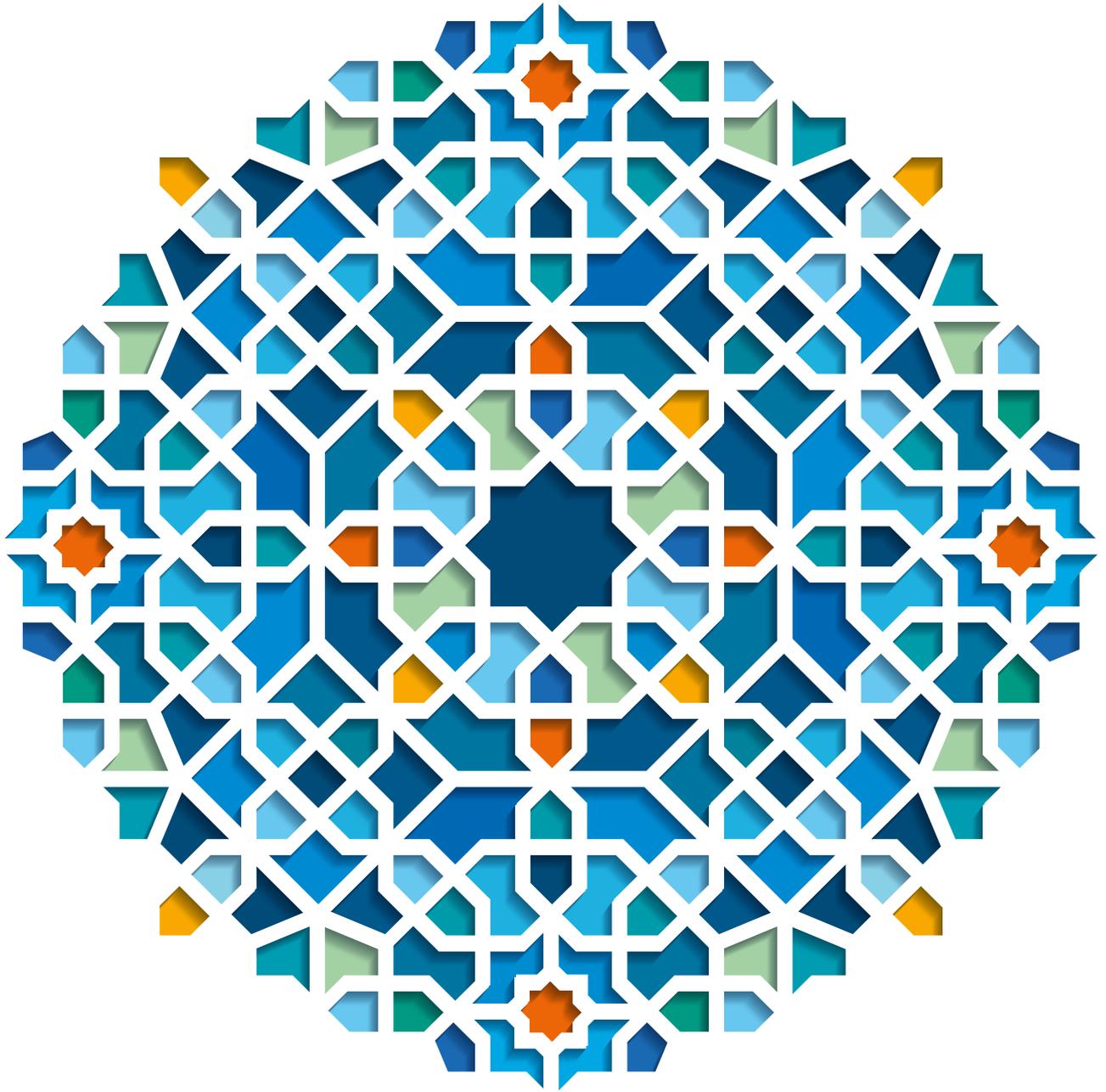


NACIRI & ASSOCIES
with ALLEN & OVERY



Casablanca

2017

“Morocco is rapidly establishing itself as a key hub for international companies and investors looking to build a presence in Africa. It also has strong trade links with other key markets in our network, particularly France, the Middle East and Spain, with growing interest from China, India and Japan. It’s the perfect match for our global network and our emerging markets strategy and offers a fantastic platform to build on our extensive Africa-focused work.”

Allen & Overy Senior Partner Wim Dejonghe

Allen & Overy Morocco

Casablanca practice

Our Casablanca practice offers an integrated, efficient and seamless service combining international standard expertise with a significant knowledge of Morocco, North Africa, francophone Africa and the sub-Saharan region.

Our experience advising foreign investors in Morocco and in sub-Saharan Africa helps us to deliver the highest quality of legal services in an effective, proactive and cost-efficient manner.

Clients who are working on deals in Africa need a comprehensive vision and awareness of the African market. We understand issues from various perspectives and can apply this experience to the advice we provide. We anticipate potential problems and put preventative measures in place.

Our office in Casablanca has a good-size and solid local team, with 25 fee-earners including two partners all physically based in Casablanca. Our lawyers have been involved in complex cross-border transactions and in most large-scale, high-profile transactions undertaken in Morocco and the region over the last 20 years.

Tier 1 for foreign firms in Tunisia

Legal 500 EMEA, 2016

Law Firm of the Year for the MENA region

FT Mergermarket, 2013

“This firm remains an undisputed powerhouse for corporate and financial matters in Morocco. It is well versed in representing domestic and international entities on projects and investments, as well as on investments outside of the Maghreb.

It regularly acts for major clients in the banking, energy and telecommunications sectors on acquisitions, project financing and IPO mandates. One impressed source says: “They are the best in Morocco.” The firm is also instructed on complex litigation and arbitration.”

Chambers and Global, Morocco, 2016

Casablanca team information

- Leading lawyers based in Casablanca working on transactions in Morocco, North Africa and sub-Saharan Africa.
- Two partners permanently based in Casablanca.
- An outstanding track record advising on North African and francophone Africa transactions.
- Strong client relationships with multinationals.
- Dedicated African interest group across different practice areas and offices.
- Market-leading sector-focused advice.
- A dedicated team with the relevant sector, language and country experience.
- Close working relationships with regulators, government departments, investors, leading corporates and investment banks across the region and also with our global Africa interest group, including Paris, Madrid, the Middle East, Asia and London.

A fully integrated, trilingual team providing Moroccan, French and English law advice

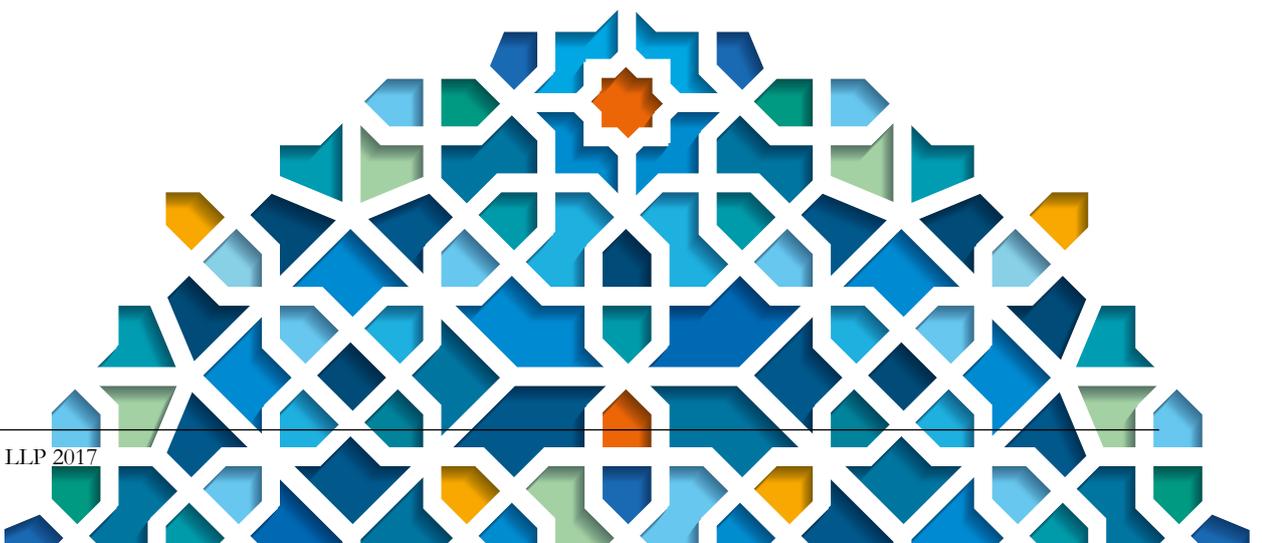
Our team permanently based in Morocco has unparalleled combined expertise in North and sub-Saharan Africa, with the ability to provide you with cross-functional expertise and a unique flexibility and proactive approach.

We offer the breadth of a leading international firm coupled with a market-leading practice on the ground, providing you with a full-service office for Moroccan, French and English legal advice.



“This firm is well respected for its high-profile M&A and commercial work. It also has an active contentious practice and frequently advises clients from the energy, banking and telecoms sectors.”

Chambers & Partners, Morocco, 2015



A strong presence in Africa

A leading Africa practice

Allen & Overy has been active in Africa over 20 years. We now have a network of full-service offices across the region, including in **Casablanca** and **Johannesburg**.

In each office we offer a mix of local and international lawyers who advise on transactions in their home country as well as in other key African jurisdictions including North Africa, sub-Saharan African and French-speaking Africa.

We enjoy good working relationships with a number of major local law firms in the region. These ensure we are able to provide a seamless and full range of legal services to clients throughout the region, even though we may not have a physical presence in a particular jurisdiction. In addition, we have developed strong links with all the major investment banks and financial institutions throughout the region.

A seamless service across the OHADA region

Our Casablanca team includes qualified lawyers with extensive experience of operating on OHADA jurisdictions. We have longstanding relationships with leading local counsel in each OHADA jurisdiction, developed through direct transactional experience, inter-office secondments, training programmes and diverse know-how initiatives. This allows us to offer our clients access to high quality local legal advice which is part of a consistent and seamless service. Our aim is always to deliver an efficient and cost-effective solution that achieves your commercial objectives.

Excellent relationships with local counsel in Africa

Through our extensive work in Africa, we have developed excellent relationships with the leading local law firms, as well as an understanding of their working practices. We are therefore able to work efficiently and project manage local counsel on our clients' behalf to ensure that our clients deal with one firm operating to the highest international standards.

International Firm of the Year

IFLR Awards, 2013

“Naciri & Associés Allen & Overy’s global reputation and the longstanding international experience of its two partners – Yassir Ghorbal and Hicham Naciri – are major draws for local and international companies seeking representation in cross-border deals.”

Legal 500 EMEA, 2016

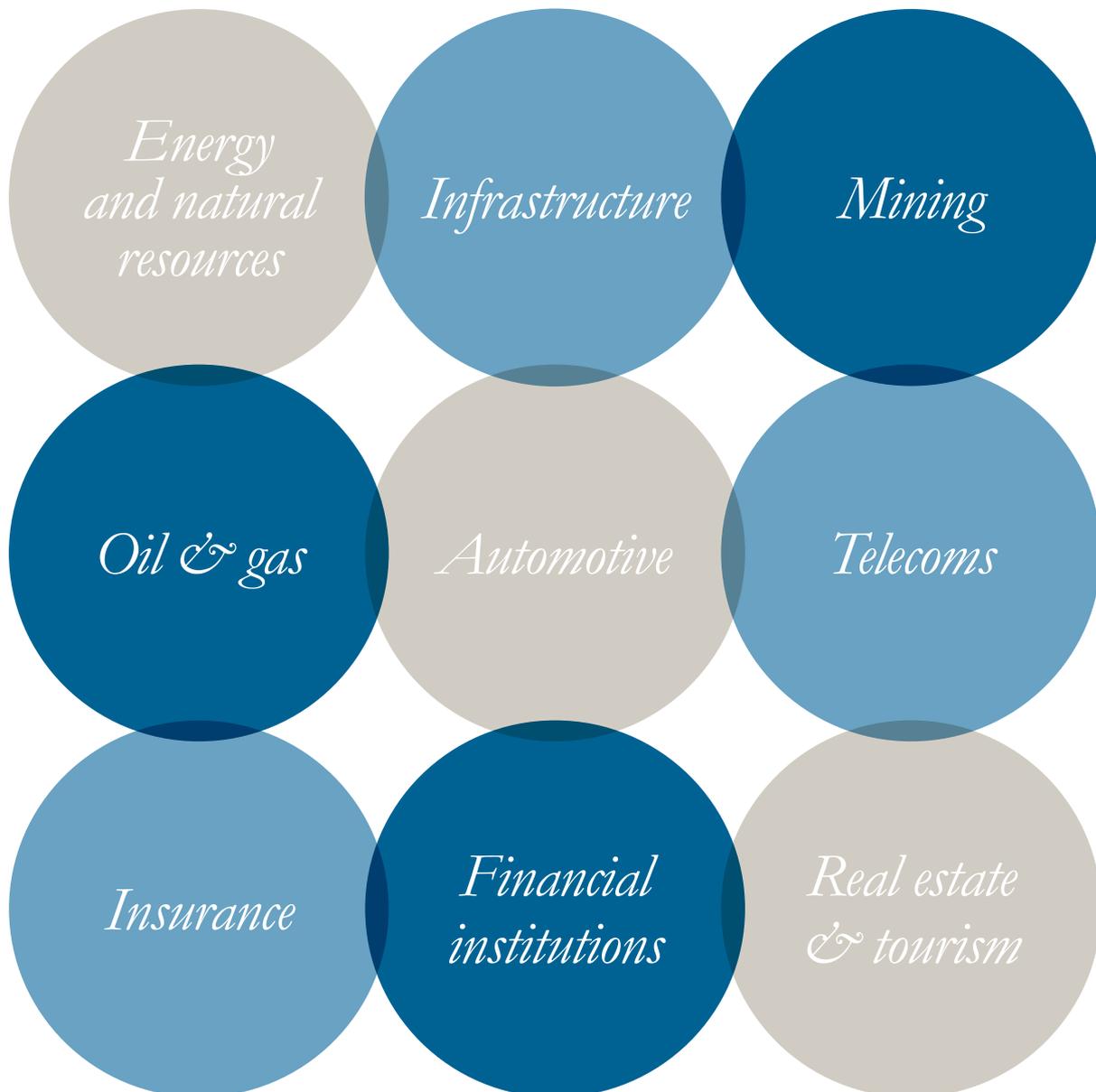
“Allen & Overy LLP advises clients on large projects including petrochemicals developments for international contractors, its Casablanca office under Hicham Naciri being a central player alongside teams in London, Paris and elsewhere.”

Legal 500 EMEA, 2016

A sector-focused approach

Like our clients, we take a sector-focused approach to the way we structure our teams in Morocco and globally. This enables us to share sector-specific market information, transaction and project insight and experience across our network of offices.

Our sector teams regularly attend and speak at core industry events and working forums and are members of relevant institutions and educational bodies across key sectors globally.



Market-leading legal practices

Banking & Finance

- Project finance
- Islamic finance
- Bilateral and syndicated loans
- Acquisition finance
- Leveraged finance
- Cross-border financings
- Restructurings

Our regional Banking team is one of the leading practices in the MENA region and globally. Our track record, breadth of resources and consistent quality across the full range of finance disciplines make us truly unique. The regional team offers its clients advice on a broad spectrum of banking transactions, including single bank and syndicated loans, debt and structured financings, acquisition financings, asset financings, cross-border financings and project financings. A particular focus of our regional Banking practice is large-scale Islamic financings.

Corporate/ M&A

- Mergers, acquisitions and disposals
- Public company takeovers
- Private equity and hedge fund investments
- Spin-offs, recapitalisations, asset sales and restructurings
- General corporate matters
- Equity capital markets
- Privatisations

We advise on a full spectrum of corporate work, including mergers & acquisitions, joint ventures, corporate finance, equity capital markets, regulatory compliance, funds, employment, intellectual property and commercial agreements.

Our Corporate team includes lawyers with extensive regional and global experience providing a complete legal solution for corporate matters in Morocco and Africa.



Capital Markets

- Sukuks
- Debt offerings
- Debt issuance programmes
- Convertible securities
- Derivative securities

Our Moroccan Capital Markets practice has an impressive track record of advising on the full spectrum of listings, placings Sukuks and bonds issues. Our team advised Barclays Capital, JP Morgan and Morgan Stanley as joint lead managers on the multi-tranche issue of USD1.8 billion under rule 144A by OCPSA – the largest global producer of phosphate rock and phosphoric acid. This is the largest ever international note offering from the Moroccan private sector.



Investment Funds

- Real estate funds
- Private equity funds
- Shari'a-compliant funds
- Infrastructure funds

We have extensive experience of advising on the structuring, establishment and consequent investment of funds in the full range of sectors throughout North Africa. Our team advises government entities, private equity houses, financial institutions and corporate clients – on fund establishment and related issues, including the Shari'a aspects of fund structures. Our strength is our ability to apply our considerable international investment funds and cross-border transaction experience together with our experience in the MENA region over the last 30 years.

Litigation & Arbitration

- ICC proceedings
- ICSID proceedings
- LCIA proceedings
- DIAC proceedings
- UNCITRAL proceedings

Our Litigation lawyers have extensive experience of handling a wide range of disputes throughout Morocco and Africa. Our experience spans a broad spectrum of industry sectors, including construction, projects, oil and gas, power, water, engineering and professional services, finance and derivative products. This means that our clients benefit from strong, on the ground expertise as well as the reach of a global international litigation practice.

We aim to help clients resolve disputes before they escalate or, better still, prevent them from arising in the first place. Where a dispute is unavoidable, we work with you to find the best means of resolving it, whether it be litigation, arbitration or an alternative means of dispute resolution. Whatever route we take our objective is always the same – to reach a swift, cost-effective resolution that meets the needs of your business.

Real Estate & Construction

- Real estate development
- Real estate finance
- Planning and zoning
- Landlord and tenant
- Public Private Partnerships
- Procurement and construction

Our regional Real Estate practice consists of an integrated team of specialist lawyers. We have a particular focus on tourism, energy and infrastructure construction.

Our team has been involved in some of the most pivotal and pioneering work across the region and continue to advise on the development of both Morocco and Africa.

Key contacts

Hicham is the managing partner of Naciri & Associés Allen & Overy in Casablanca. He is based in our Casablanca office, leading a team of Arabic-French and English speaking lawyers working full-time on Moroccan and African transactions. He has extensive experience in mergers & acquisitions, real estate, structured finance, project finance and, more generally, in foreign investments. He has been involved in most large-scale, high profile transactions undertaken in Morocco over the last twenty years and is regularly advising clients on their acquisitions in Africa. Hicham is top ranked as a leading individual in international directories including Chambers Global 2016 and Legal 500 EMEA 2016. Hicham is also cited on Project Finance Lawyers magazine as a leader in the field and by Jeune Afrique amongst the “25 leaders of tomorrow” on the African continent (2013).

He is a member of the French-American Bar Association.
Hicham is qualified in France and Morocco.

Commentators describe Hicham Naciri as:

*“One of the top lawyers for commercial transactions”
and as a vital player in the Moroccan market.”*

Chambers & Partners Global, 2016

Clients say:

“It’s always a pleasure to work with him. He’s a high-calibre lawyer with a very strong knowledge of a lot of sectors and matters that are important in Morocco”

Chambers & Partners Global, 2015

“Hicham Naciri operates a wide-ranging corporate and commercial practice, and has a strong reputation in the market. One interviewee enthused: “He has invested a lot in Morocco – he is constructive and positive on a deal and wants to get things done.”

Chambers & Partners Global, 2014



Hicham Naciri

Partner – Casablanca

Tel +212 520 47 8000

hicham.naciri@allenoverly.com

Languages

French, English, Arabic

Yassir focuses on mergers & acquisitions, capital markets, projects and project finance and has worked on transactions in the Middle-East, North Africa and Sub-Saharan Africa. Yassir's experience in Africa includes specific experience of OHADA law.

He has advised several clients on local and international arbitration procedures both under Moroccan law and under a foreign legal framework and has been involved in dispute resolution and arbitration in relation to construction contracts, financial, corporate and commercial disputes. He has extensive experience of arbitrations conducted under the rules of the ICC.

He is recommended for dispute resolution by Legal 500 EMEA in Morocco. He is Moroccan-qualified and a Registered Foreign Lawyer with the Solicitors' Regulation Authority (England & Wales).

"Yassir Ghorbal maintains experience across corporate mandates and particular expertise in cross-border and Sub-Saharan matters."

Chambers & Partners Global, 2016

Interviewees say:

Yassir Ghorbal's "understanding of our group helps him give us facilitated answers and his technical understanding is very good."

Chambers & Partners Global, 2015

"Yassir Ghorbal heads the firm's corporate team and his practice incorporates M&A, capital markets and project finance. He also advises in litigation."

Chambers & Partners Global 2014, Morocco



Yassir Ghorbal

Partner – Casablanca
Tel +212 520 47 8000
yassir.ghorbal@allenoverly.com

Languages

French, English, Arabic

GLOBAL PRESENCE

Allen & Overy is an international legal practice with approximately 5,200 people, including some 530 partners, working in 44 offices worldwide. Allen & Overy LLP or an affiliated undertaking has an office in each of:

Abu Dhabi	Bucharest (associated office)	Ho Chi Minh City	Moscow	Seoul
Amsterdam	Budapest	Hong Kong	Munich	Shanghai
Antwerp	Casablanca	Istanbul	New York	Singapore
Bangkok	Doha	Jakarta (associated office)	Paris	Sydney
Barcelona	Dubai	Johannesburg	Perth	Tokyo
Beijing	Düsseldorf	London	Prague	Warsaw
Belfast	Frankfurt	Luxembourg	Riyadh (cooperation office)	Washington, D.C.
Bratislava	Hamburg	Madrid	Rome	Yangon
Brussels	Hanoi	Milan	São Paulo	

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