

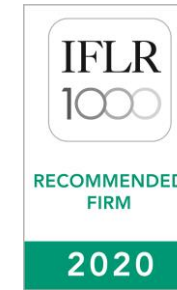
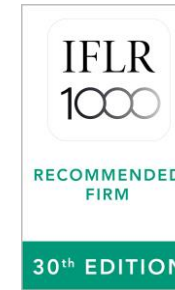
Firm Profile

2021

The logo for Alliance Law Firm is centered on a dark blue square. It features the word "Alliance" in a large, white, serif font, with a stylized symbol to the left of the letter 'A'. Below "Alliance" is the text "LAW FIRM" in a smaller, white, all-caps sans-serif font.

Alliance
LAW FIRM

Overview



Alliance Law Firm (“ALF”) provides legal counselling in areas covering capital markets, mergers & acquisitions, corporate structure, competition, project financing, litigation, dispute resolution, arbitration as well as general corporate & commercial law.

ALF has around 30 lawyers acting as Partners, Counsels, Managing Associates and Associates.

With expertise in banking, finance, telecommunication, industry, oil & gas, health, in addition to tourism & real estate, ALF represents some of the largest Egyptian & multinational companies around the world, successfully closing deals & transactions.

ALF provides sound legal business advice based on the in depth understanding of Egypt’s intricate legal business processes. ALF is committed to finding the best way to help its clients in Egypt and in cross border matters.

“Alliance Law firm has the right blend between local and international flavors, it works well with the two worlds and its understanding of international law puts it in a leading position.”

- Banking/Finance

“Speed and quality of responses are what differentiates Alliance Law Firm from others, in addition to its sound technical stand and knowledge.”

- Banking/Finance





Practice Areas

Corporate & Commercial

If a corporate law firm cannot run an impeccably synchronized organization, it certainly cannot counsel its clients in running one.

Whether our clients are looking to incorporate their establishment locally and/or offshore through our agents or are seeking general corporate advice. ALF's capabilities traverses a multitude of general & commercial law practices.

Our services including registration and licensing, corporate administration, and secretarial support. We also provide advice on commercial agreements including distribution, agency, franchising, and supply agreements.

Transactions Highlights

- Representing **Abou Ghaly Motors** in its partnership with Uber for launching “Uber Black”.
- Supporting **Cotecna** Inspection Egypt in their compliance with local law and regulations in relation to company's governance.
- Representing **Amlak Finance**, in its partnership with Marseilia Group for the development of a mega complex urban project with a total value of EGP 3 Billion.
- Advising **Golden Chain** in partnership with PACT on developing land lot and establishing a mix complex in Sahl Hashish. The project area covered 200,000-meter square, with a total value of EGP 1.5 Billion.
- Supported **Integrated Diagnostic Holding** and their partners in their establishment of a subsidiary with a purpose of offering integrated health services.
- Supported **Vodafone Egypt** in the negotiation and agreements with IQVIA in relation to the development of a digital platform for Egypt's new primary healthcare system.

Construction and Infrastructure Projects

Alliance Law Firm has advised on major mega projects including construction and infrastructure projects, the firm's activities cover advisory on tendering documents, structuring the project legal structure, drafting the consortium, construction, sub-contracting agreements, obtaining the necessary approvals and permits. The Firm further holds an extensive knowledge in concessions, public private partnerships (PPPs) and public tender law.

Transactions Highlights

- Represented **Benya Capital** in connection with its cooperation with the Arab Organization for Industrialization for constructing a fiber optic cables plant in the economic zone by the Suez Canal worth approx. **EGP 1 Billion**
- Represented a consortium of a group of construction companies in Egypt regarding the bidding for the construction of an electric train to transport freight and passengers to connect Port-Said and Abu Qair Port on BOT basis, our role included the negotiations between the consortium parties to draft the consortium agreement as well as negotiations with the National authority of Tunnels and the General Authority for Land and Dry Ports.
- Represented **Dolphinus Holding** in several projects related to gas importation from and to the Ashkelon to Egypt including the agreements with the sub-contractors.
- Represented **Fiber Misr Systems** in the bidding for the digitalizing the operations of 20 major public holding companies, until being finally awarded. We further represented Fiber Misr in subcontracting the set up of the Data Centers to **Vodafone Egypt**.
- Represented **East Gas** in the concession as awarded by **Gulf of Suez Petroleum Company** for the desalination plant project on BOO basis, we further advised East Gas on subcontracting the construction of the plant to IDWT for Water Desalination & Treatment

Mergers & Acquisitions

Alliance Law Firm manages a variety of M&A related activities such as due diligence, structuring/restructuring, joint ventures, privatization, private placements, share redemption, capital changes, as well as drafting MOUs, term sheets, share purchase agreements PA & shareholders agreements.

As Partners to our clients, we have gained firsthand access to in-depth experience & knowledge across a spectrum of industries. Therefore, we aren't just versed in international & local M&A laws, we are business savvy, immersed within a nexus of strategic industry players and key decision makers, whose policies & actions impact the success of an M&A deal.

Transactions Highlights

- Representing Alturki Holding for the sale of 100% of their interest in the electronics retail **Itisalat International (i2)** and United Retail Company (URC) to Raya Distribution, a subsidiary of Raya Holding.
- Advised a consortium of local and international companies in the acquisition of a 39% stake in pipeline owner **East Mediterranean Gas Co.** with a value of **USD 518 Million**.
- Representing and advising the Commercial International Bank in deleveraging companies in the Bank's tourism portfolio.
- Advise and represent Harmonica, the owner of dating and matchmaking platform with respect for local tradition and culture, in connection with its 80% acquisition by Match Group.
- Represented **Benya Capital** in connection with its cooperation with the Arab Organization for Industrialization for constructing a fiber optic cables plant in the economic zone by the Suez Canal worth approx. **EGP 1 Billion**
- Represented shareholders of **Aramex Mashreq Logistic Services** in the sale of their stake in the company.
- Represented **Dolphinus Holding** in several projects related to gas importation.
- Acquisition of the majority shares in a mass transportation company **Swvl** issuing new shares for new investors.
- Represented **Seha Capital** in the acquisition of 100% of the United Doctors S.A.E the owner of El Gezira Hospital with a value of **EGP 100 Million**.
- Advising **Golden Chain** in partnership with PACT on developing land lot and establishing a mix complex in Sahl Hashish with a total value of **EGP 1.5 Billion**.
- Advised **Ezz Elarab Automotive** on deal structure process in relation to sale of Citroen distribution business in Egypt.
- Advised **Qadanco** to sell 100% of equinox technology to Fiber Misr through a hybrid offer with a value of **USD 20 Million**.
- Set up joint venture between **Grand Circle** a major US investor in the field of river cruises and a major Egyptian investor in the same field.

Capital Markets

Capital markets rely on intelligence—knowing when & how to maximize the potential of an investment. Thus, if authority makes the law, making the law work for our client's rests on a corporate law firm's wisdom.

From advising & representing major multinational & local investors on IPOs, secondary market transactions, capital restructuring, MTOs, to establishing investment funds, Alliance also provides clients representation in relation to Financial Regulatory Authority investigations, insider trading settlement, market abuse & other infractions related to capital market law.

Our partners have pioneered in creating better judicial understanding of capital markets, through the founding of Egypt's first judiciary committee on economic affairs; in addition, they have set legal precedents that contributed to establishing critical areas of Egypt's capital market.

Transactions Highlights

- Advising **Titan International** on submitting a mandatory tendering offer for acquiring 11 % of Alexandria Portland Cement Company with a value of **EGP 300 Million**.
- Establishing the first investment charity fund in Egypt under the name of “**Egyptian Sports Fund**” to support Olympic sport contestants with a value of **EGP 250 Million**.
- Advising a multinational company on restructuring the ownership of its assets for a value of **EGP 450 Million**.
- Advising various investors on structuring on/offshore investment funds.
- Horizontal spin – off to 2 listed companies for a multinational company in the field of construction.
- Secured financial settlement for various major capital market violations for international and local investors.
- Advising Multinationals and major local investors on setting up & licensing financial non-banking companies regulated by the Financial Regulatory Authority.
- Advising **ICON Egypt** on submitting a mandatory tendering offer for acquiring 70% of Acrow’s capital through a hybrid offer for a value of **EGP 700 Million**.
- Advising several minority shareholders on the acquisition of **CI Capital** for a value of **EGP 200 Million**.

Antitrust & Competition

As the world moves towards greater globalization, corporations wield just as much power & influence as nations.

Alliance Law Firm's antitrust & competition expertise encompasses risk assessment, drafting codes of business conduct, setting compliance programs, mock dawn-raids, investigations, litigation, settlements, leniency programs & merger notifications.

Our partners not only have a solid grasp of international law; they are among the top legal minds who shaped the legislation, practices & principles adopted by massive regulatory bodies, such as the European Commission.

Transactions Highlights

- Representing multinational companies before Egyptian Competition Authority “ECA” to obtain all the required clearance to insure smooth closing of the transaction.
- Providing custom made competition compliance training for local and multinational entities specially designed for middle and senior management.
- Providing competition compliance programs for multinationals such as **Vodafone**, **Philip Morris**, and **Titan Egypt** to ensure the full compliance with competition law.
- Drafting and ensuring the compliance of the internal guidelines/policies of multinationals companies with competition law.
- Assisting and preparing a legal memo for **AlSafwa Cement** one of the biggest Saudi Cement companies in relation to a matter before the General Authority for Competition in KSA.
- Conducting full fledged mock-up down raid for local and multinational companies.
- Representing **Aeolus Tyres** before ECA and COMESA for the purpose of obtaining clearance regarding the global structuring of Pirelli.
- Acting as legal counsel of the Egyptian Cement Association to handle all the legal areas facing the cement industry in Egypt and specifically full compliance with competition law.
- Successfully executing the first leniency case before the ECA and ensuring the full protection of our client from an EGP 5 Billion fine.
- Assisting our clients such as **Intercement**, **Pirelli**, **Philip Morris**, **Ezz Elarab**, **Vodafone** in setting their commercial/sales policies to be aligned with the competition law.
- Representing Clients during investigations before ECA and Public Prosecutor.

Dispute Resolution: Litigation

Alliance Law Firm covers an array of commercial & employment disputes, white collar cases & tax claim investigations under the jurisdiction of Egyptian civil, administrative & criminal courts.

We handle every aspect of the process in house, from leading investigations to negotiating pleas, or going to trial, arbitrating settlements & pursuing appeals.

Transactions Highlights

- Represented **Vodafone Egypt** in a landmark settlement between all mobile operators in Egypt and the NTRA regarding a ten-year dispute, concerning the applicability of interconnection rates with a total value exceeding **EGP 2 Billion**.
- Represented **FLSmidth** for allegations of tax evasion and reached a favorable outcome.
- Representing **Lafarge** pertaining to their natural gas cases in relation to gas price increase for a value of **EGP 164 Million**.
- Represented **Global Surveys** for agro-seed analysis services breach of contract with a value of **EGP 9 Million**.
- Represented **Bunge** in negotiations before the Ministry of supply for unpaid goods for a value of **USD 12.5 Million**.
- Representing **Titan Egypt** in various natural gas cases with an estimate of **EGP 70 Million**.
- Representing **Intercement** in over 250 labor cases with an estimated value of **EGP 50 Million**.
- Steel License cases before criminal and administrative courts (e.g. the eminent case concerning the provision of licenses to Egyptian steel companies amounting to EGP 1.2 Billion).
- Case on acquisition of **Dekhela Steel** worth **EGP 6 Billion**.
- Money laundry case concerning the alleged malpractice in laundering **EGP 6.5 Billion**.
- Settlement agreements with different parties (e.g. EGP 4 Billion with the Tax Authority).
- Banking disputes (loan agreements, bank commercial mortgages, etc...).
- A safeguard action under rules of WTO with the Jordanian Authority whereby the Jordanian Authority tended to impose safeguard measures on the exported Egyptian White Cement to Jordan.

Dispute Resolution: Arbitration

ALF's arbitration practice provides advice and advocacy to companies, individuals and state-owned entities in investment treaty, commercial and sport arbitration conducted in accordance with all major international arbitration rules.

We also appear before courts to enforce or resist enforcement of international arbitration agreements and arbitral awards.

Members of the team also serve as co - arbitrators and arbitrators' assistant.

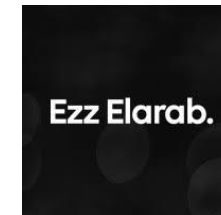
Transactions Highlights

- Represented **Vodafone Egypt** Telecommunication S.A.E in the annulment of EGP 800 million arbitral award rendered in favor of Etisalat Egypt under the auspices of CRCICA. Then, advised Vodafone in its negotiations with Etisalat, the other mobile operators in Egypt and the NTRA in relation to the awards, judgments and disputes related to the applicability of interconnection rates between the mobile operators. The negotiations were concluded by a settlement and waiver to all the awards, judgments, and ongoing disputes between all the mobile operators and the NTRA, including the EGP 800 million arbitral award rendered against Vodafone. The settlement involved approximately a total value of **EGP 2 Billion**.
- Advising an international advertising and media company on different legal streams to recover its outstanding dues from one of the Egyptian ministries worth approximately **USD 7 Million**.
- Advised and witnessed the landmark settlement of the commercial arbitral awards relating to **EMG** and the Egyptian state-owned entities (EGPC and EGAS) with a total amount exceeding **USD 1.3 Billion**.
- Co-represented an Operating & Maintenance Touristic Construction Company against the State of Kuwait in the ICSID Case No. ARB/18/2 in relation to a real estate and tourism project with an approximate value of **USD 320 Million**.
- Represented a TV anchor against a renowned TV channel and secured a favorable award with a total-approximate compensation of **EGP 1 Million**.
- Represented **Intercement** in an Arbitral proceeding initiated by the opponent party to claim its alleged dues under an importation contract for a value of **USD 2 Million**.
- Represented an international cement company, as Respondent, in an CRCICA proceeding and secured a favorable award to the client of approximately **EGP 40 Million**.
- Represented **FLSmidth** Operation & Maintenance in an ICC arbitration proceeding in Geneva, Switzerland, against the National Cement Company (NCC) and the Holding Company for Chemical Industries, as well as in its negotiations with the said companies and the concerned authorities in Egypt, which has led to a successful settlement for a total claim exceeding **EGP 700 Million**.



Our Clients





PROMETEON





Meet The Partners



Founder & Managing Partner

Dr. Ashraf Abou Elkheir



With over 20 years of legal experience throughout the Middle East, Europe & Latin American, Ashraf heads Corporate Structure & Competition, bringing to Alliance expertise in a variety of practice areas, including securities brokerage, complex mergers & acquisitions, corporate restructuring & competition law.

Having served as the Assistant Public Prosecutor in the Egyptian Ministry of Justice, Ashraf launched his international career at a French law firm, later joining one of the world's largest cement multinationals as Director & Company Secretary of its General Counsel in Egypt. He eventually became its Senior Vice President of General Counsel for the Middle East & North Africa in France, before returning to Egypt & cofounding Alliance.

Taking on some of Egypt's most challenging cases, Ashraf established several precedents in the Egyptian market & has lead complex international transactions, between multiple parties within multiple jurisdictions.

Ashraf sits on the board of several reputable global corporations, such as Egypt's investment powerhouse, CI Capital Holding & French fashion titan, Balmain.

Completing his PhD in Business Law at the University of Montpellier, Ashraf earned the prestigious Didier Rocher Award for best doctorate.



Founder & Senior Partner

Dr. Mohamed Elrafie



During his 14 years in the Egyptian Ministry of Justice, Mohamed contributed to the establishment of Egypt's Economic Court & served as an Assistant Public Prosecutor, as well as a Chief Judge in the Commercial Circuit. Subsequently, his unique, in depth expertise of the criminal court system gives him an edge as Alliance's Head of Litigation across a diversity of areas, including civil, business, commercial, administrative, labor & tax disputes, in addition to white collar, bankruptcy & money laundering cases.

Mohamed's doctorate on minority shareholder rights catapulted him to represent one of the Egyptian steel industry's most high-profile businessmen, in a capital market dispute worth LE 6 billion. He triumphantly negotiated a settlement, with all charges dismissed, earning him recognition as one of the country's top corporate litigators.

Mohamed went on to represent Egyptian white cement producers, challenging a resolution rendered by the Hashemite Kingdom of Jordan, which resulted in Egypt's exemption from a safeguard action imposed by the kingdom on all cement imports.

Receiving Graduate Diplomas in civil law & criminal law from Cairo University, where he also did a PhD in Capital Markets, Mohamed later attended the University of Indiana, obtaining a Masters in International Trade Law.

Senior Partner

Mr. Ahmed Sallam



Ahmed Sallam, comes to private practice with extensive experience in commercial and economic litigation at Economic Courts. He has served as a judge for over 20 years. In 2019 until present he was appointed as The Judge of Appeal, Cairo Economic Court in Egypt, having efficacious jurisdiction over countless cases related to Economic & Commercial Matters comprising Intellectual Property rights, Capital Markets, Banking, Communication, Competition additionally to Law of Entrepreneurs, Money Laundering, Maritime, etc..

Before joining the Economic Courts, Ahmed served as Head of a First instance Court from 2008-2012. having efficacious jurisdiction over countless cases related to Labor, Social insurance and Civil laws, after serving as a public prosecutor in the office of the prosecutor general of Egypt for seven years.

Ahmed's versatile career has also surpassed in international arbitration as he is a Certified International Arbitrator at The Cairo Regional Centre for International Commercial Arbitration. He served as Sole Arbitrator and Party Appointed Arbitrator in various arbitral cases.

Receiving Diplomas in Private Law and in International Arbitration Law, from Alexandria University, where he also earned his Master of Laws.



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