

# Oleg Lovtsov

## Counsel



Counsel

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## Overview

Oleg has extensive multi-year experience advising clients on Russian corporate and commercial law, preparing and implementing cross-border and domestic M&A transactions, project and debt financing, joint ventures, business restructuring, competition law, and the legal regulation of foreign investments. He also actively participates in structuring and providing legal support for various investment and development projects, including projects involving infrastructure development, and complex real estate transactions.

Oleg is the author and co-author of numerous articles in Russian and foreign legal and business publications.

## Experience

- **European energy corporation:** Advising the client on a wide range of regulatory and civil-law matters related to large-scale minerals exploration and production projects with Russian oil and gas companies and on various Russian and foreign corporate law matters of setting up and operating joint ventures and special purpose vehicles in Russia, including corporate governance and control, equity financing, rights and obligations of the companies' participants, and the application of shareholders agreement provisions.
- **Joint venture of European development companies:** Advising the client on a wide range of matters in connection with its large projects in Russia, including:
  - Providing comprehensive support for projects for the turn-key construction and fit-out of several modern class A business centers in St. Petersburg's Airport City multipurpose complex to be leased by one of Russia's major oil and gas companies and sold to investors. Our work included assisting with the drafting and execution of construction contracts and supply contracts, assisting with raising project finance, reviewing and assisting with the execution of complex loan and security documentation with a major Russian bank, drafting lease agreements, assisting with real estate purchase and title registration, assisting with structuring and execution of property complex purchase transactions, including drafting the contractual documents for the transactions and participating in negotiations, advising on various land, town-planning, corporate, tax and commercial law issues, as well as a wide range of transactional issues;
  - Advising on a corporate and loan restructuring project, including drafting complex transactional

documents for a share transfer and buyback transaction, option agreements, a corporate agreement, addenda to the loan and security documentation, and advising on a debt-to-equity conversion project;

- Drafting documents and providing legal support for the execution of lease agreements with an anchor tenant, including participating in negotiations; advising and providing legal support for the project for integrated development of offices to accommodate a high-tech project monitoring center, including assisting with the preparation and execution of work contracts and contracts for equipment supply and installation; assisting with the legal structuring of the parties' relationship and the execution of the contractual documentation using an agency structure.
- **International provider and manufacturer of healthcare solutions:** Assisting the major global manufacturer and supplier of various medical and health care goods and services with various projects over many years, including:
  - advising on a wide range of corporate, commercial, employment, land and administrative law matters, PPP and concession legislation, intellectual property laws;
  - advising on the use of various legal mechanisms to structure and implement some of the first health care public-private partnership projects in Russia, including projects for reconstruction of health care facilities involving the supply, installation and maintenance of state-of-the-art medical equipment;
  - advising on a transaction to purchase a chain of private health clinics in Russia providing high-tech dialysis services, including advising on various issues in connection with structuring and preparing the transaction, due diligence, drafting contractual documents for the transaction and participating in negotiations;
  - assisting with several projects to expand and develop the company's operations in Russia. The projects involved, inter alia, the purchase of land plots for the construction of production facilities and the execution of long-term lease agreements for real properties to expand production capacity and localize production. Our work included advising on various issues related to structuring and preparing the projects, conducting due diligence of counterparties, properties and assets, identifying key legal risks associated with the projects and devising ways of mitigating them, participating in negotiations and drafting contractual documents;
  - advising on the application of personal data laws considering the specific activities of the health care group's Russian companies, doing complex analysis of the information systems and media used by the companies, and drafting sets of organizational and legal documents (internal policies) for the companies.
- **International investment and development company:** Assisting with a large sale of a land plot and historic building in the center of St. Petersburg. The building had been reconstructed for use as one of the first high-class business centers in the city. Work on the project included advising on transaction structuring, the consolidation and sale of the Russian management company's shares, implementation of a set of legal, organizational and financial measures in connection with preparation of the properties for sale, including advising on various civil, commercial and corporate law issues as well as on relationships with financing banks in several jurisdictions, conducting due diligence for the seller, drafting complex contractual documents for the transaction and participating in negotiations.
- **Russian forwarder of mineral fertilizers:** Advising the client on raising bank financing for a strategic project to build a terminal for the transshipment of mineral fertilizers and general cargo, including performing complex analysis of loan and security documents under multiple non-revolving credit facility agreements with a major Russian bank, checking compliance with the lending terms and making recommendations to the client on how the borrower's group companies should interact with the financing bank in performing the facility agreements.
- **Leading developer in the Northwest region:** Representing the client in connection with entering the highly competitive Moscow housing real estate market and closing of a large transaction to purchase real properties in Moscow from a major Russian financial and industrial group. The transaction included the purchase of

shares in Cyprus and Russian companies; structuring and preparing the transaction, advising on Russian and foreign corporate and tax law, conducting due diligence, identifying key legal risks related to the transaction and devising ways of mitigating them, participating in negotiations at the level of the ultimate beneficiaries, drafting complex contractual documents and supporting transaction closing.

- **Large Russian chain of hypermarkets:** Advising in connection with a number of transactions for the acquisition and lease of land plots and properties in St. Petersburg and other regions. The project included conducting due diligence and town-planning audits, and developing a set of measures to minimize legal risks. We have performed due diligence of more than 150 various properties over the past several years.
- **South Korean conglomerate:** Advising on a complex deal for the acquisition of the flagship property of this well-known Korean hotel chain in St. Petersburg. It was built under a lease agreement on investment terms for adaptation into a five-star hotel. Our work included preparing the transaction documents, obtaining FAS Russia clearance, and participating in negotiations.

## Recognition

- *Best Lawyers*, 2015 – 2022: Lawyer of the year in Competition/ Antitrust Law in Russia (2022), Lawyer of the year in project finance and development in Russia (2019, 2016). Leading lawyer in project finance and development, corporate law, competition and antitrust law in Russia.
- *The Legal 500*, 2016: Recommended lawyer in Corporate, Commercial and M&A in St. Petersburg.
- *Chambers Europe*, 2010: Recommended lawyer in antitrust law in Russia.

## Activities and Affiliations

### Prior and Present Employment

- Counsel, Dentons, St. Petersburg (2008 – present)
- Associate, Salans, St. Petersburg (2001–2007)
- Legal Counsel, Gordon Co. Ltd. (1999–2000)

\*Biography includes grades according to Dentons' internal classification

## Areas of focus

### Practices

- Acquisition Finance
- Project Finance
- Financial Institutions Regulatory
- Merger Control
- Corporate
- Business Agreements and Commercial Contracts
- Foreign Direct Investment
- Joint Ventures

- Mergers and Acquisitions
- Compliance
- Employment and Labor
- Employment and Labor Advice and Counseling
- Employment Contracts, Handbooks and Policies
- Labor Relations and Collective Labor Law Negotiation with Unions and Employee Representatives
- Commercial Contracts
- Cross-Border Restructuring Matters

## Industry sectors

- Infrastructure and PPP
- Private Equity

## Education

- St. Petersburg State University, 2000, Law Degree

## Languages

- English
- Russian