

# ДРТ

ДЕЛОВЫЕ РЕШЕНИЯ И ТЕХНОЛОГИИ

BUSINESS SOLUTIONS AND TECHNOLOGIES



Tax & Legal

Everywhere you go,  
there we are



# Audit and Consulting

## Committed to quality



Business Solutions and Technologies (BST) is one of the leading providers of audit, risk management, financial, tax and legal consulting services in Russia. We have been offering a complete spectrum of services to our clients with a consistently high quality for over 30 years.

Our connected team, professionalism, uncompromising ethics, and result-oriented mindset remain our core values.

These difficult times have made us tougher, helping improve our efficiency and create a more close-knit environment. BST has gained a unique experience in transforming and navigating through the uncertainty and we are happy to share it with our clients. In a world where breaking the rules and unpredictability have become a new normal, it is the agility of the business that becomes instrumental in ensuring its stability and prosperity.

We are grateful to our clients, business partners and, of course, to our employees who have stood by us, moving the business forward. With their support, we are looking into the future with confidence.

### **Igor Tokarev**

Senior Managing Partner

BST Group



## About Business Solutions and Technologies

Business Solutions and Technologies (BST) is one of the leading providers of audit, management consulting, financial, tax, and legal services in Russia and the CIS.



Our professional competencies and the experience of around 2,000 employees enable us to service major government and private companies in various industries.



The BST Group has offices in eight cities in Russia, Belarus, and Kazakhstan: Moscow, St. Petersburg, Novosibirsk, Ufa, Vladivostok, Yekaterinburg, Minsk, and Astana.



According to RAEX 2023, the firm was included in the list of the largest audit groups and networks for 2022.



BST is one of ten largest consulting groups and companies in Russia. In 2023, our practice ranked sixth by the RAEX rating agency (RAEX Analytics).



Our legal team ranked high in 11 nominations of the Pravo-300 guide in 2022. Our team ranked in Group I in the categories *Compliance*, *Tax Disputes* and *Environmental Law*, and in Group II in the *Intellectual Property* category.



Kommersant published its annual rating of the most influential and successful firms and lawyers in Russia. Our team was named in nine corporate and nine individual categories for 2022.



Our legal experts were once again recognized as the best in their field, according to the 2022 Best Lawyers ranking.



According to the CNews ranking, BST was named a leader among EDI providers in 2022.



In 2023, our tax monitoring team ranked first in CNews and laasSaasPaas.ru ratings.



BST is among the Top-30 list of FutureToday's Best Employers 2022 in the *Target Audience* (15th place) and *Most Sought-After* (27th place) categories.



In 2023, the firm's team was honored with three awards at Best Law Firm Marketing winning the first place in the *New Service Launch* nomination for promoting tax monitoring services and the *Business Challenge* nomination for building sales culture in legal consulting and also ranking third in the *Rating Guru* nomination among NewLFs

# Tax & Legal

Everywhere you go, there we are



**We offer our clients a broad range of fully integrated Tax & Legal services. Our approach combines insight and innovation from multiple disciplines with business and industry knowledge to help your company excel globally.**

**Business Process Solutions**

- Accounting and preparation of financial statements
- Health check of tax and financial reporting processes
- HR and Payroll
- Tax Compliance and Reporting
- Compliance with deoffshorization and redomiciliation requirements
- Track & trace systems
- Electronic document flow

**Employers and Employees Services**








- Advising on Russian personal taxation and social insurance matters
- Advising on global talent mobility and employment structuring
- Immigration services to foreign nationals
- Immigration services to Russian citizens relocated abroad
- Advising on the development and implementation of short-term and long-term incentive plans
- Government relation services to employees and employers
- Financial services advisory

**Legal Services**

- Corporate Law
- Mergers & Acquisitions
- Commercial law
- Digital Law
- IP Law
- Employment Law & Benefits
- Regulatory & Compliance
- Real Estate
- Legal support of private public partnerships, state-subsidized investment projects and other infrastructure projects
- Dispute Resolution
- Private Clients Legal Services
- Legal Management Consulting
- Legal Managed Services (legal technologies and outsourcing)



# Business Process Solutions

-  Accounting and preparation of financial statements
-  Health check of tax and financial reporting processes
-  HR and Payroll
-  Tax Compliance and Reporting
-  Compliance with deoffshorization and redomiciliation requirements
-  Track & trace systems
-  Electronic document flow





# Accounting and preparation of financial statements



Keeping track of the rapidly changing laws and regulations enables us to provide clients with timely, up-to-date advice and help resolve complex issues associated with doing business.

We explore various methods to effectively distribute clients' tax burden and minimize the risks they may face in the future.

Regardless of whether you need a full support package (and your financial department will only supervise delivery) or assistance in the preparation of specific documents, our team of experts will ensure that all your tasks are addressed.

## Financial accounting

We can

- maintain accounts and support everyday processes (handle source documents, payment orders, expense reports, etc.);
- reconcile accounts payable and receivable; maintain vendor relations;
- develop accounting policies and methodology in line with the Russian accounting standards;
- design document management and internal controls procedures;
- clear accounting backlogs and produce the missing paperwork;
- assign our specialists to provide short- or long-term support in your office;
- prepare and file financial statements;
- audit sample accounting records throughout the reporting year;
- perform monthly and year-end closing of books.

## Developing accounting policy and guidelines

- develop the corporate IFRS/RAS/GAAP accounting policy, chart of accounts, and journal;
- advise on accounting methodologies, including the implementation of new FAS; hands-on assistance with transiting to the new accounting standards.

## Financial statements and IFRS accounting

- prepare consolidated and stand-alone statements and notes under IFRS;
- develop models for converting RAS to IFRS (and vice versa), including a model for the first-time adoption of IFRS;
- implement parallel accounting according to IFRS and RAS;
- maintain accounts under IFRS and parallel accounting under IFRS and RAS on a daily basis;
- assist with IFRS accounting issues and methodology implementation;
- support the implementation of amendments to IFRS and transitioning to new standards;
- prepare balance sheets to determine the taxable base for income tax;
- prepare and verify adjustments to contingent tax liabilities (expenses) to match the values reported on the tax return.
- develop a methodology for automating IFRS accounting and reporting based on professional software: 1C, SAP, Oracle, and other ERP systems;

## Supporting the treasury function

- prepare payment orders;
- maintain payment schedules;
- prepare statements of cash flows.

## Management reporting

- prepare management reporting;
- develop and align management report templates;
- support management reporting automation.

## Other professional services

- assess performance of the accounting and reporting department; provide recommendations for improvement;
- streamline closing procedures;
- perform convergence of RAS, IFRS, and management accounts;
- support transition from RAS to IFRS;
- carry out post-merger integration of accounting policies;
- assist with the preparation of group IFRS statements for further consolidation;
- calculate the amount of deferred tax assets and deferred tax liabilities under PBU 18/02.

## Assisting during financial audits

- interact with auditors;
- collect documents;
- provide clarifications on reported indicators.

## Tax Provisioning

- preparing, reviewing, and automating IFRS tax computations
- preparing tax-basis balance sheets
- computing and reviewing return-to-provision

# Health check of tax and financial reporting processes



## How we can help



analyze the as-is efficiency of financial and tax accounting processes; develop an action plan for their optimization.



perform work measurement and time-tracking



determine the automation capacity for the currently unautomated processes or specific operations; provide recommendations for increasing automation



eliminate the unnecessary approvals, duplication of functions, manual operations and other activities that do not bring value



make working day snapshots



analyze the maturity of the continuous process improvement system; develop recommendations based on the analysis results



determine the optimum headcount for the financial and tax accounting teams



determine the optimal timeline for financial closing and reporting; develop recommendations on how to reduce closing and reporting timelines



formalize processes and build business process diagrams.



Payroll and HR compliance is complex. Companies prefer to outsource this function to professional providers to maintain confidentiality, ensure compliance, and mitigate tax and labour risks. Aside from our full scope of payroll services, we can also undertake a payroll health-check review.

We would be happy to provide you with the full scope of payroll and HR services.

## Payroll Management

- calculation of employees' net pay, dealing with any wage types in the company: from salary and bonuses to northern coefficients and mark-ups, sick leaves and vacations, meals, housing, severance payments, etc.
- distribution of payslips to employees
- calculation of payroll related tax and social contributions
- a review of your payroll accounts, policies and procedures to ensure they meet the requirements of current Russian legislation and market best practices

## Labor Compliance

- preparation of mandatory documentation on employment, dismissals, vacations, business trips and other events related to personnel issues in accordance with the Russian labour legislation
- analysis of compliance of the company's processes with the requirements of the existing labour legislation
- development and implementation of internal procedures, guidelines, and internal policies
- adaptation of international policies to the Russian labour legislation
- restoration of missing HR documents
- obtaining pension certificates and registering new employees with the Pension Fund
- verification of the implementation of military record keeping
- consultations on various issues of employment, labour legislation, and taxation
- assistance during labour compliance audits

## Payroll and HR Reporting

- preparation and submission of statutory payroll reporting and management reports
- support in dealing with official authorities such as the Russian Pension Fund or local tax inspectorates





Many companies rely on our team to take charge of their tax compliance processes.

For the optimisation of our clients' tax burden, we offer a wide range of business solutions.

Our streamlined tax compliance processes and use of proprietary technology could be the solution you are looking for.

## Direct and Indirect Tax

- tax compliance outsourcing, maintenance of tax books
- preparation and submission of tax reporting to ensure timely fulfillment of tax obligations
- proactively addressing tax risks, putting in place a balanced and safe tax position
- tax reporting reviews applying a risk-based approach, tailored to the specifics of your company
- tax compliance outsourcing, maintenance of tax books in terms of indirect tax
- preparation and submission of indirect tax reporting to ensure timely fulfillment of tax obligations
- proactively addressing tax risks related to indirect tax, putting in place a balanced and safe tax position
- indirect tax reporting reviews applying a risk-based approach, tailored to the specifics of your company

## Tax Filing

- preparation and submission of tax reporting to ensure timely fulfillment of tax obligations
- interaction with the tax authorities when responding to requests and providing face-to-face explanations

## Turn Key Start Up Support

- set-up of an optimal approach to tax compliance processes focused on the specifics of your industry and the availability of regional tax benefits
- development of tax policy and tax accounting methodology
- development of a tax hierarchy mapped against the chart of accounts
- providing tax support by BST specialists in your office

## VAT ESS tax compliance

- VAT registration (deregistration) for foreign entities which provide electronic supplied services to the Russian customers in the Russian tax authorities for VAT payment purposes
- submission of VAT ESS returns via personal private office
- interaction with the tax authorities when responding to requests and providing face-to-face explanations

# Compliance with deoffshorization and redomiciliation requirements



As deoffshorization and redomiciliation regulations develop, our clients increasingly turn to us for practical advice on their application.

## About the service

We have extensive hands-on experience with the Russian legislation on controlled foreign companies (CFCs); for several years now, we have been helping our clients to comply with its requirements.

We provide comprehensive support to companies wishing to redomiciliate to Russia, including tax and legal support and guidelines on setting up accounting processes.

## Calculating CFCs' profit (loss); preparing reports

- calculate profit (loss) of a CFC based on financial reporting data in accordance with Article 309.1 or Chapter 25 of the Russian Tax Code;
- check a CFC's eligibility for income tax exemption;
- develop approach to complying with the CFC legislation ;
- prepare the following reports:
  - notifications of participation in foreign entities;
  - notifications on CFCs.

## Preparing reports in response to the tax authorities' inquiries related to the calculation of profit (loss) of a CFC and tax exemption claims

## Prepare the company's financial statements under the IFRS, including first adoption of IFRS, and tax returns in Russia.

## Providing all-round support of the redomiciliation process, including:

- provide legal support of company relocation from a foreign jurisdiction to Russia;
- analyze possible tax implications of redomiciliation;
- analyze eligibility for a multinational holding company (MHC) status;
- develop a redomiciliation plan: stages, deadlines, procedures in Russia and in foreign jurisdictions;
- provide support in Russia:
  - integrate business into the Russian business environment: analyze the reorganization options following the company's registration in Russia;
  - set up accounting, tax and management accounting processes in Russia;
  - develop financial and tax accounting methodology for redomiciliated companies registered in special administrative regions (SAR), including preparation of opening balance sheets for financial and tax accounts as at the date of registration in Russia;
  - select and set up an accounting system, automate processes to suit the company needs;
  - develop financial and tax accounting policies.

# Track & trace systems



Business Solutions and Technologies employs an integrated approach to implementing track & trace systems and provides clients with a range of services at each stage of the implementation journey.

**In 2020-21, the government is set to ban the import, production and sale of the following products if they lack track & trace codes:**



Tobacco



Shoes and consumer goods



Pharmaceutical products



Dairy products



Water



Wheelchairs and bicycles



Cameras



Tyres



Perfumes



**In turn, the following categories of goods fall under document-based traceability:**



Refrigerating and freezing equipment



Construction equipment



Washing and drying machines



Monitors and projectors



Baby strollers and car seats



Integrated circuits

## Regulation

- Advisory services for complex law issues
- Assistance with setting up a working group on implementing organizational changes
- Analysis of operating, financial, tax and customs risks, including development of a mitigation strategy
- Review and renegotiation of contracts for track & trace and EDF processes in terms of contractual obligations
- Employee workshops and training sessions on new regulations

## Business Processes

- Analysis of existing and target business processes for handling track & trace coded goods
- Track & trace implementation roadmap
- Development and implementation of controls
- Optimisation of track & trace master data management processes
- Development and update of internal policies and procedures
- Assistance with implementing legally-binding EDF
- Assessment of results of new business processes and controls

## Technical Support

- Analysis of existing IT systems involved in handling track & trace coded goods, including development of target IT architecture
- Development of functional and technical requirements for track & trace solutions
- Development of an assessment model for track & trace solutions; vendor selection
- Implementation support via a PMO
- Implementation of track & trace solutions
- Implementation of quality assurance throughout the project cycle, including controls over compliance with business requirements



Electronic document flow (EDF) is about moving documents into paperless form where electronic document signed by digital signature is fully legally binding, doesn't require hard copy original at all and accepted by authorities as compliant.

The last few years have seen a robust and consistent development of the EDF technologies encouraged both by the businesses and controlling authorities.

The degree of document digitalisation, however, varies in the business community: while some companies are applying paperless technologies across the entire value chain, others are only getting to think about implementing them. There are businesses that still use EDF software to work with scanned copies only, having their own reasons against going paperless. Business Solutions and Technologies can add value to all of such businesses offering personalised services tailored to address the evolving digitisation needs and developing flexible custom solutions.

## Pre-implementation services

Although the respective regulations are well developed, paperless technologies are relatively young. Their relevance, safety, and usability are still questioned across many industries despite obvious advantages noted by the major Russian players already using the electronic solutions.

This makes pre-implementation analysis critical for assessing the risks and benefits and developing a detailed action plan tailored to your company's specific needs.

Our specialists will be happy to assist you in analysing your company's external and internal readiness to going paperless. The analysis will include a review of your technologies, organisational structure, and internal processes, as well as the readiness of your counterparties, third parties, and controlling authorities.

We can also perform a qualitative analysis of the financial impact from implementing the paperless technologies, assessing their cost-effectiveness and calculating the required nonrecurring and permanent project investment.

Following the pre-implementation analysis, we will help develop a tailored transition concept and roadmap that will ensure that you achieve your targets in a cost-efficient manner and using the best available practices.

## Integrating paperless technologies into business processes

Going paperless requires a number of preparatory activities.

Your current business processes will need to be adjusted, new document formats developed, internal policies amended, commercial processes and counterparty/third party interaction protocols modified. Having an extensive hands-on experience of transforming business processes, we can ease your transition by engaging the required resources, managing the task-setting, and ensuring a timely involvement of stakeholders.

Having decided to go paperless, the companies face the challenge of choosing project operators and providers of system implementation, integration, and maintenance services. It is highly critical to choose the right vendor that would be able to ensure the seamless integration of new processes into your IT architecture and operational environment. You can benefit from our in-depth knowledge of the paperless market to avoid unnecessary enhancements and labour costs, as we will help you choose the appropriate integration models, e-signature, e-operator systems, internal controls, and business processes.

We will assist you with the RFP development, testing, and go-live to make sure that all systems run well, the stakeholders are ready, and the deadlines are met.

## Existing systems upgrade








If you have already gone paperless, you are probably asking yourself these questions: How can I expand my paperless capacities? Has going paperless led to any legal, tax or accounting implications? Are the new business processes running effectively enough? Has the data transfer security been ensured? Are the IT internal controls reliable?

To answer them all, our experts would be happy to perform a comprehensive full-scale analysis of your paperless processes to identify room for further improvement, develop risk mitigation recommendations, and propose new process continuity solutions.

Furthermore, we have legal competencies to assist you with settling the public authorities claims' and proving the validity of electronic documents and signatures in legal and commercial disputes.



# Employers and Employees Services

-  Advising on Russian personal taxation and social insurance matters
-  Advising on global talent mobility and employment structuring
-  Immigration services to foreign nationals
-  Immigration services to Russian citizens relocated abroad
-  Advising on the development and implementation of short-term and long-term incentive plans
-  Government relation services to employees and employers
-  Financial services advisory





Complying with the Russian personal taxation requirements is a taxpayer's personal responsibility. Failure to meet these requirements may entail liability. Our team understands the importance of the issue for our clients and developed a comprehensive personal taxation service offering.

We are pleased to offer our clients ongoing support and guidance on all issues relating to personal taxation and social insurance and take up all interactions with the tax authorities on their behalf. We are also willing to provide tax filing services for holders of foreign accounts considered residents from the Russian foreign exchange regulations perspective. Our professionals have a strong expertise of working with individuals and ensure a consistently high level of quality at every stage of servicing.



## How we can help



prepare personal tax returns and help with paying tax to mobile staff



advise individuals moving to/from Russia on personal tax, social contributions and currency control implications associated with the relocation



advise on dealing with Russian tax authorities



advise on the application of Russian and international laws on personal taxation and social insurance



assist with collecting documents required by foreign tax authorities to apply international personal taxation laws



develop, optimize and analyze tax equalization programs; calculate the hypothetical tax



conduct training sessions on personal taxation of employee income, including short-term and long-term incentive plans



assist in the preparation of returns in relation to foreign accounts of individuals considered Russian residents for forex purposes



Staff mobility programs have recently become a must-have offering for every modern and successful employer. Young talented professionals seek employment in companies that provide opportunities for international career growth, while large global corporations, in turn, aim to make the most of their employees' capabilities and competently distribute and move valuable personnel within the group.

At the same time, managing mobile employees requires serious efforts and an integrated approach, taking into consideration the interests of all parties (in home and host countries), as well as the statutory requirements of various jurisdictions.

We are pleased to offer our clients comprehensive support with structuring recruitment and operating international mobility programs, catering to the interests of all stakeholders.

## How we can help



provide comprehensive support on structuring recruitment and payment of remuneration at the initial stage of international assignment planning



advise on the options for hiring employees moving to or from Russia from the legal, tax and social insurance perspectives



develop, optimize, and analyze international mobility programs, remuneration, personnel and performance management



advise on implementing and running short-term and long-term incentive plans for employees and management



inform of legislative initiatives and changes



assist in matters relating to compliance with the Russian migration legislation

**Our team is willing to offer personal consultations with individuals planning to relocate to/from Russia.**

1. analyze the planned hiring structure;
2. explore relocation implications from the migration laws perspective;
3. study the tax implications of various structures for paying/receiving income in Russia and abroad;
4. assist with setting up account on the Russian Federal Tax Service's (FTS) platforms nalog.ru and Moy Nalog (for self-employed);
5. assist in completing returns, notifications and reports on the FTS's platforms and advise on meeting tax liabilities;
6. advise on forex control matters and optimization of cross-border transfers.



Foreign employees have always been a difficult category of workers to handle.

Their stay and work in Russia are regulated by the migration, labor and administrative legislation and other regulations.

Consistent adherence to the legal requirement, although often ambiguous and difficult to implement, can make all the difference for workforce productivity and company success, while non-compliance entails administrative sanctions both for the employer and the foreign national.

Our immigration services team brings together experts boasting a strong track record of advisory services and assistance with preparing immigration documents in Moscow and other regions of Russia.

We service Russian and international companies of all sizes. In particular, our immigration specialists have solid experience working with companies from Turkey, China, and other jurisdictions that invest heavily in Russia and move their employees to Russia for business development purposes.

## How we can help



ensure compliance with the legal employment protocol, including work authorization



assist with obtaining temporary/permanent residence permits



apply for Russian citizenship for foreign workers



track document expiry



inform on legislative initiatives and changes



review the current processes, procedures and documents for compliance with the immigration laws and prepare a findings report



conduct immigration law trainings for expatriate workers and/or HR specialists



liaise with the business community representatives, professional associations, and immigration authorities





Companies operating in Russia are now increasingly relocating their employees (being Russian citizens) abroad. Contrary to the popular belief, international assignments must meet not only the immigration formalities of the receiving party, but also the responsibilities arising from the Russian legislation perspective.

Similar requirements apply to the citizens who independently plan to move to another country to obtain long-term residence permits. We believe that proper support during the preparation of relocation is a key success factor. Our specialists have in-depth knowledge and extensive experience in interacting with the immigration authorities and visa centers/consulates. We help Russian citizens relocate to various jurisdictions, including the popular (such as Cyprus, UAE, EU) and the fairly new (for example, Saudi Arabia, Qatar, etc.) destinations.

Whatever challenges you face, we will guide you through the relocation routine so you can focus on your everyday business tasks.

## How we can help



analyze the potential host countries' migration laws, practices and procedures to determine the preferred destination for relocation



notify the Russian Ministry of Internal Affairs of obtaining a long-term foreign visa/residence permit in a foreign country or of a second citizenship



supervise the process of obtaining a residence permit/citizenship in the host country



supervise the process of employment legalization



have personal documents certified in Russia in accordance with the requirements of the host country (apostille and consular legalization; obtaining duplicates of personal documents, police clearance and tax residency certificates; translation and notarization)



### Advising on the development and implementation of short-term and long-term incentive plans

- The effective structuring of employee remuneration systems encompassing a full range of benefits can generate valuable business results.
- Short-term and long-term incentive plans, including stock-based, as well as various compensation and benefit systems are widely applied by the successful market players.
- Importantly, the implementation of any such plan requires a thorough analysis of the tax and legal implications and the engineering of effective operational mechanisms.
- Our team has strong expertise in developing and implementing incentive plans and is well acquainted with the best international practices in this area.



### Government relation services to employees and employers

- As we provide comprehensive support to employers and individuals in the areas of taxation and social insurance, migration and forex control, we constantly keep our finger on the pulse of legislative changes in all related areas.
- Our specialists have extensive experience in liaising with the regulatory authorities, including the Russian Ministry of Finance, the FTS of Russia, tax inspectorates, migration services, the Russian
- Pension Fund and the Russian Social Insurance Fund (merged into the Social Fund of Russia as of 1 January 2023), both during audits and in order to obtain private rulings. We work together with the tax dispute resolution team and provide clients with comprehensive support when interacting with the regulatory authorities, as well as in pre-trial proceedings and litigations.



### Financial services advisory

- Professional participants of the securities market (banks, brokers, depositories and other financial institutions) act as withholding agents for individual clients in relation to income received from securities transactions.
- The statutory rules for calculating the PIT base in relation to such transactions have many nuances and complexities, which often require process automation. Our team has a wealth of experience in working with personal investment portfolios, Russian and international financial institutions.
- Basing on this, we offer best practices and expert advice on how to set up a system to effectively calculate the tax base on income from securities transactions for all categories of clients.



# Legal Services

## Legal Outsourcing

- ⚖️ Corporate Law
- ⚖️ Mergers & Acquisitions
- ⚖️ Commercial law
- ⚖️ Digital Law
- ⚖️ IP Law
- ⚖️ Employment Law & Benefits
- ⚖️ Regulatory & Compliance
- ⚖️ Real Estate
- ⚖️ Legal support of private public partnerships, state-subsidized investment projects and other infrastructure projects
- ⚖️ Dispute Resolution
- ⚖️ Private Clients Legal Services

## Legal Management Consulting

- Legal Labs
- Legal Operating Model
- Legal Process
- Legal Risk and Matter Management
- Legal Sourcing
- Legal Technology

## Legal Managed Services (legal technologies and outsourcing)





Our legal team has the capacity to provide clients with guidance on a broad range of issues arising from day-to-day operational activities.

Our practitioners merge their local expertise with the unique experience gained in global projects delivered across jurisdictions. Corporate Law services delivered by Business Solutions and Technologies are tailored to each client's unique needs.



## Our Corporate Law service offering includes:

### Corporate law consulting

### Corporate secretarial

- Corporate secretarial services; changes to constituent documents, management bodies, and structure of authorized capital; registration of securities, acquisition of equity stakes, formalization of property contributions and dividend payments
- Corporate records maintenance
- Drafting minutes (resolutions) of meetings of equity holders, board of directors, and other management bodies, general or special powers-of-attorney (including for voting purposes)

### Registration (set up) of companies, branches, and representative offices

- Legal advice on foreign investment matters
- Structuring investor presence in Russia, depending on the project and location
- Registration of commercial and non-profit entities, branches/representative offices of foreign entities
- Corporate restructuring, conversions, and liquidation procedures

### In addition to the regular corporate law services, we provide a proprietary solution to automate the corporate secretarial function.

BST **Corporate Management** has been developed by our legal professionals and LegalTech experts. With this solution, you can create templates of various corporate documents based on the information in your database, protect these data with advanced encryption technologies, create document libraries, and track important corporate events/deadlines.

BST Corporate Management will optimize internal business processes, save time and effort for your personnel, and help your business reduce costs.





Our legal team advises businesses throughout every stage of a transaction, from negotiation through to execution. We align with our tax and finance colleagues to cover risks from all angles.



**We provide the clients with the following scope of services:**

**Legal due diligence (vendor/sell-side and buy-side due diligence, vendor integrity checks, development of risk elimination recommendations and implementation guidance)**

**Supporting deal closing, including notarization, corporate and registration procedures**

**Support of joint ventures (JV) set up under the Russian and foreign laws:**

**Structuring M&A under the Russian and foreign laws (including multi-jurisdictional transactions):**

- legal structuring: determining the JV format, property and business modelling
- drafting and approving JV documents: term sheets, shareholders' agreement, option agreement, articles of association, joint venture agreement

- analysis of risks across jurisdictions, including foreign investment- and antimonopoly-related
- deal structuring, including developing jurisdiction-specific recommendations on assignment of IP and transfer of real estate
- drafting and approving the paperwork: term sheet, share/equity sale agreement, shareholders' agreement, option agreement, articles of association
- supporting deal closing, including notarization, corporate and registration procedures.



**We offer support to corporate and private customers in restructuring of their holding companies, including multi-tier holdings comprising both Russian and foreign companies. The optimal group structure is developed by a multifunctional team with finance and tax professionals on board. As part of our service offering, we can:**

**Prepare a step-by-step group restructuring plan**

**Provide legal support during group restructuring, including:**

- set up new companies and wind up the existing ones
- redistribute functions within the group
- manage the existing restrictions and risks

- corporate governance
- intragroup transactions
- representation before state authorities (including the Federal Tax Service, the Federal Antitrust Service, the Central Bank of Russia, and other regulators).



Our legal professionals help companies effectively build contractual relationships with their local and foreign clients, suppliers and distributors and provide support in designing various contractual arrangements.

## About the service

We advise organizations on the launch of new products in the Russian market, on all forms of commercial contracts to support the company's daily and strategic operations.

We service companies from the manufacturing, retail, e-commerce, logistics, automotive, IT, FMCG, hospitality, media and other sectors.

Our experienced professionals take a hands-on approach to developing solutions that help clients navigate and implement increasingly stringent regulations. We bring lawyers on board of cross-functional teams that bring together experts in taxation, customs procedures, consulting, risk management and finance and professionals with a deep industrial expertise.

This setup enables us to approach each client holistically and identify all potential difficulties up-front.

## Commercial activities

We advise on the regulatory requirements for commercial operations and the relevant contractual arrangements (consumer protection and licensing legislation, technical regulation, settlement requirements, antitrust bans, etc.).

## Commercial contracts

We handle contract structuring, drafting and analysis (supply of goods and services, vendor/distributor relations, marketing of goods and services, joint advertising and marketing campaigns, loyalty and incentive programs for contractors and customers, sales financing, performance guarantees, contract manufacturing, logistics, e-commerce, etc.).

## Transfer pricing documentation

We advise on signing intra-group agreements, including during business reorganization; support with performing under intra-group agreements in the event of reorganization for tax and intra-group financing purposes (in accordance with transfer pricing requirements).

## Electronic document management

We advise on the applicable regulatory requirements, provide legal support with the implementation of e-documents and electronic signatures, carry out EDMS audits.

## Track & trace systems

We advise on the regulatory traceability requirements; provide legal support with the implementation of labeling and document-based traceability systems.



Digital transformation poses complex challenges for organizations. Now more than ever, legal professionals must go beyond providing traditional legal advice and act as strategic advisors and active risk managers. Digitalization is transforming legal and contractual relationships between businesses, individuals, and governments. Meanwhile, the collection, storage and exchange of electronic data in increasingly large volumes not only present new monetization opportunities; these processes pose new risks and responsibilities, most notably in the fields of data privacy and cybersecurity.

The Internet of Things, robotics and artificial intelligence (AI), blockchain, big data, cloud and 3D-printing – technologies are evolving rapidly and, as a result, organizations large and small, private and public, are fundamentally rethinking and reinventing the way they operate. This is true for all our clients operating in production, retail, e-commerce, logistics, the automotive industry, information technology, FMCG, media, and other sectors.

Our digital law offering is tailored to each client; we complement our Legal and Regulatory capabilities by leveraging the expertise of professionals working in the consulting, audit, risk advisory, financial advisory, and tax teams to create an integrated, holistic approach.



The Digital Law team of Business Solutions and technologies can help identify digital risk points and address legal challenges in the following areas:

## Data & Cyber

including advice on the legal compliance of Big Data, personal data (GDPR and domestic laws, including rules on data localization), data protection (commercial, bank and insurance secrecy, confidential information). The team can also conduct privacy impact assessments and prepare/implement data security policies;

## Digital regulatory law

including the identification of risk areas and development of plans to meet the challenges of transformative change, encompassing the legal aspects of regulation in terms of digital transformation, compliance advice on Artificial Intelligence, VR/AR technologies, 3D-printing and robotics (RPA), cryptocurrencies and blockchain, and advice on legal compliance with specific IT/TMT regulations;

## E-commerce

including advice on regulatory requirements for e-commerce and data privacy, compliance with consumer protection and competition laws, creation of legal frameworks for e-commerce businesses, drafting and analyzing e-contracts (terms of use, consents, cloud computing agreements: SaaS, PaaS, IaaS, etc.), promotion of online goods and services, loyalty/incentive programs for contractors and consumers, IT-contracting, smart contracts, and e-signatures;

## Internet of Things (IoT)/Connected Products/ Home Connect

including advice on compliance with global data privacy requirements for digital businesses, privacy by default and design in digital product development, cloud computing compliance, data protection for online platforms and mobile apps, and frameworks for international data transfer.



The legal team of Business Solutions and Technologies provides a broad range of IP solutions, from “classic” legal services, such as contract drafting, IP due diligence and dispute resolution, to versatile IP advisory, such as strategic consulting and IP management solutions, including automated tools.

Our team includes experienced lawyers and trademark attorneys who work alongside tech specialists and legal professionals with backgrounds in economics.



We provide a vast range of legal advisory and other services, including:

**IP Discovery and Inventory**

**IP Due Diligence and Risk Assessment**

**IP Management – strategy and business processes**

**Trademark and Brand Protection – strategy development and implementation**

**IP Defense and Disputes**

**Know-How and Protection of Commercial Secrets**

**IP Sales, Purchase Licensing and Tech Transfers**

**IP Smart Register – a proprietary automated IP database management tool developed by Business Solutions and Technologies**

**Free and Open-Source License Compliance Assessment**

**Legal Support Related to IP Tax Implications and Benefits (including taxation of e-services)**





Because a wide range of workforce issues can impact a company's ability to attract and retain talent, or can damage its reputation and market value in an instant, companies need trusted, globally scalable employment law solutions. Multinational and local companies are operating on an unprecedentedly complex market due to increasingly stringent regulations and the rapid pace of business change.

At Business Solutions and Technologies, we have a large team of lawyers specializing in Employment Law & Benefits who are helping clients overcome the labor challenges brought about by digital transformation and unexpected and unprecedented global crises (such as COVID-19), as well as their future implications. The employment restructuring approach we offer allows companies to move from traditional employment to outsourcing, contracting, secondment, etc.

We work together with our colleagues in Tax, BPS and HR to tackle risks from all angles.



**Our team of experts can help companies with:**

## Workforce Transformation

- Shifting to a remote work regime and advice on relevant issues
- Planning and support for cross-border employment/assignments; immigration advisory services
- Development of individual cost cutting plans
- HR audit (including M&A and due diligence support)
- Advice on alternative forms of employment (secondment, self-employment, etc.)

## Individual Employment Law

- Personnel recruitment, transfer, and dismissal (drafting/reviewing employment, termination and additional agreements, etc.)
- Wage issues
- Non-compete and restrictive covenants
- Sick leave
- Working hours
- Health and safety issues
- Holiday and leave
- Development of internal regulations and policies

## Compensation & Benefits (including pensions & equity plans)

- Compensation and benefits, short- and long-term incentives, corporate pension solutions
- Global stock plans:
  - Compliance reviews and risk analysis
  - Ongoing filing and reporting obligations
  - Designing and implementing global employee share plans

## Dispute Settlement

- Development of strategies for negotiations with employees
- Labor dispute settlements (out of court and through litigation)
- Support during labor inspections conducted by supervisory authorities and appeals of their decisions
- Labor law advisory services

## HR Risk, Regulatory, and Legal Advisory

- Occupational health and safety advisory services, drafting and/or review of company-wide HR or health and safety compliance manuals/programs
- Help remediating non-compliance with labor legislation (risk analysis and development of risk maps, risk mitigation plans, etc.)



The increasing complexity of the global regulatory environment challenges companies to find solutions for greater organization, specialization, and sectoral knowledge. Our legal professionals build on the international experience and local insights to help clients develop and execute those solutions.

Experienced legal practitioners employed by Business Solutions and Technologies bring a practical focus to Regulatory and Compliance solutions that help clients manage increasingly rigorous regulations and local enforcement. We can assist businesses in identifying the pertinent laws and regulations for a better understanding of the regulatory environment. Our approach combines analysis of legal frameworks with assessment of systems and processes to help ensure compliance.

Our lawyers belong to multi-disciplinary teams consisting of experts on tax, customs, consulting, risk, and financial advisory, as well as key sectors and industries. This cross-functional approach helps us offer clients a holistic perspective that takes into account all possible pitfalls from various angles.



The Regulatory and Compliance team can help identify risks and meet compliance challenges in the following areas:

### Business Integrity and Financial Crime:

- advice on legal and regulatory compliance with anticorruption, anti-bribery, and anti-money laundering legislation, etc., development of legal risk maps
- development/review of compliance policies and compliance management systems
- audit of existing compliance management systems from a legal perspective and recommendations on improvements, including industry best practices

### Training development/delivery on relevant aspects of compliance to ensure clients and their personnel are aware of new and existing regulatory requirements

- legal support during internal investigations of white-collar crimes

### Antitrust, Competition and Trade:

- advice on Russian and the EAEU's anti-trust, trade, and advertising legal requirements and anticompetitive practices (cartels, abuse of dominance position, forbidden vertical agreements, unfair competition, coordination, public and private bid violations, etc.)
- development/review of antitrust compliance policies
- audit of existing antitrust compliance systems from a legal perspective and recommendations on improvements, including industry best practices
- development/delivery of trainings on antitrust compliance to ensure that clients and their personnel are aware of the new and existing antitrust regulations
- full-scope support during merger control filings for the antitrust authorities

### Sanctions:

- identification of risk areas associated with sanctions in terms of Russian law, development of strategies and risk mitigation plans and prevent breaches of countersanctions
- structuring and restructuring of transactions to ensure compliance with sanction requirements

### Financial Services Regulation:

- legal advice on all aspects of regulatory compliance and contentious issues involving the financial, banking, capital markets, and investment fund sectors
- assessment of the "as-is" status of compliance systems from a legal perspective and recommendations for risk mitigation; development and implementation of required controls

### Insurance:

- advice on compliance with legal and regulatory frameworks
- assessment of "as is" compliance systems from a legal perspective and recommendations for risk mitigation; development and implementation of required controls.

### Energy:

- advice on legal and regulatory matters in the energy and resources sector, including licensing requirements, tariff regulation, restrictions for foreign investors, etc.
- structuring business establishments in a way that complies with the energy and resources regulations
- preliminary audits on legislative compliance to prepare for state inspections

### Industrial Regulation:

- advice on the legal and regulatory matters regarding universal requirements (industrial safety, environmental protection) and requirements specific to various industrial sectors (meeting requirements to engage in construction, etc.)
- structuring business establishment in a way that complies with the energy and resources regulations
- preliminary compliance checks to prepare for state inspections

### Automated support during state audits of manufacturing facilities

On top of the regular compliance-related services, we offer a range of IT solutions to automate the compliance function (ComplianceTech).

One way to start automating your company's compliance processes could be via the implementation of compliance checklists.

They look like automated questionnaires, which any employee may fill in without a compliance officer's help to obtain clear recommendations regarding the applicable internal norms and regulations and how to implement their requirements.

Our solution helps to timely respond to changes in the legislation and to the newly issued recommendations of the regulators, which is so important now.

Checklists will help you optimize internal processes, save time and effort of your employees, and reduce the company's expenses.



Our legal team provides a broad range of services to real estate clients across the world. Among our CIS clients are the industry's largest development, construction, engineering and property companies, as well as real estate investors.



We provide a vast range of legal advisory and other services in the real estate industry, including:

### Infrastructure and investment project support:

- concession and public-private partnership agreements
- special-purpose investment contracts (SPICs)
- integrated land and territory development
- arrangements for special economic zones and advanced development territories
- agreements on protection and incentives for investments
- investment agreements

Legal support during (re)development

Turn-key support of family property acquisition

### Integrated legal support for land, real estate, property management, lease, and construction arrangements:

- advice on town-planning and land law requirements
- contracts
- litigation
- legal due diligence of real estate assets, including permitted land uses and construction capacity of land plots
- public utilities and environmental, industrial safety, and public health issues

Automated support during audits of industrial facilities.

Assistance in sourcing government incentives

# Legal support of private public partnerships, state-subsidized investment projects and other infrastructure projects



The market for private investment in the public-private partnership (PPP) format and the creation of infrastructure facilities is growing every year.

There are multiple PPP and quasi-PPP instruments.

If competently selected and combined, they can generate the greatest beneficial effect for the public side while ensuring a strong return on investment for the private side.

To achieve this, an extensive full-fledged analysis is required that allows selecting the government support measures suitable for a particular investment project and implementing the project using the PPP mechanisms.

## How we can help



provide comprehensive support for turnkey PPP projects;



analyze possibilities for obtaining additional government support measures, in particular, subsidy programs;



build the project's legal structure by performing a comprehensive analysis of the project's implementation model that would be most appropriate from a legal perspective, namely when using the following mechanisms:

- concession agreement (CA);
- public and private partnership agreement (PPPA);
- special investment contracts (SPIC 1.0 and SPIC 2.0);
- investment protection and encouragement agreement (IPEA);
- offset contract;
- integrated territorial development agreements;
- life-cycle contract;
- public and private joint venture;
- investment agreement;
- lease agreement based on investment terms.
- provide comprehensive support in biddings and other necessary investor-side activities in private financial initiatives (PFI)

**We draft documents and policies at the stage of bidding or applying for PFI and advise the client at the pre-project stage.**

- prepare reports on project structuring possibilities
- agreements.

**We analyze the mechanisms available, select an optimal organizational and legal model, and prepare a step-by-step project implementation plan.**

- Provide comprehensive support, if the bidding results are disputed by the Federal Antitrust Service (FAS) or third parties, including through representation in court
- Provide full support during commercial and financial close, including preparation and approval of main agreements with project participants:
  - concession agreement;
  - PPPA;
  - SPIC;
  - IEPA;
  - offset contract;
  - integrated territorial development agreement
  - life-cycle contract;
  - investment agreement;
  - corporate contract;
  - financing agreement;
  - direct agreement or other collateral documents (including negotiations).

**We harmonize provisions of these contracts and prepare risk memoranda to obtain financing.**

- Provide comprehensive support to projects at the investment and operational stages, including the drafting and approval of agreements establishing PPP facilities

**We harmonize provisions of the signed project agreements and supply, work or maintenance contracts made in their pursuance; advise clients at the investment and operational stages of the project, including on the matters relating to amending or terminating the main project**





Litigations and complex business disputes pose a growing risk to corporations around the world, as they can potentially disrupt businesses, damage reputations, and generate significant costs.



Our experienced dispute resolution team can help clients avoid possible litigation, or, when it is unavoidable, tackle various types of disputes:

Civil and commercial litigation and arbitration

Public litigation

Employment litigation

Tax litigation

Antitrust Disputes

Enforcement

Bankruptcy support

Alternative dispute resolution models (negotiation, mediation, and arbitration) are becoming increasingly relevant. Arbitration tribunals are piloting the online arbitration format. We offer our clients a wide variety of alternative dispute resolution services (such as assistance during negotiations with opponents, including drafting negotiation agreements, settlement agreements, supplementary agreements, etc.). Tax disputes are also generating considerable interest today. We assist our clients from the outset of the audit, helping them evade material consequences of tax audits and preclude tax disputes with the revenue authorities.



Our firm has accumulated a unique experience over the years of providing professional services to companies with various ownership structure from every sector of the economy across multiple geographies. Our specialists will gladly leverage this experience to support and develop your private or family business.

We are there for you to help solve the unique problems your business might encounter at different stages of its life cycle and unfold its potential for growth and innovation. When working with you and your business, we strive to put your personal ambitions in the center of everything we do!



**Our practitioners provide a full scope of tailored business law services for:**

### Legal support of family business restructuring

- advising on establishing international structures (trusts/funds)
- estate planning; handling of estate with international elements (identification of applicable law(s), asset structuring to avoid conflict of regulatory regimes, choice of optimal jurisdiction(s))

**Support and coordination of acquisition of personal and corporate assets (real estate, yachts, private aircraft, works of art, shares/stakes in foreign and Russian companies) and other projects**

### Advising on currency regulations

### Succession planning, including:

- advising on the Russian and foreign inheritance laws
- determining applicable estate regulation regimes in Russia and abroad
- inheritance roadmap development
- advising on establishing inheritance trusts/funds
- structuring joint wills and inheritance agreements

### Advising on family law issues (including those involving foreign elements):

- advising on the Russian and foreign family laws
- determining marital property regime, including in case of change of residence
- drafting prenuptial agreements in compliance with the Russian statutory requirements

# Legal Managed Services



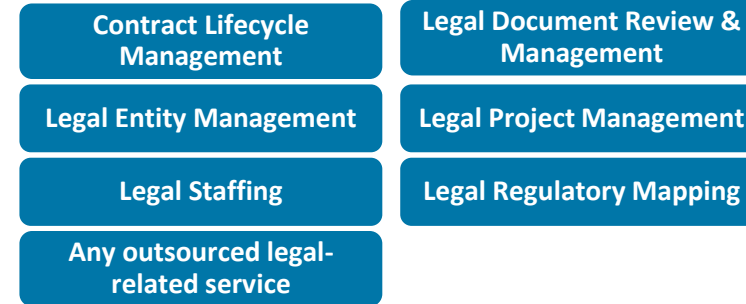
Many legal departments struggle to balance their day-to-day responsibilities with the ambition to pursue critical, high-value initiatives.

Our legal team leverages its regional presence and experience in consulting, technology, and alternative delivery so that our clients achieve a number of key objectives:

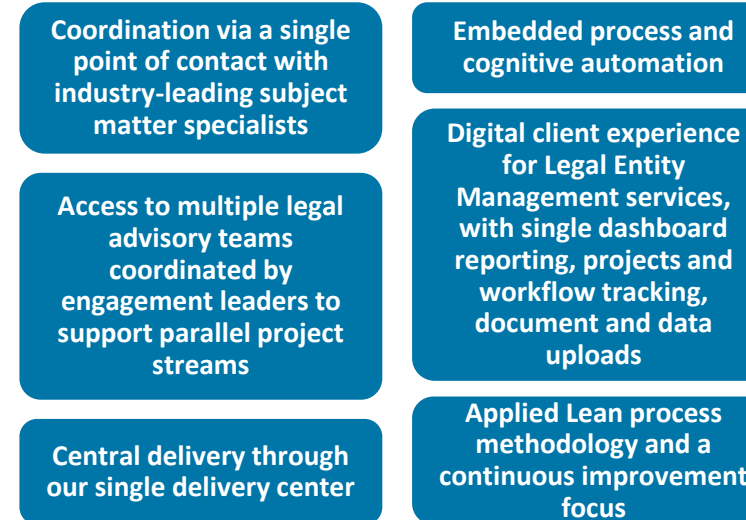
- Efficient delivery of high-volume services
- Transparency and predictability of legal spend; economies of scale with a single provider across multiple jurisdictions
- More-efficient risk management, with improved compliance and oversight across key governance aspects



## Our Legal Managed Services include:



## What we deliver:



## Legal Entity Management

The regulatory landscape is changing at an unprecedented rate. A number of recently introduced regulations on the automatic exchange of information surrounding transparency of data has changed the way in which organizations must manage their entities.

Organizations are confronted with a range of challenges, including:

- Increased regulation and legal entity reporting requirements
- Cost reduction and efficiency programs
- Legal function optimization
- Budget constraints
- Collecting complex information and data quality
- Heightened governance
- To stay abreast of the changes, organizations must:
- Better understand and manage their structures
- Have confidence in their reporting to ensure cost-efficient compliance
- Manage risk and reputation issues

## Our legal team has the ability to service all aspects of the legal entity lifecycle

Together, the evolution of the regulatory environment and organizations' growing structural complexity result in businesses seeking the services of subject-matter experts. At Business Solutions and Technologies, we strive to help clients manage and reduce complexity, and navigate the regulatory landscape.

We have the ability to service all major aspects of the compliance lifecycle. Our corporate and legal entity management services combine centralized coordination and hands-on, on-the-ground experience across economy sectors and branches of law.

## Our services include:

- |                                                                                                                                                                                                                                                                                                              |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <ul style="list-style-type: none"> <li>• Corporate document assessments</li> <li>• Annual compliance</li> <li>• Management of corporate data</li> <li>• Review of governance structures</li> <li>• Corporate changes</li> <li>• Legal entity simplification</li> <li>• Ad-hoc legal advisory work</li> </ul> | <p>As part of a multidisciplinary environment, our legal team combines legal expertise and a wealth of experience with an integrated approach that:</p> <ul style="list-style-type: none"> <li>• Provides insight and visibility into compliance, transactions, and governance</li> <li>• Analyzes, interprets, and manages the data clients need</li> <li>• Consolidates entities into a single view</li> <li>• Tracks compliance and board changes</li> <li>• Monitors changes in legislation and regulation</li> <li>• Reviews governance structures</li> <li>• Focuses on continuous improvements, including automation</li> </ul> |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

# Contacts

## Tax & Legal



**Pavel Balashov**  
**Managing Partner**  
[pbalashov@delret.ru](mailto:pbalashov@delret.ru)  
+7 (495) 787 06 00



## Russia

### Moscow

5 Lesnaya Street  
Moscow, 125047,  
Tel.: +7 (495) 787 06 00  
Fax: +7 (495) 787 06 01  
[delret.ru](http://delret.ru)

### Saint Petersburg

Gustaf Business Center  
38 Sredniy prospect, bldg. 1, Lit. K  
Saint Petersburg, 199004,  
Tel.: +7 (812) 703 71 06  
Fax: +7 (812) 703 71 07  
[delret.ru](http://delret.ru)

### Ufa

Nesterov Business Center  
6 Verkhnetorgovaya Square  
Ufa, 450077,  
Russia  
Tel.: +7 (347) 226 72 92  
Fax: +7 (347) 226 72 93  
[delret.ru](http://delret.ru)

### Novosibirsk

Double Hill Business Center  
7 Kamenskaya Street, 2<sup>nd</sup> floor  
Novosibirsk, 630099,  
Tel.: +7 (383) 210 56 31  
Fax: +7 (383) 210 56 32  
[delret.ru](http://delret.ru)

### Yekaterinburg

President Business Centre  
1A Boris Yeltsin Street  
Yekaterinburg, 620014,  
Tel.: +7 (343) 311 12 48  
Fax: +7 (343) 311 12 49  
[delret.ru](http://delret.ru)

### Vladivostok

Fresh Plaza Business Centre  
17 Okeansky Avenue  
Vladivostok, 690091,  
Tel.: +7 (423) 265 21 85  
Fax: +7 (423) 265 21 82  
[delret.ru](http://delret.ru)

## Belarus

### Minsk

RAM Business Centre  
51A Clara Zetkin Street, 13<sup>th</sup> floor  
Minsk, 220004,  
Tel.: +375 (17) 309 99 00  
Fax: +375 (17) 309 99 01  
[delret.ru/by](http://delret.ru/by)

## Kazakhstan

### Astana

BST Asia  
Ishim Business Centre  
32 Republic Avenue, office 706  
Astana, 020000  
Tel.: +7 (7172) 79 04 66  
[www.delret.kz](http://www.delret.kz)



# ДРТ

ДЕЛОВЫЕ РЕШЕНИЯ И ТЕХНОЛОГИИ

BUSINESS SOLUTIONS AND TECHNOLOGIES

## delret.ru

This communication contains general information only and none of the companies operating under the Business Solutions and Technologies brand (Business Solutions and Technologies Group, [delret.ru/about](https://delret.ru/about)) is, by means of this communication, rendering professional advice or services. Before making any decision or taking any action that may affect your finances or your business, you should consult a qualified professional adviser. No entity in Business Solutions and Technologies Group shall be responsible for any loss whatsoever sustained by any person who relies on this communication.

ООО "BST Consulting"