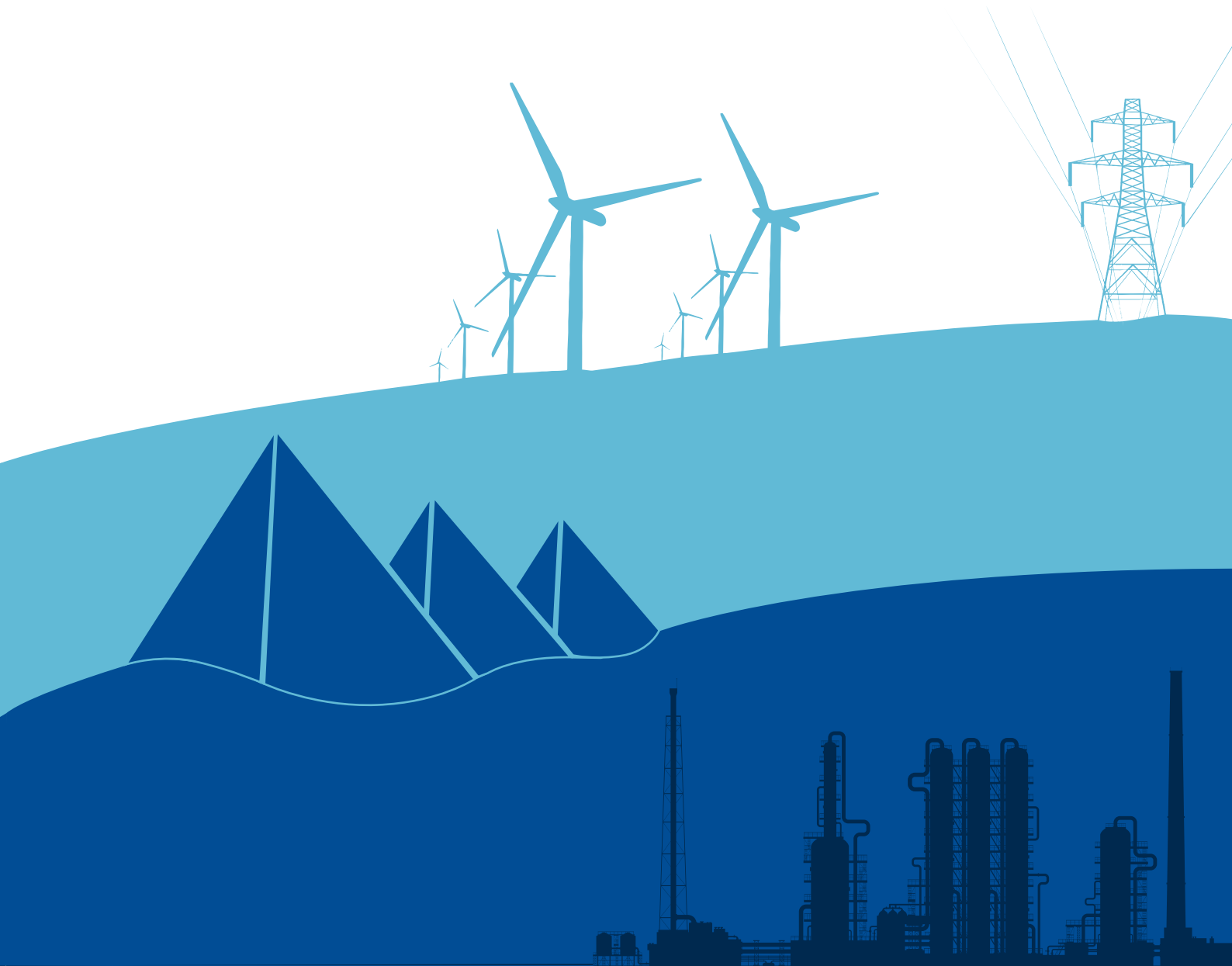


# ANDREWS KURTH

## + OPEN CHANCE

HELAL FARGHALY LAW FIRM



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& ASSOCIATES  
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KURTH**

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## **OUR COLLABORATIVE APPROACH**

Andrews Kurth and Open Chance have been working closely together to deliver the full array of legal services our clients need to assure compliance and maximum benefits under Egyptian law, while at the same time working within and responding at the most sophisticated level to the demands and opportunities presented by the international project development and financing communities. We find great professional and personal satisfaction in participating together in the growth and development of the Egyptian economy.

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# ANDREWS KURTH

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AUSTIN    BEIJING    DALLAS    DUBAI    HOUSTON    LONDON    NEW YORK  
RESEARCH TRIANGLE PARK    THE WOODLANDS    WASHINGTON, DC

## WHO WE ARE

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Founded in 1902, Andrews Kurth is a full-service law firm with 10 offices covering the Middle East, Asia, Europe and the US. Andrews Kurth has maintained a leading reputation in the global energy industry for more than a century, with a successful track record of depth and breadth that few other firms can match. With over 200 lawyers dedicated to and working exclusively in the energy sector, we consider this sector a core strength.

We work together with our clients and across all our offices to build the best team for each project, deploying a multi-disciplinary approach that combines legal knowledge, industry experience, local know-how and individual strengths. We strive to provide our clients with high quality legal advice that is commercially effective and efficient. No matter what their geographic or business diversity, our clients can depend on us to manage large complex multi-jurisdictional transactions and projects.

Our lawyers advise clients on:

- International business expansion
- Asset acquisitions and divestitures
- Capital market and commercial bank financings of all types
- Corporate issues (including board and committee counseling, and corporate compliance and investigations)
- International arbitration
- Technology and intellectual property issues
- Project financing
- Regulatory matters
- Reorganizations and restructurings
- Securitizations and structured financing
- Tax matters
- Infrastructure projects
- Oil and gas projects and transactions

# HOW WE WORK

The lawyers at Andrews Kurth (Middle East) DMCC advise clients on all aspects of planning and implementing our clients' business plans to establish and expand programs in the region. The team has many years of experience advising on matters in the Middle East and surrounding regions. They also have extensive connections with international energy industry participants, including in the North Sea (UK, Scandinavian and Dutch offshore fields) and the Gulf of Mexico/Houston producing regions.

**Our team has deep knowledge of and connections in the “golden triangle” of the Gulf of Mexico, North Sea and Middle East.**



The firm's presence in the Middle East enhances our service platform and enables us to better assist clients with projects and assignments in:

- The GCC Countries (the United Arab Emirates, Saudi Arabia, Qatar, Bahrain, Kuwait and Oman)
- North Africa, the Red Sea and the Mediterranean
- Iraq
- Iran (subject to legal sanctions compliance)
- Sub-Saharan and East Africa
- Turkey and the Black Sea
- The Caspian/South Former Soviet Union (FSU) Regions
- India and the subcontinent
- China and select Asia-Pacific locations

In addition to our core team in Dubai, we are able to serve clients using knowledgeable consultants and local law firms within the region. These value-add services support our cultural awareness and tradition of respectful business practices in the commercial marketplace, reflecting our understanding of and compliance with the nuances of local laws and enabling us to build common ground amongst all parties in transactions centered in the Middle East.

## OUR FOCUS ON ENERGY

Our lawyers have experience in all areas of the energy industry, including:

### Alternative Energy

We are a leading firm in renewable energy fuels, power, regulation, investment and environmental trading. Our lawyers get deals done by helping clients navigate the complexities of renewable energy projects and maximize available tax, financial and environmental credits and incentives for biofuels, clean energy, solar energy and wind energy.

### Oil and Gas

As counselors to domestic and international oil and gas leaders, we use our experience in all facets of the oil and gas industry to guide a range of clients from upstream, midstream and downstream.

### Liquefied Natural Gas (LNG)

When counseling top sponsors, advisors and lenders on LNG projects and financings, Andrews Kurth brings technical experience to bridge the gaps between all parties. We counsel on both the investment and the industry side of sophisticated LNG transactions and associated regulatory guidance.

### Energy Regulations

Andrews Kurth advises clients on meeting competitive challenges while remaining compliant with regulations in jurisdictions around the world. Our prominent reputation as counselors on issues pertinent to the industry is based on decades of experience advising on the issues related to pipeline regulations.

### Electricity

Andrews Kurth represents the owners and developers of electricity projects in all aspects of acquisition and development of their projects. We also represent participants in the electric industry before public utility commissions. Our broad experience includes navigating the wide array of contracts, statutes and regulations that affect our clients.

## OUR INDUSTRY RECOGNITIONS

Andrews Kurth is continually recognized by the leading publications and directories as a top firm for transactions, project finance and dispute resolution advice in the energy industry. Our recent rankings and awards are included below.

### *Chambers and Partners Global*

- Recognized as one of the leading Renewables & Alternative Energy (Projects) practices in the US
- Recognized as one of the leading Oil & Gas (Projects) practices in the US
- Recognized as one of the leading Oil & Gas (Regulatory & Litigation) practices in the US
- Recognized as one of the leading Oil & Gas (Transactional) practices in the US
- Recognized as one of the leading Corporate/M&A practices in Latin America
- Recognized as one of the leading Projects (Foreign Desks in Latin America) practices in the US

### *The Legal 500*

- Recognized as one of the most recommended law firms for Energy (Renewables and Alternative Energy) in the US
- Recognized as one of the most recommended law firms for Energy (Regulatory) in the US
- Recognized as one of the most recommended law firms for Energy (Transactions) in the US
- Recognized as one of the most recommended law firms for Project Finance (Advice to Sponsors) in the US
- Recognized as one of the most recommended law firms for Real Estate and Construction in the US
- Recognized as one of the most recommended law firms for Mergers, Acquisitions and Buyouts in the US
- Recognized as one of the most recommended law firms for Corporate Restructuring in the US
- Recognized as one of the most recommended international law firms for Projects & Energy in Latin America
- Recognized as one of the most recommended law firms for International Arbitration in the UK

# ANDREWS KURTH

## OUR TEAM

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### **Hugh Fraser**

**Managing Partner, Dubai**

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Hugh is the Managing Partner of Andrews Kurth (Middle East) DMCC located in Dubai. He is a Scottish corporate lawyer, originally from Aberdeen, based in the Middle East for 12 years and with 27 years of experience in the international energy industry. He was the founder and Managing Partner of Hugh Fraser International Legal Consultancy (2003-2013) and the former Group Head of Legal at John Wood Group PLC (1996-2003). He has extensive experience in Oil and Gas Contracts, EPC Projects, Mergers & Acquisitions, Joint Ventures and International Business Expansion Projects, and is a member of Andrews Kurth's Intelligent Energy Law Group which specializes in supporting clients with advanced energy technology and know-how. His career focus on the international energy sector, long term commitment to the Middle East region, extensive connections with the North Sea, Gulf of Mexico and international oil and gas industry and combination of in-house and private practice experience over the last 27 years equips Hugh with a unique ability to offer comprehensive legal and business guidance to clients.



### **Mark Thurber**

**Partner, Houston**

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Mark has led and participated in upstream oil and gas transactions throughout his career, including structuring lifting arrangements and related protocols with foreign governments and negotiating operating, development, M&A and marketing agreements with private parties. He has worked on transactions in foreign jurisdictions throughout the world. He has also practiced extensively in the upstream domestic oil and gas industry. Mark has prepared and negotiated a wide variety of infrastructure-related agreements in the areas of thermal generation, solar power, wind farm development, coal to liquids, CO2 and LNG, including construction, equipment purchase, fuel supply and transportation, power purchase, and operation and maintenance agreements. He has represented a range of development companies in negotiating private equity and debt arrangements at all stages of project development. Mark has also represented a variety of financial institutions, including lenders, investment banks and other capital providers and arrangers, in financing numerous infrastructure projects and acquisitions.



# OPEN CHANCE LAW FIRM

## FOUNDER'S MESSAGE

*from Dr. Helal Farghaly*

I have practiced law for 43 years, in multiple jurisdictions and across multiple specialties. I founded Open Chance & Associates 15 years ago; subsequently we have seen tremendous changes in Egypt. These changes came from two great revolutions, which ultimately changed the business environment completely, creating a large and growing demand for infrastructure and PPP projects, among many other areas. These are precisely the elements which attract foreign investors to Egypt. We decided to merge the experience of Open Chance with the experience of one of the top ranking law firms in the world, so as to provide the best quality of legal services to our clients and the international investors who will invest in Egypt. Andrews Kurth is our choice for this role. We are so happy with their cooperation with us in satisfying this role.

## WHO WE ARE

Open Chance was founded in 2001 by Dr. Helal Farghaly. We are an integrated law firm specializing in all legal fields with a distinctive way of thinking and working, aiming to deliver high quality legal services consistently across multiple jurisdictions and business environments. Our approach is to help achieve our clients' objectives in the most efficient and effective way through the extent of our global reach along with the quality of our collaborative staff and business partners. Effective strategic thinking can only be delivered with a collaborative approach. We listen carefully before offering opinions to understand your business objectives and legal issues in detail.

Our broad scope of practice enables us to navigate smoothly across issues and practices. Such broadness has enabled us to fully understand the needs of our clients and allowed us to better serve their business needs by providing them with full legal assistance in all required legal fields.

When it comes to legal success in Egypt, there is no substitute for experience and knowledge. Through superior expertise and understanding of the Egyptian legislative jurisdiction, we are your strategic advantage offering incisive legal perspectives that are practical and highly successful. We believe that our role as lawyers is to serve clients with utmost integrity and highest ethical standards.

Our vision is to implement an outstanding practice that has a positive impact on our firm and on the communities in which we operate. Our vision is underpinned by the principles and values that unite and differentiate us:

- to put the interests of our clients first
- to draw on the huge range and depth of our expertise to develop commercial, effective solutions for clients
- to believe in the power of teams, rather than individuals
- to believe that we have to invest in the future
- last, but not least, to be easy to work with, down to earth and approachable



# OPEN CHANCE LAW FIRM

## OUR SERVICES:

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- Arbitration and mediation
- Banking and finance
- Business mergers and acquisitions
- Corporate and commercial transactions
- Employment and labor
- Hospitality (hotels and hospitals)
- Infrastructure and PPP projects
- Intellectual property
- Investment outside Egypt
- IT and communication projects
- Legal auditing
- Liquidation and protection of creditors' rights
- Litigation and dispute settlement
- Oil, gas and renewable energy
- Real estate
- Tax
- Technology

## HOW WE WORK

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We believe that we have a duty to run our business responsibly. This is reflected in our approach to how we run our firm and manage risk, how we deliver value to our clients, the commitments we make to our people, our community and our environment, which we seek to align with our overarching business strategy.

Our lawyers advise clients on every legal aspect of their businesses, assisting them in establishing and maintaining strong, ethical, sustainable and current business and legal practices in Egypt, Saudi Arabia and beyond. The following list is representative of the broad range of services we continue to provide:

- Representing clients in multiple legal and business transactions (including negotiations, tenders, agreements, litigation and arbitrations) with governmental and governmental-affiliated entities, including the *General Authority for Urban Communities*, *General Authority for Tourism Development*, the *General Authority for Industrial Development*, and the *Ministry of Industry and Foreign Trade*
- Representing clients in multiple legal and business transactions (including negotiations, agreements and litigation) with banks and financial institutions
- Representing clients in multiple legal and business transactions in due diligence and acquisition of real estate, machinery, and other assets and companies in different types of businesses
- Representing clients in real estate development projects in Egypt and the Kingdom of Saudi Arabia ("KSA"), including joint ventures, due diligence and purchase of land, finance, design, construction and project management agreements, unit sales and purchase agreements, facility management agreements, and disputes settlement



- Representing medical equipment manufacturing companies, medicine and equipment agencies and distribution companies in multiple legal and business transactions in due diligence and acquisition of real estate, equipment, other assets and companies in medical trade and industries, locally and internationally
- Managing and consulting on the establishment of Steelcase Factory, a US-based furniture company, in Saudi Arabia and the partnership with Jeraisy Group, including the MOU, shareholders agreement, transfer of technology, licensing agreement, cross licensing agreement, formation of the company, consultancy agreement, construction agreement, machinery purchase and installation agreements, and company resolutions
- Managing and consulting on the supply and installation of a weather radar system between the Gematronik Co. and Jeraisy Computer Services Co. for the General Authority for Meteorology and environment in the KSA
- Managing and consulting on the establishment of Gemplus Jeraisy Plastic cards factory in Saudi Arabia with a partnership with and transfer of smart cards technology from Gemplus International S.A. (the world's leading provider of smart card solutions), including the MOU, shareholders agreement, transfer of technology, licensing agreement, cross licensing agreement, reformation of the company, consultancy agreement, construction agreements, machinery purchase and installation agreements, and company resolutions
- Negotiating, drafting and finalizing the construction agreement (FIDIC agreement) made between Jeraisy Group Company in Saudi Arabia and Philipp-Holzmann (the world's leading company of construction works) for construction of the Riyadh headquarters of Jeraisy Group, and all other contracts related to the project
- Drafting and negotiating the funding agreement and two acquisition agreements between Silk Trust Private Equity Co. and RMD Trading S.A.E.
- Drafting and negotiating the sale and purchase agreement of land in Tokyo for establishment of a mosque and registration thereof
- Drafting and negotiating the joint venture agreement, shareholders agreement, and general formation agreements for an Emirate Company and an Egyptian company to establish three community centers in Egypt
- Drafting and negotiating of the shareholders agreement and hospital management agreement for the Saudi German Hospital in Egypt
- Handling all of the legal transactions required for the establishment of OCL Egypt Company for a logistics business in Egypt, with partnership with Prim Cargo Company (the world's leading company in logistics), including the MOU, shareholders agreement, formation of the company, lease agreements, and company resolutions
- Drafting the teaming agreement between Huawei company and CIT company
- Negotiating, studying and drafting the lease agreement between Namaa for Development and Real Estate Investment S.A.E. and MetLife Aleco for MetLife's headquarters in Egypt
- Negotiating, studying, drafting and conclusion of the lease agreement between Namaa for Development and Real Estate Investment S.A.E. and Lafarge Company for Lafarge's headquarters in Egypt
- Negotiating, studying, drafting and finalizing the lease agreement between Namaa for Development and Real Estate Investment S.A.E. and Alstom Company for Alstom's headquarters in Egypt

# OPEN CHANCE LAW FIRM

- Negotiating, studying, drafting and conclusion of the lease agreement between Namaa for Development and Real Estate Investment S.A.E. and Nestlé Company for Nestlé's headquarters in Egypt
- Negotiating, studying, drafting and conclusion of the lease agreement for the headquarters of Commercial International Life Insurance Egypt
- Contributing to the governmental auctions made by the General Authority of New Urban Communities for the sale of plots of lands in New Cairo and Sixth of October Cities by studying and negotiating the terms and conditions thereof and advising local and international bidders on compliance thereto
- Contributing to the governmental tenders made by the General Authority of Meteorology and Environment in Saudi Arabia for the three years upgrade and TPM agreement of the metrological equipment and systems by studying and negotiating the terms and conditions thereof and advising local and international bidders on compliance thereto
- Negotiating, drafting, commenting on and concluding more than 700 commercial agency, distribution, alliances and business partner agreements between Gulf and ME companies and international companies in Japan, China, UK, US, Germany, France, Italy and Taipei



## OUR TEAM

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Our people drive our success. We aim to offer meaningful careers and rewarding opportunities to all of our attorneys. The quality of our people, their extensive experience and their diverse range of viewpoints help to ensure that we understand our clients' needs and objectives, and can offer them the most insightful advice. Our team is headed by Dr. Helal Farghaly and by Hadir Helal:



**Dr. Helal Farghaly**  
**Managing Partner, Cairo**  
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dr.helal@openclaw.com

Dr. Helal Farghaly has practiced in the legal and business field for over 43 years. He has unique experience in negotiating and concluding commercial contracts and transactions, real estate development agreements, capital market transactions, business acquisitions, business restructuring, business strategies, logistics and renewable energy business, business alliances, litigation, arbitration, IPR registrations and assignments all on local and international levels. He has also worked as a professor of law in numerous law colleges and institutes. In addition, he has worked as legal counsel for a number of companies in different disciplines of business including IT, real estate development and property management, manufacturing, technology transfer, franchising, OEM, sale and marketing. He has deep experience in commercial, criminal, civil and administrative laws. He has provided a number of research papers to multiple international conferences.



**Hadir Helal**  
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Hadir Helal has over ten years' experience in the area of corporate and securities law. Her practice includes intellectual property rights, M&A, capital markets, finance and real estate. She has also advised clients in the renewable energy sector regarding patent registrations, ownership transfer, licensing and financing. Hadir specializes in corporate governance, ensuring that various legal entities of companies follow basic corporate compliance requirements with regard to corporate structure, procedures, documentation and inter-company agreements. She has vast experience in contracts, including drafting, negotiating and concluding commercial transactions. She has also practiced in the area of arbitration. In addition, she is an instructor at the American Bar Association and has held teaching posts at universities in Egypt. Hadir's educational background includes an LLB from Cairo University, an LLM in International Comparative Law from the American University in Cairo, and a Banking Law course from Zurich University.

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## OPEN CHANCE LOCATIONS

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