

MADI & PARTNERS
FIRM PROFILE

INTRODUCTION

MADI & PARTNERS IS ONE OF THE LEADING LAW FIRMS IN THE MIDDLE EAST.

Madi and Partners is a law firm composed of experienced, reliable and dynamic lawyers. Our clients' best interests are of paramount importance. When focusing on your needs, we factor in the interplay between your legal requirements and commercial priorities, no matter which industry you are in.

The Firm is led by a team of former attorneys who share a common relief, to do business effective in the region, clients need trusted legal advisors on the ground who understand the market and are able to efficiently navigate through the local legal landscape.

OUR STRENGTHS

Established track-record

The Firm has advised local and international clients for over 12 years. Our clients range from Global 500 and Fortune 300 companies, private equity firms, and government agencies, to exchange-listed conglomerates and family groups. Our long-standing relationships in the business community and vast understanding of the legal field is in many respects unrivalled in the UAE. Our attorneys have many years of experience on the ground and bring a wealth of local knowledge and expertise in ways that very few other regional or international firms can.

Leading expertise

The Firm prides itself in providing clients with a full range of 'best in class' legal services in relation to their regional affairs. Many of our attorneys have formal trainings, and are familiar with various legal systems, including both common law and civil law. The Firm is well acquainted with local culture, regulations and administrative practices and is therefore uniquely placed to address issues in the proper legal, commercial and regulatory context - considering the myriad of complex political, economic and cultural implications in the region.

INTEGRATED APPROACH

Our teams operate under a fully integrated practice through our headquarters in UAE. Regardless of the office originating the mandate, we seamlessly leverage team members to ensure we meet our clients' diverse legal needs. Accordingly, each engagement is staffed with attorneys who possess the requisite skills, knowledge and expertise to accomplish the task at hand. Our integrated operating model leads to less duplication and greater efficiency, and also delivers a sophisticated level of overall service to our clients.

Moreover, our team takes particular care in client listening and investing time in understanding our client's business, their challenges and their strategic objectives. This client-centric approach allows us to provide bespoke legal solutions and to deliver practical legal advice relevant to each client's specific needs.

Our clients also benefit from working with legal experts with varied linguistic capabilities (including English, Arabic, French) and unique cultural understanding, resulting in a truly aligned attorney-client relationship.

PRACTICE AREAS

Madi & Partners offers clients a full suite of legal services covering both contentious and non-contentious matters across an array of practice areas. Leveraging our team’s diverse capabilities, clients rely on us to handle their most complex strategic transactions, as well as their day-to-day legal needs.

With dedicated and experienced legal professionals located on the ground in each of the markets that we serve, the Firm applies international best practices to provide clients with prompt and precise legal advice within a local law context.

Our team advises clients across a full range of practice areas, including

- Antitrust & Competition
- Banking & Finance
- Bankruptcy & Insolvency
- Capital Markets
- Corporate Advisory
- Customs
- Dispute Resolution & Litigation
- Franchising
- Funds
- Group Structuring & Restructuring
- Investigations
- Insurance
- Labor & Employment
- Mergers & Acquisitions
- Private Equity & Venture Capital
- Real Estate
- Construction



OUR RELEVANT EXPERIENCE

STRUCTURING & RESTRUCTURING

Our lawyers specialize in advising on group and family restructurings, company formations (including procuring all necessary licenses), joint ventures and strategic partnerships, having undertaken numerous transactions in the UAE for a vast client base.

Our strategic approach allows us to support all levels of investors and entrepreneurs, advising them on creative structures as well as on all licensing and formation requirements. Our services are also regularly sought for drafting and negotiating joint venture agreements and arrangements. We have experience in advising on a wide range of corporate structures and can advise on the commercial and strategic issues involved, as well as dealings with local regulators.

As part of our commitment to go beyond for our clients, our lawyers are able to provide supporting advice in areas such as intellectual property rights and exploitation, regulation and licensing, commercial agreements, and employment and benefits, meaning we have the ability to advise beyond simply the transaction itself.

We have acted on a significant number of joint ventures for corporates, prominent families, international investment houses and banks across the GCC and beyond. Our clients entrust us with their highest profile work in this area and our team will draw on this experience and know-how when advising the client, allowing it to experience legal advice that meets at the intersection of high quality and cost-efficient value.

CORPORATE & COMMERCIAL

Our Firm has one of the most experienced and talented corporate and commercial teams in the Middle East.

our corporate team are well regarded in the UAE for their deep-rooted knowledge and understanding regarding the legalities of conducting business in the UAE. We offer a full range of corporate financial advice, including venture financing, public offerings, strategic alliances, technology transactions and highly complex mergers and acquisitions.

We are known for providing clarity to clients in complex commercial transactions such as cryptocurrency and its legality, enforcement and practical implications under the UAE Laws; advising on the sale/transfer of consolidated plots of land, as well as advice on development agreements and VAT implications; negotiating with business partners and drafting all necessary agreements on behalf of our clients. We provide timely advice to clients with regards to their contractual obligations under UAE laws.

Clients rely on us for their day-to-day corporate advisory needs as well as the more complex transactions, leveraging the skills of our bilingual English and Arabic attorneys to integrate international best practices within UAE law context.

Our team advises on the full range of corporate and commercial requirements at every stage of the company life-cycle, including:

- Mergers & Acquisitions
- Joint Ventures
- Structuring & Restructuring
- Strategic Planning
- Insurance
- Company Establishment & Licensing
- Corporate Governance
- Antitrust & Competition
- Privatizations
- Foreign Direct Investment
- Franchising & Distribution
- Business Agreements & Commercial Contracts

MERGERS & ACQUISITIONS

The Mergers and Acquisitions (M&A) team at Madi & Partners have had great success advising on several high profile, challenging and valuable transactions involving both national and international corporations. Our expertise covers cross border and national mergers, demergers, acquisitions and disposals. The team works with our full-service corporate department advising on all areas of commercial transactions, including incorporations and formations, corporate restructuring, corporate investments, franchising, intellectual property, and banking and finance.

Our involvement begins at the early stages of a transaction by supporting our clients through the negotiation stage, advising on deal structures and assisting with drafting the term sheet. Our team further assist throughout all aspects of a transaction by preparing or performing due diligence, negotiating the share or asset purchase agreement, negotiating warranties and disclosures, drafting any relevant supporting transaction documents, dealing with the necessary approvals and licenses, and managing completion mechanisms.

We believe our experience is unmatched in identifying the most efficient frameworks to drive M&A processes, covering business-specific and regulation-required protocols. M&A requires complex thinking, documentation, and strategic forward planning, all of which are core strengths of our team members.

VENTURE CAPITAL

The start-up ecosystem in the Middle East region has evolved at lightning speed over the past few years, particularly in the UAE. Venture capital financing continues to be on the rise as existing and new regional funds raise and deploy funds, government arms earmark billions of dollars to invest with regional funds or directly in regional start-ups and technology companies, and international venture capital funds start targeting the region.

Over the years, Madi & Partners has developed significant expertise in this sector, by guiding and assisting entrepreneurs as they seek to raise funds to accelerate the growth of their businesses, representing venture funds and corporate investors throughout different investment phases, and advising investors on licensing and regulatory aspects of venture fund formations.

Our knowledge of the regional venture scene and the key players behind it place Madi & Partners in a unique position to provide not only astute legal advice but also the ability to leverage its relationships with different stakeholders to successfully negotiate and close transactions.

Entrepreneurs trust our counsel and value our handholding approach and the manner in which we strongly advocate for their rights. Simply speaking, we believe our experience in the region in the venture capital space is unmatched.

BANKING & FINANCE

With the region's financial markets becoming increasingly sophisticated and regulated, clients require legal experts who are able to navigate the complexities of this constantly evolving sector through local presence and experienced insight. By being at the forefront of market developments and having proven know-how in structuring complex financial transactions, Madi & Partners has become a trusted adviser to lenders, as well as borrowers, in such matters as bilateral transactions, Islamic financing, private equity financing, project finance, debt restructuring, structured finance, syndicated loans and financial institutions regulation. We understand how to apply local nuances to intricate transactions in order to successfully close deals in today's global market. Clients rely on us for their day-to-day advisory needs as well as the more complex transactions, leveraging the skill of our bilingual Arabic and English team to integrate international best practice within a local law context.

Our team of banking and finance specialists provide clients with a professional legal advisory service, including drafting and reviewing documents, as well as conducting due diligence.

Our team regularly advise on structured finance transactions, corporate restructuring, privatization, acquisition finance and debt capital market transactions. We further Provide procedural advisory to foreign banks intending to establish subsidiary and branches in the UAE.

Also, We Provide legal opinions to foreign banks on transactions entered into with UAE and borrowers or guarantors, and assist the master agents of offshore funds. We secure financial assets, and draft loan agreements and all related documents.

Our experienced team Implements all the securities required by local and international banks, including; commercial, real estate and maritime mortgages as well as the pledge of shares and corporate guarantees.

REAL ESTATE

Our knowledge of UAE property law is comprehensive, with extensive and diverse commercial real estate experience which spans all types of properties and at every stage from planning and acquisition to disposition, financing, development, leasing and operation. Our clients benefit from our responsive, reliable advice particularly on matters such as joint ventures, land use, zoning and planning. We have extensive experience handling multi-estate transactions.

Over the years, we have executed transactions on behalf of a wide variety of participants including, investment banks, sellers, developers, mortgage providers, operators, contractors, and public sector entities.

Our attorneys guide clients through the full cycle of a real estate transaction, from the creation of the entity to structuring, purchase/sale negotiation, financing, construction, leasing, property management and disposition. Our knowledge base spans across multiple real estate sectors including specialized sectors such as healthcare, logistics and hospitality.

We further provide first class commercial advice on all issues relevant to real estate matters. When our clients are looking to obtain real estate, either on-shore or off-shore, our corporate specialists advise on the procurement and/or disposal of real estate across the region. We work in tandem with our clients to ensure any potential risk to their projects is minimized.

Additionally, our team has advised clients on multitude of relevant real estate engagements, including mergers, acquisitions and sale and leaseback transactions. Our experience also includes advising numerous UAE Capital Market Authority (CMA) authorized persons (“APs”) and Capital Market Institutions (“CMIs”) on the structuring and/or formation

CONSTRUCTION

The construction industry in the UAE is one of the most demanding in the world and construction disputes are an area we frequently advise on.

Madi & Partners boasts an expert and globally diverse team of lawyers from both civil and common law backgrounds, whose strengths lie in advising on both contentious and noncontentious matters in the MENA region. We have a comprehensive understanding of the industry, enabling us to offer our clients a complete service in both commercial matters and dispute resolution. Our advisory service draft and review standard and bespoke contracts, provide guidance on UAE local law compliance and, should the need arise, will represent you in court or at arbitration hearings.

Our lawyers represent a broad range of clients including developers, contractors and state-owned entities in large-scale construction and infrastructure related arbitrations and other disputes.

Our construction expertise is not limited to dispute resolution. We provide front-end services including drafting construction agreements, advice related to regulatory matters, private equity funds, and end user and infrastructure agreements. We offer negotiation with various third parties, including subcontractors. On the back-end we regularly advise on diverse construction claims regarding infrastructure, delay, prolonged costs, variations and damages.

DISPUTE RESOLUTION, LITIGATION & ARBITRATION

Made & Partners is widely known as being a disputes-focused practice, specialising in local and international litigation, arbitration and mediation in the UAE and the wider Middle East region.

Our lawyers have been advising both local and international clients in the region for over two decades, on a range of contentious and non-contentious matters and therefore have an exceptional working knowledge of the laws, courts and various government authorities in the UAE. Our DIFC registered practitioners are extremely competent in common law matters and knowledgeable in the rules and regulations of the DIFC courts.

The Firm's attorneys deliver their experience and strategic mindset to defend your claim, whilst navigating through any complexities. Our attorneys are able to assess your case, proceed in the optimum dispute resolution and arbitration courts, forums and centers, summarize evidence, apply the requisite litigation and arbitration rules, strategically craft arguments, and ensure that all litigation and arbitral awards are ratified and enforced in local courts.

Moreover, our expertise cover disputes under the rules of all major arbitral institutions such as the ICC, DIAC, DIFC-LCIA and ADCCAC.

REGULATORY

A deep understanding of the regulatory landscape is a pre-requisite to offering successful legal counsel, a strength that sets our firm apart. With economic volatility, socio-political risks and shifts in investor confidence, which makes the regulatory environment even more complex, we stand out for our strong local presence in the UAE and our understanding of all regulatory requirements. We also have the experience of working with regulators and ministries, enabling us to offer unmatched legal advice.

We have drafted regulations for government ministries and departments as well as for private sector leaders. Our experience in drafting public private partnerships (**PPPs**) is another differentiating strength. Over the years, we have extended informed counsel to Fortune 100 and 500 companies as well as leading regional business conglomerates to help them navigate and add value towards their growth.

From providing detailed reports of the regulatory landscape, we also help test and implement compliance programmes as well as support in risk assessment and management. With a focus on upholding ethical practices and ensuring adherence to corporate governance protocols, we guide our clients in current and forward planning, which is key to the long-term and sustainable growth of any business or entity.

REGULATORY

Our team members have advised on matters relating to the following UAE regulators:

- Dubai Multi Commodities Centre
- Dubai Financial Services Authority
- Dubai International Financial Centre
- Dubai Airport Freezone Authority
- Dubai Development Authority (and its various subsidiaries)
- UAE Telecommunications Authority
- Department of Economic Development
- UAE Central Bank
- Ministry of Economy
- Dubai Media Council
- Jebel Ali Freezone Authority
- Telecommunications Regulatory Authority
- Dubai Silicon Oasis Authority
- Dubai Design District
- Dubai Healthcare City
- Dubai Health Authority
- Ministry of Health and Prevention
- Ministry of Energy and Industry
- Abu Dhabi Global Market
- Abu Dhabi Health Authority
- Ras Al Khaimah Economic Zone

REGULATORY & GOVERNMENT RELATED ENGAGEMENTS

Hardly any aspect of setting up, incorporating, and operating a business in the Middle East is unaffected by federal and local government influence. Following traditional legal channels and use of the courts or regulatory agencies often fails to yield the best results.

Each government body often has its own rules and regulations which must be strictly followed. Then there are the unwritten rules, customs and manners that different government officials or offices often have which must always be considered.

Our extensive experience and trusted relationships with government entities and senior officials give us a strategic edge. We know that an effective legal solution requires an understanding of the political process and landscape and longstanding trusted relationships with key governmental stakeholders. Our lobbying efforts and creative legislative solutions have assisted many clients: our wide-ranging knowledge and understanding of customs, tax and individual company formation gives us the competitive advantage.

Matters where we have assisted clients in navigating matters with governmental entities in the United Arab Emirates are illustrated in the following slides.

LABOR & EMPLOYMENT

Our lawyers have developed and honed skills in providing the most comprehensive employment law advice. Our local and regional coverage of labor and employment laws allows us to provide the optimum service to our client base, that includes, and is not limited to a large number of multinationals, government owned entities, as well as regional and local companies and family groups.

Our capabilities range across the full spectrum of employment work, including transactional work, day to day labor-law advice and employment litigation. We pride ourselves on guiding our clients through the complex and ever-changing employment environment in the region, aiming to provide commercially viable and cost-effective advice. Knowledge in this area is key so we ensure that our lawyers remain ahead of the curve with regards to any changes in applicable laws, with a view to maintaining clear and regular communication with our clients to relay these changes. Our expertise spans all aspects of employment law in the public and private sectors.

GLOBAL TRADE & TAX

GCC countries are rapidly reforming their global trade and tax regimes.

Tax authorities, increasingly robust and sophisticated in pursuing and securing higher revenues, leave many businesses with adverse findings, unclear rationale, limited response time, large assessment amounts and even suspended operations.

Each tax authority likely has written and unwritten rules, interpretations and policies, nuanced regulations, customs, and manners of different government officials or offices to be considered. New legislation rollouts, global tax changes and constant revenue initiatives require client adaptation, not to mention pressing timelines. These context-specific factors mean companies must survive in a rapidly-changing, highly administrative and trying trade and tax environment.

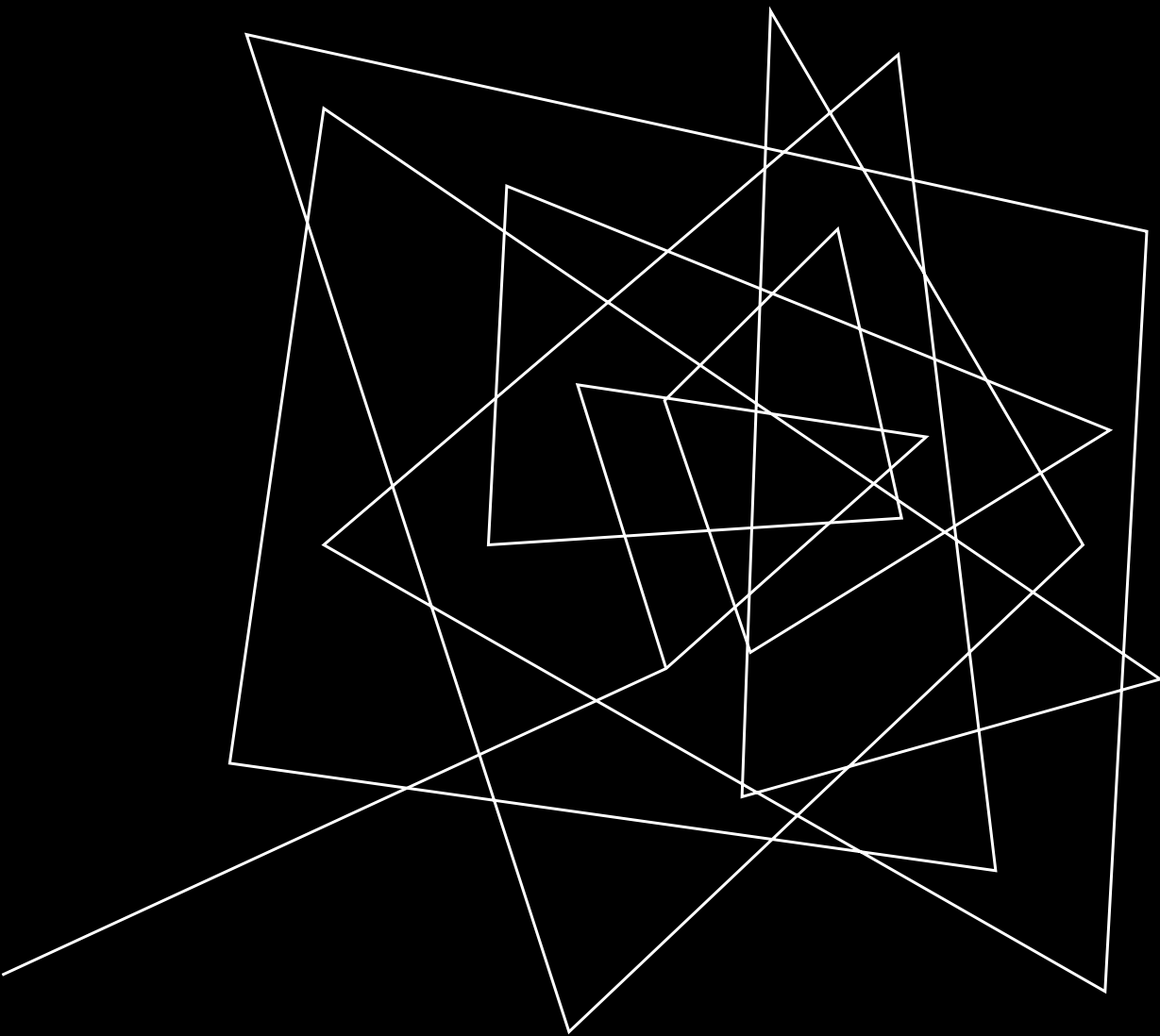
Our specialized team of internationally trained lawyers are vastly experienced in global trade and tax law. We pride ourselves on trusted relationships with key government entities, legal forums, key stakeholders, alliance law firms and consulting firms in the region, while we leverage lobbying efforts and develop creative legal solutions to fit client needs. This gives us the regional competitive advantage and a specialized strategic edge.

Madi & Partners seeks to provide you with astute, specialized and technical legal support to achieve effective collaboration with you and your partners.

FAMILY GOVERNANCE

The ability to advise regional family groups, on family governance and succession planning requires not only a solid understanding of best practices, but also an intimate understanding of the regional regulatory frameworks that govern family group entities. Our team has been at the forefront of advising regional family groups on creative structures and family governance for over 15 years. Family groups trust us not only when it comes to structuring and family governance matters, but also in relation to all of their transactional and day-to-day requirements.

Our deep-rooted understanding of relevant regulations in the UAE, combined with our track record of advising families implement bespoke legal and governance structures places us in a unique position amongst our peers. Our ability to work with multi-generational members of families, communicate seamlessly with them in Arabic and English, coordinate with other selected advisors and specialists, and think out of the box when assessing the most suitable legal structures allows us to effectively cater to each family and mandate and add value well beyond that of traditional lawyers.



Please note that the information contained herein is for information purposes only. The information herein does not claim to be comprehensive or provide accurate or complete legal advice. The information provided was current as of the date of publication and does not necessarily reflect the present law or regulations. For these reasons, we do not intend the information provided to supplement or be a substitute for independent legal advice. Any reliance on this information is solely at your own risk. Accordingly, to the fullest extent permitted by law, we exclude any liability or responsibility for any loss g from which may arise as a result of your reliance upon the information contained herein.

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