

PwC Indonesia Legal Services



Your Trusted Legal Services Provider

Discover why the best legal solutions
are developed within a wider business context



Melli Darsa & Co.
Advocates & Legal Consultants

About Melli Darsa & Co. (MDC)

MDC was established in late 2002, and since then we have built a strong reputation as advocates and legal consultants, providing value-added advice on the complexities and challenges of the Indonesian legal environment to both inbound investors and Indonesian corporations.

Our core value is providing legal service excellence, putting the needs and priorities of our clients first, while continuously improving our approach and continuing to do business ethically.

From 17 July 2017, MDC has joined the PwC network of firms, complementing the assurance, tax, financial advisory, and business consulting services that are provided by PwC Indonesia.

While technical excellence is at the core of what we do, the breadth of our business and market insight differentiates us from traditional law firms, enabling us to deliver unparalleled focus and integrated services.



“

We're here to help our clients to solve complex problems, and not just the legal parts of those problems.”

Why Work with Us

As part of a multidisciplinary global network, we deliver holistic legal integrated solutions.



One key point of accountability across your MDC | PwC global network engagement



Seamless service without friction / handover points between different providers, saving you time and money



Better price points and less fee risk by leveraging the whole of the MDC | PwC relationship with you (with significant economies of scale)



Full legal privilege benefits maintained



Early visibility of broader business issues

Who We Are

MDC with PwC legal global network, has over:

3600 lawyers in more than **100** countries, including over **20** offices across **15** countries in Asia Pacific

Our legal team is best in class. Many of our talented partners and lawyers have joined us from traditional law firms. We're the largest legal services network by geography.

With strong reputation and a solid track-record as advocates and legal consultants, we provide high-value legal services through the provision of cutting edge legal solutions to support and facilitate legal developments in Indonesia.

We work with our clients to understand commercial and business objectives. We express our advice in commercial terms and offer seamless end-to-end service across the life cycle of your project and long-term goals.

How We're Different

For each problem your business faces, we package together the right mix of MDC lawyers with PwC financial and tax advisers, accountants, and strategists to help you build a solution in the most efficient way possible. This provides you with access to a team of experts who can address all aspects of the issue and results in better outcomes for your business.

“

We have a long standing relationship with Melli Darsa & Co. even before they joined PwC. MDC provides great service, good coordination and holds necessary understanding for our business. ”

- Corporate Legal Counsel and Compliance Department Head from one of the major building supplies manufacturing companies in Indonesia

Our Practice Areas

Mergers & Acquisition and Corporate Advisory

The lawyers in our team have a solid track record in carrying out strategic and comprehensive M&A transactions and corporate advisory across a broad range of areas, including:

- Foreign Direct Investments
- International Business Restructuring
- Legal due diligence
- Stocks/shares and asset sales
- Joint ventures and strategic alliances
- General corporate matters and licensing requirements
- Anti-monopoly
- Company liquidation
- Anti-bribery and corruption
- Employment
- Company regulations, collective labour agreements, policies and procedures

Finance and Financial Regulation

Working closely with industry-focused colleagues in the PwC global network, our team of banking and finance lawyers are able to assist you with the key legal and documentation aspects of finance, including:

- Corporate finance, loan agreement and funding facilities
- Acquisition finance
- Project finance and property finance
- Intra-group lending
- Personal and corporate guarantee
- Loan refinancing and debt-to-equity swap
- Export financing
- Notes and bonds issuance
- Security arrangement and enforcement (including filing/ registration of security documents and advice)
- Limited legal due diligence for lending transactions (borrowers engaging in various industries)
- Structuring finance transactions including leveraged buy-outs, structured notes, and securitisation
- Equity support arrangements
- Advice on banking multi-finance and insurance regulations
- Regulatory and compliance issues

Capital Markets

We have consistently been the firm of choice for a number of international investment banks in relation to capital market transactions, and we work seamlessly with other global firms specialising in securities work. Our lawyers are well-versed in advising and providing counsel to clients in the following areas:

- Equity offerings including initial public offerings, rights issues, non-preemptive rights, warrants and options
- Debt offerings including bonds, notes, debt exchanges, convertible and exchangeable bonds
- Mergers, acquisitions, and tender offer
- Stock trading and block trades
- Share buyback and resale
- Corporate restructuring and joint ventures
- Corporate Governance
- Regulatory and compliance matters
- Share-based incentive plans
- Affiliated party, conflict of interest and material transactions
- General meeting of shareholders
- Disclosure, announcement and filing
- Confidentiality and insider trading matters
- Legal due diligence and legal opinion



Regulatory

Through PwC's industry-focused network, combined with our lawyers' extensive experience in various industries, we are capable in providing advice on various regulatory regimes and structures. We work with private and publicly listed companies, small businesses, individuals and government across Indonesia, as well as globally. Our work includes regulations in the following industries:

Government & Public Services

- Infrastructure development
- Government bodies
- Regulators
- Education
- International development
- Security
- Smart cities

Energy, Utilities and Resources

- Mining & metals
- Power & utilities
- Oil & gas
- Chemicals
- Water
- Related service providers

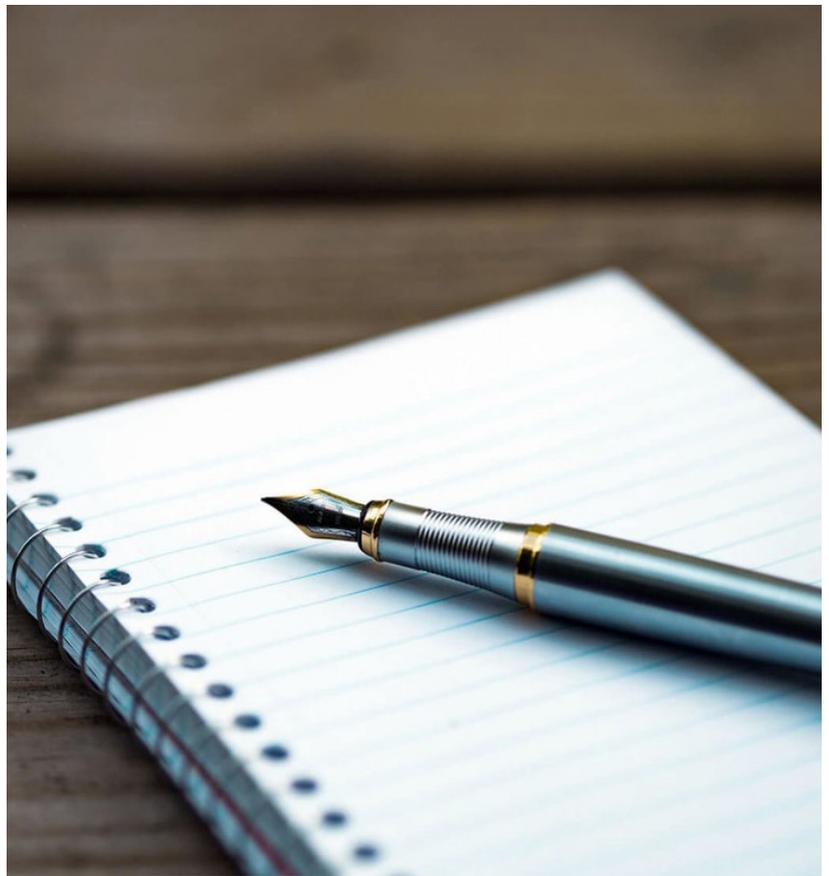
Real Estate

Real estate, whether as a valuable asset or as a liability, is a very important component of most business strategies. Our lawyers will help you with various aspects of your projects, including:

- Acquisitions, disposals, lettings and general management matters
- Legal due diligence for asset, share and loan transactions
- Implementing structuring and corporate re-organisations
- Loan/financing agreements, legal support in negotiations, sale and leaseback transactions
- Regulatory advice, incorporation of fund structure and drafting fund documentation
- Asset and property management agreements
- Advising occupiers on strategy, value realisation, cost mitigation, managing onerous and contingent lease liabilities

Technology, Media and Telecommunication

- Technology
- Information & communication
- Television & other media
- Advertising
- Hospitality and leisure
- Entertainment



Other PwC Indonesia Services

Our lawyers work with experts across PwC's assurance, tax, deals, and consulting teams to provide you with seamless and practical solutions for your business, project or compliance needs. Our multi-disciplinary approach ensures you understand and implement strategies which comply with the complex legal and regulatory obligations that impact your business, projects, and commercial objectives. Some of our services include the following:

Tax Services

PwC Indonesia's Tax Service is considered as one of the leading tax practices in Indonesia with more than 300 tax professionals from different backgrounds, including accounting, legal and finance. Our tax practice includes staff dedicated to thought leadership as well as tax controversy specialists that have previously worked as Indonesian tax officers and tax judges. Some of the related services that our Tax team provides include:

- Tax Dispute Resolutions
 - Tax audit, objection & appeal
 - Supreme Court proceedings
 - Tax audit post-merger
- Inward Investment & Corporate Services
 - Inward investment advisory
 - Business licensing & immigration
 - Investment facilities
 - Corporate secretarial
 - Payroll services
 - Accounting services
- Tax Advisory Services
- Tax Compliance Services
- Transfer Pricing
- Indirect Tax and World Trade Management Services

Digital Services

Advancements in digital and technology are reshaping the way we all do business. By combining deep business and industry insight with digital innovation, our diverse teams of creative, industry and technology professionals help accelerate the successful impact digital can have. We see this technology revolution within our own firm, within the legal profession, and throughout our client base. As a business, we are embracing this revolution, and as advisors we are helping our clients do the same. Our multidisciplinary digital professionals are helping our clients through the following services:

- Governance, Risk, and Compliance
- IT Governance
- Data and Analytics
- Cyber Security
- Enterprise System and Transformation Assurance
- Technology Strategy
- Enterprise Business Applications
- Digital and Emerging Technologies
- IT Portfolio & Program Management
- IT Delivery Optimisation
- IT Infrastructure & Info Management

Capital Projects and Infrastructure

Indonesia is embarking on huge investments to develop its infrastructure, both in the public and private sectors, ranging from ports and airports to toll roads, power plants, water utilities and other major infrastructure investments. We bring together functional and industry expertise to help clients solve complex issues related to infrastructure investing. We have robust experience and a global network to provide services in the area of toll roads, ports, power and water, railways, and other types of infrastructure. We support our clients through the entire life-cycle from the initial structuring process through to development, operation and ultimately asset disposal, including:

- Strategy: Defining market/business needs and identifying regulatory drivers.
- Assessing projects: Analysing project costs, revenues and capabilities; developing a financing strategy; conducting an investment appraisal; conducting a cost-benefit analysis; and developing a business case.
- Developing projects: Assessing project readiness; refining project model; and reviewing contracts and risks.
- Procuring projects: Identifying procurement strategy; selecting and implementing project systems; developing a project contract strategy; selecting and procuring suppliers; and implementing a financing plan.
- Delivering projects: Establishing project management office; controlling, analysing and improving projects; assuring project costs; analysing disputes; and conducting a post-completion review.
- Operating projects: Assessing and improving asset performance.
- Disposing of projects: Evaluating divestiture options and managing asset disposal

Specialised Business Desk

One of the benefits of working with PwC is that we operate with strong cross-border collaboration. PwC Indonesia has specialised business desk teams that focus on supporting Japanese, Chinese, and Korean businesses to connect to the full breadth of our capabilities and experience through a single point of contact who understands you and your business.

Japan Business Desk

- Considered as the leading firm in Indonesia for Japanese Business in terms of number of clients and business volume.
- Strong dedicated team of Japanese expatriates. This team is part of the Global PwC Japanese Business Network that operates in more than 80 countries.
- The most active firm in Japanese Business in Indonesia, conducting various seminars and training events as well as issuing publications in Japanese.
- We work closely with Japanese institutions, including the Japanese Embassy, JICA, JETRO and JJC

Korea Business Desk

- First firm to have a dedicated team for Korean businesses operating in Indonesia, advising on how to set up a business, compliance with regulations and reporting requirements, and assisting in the unique business and market environment in Indonesia.
- We work closely with Korean professional associations, including KOTRA, the Korean Embassy, KAFA (Injaemo), KTA (trading industry), KERA (energy industry) and KFA (financial institutions).

China Business Desk

- We have a team of Mandarin-speaking professionals in all major lines of service, who are fully committed to serving Chinese companies operating in Indonesia.
- A wealth of experience in dealing with the typical issues faced by Chinese companies doing business in Indonesia, encompassing business establishment, tax, due diligence, regulatory compliance, financial reporting and auditing.
- Our well-established connections with PwC offices in China, Hong Kong and Taiwan enables our clients to access markets and professional expertise in those locations as and when they are needed.
- We work together with Chinese business associations in Indonesia and regularly hold seminars and publish thought leadership in Mandarin.

Accolades

Setting the bar in multidisciplinary business advisory services in Indonesia, MDC through the PwC global network continues to assist your organisation to achieve competitive advantage through strategic-driven, forward-looking and on-point legal advisory and solutions to support your business strategy and goals.

More recently, MDC as part of PwC Indonesia has been awarded with the highest industry accolades.



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