

**Education:**

Cairo University- Faculty of Law 1992/ May 1996.  
Bachelor of Law (LLB), **Grade:** Good.

**Areas of Expertise:**

- M&A, corporate and commercial
- Capital Market
- Employment
- Dispute resolution
- IP
- Banking and finance

**Professional Experience:**

**1. Founder and Managing Partner of “LEGALIA Law Firm” Jan 2014 until present:**

LEGALIA is a Cairo based law firm. LEGALIA is a corporate legal firm with a difference. We combine strong experience in private practice with deep knowledge of in-house business needs, making us the first “one stop legal shop” in the Middle East. We provide solutions for end-to-end corporate, M&A, capital market and other commercial transactions through supporting long-term strategic planning that both prevents and solves disputes for the clients we serve.

Our lawyers provide innovative and highly responsive services: from providing start-ups with guidance on the most appropriate business structures; to sitting the negotiating table with investors, lenders, suppliers and customers; to providing essential support and assistance before regulatory bodies and if necessary in the courtrooms and beyond. Visit our website to read more about our services ([www.legaliacorp.com](http://www.legaliacorp.com)).

**2. Head of Legal- “Siemens” Egypt- Nov 2010 until Dec 2013:**

- Advise, deal with and support the Board of Directors (BoD) and business divisions on a variety of areas of the law, including but not limited to all types of commercial contracts (e.g. agency, distributorships, supply, service, consultancy, JVs...etc), intellectual property, labor/employment, litigation, antitrust and corporate/securities.
- Supervise all the Company’s legal disputes handled by external law firms (arbitration and ordinary court cases).
- Proactively assess and manage risks and deal with the routine legal matters the Company confronts.
- Deal with Company secretarial matters including maintaining all corporate statutory books, minutes and records.
- Advise on mergers and acquisitions including drafting/negotiating transnational agreements and ancillary documents (including letters of intent and NDAs), conducting and/or overseeing due diligence on targets as well as instructing and liaising with external advisers where it is deemed necessary.
- Draft, review and negotiate NDAs, service agreements, supply agreements, sub-contractor agreements, consultancy agreements, FIDIC Contracts, as well as providing advice to the contracts management team in relation to the same.
- Support and advise the human resources team on a full range of employment law matters including advising on post-termination covenants, and drafting/updating template employment related documents and agreements.
- Provide counsel on a wide variety of regulatory and compliance related matters including anti-corruption regulations and data protection matters.

- Serve as key participant in efforts to proactively identify and mitigate potential legal and compliance risks associated the Company's business.
- Provide legal support on strategic business projects which will involve liaising with senior managers.

**3. Senior Attorney (Head of Corporate, M&A & Commercial Dept.) at the International Law Firm "Dentons" (formerly known as Denton Wilde Sapte) Cairo Office, January 2002 until Sept 2010:**

**M&A, Corporate and Commercial**

Areas of experience include:

- Advise international clients on complex corporate restructuring and planning.
- Advise multinational clients on the best corporate structures to do business in Egypt;
- Advise and handle all types of M&A work for international clients.
- Conduct full legal due diligences and prepare due diligence related reports.
- Draft, negotiate and/or review SPAs, JVs, and escrow and option agreements.
- Draft, negotiate and/or review commercial agreements including, but not limited to, agency, distribution, service and franchise agreements.
- Drafting all types of corporate resolutions, including board and shareholders resolutions.

Corporate and commercial transactions include, with out limitation:

- Assisted and acted for an international courier company on the acquisition of 19.7 % of the share capital of DHL Egypt LLC. The value of the deal is EURO 12 million.
- **Proctor & Gamble:** Advised and acted for P&G in effecting its global restructuring following the merger of Proctor & Gamble and Gillette in Egypt. Also provide legal advice on labor and corporate issues.
- **Fujitsu:** Advise the client to implement USD 2 million restructuring including the establishment of a new company followed by a branch merger in Egypt.
- **AIG African Fund:** acted for AIG African Fund in the purchase, \$13.5 Million, and then sale, \$23.5 Million, of the shares AIG held in the share capital of El-Sokhna Port Development Company SAE (SPDC).
- **Methanex:** Advised and acted for the client in the preparation, negotiation and execution of a joint venture agreement for the establishment of a US\$500 million methanol production plant in Egypt and establishing the project company as a private free zone company.
- **Cargill:** Acted for the client with regard to the restructuring of a number of Egyptian companies.
- Advise an American international clothes' manufacturing company on several corporate issues regarding their registered presence in Egypt.
- Advise an international mobile manufacturing company on corporate, labor and leases issues. Also assisted the client on the establishment of its first trading company in Egypt.
- Acted for a German international aromatic company in respect of the acquisition of 100% of the share capital of two Egyptian targets including conducting full due diligences on both targets and, drafting and negotiating SPAs and escrow agreements.
- Acted for an international oil company in a complex corporate restructuring of their investments in Egypt.
- Advise and act on behalf an American international company regarding the acquisition and transfer of the cash in transit business and associated assets of an Egyptian company through an Egyptian SPV.
- Advised one of the biggest international sports wear companies on its proposed purposed corporate structure in Egypt as well as labor and real estate matters.

- Advised and acted for one an international bank based in the Netherlands with regard to the divestment and selling of 100% of its equity in the share capital of an Egyptian securities company.
- **Consolis SAS (Bonna Sabla):** Acted for the client in connection with the acquisition of a number of 65,400 normal shares representing 30% of the share capital of the Egyptian Company for Pr-stressed Concrete ("ECPC") SAE. Acted also for the client in respect of the pledge of the shares in favor of KBC Bank, in its capacity as Mandated Lead Arranger, Facility Agent, Second Lien Facility Agent and Security Agent under the respective security documents.
- Acted for an international American steel manufacturing on the restructuring of its Egyptian subsidiaries as well as sale of certain assets.
- **Aramex:** Acted for the client with regard to the acquisition of 100% of the shares of Freight Professional LLC.
- **Asian Paints** acted for the client in the acquisition of 60% of the share capital of SCIB Paints SAE including conducting a full due diligence on the target company.
- Acted for an international Australian oil company on the acquisition of 100% of the share capital of Geopetrol Eastern Desert, SAE ("GED").
- Advise and acted for an international Kuwaiti Group client on corporate and real estate issues with regard to launching Starbucks, Mother Care, Next Milano and other brands in Egypt.

### **Intellectual Property (IP)**

- Advise clients on all types of IP protection, registrations and licensing in Egypt.
- Advise clients and handle IP disputes (TM, patent and/or copyright infringements).

### **Clients advised include**

- Handled and won a case for one of the biggest international pharmaceutical company with regard to TM infringement of one of it's the widely spread product in Egypt.
- Handled a case for one of the leading international pharmaceutical company with regard to TM infringement of one of its most profits generating pharmaceutical products. The case now is before Egyptian Supreme Court.
- Advice the exclusive Franchisee of "Starbucks" in Egypt and the Middle East on several IP issues including TM protection, registrations and licensing. Advice the same client on related IP issues relating to other brands such as "Mother Care", "Next", "Milano" and "Body Shop".
- Advice and act for a leading British daily newspaper on copyright infringement by an Egyptian daily newspaper.
- Advice and act for a leading international Educational Institute on the infringement of TOEFL TM by Ein Shams University.
- Advice an act for one the biggest international detergent manufacturing company on IP dispute relating the termination of know-how agreement governed by Egyptian law.

### **Banking and Finance**

- Advise, review and/or negotiate finance documents including without limitation, loan agreements, credit facility agreements, and security documents such as pledge and mortgage agreements.
- Advise clients on the enforceability of finance documents in Egypt.
- Advise international banks on several derivative transactions.
- Advise international banks on Islamic Finance products.

### **Banking and finance transactions include:**

- **Fortis Bank:** Advice the client on the pledge of goods under Egyptian law and draft a pledge agreement to this effect.

- **Arab Petroleum Investments Corporation (APICORP):** participating in drafting the documentation, negotiation and closing of a \$100 million syndicated loan to the Egyptian General Petroleum Corporation (EGPC).
- **HSBC Egypt/HSBC CCF:** participating in drafting the documentation, negotiation and closing of a \$75 million syndicated loan to the Egyptian General Petroleum Corporation (EGPC).
- **HSBC Egypt:** Advise the client on Islamic finance issues including review of a draft Murabaha Agreement.
- **Lehman Brothers:** Advise the client on U.S.\$100,000,000,000 Euro Medium-Term Note Program.
- **Newedge Group:** Advise the client derivative mechanism (i.e. contracts for differences "CFD")
- **IFC:** Advise the client on a convertible loan agreement.

### **Employment**

- Draft all types of labor contracts under Egyptian Law (e.g. definite, indefinite, seasonal labour contracts).
- Advise clients on redundancy, termination or end of services issues including the draft of all related settlement documents.
- Advise and review stock option plans, private pension and end of service schemes.
- Advise clients on all related Egyptian Labor Law issues including, but not limited to, termination of services, leaves, salaries, overtime, collective bargain and economic shut down.
- Advise clients on labor disputes.
- Advise client s and draft work policies.

### **Clients advised include**

- BG.
- ELNG.
- Shell Egypt NV.
- GAP.
- Nokia.

### **Dispute Resolution**

- Review all memos of defense prepared by the litigation team in ongoing cases.
- Participated in an international ICC Arbitration and prepared a legal opinion on Egyptian legal issues on a JV between an international German company and a Saudi investor.

### **4. Senior Associate at PricewaterhouseCoopers “Egypt” (PwC)- Tax & Legal Services Dept. (“TLS”), April 1999 August 2001.**

#### **Main responsibilities:**

- Provide tax advice for multinational clients covering all aspects of the Egyptian taxation system (e.g. Corporate, sales tax, withholding tax ...etc).
- Provide legal advice covering all aspects of Egyptian Investment and Companies' Laws.
- Provide legal advice with respect to Egyptian labor law, social security law and work permits and residence regulations.
- Provide legal advice in relation to corporate structures to do business in Egypt.
- Provide legal advice regarding post-formation legal issues (i.e. merger, conversion of legal entities, liquidation, transfer of shares...etc).

- Provide legal advice on intellectual property protection in Egypt (i.e. trademarks, patents, copyright).
- Provide legal advice regarding Egyptian Import and Export regulations.
- Review & translate international standard labor contracts to ensure the full compliance with local laws and regulations.
- Provide legal advice on stock Options plans' from an Egyptian legal perspective.
- Draft and prepare minutes of board of directors, OGMs and EGMs meetings.
- Handle the procedures of establishing all types of legal entities in Egypt (i.e. companies, branches and Rep. office).

#### **5. Attorney at Law at EL-Bably Law Firm (Member at of IBA)- March 1997/April 1999:**

- General law practice covering civil, criminal & commercial litigation.
- Regularly in court for appearances.
- Handle litigation's legal procedures e.g. filing lawsuits.
- Translate legal documents.
- Deal and attend meetings with foreign clients.
- Handle procedures of setting up legal entities.
- Handle procedures of post-formation services.
- Assist writing trial briefs, pleadings and declarations.

#### **Presentations**

- 1 7 March 2019, giving a presentation on "best practices in doing business in Egypt" in collaboration with the German Chamber of Commerce, Alexandria.
- 2 22 January 2019, giving a presentation on "best practices in doing business in Egypt" in collaboration with the German Chamber of Commerce, Cairo.
- 3 August 2017, giving a presentation on "Egyptian Legal Entities" under IMAGINE-Marburg-German University in Cairo (GUC) program for Innovation & Entrepreneurship
- 4 July 2016, giving a presentation on "Egyptian Legal Entities" under IMAGINE-Marburg-German University in Cairo (GUC) program for Innovation & Entrepreneurship.
- 5 23 May 2016 giving a presentation on "strategies for effective risk management in construction projects" in collaboration with DWF, international law Firm.
- 6 19 May 2016, giving a presentation on "Egyptian Concessions - Overview of Major Legal Issues" in collaboration with Association of International Petroleum Negotiators (AIPN) and Matouk Bassiouny Law Office.
- 7 February 2016, giving a presentation and participating in the "Mediation Awareness Session" under the auspice of the "Investors Disputes Settlement Center" ("IDSC") affiliated to the General Authority for Investment and Free Zones ("GAFI").
- 8 January 2014, giving a presentation on "JVs and legal entities" to start-ups and SMEs under the program running by Egyptian General Authority for Investment and Free Zones (GAFI)
- 9 28 February 2007, giving a presentation on directors' duties and liabilities under Egyptian law in the Directors' Duties and Liabilities Conference held under the auspice of the Egyptian Institute of Directors (EIoD), in cooperation with AIG Egypt Insurance Company and the International Finance Cooperation (IFC).
- 10 4 April 2007, giving a presentation on the Duties and Liabilities of a Company Director focusing on Transparency and Disclosure held under the auspice of the Egyptian Institute of Directors (EIoD), International Finance Corporation (IFC) and AIG Egypt Insurance Company.

#### **Admissions & Associations:**

- Admitted to the practice of law before the Court of Cassation and Higher Constitutional Court.
- Member at the Egyptian Bar Association.
- Member at the German Chamber of Commerce.

- Member at the Italian Chamber of Commerce.

**Related skills:**

**Languages:**

- Mother tongue: Arabic.
- English: Fluent (reading, writing and speaking).
- French: Fair.
- German: Fair.

**Personal Data:**

- Name: Hamdy Mostafa Ahmed Saleh.
- Date of Birth: 10 February 1974.
- Marital status: Married.
- Exempted from military service.