

WORK EXPERIENCE

March 2018-To Date

Managing Partner The Edge™

I have set up my own law firm and am currently advising high profile corporations in both Lebanon and Saudi Arabia on their legal affairs, adopting an innovative approach in the provision of legal services, relying extensively on new technologies and novel work methodologies to deliver top caliber services at affordable costs. The firm is based in Beirut and has entered into collaboration agreements with high profile international, regional and local law firms to assist clients in their business endeavors in the countries where they operate. Clients assisted by The Edge during this period include:

-PERI GmbH: a leading German engineering construction, with an extensive presence in the Middle East (KSA, UAE). We advised them on various aspects of doing business in Saudi Arabia (employment, corporate and tax matters);

-Cognizant Technologies Inc. a leading US IT company. We advised them on their corporate affairs in the Kingdom of Saudi Arabia;

-Austability International BV: a Dutch subsidiary of an Australian company active in the mining industry. We advised them on a sizable acquisition transaction.

October 2014 February 2018

Senior Associate (Riyadh KSA)

BSA Ahmad Bin Hezeem & Associates

In my position, I was in charge of monitoring the day-to-day activities of the firm in terms of business development and legal work of the lawyers, handling all employment aspects within the firm and advising local and international clients on various aspects of Saudi laws and regulations. My work involved preparing legal advices for such clients as Cisco capital, Acer, Alsthom, Kapsch, HP as well as administering the handling of a high-profile litigation matter for a major UAE based bank.

I was also in charge of preparing the firm's annual budgets and reviewing the same with the firm management in Dubai.

- Assisted Cisco Capital, the lease finance arm of Cisco Systems in adjusting their go-to-market approach in providing lease finance to Saudi companies wishing to purchase Cisco's equipment and consulting services, by highlighting the risks in their approach and recommending alternative approaches;
- Drafted the Export Compliance policy of Acer and prepared a legal advice on how to set up a scientific and technical office in Saudi Arabia to coordinate their marketing efforts with their local distributor.

- Assisted Alstom in negotiating a shareholders' agreement with a Saudi company with which they established a joint venture company to manufacture meters in Saudi Arabia and advised them on a host of corporate matters.
- Assisted Kapsch an Austrian IT company in their acquisition of a transportation company owned by Schneider Electric and advised them on the corporate issues associated with the acquisition;
- Advised a US health care company in relation to a shareholders' Agreement to be entered into with a Saudi company as part of a joint venture company to be created by both companies to pursue the acquisition and establishment of several health care facilities in Saudi Arabia;
- Advised a Chinese company on its commercial agency agreement with a Saudi company to represent its medical products in the Kingdom and assist in having them approved by the Saudi Food and Drug Authority (SFDA).
- Assisted a Turkish contracting company with reviewing and negotiating an EPC contract entered into with a local authority in Riyadh for the design, procurement and construction of a sewage network (using the FIDIC Silver Book 2017 ed);
- Assisted a Lebanese contracting company with reviewing and negotiating an EPC contract with the subsidiary of a major US food processing in connection with the design, procurement and construction of their factory in Riyadh (using the FIDIC Silver Book 2017 ed);

April 2010 to September 2014

Senior Legal Counsel

Averda International Limited

In my position as the Senior Legal Counsel of this leading regional waste management company headquartered in Beirut-Lebanon, I was involved in managing a full-fledged legal department including three lawyers and one personal assistant. In this role, I was reporting directly to the CEO of the company on all legal affairs pertaining to the Averda Group companies in the MENA region (UAE, Qatar, Oman, Saudi Arabia, Bahrain, Iraq, Syria, Morocco, Turkey) and sitting on the Executive Committee of the company (8 most influential individuals) which acts as an advisory body to the CEO.

During my tenure at Averda, I performed and completed the following tasks:

- Consolidated the ownership of the Group companies under the umbrella of the ultimate holding company;
- Implemented the authority matrix defined by the top management and reflected it in the companies' Articles of Association and supplemented it with a Letter of Undertaking signed by all the General Managers defining the limits of their powers from a legal and financial perspective;
- Amended the Articles of Association of all of our operating companies to add all waste activities these are likely to undertake;
- Developed a set of compliance policies and procedures including a Code of Ethics, a gift policy and a conflict of interests' policy;
- Developed a checklist of matters that would form the substance of the legal audit performed on all of our operating companies;

-Reviewed all legal documents (including contracts) pertaining to around 15 tenders in which our companies were involved across the MENA region. Set out below are the most significant waste management contracts I have negotiated to date:

- Contract entered into between our Abu Dhabi subsidiary and the Abu Dhabi Center of Waste Management for Solid Waste Collection, Cleaning and Street Sweeping, Pest Control and On-Call Services covering the areas of Yas Island, Al Raha Beach, Al Raha Gardens, and Al Gurm;
- Contract entered into between our Abu Dhabi subsidiary and the Abu Dhabi Center of Waste Management for Solid Waste Collection, Cleaning and Street Sweeping, and On-Call Services in Abu Dhabi City;
- Contract entered into between our subsidiary in Sharjah and Wekaya for the collection, transportation and disposal of medical waste generated in the emirate of Sharjah;
- Contract entered into between our Dubai subsidiary and Al Futtaim Carillion (part of Al Futtaim group of companies) for the provision of integrated waste management services;
- Contract entered into between our Moroccan subsidiary and the Province of Nador (Morocco) for the delegated city cleaning services to be provided to the cities falling within the boundaries of the Nador province (gestion deleguee des services de propreté des communes du groupement des communes pour l'environnement de Nador). [contract drafted in French];
- Contract entered into between our Moroccan subsidiary and the Province of Nador for the delegated management of the controlled Nador's landfill (gestion deleguee de la decharge controlee de Nador) [contract drafted in French];
- Comprehensive review of the tender documents including the general and special conditions of contract for the provision of waste management services in Khalifa Port;
- Comprehensive review of a contract for the provision of waste management services by our Abu Dhabi subsidiary to Cleveland Clinic Abu Dhabi;
- EPC Contract entered between our Moroccan subsidiary and the province of Nador for the design, procurement and construction of a sanitary landfill (using the FIDIC Silver Book 1999 ed.);
- Comprehensive review of a service agreement for the provision of waste management services to be provided by our Abu Dhabi subsidiary to Aldar Properties PJSC;
- Comprehensive review of a service agreement for the provision of waste management services by our Abu Dhabi subsidiary to Emirates' Steel;
- Comprehensive review of tender documents including general conditions of contract for the provision of waste management Services in response to a tender issued by ADAC (Abu Dhabi Airports' Company).
- Comprehensive review of a renewed agreement for the management of a medical waste incineration facility in Oman (between our Omani subsidiary and the local Ministry of Health);
- Comprehensive review of tender documents and general conditions of contract for the provision of Municipal Solid Waste Collection, Sanitary Cleaning and Winter Maintenance services to the city of Erevan (Armenia) [as part of a consortium].

- Comprehensive review of tender documents and general conditions of contract relating to four projects involving the management of 3 transfer stations and 1 landfill in Oman [tenders were organized by Bee'ah];
- Comprehensive review of tendering documents and general conditions of contract relating to 10 waste management projects in Qatar issued by the major economic players in the country.

-Developed 40 legal templates covering a wide range of contractual instruments (IT & IP Agreements, M&A forms and templates, standard Terms & Conditions of Business, NDAs, MOUs, LOIs etc.) which were posted on the company's Intranet;

-Developed in close coordination with the company's IT Department, a legal workflow automated solution enabling the company different stakeholders to interact with the legal department in connection with their requests for assistance in drafting and reviewing all types of contracts;

-Drafted and reviewed a host of agreements including but not limited to, standard Terms & Conditions and Service Agreements for the supply of waste management services, NDAs, LOIs, MOUs, Software development agreements, web hosting agreements, lease agreements, licensing agreements, O&M agreements etc.;

-Developed a complete HR toolkit including standard employment contracts, job offer letters, NDAs, non-solicitation agreements, assignment of inventions' agreements etc. and localized the same in cooperation with the company's outside lawyers;

-Drafted a host of shareholders' resolutions for our operating and holding companies and liaised with our company agents in connection therewith;

-Established companies in Syria, Morocco, Turkey, Iraq etc;

-Drafted a protection pack for our operational companies wherever local partners are involved as a requirement under foreign investment laws (management agreements, shareholders' agreements, loan agreements etc...);

-Managed the legal Department's interaction with outside lawyers by discussing and agreeing their retainer agreements and overseeing their work (contractual and litigation);

-Assisted our operating companies in collecting their debts through drafting a series of templates and interfacing between our GMs and the lawyers;

-Assisted in setting up a virtual data room to host all of our companies' legal and financial documents and shortlisted potential service providers;

-Developed legal risk management policy and procedures;

-Developed a brand protection strategy for the company;

-Liaised with a prominent law firm for the registration of the company's IP worldwide;

-Regularly conducted performance evaluation meetings with the legal staff;

-Submitted monthly reports to the CEO on the progress of legal actions taken and completed;

November 2009-January 2010

COUNSEL

DLA PIPER ME LLP

Followed the typical induction process at the firm's Middle East regional headquarters in Dubai. As part of this process, I was requested to contribute comments on two telecoms related agreements for a prominent African mobile operator and drafted a legal article titled "The measure of damages under UAE laws".

I assisted the firm's team in Riyadh in connection with the registration of companies and branch offices of prominent foreign companies in KSA.

I worked with the firm management in relation to the furtherance of their business development efforts in the Jeddah-Mecca region.

October 2008-November 2009

CHIEF LEGAL OFFICER

SAB INTERNATIONAL HOLDING

Carried out the same functions as before upon my return to the company including but not limited to the review of all commercial contracts entered into by the company with its customers, suppliers and business partners ensuring that the company's interests were preserved at all times, drafting and filing of all company documents with the competent ministries and departments, making sure that the company's legal status and position was at all times in compliance with the applicable Saudi laws and regulations and advising the management on all issues with potential legal implications including employment and procurement policies.

JUNE 2008-September 2008 Branch

CISCO SYSTEMS INTERNATIONAL BV-KSA

SENIOR CORPORATE COUNSEL

I joined Cisco legal Sales Emerging Markets legal team on June 1st, 2008 to provide legal support to the sales teams of the zone covering the kingdom of Saudi Arabia, Ethiopia and Yemen and assist my colleagues covering the Gulf region on an as needed basis. My position gives me entails exposure to a wide variety of legal documents ranging from basic MOUs, NDAs, LOIs, to more sophisticated Distribution Agreements, Sales Agreements, System Integrator Agreements, Technical Support Agreements, Service Level Agreements, Software License Agreements and a host of other Technology related contracts and agreements on which I am requested to provide legal guidance in close cooperation with the financial, technical, accounting and other relevant departments within the Emerging Markets Division.

Two weeks after joining the company, I had the opportunity to negotiate a multimillion dollar Technical Support Agreement for the network of a Saudi mobile operator which involved also the negotiation of a detailed Service Level Agreement, Time restoration Agreement and Performance Bond. In my new position, I report to the Director of Legal sales for emerging markets based out of London.

CHIEF LEGAL OFFICER:

a Saudi based company, owned by Sheikh Salah Al Belawi, acting as an umbrella for a Group of Companies covering a wide array of activities ranging from real estate investments, media, capital investments, to IT and electronics retail stores and a Wireless Internet Service Provider.

- Responsible for the Review & Drafting of all the contracts of the SAB Group companies with a particular emphasis on Distributorship, Franchise, Sponsorship, Mobile content (soccer related content), Pay TV Agreements, Sports Agreements.
- Negotiated and drafted the contracts with two prominent U.A.E. companies to secure the printing and distribution of a top caliber European publication (Times-Sunday Times) in the United Arab Emirates.
- Drafted the whole package of contractual documents related to the launch of a new Wireless Service Offering (using an INTEL platform) in KSA, Europe, Asia and America (under the Viszo brand name) including a master license agreement, a sub-license Agreement, a Territory Operator Agreement and a Venue Operator Agreement in coordination with a prominent UK law firm.
- Conducted thorough legal diligences on all of the Group Companies (7 companies in KSA and 3 Companies in Egypt) and submitted comprehensive reports to the Group's management highlighting potential areas of concern. Due Diligences consisted of a survey of all the Companies' lease, employment, Confidentiality, Suppliers, Distributorship and other contracts together with an identification of pending and potential (threatened) litigation and their possible impacts on the financial position of the companies.
- Negotiated and drafted a share purchase Agreement relating to the acquisition of a prominent media Group in the UAE and carried out all the preliminary legal work associated with the transaction.
- Reviewed the whole contractual package pertaining to the management and operation of an express courier venture in which one of the SAB Group companies is interested.
- Reviewed a host of Private Placement Memoranda submitted to SAB 's Chairman consideration in connection with various business opportunities (Wireless opportunity in Russia, Chemical Tankers' Company in UAE, Health Care facility in UAE etc...).
- Conducted a thorough Legal Due Diligence on a Group of 4 West African Telecoms Companies and submitted same to the SAB Group chairman (In connection with a potential acquisition aimed at expanding the reach of our Franchise Arm known as "Lingo".)
- Drafted a package of Policies and Procedures for the Group Companies (Ethics' Policy, Conflict of Interest Policy, Confidentiality Policy, Privacy Policy etc...).
- Liaised on a daily basis with the Companies' outside counsel to follow up the lawsuits filed by or against any of the Group Companies and the applications filed by the companies with the different Ministries (trademark registrations, filing of Minutes of BOD and Shareholders' Meetings etc...).
- Currently involved in the negotiation and drafting of legal instruments in relation to a potential Private Equity deal with a top class global IT player.
- Drafted (in Arabic) an exclusive Sponsorship Rights' Agreement to be entered into between a major Saudi premier league football (soccer) Club and one of the local mobile operators.

- Reviewed a mobile content Agreement (drafted by a prominent European law firm specialized in sports business Agreements) for the transmission and reception on mobile devices, by means of Mobile Telecommunications Technology, of football matches packages pertaining to major European leagues.
- Reviewed and commented on an Agreement for the distribution of notebooks (manufactured in Europe) in KSA and other countries of the Gulf.
- Drafted the construction contracts to be entered into between one of our sister companies and a local mobile operator in connection with the rollout of its network of retail outlets across the Kingdom (with the Operator as principal on one hand and the sub-contractors on the other hand).

JUNE 2004 - MAY 2006

Independent Lawyer ~ Beirut, LEBANON

INDEPENDENT LAWYER: in collaboration with attorney Mr. Charbel Harfouch,

- Handled the Legal Departments of Reuters Ltd. and Bhanes Hospital
- Managed claims before the Lebanese courts in addition to the legal files of many individuals drafting contracts and providing legal opinions on various aspects of the Lebanese laws

JUNE 2003 - JUNE 2004

ABDULAZIZ AL-ASSAF-SQUIRE, SANDERS & DEMPSEY L.L.P
~ Riyadh, KSA (Project Basis Recruitment)

LEGAL CONSULTANT:

- Drafted joint venture, Shareholders' and a host of other commercial Agreements (Franchise, Agency, Distribution, Loan, Construction and Engineering contracts MOU's, LOI' s, NDA 's etc). From March to June 2004, I was Seconded to the Samawat Consortium to assist in the preparation of the tender for the Request for Prequalification (RFPQ) for the award of the second mobile license and the Data License in the Kingdom of Saudi Arabia;
- Involved in the preparation of the Documents pertaining to the Request for Application (RFA) for the same projects;
- Participated in the drafting of the agreements between the different parties to the consortium (the Saudi investor and the foreign operator) namely, the Consortium agreement, the shareholders' agreement and the management Agreement with the foreign operator (TIM).

1995 – 2003

EDOUARD E. HANNA & ASSOCIATES ~ Beirut, LEBANON

ATTORNEY AT LAW: In charge of the legal department of the following corporations and Institutions:

- Abbott Laboratories
- MCI Telecommunications
- Nortel Networks
- Chiquita Brands Inc.
- Law offices of Baker& McKenzie(Chicago)
- Law offices of shuttleworth & Ingersoll(Iowa)
- ICARDA (International Center for Agricultural Research in Dry Areas)
- Pontifical Mission
- Canadian Embassy

- H.B Fuller (Petrochemical Company)

My work consisted primarily in advising those clients on all aspects of Lebanese laws with a particular focus on Commercial Agency, Taxation, Labor and Social Security issues, drafting and reviewing their contracts (Distribution Commercial Agency and Franchise Agreements mainly but also Lease , Service , Employment Agreements Etc...) , representing them in courts (Of First Instance, Appeals , court of Cassation, Council of State) either as plaintiffs or defendants, submitting briefs and memoranda , in civil, commercial and criminal cases. In my position, I gained the experience of both a barrister and solicitor.

**1990 COURT OF FIRST INSTANCE OF MONTPELLIER ~ Montpellier, FRANCE
LEGAL TRANSLATOR**

EDUCATION	1995 Institut Supérieur de la Sagesse pour l'Enseignement du Droit Masters in Lebanese Law (I.S.S.E.D)
	1993 UNIVERSITY OF MONTPELLIER, FRANCE Diploma of Legal General Studies (DEUG)
LANGUAGES	ARABIC (Fluent), FRENCH (Fluent), ENGLISH (Fluent & Specialized in Legal Language)

PERSONAL DOB: 20-10-1965, Lebanese, Male, Married (4 children)

CONTACT DETAILS

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