

# Representative Legal Matters

Karim B. Nassar

## Capital Markets

- Acted for Saudi Fransi Capital, who were the lead manager, underwriter and bookrunner in relation to the offer of 12.9 million shares in L'Azurde to institutional investors.
- Acting as transaction counsel to Saudi Arabian Company for Hardware (SACO) in relation to its initial public offering of 7,200,000 shares representing 30% of the Company's share capital.
- Acting as underwriter counsel for NCB Capital in relation to the rights issue of Salama Cooperative Insurance Company.
- Acting for the Financial Advisors and Lead Managers on USD6 billion NCB IPO, the second-largest IPO in the world in 2014 and the largest-ever equity sale in the Middle East.
- Acting for Electrical Industries Company in relation to its initial public offering of 13,500,000 shares.
- Acting as underwriter counsel in relation to the initial public offering of 16,500,000 shares of Al-Hokair Group.
- Acting for the Underwriter and Lead Manager in relation to the 5,250,000 initial public offering of American International Group (AIG) and Arab National Bank Cooperative Insurance Company.
- Acting for Bawan Company in relation to its initial public offering of 15,000,000 of its shares to the public, valued at SAR540 million.
- Acting for Middle East Specialized Cables Company (MESC) in relation to its increase of capital by way of rights issue, valued at SAR200 million. This is the first rights issues in Saudi Arabia to use the new mechanism of tradable rights.
- Acting as transaction counsel in the initial public offering of 102,000,000 shares in Knowledge Economic City representing 30% of the total share capital and raising USD272 million, the largest offering in the Gulf region in the first six months of 2010.
- Acting for Najran Cement Company in relation to its initial public offering of through the offer of 50% of its shares to the public, valued at SAR850 million.
- Advising on the initial public offering of 240,000,000 shares in National Petrochemical Company, representing 50% of the share capital.

- Advising the Saudi Arabian Government in connection with the privatization of the mining sector through a restructuring and the initial public offering of 462,500,000 shares in Saudi Arabian Mining Company (Ma'aden).
- Acting as transaction counsel in the initial public offering of 315,000,000 shares in Kingdom Holding Company.
- Acting as counsel to Deutsche Bank in connection with the private placement of 40,000,000 shares in Al Khozama Management Company.
- Advising leading investment banking firms on regulatory and company formation requirements in relation to obtaining licenses from the Saudi Arabian Capital Market Authority to conduct securities business in the Kingdom.
- Acting for Riyadh Bank in the establishment of its US\$1.6 billion MTN Programme and USD500 million draw down under the Programme.

### **Mergers & Acquisitions**

- Acting for Mohammed I. Alsubeaei & Sons Investment Company (MASIC) in its joint venture and sale of 30% share of Thakher to Al Tayaar Group (ATG) (a publically listed Saudi company). This was in consideration for shares in ATG for the development of real estate in Makkah.
- Advising Alliance Holding Company in relation to its divestment together with other sellers of a majority stake in General Lighting Company to Koninklijke Philip NV.
- Acting for Al Tala'a International Transportation Co. Ltd. (HANCO), as part of a consortium, on the acquisition of a 75% stake in Byrne Investments from Dubai-based Havenvest Private Equity Middle East Partnership.
- Advising on the acquisition of 49% of Al Babtain LeBlanc Telecommunications Systems - the first time a foreign shareholder has acquired shares in a public company in the Kingdom through a share swap transaction.
- Advising NBK Capital and Al Tala'a International Transportation Co (HANCO) on the USD140 million sale of 40% equity interest in Al Tala'a International Transportation Co. Ltd. (HANCO). M&A Deal of the Year (2012) by *The Banker Magazine*.
- Advising Al-Ittefaq Steel Products Company (ISPC) on its corporate restructuring in the Kingdom of Saudi Arabia.
- Advising NCB Capital on the restructuring of ownership of five operational shopping malls, two malls under development and a villa-compound development in Jeddah, Kingdom of Saudi Arabia.

- Acting for Saudi Industrial Gas Company Limited (SIGAS), the second largest industrial gases company in Saudi Arabia, in relation to the sale of a majority shareholding in that company to Linde AG.
- Acting for the sellers in connection with the sale of a majority stake in a major Saudi pharmaceutical company to a leading Gulf-based private equity fund.
- Advising Abraaj Capital on the acquisition of a minority stake in a Saudi Arabian aviation company.
- Acting for Abraaj Capital in connection with the acquisition of a 40% stake in the Saudi Tadawi Company for Health Care.
- Acting for Almarai Company in its acquisition of Western Bakeries Co. and International Baking Services Co.
- Acting for a Consortium led by a global integrated business enterprise in their acquisition of a 75% stake in AJIL, a major leasing company.
- Acting for Saudi Telecom Company in the acquisition of AwalNet.

## **Funds**

- Acting for AJIL in relation to SR500 million sukuk issued to sophisticated investors in the Kingdom of Saudi Arabia, with Riyadh Capital and GIB Capital acting as lead managers.
- Acting for EFG-Hermes KSA structuring one of the first Saudi equities funds approved by the Capital Markets Authority.
- Acting for EFG-Hermes KSA on the placement of MENA financial/funds products to investors in the Gulf, Europe and the US.
- Acting for a leading bank in connection with the establishment and registration of Funds in the Kingdom.