

2022

**VLM AND PARTNERS
LAW FIRM**



Vugar Mammadov

Managing Partner

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, and many of our referrals come from existing clients and other professionals. Our lawyers and consultants are graduates of the world's leading universities and have in-depth knowledge and experience from international consultancy firms and foreign expertise. We speak English, Russian, Turkish, German, French, Italian, and Azerbaijani.

One of our most important advantages is that we give our clients the opportunity for professional indemnity insurance. VLM is committed to staying professional, effective, and offering complex solutions to its clients.

VLM is recognized by the IFLR1000 and ranked in The Legal500. We keep simple and excellent.

We look forward to receiving your inquiries about our services and would be glad to hear your opinion on how to develop our cooperation. Should you have any questions, please do not hesitate to contact me via vmammadov@vlm-az.com or +994 50 283 82 48. I will be proud of answering any questions or requests you may have.

Yours sincerely,

Vugar





OUTLINE



Business sectors



Our key expertise



Our Team



Proposed services



Contact us

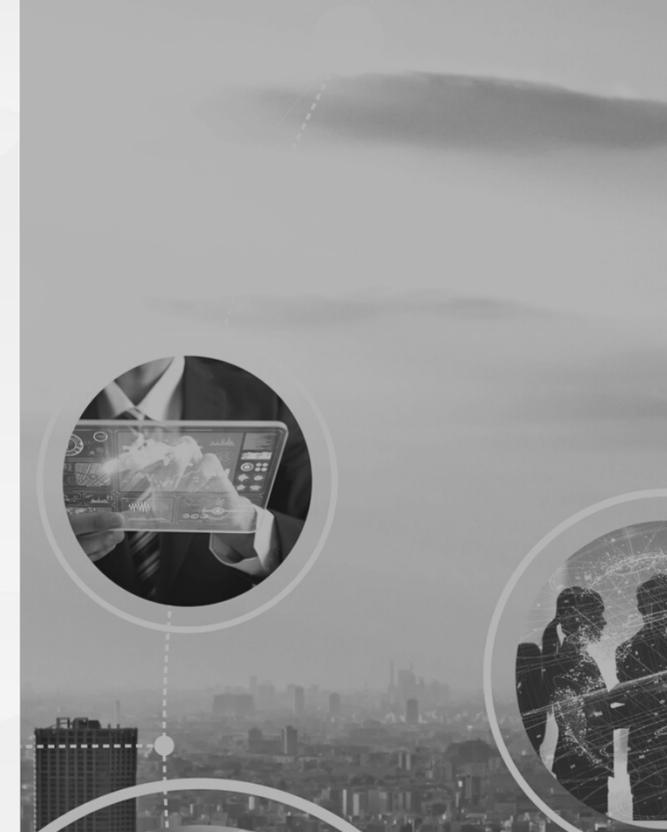


BUSINESS SECTORS

We offer a wide range of services to the businesses representing the industries of:



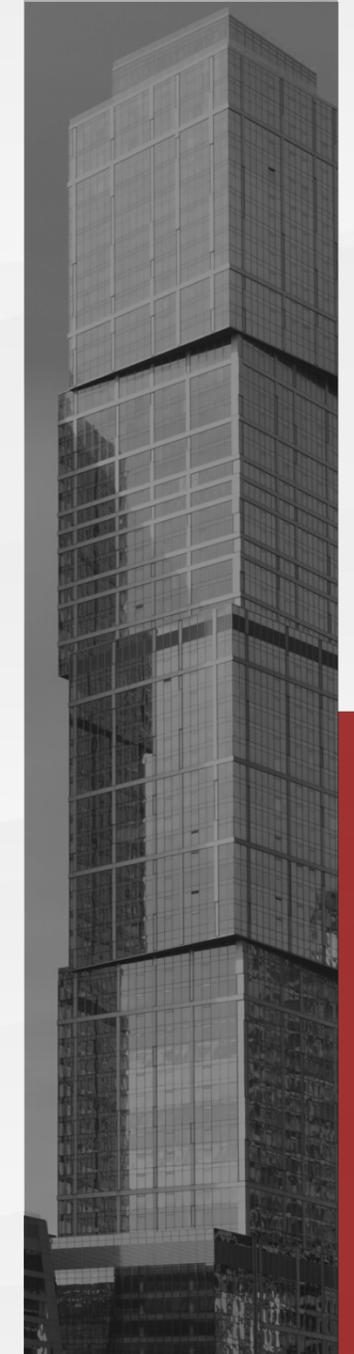
- Agribusiness
- Aviation & Aerospace
- Consumer Goods, Food & Retail
- Oil & Gas
- Banking and Finance
- Hotel & Leisure
- IT and Telecommunication
- Manufacture, Trade & Services
- Pharmaceuticals
- Private Client Services
- Private Public Partnership
- Professional services industry
- Real Estate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



OUR KEY EXPERTISE

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 to provide clients with sound advice based on individual needs and circumstances. The following is a summary of our legal services:

- Corporate and Commercial Law
- Mergers and Acquisitions
- Business Reorganization
- Project Finance
- Capital Markets
- Energy, Oil & Gas Law
- Labor and Migration Law
- Finance and Banking Law
- Dispute Resolutions, Arbitration and Mediation
- Full Legal Outsourcing
- Intellectual Property
- Consumer Markets
- Regulatory Investigations
- Tax Compliance and Accounting Services



OUR TEAM



Vugar Mammadov
Managing Partner

- With over seventeen years of experience in sectors as diverse as energy, finance, banking, consumer markets, and retail & manufacturing, Vugar brings insight and know-how to major local and international clients. He gained extensive experience in tax and legal practices at PwC Azerbaijan. Later, he was invited to set up and head the Legal Practice at Deloitte Azerbaijan for many years.
- Vugar advises on complex business and trade transactions, mergers and acquisitions, reorganizations and consolidations, project finance and applies his legal, tax, and business expertise to transactional documentation and negotiations, legal due diligence, and financial considerations of clients' deals.
- He acted as a legal expert in various foreign courts and arbitrations in Switzerland and the UK, as well as at the NCA (National Crime Agency), UK.
- Vugar was appointed as an arbitrator of the Shenzhen Court of International Arbitration (SCIA) in February 2022.
- Vugar also has extensive involvement in PPP (public-private partnership) projects as well as in all matters relating to their registration and operational matters, issuance of legal opinions, corporate investigations, etc. Additionally, he supports the clients in investment protection, private international law, and other areas.
- Vugar holds an LL.M. degree in International Business and Trade Law from Erasmus University Rotterdam, the Netherlands.

OUR TEAM (CONTINUED)



Ismayil Aliyev
Senior Associate

- Ismayil holds solid international legal expertise in areas such as private equity, project finance, banking, tax, investments, trade sales, security, debt funding, due diligence, exits, warranty claims, commercial contracts, etc.
- Ismayil is consulting significant players in fields of construction, transportation, aviation, banking, hospitality, retail industries, and investment companies on legal issues related to financial, corporate, commercial, investment, employment, intellectual property, consumer protection, trade, shipping, etc.
- Ismayil has gained professional experience at F&T Services Limited and Imran Khan and Partners law firms operating in London, UK.
- Ismayil holds four academic degrees that include a Bachelor's degree in Law from Baku State University, a Bachelor's degree in Law from the City University of London, a Bachelor's degree in Management and Law from the London School of Economics and Political Science, and Master's degree in International Business Law from King's College London.



Vusala Babayeva-Nazirli
Senior Associate

- Vusala is a highly professional legal consultant specializing in the areas of international corporate structuring, business reorganization, consumer markets, project finance, banking, investments, and securities.
- She supports her clients in legal and statutory compliance matters, capital markets, M&A, international conflict law, insurance legislation, contracts, corporate law, and so on. Vusala obtains various licenses and permissions for construction companies and non-banking credit organizations.
- Vusala acted as an Azerbaijani legal expert in the UK courts upon the invitation of the NCA (National Crime Agency) in the UK. She previously worked as a lawyer at a non-banking organization.
- Vusala holds two academic degrees: an LL.B. (Bachelor of Laws) and LL.M. (Master of Laws) degree in International Law from Baku State University in Baku, Azerbaijan. Vusala is fluent in several languages, including English, Russian, Turkish, and Azerbaijani.

OUR TEAM (CONTINUED)



Sevda Rəhimli
Senior Tax Associate

- Sevda is the head of the Tax Department at VLM. Her expertise includes tax compliance, accounting and bookkeeping services, risk payments research, payroll, supplied payment reconciliations, reporting, managing, and controlling all accounting and finance processes for businesses, and support during statutory tax audits. She has solid expertise in the customs area, including preparing customs declarations and advising in customs matters.
- Sevda started her tax and accounting career at the international consulting firm Deloitte Azerbaijan, where she successfully provided tax compliance and accounting services to her clients.
- Sevda gained further industrial solid and work experience at the biggest Azerbaijani distribution companies, such as Engin LTD and Ceylan, where she dealt with tax and finance matters.
- Sevda holds two academic degrees: Bachelor's in Finance from Azerbaijan State Economic University and a Master's in Finance Management from Qafqaz University.



Jamila Alizada
Tax Associate

- Jamila is a dedicated and hardworking tax professional, a team member of the Tax Department at VLM.
- She manages the salary/payroll system and vacation calculation, double-entry bookkeeping, receipts, payments order and advance report, VAT and WHT preparation, calculation of declarations, and its application on the invoice. Besides, she assists the team with coordinating tax preparation services, participates in tax planning discussions, and assists with the preparation of monthly/quarterly financial reports.
- Jamila has gained top-rated practices and certificates from internationally well-known companies and universities, including ACCA - Financial Accounting (FA) Certificate, ACCA - Financial Reporting (FR) Certificate, Financial Markets Certificate from the University of Yale, and others.
- Jamila holds an MBA degree in Finance from the University of Economics (UNEC) in Baku, Azerbaijan.

OUR TEAM (CONTINUED)



Seljan Aghasarkari
Associate

- Seljan has significant legal expertise in advising both international and local companies, as well as individuals. Her practice encompasses a broad array of corporate and commercial matters, including but not limited to the preparation of transactional documents, provision of legal due diligence reports, the establishment of joint ventures, internationalization processes of corporates, organization of corporate investigations, etc. Seljan assisted national and international businesses in different sectors such as renewable energy, manufacturing industry, real estate & construction, investments, private-public partnership, etc.
- Before joining VLM, Seljan worked for internationally well-known legal companies, including a leading law firm Eptalex - Garzia Gasperi & Partners, situated in Milan, Italy, Roedl & Partners, and Özgün & Partners law firm in Istanbul, Turkey.
- Seljan completed her LL.M. (Master of Laws) degree in Comparative and European Private law at the University of Sapienza in Rome, Italy, and has been awarded an Honor Certificate due to completing her studies with excellent marks.



Selin Mammadova
Associate

- Selin is the youngest and up-and-coming member of the VLM Team. She has legal expertise in areas such as intellectual property, commercial contracts, corporate, transportation, employment, etc. She also deals with the marketing and promotion of the company.
- Before joining VLM, she had legal experience at one of the country's leading banks, YapiKredi Bank Azerbaijan, and at a successful local consulting firm.
- She is also engaged in voluntary legal activities; thus, she is a Vice President in charge of Moot Court Competitions at ELSA Azerbaijan (European Law Students' Association Azerbaijan) and, also, she is the Assistant for Teams for the John H. Jackson Moot Court Competitions at ELSA International (European Law Students' Association).
- Selin holds her LL.B. (Bachelor of Laws) degree from Baku State University. In addition to the Azerbaijani language, she is fluent in Russian, English, German, and Turkish.

OUR TEAM (CONTINUED)



Sara Aghamaliyeva
Associate

- Sara has broad experience in areas such as registration and liquidation of legal entities, intellectual property, commercial contracts, franchising agreements, negotiations, dispute resolutions, etc.
- Before joining VLM, Sara worked as a lawyer in Global Food Company LLC (Franchisee of KFC and Pizza Hut in Azerbaijan) and as a Pro Bono lawyer in Legal Clinic by the Academy of Justice, Ministry of Justice, and European Union.
- Sara has several internationally acknowledged certificates, such as "Specialized Course on the Essentials of Patents" and "Advanced Course on Patents" issued by the World Intellectual Property Organization. She participated in numerous moot court competitions, such as Willem C. Vis International Commercial Arbitration Moot and National European Human Rights Moot Court Competition.
- Sara holds an LL.B. (Bachelor of Laws) degree from Baku State University, and she is currently an LL.M. (Master of Laws) student in Intellectual Property Law at Baku State University. She is fluent in several languages, including Azerbaijani, English, Russian, French, and Turkish.



Rashad Mahammadzada
Associate

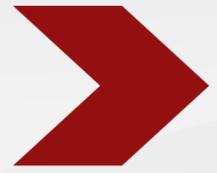
- Rashad is a team member of the Legal Department at VLM. He has experience in areas such as corporate, commercial, intellectual property, litigation, and disputes.
- Before joining VLM, Rashad had legal expertise in Sumgait Technologies Park LLC. He was also involved in volunteer activities; thus, he was Vice President in charge of Academic Activities in the National Board of ELSA Azerbaijan (European Law Students' Association Azerbaijan) and Assistant for Law Review at ELSA International (European Law Students' Association).
- Rashad holds his LL.B. (Bachelor of Laws) degree from Baku State University. He is fluent in Azerbaijani, English, and Turkish languages.

PROPOSED SERVICES



A. COMMERCIAL AND CORPORATE LAW

- We aim to provide a full spectrum of legal services to meet our clients' expectations. This, among others, includes assistance during the 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) loans and credit agreements, (v) facility and security agreements, (vi) various types of oil & gas services agreements, (vii) management contracts, (viii) construction and maintenance services agreements, (ix) confidentiality and non-disclosure agreements, (x) brokerage and agency agreements, (xi) sale-purchase and lease agreements, (xii) 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.
- We advise clients on all aspects of corporate law. This, among other things, 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 have regularly engaged in complex domestic and cross-border corporate transactions. Close relationships with foreign law firms enable us to 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.



PROPOSED SERVICES (CONTINUED)



B. MERGERS AND ACQUISITIONS

- VLM's lawyers advise its clients on a full spectrum of industry matters, including private M&A, joint ventures, disposals, debt and equity capital markets, governance, and corporate advisory issues.
- With significant involvement in several projects, we are well-positioned to provide business-oriented legal advice on complex domestic, cross-border, and multijurisdictional transactions. We have a broad range of experience representing buyers, sellers, financial advisers, and shareholders.
- VLM's services include (i) due diligence of the targeted entities, (ii) advising on antitrust and other regulatory matters, (iii) negotiating, drafting, and reviewing transactional documents, (iv) assistance with post closure matters, (v) legal support during default resolution.

C. BUSINESS RE-ORGANIZATION

- 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 get 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/spinoff, (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.



PROPOSED SERVICES (CONTINUED)



D. 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 most significant financings in Azerbaijan.
- VLM has the required prerequisites and experience to appear as a local counsel for such projects. Our services for such engagement include:
 - reviewing and commenting on the facility documentation;
 - issuance of Azerbaijani law legal opinion;
 - ancillary Azerbaijani law advice customary for such type of transaction;
 - reviewing the relevant corporate approvals, conditions precedence (“CP”) collection and confirmation;
 - coordinating, as necessary, any translation work.

E. 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 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 extensive experience in issuing and re-calling bonds issued in the Azerbaijani market.



PROPOSED SERVICES (CONTINUED)

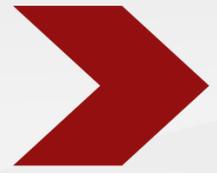


F. ENERGY, OIL & GAS LAW

- We are in the capacity to provide innovative legal advice, with expertise in establishing joint ventures, partnerships, and public-private partnerships (“PPP”) within the energy and oil & gas industries. Our experts can advise and lead you through the energy and resources sector requirements, specifically within renewable energy, oil & gas, and electricity, where we have solid experience.
- VLM is committed to helping you keep pace with the market and regulatory developments and 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 significant 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 the oil & gas and renewable energy sector.

G. LABOR AND MIGRATION LAW

- We provide our clients with a full HR and employment law advisory outsourcing 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 to it and terminations thereof, (iv) advice 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 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 work and residence permits for the ex-pats to be engaged in labor activity in Azerbaijan.



PROPOSED SERVICES (CONTINUED)



H. DISPUTE RESOLUTION, ARBITRATION, AND MEDIATION

- Possessing a solid team of lawyers, we represent our clients before all court instances of the Republic of Azerbaijan and provide advice and assist our clients during negotiations to settle disputes amicably.
- VLM assists its clients in managing risks and avoiding litigation wherever possible. At all stages of the client advice and representation regarding dispute resolution ways, VLM assesses legal, commercial, regulatory, and reputational risks of each case to help clients achieve their commercial objectives and devise optimum procedural tactics or creative settlement approaches.
- We offer legal advice and support through all stages of recognition and enforcing a decision of foreign courts in the Republic of Azerbaijan.
- Together with our partnering companies, combining local and global expertise, we successfully provide professional arbitration, mediation, and dispute resolution services.

I. 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 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 essential 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 into reliable members of your team by going through the induction process of your business model and understanding your organizational needs.



PROPOSED SERVICES (CONTINUED)



J. INTELLECTUAL PROPERTY

- Our team advises clients on all aspects of IP law locally and internationally.
- We are committed to providing:
 - local and international registration of the IP objectives;
 - an extension of the validity of the registered IP objectives;
 - IP transactions, purchase, pledge, and inheritance of IP objectives, legal support for the transfer of copyrights;
 - representing the interests of the clients in the IP disputes;
 - valuation of IP, market access and advertising placements, licensing, advising on combating illegal use of IP rights, piracy, or counterfeit products.

K. CONSUMER MARKETS

- VLM acts for many of the world's most prestigious brands, luxury goods, automobile manufacturers, food and beverage producers, consumer goods manufacturers, wholesalers, and retailers and advises them on 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 professional services, including (i) representing the clients during the State Service for Antimonopoly inspections and investigations, (ii) advising on unfair competition, anti-competitive agreements, and abuse of dominant position, (iii) representation in competition-related dispute resolutions, (iv) analyzing 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.



PROPOSED SERVICES (CONTINUED)



L. TAX COMPLIANCE AND ACCOUNTING SERVICES

- Proper tax compliance and accounting play a vital role in running a business since this is a tool to track income and expenditures, ensure statutory compliance, and provide investors, management, and the government with quantitative financial information that can be used in making business decisions. VLM's tax team offers a range of accounting support services that cover back-office needs, leaving the clients to focus on running their business and planning for the future. Accounting with our professionals allows you to minimize errors, cope with high workloads, conduct fast and error-free transactions with forecasts and risk mitigation.
- The accounting and tax compliance services offered by VLM include:
 - bookkeeping services;
 - tax accounting management;
 - invoice management;
 - execution of money transfers;
 - payroll processing;
 - tax advice;
 - tax fillings & VAT returns;
 - risk payments research;
 - supplied payment reconciliations;
 - reporting, managing and controlling accounting and finance processes;
 - tax audit support.

CONTACT US



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