

# Corporate Governance in the Hotels and Leisure Sector in Russia, CIS and the Caucasus

## Corporate Governance

Corporate governance requires balancing intricate competing interests under the intense spotlight of regulatory, operational, fiduciary, political, communications and market factors. It requires the application of judgment, legal analysis, and practical decision-making in a real-time environment where decisions are likely to be second-guessed and sometimes reviewed by the courts.

We understand that the best way to avoid a corporate governance crisis is to plan for it; and that often the most successfully resolved crises are the ones that no one hears about. But when an issue is in the spotlight, we bring to bear an unparalleled array of resources and expertise, including securities regulation, disclosure, corporate law, communications policy, compliance practices, privacy, fiduciary duties, investor relations, activist shareholders and experience-based business judgment.

We are experienced in guiding boards of directors, special committees, management and corporate leadership on the full range of governance issues that confront them. In fact, our multidisciplinary, business-focused approach to addressing these issues has been relied on by many of the most sophisticated global companies.

We assemble teams of litigation and corporate partners experienced in all aspects of these sensitive matters, including:

- advising boards, committees, management and leadership in discharging their legal and fiduciary obligations while preserving all available legal protections
- responding to and negotiating with national and international securities regulators and other enforcement agencies
- working with your auditors and financial advisors to resolve potential accounting issues
- handling disclosure in a manner that both satisfies legal obligations and is sensitive to the concerns of investors, employees and the media
- conducting internal investigations to determine relevant facts quickly and accurately
- working with financing sources
- handling any civil litigation that may arise

Let Dentons be your partner in leading the way.

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## Hotels and Leisure

Across the globe you can draw on Dentons' in-depth knowledge of the hotel and leisure industry to address today's opportunities and challenges in a thoughtful way based upon decades of unsurpassed experience. Whether you're a hotel owner, investor, lender or owner/operator, we can provide you the value-added guidance and counsel you are seeking. Turn to us for creative and practical solutions regarding acquisitions and dispositions, financing, management agreements, mixed-use projects and much more. Very few lawyers in the world focus exclusively on hotels and other leisure facilities. Because that is all our core team does, your industry is our industry. We address your issues not only from a legal perspective, but a business perspective and a "market perspective."

Consistently ranked among the best in the world, Dentons' Hotels and Leisure practice comprises a core team of recognized industry leaders who are focused exclusively on the hotel and leisure industry. The core practice team is complemented by cross-disciplinary support from more than 175 partners and colleagues throughout the Firm who regularly work on hotel and leisure industry matters. These lawyers include tax, REIT, trademark, labor, dispute resolution, real estate and corporate practitioners. Uniquely situated to serve our clients across all jurisdictions and to leverage our firm's capabilities in multiple regions, we function internally as an integrated team across the globe. Our team specializes in thoroughly understanding the hotels and leisure industry from a global perspective, at every level. We are also keenly aware of the multitude of issues involved in doing cross-border and multi-jurisdiction transactions and how to successfully navigate through the same. Whether developing a complex mixed-use project, refinancing a hotel or portfolio, negotiating a management agreement, or looking to expand a portfolio through a corporate acquisition or joint venture, you'll gain the support of a trusted and experienced partner.

Providing top-ranked, value-added service to our clients, we are proud to serve as trusted advisors to some of the industry's most respected owners, investors, developers, operators and financial institutions, on sophisticated transactions to ensure every aspect of every deal is addressed accordingly. Our clients are distinguished and unique—they expect best in class service at every level to address their legal needs and we deliver.

You can rely on us for advice on:

- Management, franchise and license agreements: hotels, resorts, gaming, food and beverage, golf and spa
- Creation, operation and restructuring of complex mixed-use projects
- Development matters
- Company and asset acquisitions and dispositions

- Equity and debt financings
- REITs
- Trademarks
- Operational Issues

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## Russia, CIS and the Caucasus

Dentons bridges cultures and markets to deliver a full-service solution across the CIS.

With cross-cultural experience and a transactional track record starting in the 1970s, Dentons offers you one of the most extensive CIS practices. Our offices in Russia, Ukraine, Kazakhstan, Uzbekistan, Georgia and Azerbaijan are supported by a team of dedicated multilingual lawyers based in key financial and political centers, including Frankfurt, Berlin, Paris, Brussels, London, New York and Washington. In the CIS countries in which we do not have offices, including Armenia, Belarus, Kyrgyzstan and Moldova we enjoy close working relationships with leading local law firms.

Whether you are a Fortune 500/Global Fortune 100 international company or financial institution, private equity fund, start-up, state-owned company, international financial institution or a not-for-profit organization, Dentons can advise in connection with your business, investments and operations in CIS countries. We also advise fast-growing companies as well as high-net-worth individuals from Russia and other CIS countries in connection with local and cross-border transactions.

To address all your transactional and advisory needs, our practice covers the full range of corporate, tax, banking and finance, real estate, competition, employment, energy, mining, intellectual property, and litigation and arbitration matters.

Dentons can give you a recognized depth of global and domestic expertise and a breadth of representation backed by solid working relationships with regional firms and local and federal governments. Our team's experience spans sectors including automotive, aviation and aerospace, energy, entertainment and sports, financial institutions, forest products and agribusiness, hotels and leisure, infrastructure and PPP, life sciences, luxury, fashion and beauty, media, mining, retail, technology and telecommunications.

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