

Deloitte.
Legal



Legal Service offering
Deloitte Uzbekistan

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Introduction

Deloitte has been operating in Uzbekistan since 2002 and has a well developed practice in audit, tax, legal, consulting and financial advisory services to support improved governance. Seeing the opening of the market in anticipation of a rapid economic development here in the coming years, we have expanded our legal practice in Uzbekistan. Deloitte Legal is a brand within Deloitte, our legal practice in CIS countries is well developed, with a portfolio of significant projects in all industries.

Our lawyers are experts in Uzbek law and have been educated in some of the best universities in the world. They have gained their experience working as lawyers in industry and in leading international and Uzbekistan consulting and law firms.

We advise in a range of sectors including energy and resources, construction, agriculture, financial services, real estate and others. Our deep knowledge of local legislation and rich experience across many areas of law, make us the number one choice for our respected clients.

A recent study by Deloitte Legal on future trends for legal services has shown that the market for legal services is moving and growing and demand for alternative or non-traditional legal services is increasing. Deloitte Legal is in a unique position to respond to these changing requirements through its collaborative approach.

Who we are

Representing tomorrow

Deloitte Legal in Uzbekistan is an integral part of the Deloitte Legal global network of legal advisers. As part of the Deloitte professional services network, Deloitte Legal collaborates with colleagues in an array of globally integrated services to deliver local and multinational legal solutions that are:

Deloitte Legal's international presence and cross-disciplinary capabilities stand out from those of a traditional law firm



Deloitte
Legal
is...



More than
2,000
legal professionals



Operating in
75+
countries



Collaborating seamlessly
across borders
and with other Deloitte business lines

Corporate support throughout business life cycle

-  Structuring investor presence in Uzbekistan, depending on the projects and locations.
-  Registration of commercial and non-profit entities, branch/representative offices of foreign entities, and construction sites; assistance with corporate restructuring/reorganization.
-  Advising on the establishment, functioning, and wind-up of financial and insurance companies, their branches, and representative offices.
-  Advising on financial law, currency control, transactions in securities and other financial instruments.
-  Assistance with obtaining licenses, permits, and regulatory approvals, opening of bank accounts.
-  Legal support to business: drafting standard agreements, shareholder agreements, and other documents regulating the shareholder-investor arrangements; support of transactions.
-  Corporate secretarial services; changes to constituent documents, management bodies, and structure of authorised capital; registration of securities, acquisition of equity stakes, formalisation of property contributions and dividend payments.
-  Advising on and support of business activities:
 - Drafting contracts with vendors, contractors, and distributors (for outsourcing, lease, supply, servicing, and other arrangements);
 - Drafting of internal policies; localisation of global policies;
 - Employment law matters;
 - Advising on regulatory compliance.
-  Business wind-up planning and liquidation procedure assistance.



M&A Support



Support of joint ventures (JV) set up under the Uzbekistan and foreign laws:

- Legal structuring: determining the JV format, property and business modelling;
- Drafting and negotiating JV documents: term sheets; shareholders' agreement, option agreement, articles of association, joint venture agreement;
- Supporting deal closing, including notarisation, corporate and registration procedures.



Structuring M&A under the Uzbekistan and foreign laws:

- Deal structuring;
- Drafting and negotiating transaction documents : term sheet, share/equity purchase and sale agreement, shareholders' agreement, option agreement, articles of association;
- Supporting deal closing, including notarisation, corporate and registration procedures.



Supporting the establishment of joint ventures and/or M&A transactions in terms of compliance with the economic concentration control requirements (obtaining pre-approvals from and filing further deal notifications with anti-trust authorities).



Supporting multi-jurisdictional M&A/JV deals:

- Analysis of risks across jurisdictions, including foreign investment- and antimonopoly-related;
- Developing jurisdiction-specific deal structuring recommendations on
- assignment of IP and transfer of real estate.



Legal due diligence.

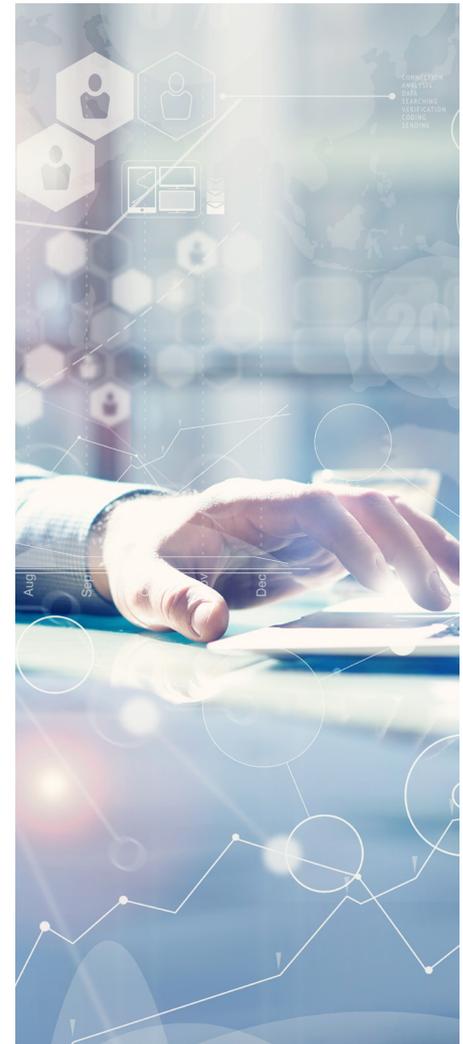


Holding arrangements; corporate restructuring.



Compliance

-  Antimonopoly compliance
-  Anticorruption compliance
-  Environmental and public health requirements
-  Labour legislation compliance
-  Currency regulations
-  Corporate governance, localization/ structuring, development of internal policies
-  KYC (client due diligence)



Legal due diligence



Vendor/sell-side and buy-side due diligence:

- Verification of the current owner's title;
- Corporate governance analysis;
- Review of title to project's key assets;
- Regulatory compliance analysis;
- Analysis of change-of-control risks;
- Analysis of early call risks;
- Review of employment contracts for the "golden parachute" clauses;
- Analysis of deals or corporate arrangements for antimonopoly compliance;
- Sectoral regulatory audit (review of compliance with the licensing, industrial and/or environmental safety requirements, advertising and trade law requirements, etc.).



Vendor integrity checks: verifying CEO powers (on the basis of provided documents), review of vendor liquidation/bankruptcy status, pending/past litigations (through open data sources).



Analysis of land development potential: identifying permitted land use and construction limits, existing encumbrances and restrictions, permits, and assessment of land use risks.



Development of risk elimination recommendations and implementation guidance.



Real estate, investments, and infrastructure



Infrastructure and investment projects support:

- Concession and public-private partnership agreements;
- Special economic zones and advanced development territories arrangements;
- Investment agreements.

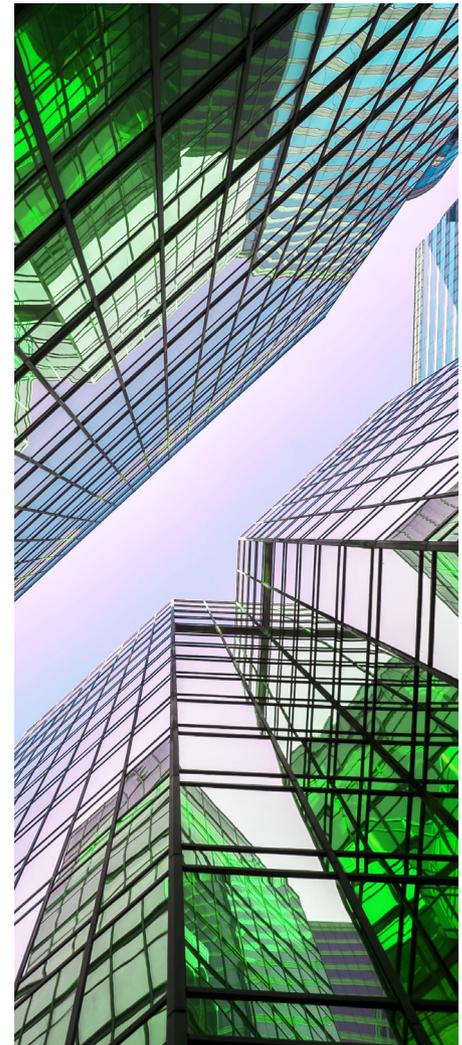


Assistance with sourcing of government incentives.



Integrated legal support of land, real estate, and construction arrangements:

- Contracts;
- Due diligence of property titles, including analysis of land development potential: identifying permitted land use and construction limits, existing encumbrances and restrictions, permits, and assessment of land use risks.



Employment and immigration support



Labour law advisory services, including general consulting, drafting of employment agreements, employment compliance services;



HR audit (including M&A and due diligence support);



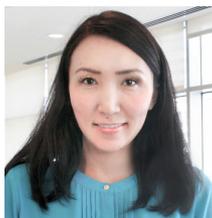
Employment structuring advisory services, including for foreign employees; structuring and supporting international employment/assignments; immigration advisory services;



Immigration support, including receipt of visas and work permits.



Contacts



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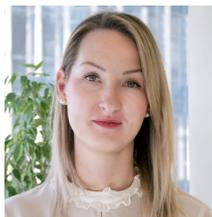
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