contact person: Elena Kuznetsova, AEB Committees Coordinator, tel.: 234 27 64, ext.124; ek@aebrus.ru

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