



**Vugar Mammadov**

*Managing Partner*

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VLM AND PARTNERS (“VLM”, “**Our team**” or “**We**”), a law firm incorporated and acting in Azerbaijan provides professional legal and tax services.

We represent a diverse range of clients, where many of our referrals come from existing clients, and other professionals. Our lawyers and consultants are graduates of the world known leading universities and bring a deep knowledge and experience coming from international consultancy firms and foreign expertise.

VLM is committed to stay professional, effective and being able to offer complex solutions to its clients.

We look forward to read your queries about our services and will be glad to hear your views on how best to develop our cooperation. Should you have any questions, please do not hesitate to contact me. I will be proud of answering any questions or enquiries you may have.

Yours sincerely,

*(Sent via email)*

Vugar

# Business sectors



offers a wide range of services to the businesses representing the industries of:

- Agribusiness
- Aviation & Aerospace
- Consumer Goods, Food & Retail
- Oil & Gas
- Banking and Finance
- Hotel & Leisure
- IT and Telecommunication
- Manufacture, Trade & Services
- Pharmaceuticals
- Private Client Services
- Private Public Partnership
- Professional services industry
- Real Estate & Construction

# What we propose

Complex internal and external policies and requirements along with frequent legislative changes make doing business more challenging. VLM's legal professionals work alongside their colleagues in tax and consulting fields is to provide clients with sound advice based on individual needs and circumstances. The following is an executive summary of our legal services:

**1** Contracts

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**2** Corporate law

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**3** Mergers and acquisitions

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**4** Business reorganizations

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**5** Project finance

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**6** Capital markets

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**7** Energy, Oil & Gas Law

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**8** Labor and Migration

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**9** Dispute resolutions

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**10** Full legal outsourcing

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**11** Intellectual Property

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**12** Consumer markets

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**13** Tax Compliance and Accounting Services

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# Description of services

## Contracts

We aim to provide a full spectrum of legal services to meet expectations of our clients. This, among others, includes assistance during negotiation process and full legal support in case of disputes arising out of the agreements.

Our team will assist you in drafting, negotiating, and reviewing (i) Letters of Intent and Memorandums of Understanding, (ii) partnership and cooperation agreements, (iii) distributorship and franchising agreements, (iv) facility and security agreements, (v) various type of oil & gas services agreements (vi) management contracts, (vii) construction and maintenance services agreements, (viii) confidentiality and non-disclosure agreements, (ix) brokerage and agency agreements, (x) sale-purchase and lease agreements, (xi) services and employment agreements, and many others.

We represent and secure the interests of our clients before counterparties in connection with defaults under the obligations assumed under the contracts.

## Corporate law

We advise clients on all aspects of corporate law. This, inter alia, embraces (i) registration of a presence in Azerbaijan in any legal form including limited liability and joint stock companies (including IPO) as well as branch and representative offices of foreign legal entities, (ii) establishment of joint ventures in various jurisdictions, (iii) registration of corporate changes (e.g. change of shareholder), (iv) liquidation.

We are ready to prepare for and lead meetings of boards of directors/shareholders in limited liability and joint stock companies. Our team may serve as corporate secretaries.

We have regularly engaged in complex domestic and cross-border corporate transactions. Close relationships with foreign law firms enable us to successfully complete projects which require knowledge and experience in several jurisdictions.

VLM provides solutions for corporate governance and regulatory compliance issues. We would be happy to draft corporate governance and regulatory compliance materials tailored to your business.

# Description of services

## Mergers and Acquisitions

VLM's lawyers advise its clients on full spectrum of industry matters including private M&A, joint ventures, disposals, debt and equity capital markets, governance, and corporate advisory matters.

With significant involvement on several projects, we are well positioned to provide a business-oriented legal advice on complex domestic, cross-border and multijurisdictional transactions. We have a broad range of experience in representing buyers, sellers, financial advisers, and shareholders.

VLM's services include (i) due diligence of the targeted entities, (ii) advising on anti-trust and other regulatory matters, (iii) negotiating, drafting and reviewing transactional documents, (iv) assistance

## Business Reorganization

Businesses review their corporate structure to ensure it provides the most effective means of achieving commercial plans while ensuring appropriate tax efficiency and minimizing HR risk. Structural and business flexibility is a competitive necessity to achieve efficiency, whitening, operational synergies and cost savings.

Our knowledge and experience in designing and implementing efficient, cost-effective legal and tax structures and business operating models gets results.

Our team will assist you and your business with a broad range of integrated services, including (i) transfer of business, (ii) post-merger integration, (iii) carve-out/spin-off, (iv) supply-chain transformation, (v) entity rationalization and (vi) general corporate structuring.

### Transfer pricing

In addition to legal services, our team may provide transfer pricing and valuation services required to implement your re-organization.

# Description of services

## Project finance

Our team has experience in large scale financings from international finance institutions and foreign banks to local corporates. Our team members have been successfully engaged in the biggest financings in Azerbaijan.

VLM has all required prerequisites and experience to appear as a local counsel for such projects. Our services for such engagement includes (i) reviewing and commenting on the facility documentations, (ii) issuance of Azerbaijani law legal opinion, (iii) ancillary Azerbaijani law advice customary for such type of transaction, (iv) reviewing the relevant corporate approvals, conditions precedence (“CP”) collection and confirmation, and (v) coordinating, as necessary, any translation work.

## Capital markets

VLM has the depth of experience and vision necessary to help you with your activity within both debt and equity capital markets. We can assist in the efficient and proactive delivery of IPOs and secondary listings for both issuers and their advisors.

Our debt capital markets team provides both transactional and regulatory advice to a broad range of clients on a wide variety of capital market products. We have an extensive experience in issuance and re-call of bonds issued in Azerbaijani market.

# Description of services

## Oil & Gas Law

We are in the capacity to provide innovative legal advice, with expertise in establishment of joint ventures, partnerships and public private partnerships (“PPP”) within energy, and oil & gas industries. Our experts can advise and lead you through in the requirements of the energy and resources sector, specifically, within renewable energy, oil and gas, and electricity, where we have solid records of experience.

VLM is committed to helping you to keep pace with market and regulatory developments, as well as enabling you to enter new markets, protect your interests, manage risk and strengthen your business.

We advise a broad range of companies in these sectors, including major energy, oil & gas companies, junior energy companies, development banks, contractors and government across the full range of issues that apply to the sectors.

Our engagements include complex legal, financial and commercial issues associated with upstream, midstream and downstream developments in oil & gas and renewable energy sector.

## Labor and Migration

We provide our clients with a full HR and employment law advisory outsource opportunity. Our services include but are not limited to (i) set-up of HR processes, (ii) preparation and registration of employment agreements, (iii) preparation and registration of amendments thereto and terminations thereof, (iv) advices on employment law issues, (v) assistance during labor inspections, and (vi) employment related disputes.

VLM specialists conduct employment law and HR due-diligence for its clients to ensure the compliance with the regulatory requirements and employment structuring issues (international secondments, dual employment etc.). Our lawyers have supported several local and multinational companies in staff redundancies and downsizings.

We can offer you a prompt solution in obtaining of work and residence permits for the expats to be engaged in labor activity in Azerbaijan.

# Description of services

## Dispute resolution

Possessing a strong team of lawyers, we represent our clients before all court instances of the Republic of Azerbaijan as well as provide advice and assist our clients during negotiations to settle the disputes amicably.

VLM assists its clients to manage risks and to avoid litigation wherever possible. At all stages of the client advice and representation regarding dispute resolution ways VLM assess legal, commercial, regulatory and reputational risks of each case to help clients achieve their commercial objectives as well as to devise optimum procedural tactics or creative settlement approaches.

## Full Legal Outsourcing

To stay competitive in an intense business world, most businesses choose cutting costs and focusing on primary objectives. That is why outsourcing is considered as a first, and in many cases, the only option by most companies doing on what is relevant for them and grow their business.

VLM handles day-to-day or specific legal matters and projects for the clients with and without in-house lawyers.

We offer an innovative approach to meet clients' legal needs with our highly qualified business lawyers who bring strong expertise and high skills to oversee the legal aspects of the client's business. The outsourcing services include (i) drafting and negotiating contracts, (ii) managing compliance and IP matters, (iii) regulatory affairs, (iv) employment and HR matters at flexible terms.

By outsourcing services VLM's lawyers convert in a reliable member of your team by going through induction process of your business model and understanding your organizational needs.

# Description of services

## Intellectual Property

Our team advises clients on all aspects of IP law locally and internationally.

We are committed to provide: (i) local and international registration of the IP objectives; (ii) extension of the validity of the registered IP objectives; (iii) IP transactions, purchase, pledge and inheritance of IP objectives, legal support for transfer of copyrights; (iv) representing the interests of the clients in the IP disputes; (v) valuation of IP, market access and advertising placements, licensing, advising on issues of combating illegal use of IP rights, piracy or counterfeit products.

## Consumer markets

VLM acts for many of the world's most prestigious brands, luxury goods and automobile manufacturers, food and beverage producers and consumer goods manufacturers as well as wholesalers and retailers and advises them all aspects of consumer, retail, automobile, leisure and other sectors.

Our lawyers propose effective legal solutions to clients with the help of their deep experience ranging across all legal fields including antitrust and unfair competition, tax, corporate, etc.

We provide clients with the professional services, including (i) representing the clients during the State Service for Antimonopoly inspections and investigations; (ii) advising on unfair competition, anticompetitive agreements and abuse of dominant position; (iii) representation in competition-related dispute resolutions; (iv) analysing contracts, labels, prescriptions at the products, policies and other documents for compliance with the competition law; (v) inspections of businesses for compliance with competition law, development of internal documents and implementation of internal compliance procedures; (vi) natural monopolies and tariff regulation; (vii) state procurement; (viii) competition aspects related to product distribution and manufacturing etc.

# Description of services

## Tax Compliance and Accounting Services

Proper tax compliance and accounting plays a vital role in running a business since this is a tool to track income and expenditures, ensure statutory compliance, and provide investors, management, as well as the government with quantitative financial information which can be used in making business decisions. VLM's tax team provides a range of accounting support services that take care of a back office needs, leaving the clients to focus on running its business and planning for the future.

The accounting and tax compliance services offered by VLM include: (i) tax accounting management; (ii) invoice management; (iii) execution of money transfers; (iv) payroll processing; (v) tax advice; (vi) tax fillings & VAT returns; (vii) tax audit support.

# Our people

Vugar Mammadov is the Managing Partner at VLM.

With more than fifteen years' experience in sectors as diverse as energy, finance, hospitality, consumer markets and retail, manufacturing, Vugar brings insight and know-how to major local and international clients. He was invited to set-up and head the Legal Practice at Deloitte Azerbaijan for many years.

Vugar advises on challenging business and trade transactions, merger and acquisitions, reorganizations and consolidations, project finance and applies his legal, tax and business understanding to the transactional documentation and negotiations, legal due diligence and financial considerations of clients' deals.

Vugar also has an extensive involvement in PPP (public private partnership) projects as well as in all matters relating to their registration and operational matters. Additionally, Vugar supports the clients in investment protection, private international law and other areas.

Vugar holds LL.M (Master of Laws) degree in Business and Trade Law from Erasmus University Rotterdam, the Netherlands.

## Representative engagements

- ✓ Supported foreign banks and financial institutions at all stages of the deals in connection with disbursement of USD multi-hundred million loans to corporates in Azerbaijan aiming establishment of oil refineries, purchase of manufacturing equipment.
- ✓ Advised in development of alternative and renewable energy sources in Azerbaijan.
- ✓ Acted for an investor in acquisition of the exclusive license rights from the major Turkish bank for several European and Asian countries.
- ✓ Represented a holding company in acquisition of an international oil & gas company in the UK, including exit strategies.
- ✓ Supported a multinational construction company in construction of a hotel in Azerbaijan: Liaised with the government to obtain necessary permits and licenses, drafted, handled employee disputes, customer and supplier claims.
- ✓ Tax Development of the tax and customs protocols of a Production Sharing Agreement signed between the Azerbaijan Government and multinational oil companies.
- ✓ Led legal, HR and tax due diligences, experienced in legal aspects of organizational mergers, joint ventures and acquisitions.
- ✓ Advised on various matters of Azerbaijani law, including banking and finance law, corporate and contracts law, import and re-export, currency regulations, IP matters, cross-border transfers of personal data, licensing, etc.



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