Guide

Six points through which trouble reaches the owner

A pocket reference for first persons:
where business owners are vulnerable in 2026 — and what to do in advance.

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LENGTH	6 sections · ~10 minutes of reading
AUDIENCE	Owners and first executives of mid-sized and large business
SCOPE	Russia · CIS · 2026

WHY THIS DOCUMENT

A legal mistake by the owner is paid for not only by the company's fine

Most first persons discover the real scale of the risk at the worst possible moment: the account is already frozen, a claim has been filed, creditors are challenging deals from previous years, and the tax authority is examining not only the figures but the business logic. By this point, the choice narrows to a few options — each one more expensive than the last.

This guide describes six typical points through which trouble reaches the owner. For each one: how the attack looks, what is usually missed before reaching out to a lawyer, what first steps make sense in advance, and when defence becomes sharply more expensive.

> **Important:** this guide does not replace legal assistance on your specific situation. It provides reference points — where to look and which questions to ask. Legal outcomes cannot be honestly guaranteed; this document helps to see vulnerability points in advance.

ATTACK POINT NO. 01

01

Contracts written against you

A single clause, an imprecise wording or weak evidence base can cost you control over a deal, money or negotiating position. Particularly dangerous: contracts giving effective control over turnover, hidden choice-of-law clauses, concealed penalty structures.

What to check right now

- Have the contracts on the main deals been reviewed for 'read against you' risk
- Who actually signed them — are powers of attorney and authorities still valid
- Is there a register of original contracts and addenda
- Are the consequences of non-performance properly defined on both sides

When it becomes sharply more expensive

When you only learn of the 'detail' at the moment of a claim or pre-trial demand. Re-writing a contract retroactively is almost impossible — you have to defend within a document drafted against you.

ATTACK POINT NO. 02

02

Personal liability for company debts

Creditors and the insolvency administrator may come not only to the company, but to the controlling person — with a demand to answer with personal assets. Russian case law in recent years has steadily shifted from 'company fault' to 'first-person fault'.

What to check right now

- Is the asset-movement picture for the last 3 years fixed in writing
- Is there documentary justification for key management decisions
- Who is the formal controlling person — and how does this match reality
- Which transactions of the last three years could be challenged in bankruptcy

When it becomes sharply more expensive

When the application for personal liability has already been filed. From the moment proceedings open, the circle of admissible evidence narrows, and the burden of proving good faith effectively shifts onto the owner.

ATTACK POINT NO. 03

03
Tax authority and tax claims

Additional assessments, account freezes, disputes over business fragmentation, claims against counterparties and the risk of a tax problem migrating into the personal zone of the first person. Particularly sensitive: structures of related companies, payments to self-employed contractors, management-service expenses.

What to check right now

- Is there a documented business purpose for the group structure
- Is the independence of the companies supported (functions, resources, contracts)
- Is there regular vetting of counterparties for fictitiousness markers
- Is a position ready for an on-site inspection — within the first 24 hours

When it becomes sharply more expensive

When the audit act has already been served. The level of additional assessments at this point is often an order of magnitude higher than the cost of pre-emptively rebuilding documents and processes.

ATTACK POINT NO. 04

04
M&A deals without defence

Buying or selling a business without a legal review can mean loss of money, equity, control or subsequent claims regarding the deal. Most often unwound: seller warranties, representations of fact, price calculation mechanics, protection from pre-known risks.

What to check right now

- Was a legal due diligence of the target performed
- Are material risks captured in the contract with allocation of consequences
- Is the exit mechanism clear in case of breach
- Is the owner protected from retrospective claims for the pre-deal period

When it becomes sharply more expensive

When the other side raises claims 6–18 months after the deal. By this point, fixing the terms retroactively is nearly impossible.

ATTACK POINT NO. 05

05
Corporate and partner conflicts

If arrangements with a partner rest on trust rather than on documents, the dispute quickly turns into a fight over management, equity and assets. The most damaging issues: vague decision-making mechanisms, no shareholders' agreement, unregulated partner exit.

What to check right now

- Is there an up-to-date shareholders' agreement with deadlock mechanisms
- Are exit terms and equity valuation set out
- Who has factual control over operating processes
- Are there protective structures in case management is blocked

When it becomes sharply more expensive

When the conflict is public or already in court. From then on, every step is anticipated by the opponent, and recovery scenarios become slower and more expensive.

ATTACK POINT NO. 06

06
Legal chaos in the documents

By-laws, powers of attorney, e-signatures, contracts and management decisions in disorder create entry points which creditors, partners and inspectors exploit. The most common cracks: outdated powers of attorney, stale data in the registry, divergent versions of key contracts.

What to check right now

- Where are the originals of key documents kept — is there a register
- Who holds active powers of attorney, and until when
- Do the current contract versions match between the parties
- Who uses the owner's / director's e-signature and how

When it becomes sharply more expensive

When the opponent presents their 'own' version of the document. Without a strict tracking system, the position in court weakens regardless of the substance of the dispute.

NEXT STEP

From the guide to your specific situation

This guide is a reference. Each attack point unfolds with its own nuances in reality: industry, region, counterparties, deal history. For your situation, I offer three formats of work — from an express risk assessment to a crisis dossier with a written risk map and development scenarios.

01	Express assessment of personal risk	45 min · verbal assessment of one situation	RUB 35,000
02	Owner risk review	90 min · up to 5 documents · written summary	RUB 120,000
03	Owner's crisis dossier	120 min · up to 10 docs · written dossier · 14 days of follow-up	RUB 150,000

The cost of any format is credited towards the project if we begin work together. Legal outcomes cannot be honestly guaranteed — I take responsibility for the quality of analysis, the position and the order of action.

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"I do not promise that there will be no problems. I build a legal position in which a problem does not turn into the loss of the business, the assets and control."

— Max Lawman, private legal counsel for business owners