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**CPOG**GROUP  
LAWYERS & PARTNERS

OVER **25** YEARS  
IN LEGAL SERVICES



**CPOG GROUP**

LAWYERS & PARTNERS

LEGAL DISPUTES  
REAL ESTATE **SUPPORT ACTIVITIES**  
**INTERNATIONAL LAW**  
DUE DILIGENCE  
CORPORATE **LAW AND DISPUTES**  
**DEALS M&A**  
LEGAL SERVICES  
IN THE FIELD OF **ENERGY**  
**FISCAL LAW AND DISPUTES**  
**PROCUREMENT ACTIVITIES**  
**INTELLECTUAL PROPERTY**  
**IT PROJECTS**



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## ABOUT THE COMPANY

- ≡ **The CPO Group law firm, founded in 1998**, offers a wide range of legal services in civil, corporate, and fiscal law, as well as intellectual property rights and dispute resolution. Several of the company's lawyers specialize in protecting economic rights in criminal court.
- ≡ **Every year The CPO Group makes it into the Pravo.Ru-300 rating list of the best RF legal firms.** It has also entered the Register of Reliable Partners (Chamber of Commerce and Industry). Since then, the company has been annually confirming its status, signaling its reliability for business partnerships both in Russia and abroad.

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**20+ years** in legal services



**30+** highly qualified lawyers employed  
by CPO Group company group



**100+** international partners



**900+** Our legal experts offered legal  
commentaries for the media including Channel One  
Russia, NTV, Russia 24, Vedomosti and others

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EVERY YEAR THE CPO  
GROUP RANKS AS ONE  
OF THE TOP LAW FIRMS  
ACCORDING TO THE PRAVO.  
RU-300 RATING LIST

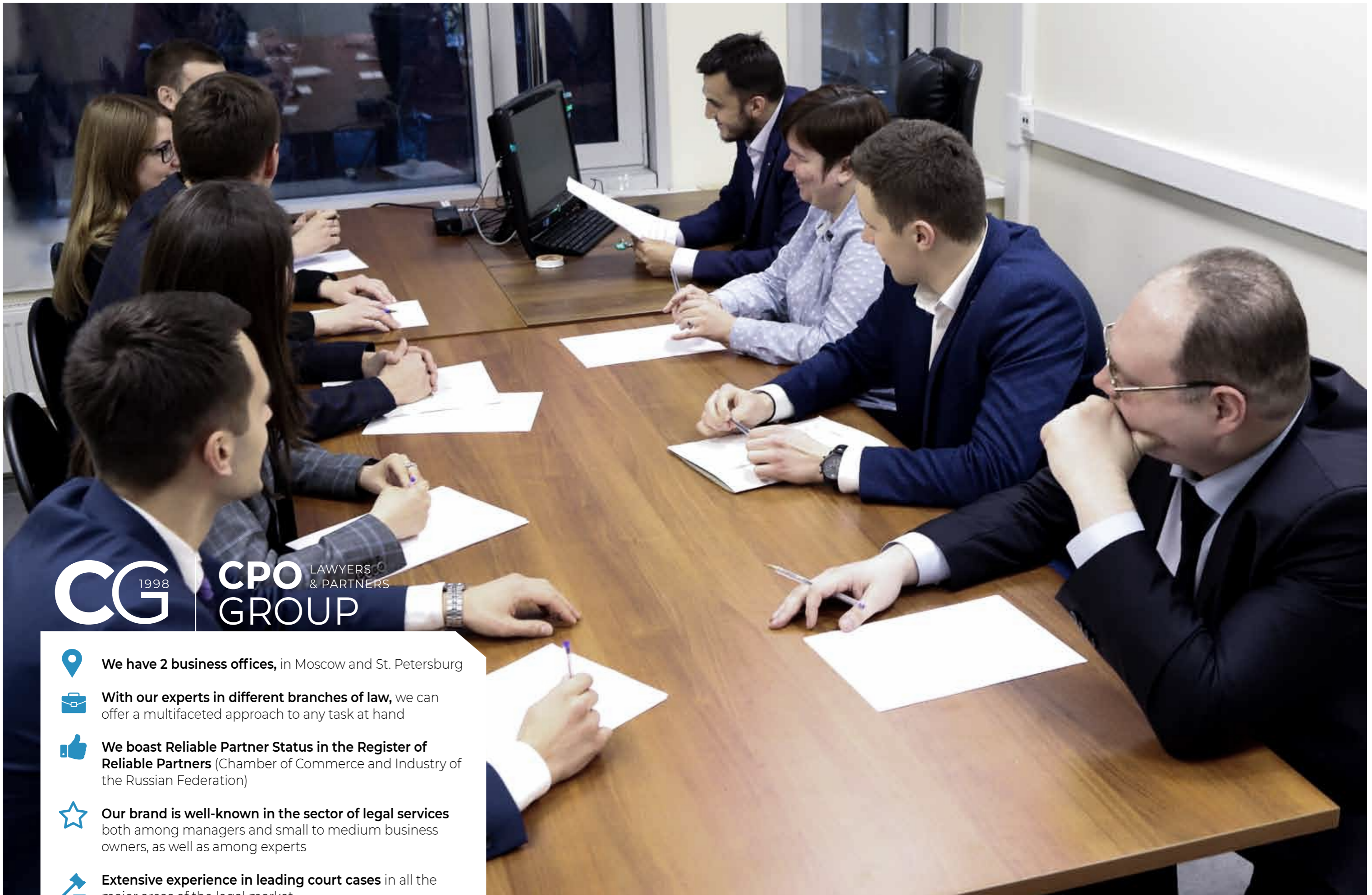
**2023** - According to Kommersant newspaper, Pravo.ru-300 and it is one of the best law firms in Russia in the nominations for the federal rating "Best Legal Practices": corporate law / mergers and acquisitions of Russian assets (medium-sized companies), labor and migration law: dispute resolution in the field of labor and migration law, TMT (TELECOMMUNICATIONS, MEDIA AND TECHNOLOGY), as well as in the regional rating (St. Petersburg) in the nominations - foreign economic activity support, Arbitration disputes (high market), intellectual property, corporate law / mergers and acquisitions of Russian assets (medium-sized businesses), tax law: dispute resolution with the Federal Tax Service, construction and real estate: advice, ban -meekness: bankruptcy of legal entities,

**2022** - According to Kommersant newspaper, it is one of the best law firms in Russia in the nominations for the federal rating "Best Legal Practices": corporate law / mergers and acquisitions of Russian assets (medium-sized companies), labor and migration law: dispute resolution in the field of labor and migration law as well as in the regional rating (St. Petersburg) in the nominations - foreign economic activity support, intellectual property, corporate law / mergers and acquisitions of Russian assets (medium-sized businesses), tax law: dispute resolution with the Federal Tax Service, construction and real estate: advice, ban -meekness: bankruptcy of legal entities.






**2021** - belongs to Pravo.ru-300 among the best law firms in Russia in the nominations of the federal rating: "Dispute resolution in courts of general jurisdiction", "Corporate law/ mergers and acquisitions (middle market segment)", "Labor and migration law (including disputes)", as well as in the nominations of the regional rating (St. Petersburg) "Real Estate Law / Commercial Real Estate / Construction", "Corporate Law / Mergers and Acquisitions".

**2020** — belongs to top legal consulting companies in Russia in the legal areas of "settlement of legal disputes in the ordinary jurisdiction", "labor and migration law", "foreign economic activity/customs law and exchange control" (2020); included in the "Recommended Companies" ranking in the legal areas of "Corporate Law/Merger & Acquisitions", "Tax Advice and Tax Law".





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-  **We have 2 business offices**, in Moscow and St. Petersburg
-  **With our experts in different branches of law**, we can offer a multifaceted approach to any task at hand
-  **We boast Reliable Partner Status in the Register of Reliable Partners** (Chamber of Commerce and Industry of the Russian Federation)
-  **Our brand is well-known in the sector of legal services** both among managers and small to medium business owners, as well as among experts
-  **Extensive experience in leading court cases** in all the major areas of the legal market

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Anna Konyaeva at the conference  
"Taxes-2019" in St Petersburg,  
December 20, 2019



## OUR STRENGTHS

- ≡ **Experts with a long-term** work experience
- ≡ A wide range of **specialization**
- ≡ **Experience** in working with government bodies
- ≡ **Comprehensive** legal services
- ≡ **Close attention to each client's** needs and wants
- ≡ **Readiness to offer alternative solutions** and defend our client to final instance

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## SOME OF OUR CLIENTS AND PARTNERS







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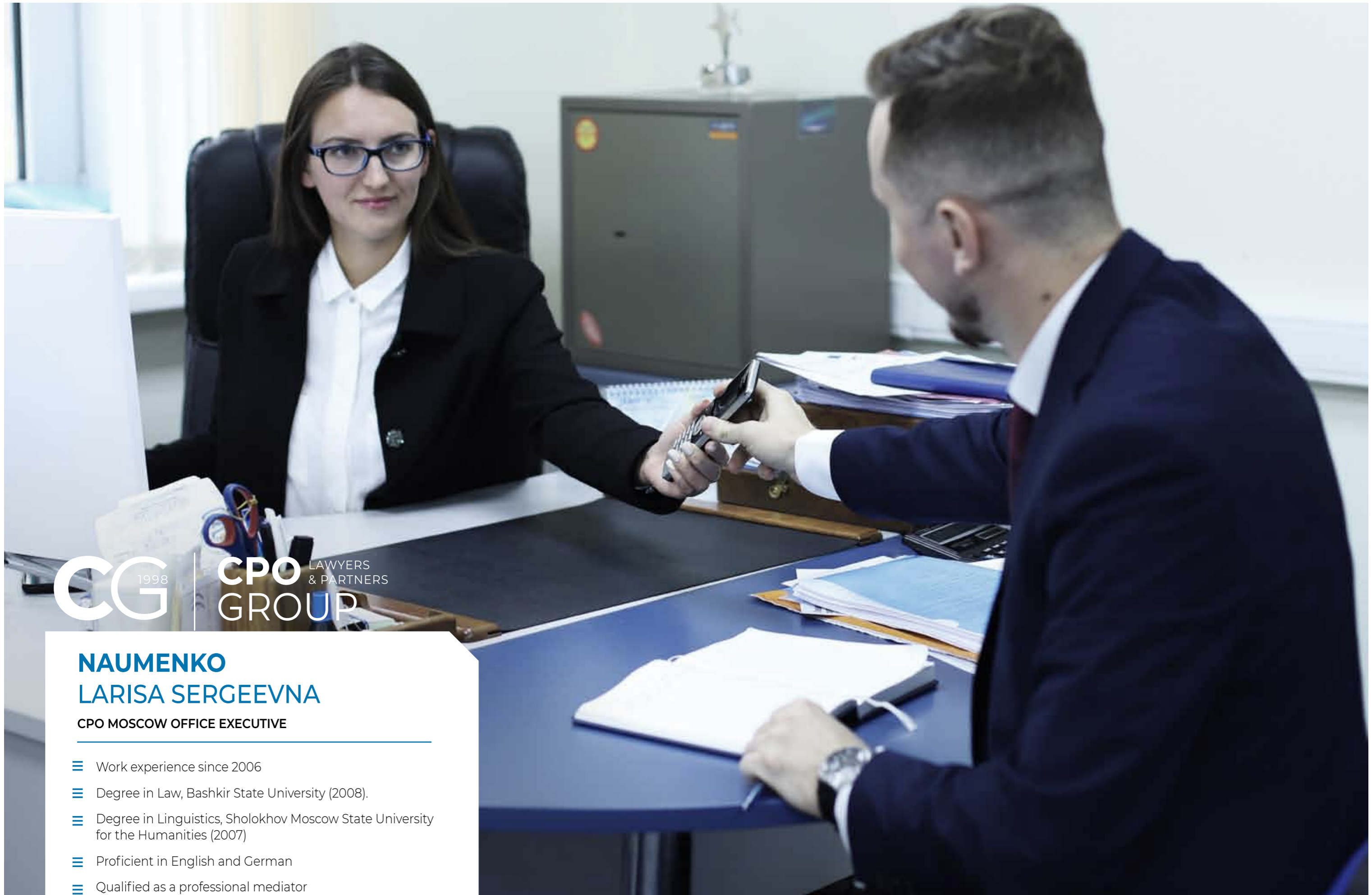
## **KONYAEVA ANNA IUREVNA**

**MANAGING PARTNER OF CPO GROUP**

- ≡ President's leadership training program (1999-2000)
- ≡ Degree in Law, Stavropol State University (1998)  
Degree in Management, MAI (2000)
- ≡ Business Administration Course, Japan (2001)
- ≡ Arbitration Court Assessor (2002-2006)
- ≡ Teaches a course on Legal support of business operations  
at Moscow International Higher Business School (MIRBIS)  
as a part of the President's program (since 2011)
- ≡ Qualified as a professional attorney on executive boards of  
large, partially government-owned joint stock corporations
- ≡ Qualified as a professional mediator







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## **NAUMENKO LARISA SERGEEVNA**

**CPO MOSCOW OFFICE EXECUTIVE**

- ≡ Work experience since 2006
- ≡ Degree in Law, Bashkir State University (2008).
- ≡ Degree in Linguistics, Sholokhov Moscow State University for the Humanities (2007)
- ≡ Proficient in English and German
- ≡ Qualified as a professional mediator

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## ARBITRATION PROCEEDINGS

Taking advantage of bailiff's miscalculations, the stock seller tried to illegally recover from the company 25 million rubles more than the latter owed under the contract.

The bailiff failed to react, and multiple steps taken by the company came to nothing. The debtor decided to seek for the CPO Group assistance. After several pointless meetings with the bailiff and senior staff, our lawyers applied to the commercial court with a claim for the invalidation of the bailiff's ruling and attached detailed calculations including valid sums due, penalties and fees. The case was complicated by the active position of the claimant, who did not admit the fact of miscalculations. .

Having examined all the circumstances of the case, the Arbitration Court of the Moscow Region invalidated the calculation of the penalties and enforcement fees made by the bailiff. Our lawyers also achieved an enforcement fee decrease. The Tenth Arbitration Court of Appeal upheld the decision.



## INTERNATIONAL LAW

The CPO Group provided legal support for the investment project, the total sum of which amounted to 10 million euros. Within the legal transaction support on the EU real estate market, we carried out a risk-based legal due diligence of counterparties and acquired assets as well as structured the acquisition and further sale of assets.

In the course of the transaction support we have successfully minimized a significant part of the risks, and the client purchased real estate without "hidden risks", which further facilitated its profitable implementation.



## CORPORATE LAW

After several years of successful activity, a Russian-German enterprise with a registered capital of more than 1,200 euros faced a risk of dissolution due to the bankruptcy proceeding regarding one of its founders. Rights to a stake in LLC could pass to third parties.

The lawyers of the CPO Group have developed a plan which allowed our client to acquire a stake, although it belonged to a German bankrupt company. The transaction was validated and notarized by a German notary. During the procedure of stake alienation, which included several stages, we did a great deal of paper work and held negotiations with notaries in Russia and Germany.

Document preparation and negotiations led to two signed agreements with the German company: Assignment agreement; Accord and satisfaction agreement, according to which the undivided share of the German company passed to our client, while the German company continued with the bankruptcy proceedings without any adverse claims or litigation.



## M&A

A foreign investor decided to purchase a greenhouse complex in the city of Kursk, and therefore he had to structure and support M&A transactions for the acquisition of a 99% share in the authorized capital of a Russian company, the shares being pledged to a credit institution – JSC "Russian Agricultural Bank".

As a result of difficult negotiations, the CPO Group lawyers obtained the bank's consent to complete the transaction on favorable for the client terms. As soon as possible, we organized and held extraordinary general meetings of the shareholders to approve the acquisition of shares in the company, carried out all the necessary corporate procedures and closed M&A transactions. A competent approach allowed us to complete M&A transactions ahead of schedule and gave our client the opportunity to buy out a valuable asset in the form of a greenhouse complex in a short time.







## FISCAL LAW

A client has repaid what was due according to a loan agreement by transferring real property. This transfer was not viewed by either party as asset disposal; the client did not reflect it in their accounting documentation; did not calculate VAT on the transfer, or provide a VAT invoice. Yet, the tax authorities deemed this transfer to be asset disposal and added the tax of over RUR 200 mln.

The CPO Group lawyers needed to cancel the contracts in a way that would prevent any tax-related consequences. As a result, the client submitted an adjusted tax return, according to which there was reverse asset disposal that had occurred in Q1.

Our firm helped the client correct the mistake of falsely transferring the real property as a loan repayment. The client would have had to pay taxes of over RUR 200 mln, which could potentially have led to the business failure.

## IT PROJECTS SUPPORT

The client (the project investor) applied for the implementation of the “smart home” project. The CPO Group lawyers were tasked with providing maximum responsibility of developers for the shortcomings of the software and hardware complex, failures and errors in its functioning, the obligation to eliminate such defects free of charge by the developer, as well as prohibitions on reuse of developments, etc.

Our experts elaborated a commissioning contract for the creation of a software and hardware complex and its subsequent maintenance, held negotiations with a software developer, supported the signing of a commissioning contract and acceptance of the result of intellectual activity. Also, during the work on the project, our experts proposed several protectable technical solutions for which, as it was recommended, our client obtained patents. The patent was also granted for the entire development.

## INTELLECTUAL PROPERTY

An owner of a well-known Moscow fitness club chain tasked our company with searching for business units that conduct the same activities as our client under the same trade name and/or brand (infringement monitoring).

After The CPO Group conducted the search, they found a company in Irkutsk that was illegally using the trade and brand names of the client.

Steps were taken to reach a settlement agreement; however, the owner of the fitness club in Irkutsk failed to comply with the client's legitimate demands.

It was decided to file a complaint to Irkutsk Oblast' Office of the Federal Antimonopoly Service (OFAS).

Filing the complaint led to OFAS compelling the business rival to change its trade and brand names as well as to demount all sign boards and advertising structures using the client's trade mark. Moreover, after the antimonopoly office appealed to the fiscal authorities, a process of winding up the infractor company was initiated.

## DUE DILIGENCE

A foreign investor who planned to purchase a plant located in one of the Russian Federation regions sought for the CPO Group assistance. He planned to purchase several companies that were a part of a holding, but as to the risks of the company's bankruptcy the investment prospects of the project were called into question.

The CPO Group lawyers developed a plan of a transaction with minimal risks of loss of business and property for the investor. In addition to this, possible tax consequences were taken into consideration.

Our experts lawyers managed to get a surety from a financially reliable actor, a citizen of the Russian Federation, for an offshore company that acted as a participation seller. To ensure transaction safety, all calculations were made under the letter of credit. The case involved the work of experts on corporate, fiscal, and labour law, as





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well as specialists on the issues of bankruptcy, licensing, and judicial proceedings. We closed the transaction in the shortest time possible; fixed the transfer of shares in USRLE; made the calculations in full accordance with the agreements between the parties; received all the necessary sureties.

The plant acquisition deal was successfully closed; the companies emerged from bankruptcy and liquidation proceedings. The transaction price amounted to several million EUR.

### CLEAN TITLE AUDIT

A company planning to acquire a building for its medical centre for RUR 65 mln tasked The CPO Group with auditing the property and its accompanying documentation.

The CPO Group lawyers found out that the seller had no permission to restore the building that led to the size of the office increasing two-fold. Also, it was found that the Department of Municipal Property imposed a multi-million fine on the seller for changing the technical and economic properties of the building, as well as for violating the land lease agreement for the plot that the building was situated on.

As a result, the client justifiably decided to withdraw from the deal: the property could be subject to demolition at any time. Thus, the client avoided multi-million losses.

### ENERGY MANAGEMENT

A major grid electricity supplier sought the assistance of The CPO Group in settling a complicated judicial dispute. For a long time, the company had been de facto providing services of electric energy transmission to the default supplier of the electricity market. There was no contract signed between the two parties, since the supplier evaded signing. The situation was further exacerbated by the impossibility of applying the existing service tariffs, since the whole region had no established contract-based system of legal relations as dictated by the law.

Our experts applied the argument of unjustifiable enrichment. Three titles of commercial court supported the position of The CPO Group thus creating a serious legal precedent.

### PURCHASING AND PROCUREMENT

The CPO Group lawyers successfully defended the interests of the Supplier under Federal Law No. 44-FZ. The Customer was dissatisfied with the functionality of the IP-phones provided, consulted an expert, who established the impossibility of the equipment's compatibility, and therefore refused to fulfil the contract due to the delivery of goods of an allegedly inadequate quality. The Customer made no payment for the phones in question.

As a result of unjustified unilateral refusal of the Customer to perform the contract, our client faced with following risks: non-payment for the delivered products and being listed in the register of blacklisted suppliers. .

The lawyers filed a complaint against the actions of the Customer with the Federal Antimonopoly Service of Russia to prove that the requirements which the Customer made of the products had not been specified in the technical specification of the contract. As a result, the FAS decided not to list the Supplier in the Register of blacklisted suppliers. These arguments formed the basis of our position in court as well.

The Arbitration Court of Moscow District held a decision regarding the claim of the Supplier to recover the cost of the delivered and not accepted goods from the Customer, as well as penalties and court expenses.

### BANKRUPTCY

The commercial court dismissed our client's appeal to include creditors' claims for the sum of over RUR 180 mln into the register. The monetary funds had been passed through current accounts as monies borrowed long before the company started showing indications of bankruptcy. However, the court decided that since our client possessed the status of a member of a bankrupt company, these transactions could not be viewed as borrowing but rather as investments and capital increases.





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The bankruptcy commissioner decided to make use of this formalistic decision and demanded the client to return a sum RUR 30 mln. The commissioner's decision was a justifiable one: since the court had not acknowledged the presence of borrowings, the monies the company had paid our clients in repayment of the loans, had to be returned.

Our firm faced a difficult task: circumstances confirmed by the court are not subject to reviews or alternate court interpretations. Moreover, in the frame of the bankruptcy case the dispute would be adjudicated by the same judge.

The CPO Group decided to act in a proactive way and initiated the evidence collection process.

We managed to confirm the source of the monetary funds of our client and prove that the client did not misuse the rights and thus the monetary funds exceeding the refundable amount were passed to the debtor. It was conceded while characterizing transaction the court is under no obligation to take prejudgment into account and therefore is not bound by the earlier decisions made when dismissing the appeal to enter the claims into the register.

The bankruptcy commissioner's position was defeated when lawyers of The CPO Group called up the original payment orders that the commissioner used to claim returns.

As a result, the commercial court dismissed the bankruptcy commissioner's claim. The court ruling has come into legal force.

## DISPUTE RESOLUTION

A foreign company sought for the CPO Group assistance in returning the funds transferred under the loan agreement in the amount of more than 2 million US dollars. The debtor evaded paying the debt, despite the fact that the loan repayment term under the contract already expired. The lawyers of the CPO Group prepared and sent a claim for the return of the debt and a statement to law enforcement agencies, held negotiations with the debtor and the founders of the debtor's company.

As a result of the negotiations we obtained a private surety for loan repayment from the founders of the debtor as well as amended the rules of jurisdiction which allowed to fast track the consideration of the case. This was of major importance, since the company of the debtor was on the verge of bankruptcy as one of its founders absconded with the monetary funds and was on the wanted list.

As early as possible, we filed a claim and submitted a statement of injunctive relief and garnishment.

After the decision entered into legal force, it was possible to reach an agreement with the debtor and the surety regarding the repayment plan.

The efficiency and high quality of pretrial work, the unconventional approach and competent legal support during the proceedings allowed us not only to win a case but also to recover the money from the debtor.



## LEGAL PROCEEDINGS IN COURTS OF GENERAL JURISDICTION

A joint-stock company appealed to the court with a lawsuit against our client as a guarantor under a credit line agreement to collect debts in the amount of more than 3 billion rubles jointly and severally.

The lawyers of the CPO Group thoroughly analyzed the case and its prospects, gave their recommendations, and subsequently developed the strategy of litigation. While studying the documents, our experts found that the clients had never signed some of the additional agreements to surety contracts which resulted in increased liabilities. That fact was used as a basis for the defense. The lawyers also identified gross miscalculations made by the claimant which increased the amount of the debt.

The court proceedings lasted for over a year, the lawsuit being initiated three times due to the replacement of two judges.

The involvement of the CPO Group lawyers in the court case and the implementation of the developed strategy allowed the parties to start negotiations and, consequently, settle the dispute.



## PROPERTY RIGHT PROTECTION

OJSC “Russian Railways” applied to the arbitration court with a claim for the invalidation of the property rights of large OJSC to crane railway tracks. The basis of the claim was the registration of property rights to the disputed railway track by the claimant after the privatization of the disputable objects. The defendant submitted documents confirming the construction of railway tracks for its own use. The interests of the OJSC in court were represented by the “CPO Group”.

The court considered the case and issued a decision refusing to satisfy the claims of the Russian Railways. The court confirmed the validity of the registration of the ownership of the railway track by the defendant. The court’s decision came into legal force.

## LOWERING CADASTRAL VALUE OF REAL ESTATE

A client tasked us with establishing market costs for several non-residential buildings in their ownership, since their cadastral value was substantially overrated for over RUR 200 mln for each building.

After pretrial proceedings, The CPO Group lawyers filed a complaint against the Government of Moscow, the Federal Service for State Registration, Cadastre, and Cartography (Moscow office), using independent evaluation results in support of the complaint.

In court, The CPO Group lawyers took an active part in choosing a legal expert and proving the validity of their claims. This led to both the court of the first instance and the court of appeal delivered judgments in favour of the client.

Thus, the taxation basis for our clients was diminished for over RUR 400 mln.







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