

HORIZONS

&CO

THINKING FORWARD

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THROUGH FORWARD
THINKING AND
PIONEERING LEGAL
STRATEGIES, WE'RE
COMMITTED TO
ACHIEVING THE BEST
POSSIBLE OUTCOMES
FOR OUR CLIENTS'
BUSINESSES, IN THE
MOST EXPEDIENT AND
COST-EFFECTIVE WAY.





Chairman's Message

My firm is dedicated to protecting our clients' corporate and commercial interests with an emphasis on experience, innovative solutions, world-class expertise and foresight that enables assured success. We recognise the challenges that litigation brings to companies and individuals, and we work hard to minimise any negative impact on our clients' operations or brands.

I am proud to work with a group of responsible and pragmatic, yet passionate legal specialists who are qualified and experienced to handle a wide range of litigation matters. We are restless perfectionists, always looking for better ways to provide a caring, professional and bespoke legal service.

Ali Al Zarooni
Chairman and Founder

Our clients come to us, not just for our expertise, but for our ability to listen, understand their business goals and fight tenaciously for their cause. We value their insights to accomplish the goals necessary to protect their legal interests, while maintaining the highest level of confidentiality.

Ultimately, we want our clients to be relaxed in the knowledge that their legal matters are in dependable hands. Horizons & Co is on your side, thinking ahead and keeping your path to success clear of legal obstacles.

01.THE FIRM

IN IMPORTANT
LEGAL MATTERS,
IT'S VITAL TO HAVE
THE RIGHT PEOPLE
AT YOUR SIDE:
EXPERIENCED,
KNOWLEDGEABLE
AND PASSIONATE
ABOUT YOUR
SUCCESS.

Experience that

Who we are

Founded in 1997 and headquartered in Dubai, Horizons & Co is one of the UAE's leading multi-disciplinary law firms. Our lawyers boast a vast range of qualifications and registrations, enabling us to assist corporations and individuals on any legal aspect of living and working in the UAE and its Free Zones.

We are licensed to practice before all Courts, Police Stations and Public Prosecutions in the UAE and can provide expert legal services in all areas of UAE and UAE Federal Laws – in every discipline from commercial and civil litigation to criminal cases. Experts in arbitration and negotiation, our lawyers have represented major corporate and private clients on a range of complex matters, achieving outstanding results.

Our network of reputed firms across the GCC, Middle East, Europe and elsewhere internationally, reinforces our strength as a truly multi-jurisdictional law firm. In addition, we frequently serve as local counsel to international law firms on a range of complex civil and commercial disputes.

What makes us different?

When it comes to legal success in the UAE, there is no substitute for experience and knowledge. Through superior expertise and understanding of the UAE legislative landscape, we are your strategic advantage offering incisive legal perspectives that are practical and highly successful.

Effective strategic thinking can only be delivered with a collaborative approach. We listen carefully before offering opinions, understanding your business objectives and legal issues in detail. This allows us to provide bespoke legal solutions that deliver the best possible outcome.

Acting for a wide range of clients – from small businesses in emerging industries to diversified multinational corporations – we offer the advantage of a broad practice, as well as specialist skills in all sectors of business.

Teamwork is at the heart of the firm. Our talented team of litigators comprises some of the leading practitioners in the areas of commercial and civil litigation, property disputes, criminal defence, arbitration and mediation. Tailoring the specialisms of each individual to the complexities of your case, we maximise cost-efficiency, while ensuring the best possible outcomes.

So what can you expect from Horizons & Co?

To begin with a warm welcome, an expert ear and a refreshing approach to service. From start to finish, we will be honest and open, never over-promising or compromising on our promises. This is the foundation of all trusting, and lasting, relationships.

Time is always of the essence, so we are quick to respond with the most incisive advice and up-to-date information. We deliver facts in a straightforward way and do our utmost to de-mystify the complexities of litigation, legislation and legal precedent – allowing you to make sound decisions with absolute confidence.

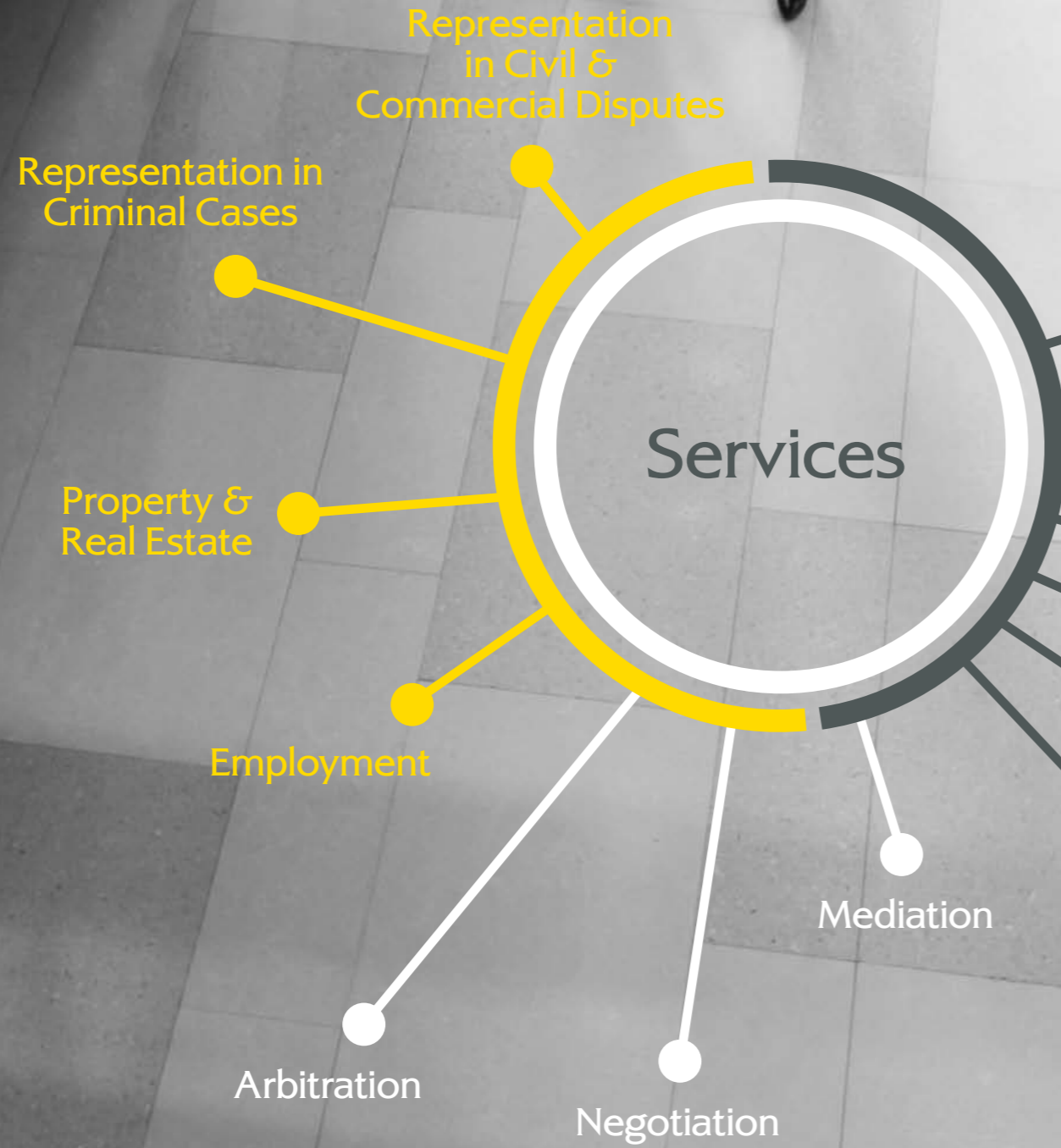
Our lawyers are tenacious in pursuit of your goals. Once you agree a direction, your team of legal experts is totally committed to your cause and will be relentless in delivering the outcome you desire.

Ultimately, we are legal specialists and you come to us for results. To achieve seemingly impossible solutions requires a challenging nature, boldness and creativity. We are constantly looking for new, different and better ways of doing things – this is what keeps our clients ahead of their competition, and keeps us ahead of ours.

02. AREAS OF EXPERTISE



Primary focus for litigation



Primary focus for dispute resolution

Primary focus for corporate



03. CORE SERVICES

AT HORIZONS
& CO, WE
WORK WITH
OUR CLIENTS
TO MINIMISE
LEGAL RISKS
BEFORE THEY
HAPPEN.

Litigation

Litigation

“We understand that the greatest fears in undertaking litigation are uncertainty and spiralling costs. This is where our experience and forward thinking come to the fore.”

At Horizons & Co, we work with our clients to minimise legal risks before they happen. We strive to keep dispute resolution costs low and help to preserve your existing business relationships. If litigation is unavoidable, we guide you through each stage of the process, providing realistic and accurate cost estimates. So you're aware of the risks from the outset, we also give you an honest assessment of your chances of success, enabling you to make better-informed decisions.

Our litigation team complements our advisory work in all key areas of practice and comprises some of the top trial and appellate lawyers in the UAE. We can represent you in criminal defence and commercial & civil litigation, appearing before all relevant Courts and authorities in the UAE.

Civil & Commercial Disputes

“Disputes are an inevitable part of business. It's our job to ensure the best commercial outcome for your company, with minimum impact on your reputation and finances.”

When disputes occur, Horizons & Co are here to care for your rights, getting completely behind you with an in-depth understanding of the law, the legal system and historic outcomes. Technically legal, our teams have provided legal representation

to some of the UAE's leading companies and organisations on matters from urgent interlocutory relief to large-scale litigations as a result of contract breach and terms of employment. This experience enables us to plan ahead and provide cost-effective solutions to the issues facing your business.

Our lawyers also provide advice and representation on all aspects of civil and commercial Laws, before all Courts in the UAE at every level, as well as DIFC Judicial Authority (DIFC Courts), Conciliation Committees, Rent Committees and other Government Authorities.

How can we help?

We have an excellent track record of successful claims across disputes including:

- Contract disputes
- Disputes related to construction, property & real estate
- Infrastructure disputes
- Disputes related to mega projects
- Ratification or Nullification of Arbitration Award issued in UAE and abroad
- Leasehold and Freehold disputes
- Director's disputes
- Shareholder disputes
- Employment disputes
- Alleged breaches of fiduciary duties
- Debt recovery
- Banking & finance
- Intellectual property
- IT
- Professional indemnity and insurance claims
- Negligence claims
- Fraud
- Industrial disputes
- Maritime disputes



Representation in Criminal Cases

“It goes without saying that if you’re accused of a crime, it’s vital to get the very best legal support available. Our resourceful attorneys will use every legal means possible to ensure your freedom.”

In criminal cases, an experienced and respected defence lawyer can play a pivotal role in the outcome of the case. Our lawyers work fast to investigate every detail of the charge to determine the strength and admissibility of the evidence against you. Our priority is to keep you out of prison, both short-term and long-term, and we are aggressive in pursuit of your freedom.

Horizons & Co has an excellent track record of defending clients on felony or misdemeanour charges. We understand how seriously a conviction could affect your future and, with the might of our experience behind you, provide genuine comfort as we battle for the best possible outcome. Our reputation before the Police Station, Public Prosecution and all three levels of Court in the UAE can have a significant bearing on whether charges are dismissed or reduced.

Dispute resolution

“Often, the best solution is to avoid legal action altogether – resolving the dispute one on one with the other party. We’re experts in facilitating and driving amicable solutions that save time, money and reputational damage.”

It’s often possible to resolve disputes through arbitration, negotiation or mediation. These types of resolution can be better for business as they allow both parties to continue a working relationship while resolving the dispute. They can also be faster, fairer

and, most importantly, save money for both parties. Horizons & Co possess specialist skills and qualifications in each area.

Arbitration

In relatively simple disputes, we are happy to act as neutral arbitrators and local co-counsel to assist a mutually agreeable and legally binding solution to your dispute. As specialist legal arbitrators we are concerned only with facts and finding the fairest, most efficient solution to your problem.

We have acted in major arbitration matters before various Arbitration Tribunals in the UAE, including:

- Dubai International Arbitration Centre (DIAC)
- DIFC LCIA Arbitration Centre
- Abu Dhabi Commercial Conciliation & Arbitration Centre (ADCCAC)
- Sharjah International Commercial Arbitration Centre
- International Chamber of Commerce, UAE (ICC UAE)

Negotiation

The most common form of dispute resolution is when parties resolve things on their own. With our assistance as a neutral third party, or as your attorneys where the other party would prefer to have attorneys present, we can help facilitate the most advantageous, amicable and fair resolution. Negotiation can be either binding or non-binding, depending on what you agree.

Mediation

In slightly more hostile disputes, using our professional services as a mediator can help facilitate a quicker resolution than taking it to court. We use our experience and skills to open up dialogue and encourage concrete steps to resolution. The final decision is left up to both parties and, with agreement, it can also be legally binding.

Property & Real Estate

“Real Estate has remained a cornerstone of our legal services since the firm was founded. Our knowledge of UAE Property Law is second to none, giving our clients maximum visibility and certainty.”

Horizons & Co have extensive and diverse commercial real estate experience across all types of properties, at every stage from planning and acquisition to disposition, financing, development, leasing and operation. Our clients benefit from responsive, reliable advice particularly on matters such as joint ventures, land use, zoning and planning. We also have extensive experience handling multi-estate transactions.

How can we help?

Our litigation teams have represented clients and successfully challenged opponents in a wide variety of forums and hearings, including court litigations, rent committees and local and international arbitrations.

Our experience spans the full spectrum of development, freehold and lease properties including:

- Corporate
- Residential
- Hospitality
- Retail
- Medical
- Industrial and manufacturing
- Mixed-use
- Parks, sports stadiums and recreational facilities
- Unimproved land

Employment

“Protecting your most valuable assets becomes important in aggressively competitive markets, especially where ‘job-hopping’ is well-practised.”

Horizons & Co are renowned experts in Employment Law in the UAE, as well as other jurisdictions across the Middle East. We understand the sensitivity of the employer-employee relationship and put your company’s business objectives at the centre of our advice.

Our team provides legal representation to major UAE enterprises helping them plan ahead in their everyday administration, such as policy & procedure documents, as well as taking on complex claims arising from contract breaches. With some of the region’s best and most experienced litigators, we can provide responsive, accurate advice as well as representing you before all judicial and quasi-judicial Courts within Dubai and the UAE.

How can we help?

Our team of Employment Law experts and litigators offers a wide scope of services including:

- Drafting employment contracts
- Policy & procedure documents
- Confidentiality and Non-Disclosure Agreements
- Non-Competition Agreements
- Reviewing employment contracts
- Detailed written advice
- Negotiations
- Litigation claims



Corporate Division

Our Corporate Division acts as the firm's strategic hub, integrating all other departments in the joint management of our clients' diverse legal needs. It spearheads the coordination of resources to achieve the most prompt and successful resolutions: firstly by assessing what's at stake, identifying the salient legal areas and devising the most effective strategy, secondly by assembling the right team of specialists to address each issue.

Horizons & Co has the expertise to provide a full range of corporate financial advice, including venture financing, public offerings, strategic alliances, technology transactions, and highly complex mergers and acquisitions.

Our lawyers are some of the region's best qualified in relevant areas of Commercial Law including:

- UAE Federal law
- Company Laws
- Commercial Agency Law
- Real Estate Law
- Labour Law
- Maritime Law
- Freehold Laws
- Employment Laws

Corporate

Commercial Advisory

“Our portfolio of commercial clients represents some of the most dynamic companies in the world.”

We assist clients in understanding their legal issues and developing strategies that have the best outcome for their businesses. Horizons & Co has a long track record of introducing international clients to the idiosyncrasies of the UAE business and legal environment, and helping them 'bed in' to the marketplace free from worry and legal pitfalls.

How can we help?

Complementing our advisory work, our skilled legal consultants are experts in the negotiation, drafting

and execution of contracts and agreements, with an uncompromising level of scrutiny and technical skill. Our Commercial team offers a tailored approach to reviewing and drafting documents including:

- Sale & Purchase Agreement for movable and immovable assets
- Sale and Transfer of shares in any type of company
- Memorandum & Articles of Association
- Memorandum of Understanding
- Long Term Lease Agreements
- Concession Agreements
- Partnership Agreements
- Shareholder Agreements
- Settlement Agreements
- Escrow Agreements
- Licensing Agreements
- Exclusive Distribution Agreements
- Franchise Agreements
- Brokerage Agreements

OVER THE PAST DECADE, WE HAVE ENABLED A HUGE NUMBER OF INDIVIDUALS AND CORPORATE ENTITIES – LOCAL AND INTERNATIONAL – TO ESTABLISH THEIR CORPORATE PRESENCE IN THE UAE AND ITS FREE TRADE ZONES.

- Management Agreements
- Contractor Agreement
- Developer Agreements

Incorporations

“With 100% foreign ownership, no taxes and 100% repatriation of capital and profits, Offshore and Free Zone Companies in the UAE provide hugely attractive business opportunities. We’re proud to have assisted many such incorporations.”

Over the past decade, we have enabled a huge number of individuals and corporate entities – local and international – to establish their corporate presence in the UAE and its Free Trade Zones. Well versed in UAE company incorporations, business registration and the UAE Commercial Companies Act, we pride ourselves on providing a streamlined, through service that also covers the GCC.

Horizons & Co provide day to day general corporate advice to corporations, Limited Liability Companies, Offshore Companies, Free Zone Companies and Sole Proprietorships both large and small. Our range of business registration and company formation services is flexible to meet your specific needs, and our experts will happily offer advice on which is the best set-up for your business.

Horizons & Co is an Authorised Registered Agent in Jebel Ali Free Zone and Ras Al Khaimah Free Zone.

How can we help?

We offer tailored advice and all legal documentation for company formation, including:

- Memorandum & Articles of Association
- Shareholders Agreements
- Board and Shareholders Resolutions
- Commercial licenses
- Professional licences

- Consultancy licences
- Representative company licences
- Branch licences
- Manufacturing licences
- Specialised licences

Banking and Finance

“We’ve helped some of the UAE’s top banks and financial institutions bring world-class products and services to market.”

Our Corporate Finance and Banking Division is our transactional arm, delivering leading expertise in the structuring, negotiation and execution of a broad range of complex corporate and financial transactions. These range from mortgages, municipal finance and corporate lending to securities and recoveries.

How can we help?

Our team of banking and finance specialists provides clients with professional legal advisory, drafting and reviewing documents, as well as conducting due diligence on a wide range of matters including:

- Merger and acquisition of financial institutions
- Providing procedural advisory to foreign banks intending to establish branches in the UAE
- The auctioning of the delinquent corporate loans
- Assistance services to the master agents of offshore funds
- Securitisation of financial assets
- Loan agreements
- New financial products
- Planning, financing and execution of major banking projects

Franchising

“Franchising is one of the fastest and most risk-free ways to expand a business without diluting the ownership. Our client base ranges from start-up franchisors and franchisees to multinational companies.”

The UAE has been a strong market for all kinds of franchises over the years. Horizons & Co are proud to have been involved in many of these successes, representing some of the leading international franchisors, in addition to franchisees, area developers and companies acquiring franchise systems. This experience makes us uniquely placed to offer sound advice on the opportunities, pitfalls and scope of franchise laws affecting your concept.

Where appropriate, we can also assist companies in establishing distribution and licensing systems that are not franchises, as well as providing advice on businesses which may inadvertently fall within the scope of the franchise laws.

How can we help?

We assist franchisors and franchisees with expert knowledge and practical legal support across any of the following:

- Foreign franchisors launching operations in Dubai and the UAE
- UAE firms expanding by establishing new franchise businesses or acquiring existing franchises
- Entrepreneurs in the purchase or sale of franchises
- Franchise disputes

Intellectual Property, Patent & Trademarks

“We have one of the largest intellectual property practices of any general practice firm, and some of the region’s top patent and trademark lawyers.”

Intellectual Property (IP) Law affects nearly every business in one way or another. However, few businesses are getting maximum protection for their products, services and inventions – losing a valuable competitive advantage. Even where rights are protected, lack of careful attention can often lead to loss of those rights with potentially dire consequences to the business.

As one of the region’s IP experts, we’re always alert to the importance of adequate protection for our clients’ IP – and always thinking ahead to ensure they exploit their rights and trademark extensions. Whether helping individuals protect their inventions with robust patents, or guiding corporations to distinguish their brands – using of trademarks not just to protect their

logos and slogans, but package designs and franchise concepts – we help our clients maximise their business potential.

How can we help?

Our team of specialists is skilled in using UAE Federal Law to help companies protect and exploit their products and services, including:

- Advisory services
- Patent applications
- Trademark applications and extensions
- Contract drafting
- Litigation claims



Mergers & Acquisitions

“Mergers and acquisitions can add considerable commercial value. But making sure each stage of the transaction process is successful – from valuation to negotiation and completion – demands significant experience and expertise.”

As one of the leading legal practitioners in the UAE, we rely on our qualifications, vast experience and rigorous technical scrutiny to provide our clients with the most professional advisory service dealing with the buying, selling, separating and combining of different companies and entities.

Our expertise goes beyond our watertight knowledge of relevant UAE legislation. It's designed to help you achieve your strategic goals by identifying opportunities and implementing strategies that add real value to the business. We have helped our clients grow, not only in the UAE, but also across the region.

How can we help?

Our expertise bridges the gap between corporate strategy and legal advice, adding value and delivering confidence in areas you might not expect, including:

- Identifying businesses that offer a good strategic fit
- Specialist legal advisory throughout the acquisitions process
- Obtaining approvals from relevant authorities
- Advising on licensing processes
- Conducting due diligence and executing the sale
- Reviewing and preparing final documents and agreements

Corporate Structuring

“Reorganising a company's legal, ownership and operational structures can be complex. But done properly, it can make a company more streamlined, valuable and, most importantly, profitable.”

Whether your company is undergoing a change of ownership, a de-merger or response to a crisis, Horizons & Co can help you take the next step with confidence. Our legal advisory helps you strategise and implement the most effective corporate structure with robust corporate governance in compliance with the rules and regulations of the UAE.

We have guided company restructures following a huge range of transformations, including bankruptcy, economic climate, relocation or takeovers, as well as debt restructuring and financial restructuring. We are experts in evaluating the turnaround strategy and valuing the business and its components. We can also offer valuable assistance in assessing your financial alternatives.

How can we help?

Horizons & Co has provided legal advisory and conducted due diligence, reviewing and drafting of all related structuring documents and agreement, on all areas related to company structuring, including:

- Legal compliance
- Structuring strategies
- Obtaining approvals from Government Authorities
- Legalisation of agreements from relevant authorities
- Advisory procedures of obtaining required licences from the Government Authorities

WHETHER YOUR COMPANY IS UNDERGOING A CHANGE OF OWNERSHIP, A DE-MERGER OR RESPONSE TO A CRISIS, HORIZONS & CO CAN HELP YOU TAKE THE NEXT STEP WITH CONFIDENCE.

04.OUR PEOPLE



Experience and Expertise



Adv. Ali Ismael Al Zarooni
Chairman and Founder

Advocate Ali founded Horizons & Co in 1997. He leads from the front with a wealth of experience and expertise in providing legal advisory and expert opinions on all aspects of the UAE and UAE Federal Laws.

He has represented clients before Public Prosecutions, Police Stations, Rent Committees, Conciliation Committees and every level of Court in the UAE, across all areas of litigation. His experience includes, but is not limited to, matters involving Corporate Laws, Criminal Laws, Civil & Commercial Laws, Banking Law, Real Estate Law, Construction Laws, Fedic Rules and Regulations, Labour Law, Maritime Law, Freehold Laws, Intellectual Property Laws, trade debts, partnership disputes, debt recovery matters, rental disputes, construction and property disputes.

He also has a long track record in ratification and nullification of arbitration awards before courts. In addition to private individuals, Adv. Ali has represented several prominent companies in complex arbitration matters. He has acted as Local Co-Counsel in many such matters before various Arbitration Tribunals in the UAE and is an expert in negotiations. Numerous settlements on behalf of his corporate and individual clients bear testimony to a respected ability to influence the resolution of disputes in an amicable yet successful manner.

Qualifications and registrations:

- Bachelor of Law and specialised in Sharia & Law from UAE University
- Licensed to practice before all Courts, Police Stations and Public Prosecutions in the UAE
- Registered Legal Practitioner with the DIFC Courts
- Registered member of the International Bar Association, London
- Registered member of the UAE National Committee for International Chamber of Commerce (ICC UAE)



Adv. Ismail Al Zarooni
Lawyer

A law graduate of UAE University, Adv. Ismail is an expert in Islamic and Commercial banking and has previously worked for Emirates NBD. He has represented the Firm's clients before Public Prosecutions, Police Stations, Rent Committees, Reconciliation Committees, and every level of Court in the UAE, across all areas of litigation. He has vast experience in commercial and civil disputes particularly in relation to investments, commercial financing and crediting. Adv. Ismail also specialises in Criminal Law, civil and commercial disputes, leasehold and freehold dispute matters, construction and property disputes, and contractual disputes.

He has served on the Board of the Dubai Real Estate Cooperation and also holds a MOODY'S Certificate (International Financing Organisation) and is a certified Mediator from Ministry of Justice.

Qualifications and registrations:

- Bachelor of Law and specialised in Sharia & Law from UAE University
- Licensed to practice before all Courts, Police Stations and Public Prosecutions in UAE
- Certified Mediator from Ministry of Justice



Mr. Mahiyar Jehangir
General Manager

Mr Mahiyar Jehangir holds a Masters Degree in Personnel Management specialising in Human Resource Management (HRM) and Business Administration. He also has a Bachelors Degree in Commerce from the University of Pune, Maharashtra, India, specialising in Economics and Finance.

With over 15 years' HRM experience in the UAE, his position as the firm's General Manager involves ensuring optimal performance of its administrative, finance and IT departments. Through effective strategic and financial planning and execution, he enables cooperation and collaboration between teams giving Horizons & Co the professional edge our clients demand.

As Horizons & Co seek to expand in scope and size, Mr Mahiyar's experience and expertise facilitates the enhancement and development of policies, procedures and systems that drive the most cost-effective, professional quality service at all levels of the firm.

Qualifications and registrations:

- Masters Degree in Personnel Management from Pune University, India
- Bachelor of Commerce from Pune University, India

Dubai Office

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