



Dewey & LeBoeuf

Dubai Office



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4

Continents

15

Countries

1,100

Lawyers

Dubai Office

About Dewey & LeBoeuf

Dewey & LeBoeuf is a full-service law firm providing counsel throughout the Americas, Europe, Russia/CIS, the Middle East, Asia and Africa. With more than 1,100 lawyers in major financial and commercial centers, the firm represents national and global corporations, financial institutions and government agencies in their most complex legal matters.

Dewey & LeBoeuf has offices in 15 countries, including the United States, the United Kingdom, France, Germany, Italy, Spain, Belgium, Poland, China, South Africa, Kazakhstan, Russia, the Kingdom of Saudi Arabia, Qatar and the United Arab Emirates (UAE). Our firm is characterized by market-leading practice groups, ranging from energy and natural resources, project development, finance, capital markets and mergers and acquisitions (M&A) to complex litigation and arbitration, government investigations, international trade, environmental law, structured finance, private equity and tax. Dewey & LeBoeuf possesses leading industry experience in such industry sectors as banking, energy and utilities, insurance, media and entertainment, life sciences and

healthcare and telecommunications. These groups often collaborate with each other in order to provide a comprehensive, tailored approach that addresses every aspect of our clients' needs.

For additional information, please visit www.dl.com or email Info.Dubai@dl.com.

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Dewey & LeBoeuf has been active in the Middle East for over 30 years, providing top-tier legal services across a range of disciplines to a broad array of clients from governments and government agencies to family offices, investment banks, commercial banks, private equity funds, multinational companies, multilateral institutions, developers and contractors, amongst others.

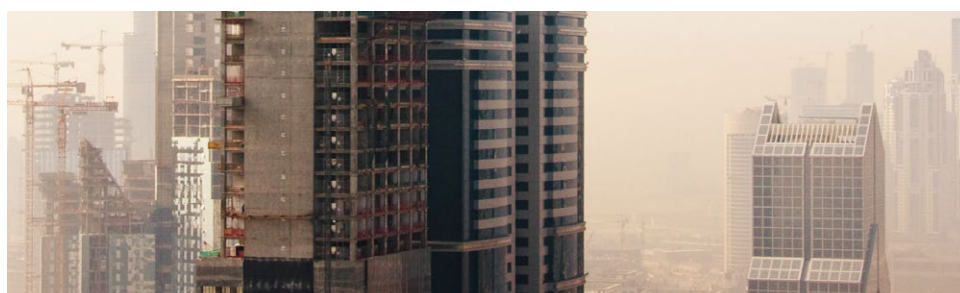
The first phase of our Middle East/North Africa (MENA) deployment strategy began in 1998 with the opening of the Riyadh office. Subsequent phases in 2007 and 2009 resulted in the addition of an office in Dubai and Doha. Our MENA strategy also included the opening of an Abu Dhabi office, which opened July 2010.

Our lawyers in Dubai routinely represent clients in the following areas:

- Capital Markets
- Mergers and Acquisitions
- Private Equity
- Investment Funds
- Islamic Finance
- Energy and Natural Resources
- Infrastructure Development and Finance
- Litigation and Arbitration
- Corporate Investigations
- Regulatory Advice

across the various jurisdictions of the MENA region, We conduct business in Arabic and English with equal facility, as well as in several other languages. Our Dubai, Riyadh and Doha offices offer top-quality English-Arabic secretarial assistance and word-processing, and ample audio/visual-enabled conference facilities. Our state-of-the-art information and communications systems allow us to work with clients, colleagues and other parties anywhere in the world on a real-time basis.

In addition to the types of matters listed above, as a leading international law firm, we can offer our clients a range of additional legal services, including in the fields of real estate, environment and climate



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change, construction, tax, intellectual property, government contracts, antitrust law and international trade.

This brochure provides a short summary of our practice capabilities. If you would like more detailed information, please speak to your relationship lawyer, or email info.dubai@dl.com.

Capital Markets

Dewey & LeBoeuf's Capital Markets Team has pioneered the development of capital markets in the MENA region, earning and maintaining a market-leading position in capital markets transactions relating to emerging markets in general, and the MENA region in particular.

Over the last five years, our capital markets lawyers have worked on many of the most prominent debt and equity transactions completed in the region, involving issuers from (among other jurisdictions) Lebanon, Egypt, the Dubai International Financial Centre (DIFC), Morocco, Kuwait, Tunisia, Jordan and Saudi Arabia, and have acted as lead counsel in numerous transactions, which were firsts of their kind in the relevant jurisdictions. We regularly represent leading international and regional banks in their capacity as financial advisers and/or underwriters, and provide advice on compliance issues in multiple jurisdictions, including the United States, the European Union and the DIFC. We also have strong relationships with leading local law firms in all the countries in the Gulf

Cooperation Council and other countries in the MENA region. Our Dubai-based capital markets practitioners are qualified in New York, English and DIFC securities laws and regulations.

We have acted as principal international counsel in connection with numerous transactions by issuers in the Middle East, including the following firsts: Eurobond issue by a private company; Eurobond issue in Egyptian pounds; listing of equity on the DIFX (as well as the second listing); listing of a UAE-based retail company on the DIFX; medium-term notes program by a sovereign issuer; debt exchange offer; convertible bond issue; continuous offering facility; and Yankee bond and asset-backed transaction. We have also acted as principal international counsel in connection with the largest and the second largest international equity offerings out of the Middle East and the largest hotel company equity offering out of the Middle East.

Mergers and Acquisitions

Dewey & LeBoeuf has extensive experience and involvement in M&A, leveraged buyouts and other forms of business combinations, and acquisitions and divestitures in the MENA region. In these transactions, the firm draws upon its vast resources and large pool of corporate lawyers in a variety of areas, such as regulated industries (insurance, energy and utilities, banking,

healthcare and telecommunications), corporate reorganizations, corporate tax and corporate benefits.

Our M&A Team represents acquirers, targets, financial advisers, leveraged buyout groups, independent board committees, shareholder groups, equity investors, and subordinated and senior lenders in both domestic and cross-border transactions. It also provides advice to clients on fiduciary duties of directors in connection with mergers, spin-offs and other extraordinary transactions, and in respect of corporate governance matters.

In cooperation with our international offices, we advise on acquisitions and disposals of dual-listed securities on US and UK exchanges. We are also able to provide investors from the MENA region with comprehensive advice in respect of regulatory and tax implications of making investments in the US, the European Union and China, among others.

Private Equity

Dewey & LeBoeuf has one of the preeminent private equity, fund formation and alternative investment practices in the world. Lawyers resident in our international network of offices have experience in all alternative asset classes. Our practice involves private investment fund formations, as well as portfolio company acquisitions, financings and exit strategies.

Our Private Equity Team provides legal and general business advice to a wide variety of private investment funds, Fortune 500 companies, blue chip pension funds, private companies seeking capital, foundations, endowments and investment banks. This diverse client base has exposed our lawyers to virtually every industry in the global economy. Because of our experience in highly regulated industries such as insurance, banking and utilities, the firm is especially well-suited to represent investors and issuers in transactions in which regulatory concerns may be applicable.

We have a proven track record in the execution of private equity transactions across all countries in the MENA region. Our involvement consists of advising on the full scope of the transaction, from the identification of the appropriate structure, to conducting the required legal due diligence, to the drafting and negotiation of the transaction documentation. We advise on the full cycle of private equity transactions by actively assisting our clients in exits, whether by trade sale, secondary buy-out, market flotation or refinancing.

Investment Funds

Our Fund Formation Team has 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.

Our experience includes advising on all aspects of fund formation, including advising on the most efficient structure, the choice of jurisdiction (including Bahrain, the UAE, Saudi Arabia, Cayman Islands, British Virgin Islands, Bermuda, Channel Islands, Mauritius, as well as other European jurisdictions) and the interaction with the relevant regulator for the establishment of funds in the relevant jurisdiction, as well as advising in respect of ongoing compliance issues.

Islamic Finance

Dewey & LeBoeuf's lawyers have extensive experience in all forms of the rapidly growing market of Islamic finance products. We have represented both regional and international

investment banks in structuring sophisticated Shari'a-compliant finance and investment products.

We have experience in dealing with Islamic scholars and Shari'a supervisory boards of financial institutions and have assisted our clients in developing innovative products both on the institutional and retail side.

We have in-depth knowledge and experience in: the establishment of Shari'a-compliant funds and collective investment undertakings; the structuring and documentation of Sukuk offerings or offerings of equity-based products; advising on the implementation of Shari'a-compliant transactions using murabaha, mudaraba, musharaka, ijara and istisna'a structures; the execution of private equity and acquisition transactions in accordance with the principles of Shari'a; advising on Islamic financial transactions in respect of real estate projects, oil and gas assets, telecommunication projects and aircraft financings; and the structuring and development of Shari'a-compliant securitizations.

Energy and Natural Resources

Dewey & LeBoeuf's Energy and Natural Resources practice is widely acknowledged as one of



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the leading energy practices in the world. In 2010, Dewey & LeBoeuf was named “Law Firm of the Year” in the area of energy and natural resources by *Asian-Counsel* magazine. The firm was selected based on results of a survey of over 15,500 in-house lawyers throughout Asia and the Middle East. Our clients include governments, oil and gas majors, utilities, power generation and distribution companies, contractors, banks and other financial institutions, and major energy consumers.

Our focus is on finding commercially driven solutions to the range of operational, organizational, regulatory, commercial and financing issues that face our clients in their day-to-day business activities.

We advise on all areas of the energy and natural resources sector, including: upstream oil and gas; downstream gas marketing and storage, marketing of crude and refined products, pipeline finance/development; gas and liquefied natural gas (LNG), petrochemicals, power generation (including nuclear and renewable energy), and water. The group has a reputation for handling complex regulatory issues and can boast market-leading expertise in mergers and acquisitions, joint ventures, energy regulatory issues, as well as environmental, health and safety law.

In light of our reputation and experience, it should come as no surprise that Dewey & LeBoeuf continues to be at the forefront of petroleum

sector developments in Iraq. We are advising several companies that were successful in recent licensing rounds for major oil contracts.

Our international team is drawn from lawyers based in the Middle East, Europe, the US, Africa and Asia. We are able to draw on the knowledge and experience of advisers from our practices in corporate, regulatory, construction, project finance, real estate and litigation to provide clients with a fully integrated service across multiple jurisdictions.

Infrastructure Development and Finance

Our Projects and Infrastructure practice has been at the forefront of the market in recent years, structuring and closing some of the most innovative transactions across the Middle East, Africa, North America, Latin America, Central and Eastern Europe, Russia and the CIS.

We act for commercial banks, bilateral and multilateral financial institutions, project sponsors, infrastructure funds and other equity investors, utilities, financial advisers, underwriters, contractors and governments. Additionally, we have worked on the full range of transaction structures used in public private partnership (PPP) projects, including privatisations, joint ventures, government-owned/contractor-operated arrangements and outsourcing contracts. Many of the projects we have been involved with have been “first of kind” and “first in country.”

We advise clients on a range of issues, including the development, financing, construction, operation and acquisition of a wide range of capital intensive projects and facilities throughout the world. These projects and facilities have included: power plants, water supply and wastewater systems, transmission lines, oil and gas fields, LNG liquefaction and re-gasification facilities, refineries, petrochemical plants, steel mills, mining facilities, ethanol and biodiesel plants, telecommunication networks, airports, ports, toll roads, hazardous waste facilities, social infrastructure, industrial plants and other infrastructure projects.

Our projects and infrastructure lawyers can draw on the firm’s considerable experience in its energy, tax, capital markets, private equity, M&A, real estate, bankruptcy, environmental, regulatory, competition and international trade practice areas.

Litigation and Arbitration

The Litigation Department of Dewey & LeBoeuf is widely recognized for its worldwide experience with a large number of seasoned trial lawyers in every major discipline of complex corporate litigation and dispute resolution. Our lawyers represent clients around the world in trial and appellate courts, before government agencies, prosecutors and administrative bodies, and in arbitrations, mediations and other forms of alternative dispute resolutions. The firm prides itself on its

utilization of the litigation process as a means of obtaining the commercial objectives of our clients.

Dewey & LeBoeuf's long-standing presence in the MENA region, together with its work for some of the largest domestic and international corporates, investment funds and financial institutions, led it to form the MENA Dispute Resolution Group. In today's troubled markets, our aim is to provide our clients with seamless provision of local, US and English law capabilities — combining our international expertise with our on-the-ground experience of this diverse range of countries and cultures. Our MENA Dispute Resolution Group is coordinated by some of Dewey & LeBoeuf's most experienced partners, located in our Middle Eastern offices, in London, across Europe and the United States. Their task is not just to play a leading role in many of our most challenging MENA region cases, but to act as a gateway to our firm's extensive global network, working with our clients to find and deploy the resources most suited to the particular needs of each client and case.

Corporate Investigations

We are frequently called upon to conduct internal investigations on behalf of corporations, their boards

of directors and audit committees, and other board committees. The subject matter of such investigations varies widely, and may include alleged breaches of securities laws, corporate governance or criminal activities. We have negotiated deferred prosecution agreements and corporate integrity agreements, and have been retained as independent monitors under such agreements. Because a securities law, corporate governance or criminal matter can impact a client's reputation and access to capital, our approach also takes account of media relations, investor relations and public relations.

The growth of corporate criminal and regulatory enforcement actions around the world has led to new and challenging demands on organizations. Corporations now face heightened requirements for corporate compliance programs, changing expectations of voluntary disclosure of employee misconduct, the erosion of the attorney-client privilege and powerful incentives for companies to “cooperate” in government investigations. Dewey & LeBoeuf lawyers routinely advise our organizational clients on these matters. For example, we 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.

At Dewey & LeBoeuf, we are proud of our ability to handle any type of corporate investigation, and to adapt rapidly to changes in the regulatory environment and emerging issues. Our ability to do that is based on the breadth and depth of our experience. The following are some examples of the types of matters we handle regularly.

Regulatory

Dewey & LeBoeuf's MENA regulatory practice includes advising on all aspects of DIFC law and regulations and compliance with Dubai Financial Services Authority (DFSA) regulations, including the establishment of companies in the DIFC and the licensing of companies as financial services providers. We have advised clients on obtaining investment banking licenses, asset management and fund administration licenses (including Shari'a-compliant licenses).

We also assist clients in obtaining investment banking or asset-management licenses from the Central Bank of Bahrain and licenses from the Capital Markets Authority to conduct financial services in the Kingdom of Saudi Arabia.



Dewey & LeBoeuf LLP

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