



Overview of key capabilities

Confidential

Introduction



Nick Davies

Managing partner of SBL International

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Thank you for the opportunity to provide an overview of our key capabilities. We are confident that we have the experience, the team and the technical skills to deliver high-quality advice in an efficient and cost-effective manner.

We believe that the combination of our experience, team, and technical skills will allow us to provide you with best-in-class advice and solutions in an efficient and cost-effective manner.

Our team has extensive experience in advising large corporations on their most important strategic projects, including major M&A transactions and associated regulatory issues. We partner with clients on landmark projects across the CIS, Africa, Asia (with a focus on the Middle East), delivering expert legal, strategic and regulatory advice and high-quality work product.

This document provides a brief overview of our recent experience.

If you require any additional materials or have any questions, please feel free to reach out at any time.

Yours sincerely,

SBL International

50+ lawyers

7 partners

Our core team has decades of experience in leading international law and consultancy firms.

A number of lawyers are qualified to practice law in England and Wales, DIFC, ADGM, New York (USA), Ireland, Cayman Islands, BVI and Australia.

All-in-one practice

- Corporate/M&A
- Private Capital and Private Wealth
- Capital Markets
- Banking and Finance
- Investment Funds
- Energy & Natural Resources

Best-in-class legal advice

SBL International is an independent boutique international law firm headquartered in the UAE. We work with clients conducting business across the Middle East, CIS and Asia, drawing on our thirty years of experience advising on most innovative corporate, finance, and capital markets transactions in these regions.

We provide English, Russian, ADGM and DIFC legal and strategic advice across the Middle East, CIS, Asia and Africa. We focus on structuring, regulatory and transactional matters and frequently work with clients and our strategic partners on tax, antitrust, local legal and corporate affairs, as well as filings, and dispute resolution mandates.

We have a particular focus on the private capital sector, working with institutional, corporate and private clients on structuring, fundraising, asset management, financing and investment transactions. We also have extensive experience in key industries such as banking and finance, energy and natural resources, TMT, pharmaceuticals, education and FMCG.

We deliver best-in-class legal services, individually tailored to your commercial requirements, offering partner-led advice backed by a core team of experienced lawyers and other professionals. We are great at what we do, and we work closely with you to ensure smooth and immediate access to the support you need under an individually-agreed pricing model that works for both of us.

About us

Rankings & Awards*

Top ranked

Banking and Finance
Corporate/M&A
Capital markets
Energy & Natural Resources
International cross-border deals

Chambers Global 2022, Russia



Russian ECA-backed Finance Deal of the
Year

Amur Gas Processing Plant

TXF Awards 2019

Band 1

Project Finance
PPP
Projects: Energy
M&A

IFLR1000 2021, Russia

Top ranked

Banking & Finance
Projects & Infrastructure
Capital Markets
Corporate/M&A
Energy & Natural Resources

Chambers Europe 2021, Russia



Law firm of the year in Russia

Chambers Europe Awards 2021

Top ranked

Banking and Finance
PPP
Capital Markets
Corporate / M&A
Energy & Natural Resources

The Legal 500 2021, Russia

Our
experience*



Our experience in the Middle East

Corporate / M&A

Sandrock Capital

Advising Sandrock Capital on the acquisition of its licence from the Financial Services Regulatory Authority to provide regulated fund management activities in the ADGM and its proposed establishment of a representative office in DIFC (ongoing).

Qatar Investment Authority

Advising Qatar Investment Authority on its acquisition and consolidation of Gulf Bridge International Inc.

Fintech company

Advising a major fintech company:

- on the group's asset sharing transaction, including drafting of the asset sharing agreement, a buyout of securities, subject to listing on the Moscow Exchange and NASDAQ, and advising on regulatory issues of the transaction;
- on its proposed acquisition of an international fintech group of companies, including due diligence.

Arab investment fund

Advising an Arab investment fund in connection with the restructuring of its ownership of a company which is a franchisee of several restaurant chains in Russia, including the structuring and regulatory issues of the transaction, including obtaining permission from the Government Commission for the Control of Foreign Investment in Russia.

Mining company

Advising a Russian mining company in connection with the potential acquisition of a company incorporated in Dubai Multi Commodities Centre (DMCC), including preparation of an option agreement under English law, taking into account the specifics of DMCC, as well as advising on Indian law matters.

RDIF and the Public Investment Fund of Saudi Arabia

Advised RDIF and the Public Investment Fund of Saudi Arabia (PIF), on the planned acquisition, together with Saudi Aramco of a 30.76% stake in the Russian group of companies Novomet from RUSNANO.

Our experience in the Middle East

Corporate / M&A

Oil company

Advising a major Russian state-owned oil company in connection with the restructuring of its ownership of subsidiaries established under DIFC law and setting up joint ventures with local partners on the basis of such subsidiaries.

Pulkovo Airport, QIA

Advising a consortium of the original shareholders of Northern Capital Gateway, the operator of Pulkovo Airport, on the partial sale of their shareholdings (totaling approximately 50%) to Qatar Investment Authority and a consortium of RDIF-led investors.

Russian bank

Advising a major Russian bank and a private equity owner in connection with preparing legal opinions on the purchase of a number of Russian and foreign property developers to provide financing for a major development project in the centre of Moscow.

ALROSA Group subsidiaries

Advising wholly-owned subsidiaries of ALROSA in Dubai, Israel, Brussels and Hong Kong on their trading and marketing operations and obtaining respective regulatory approvals in local countries.

Hapag-Lloyd

Advising Hapag-Lloyd, one of the world's largest container shipping companies, on its merger with Dubai-based United Arab Shipping Co. (UASC). The deal, valued at US\$5.4 billion, required regulatory clearances around the globe including in the UAE, EU, North and South America and Asia.

Repton Schools and Cognita

Advising Gulf Capital in connection with the strategic partnership between the UAE-based Repton Schools and Cognita.

HSBC

Advising HSBC on a US\$2.3 billion secured merger of swap facilities with a leading Middle East sovereign wealth fund.

Dubai Aerospace Enterprise

Advising Dubai Aerospace Enterprise (DAE) on the corporate and antitrust aspects of its acquisition of AWAS, a global leader in aircraft leasing.

PepsiCo

Advising PepsiCo on the sale of its stake in International Dairy and Juice Limited, a joint venture with Saudi Arabia-based Almarai.

Our experience in the Middle East

Finance & Capital markets

HSBC

Advising HSBC on a US\$2.3 billion secured merger of swap facilities with a leading Middle East sovereign wealth fund.

Middle East investment fund

Advising a major Middle East investment fund in connection with the restructuring of an existing loan in relation to a residential property project in Moscow.

Globaltrans

Advising Globaltrans, a major freight rail transportation company, regarding its global depositary receipt programme in connection with the redomiciliation to the UAE, as well as on regulatory approvals with Russian and foreign exchanges.

Credit Bank of Moscow

Advising Credit Bank of Moscow, a major Russian commercial bank, in connection with a syndicated loan facility of up to US\$350 million from National Commercial Bank of Saudi Arabia, Citibank, Credit Suisse, ING Bank (Eurasia) and Rosbank.

Commercial Bank of Qatar

Advising the Commercial Bank of Qatar on its US\$5 billion EMTN issuance programme.

Baring Private Equity Asia

Advising Baring Private Equity Asia on the restructuring and maintenance of certain of its private equity and credit funds and investment transactions.

Our experience in China and Hong Kong

Corporate / M&A

NetDragon and Best Assistant Education

Advising NetDragon and Best Assistant Education in their US\$750 million merger and business combination with NYSE-listed Gravitas Education Holdings Limited and the divestiture of NetDragon's Chinese education business.

Tencent

Advising Tencent on its US\$1.15 billion take private acquisition of NYSE-listed Sogou, Inc.

Gaw Capital Partners

Advising Gaw Capital Partners on its purchase of CityPlaza One office building in Hong Kong from Swire Properties.

CVC Capital Partners

Advising CVC Capital Partners on its HK\$2 billion investment in RKE.

Rajax Holding

Advising Rajax Holding on its US\$800 million acquisition of Xiaodu Life Technology Limited.

Irkutsk Oil Company

Advising Irkutsk Oil Company on setting up a joint venture with several PRC partners to finance and build a large chemical plant in the Far East.

Russian fund

Advising a Russian fund on the proposed acquisition of a 49% stake in a subsidiary of a major oil holding company, jointly with Zhongman Petroleum and Natural Gas Group.

China Molybdenum Co., Ltd.

Advising China Molybdenum Co., Ltd., one of the largest producers of molybdenum, on Russian antitrust issues in connection with its acquisition of IXM, a company specialising in metals trading.

Shenzhen Mindray Bio-Medical Electronics

Advising Shenzhen Mindray Bio-Medical Electronics Co., Ltd. in connection with the acquisition of 100% of the issued and outstanding shares of Finnish company Hytest Invest Oy for EUR 545 million.

Our team



Our team



Nicholas Davies

Managing Partner of the UAE office

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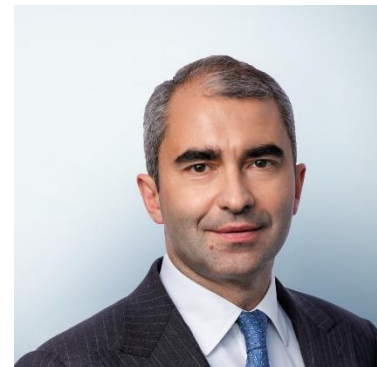
nicholas.davies@sblinternational.com

Qualified to practise law in England and Wales, DIFC, ADGM, Ireland, the Cayman Islands, and the Eastern Caribbean Supreme Court (BVI)

Nick heads the SBL International business and is the Managing Partner of our UAE office. He has 20 years' experience practising in Russia and the CIS, Asia-Pacific and the Middle East. Nick principally advises on a broad range of corporate, capital markets matters, including public and private mergers & acquisitions, joint ventures, private fund formation, equity and debt investments, business combinations, IPOs and rights issues, corporate and private wealth structuring. Nick also provides strategic advice, acting as a trusted advisor to his clients and coordinating the implementation of their international transactions and business priorities.

Nick practised for over ten years as a lawyer at leading Magic Circle law firms in London and Moscow and then as a partner with global offshore law firms based in Hong Kong and Dubai. Nick's broad range of jurisdictional, geographical, and cultural experience positions him to advise his clients on their most important and sensitive deals across the emerging markets.

Nick is qualified to practise law in England and Wales, DIFC, ADGM, Ireland, the Cayman Islands, and the Eastern Caribbean Supreme Court (BVI). He speaks English.



Mikhail Loktionov

Partner

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Qualified to practise law in Russia, England and Wales and the State of New York (USA)

Mikhail is the head of our finance and capital markets practice and a corporate/M&A partner. His areas of practice include banking, finance, restructuring and insolvency, capital markets, domestic and cross-border M&A and private equity deals in the retail, financial and natural resources sectors. His experience includes advising on several multibillion-dollar M&A deals, corporate reorganisations, debt and equity listings.

Mikhail worked at Freshfields from 1996 to 2022 and has been a partner of the firm for 17 years. In 2022, he was one of the co-founders of his present law firm.

Mikhail graduated from the law school of the Moscow State University in 1996 (with Honours) and from the University of Illinois in 1997. Mikhail is qualified to practise law in Russia, England and Wales, and the State of New York (USA). In addition to his native Russian, he speaks English, German and Italian.

Our team



Dmitry Surikov

Partner

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Dmitry heads the dispute resolution practice. His main areas of practice are corporate law, regulatory issues and disputes arising from a range of sectors, i.e., metals and mining, engineering, energy, transport and logistics, technology, and media. He advises leading Russian and international clients on their complex contentious and non-contentious projects in Russia and abroad.

Dmitry worked at Freshfields for 23 years and was the first Russian partner to be appointed at the Moscow office.

Dmitry graduated from the law school of the Moscow State University (MGU) and has worked in international law firms since 1993. Dmitry speaks Russian and English.



Sergei Diychenko

Partner

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Sergei heads our energy and natural resources practice. Sergei specialises in M&A, JVs and investments. His experience includes advising major Russian and international oil and gas and mining companies and financial institutions on upstream, midstream and downstream projects in Russia, Western Europe and the Middle East. Sergei worked at Freshfields for 25 years.

Sergei graduated from Harvard Law School and Moscow State Institute of International Relations (MGIMO). Sergei speaks Russian and English.

Our team



Thomas Burke

Counsel

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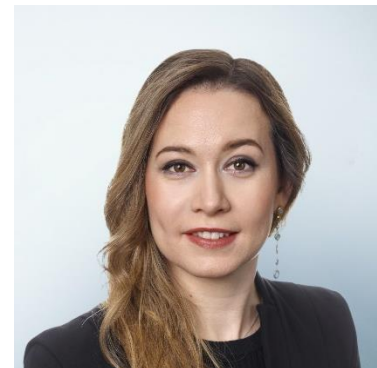
thomas.burke@stonebridgelegal.ru

Qualified to practise law in Australia, including English law

Thomas is a banking, finance and capital markets lawyer. Previously based in the UK, the Middle-East, Thailand and Australia, his experience includes advising many of the world's largest companies, financial institutions and sovereign/quasi-sovereign entities in connection with a variety of corporate, finance and equity/debt capital markets transactions, with a particular focus on Russia, CIS and Middle East capital markets transactions.

Thomas leverages his global experience, including at Allen & Overy, Linklaters, Freshfields and Barclays Investment Bank (London) to support the firm's clients internationally as they seek to enter markets, expand or exit operations.

Thomas holds degrees from King's College London (LL.M.), the University of Notre Dame (LLB) and the Australian National University (GDLP), and qualified as a Barrister and Solicitor in Australia in 2011. He speaks English.



Alexandra Kobzeva

Senior Associate

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Qualified to practise law in England and Wales

Alexandra focuses on different types of cross-border and domestic debt finance, such as prepayment finance, project finance, real estate finance and restructurings. Her professional experience includes working in international law firms, as well as in one of the largest oil and gas companies in Russia and a major bank in Central and Eastern Europe. She acted for major commercial banks, multilateral financial organisations, investment companies and corporate borrowers on a number of syndicated and bilateral loans. Her experience also includes participation in some joint ventures, counseling on regulatory matters, as well as advice on oil and oil product export contracts.

Alexandra graduated from Voronezh State University and has a Master of Laws degree (LL.M.) from the University of Glasgow. Alexandra is qualified to practise law in Russia and in England and Wales. She speaks Russian, English and French.

Our team



Ryan Todd

Senior Associate

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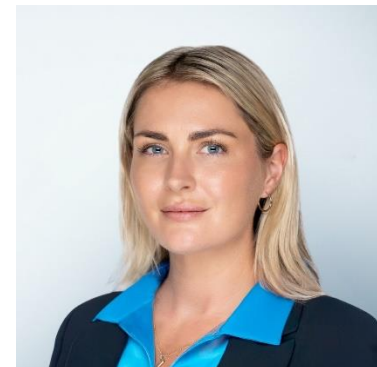
ryan.todd@sblinternational.com

Qualified to practise law in England and Wales

Ryan specialises in structuring and managing complex international transactions, including private mergers & acquisitions and private equity transactions in Europe and the Middle East. His practice covers a wide range of matters – from establishing joint ventures and venture capital transactions to complex corporate reorganisations.

Ryan previously worked at leading US and international law firms in London and Dubai. His deep understanding of the nuances of doing business across multiple jurisdictions enables him to provide clients with solutions that are not only legally sound but also commercially viable.

Ryan graduated from the University of York and is qualified to practice law in England and Wales. He speaks English.



Hannah Fox

Associate

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Qualified to practise law in England and Wales

Hannah specialises in high-value commercial agreements and regulatory compliance. She also advises clients on digital transformation initiatives and strategic partnerships across various industries.

Hannah previously served as in-house counsel at a prominent UAE financial institution, where she led the legal aspects of their major digital transformation initiative and managed cross-border transactions in Asia, Africa, Europe, and the Americas. She also served as legal counsel for the Supreme Committee for Delivery & Legacy, which was responsible for delivering the 2022 FIFA World Cup in Qatar.

Hannah graduated from University of the West of England and is qualified to practice law in England and Wales. She speaks English.

Our team



Michel (Shamil) Orloff

Senior Consultant

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Michel (Shamil) serves as a senior consultant to SBL International's Funds practice. He is the Founding Partner and CEO of Sandrokk Capital Group, a UAE-based financial advisory firm specializing in private equity, multi-family office services, strategic advisory, and risk mitigation.

Michel (Shamil) is a financial expert and entrepreneur with extensive experience across private equity, sustainable finance and food value chain & food security. His career spans prestigious organizations including Credit Suisse, WHO, Invesco, and The Carlyle Group, where he specialised in Eastern European and CIS markets. He founded Black Earth Farming, taking it public on the Stockholm Stock Exchange.

Michel (Shamil) holds a master's degree in economics from St. Gall School of Economics. He speaks French, English, German, Russian, and basic Italian.



Ioannis Gaiganis

Senior Consultant

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Ioannis serves as a senior consultant to SBL International's Funds practice and is the Senior Executive Officer and CIO of Sandrokk Capital.

He is a financial expert with 27+ years in fund management, fund distribution, multi-family office services and strategic advisory.

His career spans Luxembourg, UK, Cyprus, and Switzerland, with senior roles at J.P. Morgan Asset Management, Fidelity Investments, Société Générale, Beneficentia, Forticap, BIL Manage Invest, and Kendris.

Ioannis specializes in Alternative Investment Funds, UCITS and offshore funds, has led major fund management initiatives in private and public sectors across Europe and the MENA region.

Ioannis graduated from the AF in Brussels. He speaks French, Greek, English, Italian, German and Spanish



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* Including previous experience, awards and rankings gained by SBL International team while working at Freshfields and other international law firms.