**RIM JAZIRI**

**Lawyer**

**Nationality: French**

**Date of Birth: 23/11/1976**

**Based in Dubai**

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**PROFESSIONAL EXPERIENCE**

As a Trilingual (Arabic, French, English) Lawyer, I served the needs of companies in various countries and in diverse range of sectors in private and public, domestic and foreign / offshore entities.. With a strong acumen of corporate legal issues, Regulatory, negotiation and Compliance, I have supported and advised local and cross borders companies on various legal matters within a wide range of sectors such as Energy, Manufacturing, IP, IT and New Technology

I have a proven knowledge with all aspects of M&A and JV Documentation and deals. I am well acquainted with commercial law, corporate Governance, transactional drafting contracts and deals.

**August 2018 – Current Senior Corporate Legal Counsel-Fetchr- ( E-Commerce Last Mile logistic Company)**

Covering KSA, Egypt, Jordan and International Jurisdictions

* Drafting, reviewing and negotiating variety of GCC and international transactions and agreements including but not limited to Vendors agreements, Consulting Agreements, Leases Agreements, Master Services Agreements, Client Agreements, Manpower Agreements, Supplier Agreements and Outsourcing ( FM to LM ) Services Agreements, Corporate finance and commercial loan/ credit transactions, and marketing agreements in support of all corporate functions.
* Negotiating and Drafting Corporate documentations (Letters of Intends, POA, Shareholders Minutes Resolutions, Purchase Shares Agreements..).
* Initiating processes for the settlement of required Licenses and Governmental Authorizations and their follow up for operational actions cross Kuwait, KSA and UAE.
* Building, supporting, and maintaining effective working relationships with executive management, cross-functional teams, internal stakeholders, external clients, and outside counsels.
* Managing budget and work done by outside counsel in connection with litigation, regulatory

proceedings, and corporate dissolution.

* Providing guidance and supervising work product for compliance with internal department standards.

**September 2017 – May 2018 Senior Legal / Government Relation North Africa Consultant - Careem – ( Uber company in Middle east)**

* Negotiation and discussion with Government Officials on Regulatory issues Re Ride hailing Transportation services
* Providing Legal and Regulatory guidance on the strategies to be taken to let Careem operating legally
* Drafting Memos and reports related to the Regulatory framework across North Africa and GCC
* Interfacing with all kind of key stakeholders in the Business to improve Careem ‘s activity across Morocco
* Assessing and developing all legal and regulatory framework to support Captains on ground
* Drafting and reviewing related official letters/ documentation and implementation of legal and regulatory framework for the launch of Careem in Iraq

**April 2017- September 2017 Legal Consultant (Dubai)**

* Legal assistance and Advisory to the first Health care Provider in Spain (QuirónSalud) and setting up of an LLC in Dubai handling all necessary administrative processes and developing one of their new Business by handling the negotiation for a partnership in the opening of an Ophtalomogical clinic in Dubai.
* Appointed by RoyalPetrol LLC, Aviation Fuel Supplier company, to bring a case before the ICC (Paris).
* Negotiating, Reviewing and drafting Exclusive Distribution Agreements for a cosmetic distributor company based in Dubai.
* Providing all legal guidance for On and Off shore companies incorporation by drafting all related documentation (MOA , Sides Agreements etc..) and handling its registration processes.
* Advising and assisting a Spanish Juices producer company (JW) for the distribution of its products in UAE by negotiating with potential distributors in the market and drafting all related transactional agreements.

**January 2013- June 2016 Senior Legal Advisor ExxonMobil (Dubai)**

* Regulatory Advisory: Regulatory, Legal assessment and legal compliance with regards to both Iraqi and cross borders legislation dealing with Oil & Gas operations and projects advising on a broad range of stakeholders in implementing and completing their projects;
* Directing the development and overseeing the implementation of the regulatory framework;
* Controlling tasks Re Approvals documentation and related processes;
* Defining and gathering all required Approvals/Permits if needed with regards to the Energy standards and Oil & Gas international best practices;
* Dealing and interacting with all competent Authorities such as Ministry of Oil or Ministry of Environment;
* Leading Compliance integrity risk assessment and due diligence;
* Implementing consistent compliance objectives ensuring alignment with Standards, compliance agenda and policies;
* Advising contractors, reviewing and drafting a broad range of contracts related to both upstream and downstream operations such as PSA, drilling services agreements and EPC;
* Conducting legal review and recommendation on policies and procedures;
* Proactively advising and networking in all legal and contractual matters ;
* Providing advice with regard to effective legal processes within ExxonMobil ;
* Coordinating with other functions. Provision of contract related advice. Contract Negotiation in order to achieve best possible contract within mandate. Formulation of negotiation strategy ;
* Ensuring all appropriate internal processes and procedures are followed, providing advice and guidance where needed ;
* Identifying and managing mitigation of business risks ;
* Provide sales, business management and colleagues with comprehensive expertise in negotiations with partners, clients and all kind of stakeholders ;
* Planning, conducting and preparating diversified written outputs - background papers, analysis, substantial sections of reports, inputs to publications; to inform stakeholders, operating bodies, and partners companies about the evolvement of the Business from a regulatory and legal point of view ;
* Providing legal support in particular to the projects and operations enhanced in Iraq, but also for other sales regions, with a thorough understanding of the market. Responsibility for potentially high exposure projects and legal activities in that area, e.g. contract drafting, negotiations, claims and dispute management.

**Since 2010-2013 JWConsulting Law Firm (France, Dubai) / Senior Associate in collaboration with Al Bahar &Associates law Firm (Dubai)**

* **Corporate structuring**: Drafting, reviewing and advising on all related structuring agreements to fit multi-jurisdictional business activities and commercial needs;
* Advising on all aspects of corporate licensing. Advising on and implementing changes to corporate ownership structures; advising on corporate matters connected with government tendering. Corporate due diligence for share and asset acquisitions;
* **Commercial Law**: Undertaking all Commercial legal matters and providing strategic direction for key international agreements, acting as a senior legal stakeholder in the business and taking responsibility for wider business needs; and
* **Litigation:** Advising on dispute resolution including mediations, settlement negotiation.

**2004-2010 ABDELLY&ASSOCIATES Law Firm, senior associate (Head of Corporate Department)**

* **Legal Compliance**: Regulatory advice, strategy and compliance such Advising on establishing and developing free zones and related regulatory and legislative framework, providing day to day management of transactions, similar to private equity and financial investments, identifying issues in due diligence to be reflected in transaction documents.
* **M&A:** Providing legal support with all aspects in such transactions, from structure and strategy to negotiation and documentation providing cost-effective due diligence investigations in diversified industries;
* **General Corporate Legal issues**: Representing purchasers as well as sellers in both domestic and regional transactions, utilizing the experience of specialists throughout the firm in government contracts, intellectual property, environmental law, real estate, and labor/employment to provide a full array of services for clients involved in either the purchase or the sale of a company or business unit; and
* **Corporate Governance**: Planning and implementing legal structures for large and mid-size investment firms, as well as handling all corporate law issues ranging from corporate maintenance to complex mergers and restructuring companies especially in Energy sectors.

**EDUCATION**

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| 2004    2002-2004 | Admission to the Bar  University of Law of Tunis, **Post Graduate Diploma in Business Law** |
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| 2001-2002 | Graduate School of Management of Paris, Master Degree Corporate and Tax Law |
| 2000-2001 | University of Law of Toulouse (France), **LLB in English for Business Law** |
| 1995-1999 | University of Law of Toulouse (France), LLB in Corporate Law |

**LANGUAGES**

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| Arabic | Mother tongue |

French Mother tongue

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| English Italian | Fluent  Spoken |

**OTHER FOCUSES**

2010 Member of the European Lawyers Association (ELA)

2009 Member of French Tunisian Chamber of Trade and Industry (CFT)

**RIM JAZIRI**

**SCHEDULE**

**Significant transactions**

I have mainly worked on:

**Energy**

* Advising on all Libyan aspects of rescues, reconstruction, administration and monitoring for a proposed investment such as by MITSUI in Libyan methanol and ammonia facility owned by NOC (Libyan National Company);
* Analyzing legal conditions of entering as JV Drafting legal documentation;
* Reviewing and drafting all required structuring agreements, preliminary documentations such as MOU, MOA, letters of intent, non disclosure Agreements;
* Participating in Energy field Due Diligences and reports drafting including the validity of the contracts, Licenses and other assets such as for National Oil Varco, Rigo Oil;
* Supporting and follow up of the renewal of Prospection and Exploration Permits ahead the competent authorities;
* Participation and advising on Oil companies privatization: Corporate advising for local share and asset acquisitions on behalf of Ashurt Legal Consultants instructed by Kuwait Foreign Petroleum Exploration Corporation;
* Carrying out appropriate researches and investigations before relevant governmental authorities in charge with Oil& Gas such as Anadarko, Breakwater and CNPCI;
* Advising on all aspects of Permits Licensing, Prospection Licensing;
* Acted on behalf of REPSOL in the acquisition of the LPG Business of SHELL group through the auction process ‘’ Project SALMON ’’; reviewing of all related legal aspects in respect of the LPG Business, negotiation and drafting Gas supply Agreement
* Proactively advising and networking in all legal and contractual matters such as regarding oil companies assets, legal structures and compliance with relevant jurisdictions;
* Negotiating on behalf of prestigious providers of integrated facilities services
* Energy contracting: Reviewing and drafting Oil services agreements such as cementing services, transportation and storage contracts, drilling contracts; and
* Reviewing and drafting various requests for obtaining Prospection Licenses, Exploration and Concessions Permits such as for Petrovietnam, Anadarko and Breakwater.

**Corporate / Commercial Law**

* Supporting the Management board with legal information concerning the Articles of Association, various Agreements, setting up new Business and all/any other legal requirements related to the Business;
* Reviewing and drafting Agency, Distribution and Franchising Agreements;
* Negotiating Services Agreements, Supply Agreements;
* Managing and administering Tender Offers, procurement, ensuring compliance with Corporate Governance policies;
* Participating to major bids projects (such as bid involving Emirates Telecommunications Corporation- ETISALAT- in relation to the transfer of 35% of share capital of Tunisie Telecom) by preparing the Administrative and Technical documentation, drafting bid letters, tender warranty letters, letters of intent and final drafting of copies of the Deed of Assignment
* Drafting and reviewing Purchase of shares, Consortiums and Shareholders Agreements;
* Drafting and reviewing term sheets, sale and purchase agreements, investment agreements and loan agreements and ensuring that sufficient safeguards are built into these contracts to eliminate potential risks;
* Assisting new Investors by taking in charge all steps of companies and branches set up by supporting with required Board documentation and drafting corporate documents including company licenses, minutes of board meetings/resolutions,
* Advising on Registration, Customs and Tax Procedures;
* Representing and managing corporate governance matters by advising companies on Board and Committee structure and compositions;
* Advising International companies on the shareholders restrictions in relation to foreign investors in Libyan companies, reporting requirements and Corporate Governance monitoring (MITSUI Project in collaboration with Herbert Smith Tokyo); conducting the legal evaluation and risks assessments related to the JV Project; drafting all needed documentation as the JV Agreement including the specific clauses such as the limited duration purpose and duration, the joint property interest, shared profits loss and the common financial objectives.
* Drafting and reviewing legal reports related to the Importation, (re) exportation, transportation, storage and use of chemical products on behalf of Morgan Stanley;
* Registration issues connected with trademarks and company names;
* Drafting empowering documents - representations, commercial powers of attorneys; and
* Licenses, permits, registration with tax and other relevant procedures before the governmental organizations.

**Manufacturing , IT and New Technology**

* Advising on implementing changes to corporate ownerships structures such as for Heineken, or Enfidha Cement plants by participating to its Due Diligence report;
* Counsel on transfer operations of the production units in a merger by absorption of the one of the most important cables producer LEONI Group;
* Participation to Due Diligence and drafting related reports of the Privatization of the National Telecommunications Company Tunisie Telecoms and Media framework proposed acquisition;
* Advising on regulatory, strategy and compliance to carrying out the implementation of Careem in North Africa ( Algeria-Morocco)
* Advising on the compliance with Labor matter, Environment, Tax and Customs, exchange and external Trade;
* Acted on behalf of Norton Rose to advise Emirates Telecommunications Corporation –ETISALAT- in the share capital transfer of Tunisie Telecom;
* Handling and managing IT Licensing processes through solid negotiation with governmental officials and local authorities**.**
* Advising on all aspects of Corporate Licensing by participating to projects including New Technologies and its legal feasibility such as for Voice over Internet Protocol and Encryption on behalf of Bakernet; and
* Advising on corporate capital structure, capital measures, shares transfer, corporate management, and current status as to bankruptcy and liquidation regulation in the Due Diligence of Heineken.

**Finance**

* Advising on financial regulatory market to Offshore Investment, reviewing and drafting reports on legal requirements for financial services providers such as Deutshebank;
* Drafting legal notices related to the Tunisian Banking legal system on behalf of Herbert &Smith;
* Advising on regional corporate structure such as for the Al Wafa Islamic Fund;
* Advising on board and committee structure and composition on regulatory matters regarding governance and liabilities;
* Reviewing and drafting Project financing Agreements such as on behalf of QuirónSalud for the construction of the ophthalmologic clinic in Dubai by submitting all key terms such as the drawdown requirements, repayment formula and representations and warranties.
* Participation to Due Diligence and advising on assets acquisitions issues of Banque Franco Tunisienne focusing on material legal issues including the risks and contingencies; drafting and negotiating deed of guarantees, Agency Agreement and Loan Agreements; and
* Acted on behalf of a major international company in relation to project financing granted by a major Tunisian bank for the construction of a transformers plant; led to the review of the facility Agreement, the Assignment of lease, account assignment, assignment of insurances
* Providing legal support by conducting evaluation, risk assessment and identifying fiscal and legal risks related to the part privatization of State owned companies such as the National Tunisian Company of Insurance and Reinsurance STAR,
* Advising on the interpretation of laws and regulations, monitoring any amendments to them and updating the business on the implications of such and ensuring that the client’s activities at all times conform with applicable laws and regulations in multiple jurisdictions (central Bank of Tunisia, Central Bank of Libya);
* Drafting and reviewing offering memoranda, limited partnership agreements, investment management agreements, investment advisory agreements, administration agreements, side letters for investors and all other contractual documentation relating to funds.

**Litigation**

* Preparation in and following-up of legal claim made by/against the company, preparing final legal papers and correspondence of legal nature such as complaints, legal notices under the supervision of Company’s Legal Advisor, arranging for service of such notices and obtaining proof of delivery and maintaining legal records of the same;
* Gathering and analyzing research data, such as statutes, decisions, and legal articles, codes, and legal documents;
* Supporting the Legal Advisor in various administrative activities and regular follow-ups with relevant internal staff, third parties, legal bodies, government official and external attend hearings at Labor Offices / Rent Committees;
* Preparing cases for Courts by conducting investigations, undertaking researches and giving notice of court actions; and
* Drafting briefs for submission to Courts and advising on interpretation of laws and application of regulatory matters.