

## Curriculum Vitae

### KATERINA USTINOVA




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### OBJECTIVE

I would like to be a part of market-leading, forward thinking firm on a senior position, where I can utilize my professional strength in the best way (i.e. knowledge, skills and diverse but yet integral experience in the field of law that I gained during the last 12 years working at both boutique and big law firms with leading positions on a Ukrainian market, which particularly specialized in the field of corporate and antitrust law and M&A transactions), in order to assist in achieving organization's goals and to create mutual benefits. My core practice areas include:

**M&A, corporate, competition and antitrust law, private wealth management, banking law, project financing, real estate, securities.**

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### PERSONAL AND CONTACT INFORMATION

<b>Address:</b>	52-a Sichovyh striltsiv St., apt.128	<b>Date of birth:</b>	11 April 1987
<b>Tel:</b>	+380503003480	<b>Place of</b>	
<b>Email address:</b>	Katerina.a.ustik@gmail.com	<b>residence:</b>	Kiev, Ukraine

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### WORK EXPERIENCE

October	2021-	<b>Parliamentary TV-channel "Rada"</b>
Present		<i>Head of legal</i>

**Main responsibilities:**

- building up a legal department from scratch by hiring attorneys with a strong expertise in corporate law, commercial contract law, Media law, IP law and Litigation practices, which will serve for the need of the new project;
- managing members of legal department;
- provide direction on major legal and regulatory issues, overseeing hiring practices;
- developing and leading corporate legal strategy to promote and protect the company's matters, minimize legal risks;
- developing corporate compliance policies and procedures;
- advising CEO and other senior corporate officers on various legal matters;
- Maintaining proper corporate interactions with the relevant state and local bodies;
- Participating in the formulation of general management policy as a member of the executive management team.

March 2020- **Solo law practice**  
 October 2021 *Sole practitioner running my own legal practice*

Main tasks:

- serving for both Ukrainian and foreign clients (corporate clients, financial institutions, family offices) in course of all stages of multijurisdictional M&A transactions (beginning from the matters on restructuring of businesses and ending up with post-closing integration of investors into the businesses acquired), cross-border structured finance transactions and other transactions in the capital markets and debt financing, as well as projects related to management and resolution of corporate disputes;
- advising on general and specific corporate issues (including concerning corporate structuring and governance, significant and related-party transactions, squeeze-outs, capital reorganisation of a company (debt-to-equity swaps), shareholders' agreements and other related issues), as well as contract and regulatory issues;
- advising on a wide range of private wealth management issues, including the creation and management of trusts and funds (foundations), immigration, inheritance, structuring and planning of wealth preservation, development of effective personal holding structures, opening accounts in foreign banks, international taxation and compliance procedures in connection with the above;
- conducting special investigations, as well as searching and recovering assets, including through work with fin. regulators, organizing and managing litigation in several jurisdictions simultaneously, representing interests in corporate conflicts.

February 2019- **Arzinger Law firm (Адвокатское Объединение «Арцигер»)**  
 February 2020 *Associate in M&A and corporate law practice*  
*In September 2020 was put on the Senior associate track.*

Main responsibilities:

- advising and handling all aspects of corporate structuring and investment projects (including incorporation of new enterprises (greenfield), joint ventures, IPO's, cross-border M&A transactions (starting from due diligence, drafting and negotiating transactional documents, and ending with closing and post-closing procedures), including their structuring under English law, at the level of several jurisdictions in energy, banking and finance, real estate, family businesses, agricultural, IT and private clients' sectors;
- advising on general and specific corporate (including concerning corporate structuring and governance, significant and related-party transactions, squeeze-outs, capital reorganisation of a company (debt-to-equity swaps), shareholders' agreements and other related issues), commercial and regulatory issues in above mentioned business sectors affecting inbound and out bound transactions;
- dealing with tailoring the corporate governance structures and general corporate support of the day-to-day business of the clients, as well as the variety of contractual matters;
- participating in draft laws/legislative amendments development concerning corporate and antitrust law matters;
- organizing internal work of the practice, drafting all commercial proposals for legal services (with the deep understanding of the Ukrainian legal services market by practice), participating in corporate and M&A conferences, writing law review and other legal articles, conducting training seminars within the law firm on different corporate

issues and due diligence process (the right language, structure of the DD report).

Representative experience:

- representing **Investment Capital Ukraine** in the course of making an investment in tech start-up **Apostera**. Assisting the client in the course of drafting and negotiating the terms of the investment agreement aiming at fixing the terms of the investment, further development of the project and the role of the client as a start-up investor;
- providing full legal support for **Delta Wilmar CIS** in the course of the transaction on acquisition from investment fund Dragon Capital of the entire stake in **Chumak** (conducting full scope due diligence of the target company, advising on transaction structure and specific corporate issues, drafting transactional documents, providing support in closing and post-closing of the transaction);
- advising **STADA GROUP** in the course of the acquisition of a non-plasma pharmaceutical business from **Biopharma** (this acquisition became the largest transaction in the Ukrainian pharmaceutical business for its entire history). Taking part in conducting complex due diligence of the target, preparing transaction documents (starting from the term sheet), taking into account the specifics of the transaction structure (the deal was structured through carve out of the part of non-plasma assets that are subject to the acquisition by the client), representing the client in negotiations with the sellers, as well as in closing of the deal, preparing post-closing documents on joint activities for maintaining non-plasma pharmaceutical business carved out from Biofarma.

April 2018 – **Artcase Law firm**  
February 2019 *Partner*

Areas of expertise:

- advising on public and private mergers and acquisitions (including the matters of acquisition / sale of interest (shares), assets and loan portfolios, conducting pre- and post-sale legal due diligence, structuring and closing the transaction);
- advising on the participation and conduct of tender purchases, privatization (lease of the Integral property complex from the state enterprise);
- advising on attracting funding and investments;
- advising on corporate governance (including shareholders' agreements) and restructuring;
- advising on a wide range of private wealth management issues, including the creation and management of trusts and funds (foundations), immigration, inheritance, structuring and planning of wealth preservation, development of effective personal holding structures, opening accounts in foreign banks, international taxation and compliance procedures in connection with the above;
- conducting special investigations, as well as searching and recovering assets, including through work with fin. regulators, organizing and managing litigation in several jurisdictions simultaneously, representing interests in corporate conflicts.

May 2017 – April 2018 **Project work**  
*General counsel*

Major role on the project:

- leading and managing legal team in course of handling US 350 m corporate dispute covering issues of cross-border litigation and international litigation
- overseeing the international part of the project in different jurisdictions (developing a strategy for cross-border and international litigation, collecting and analyzing project documents, preparing a legal position on a number of corporate and contractual issues on the project, negotiating with foreign consultants, drafting application and submission to LCIA, preparing and filing criminal applications in several foreign jurisdictions, advising the client on all corporate law issues, as well as trusts and other issues in connection with private wealth management, overseeing the activities of external consultants in different jurisdictions (including Liechtenstein, Switzerland, Cyprus and England).

2014-2019 **Millenium Capital Investment Company**  
*Senior Associate in M&A and transaction practice of IB department*

Main responsibilities:

- advising on structuring and execution of investment projects;
- Advising on commercial and regulatory issues affecting inbound and out bound transitions;
- handling all aspects of M&A transactions, ranging from currency regulation and tax to corporate finance and competition law and other regulatory matters;
- advising on a wide range of private wealth management issues, including the creation and management of trusts and funds (foundations), immigration, inheritance, structuring and planning of wealth preservation, development of effective personal holding structures, opening accounts in foreign banks, international taxation and compliance procedures in connection with the above;
- advising on attracting financing for Ukrainian enterprises from international financial institutions that have representative offices in Ukraine;
- dealing with general corporate support of the day-to-day business of the clients, as well as the variety of contractual matters.

July 2012-February 2014 Alfa Bank (Ukraine)  
*Senior Legal Counsel of corporate finance division for projects, international business and complex transactions, Legal Department*

Main responsibilities:

- full support (including control over execution and completion) of all aspects of various transactions (including their structuring under English law):
  - for the acquisition of up to 100% of corporate rights of Ukrainian banks, Ukrainian subsidiaries of foreign banks (banks and financial institutions), as well as corporate rights of financial groups (participation in tenders for acquisition, preparation of an offer for a purchase, formation of basic terms of purchase, legal due diligence), preparation/work on transactional documents for the acquisition (including governed under English law);

- for the acquisition of large real estate objects, including through the acquisition of corporate rights and rights of claim under credit agreements;
- acquisition of loan portfolios;
- conducting special investigations, as well as searching for and returning collateral assets enforced by the bank;
- legal support of the investment activities of the Bank;
- providing advice and legal opinions:
  - (a) on regulatory matters for specific transaction;
  - (d) on other issues of the Bank's activities, if there is a foreign element or it is governed under foreign law;
- Managing the implementation of new internal legal standards and practices in dealing with banking products.

Examples of Transactions:

- acquisition of a Ukrainian licensed web money operator, project financing. Role in the project - conducting due diligence, advising on real estate, land and tax issues, transaction structuring, drafting transaction documents, closing of the transaction;
- acquisition of loan portfolios from the Ukrainian subsidiary BNP Paribas. Role in the project - conducting due diligence, structuring transactions, drafting tender documents, reviewing and commenting on transaction documents of a bidder, advising on antimonopoly, tax and other regulatory issues;
- acquisition of **Bank of Cyprus**. Role in the project - conducting due diligence, structuring transactions, drafting tender documents, reviewing and commenting on the applicant's transaction documents, advising on antimonopoly, tax and other regulatory issues;
- acquisition of **JSC "Kievproekt"**. Role in the project - conducting due diligence, advising on real estate, land and tax issues, structuring transactions, drafting transaction documents.

November 2009-  
July 2012

**ETERNA law firm (former Astapov Lawyers International Law Group)**  
*Associate of M&A and corporate practice*

Main responsibilities:

- advising and drafting legal opinions/memoranda on different matters, in particular in the field of corporate, commercial, real estate, financial and labour law under various jurisdictions;
- provision of services in the field of M&A and corporate law, in particular: conducting due diligence of Ukrainian, Russian and Kazakhstan companies and drafting of due diligence reports; preparation of applications to the Antimonopoly Committee of Ukraine for approval of concentration or concerted actions; full-scope support for M&A transactions including its structuring, drafting of agreements, identification of risks and ways for their elimination/mitigation, post-closing assistance;
- provision of full-scope services related to IPO's;
- advising on procurement procedures;
- representing clients in disputes using alternative dispute resolutions (mediation: drafting claim letters, negotiating with debtor's, drafting settlement agreements; assisting with arbitration preparation: drafting submissions, witness statements, affidavits, requests for arbitration, application for interim relief);
- provision of services in the field of international trade and antitrust law: representation of clients before authorities in trade remedy

investigations (safeguards and anti-dumping measures), in cases re unfair competition;

- legal support for clients' day-to-day activities, including drafting and analysis of agreements/contracts (including, but not limited to, SPA, labour and loan agreements) and related documents, preparation of internal documents (minutes of general participants'/shareholders' meeting, decisions, orders, internal regulations, instructions), drafting of memorandums on issues related to clients' day-to-day activities, dealing with state authorities (obtainment of work permits and temporary residence permits for foreigners, service cards for foreign employees of representative offices, certification, licensing);
- registration of legal entities (including drafting of statutory documents), representative offices of foreign entities (with and without right to perform entrepreneurial activities), registration of amendments to statutory documents (including preparation of such amendments), change of CEO etc.;
- dealing with state authorities (obtainment of work permits and temporary residence permits for foreigners, service cards for foreign employees of representative offices; registration of loan/credit agreements with the National Bank of Ukraine etc., registration of trade marks);
- project management, liaison with clients.

March 2009- **LLC "Andriy Kravets & Partners" law offices**  
November Junior *associate of M&A, corporate and litigation practice*

Main responsibilities:

- preparation of legal opinions and comments to laws and regulations;
- *drafting of legal documents relating to court proceedings;*
- *drafting of due diligence reports;*
- *assisting in preparation of applications for merger clearance;*
- *preparing the bid packages;*
- *providing legal researches;*
- *translation of legal documents from/to Russian, Ukrainian, English/German.*

October 2006 **JSCB "Golden gate", Kyiv branch**  
*Internship in Legal department*

Main responsibilities:

- preparation of official letters and responses to inquires of state authorities;
- legal support for day-to-date activity of the Bank;
- providing analysis and drafting of comments to loan/bank deposit agreements.

## EDUCATION

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September 2008-2010	<b>Institute of International Relations of Kyiv Taras Shevchenko National University</b> <i>Master Degree in Private International law</i>
2004-2008	<b>Institute of International Relations of Kyiv Taras Shevchenko National University</b> <i>Bachelor Degree in International law</i> <i>Interpreter Degree: German-Ukrainian, Ukrainian-German Language</i>

**ADDITIONAL EDUCATION**

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2011	<b>Institute of Capital Market Development</b> <i>Preparation for stock trader's certification (certification exam in stock trading)</i>
Summers 2005-2007	<b>Goethe Institute, Germany</b> <b>Heidelberg Institute, Germany</b> <i>Summer courses. Level- Deutsch für den Beruf</i>
2006-2008	<b>English Language Centre "Business English Centre"</b> <i>Preparation for the International Legal English Certificate</i>

**RESEARCH EXPERIENCE**

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January 2010	Master's final research paper <i>Devoted to Conflicts of laws concerning the property law in Ukraine and foreign countries and the ways of their adjustment.</i> <i>Defended my thesis with honors.</i>
April 2009	Research paper on the theory and practice of International law <i>Legal analysis of the case "Prosecutor v. Lorent Semanza", heard in International Criminal Tribunal for Rwanda</i>
November 2008	Research paper "Resolution of Cybersquatting Issue in International and Domestic Law"
July 2008	Bachelor's final research paper <i>Devoted to Conflicts of laws concerning the property law in Ukraine and foreign countries and the ways of their adjustment.</i> <i>Defended my thesis with honors.</i>
June 2008	Participated in Unidroit International seminar on unification of Private law
March 2007	Took part in Conference on the International public law "Shevchenkovskaya Vesna" <i>Research paper "Legal succession under international treaties"</i>

**PUBLICATIONS**

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2011	International Law Office (competition and antitrust matters)
August 2008	Translation of Draft Convention on Substantive Rules regarding Intermediated Securities <i>Ukrainian Bar Association Newsletter № 8, p.9</i>
2010	Interfax (commenting recent amendments in laws of Ukraine)

**SKILLS AND QUALIFICATIONS**

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Languages:	English – fluent written and spoken German – advanced written and spoken Russian, Ukrainian – native
Computing:	Proficient MS Office (Word, Excel, Power Point, Outlook), Windows, legal databases (LIGA: Zakon, NAU), other professional know-how services in use: PLC, LMA, LexisNexis, GCR etc.

About myself: Responsible, proactive, ambitious, diligent, accurate, trustworthy, hardworking experienced lawyer with multitasking ability. Possess ingenuity, analytical thinking, excellent communication, organizational, time- and project management skills

### **INTERESTS**

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I do like to travel around the world, to read philosophical and cognitive books, professional newsletters and journals, to learn foreign languages, as well as to spend my spare time with my friends.