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what's next.



# The legal issues that businesses face today are increasingly complex

In today's fast-moving world, it's more important than ever to have a legal partner who understands all aspects of your business and embraces technology to help you move ahead effectively and decisively.

We work with you to understand your commercial objectives and unlock the value of the diversity of thought, skills and experience that comes with our integrated service offering. Doing this enables us to help you navigate a changing and complex business world, as we provide holistic solutions to business and societal issues.

While technical excellence is at the core of what we do, the global breadth of our business, the manner in which we have embraced technology, and our market insight, differentiates us from traditional law firms to deliver an integrated service to clients.





As the largest legal services network by geography - with more than 3,500 lawyers in over 100 countries and entity governance, as well as compliance and immigration law services in over 170 countries - we have the right people in the right places when you need them.

We have been long-established in the Middle East, with over 60 lawyers and legal professionals based in and working across the region. Our award-winning Middle East legal team is conversant with regional cultures, languages, laws and business processes and provide standards of delivery expected from a premium international law firm.



# How we're different

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

For each problem your business faces, we bring together the right mix of PwC lawyers, consultants, commercial advisers, financial advisers, accountants, strategists and engineers to help you build a solution in the most efficient way possible.

This gives you access to a team that can address all aspects of the issue and results in better outcomes for your business.



## Areas of expertise

- Mergers & acquisitions
- Restructuring
- Corporate governance
- Energy and projects
- Family business
- Entity governance and compliance
- Employment & Reward
- NewLaw
- Financial services and fintech

As part of the global PwC network, we bring our connected expertise across legal insight, business understanding and technological innovation to bring your future into focus and uncover new opportunities.



### Mergers and acquisitions

Our Mergers and Acquisitions (M&A) lawyers have a strong track record of undertaking significant and complex M&A acquisitions and disposals across the GCC region.

Our lawyers are fully conversant with regional issues and have considerable experience with regional and cross-border transactions.

We offer clients excellent service delivery through our commitment to quality, regional and international expertise.

We support our clients with the full range of M&A transaction services, including:

- Assessing and structuring opportunities
- Preliminary documents (confidentiality agreements, term sheets and exclusivity agreements)
- Legal due diligence
- Sale and purchase agreements
- Disclosure
- Shareholders' agreements
- Signing, closing and post-closing matters



Our M&A lawyers work alongside leading PwC practitioners in corporate finance, financial due diligence, tax due diligence and tax structuring, valuations, investment funds and financial services regulation. Working together, we can help you develop innovative, integrated commercially-focused solutions for your most challenging business issues.

From letter of intent to the closing of the transaction, we focus on two things: the successful execution of your deal and capturing the optimal value for your organisation.

## **Restructuring**

In a fluid, fast-changing global marketplace, structural and business flexibility has become a competitive necessity for large organisations.

Irrespective of your situation and needs, chances are that a corporate or business reorganisation of some kind may well be in your sights. How you go about it - and what legal advisor you use - will affect the outcome, over both the short and long term.

Our restructuring lawyers are ideally placed to support your project. We work alongside PwC's tax and accounting teams to provide world-class advice and effectively execute group reorganisations, transactions and restructuring projects.

### Why undertake a restructuring?

- Rationalising business operations and group structures to help preserve cash during uncertain times
- Separating business divisions, ringfencing assets and protecting shareholders from liability
- Planning for a future acquisition or divestment or raising financing through debt or equity
- Increasing liquidity by restructuring debt and financing facilities can help create financial security and make repayments more manageable
- Enhancing group corporate governance, increasing oversight of the group and ensuring effective control of the group's operations helps promote trust and confidence in the ownership and management of the group
- Improving tax efficiencies regionally and globally is a key factor in restructuring





Compliance, regulation, treasury, tax, transactions, accounting, immigration, labour, operations and governance - the list of critical issues that have to be taken into account during the course of a restructuring project is significant.

At PwC Legal we provide one single point of contact for your project to help solve your issues and seamlessly execute the project enabling you to focus on your business strategy.

Whatever restructuring is required, we can be your partner in the Middle East and around the globe.



## Corporate governance

Our corporate governance team brings a deep understanding of today's legal issues, business opportunities and risks to deliver commercially-focused strategic legal advice and services.

PwC Legal's Middle East corporate governance practice combines legal expertise with sector experience and a proactive approach covering legal, practical and commercial issues.

PwC Legal's global coverage, as the largest legal network in the world, experience of multi-jurisdictional projects and integration with PwC is a tangible differentiator compared with traditional law firms.

Our corporate governance work extends to working with public and private companies, financial institutions, family-owned businesses, private equity and venture capital investors, sovereign wealth funds, government, not-for-profit organisations, and high-net-worth individuals.

Our corporate governance service includes the following:

- Mergers and acquisitions
- Corporate restructuring
- General corporate and commercial advice
- Private equity and inbound investment
- Market entry advice and structuring
- Joint venture arrangements
- Foreign direct investment review
- Commercial contracts review
- Franchising, agency and distribution arrangements
- Intellectual property
- Real estate transactional advice



## Energy and projects

We recognise that energy and hard & soft infrastructure represent major industrial activity across the Middle East, with continued growth and increasing regional demand. With new investment in public-private partnership (PPP) projects and in-country value initiatives, there are exciting opportunities for domestic and international players in the energy and projects sectors.

Our Energy and Projects team offers legal advisory, corporate and commercial solutions as well as the full range of PwC Legal services to industry clients. These include national oil companies (NOCs), international oil and utilities companies, government and public investment bodies, engineering, procurement and construction contractors, drilling and oilfield services companies.





Our Energy and Projects team are specialists in providing a range of services, including:

- Structuring and executing commercial energy transactions
- Structuring and managing major end to end projects (including PPP) in the energy and infrastructure sectors
- Procurement advisory and tendering for greenfield and brownfield project development
- Advising on oil and gas project development agreements, joint venture and joint operating agreements
- Advising on exploration and appraisal drilling operations, development activities and production operations
- Advising on project finance and re-financing agreements with international and local financial institutions in the GCC
- Advising on power project agreements including P(W)PAs, CTAs, EPC Agreements, O&M Agreements, LTSAs and service agreements
- Advising on regulatory and compliance framework design and implementation
- Carrying out regulatory and legal review of Energy sector activities, including implementation of laws and regulations
- Developing strategy, benchmarking and gap analysis of Energy sector activities
- Advisory to in-house legal functions
- Advising on corporate structures including carve outs, integration, business reorganisations, transformation and optimisation
- Managing compliance with international and local laws, processes and policies
- Drafting and negotiating commercial contracts
- Advising on contractual and financial disputes
- Advising on in-country value programs, structuring and business optimisation



## Family business

Family businesses play a pivotal role in the Middle East economy with their unique long-term vision, values and legacy. Success is built on potential, ambition and value systems and is enabled by agile decision-making. This distinctive set of characteristics gives family businesses in the Middle East a competitive advantage.

Family businesses however face distinctive challenges. That's where PwC Legal Middle East comes in. We are trusted advisers, working as a multi-disciplinary team with legal solutions at the core of our offering. We help Middle East family businesses manage ownership and growth at every stage, providing support with legal structure, succession planning, Shariah compliance, governance, business continuity, wealth management and family office.

No matter where your family business is on its journey to success, we can be by your side with the insights and solutions you need to stay fit for growth and be able to move forward at the right pace.

Managing family ownership is probably the most unique and complex challenge which sets family businesses apart from any other type of business. How families approach their ownership strategy is key to business success but also family cohesion and happiness.

Sustainable growth is fundamental to the longevity and continuity of all family businesses. Achieving the right level of sustainable growth is an especially complex undertaking for family businesses because of the need to consider not just the business's goals but also those of the family.

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- Preparing and reviewing family protocols/regulations which we can convert to legal enforceable arrangements
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## Entity governance and compliance

Governance and compliance is becoming increasingly important due to the continually evolving regulatory environment. With increased regulation, heightened responsibility and risks, entity governance and compliance has moved up the boardroom agenda. In turn, the role of the company secretary and support from governance professionals is becoming more critical to a company's long-term success.

Our entity governance and compliance services are managed by a dedicated team of experienced governance professionals, qualified company secretaries and government liaison experts. We specialise in delivering board governance and compliance services providing dedicated support to help manage the responsibilities and risks, allowing businesses to focus on other core activities. We work across industries and sectors with all business types. Our approach and our services can be tailored to suit the needs of any organisation.

Our entity governance and compliance services include:

- **Corporate governance services** - Governance reviews and consultation, board and committee support, advisory and effectiveness reviews, director development and preparation of governance policies and board documents
- **Incorporations** - Legal entity incorporation advisory, set-up and implementation, redomiciliations, implementation of corporate simplifications and reorganisation and corporate changes
- **Entity compliance** - Maintenance and upkeep of corporate documents and records, statutory compliance and filings, regulatory compliance, ensuring good standing and keeping clients updated on changes to regulations, laws or requirements
- **Global legal entity management** - Keeping all your overseas entities, both regionally and globally, in good legal standing via a single provider. We can help consolidate legal entity governance and compliance services with one global provider in all territories, with straight-forward lines of communication, enhancing the consistency of service and using technology effectively



How our entity, governance and compliance service adds value:

- We have undertaken corporate governance reviews in order to enhance or overhaul governance structures, ensuring an effective governance framework and processes, practical for the business, are implemented in line with best practices
- We provide boardroom support to local, regional, multinational and family owned companies across the region
- We assist clients from all market sectors in establishing local presence in the Middle East and with executing transactions. We work as part of wider projects, and on a standalone basis, for various groups headquartered in the region and for those headquartered abroad with presence locally. This includes liaising with government authorities and navigating the complexities of the regulatory environment in the Middle East
- We provide legal entity management for large groups in the region that have global presence, using technology to effectively support them.



## Employment & Reward

Employees are at the heart of every business and proper management of employment law issues can have a direct impact on whether a business is able to meet its objectives. However, employment laws in the Middle East are rapidly changing, making it difficult to stay abreast of requirements. When combined with increased scrutiny of compliance, it is more important than ever to manage employment law related risks to limit financial exposure and reputational damage.

Our regional employment practice assists a range of businesses, from start ups, to some of the biggest global brands and government sector bodies to provide strategic advice and assistance and remove legal doubt. We take time to understand your business and enable you to navigate potential issues in a cost-effective and practical way, and ultimately achieve your business goals within an acceptable level of risk.

We provide regional assistance in respect of the entire spectrum of employment law issues including:

- Alternative work arrangements and employee status
- Corporate support and transactional work
- Dispute resolution
- Diversity & inclusion
- Employment contracts and agreements
- Executive compensation, incentives and rewards
- Grievance and whistleblowing
- Health & safety
- Managing absence
- Pensions
- Performance management
- Post-termination matters
- Recruitment and onboarding
- Workplace investigations
- Workplace policies and procedures

We also provide practical assistance beyond traditional legal advice by undertaking full scale, on the ground, compliance audits, managing internal investigations and delivering bespoke training on all manner of employment issues.



## NewLaw

With a rising demand for smarter, better optimised legal functions, we have a team of highly experienced lawyers and legal sector professionals who are helping clients build sustainable law departments and improve the way their legal services are delivered.

We use data, technology and new delivery models to unlock material, future value. Leveraging our expertise, technology and scalable resource across our network we can deliver a range of services including:

- legal department design and optimisation,
- managed legal services
- legal technology consultancy; and
- document automation

Our NewLaw team works with clients across sectors and business type to build fit for future, optimised and efficient legal departments aligned to the businesses they support.





We provide bespoke immigration solutions designed to work in line with your core business and to ensure compliance with regional laws. We assist clients across different industries to solve compliance issues, from visitors working without the correct work authorisation, to not following proper hiring procedures. Our 'Health-Check' service is also robust and helps companies to put the right processes and policy documents in place.

In addition, our Immigration offering, alongside our employment law capability, means that we can deliver strategic, multi-territory legal advice across the full lifecycle of an organisation from start-up through to restructuring.

We provide a seamless end-to-end service in processing work visas and residence applications for expatriates from across the globe.



Our wide range of immigration services include:

- Providing strategic immigration advice on a range of matters, from hiring expatriates into the region to operational effectiveness reviews within your organisation
- Immigration audits/health checks designed to facilitate compliance with regional policies, seeing how the importance of compliance is increasing in the GCC as regulations continuously evolve
- Supporting with obtaining work authorisation and residence – including intra-company transfers, local hires, as well as their families
- Supporting with formal de-registrations of employees – to avoid any recurring liabilities stemming from overstays or payroll obligations
- Providing solutions to short-term business engagements – including sponsorship support for key business hubs in the region
- Assisting with corporate registrations and corporate immigration documentation
- Document legalisation and consular support – including assistance with outbound consular visa applications
- Immigration support on a range of business/company changes and changes to laws & regulations across the GCC



## Financial Services and Fintech

Our Middle East Financial Services and Fintech team provides support and advice on a wide range of regulated financial services, Fintech and emerging technologies.

We have key expertise and experience in dealing with all regulated matters across the Middle East, with a particular focus on capital markets, banking, private equity, insurance, funds and investment management. We also provide expert legal advice on digital payments, crypto-asset businesses, blockchain, cybersecurity and cloud computing.

### Financial services

- We advise financial service companies, including banks, insurance companies, brokerages and asset managers on a variety of financial products and the treatment of their activities in the Middle East
- We assist on the establishment and advising on the optimal locations, vehicle types and licensing for funds and fund managers in the Middle East from a legal and tax perspective
- We assist financial service companies establish regulated operations in the Middle East and advise on specific regulated licensing activities that may be required
- We advise on debt (such as bonds and notes) and equity transactions (including IPOs) in the Middle East

### Fintech

- We help companies build their payment offerings, digital banking and various legal digital transformation strategies
- We advise on the treatment, promotion and offering of electronic money and virtual currencies in the Middle East and the various licensing and ongoing regulatory obligations
- We specialise in supporting crypto asset businesses including exchanges and custodians, equity and debt crowdfunding platforms and companies looking to conduct global security token offerings

# Your legal contacts

## Middle East Legal Leader



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and Corporate Lead

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## Financial Services and Fintech



### Paul Kayrouz

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Legal Lead

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## Immigration



### Anir Chatterji

Immigration Lead

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## Family business

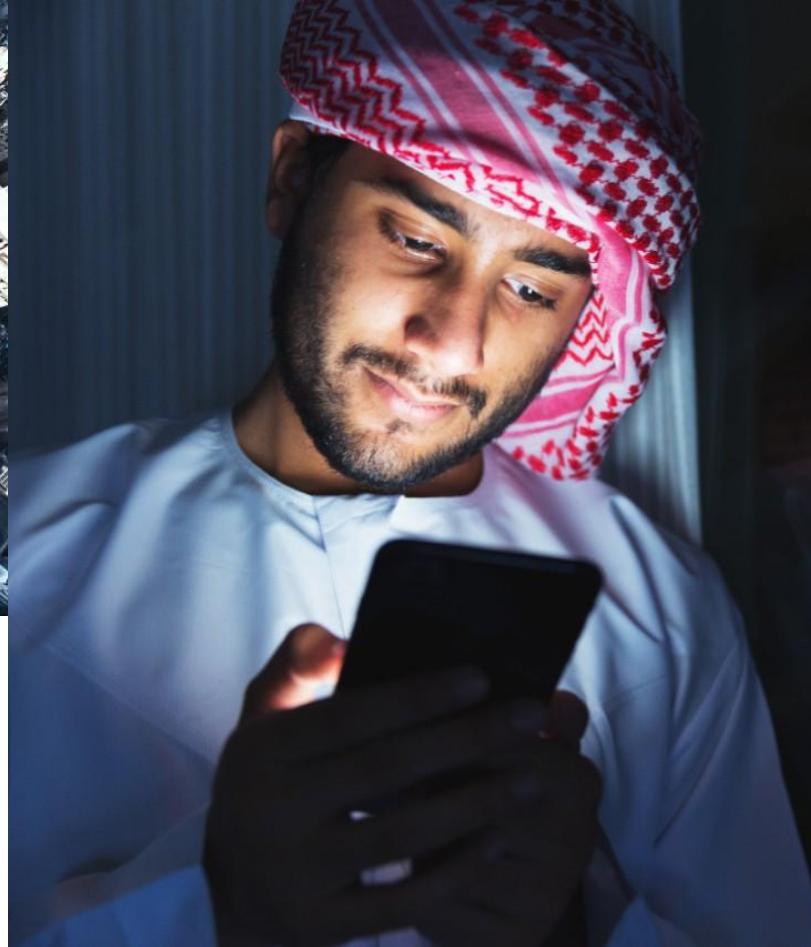
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Family businesses however face distinctive challenges. That's where PwC Legal Middle East comes in. We are trusted advisers, working as a multi-disciplinary team with legal solutions at the core of our offering. We help Middle East family businesses manage ownership and growth at every stage, providing support with legal structure, succession planning, Shariah compliance, governance, business continuity, wealth management and family office.

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Our family business legal offering includes:

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## Immigration

Our Immigration team provides transactional and advisory support to businesses that are setting up or expanding in the region, and have a need to hire, retain and manage an expatriate workforce. Our centre of excellence in Dubai coordinates support

throughout the Middle East and parts of North Africa, which allows us to quickly mobilise our industry specialists, whenever and wherever needed.

Organisations must have the right policies and processes in place to ensure they are compliant with Immigration laws in the Middle East. Increased enforcement by the immigration and labour authorities, coupled with stringent penalties and fines, has made it more important than ever for organisations to be compliant with applicable regulations. Where instances of non-compliance are uncovered, Governments have the power to issue bans on companies being able to hire expatriates, which can be damaging for business operations.

We provide bespoke immigration solutions designed to work in line with your core business and to ensure compliance with regional laws. We have assisted clients across different industries, to solve compliance

issues from visitors working without the correct work authorisation to not following proper hiring procedures. Our 'Health-Check' service is also robust and helps companies to put the right processes and policy documents in place.

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Our wide range of immigration services include:

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- Post-termination matters
- Recruitment and onboarding
- Workplace investigations
- Workplace policies and procedures

We also provide practical assistance beyond traditional legal advice by undertaking full scale, on the ground, compliance audits, managing internal investigations and delivering bespoke training on all manner of employment issues.



## Immigration

Our Immigration team provides transactional and advisory support to businesses that are setting up or expanding in the region, and have a need to hire, retain and manage an expatriate workforce. Our centre of excellence in Dubai coordinates support throughout the Middle East and parts of North Africa, which allows us to quickly mobilise our industry specialists, whenever and wherever needed.

Organisations must have the right policies and processes in place to ensure they are compliant with Immigration laws in the Middle East. Increased enforcement by the immigration and labour authorities, coupled with stringent penalties and fines, has made it more important than ever for organisations to be compliant with applicable regulations. Where instances of non-compliance are uncovered, Governments have the power to issue bans on companies being able to hire expatriates, which can be damaging for business operations.

We provide bespoke immigration solutions designed to work in line with your core business and to ensure compliance with regional laws. We have assisted clients across different industries, to solve compliance issues from visitors working without the correct work authorisation to not following proper hiring procedures. Our 'Health-Check' service is also robust and helps companies to put the right processes and policy documents in place.

# The legal issues that businesses face today

are increasingly complex

**In today's fast-moving world, it's more important than ever to have a legal partner who understands all aspects of your business and embraces technology to help you move ahead effectively and decisively.**

**We work with you to understand your commercial objectives and unlock the value of the diversity of thought, skills and experience that comes with our integrated service offering to help you navigate the changing and complex business world. We provide holistic solutions to business and society issues.**

**While technical excellence is at the core of what we do, the global breadth of our business, the manner in which we have embraced technology and our market insight differentiates us from traditional law firms to deliver an integrated service to clients.**

As the largest legal services network by geography - with more than 3,500 lawyers in over 100 countries and entity governance as well as compliance and immigration law services in over 160 countries - we have the right people in the right places when you need them.

We have been long-established in the Middle East with over 50 lawyers and legal professionals based in and working across the region. Our award-winning Middle East legal team is conversant with regional cultures, languages, laws and business processes and provide standards of delivery expected from a premium international law firm.





Our corporate and commercial advisory includes the following:

- Mergers and acquisitions
- Corporate restructuring
- General corporate and commercial advice
- Private equity and inbound investment
- Market entry advice and structuring
- Joint venture arrangements
- Foreign direct investment review
- Commercial contracts review
- Franchising, agency and distribution arrangements
- Intellectual property
- Real estate transactional advice



## Energy and projects

We recognise that energy and hard & soft infrastructure represent major industrial activity across the Middle East, with continued growth and increasing regional demand. With new investment in public-private partnership (PPP) projects and in-country value initiatives, there are exciting opportunities for domestic and international players in the energy and projects sectors.

Our Energy and Projects team offers legal advisory, corporate and commercial solutions as well as the full range of PwC Legal services to industry clients, which include national oil companies (NOCs), international oil and utilities companies, government and public investment bodies, engineering, procurement and construction contractors, drilling and oilfield services companies.

Our Energy and Projects team are specialists in providing a range of services, including:

- Structuring and executing commercial energy transactions
- Structuring and managing major end to end projects (including PPP) in the energy and infrastructure sectors
- Procurement advisory and tendering for greenfield and brownfield project development
- Advising on oil and gas project development agreements, joint venture and joint operating agreements
- Advising on exploration and appraisal drilling operations, development activities and production operations
- Advising on project finance and re-financing agreements with international and local financial institutions in the GCC
- Advising on power project agreements including P(W)PAs, CTAs, EPC Agreements, O&M Agreements, LTSAs and service agreements
- Advising on regulatory and compliance framework design and implementation
- Carrying out regulatory and legal review of Energy sector activities, including implementation of laws and regulations
- Developing strategy, benchmarking and gap analysis of Energy sector activities
- Advisory to in-house legal functions
- Advising on corporate structures including carve outs, integration, business reorganisations, transformation and optimisation
- Managing compliance with international and local laws, processes and policies
- Drafting and negotiating commercial contracts
- Advising on contractual and financial disputes
- Advising on in-country value programs, structuring and business optimisation



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