

# Dechert and the Law Firm of Hassan Mahassni

PROVIDING COMPREHENSIVE LEGAL  
SERVICES IN MENA, ASIA AND BEYOND

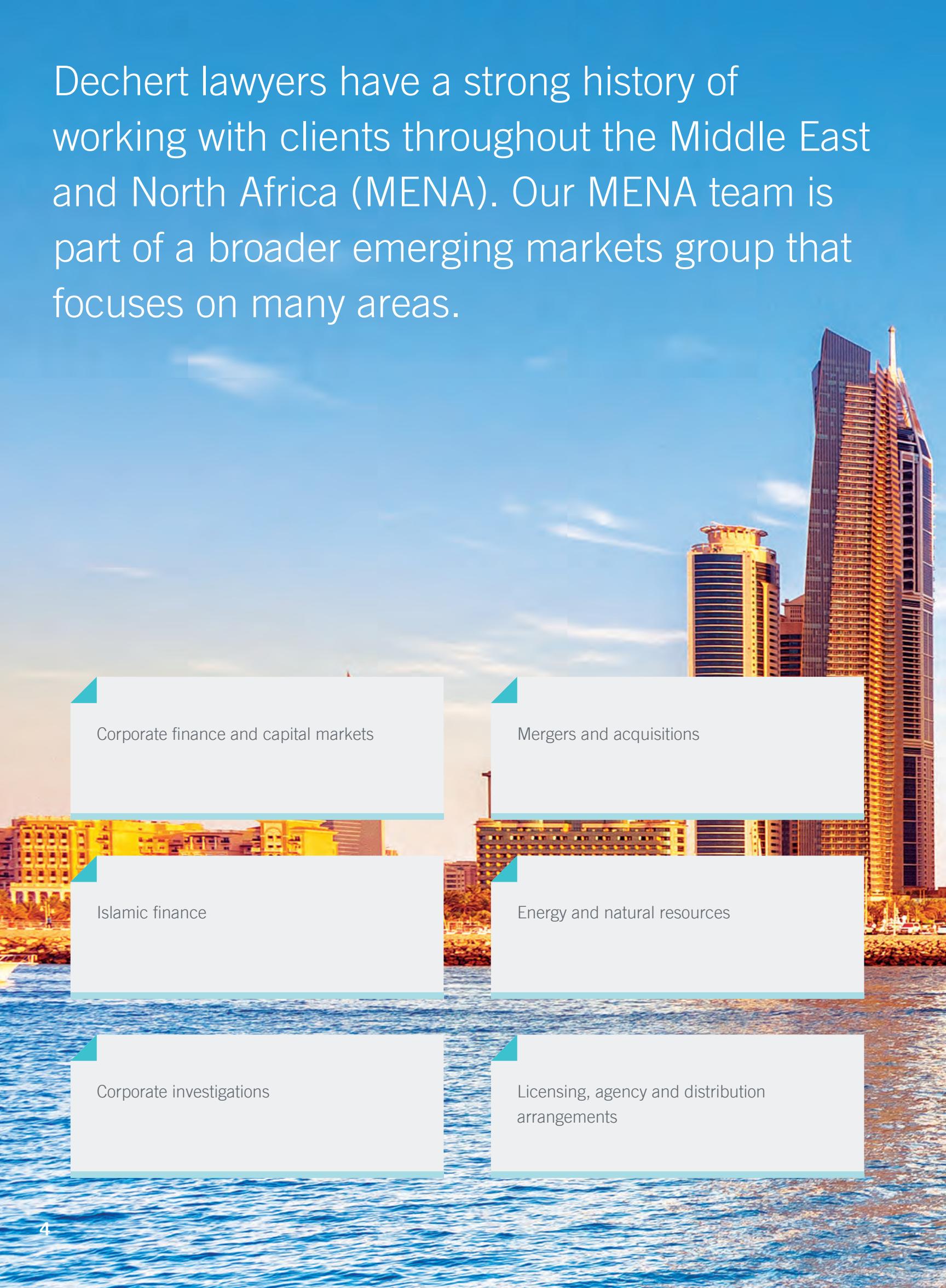


900+	LAWYERS
40+	LANGUAGES
30	OFFICES
14	COUNTRIES
1	ASSOCIATION

The global resources and innovation of Dechert come together with the deep experience and local know-how of the Law Firm of Hassan Mahassni to provide comprehensive legal services to those seeking growth and competitive advantage in the Middle East.

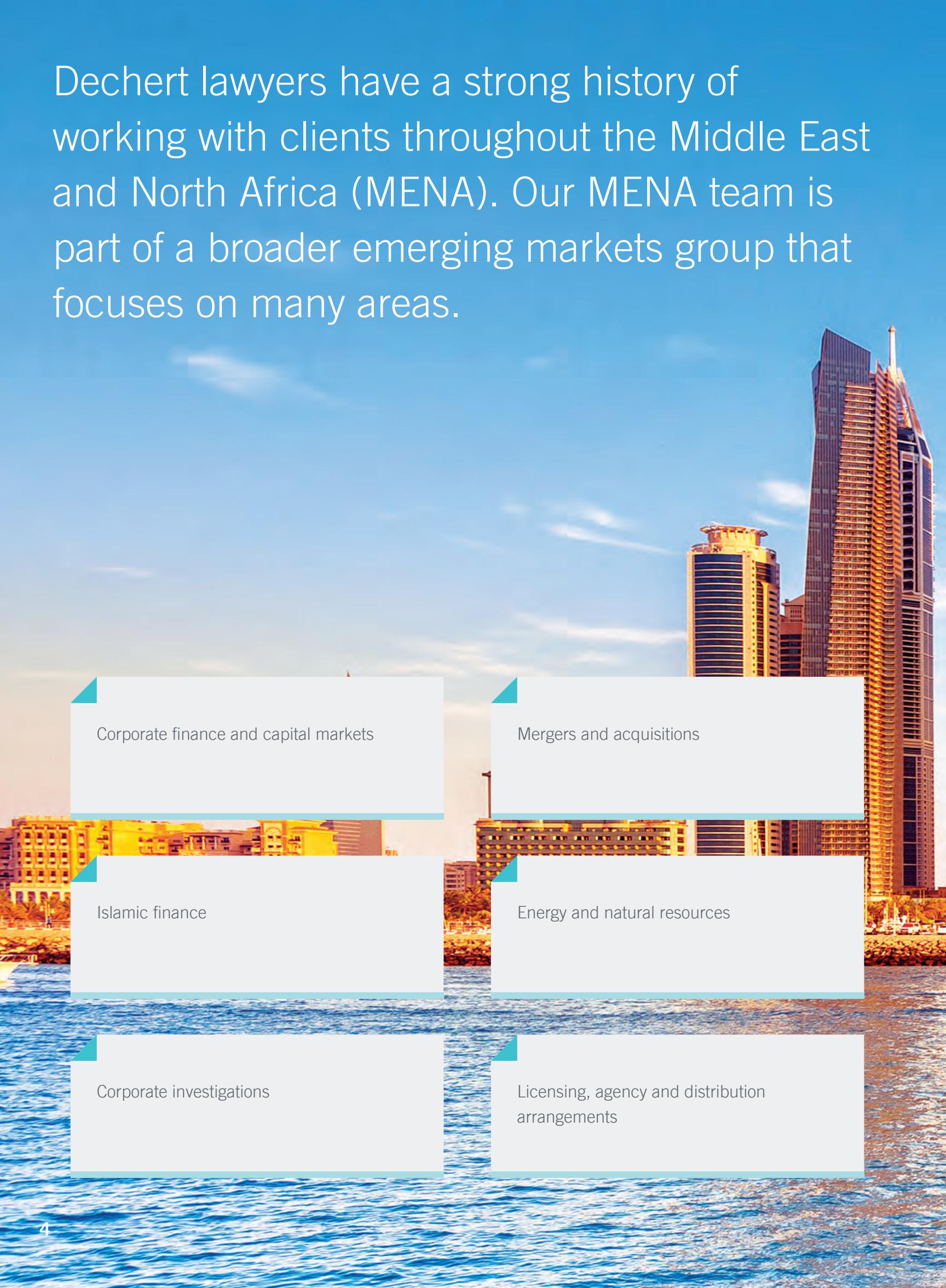


Dechert lawyers have a strong history of working with clients throughout the Middle East and North Africa (MENA). Our MENA team is part of a broader emerging markets group that focuses on many areas.

The background of the slide features a photograph of a coastal city skyline at sunset. The sky is a warm orange and yellow, reflecting off the water in the foreground. Several modern skyscrapers are visible, with one prominent tower on the right side of the frame.

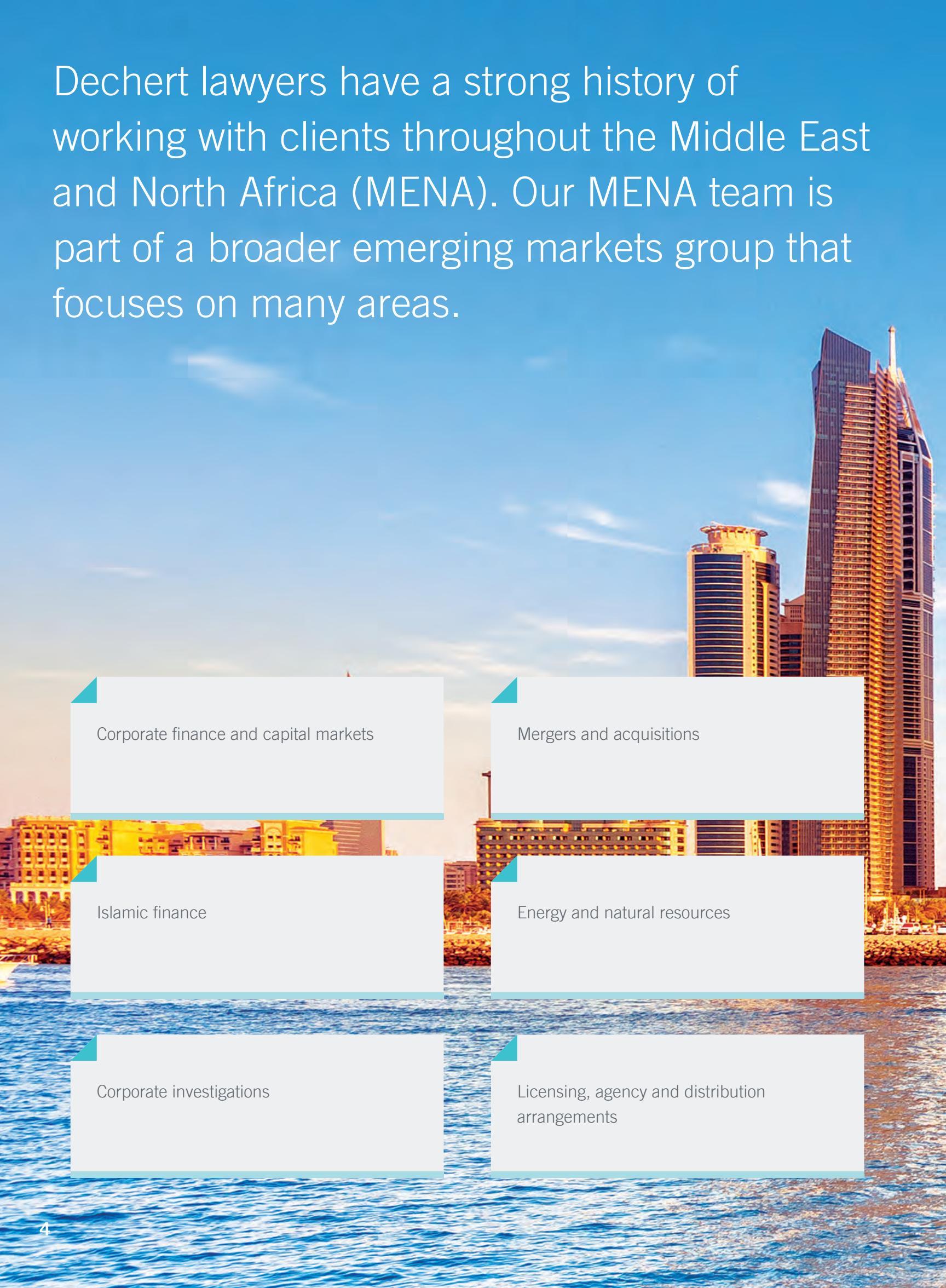
Corporate finance and capital markets

Mergers and acquisitions

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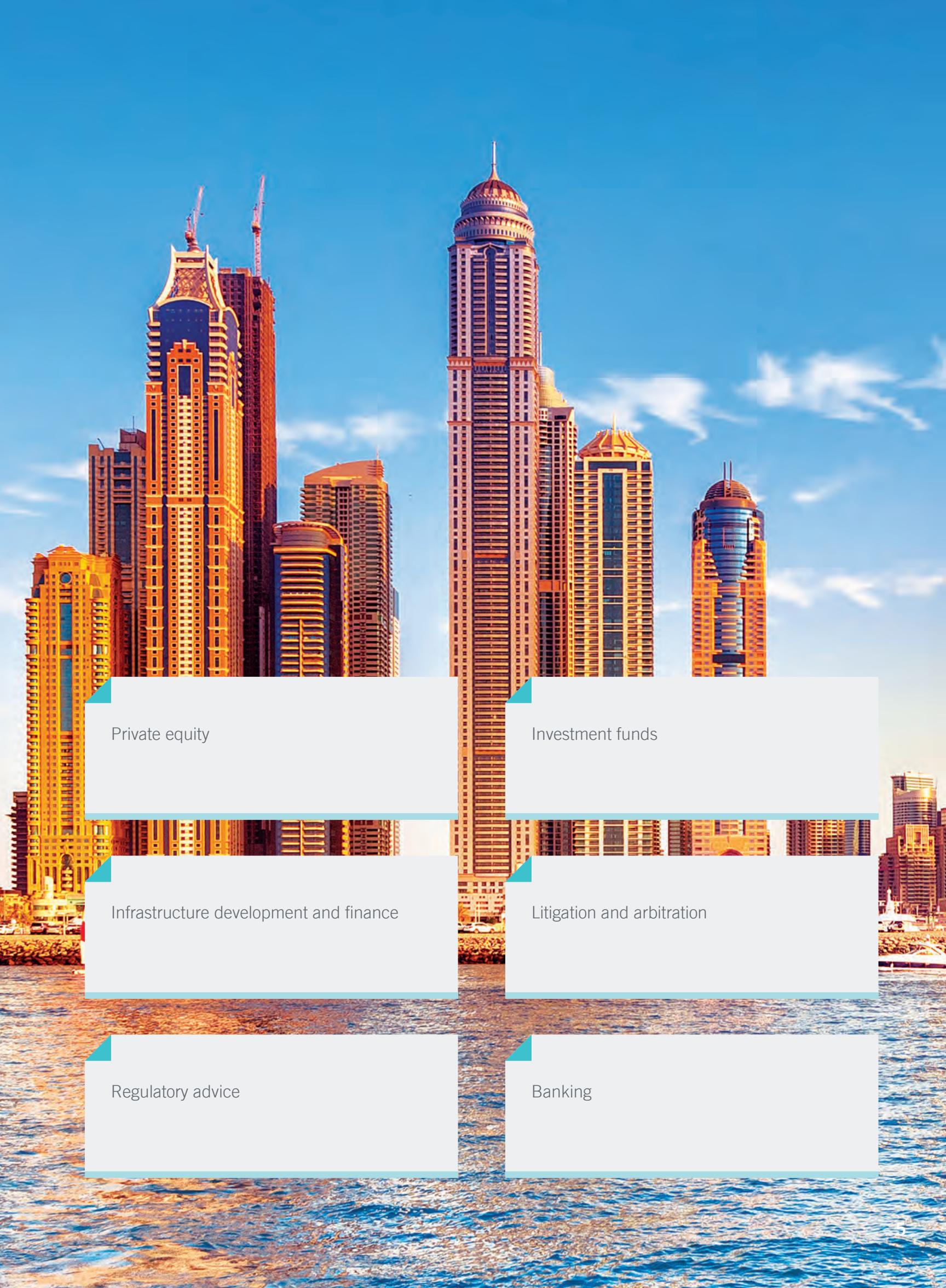
Islamic finance

Energy and natural resources

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Corporate investigations

Licensing, agency and distribution arrangements



Private equity

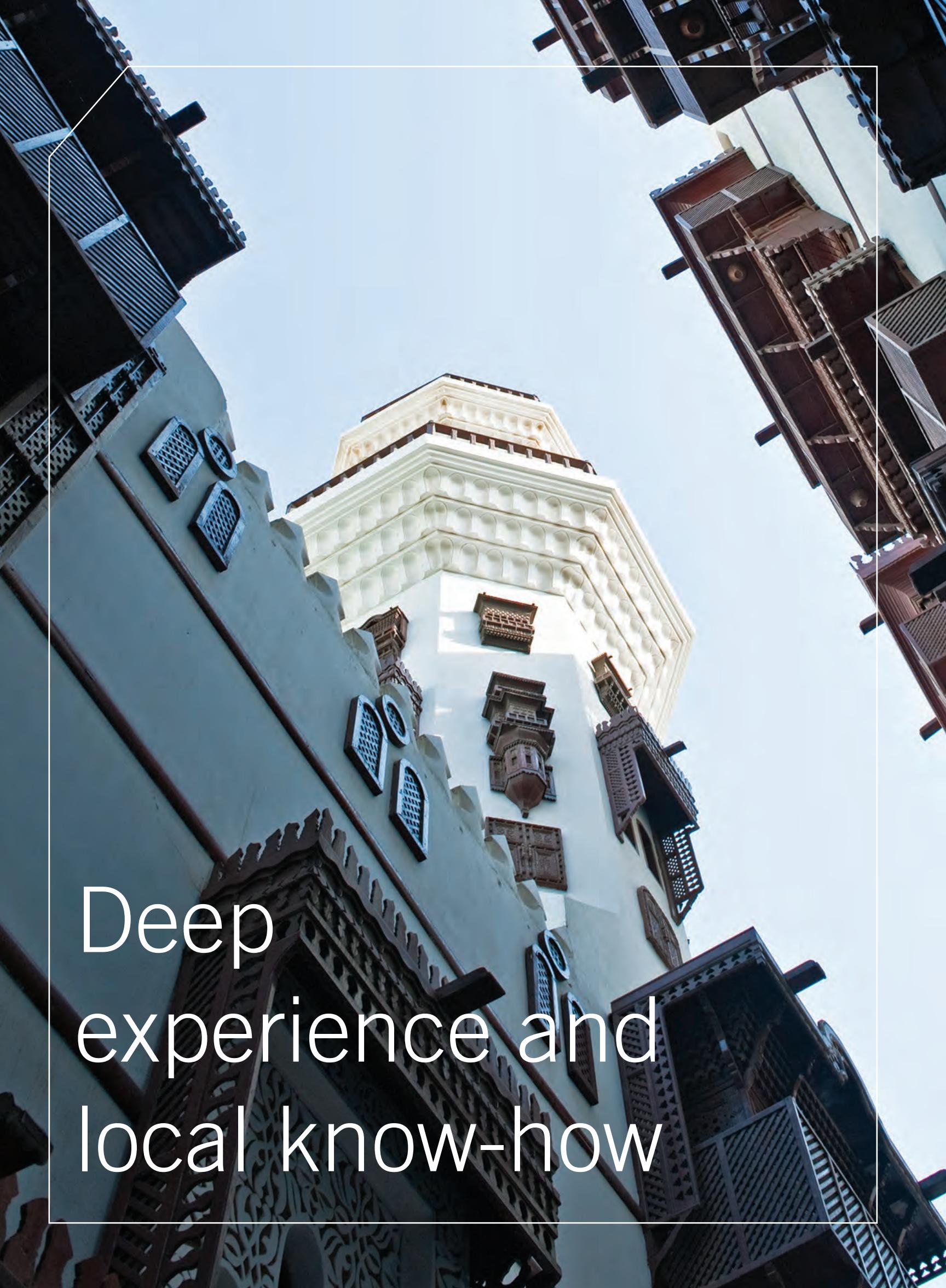
Investment funds

Infrastructure development and finance

Litigation and arbitration

Regulatory advice

Banking



Deep  
experience and  
local know-how

Dechert's resources in the region are complemented by the experience and deep insights of lawyers in the Law Firm of Hassan Mahassni, with whom we have established an association. Since its founding in 1970 by prominent lawyer Hassan Mahassni, the firm has built a large local and regional practice focused on litigation and arbitration, and domestic and international corporate, commercial and financial transactions, including joint ventures, mergers and acquisitions, capital market transactions, banking, financial services, project finance and Islamic finance. The firm has offices in Jeddah, Saudi Arabia's traditional commercial center and second-largest city, as well as in Riyadh, Saudi Arabia's capital.

By combining regional knowledge and experience with an international network of lawyers, we provide comprehensive legal services to clients with interests in MENA, Asia and beyond. Our regional offices are staffed with internationally and domestically qualified lawyers who have capabilities in Arabic, English, French and other languages.

# Our services

## MERGERS AND ACQUISITIONS

We are recognized as a leading advisor for M&A deals in MENA, representing buyers, sellers, lenders, advisers, private equity and other financial sponsors in complex commercial transactions, dispositions or acquisitions in a range of industries, including those that are highly regulated. We guide companies in M&A matters in a wide variety of contexts, including competitive auctions, exclusive transactions, club deals, carve-outs and joint ventures. We focus on structuring successful deals, advising on related regulatory matters and protecting clients' interests throughout all phases of a transaction. We also work across the entire lifecycle of acquisitions and divestitures in Saudi Arabia or on behalf of clients based in Saudi Arabia – from inception and preliminary transaction documents, to receiving bids and conducting due diligence, to negotiating and finalizing purchase agreements.

## PRIVATE EQUITY AND INVESTMENT FUNDS

We have one of the leading private equity, fund formation and alternative investment practices in the world. Our proven track record in the execution of private equity transactions spans all countries in the MENA region.

Our private equity team advises on all phases of the investment lifecycle. We structure funds for cost, tax efficiency and good governance and execute fund investments that maximize value. Our lawyers place particular emphasis on providing structures for and accomplishing successful exits, whether by trade sale, secondary buyout, market flotation or refinancing.

Our fund formation lawyers have been involved in a broad range of open-ended and closed-ended public and private equity funds, real estate funds, Shari'a-compliant funds, venture capital funds, hedge funds, country-specific funds, debt securities funds, leasing funds, mezzanine funds, feeder funds, aviation funds, energy funds, infrastructure funds and funds of funds.

## INTERNATIONAL CAPITAL MARKETS

Our lawyers execute complex, market-leading, cross-border financial transactions throughout the MENA region and have been instrumental in the development of capital markets there. We regularly represent the full spectrum of offering participants in public and private debt, equity, equity-linked and other securities offerings. We also have strong relationships with leading local law firms in all Gulf Cooperation Council (GCC) countries and in the wider MENA region.

Notably, the team has advised in connection with more than 100 sovereign debt issuances, as well as on many transactions in the region that were the first of their kind. We are also actively involved on behalf of issuers and purchasers of securities in Saudi Arabia and elsewhere in the Middle East. We help our clients draft and negotiate underwriting agreements, create prospectuses, comply with listing requirements, and clear all necessary hurdles to achieving goals in a timely fashion.

## INTERNATIONAL LITIGATION AND ARBITRATION

Our lawyers frequently handle our clients' most difficult and important litigation, arbitration, mediation and dispute resolution matters. Our MENA litigators have successfully represented clients in trial and appellate courts and before government agencies, prosecutors and administrative bodies. We also have significant experience in handling various forms of alternative dispute resolution, particularly in commercial arbitrations, investment treaty disputes, court actions arising from commercial contracts, and issues arising from conflicts between laws.

Our team represents clients in matters before all of Saudi Arabia's courts and tribunals, including the Board of Grievances, both in administrative cases involving the Saudi Arabian government and in commercial cases between private sector litigants, the Negotiable Instruments Offices, the Shari'a courts, the Primary and Supreme Labor Commissions and the Committee for the Settlement of Banking Disputes at the Saudi Arabian Monetary Agency.

# Our services

## CORPORATE INVESTIGATIONS

We routinely advise our organizational clients on corporate criminal matters and regulatory enforcement actions around the world. Our lawyers assist in the design and implementation of corporate compliance and ethics programs and systems of internal controls, counsel clients on voluntary disclosure to enforcement authorities, and work with corporations to maximize the benefit of cooperating with government authorities. We are frequently called upon to conduct internal investigations on behalf of corporations, boards of directors and audit committees into issues related to corporate governance, alleged breaches of securities laws or criminal activity. Our MENA team has negotiated deferred prosecution agreements and corporate integrity agreements and has been retained as independent monitors under such agreements.

## ISLAMIC FINANCE

We structure, develop, document and negotiate all forms of finance products using Islamic finance techniques and principles. Our MENA team has represented both regional and international investment banks in structuring sophisticated Shari'a-compliant offerings. We have extensive experience working with Islamic scholars and Shari'a supervisory boards of financial institutions, and we routinely assist clients in developing innovative products for both the institutional and retail markets.

## ENERGY AND NATURAL RESOURCES

Our energy team draws on considerable experience in the oil, gas, petrochemicals, power generation and water industries as we advise on mergers and acquisitions, joint ventures and complex regulatory issues, as well as environmental and health and safety law. Our clients include governments, oil and gas majors, utilities, power generation and distribution companies, contractors, major energy consumers, banks and other financial institutions. We focus on finding innovative, commercially driven solutions to the range of operational, organizational, regulatory and financing issues that our clients face every day.

## INFRASTRUCTURE AND FINANCE

Our lawyers regularly structure and close some of the most innovative project finance transactions in the MENA region. We advise clients on the development, financing, construction, operation and acquisition of the largest capital-intensive projects and facilities, from refineries, steel mills and petrochemicals plants to ports, airports, toll roads, mining projects, paper mills, electric power projects and oil and gas projects.

Our extensive international experience includes the full range of transaction structures used in public private partnership (PPP) projects, including privatizations, joint ventures, government-owned/contractor-operated arrangements and outsourcing contracts.

Many of our projects have been the first of their kind, or the first conducted in that particular jurisdiction. We also develop limited-recourse project financing as a means of financing Saudi Arabia's vast capital requirements in the industrial, utility and other infrastructure sectors.

## REGULATORY COMPLIANCE AND PUBLIC POLICY

We provide comprehensive regulatory advice to clients operating in the financial services, insurance and banking industries in the region, including on all aspects of Dubai International Financial Centre (DIFC) law and regulations as well as compliance with Dubai Financial Services Authority (DFSA) regulations. We regularly assist clients with obtaining licenses for investment banking, asset management and fund administration activities, including Shari'a-compliant licenses, in most jurisdictions in the region.

## BANKING AND FINANCIAL SERVICES

We act as transaction counsel to numerous Saudi Arabian, Arabian Gulf and European lenders and borrowers in connection with loan and syndicated loan facilities and other financing transactions. We also advise various export credit agencies on a transactional basis and act as counsel in connection with other financial products and services.

Recognized leaders in the region

The **Law Firm of Hassan Mahassni** “represents a collection of the **biggest names in the country**, including banks and governmental entities, on a range of finance matters.”

BANKING AND FINANCE, SAUDI ARABIA  
CHAMBERS GLOBAL, 2016

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**Dechert’s** “team members are very effective at addressing **multi-jurisdictional issues.**”

CORPORATE/COMMERCIAL (UAE)  
CHAMBERS GLOBAL, 2016

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## THE LAW FIRM OF HASSAN MAHASSNI

“ A well-established name in the Saudi dispute resolution market, attracting large Saudi businesses clients. . . . Also has expert knowledge of ADR proceedings, such as arbitration and mediation, and attains **numerous successful settlements** for its clients outside of the courtroom.”

CHAMBERS GLOBAL, 2016

Dispute Resolution (Band 2), Saudi Arabia

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“ A long-standing name in the market which attracts **loyal clients.**”

CHAMBERS GLOBAL, 2015

Corporate/Commercial, Saudi Arabia

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## DECHERT LLP

“ A dedicated team that routinely advises **global clients** on the structuring and formation of **DIFC-domiciled funds**, with significant additional experience of matters relating to hedge funds.”

CHAMBERS GLOBAL, 2015

Investment Funds, Middle East-wide

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“ Particularly active in arbitration relating to the **financial services sector**, including shareholder disputes and issues relating to regulation.”

CHAMBERS GLOBAL, 2015

Dispute Resolution (UAE)

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# Our team

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### About Dechert LLP

Dechert is a global law firm focused on sectors with the greatest complexities and highest regulatory demands. We deliver practical commercial insight and judgment to our clients' most important matters. Nothing stands in the way of giving clients the best of the firm's entrepreneurial energy and seamless collaboration.

### About the Law Firm of Hassan Mahassni

The Law Firm of Hassan Mahassni is one of the most prominent law firms in Saudi Arabia. With offices in Jeddah and Riyadh, it has a large local and international practice focused on corporate, commercial and financial transactions, including joint ventures, mergers and acquisitions, capital market transactions, banking, financial services, project finance and Islamic finance. The firm also has a significant litigation practice before courts and other adjudicatory authorities throughout the Kingdom of Saudi Arabia.