

Robin F. Marchant

Skadden

European Counsel, Moscow

Mergers and Acquisitions; Private Equity



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Education

Postgraduate Diploma in Legal Practice,
University of Law Guildford, 1995

LL.B., University of Southampton, 1992

Bar Admissions

Solicitor of the Supreme Court of
England and Wales

Robin Marchant has practised in Skadden's London and Moscow offices since 2005, advising private and public corporations, private equity funds and investment banks based in the U.K., the U.S., Europe and Russia on a broad range of corporate and commercial matters.

Mr. Marchant is recognized in the Russia Corporate/M&A section of *Chambers Global* and the Russia Corporate/M&A: High-End Capability section of *Chambers Europe* and also is named in *IFLR1000*. He also was named as a Rising Star in *The Legal 500 EMEA* in 2020. His practice covers cross-border mergers and acquisitions, joint ventures, private equity transactions, share capital restructurings and buybacks, corporate governance, and other corporate matters.

Mr. Marchant's experience includes advising:

- **Renault** in relation to various transactions and matters concerning its initial investment in, and subsequent acquisition of control of, AvtoVaz, the leading Russian car manufacturer, including:
 - a major financial and capital restructuring of AvtoVaz with a total value of RUB 85 billion (€1.2 billion) culminating in 2019 with the acquisition by Alliance Rostec Auto B.V. of 100% of AvtoVaz, involving:
 - the acquisition by way of squeeze-out of all remaining minority shareholdings of AvtoVaz for RUB 4.6 billion (€61 million), as a result of which Alliance Rostec Auto B.V. acquired 100% of AvtoVaz;
 - a buy-back of AvtoVaz shares from minority shareholders for RUB 18.1 billion (€240 million), structured by way of a mandatory tender offer by Alliance Rostec Auto B.V. to all other AvtoVaz shareholders;
 - significant deleveraging of AvtoVaz by conversion of existing debt of RUB 61.4 billion (€820 million) into new equity by way of a closed subscription; and
 - a capital injection into AvtoVaz by way of open subscription for new equity, under which Alliance Rostec Auto B.V. (using Renault funds) subscribed for new shares, and approximately RUB 26.1 billion (€350 million) was raised;
 - the exit of Nissan from Alliance Rostec Auto B.V., resulting in Renault acquiring control of AvtoVaz;
 - a further recapitalization of AvtoVaz via a contribution of €700 million in cash by the Renault–Nissan Alliance and the recapitalization of shareholder debt, after which the Alliance acquired control of AvtoVaz;
 - the creation in 2012 of Alliance Rostec Auto B.V., a Dutch-based joint venture between the Renault–Nissan Alliance and Rostec, which holds their respective interests in AvtoVaz, and a new shareholders' agreement covering the governance of Alliance Rostec Auto B.V. and AvtoVaz;
 - a recapitalization of AvtoVaz by its shareholders via a contribution of equipment, technology and cash with a total value of more than €950 million; and
 - the acquisition in 2008 by Renault of a 25% stake in AvtoVaz and the entering into of a shareholders agreement with other major shareholders of AvtoVaz;

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- **Yandex N.V.** in connection with the purchase of a 45% stake in Yandex.Market from Sberbank for \$607 million, and the sale of a 25% stake in Yandex.Money to Sberbank for \$35 million, resulting from the reorganization of two joint ventures between Yandex and Sberbank;
 - **Daimler AG** in relation to its investment in Kamaz, Russia's leading trucks manufacturer, and the creation of a joint venture with Rostec and Avtoinvest LLC;
 - **Megapolis**, a major FMCG logistics and distribution business in Russia, in the establishment of a joint venture with Philip Morris and Japan Tobacco;
 - **Vardanyan, Broitman and Partners Ltd.** in relation to the separation of the joint businesses of Ruben Vardanyan and Gagik Adibekyan;
 - **Crispian Investments Limited** in relation to its proposed sale of its investment in Norilsk Nickel;
 - **Svoboda Corporation** on various acquisitions, creations of joint ventures and corporate reorganisations in relation to various retail businesses, including Ulmart and Rive Gauche;
 - **Fresenius Kabi AG** on its proposed joint venture with Sistema PJSC to combine their respective pharmaceutical businesses;
 - **Revlon** on its acquisition by way of auction of The Colomer Group from CVC Capital Partners' funds for US\$665 million;
 - **Wm. Wrigley, Jr. Company** on its acquisition of premium Russian chocolatier A. Korkunov, the establishment of a joint venture with Korkunov, and its later merger with Mars, Incorporated;
 - **CME Group**, the world's leading derivatives marketplace, in relation to its acquisition of Elysian Systems Ltd., an independent provider of electronic trading and market technology;
 - **Renaissance Partners** in relation to the creation of a joint venture for the establishment of a soya protein processing plant in Finland;
 - **Simon Glick Investments** in relation to the restructuring and refinancing of Songbird Estates (a majority shareholder of Canary Wharf Group plc) and the creation of a warrant funding instrument;
 - **TPG Capital** in relation to Vita Group's restructuring by means of a creditors' and members' scheme of arrangement;
 - **the management of Vita Group** in relation to the creation of its equity incentive scheme;
 - **Berkeley Group Holdings** on its return of £13 per share to shareholders and the creation of a long-term incentive plan for management;
 - **Imerys SA** in its US\$652.8 million acquisition of S&B Industrial Minerals GmbH. Both companies are producers of industrial minerals and pigments;
 - **Three Delta LLP** in relation to:
 - its consideration of a possible offer for J Sainsbury plc, an owner and operator of supermarkets and convenience stores; and
 - The Delta Fund's acquisition of the Senad Group, its acquisition of the Four Seasons Health Care Group and its subsequent restructuring involving a proposed cross-border (German/English) merger under the European Directive on Cross-Border Mergers;
 - **London Clubs International plc** on a Class 1 disposal of a casino and on its later takeover by Harrah's Entertainment, Inc.;
 - **Gazprombank** in relation to the auction sale of a material trading interest;
 - **Gazprom Neft** in relation to a proposed auction sale of an oil field;
 - **TMK Group**, a listed Russian pipe producer, in relation to a proposed joint venture;
 - **Itera Group**, a private Russian gas producer, in relation to the sale of certain assets and on a proposed joint venture; and
 - **funds advised by Castle Harlan, Inc.**, a U.S. private equity house, on its acquisition of the Polypipe Group and its subsequent restructurings and refinancings.
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