ORLOVA ERMOLENKO Law firm

Break on through → → →

→ Orlova\Ermolenko

Law Firm with Offices in Russia and Serbia.

We have over 30 years of experience specializing in the support of complex projects, including cross-border cases, which require in-depth expertise in various branches of law.

About Firm

→ team

The team headed by 7 partners was formed in the course of working at one of Russian leading law firms. The partners have 15 to 30 years of consulting experience and are recommended by reputable Russian and international ratings.

→ experience

All lawyers have experience working with financial advisors, accountants, auditors, appraisers and other related consultants. The main areas of focus include transaction support, tax consulting, dispute resolution, support for projects in the field of currency regulation, sanctions compliance, foreign trade, employment, and legal support for private clients.



→ expertise

The partners and lawyers of the firm are recommended by leading Russian and international legal ratings: Pravo-300, Kommersant, Legal 500 EMEA, Chambers Europe, Best Lawyers, World Tax.

→ clients

Among the team's clients are large and medium-sized businesses, foreign corporations and non-profit corporations, fuel and energy companies, pharma, IT/TMT, FMCG, construction and financial sectors.

We Provide Services to Businesses and Private Clients in the Following Areas of Law:

→ Corporate Practice / M&A → Regulatory Practice → Tax → Insolvency → Competition / Antitrust → Dispute Resolution / Litigation → Real Estate / Construction → Private Wealth Services → Economic Sanctions and Sanctions Compliance → International Litigation and Arbitration → Intellectual Property → Commercial Practice → Employment → Personal Data Protection → Foreign Trade / Customs Law and Currency Regulation → Family and Inheritance Law, Succession Planning •

Services within the practice

Corporate practice \ M&A

- → Due diligence
- → Legal support in M&A transactions, drafting corporate agreements \ shareholders' agreements (SHA)
- → Business restructuring
- → Business redomicilation
- → Start-up services
- → Accreditation of foreign representative offices (branches)
- → Ongoing corporate support
- → Corporate Secretary
- → Incorporation of legal entities
- → Reorganization
- → Liquidation of legal entities, representative offices (branches)



- Supporting "Dengi.Mail.Ru" in the sale of assets to "VK" company
- Due diligence of Russia's largest coal deposit
- Support of a large-scale transaction in the rail transportation market

Regulatory practice

- → Analysis of the need for regulatory approvals for transactions, dividend payout, corporate actions, etc.
- → Business structuring in order to reduce the regulatory burden
- → Support of obtaining antitrust approvals, approvals required in connection with foreign investments, including approvals of the Federal Antimonopoly Service of the RF, the Bank of Russia, the President of the Russian Federation, the Government Commission, specialized Federal agencies of executive authorities



- Obtaining special consent of the President of the Russian Federation for a change of corporate control Money. Mail.ru in the deal for the sale of “VK” company assets
- Obtaining the Government Commission’s consent to a transaction involving the purchase of a Danish company by Russian top management

Services within the practice

Taxes

- → Deals structuring
- → Tax consulting and expertise
- → Tax due diligence
- → Elaboration of guidelines and accounting policies
- → International taxation
- → Tax controversy



- Representation of the Russian Olympic Committee in a session of the International Court of Arbitration for Sport in Lausanne as an expert on Russian taxation
- Large-scale tax due diligence of an IT company

Insolvency

- → Legal support of the creditors within an insolvency procedure
- → Protecting the debtor's rights
- → Supporting the financial manager of the insolvent company
- → Participation in creditors' meetings
- → Challenging transactions
- → Protection from subsidiary liability



- Defending a construction client against subsidiary liability in the Supreme Court of the Russian Federatio
- Support of bringing the former director of the company to subsidiary liability

Services within the practice

Competition \ Antitrust

- → Antitrust disputes (competition disputes)
- → Transactional support
- → Antitrust compliance and consulting services
- → Advertising regulation
- → Procurements' legal support



- Defending the interests of an engineering client before the Federal Antimonopoly Service against penalties and criminal liability
- Advising a major manufacturer on antitrust law in relation to restricting competition in the market of aviation de-icing fluids

Dispute resolution

- → Commercial disputes
- → Corporate disputes / Shareholders conflicts
- → Contesting decisions of state authorities, including tax disputes
- → Employment disputes
- → Support during enforcement proceedings, contesting enforcement officers' acts
- → Enforcement of arbitration awards and foreign courts awards



- Successfully represented a pharmaceutical company in seven cases of debt recovery from distributor counterparties
- Helped a major Russian distributor of chilled, fresh-frozen products recover the value of lost cargo

Services within the practice

Real Estate \ Construction

- → Structuring and supporting transactions
- → Due diligence of property titles for real estate properties to be acquired
- → Supporting investment projects
- → Legal support of development projects
- → Drafting and advising on construction contracts, investment contracts, lease agreements, developing relevant document work-flow
- → Advisory on construction schemes, tax and legal risk assessment
- → Real estate \ construction disputes resolution



- Support of an LNG construction project
- Legal due diligence of 27 land plots and 15 buildings and support of the acquisition of facilities

Private Wealth Services

- → Wealth management
- → Representation of interests in financial organizations, regulatory authorities
- → Legal protection in disputes
- → Taxes
- → Succession planning



Protection of client's investments in foreign real estate due to sanctions restrictions

Services within the practice

Economic sanctions and sanctions compliance

- → Foreign trade transactions support considering the sanctions risks
- → Analysis of the legal status and consequences of the economic sanctions imposed on individuals and/or legal entities, prospects for challenging
- → Analysis of contractual structures for potential violation of foreign sanctions law and development of mechanisms that mitigate adverse effects of foreign sanctions
- → Representation of clients' interests before financial institutions, European and national regulators in view of sanctions restrictions (including obtaining clarifications, licenses)
- → Development of sanctions compliance procedures
- → Sanctions advisory

Sanctions analysis of a transportation company under 30 international contracts

Creation of a subcontractor engagement scheme for a construction company of the oil and gas and electric power complex, taking into account secondary EU sanctions

International Litigation and Arbitration

- → Representation of clients' interests in arbitrations under rules of Russian permanent arbitration institutions and rules of leading international arbitration institutions
- → Preparation of expert opinions for foreign courts and international commercial arbitrations
- → Acting as a national consultant within the resolution of cross-border complex disputes (recognition and enforcement of foreign judgments and arbitral awards, assistance in collecting evidence)



Services within the practice

Intellectual Property

- → Registering intellectual property rights and supporting relevant transactions
- → Advising on intellectual property protection
- → Drafting contracts
- → Supporting disputes on intellectual property protection
- → IP due diligence



- Settlement of a dispute with Rospatent regarding trademark registration of a large marketplace
- Legalization of exclusive rights of a client, a manufacturer of electric cars, to the official works of its employees

Commercial Practice

- → Consulting on legal issues arising in companies activity
- → Supporting contractual work (drafting contracts, negotiating conditions of contracts, supporting termination and conclusion of contracts, contract due diligence: verification of contract conditions, drafting recommendations to improve contract and document management efficiency in the company, drafting guidelines for contractual work, drafting loyalty programs, marketing policies)



- Providing full-time support of Gazprom's contractual work
- Comprehensive due diligence of acquired companies and 100 real estate objects for a private investor from the oil industry

Services within the practice

Employment

- → Labour disputes and resolution of labour conflicts
- → Data protection support (drafting policies and documentation, consulting, education programs)
- → HR audit
- → Support during restructuring and optimization of personnel
- → Support during inspections by regulatory agencies
- → Consulting services



- Supporting a large-scale dismissal of employees of a U.S. company on the most beneficial terms for the employer
- Supporting post-liquidation of the Fund's Representative Office on termination of labor relations with all employees

Personal data protection

- → Audit of personal data processing for compliance with legislative regulations
- → Developing documentation on personal data protection
- → Consulting in the field of personal data protection



- Development of a personal data protection system for genetic studies
- Audit of personal data processing of the Group of Companies for a potential M&A projects

Services within the practice

Foreign Trade \ Customs Law and Currency Regulation

- → Currency and customs legislation support of transactions
- → Support of import-export operations
- → Advice on currency and customs legislation
- → Application of customs duty rates
- → Customs disputes and currency control disputes
- → Legal advice on the customs, currency and tax legislation of the countries where the company's foreign trade is carried out
- → Analysis of documents issued for the import \ export of goods
- → Representation of clients' interests in customs authorities, currency control authorities and courts

Development of a scheme of currency transactions, taking into account restrictions of currency legislation and special economic measures, settlement of financial flows within an IT holding company

Strategy of mutual settlements of companies of an international automobile holding company, support of settlements on sale and export of equipment located in Russia

Family and Inheritance Law

- → Supporting pre-trial settlement and litigation for family and inheritance disputes
- → Drafting marriage contracts, agreements on the division of property, and alimony agreements
- → Inheritance planning and support during the inheritance process
- → Legal advisory



Industries:

→ IT / Digital Economy → TMT (Telecom, Media and Technology) → Real Estate / Construction / Development → Pharmaceuticals and Healthcare → Banking & Finance → Energy & Natural Resources → Transport and Logistics → Manufacturing → Retail and Trade, FMCG → Non-profit Organizations → Public Sector •

Our clients:


FANUC


YAMAHA
Revs Your Heart


NGK
SPARK
PLUGS


YAMAHA
Make Waves


sesderma
listening to your skin


Myllyn Paras


MARIE BRIZARD


cp
CANPACK


Actavis


emarsys


CAMOZZI

Obtaining the consent of the President of the Russian Federation for the sale of Dengi. Mail.Ru assets to VK company

Our lawyers collected hundreds of documents on the credit organization, the foreign participant and the VC group of companies. We coordinated the transaction with top Russian government officials and representatives of the Presidential Administration. We obtained opinions from foreign partners under sanctions pressure. Obtained the consent of the Bank of Russia. Obtained special consent of the President of the Russian Federation. Despite numerous requirements for credit organizations and special control over the transaction by the Bank of Russia and the Presidential Administration, our lawyers helped the client to close the transaction.

Legal due diligence of one of the largest coal deposits in the world and the largest in Russian

Complete due diligence of the industrial complex for the extraction of high-quality coking coal with reserves of more than 2.2 bn tons in order to settle the debt dispute of leading Russian banks with the largest Russian mining and metallurgical company and debt restructuring.

$6,77 bn

the total amount of debt

Tax support for the acquisition of a group of companies to merge the petrochemical business

Tax and financial support for a group of companies — an industrial and investment corporation — in a merger with a petrochemical holding, which resulted in the merged company entering the top 5 global production leaders in the petrochemical industry, including tax examination of the sets of agreements for setting up the merged company and shareholders' agreements, drafting the legal opinion on risks and proposals on their adjustment, opinions on the issues arising during discussions of the transaction terms and conditions, and participation in negotiations.

$26,8 bn

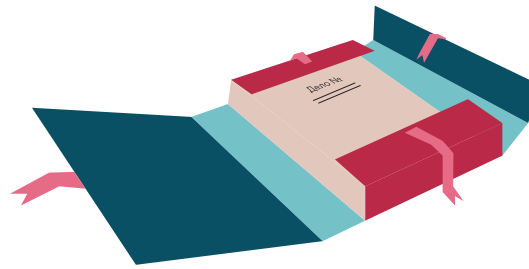
deal value

Tax support for the purchase deal by a foreign (UAE) holding of a stake in a Russian company

Development of an action plan, support of measures for the implementation of the agreed plan, analysis of tax consequences and tax risks arising in connection with transactions. Elaboration of detailed recommendations on optimal options for performing transactions within the framework of the deal, minimizing tax losses of Russian companies and/or reducing their tax risks under Russian taxes.

$26,8 m

deal value



Comprehensive due diligence of three debtors and support for an acquisition of one of them

Large-scale due diligence of three debtors of a bank (a research and analysis centre, a machine-building plant, and a metals plant), including review of more than 1,200 real estate items, 80 types of agreements, about 150 intellectual property items, and over 120 powers of attorney. In addition, due diligence of debtors' subsidiaries to prevent potential risks. Subsequent support for an acquisition of one of the debtors.

$100 m

total assets

Legal due diligence of the banking group

Legal due diligence with the scope including analysis of the procedure for the setting up companies and other corporate issues; rights to substantial property (movable and immovable, as well as IP objects); litigation and claims; contracts and obligations; compliance of targets' activities with legal requirements (compliance with licensing requirements, identification of risks of suspension or cancellation of licenses); labour relations; compliance with legislation on personal data; the practice of conducting banking activities; the probability of bringing to subsidiary responsibility. Assessment of the risks of the extension of independent sanctions on the investor bank, as well as the risks of liability in the case of the extension of US jurisdiction to it.

$12 bn

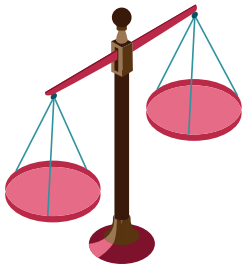
the value of the assets under review

Legal due diligence of one of the world's largest and the largest coal deposit in Russia

A comprehensive audit of an industrial complex for the production of high-quality coking coal with reserves of over 2.2 billion tons to settle a debt dispute between leading Russian banks and Russia's largest mining and metallurgical company and restructure the debt.

$26,8 bn

total debt



Successful representation in seven cases on debt recovery from distributors-counterparties

Assistance in collecting debts of pharmaceutical company counterparties under contracts for distribution and further sale of products. Amicable agreements were reached in three cases, the courts ruled in favour of our client in four cases; bankruptcy proceedings were initiated against one of the debtors, our client's claims were fully included in the list of creditors.

$20 bn

the total amount of disputes

Supporting a dispute in court in order to compensate for the value of the client's lost cargo

A transportation company lost a client's cargo worth 12 million roubles. The client independently filed a claim with the court, but was rejected by the court of first instance. Our lawyers defended the client's interests in the appeal, analyzed the case materials and the reasons for the refusal of the court of first instance.

We drafted and submitted an appeal to the court, a petition for the admission of additional evidence in the case. Thanks to the work of our lawyers, the client was able to recover the amount of lost cargo and damages in court.

Represented PJSC Gazprom and the Group's entities in relations with tax authorities in more than 50 different projects

In particular, a favorable decision in one of the cases became the basis for the conclusion of an amicable settlement agreement between PJSC Gazprom and the tax authority in 2018. Risk assessment and development of methodological recommendations on taxation issues (calculation of indicators for MET, recognition of expenses for the development of natural resources, investment construction, procedures for working with counterparties, etc.)



Antitrust support for an international company when buying woodworking plants

Antitrust clearance of the purchase deal of woodworking plants.

Successful representation of the company's interests during the antitrust authority (FAS of Russia) audit on the complaint of the owners of the target companies about the abuse of a dominant position.

Challenging the explanations of the Presidium of the FAS of Russia regarding the right of the regulator not to provide documents to the court in certain cases.

$200 bn

deal value

Representing the Russian Olympic Committee in the International Court of Arbitration for Sport

Nadezhda Orlova, a partner of the firm, participated in the International Court of Arbitration for Sport in Lausanne as an expert on Russian taxation in a dispute over the refund of payments previously made by the Olympic Committee to TAFISA for the right to host sports games in Russia in 2024.

Representation of interests in cases related to the construction of a gas pipeline

Successfully represented the company in a series of court disputes under land law and a number of related cases, including:

- → a claim by a lessee of a land plot through which a main gas pipeline runs for recovery of lost profits in the amount of 147 million rubles;
- → a claim by a lessee to establish the boundaries of the disputed land plot;
- → two disputes under claims by a lessee (against the company and the regional administration, which approved the construction) to demolish a gas pipeline;
- → a claim by a lessee against Rosreestr for improper registration of a facility built by the company;
- → a claim by a lessee to the Russian Federal Service for Registration of Gas Pipelines;
- → a claim by a lessee to the Federal Service for Registration of Gas Pipelines contract.

Defense of a medical center in a legal dispute with a former employee

The lawyers defended the interests of the company in a dispute with an employee who posed a threat to the client's business. Despite the fact that all disputes with the dismissed employee were resolved in favor of the company, he did not stop making claims against our client and filed three new lawsuits: on the return of the work record book, on the requirement to make a new work record book, and an appeal in the main case. Our lawyers won all of these disputes. The victory in the court dispute helped protect our client's reputation as a conscientious employer.



Team:

→ Nadezhda Orlova → Alexander Ermolenko → Sergey Ermolenko Alena Ermolenko → Alexandra Gerasimova → Elena Shigidina Natalia Lezhennikova → Levon Grigorian → Vsevolod Vorontsov → Daria Shevtsova → Angelina Balakina Dmitry Paramonov → Valentina Polyakova → Anastasia Shashkova → Irina Safronova → Marina Baykova → Veronika Shakhova → Daria Kuzmina → Diana Volkhonskaya → Anastasia Averyanova → Anastasia Sablina → Nikolay Babiy → Anastasia Shvydenko → Denis Sytnik → Anastasia Tihon → Valentina Lebedeva → Milana Kondratyuk → Anastasia Rybova •



Nadezhda Orlova

Partner, Attorney at Law
nadezhda.orlova@oe.legal

Nadezhda has been practicing in commercial, financial, and tax law since 1993.
Nadezhda specializes in the implementation of projects on tax structuring, international tax planning and expertise, as well as the support of large infrastructure projects. Oversees the provision of legal services to oil and gas industry enterprises.
Nadezhda has considerable experience in supporting investment and construction projects of major Russian and transnational corporations, litigation, and also has experience in legislation in the land, urban planning and tax branches of law.

→ practices:

taxes, real estate and construction, infrastructure projects, private wealth services.



Alexander Ermolenko

Partner, PhD in Law
alexander.ermolenko@oe.legal

Alexander leads private clients projects in the field of asset management. He also advises major Russian and foreign companies in M&A transactions, he gives legal support on business transformation cases.
He has over 20 years of experience in client interests' representation both in state and commercial arbitration courts. He specializes in resolving disputes related to business, corporate, family and labor law, as well as disputes with public authorities.
Associate Professor, Chairholder of Practical Jurisprudence department at Kutafin Moscow State Law University.

→ practices:

private wealth services, corporate and M&A, dispute resolution, bankruptcy, family and inheritance law, secession planning.



Sergey Ermolenko

Partner, PhD in Law
sergey.ermolenko@oe.legal

Sergey specializes in the field of antitrust law and support of M&A transactions, and also provides support to clients on current issues of business activities within the framework of commercial practice. For more than 15 years, Sergey has been accompanying clients in the full cycle of M&A transactions, including assisting in the approval of transactions with the FAS Russia, as well as with the Government Commission. Manages projects that include consulting on the application of antitrust and advertising laws, coordination of transactions with the antimonopoly authority within the framework of M&A projects, legal support of public procurement, including dispute resolution in antimonopoly authorities and arbitration courts. As part of his commercial practice, Sergey accompanies clients in the development and negotiation of the most significant business contracts for clients (including construction), and also helps in identifying and assessing legal risks arising in the course of the current activities of companies.

→ practices:

corporate law and M&A, antitrust law, commercial law.



Alena Ermolenko

Partner, PhD in Law
alena.ermolenko@oe.legal

Alena specializes in supporting M&A transactions, real estate transactions and corporate client support.
Alena has been representing clients in courts for over 10 years, including the Supreme Court of the Russian Federation. Alena's expertise includes advising on commercial disputes, disputes with state authorities, disputes in the field of antimonopoly regulation, intellectual property protection and in bankruptcy cases.
Alena supports projects in the field of intellectual property, including support for disputes in the Chamber for Patent Disputes, the Court for Intellectual Property Rights, support for projects on registration of intellectual property objects and transfer of rights to them.

→ practices:

corporate practice/M&A, real estate, dispute resolution, bankruptcy, intellectual property.



Alexandra Gerasimova

Partner, PhD in Law
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Alexandra specializes in supporting projects in the field of currency regulation, sanctions compliance, foreign trade, cross-border employment, international litigation and international commercial arbitration.
Provides legal assistance to foreign clients and their subsidiaries in Russia.
Advises on the application of currency legislation and Russian counter-sanctions.
Supports projects in the field of obtaining approvals from the Government Commission when interacting with persons from unfriendly states.
She has many years of experience in supporting projects in the field of labour law, including labour and corporate issues of changing directors of companies in various sectors of the economy.

→ practices:

foreign trade and currency regulation, economic sanctions and sanctions compliance, regulatory practice, dispute resolution, international litigation and arbitration, employment.



Elena Shigidina

Partner, Master of Laws
elena.shigidina@oe.legal

Elena has more than 15 years of practical experience in supporting complex projects in the field of corporate governance, purchase deals for shares / interests / real estate / intellectual property and other assets of individuals and legal entities.
Elena manages projects for conducting pre-investment research (legal due diligence) of legal entities with various different forms of incorporation; developing options and further legal support for the restructuring of groups of companies.
She has experience in supporting legal disputes involving state bodies in the field of antitrust law and property law, as well as supporting corporate conflicts.

→ practices:

corporate practice / M&A, real estate / construction, private wealth services, intellectual property, commercial practice, economic sanctions and sanctions compliance.



Natalia Lezhennikova

Partner
natalia.lezhennikova@oe.legal

Natalia performs management function in due diligence and M&A projects, has extensive experience in corporate law, investment projects and settlement of legal issues arising in advisory engagements related to civil, currency and customs law.
She specializes in legal consulting in real estate, construction, real estate development projects and ongoing consulting projects.
She participates in legislative activities, including the preparation of proposals for improving normative legal regulation related to the establishment, change and termination of the existence of zones with special conditions for the use of territories in relation to pipelines; drafting a concept for improving legislation containing rules for the gas pipeline reconstruction at the initiative of third parties.
On the working group, Natalia participated in a round table held by the State Duma Committee on Energy on the topic "Current issues of legal regulation of protective zones and zones of minimum distances to main or industrial pipelines (zones with special conditions for the territory use)".

→ practices:

corporate practice/M&A, real estate, construction, foreign trade, customs law and currency regulation.

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On the practice of antitrust cases

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