



## Sergey A. Konstantinov

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### PURPOSE:

- **To practice my professional skills and experience as**
  - Chief Legal Officer,
  - M&A Director
  - Chief Operational Officer
  - Head of family office

### CORE COMPETENCIES:

- **Successful experience in the following M&A transactions:**
  - 2008 – Purchase of all assets of the Group of companies “Rimera”. The transaction price is US\$ 700 mln.
  - 2011 – Sale of part of shares of Group of companies “Compulink” to VEB (Vnesheconombank).
  - 2012 – 2014 – Sale of 100% of shares of “NVision group” to OJSC “AFK Sistema. The transaction price is over US\$ 100 mln.
  - 2016 – Sale of 33% of shares of LLL “INVENT” to PJSC “INTER RAO”. The transaction price is RUR 3 billion.
  - 2021 - Purchase of 100% shares JSC “ROLF”

■	<b>Date and place of birth:</b>		
	22 February 1979, Russia		
■ EDUCATION:	<b>University</b>		
	1996 – 2001	Moscow State Law Academy (MSLA), Diploma with honors	Moscow, Russia
■	<b>Executive MBA</b>		
	2014-2015	Stockholm School of Economics	Stockholm, Sweden
■	<b>Advanced training</b>		
	2008	Fundamentals of oil and gas business (Russian State University of Oil and Gas)	Moscow, Russia
	2008	Modern corporate strategy	Vienna, Austria

[www.keyauto.ru](http://www.keyauto.ru)

• **Chief Legal Officer**

**The number of subordinates – 30.**

**Direct subordination to a sole shareholder.**

Key tasks:

- Restructuring of legal department to meet the challenges of a growing business, including re-engineering of business processes;
- Legal support of M&A and development projects;
- Improving the quality of current legal support;
- Organization of legal relations with current shareholders.

Main achievements:

- Successful organization of legal support according to English Law (including legal audit, negotiations, structuring of the transactions) of acquisition 100% shares of "ROLF" JSC and accompanying transactions for syndicated financing and consolidation of 100% shares of "KLUCHAVTO" Group;
- Successful organization of legal support according to English Law of acquisition 100% shares of Inchcape St. Petersburg (Group of companies "Olimp");
- Successful organization of legal support (including legal audit, negotiations, structuring of the transactions, performance of payments) of acquisition 100% of shares of "Eurasia" Group, Omsk.

**February 2015 – June 2019**

**INVENT Group (with INTER RAO in equity)**

**Moscow**

**Russian electrotechnical group of companies  
with production assets including TATCable,  
INVENT-Electro, TaTek, UEMZ, and  
infrastructure construction assets including,  
INTERTranstroy, StroyCommash, ZZMK-  
Timer**

**Annual turnover – RUR 16 billion; staff - 4  
000 people**

[www.inventunion.ru](http://www.inventunion.ru)

• **Corporate Governance and Development Director**

**Management of three Departments: Department of Corporate Governance and  
Legal Support; Department of Development, Investments and M&A;  
Department of Corporate Property and Non-Core Assets.**

**The number of subordinates – 25.**

**Direct subordination to a sole shareholder.**

• **Head of family office**

• **CEO of construction sub-holding company (staff over 1000 employees) – head of  
anti-crisis group**

Key tasks:

- Preparation of the company to bring core Investor including implementation of target holding structure;
- Restructuring of existing holding by creation of Management Company, isolation of Family Office of Shareholder and legal isolation of sub-holding companies;

- Development of mechanisms of intra-group relations;
- Planning and implementation of M&A activity;
- Negotiations with potential investors;
- Separation of assets of sub-holding companies and shareholder;
- Liquidation of unprofitable companies;
- Monitoring and control of execution of key contracts of the Group of companies;
- Litigation and arbitration: monitoring and participation in major cases.

Main achievements:

- Successful completion of transaction on the sale of 33% of the shares of INVENT Group to INTER RAO. The transaction price is RUR 3 billion;
- Successful completion of the project of separation of assets of shareholder from the Group of companies within the transaction with INTER RAO;
- Successful completion of the project of isolation of construction business from the Group;
- Liquidation of 4 large companies through bankruptcy proceedings;
- Reduction of staff by 200 employees without social unrest and losses for business;
- Resolution of shareholders' conflict in development business of the Group. Arranged regular cash flow from development business in amount RUR 1,7 billion;
- Implementation of ERP-system (on Bitrix24 platform) in the Management Company which allowed to manage business remotely and to reduce administrative costs.

**May 2012 – December 2014**

**CJSC “NVision group”**  
**(United Company of SITRONICS and**  
**NVision, major shareholder – AFK**  
**“Sistema”) – the leader of Russian IT-market,**  
**26 subsidiaries and 22 regional branches**  
**located in Russia, Ukraine, Kazakhstan,**  
**Belarus, Uzbekistan, Check Republic,**  
**Slovakia, Serbia, Pakistan, India. Annual**  
**turnover - US\$ 2 billion; staff - 4 500 people**  
<http://www.sitronics.ru>  
[www.nvg.ru](http://www.nvg.ru)

**Moscow**

- **Chief Legal Officer**

**Management of Legal Office consisting of 4 Departments: Department of Corporate Governance and Legal Support, Contractual Department, Department of Legal Procedures and Workflow, Department of Tender's Procedures.**

**The number of subordinates – 73 (Head office – 65, Branches – 8).**

- **CEO of LLC «SITRONICS IT» (annual turnover in 2012 - US\$ 700 million; staff - 600 employees**
- **Member of the Board of Directors of LLC «SITRONICS IT», CJSC «SITRONICS Telecom Solutions», LLC «SITRONICS Bashkortostan», JSC «SITRONICS IT Ukraine», CJSC «East Wind», LLC «SITRONICS Consulting»**
- **Director of “SITRONICS IT ltd.” (Cyprus)**

Key tasks:

- Structuring, legal support of merger of NVision and SITRONICS;
- Implementation of corporate governance and controlling procedures within the United Company;
- Merger (legal and administrative) of departments of system integration of SITRONICS IT and NVision Group;
- Post merger integration of legal function in the United Company;
- Cooperation with major shareholder – AFK “Sistema” within the corporate procedures;

- Organization of legal support of business;
- Development and implementation of business – processes of contracting and sales (participation in tenders).

Main achievements:

- Successful completion of merger of NVision and SITRONICS (including drafting and signing of SHA, obtaining of approval of Federal Antimonopoly Service of Russian Federation (ФАС) and Ukraine, additional share issue, payment of shares with shares of foreign entities, obtaining of approval of Federal Financial Markets Service (ФЦФП) for circulation of foreign shares on Russian market, execution of deal on the territory of Russia, Ukraine, and EU). **The largest deal on the Russian IT-market 2012**;
- Organization of the system of management and control for subsidiaries including competence distribution on different levels of the holding, amendment of Articles of Association, re-election of members of the Boards of Directors and controlling bodies;
- Successful operation as CEO of LLC «SITRONICS IT». Transfer of all projects and most important staff from LLC «SITRONICS IT» into NVision within post merger integration; reduction of some staff without additional damages for business;
- Professional team of lawyers of the United Company was formed; high quality standards of in-house legal support were developed and implemented; some business-processes were improved;
- Organization of effective system of cooperation between NVision group and AFK “Sistema”, implementation of the restructuring of holding to optimize the structure.

**September 2010 – May 2012**

**Compulink group**  
**is one of the largest Russian IT-holdings,**  
**which business includes system integration,**  
**construction of telecom networks and**  
**maintenance services. Annual turnover in**  
**2011 - US\$ 700 million (including turnover of**  
**MAYKOR and GMCS; staff - 2 000 people**  
[www.compulink.ru](http://www.compulink.ru)

**Moscow**

- **Chief legal Officer**

**The total number of subordinates – 15 (Head office – 10, Branches - 5).**

Key tasks:

- Provision of legal support of business including corporate governance, cooperation with Federal Financial Markets Service (ФЦФП), Federal Antimonopoly Service (ФАС), Federal Tax Service (ФНС), litigation and arbitration;
- Legal support of holding’s foreign companies, including offshore companies, cooperation with local and international law and consulting firms, cooperation with foreign shareholders of company;
- Project management the registration of title of communication cable facility and telecom networks, establishment of buffer zone for such facilities;
- Legal support of M&A of the company, including due diligence, participation in negotiations, developing and execution of transactions;
- Legal support of the shareholder’s Family Office.

Main achievements:

- Formation of professional legal department for whole group of companies.
- Successful completion of transaction of holding company’s shares sale to Vnesheconombank (the transaction was structured under English law);
- Successful completion of restructuring of holding company (holding company was divided into two parts for future IPO of Maintenance Division of business);
- Completion of number of M&A transactions as part of preparation for IPO;
- Creation and implementation of corporate governance of Maintenance Division in accordance with the requirements of listing rules of Russian Stock Exchange;

- Successful registration of title of communication cable facility and telecom networks. Special department was formed for such projects.

**December 2007 – April 2010**

**CJSC “RIMERA”**  
(Major engineering and oil service Russian  
company; annual turnover - US\$ 1 billion;  
staff 13 000 people)  
[www.rimera.com](http://www.rimera.com)

**Moscow**

- **Chief Legal Officer of the Group of Companies (GC) Rimera**  
**Management of Legal Office, Security Service and Non-core Assets Service.**  
**Number of subordinates – 62 (Head office – 12, Branches – 50).**  
**Direct subordination to General Director of the Group.**
- **Member of Board of Directors of OJSC «BENZ», CJSC «CHPTZ-KTS», OJSC «Izhneftemash», MSA a.s., CJSC «Alnas-N», LLC «SPO-Alnas». (till December 2011)**

Key objects:

- Formation of Legal Office of holding company;
- Development and implementation of system of cooperation between Legal Office of holding company and Legal Offices of the subsidiaries, including issues of competence distribution, supervision and control of Legal Offices of subsidiary companies;
- Legal support of M&A transactions of the company, including participation in creation and implementation of strategic projects for development of GC Rimera, participation in negotiations, legal support of transactions with stocks and shares in the share capital;
- Legal Office budget management, including supervision of costs for legal services, security services and consulting services;
- Development of way to increase the revenue by using of non-core assets;
- Provision of security measures for the company's business;
- Protection of intellectual property of the company;

Main achievements:

- Participation (by creation and management of Legal Office and Security Service) in setting up of major player in the Russian market of oilfield services by consolidation of more than 40 companies;
- Development and implementation of vertically-integrated structure of legal and security services in all enterprises of GC Rimera;
- Organization of legal support of purchase of main part of assets of the Group (including legal audit, negotiations, structuring of the transactions, performance of payments). As a result of activity of the Legal Office 50% reduction of cost of some purchased assets was achieved;
- Successful completion of transaction of sale of 75% shares of OJSC “BENZ”, including negotiations with the buyers, transaction structuring, adjustment of disputes, execution of all payment transactions;
- Organization of effective litigation with positive result (over RUR 500 mln), including litigation abroad;
- Participation (personally) as an arbitrator within the hearing by Arbitration Institute of Stockholm Chamber of Commerce;
- Creation of Intellectual Property Service. Development and implementation of mechanism of protection of intellectual property of subsidiary companies;
- Development and implementation of corporate governance and effective mechanisms of corporate control;
- Successful completion of transaction of forced buyback up to 100% of shares of OJSC «MZMZ-VMM», OJSC «Alnas»;
- Successful coordination of the relations with minor shareholders of the Group;

- Reduction of outstanding receivables on 30%. Development and implementation of mechanisms of effective collection of receivables;
- Management of non-core assets, including management of industrial enterprise in Moscow (OJSC «ZSMI», rent business of the Group);
- Successful legal support of plant construction in Chelyabinsk region.

**May 2006 – November 2007**

**CJSC «PromSvyazCapital»**

**Moscow**

(Managing Company of non-bank assets of  
OJSC «PromSvyazBank» - AiF, Media-Press,  
Press-1, Volzhskiy abrazivnyi zavod,  
Gazpromkran, MoZAL, Technoserv, etc.)

[www.pscapital.ru](http://www.pscapital.ru)

#### • **Head of Corporate Practice**

Key objects:

- Legal support of holding company activity;
- Legal support of M&A transaction in the telecommunication area;
- Asset protection.

Main achievements:

- Successful completion of transaction on purchase of CJSC «Comintel» - leading cable television provider in Tumen' region and HMAO, largest independent provider in Russia (including negotiations, structuring of transaction, performance of complex system of payments, settlement of other issues);
- Successful performance of the asset protection of OJSC «MoZAL»;
- Successful performance of the asset protection of immovable property of CJSC «Arguments and Facts»;
- Completion of number of projects on land relations (working out of possible ways of use of land plot, including agricultural land; analysis of opportunity to change the land category, analysis of land purchase risks and others). Development of opportunity to use an agricultural land for private housing construction;
- Completion of project at the urban construction (construction of land within the water protection area);

Successful performance of asset protection projects including litigation and arbitration.

**2001 – 2006**

**Major Russian holding structures**

**Moscow**

#### • **Successive positions from Legal Counsel to Head of Legal Department**

Key tasks:

- Legal support of M&A;
- Legal support of bankruptcy procedures;
- Representation of interests in arbitration courts.

Main achievements:

- Dozens of successfully closed M&A transactions;
- Participation with a positive result in the bankruptcy procedures of JSC "BOR", JSC "Novorossiyskrybprom", CJSC "Spetsmorstroy" and others.
- More than 100 successful arbitration cases.

■ **References**  
(on request)

**From Beneficiaries , CEOs and colleagues**