



**AL Hadeel Al Hasan Limited Liability Company
For Attorneyship, Legal Consultancies & Services**

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1. Introduction

Al Hadeel Al Hasan Law firm, the Firm or HHL, is a majority woman-owned, Iraqi-based Law Firm specializing in commercial law, government contracting, legal consultancy, and related corporate and tax services.

With decades of extensive experience in the legal field, we've represented many of the world's top organizations from a wide variety of industries and backgrounds.

Adhering to international standards and working tirelessly to provide our clients with professionalism and expertise, we focus on building an efficient, innovative, and effective firm that always serves our Client's best interests.

Within the Firm's practices, it is to attend to clients' specific legal matters in the most time-efficient way by overseeing all necessary procedures and documents in the Iraq jurisdiction. We represent entities from Asian countries, the GCC, E.U., and the USA, including corporates, banks, foreign missions, and NGOs. Our team of attorneys and supporting positions comprises Arabic/Kurdish and English speakers.

Organizational Capacity

HHL team of lawyers constitutes of 21+ skilled attorneys well-situated Iraq-wide. Each has a wide range of domestic and international experience; The Firm possesses a unique advocacy methodology to represent our clients before government bodies, national courts, and Arbitration (domestic & international). We offer a comprehensive range of legal solutions throughout all the regions of Iraq through *three offices in Baghdad, Basra, and Erbil* and our regional offices in *Amman*, in addition to a local network of representation lawyers that covers **every province in Iraq**.

HHL supports/ represents well known International Law firms, including but not limited to:

- DLA Piper LLP.
- Ernst & Young
- Hunton Andrews Kurth LLP.
- Akin Gump LLP.
- CMS Cameron McKenna
- Bird & Bird.
- Clyde & Co LLP.
- White & case
- Stephenson Howard
- Pinsent Masons LLP.
- And many others

HHL Area of Practice

Corporate and Investment Legal Services:

HHL has been helping people and corporations of varied sectors in tackling smoothly the ever-growing business competition, fraud, and forgeries, intellectual property violations, highly volatile business markets, environmental issues, human resource management, etc., for their solid sustainability, bumper productivity, high efficiency, and maximum profitability.

HHL Corporate Department provides a wide variety of services through its dedicated, professional, and experienced lawyers and legal advisors. We find reliable, solid, and out-of-the-box legal solutions to suit our Client's requirements and business needs under Iraqi law.

The list of our regular and loyal clients has constantly been protracting. It includes small and big companies, corporations, multinational conglomerates, business organizations, entrepreneurs, industrialists, business managers, industrial financiers, investment fund managers, etc.

Our all-corporate law services are broadly classified into the following categories and practice areas:

- **Formation and Establishment of Corporations:**
 - Registration of foreign company branches in Iraq
 - Incorporation of local companies, whether owned by Iraqi persons or foreigners
 - Legally representing clients before official authorities and ministries in Iraq to obtain sectorial approvals and consents stipulated for conducting specific activities in Iraq (if applicable).
 - Advising on, completing, and following up on amending articles of association of local companies with Iraqi Directorate of Company Registration.
 - Advising clients on the most appropriate legal structure for registering its business in Iraq.

- **Mergers and Acquisitions (M & A):**
 - Implementing due diligence studies on entities subject to potential acquisition and merger and preparing reports related to that
 - Advising on and completing procedures of share transfers, capital increases, and liquidation of companies and registered entities in Iraq.

- **Tax Advisory & Social Security Services:**
 - Filing local companies and branches of foreign companies in the General Commission of Taxation and the Iraqi Ministry of Labor and Social Affairs – Directorate of Social Security.
 - Maintaining clients' files (whether branches of foreign companies and local companies) with official authorities (Directorate of Companies' Registration, General Commission of Taxation, and Directorate of Social Security) according to applicable laws in Iraq.
 - Advising on, completing, and following up the tax accountability procedures for foreign companies entered into contracts in Iraq

- **Labour and Employment:**
 - Advising on and representing clients before the Ministry of Interior, Labor and Social Affairs, and National Investment Commission obtain visitor visas, work permits, and multi-entry visas for their non-Iraqi staff.
 - Visa services
 - Work permits Services
 - Individual and Collective employment agreement.
 - Internal labour regulations.
 - Labour remuneration policy.
 - Labour safety regulations and instructions.
 - Code of ethics.
 - Other internal policies/regulations.

- **All Commercial Disputes and Litigations**
- **All mandatory Compliances to Authorities**

- **Investment:**

- Investment Licensing

From legal consultancy to investor registration and representation, we go above and beyond to provide all-encompassing support. Able to advise in various industries, our attorneys have extensive experience advising and supporting governmental and private sector organizations both locally and internationally.

We are specialized in investment application to the National Investment Commission and regional investment commissions, whether in preparing the application, filing it, and negotiating the investment contract and policy to be concluded with the Iraqi authorities. The contractual provisions or the financial guarantees to be obtained from the Iraqi side serve the Client's best interest without jeopardizing the investment project's economic balance. We have a proven track record in successful cases and investment applications, whether in the energy sector, such as oil refining projects, housing sectors such as central city complexes, hospitals, and other infrastructure projects.

- Investment Funds:

- Fund structuring and establishment
- Incentivization arrangements
- Investment reviews
- Management and advisory arrangements
- Secondary transactions, restructurings, and exits

Legal Consultancy:

HHL Legal Consultancy Department is an essential area of our practice; we have spent decades providing expertise to local, regional and international companies, banks, and financial institutions. Our experienced legal consultants understand the standards required for providing the highest level of support to our clients. With a thorough knowledge of Iraqi and international law, we can respond to clients' demands with unparalleled professionalism and excellence.

Our reputation for excellence and regional experience extends beyond our network of offices in Iraq in Baghdad, Erbil, and Basra to every Iraq territory.

- Contractual Documents:
HHL consultants drafted, reviewed, and advised thousands of contracts for all types of industries that include the following Sectors:
 - Governmental Sectors Contracts
 - EPC Contracts
 - Private Sectors Contracts
 - Commercial Contracts
- Creation, evaluation, and implementation of regional business concepts and strategies.
- disputes resolution
- Banking & restructuring of corporates
- Insurance & reinsurance
- Due diligence and locally required feasibility studies
- Long term Investment Projects
- Governmental tenders & acquisition
- Intellectual property – patent, design model, territorial copyright
- Commercial contracts
- Industrial project advisement

Litigation Department

HHL Litigation Department is one of the most experienced departments in Iraq that consists of a dedicated team of litigation lawyers who - each team member - has worked on hundreds of civil & criminal cases before all Iraqi courts and representing the Firm in every province in Iraq. A well-known retired judge leads the division with over 29 years of experience previously worked within Iraq as a judge, prosecutor, civil courts, criminal courts integrity, and government legal advisor and represented Iraq internationally in international summits and events.

The Firm's records in winning chances reach 98% of the handled cases.

Litigation Services

We provide strategic dispute analysis and practical advice on all the outcomes our clients may face, legal representation with highly professional lawyers in all Iraq provinces, and international arbitration. HHL has served its clients through all the following with a high win ratio.

Iraqi Courts/ representation on all levels

Civil Litigation:

- Disputes with Governments (Governmental Contracts).
- Corporate Disputes include shareholders' actions and other Inter/Intra corporate disputes.
- Partnership & Joint Ventures controversies.
- International Trade Disputes.
- Banking & Finance Disputes.
- Distribution Agreements Disputes.
- Insurance & Reinsurance actions.
- Intellectual property actions.
- Construction Disputes.
- Professional negligence
- Contract and property disputes
- Enforcement of foreign judgments and multijurisdictional conflicts
- Tort claims

Criminal Litigation

- Cases at police stations
- Investigation courts
- Criminal Courts
 - Theft
 - Breach of Trust
 - Violation works
 - Corruption matters
 - ...others

Specialized Litigations

- Customs courts
 - Smuggling
 - Illegal entries
 - Storage of illegally imported materials, and
 - ...Others

- Administrative Court
 - Violation of laws
 - Non-enforcement of laws

- Fogy instructions
- Improper implementation of the law
- ...Others

- Tax Court
 - Fines for late submission
 - Objections on the wrong estimation
 - Violation of valid laws
 - Failure in completing tax filing
 - ...Others

- Corporate compliance
- Corporate rehabilitation and insolvency

Labour Litigations

- Labour Courts
 - Employment claims (termination, end of service benefits, social security, security threats, ..etc.)
 - Work permits and residencies issues
 - Abuse of employee claims
 - Health damage and environmental issues
 - Work injuries; and
 - Others

International Arbitration:

HHL has one of the most distinguished Iraqi attorneys duly recognized by her experience and attendance before international tribunals.

Ms Hadeel A. Hasan (Managing Partner), "the Expert", who is English-Arabic speaker, duly licensed by the Iraqi Bar Association with full authority and is available to mobilize and attend before tribunals anywhere in the world whether to act as local counsel to a litigant or to participate as an Expert Witness appointed by the tribunal.

International Arbitration Experience Demonstration:

Ms. Hadeel Hasan holds a degree in Statics from Al-Mustansiriya University and received law degree from Baghdad University; she is currently a master's student at Coventry University in London. Her practice has included being a legal advisor for many multinational, large, and well-known companies on many issues. She is very familiar with international rules related to contracting, business principles, and practices. Through her long experience, she has gained an extensive background in civil and corporate law and ranked as one of the top Iraqi leading attorneys, with superb success records of favorable verdicts and settlements in legal consultancy and both civil and commercial litigations in Iraq.

Oil & Gas: deep familiarity with the Iraqi legal system concerning oil & gas operations, contracting, licensing, permits, registration requirements, international practices of subcontracting, and dispute settlement locally and internationally, in addition to the experience of the current oil and gas sector environment and challenges.

- Reviewing a Petroleum Distribution Agreement (major IOC – Iraq) to ensure compliance with Iraqi legislation.
- Researching and analyzing Iraqi legislation for the provision of legal advice to IOCs concerning oil and gas law, company law, environment law, insurance law, labour law and procurement law.
- Working on several contractual documents about super-giant fields in Iraq (Producing Field Technical Service Contracts, Crude Oil Transfer Agreement, the establishment of a Field Operating Division, transfer of operatorship matters, etc.).
- Advising concerning the major terms of the Iraqi Producing Field Technical Service Contracts (PFTSC) and the Development and Production Service Contracts (PDSC).
- Advising an IOC operating in Iraq on the implications and actions to be undertaken regarding a possible oil spill, including notifications to be made and remedial measures and timelines.
- Advising a major IOC operating in Iraq in respect of applicable environmental legislation relevant to the Hammar Marshlands

Construction: advising on issues related to construction field investment projects.

Telecommunication: corporate matters and issues related to tendering with the Iraqi government and advisory on the regulatory procedures in Iraq.

Insurance: advising on several aspects of the Iraqi Insurance Law and its application in practice, including required licensing by the Insurance Diwan and rights of the Iraqi National Insurance Company.

Banking: undertaking litigation on various matters, including bank guarantees and all forms needed for the setup of banks operations.

Criminal Law: acted in the capacity of a defense attorney in several cases throughout her 20+ years career as a licensed Iraqi attorney, representing defendants before the Iraqi criminal court system, including attending interrogations, investigation court hearings, judicial trials, and sentence hearings. Besides my representation to my clients, she offers legal counseling to clients in their best interests throughout their trial process.

Ms. Hadeel's has extensive knowledge in the Iraqi penal law and the criminal provisions in other Iraqi laws; she is also very familiar with the Iraqi penal judicial system and regularly advise our clients on the penal law, criminal procedures law and the like in addition to providing advisory services as regard to the criminal courts system in Iraq and the means to establish or be released from criminal liability.

Government Contracting: advising on issues related to contracting, warranties, and dispute settlement in major construction and investment projects whether by arbitration or before the First Instance Court for Commercial Matters in Iraq.

Banking: Extensive experience in corporate matters and issues related to financial transactions comply with the regulatory procedures; practiced in assessing the financial guarantees offered by state and private banks and financial institutions and the effect of sovereign guarantees on the business climate in Iraq.

Expert Witness: Ms. Hadeel acted as the Expert Witness and made an in-person attendance in the DIAC arbitration Case No. 183/2016 seated in the Hague. The Law of the Contract is English Law. Still, she advised from a procedural Iraqi Law perspective concerning the effect of those procedures on the Contract implementation and identifying the cause of dispute between the litigants.

As a conclusion to the attendance of Ms. Hadeel, an award was issued by the tribunal adopting the testimony of Ms. Hadeel against the other testimony presented by another Iraqi attorney.

Legal Counsel: acted as a legal counsel for the client of our Firm, which is an international law firm representing an International Oil and Gas company operating in Iraq which was the plaintiff in arbitration case No. SIAC ARB/135/19 that was seated in London;

The tribunal required Ms. Hadeel to discuss her written statement, which she did via video conference call successfully in January 2020; A procedural order was issued by the tribunal citing the legal findings and observation of Ms. Hadeel.

External Experts attending International Arbitration

Besides our firm lawyer's experiences in acting as an expert, HHL has a list of 2 highly qualified external lawyers; both are Arabic-English speakers who hold master's degrees in law from the UK.

2. Clients List:

AL Hadeel Al Hasan Law Firm Key Clients List:

Considering the obligations of non-disclosure and confidentiality that we owe our clients as a law firm, we list hereunder our key clients to the extent appropriate, as follows:

- Alstom Transport S.A.
- Caterpillar Inc
- Samsung Engineering Co. Limited
- LUKOIL Energy FZE.
- AM General LLC
- Safelane Global Limited
- Hitachi Automation System Measurement LTD
- MAN Diesel and Turbo SE
- Eni S.p.A.
- Scatec ASA
- Orascom
- Eriel Oil Field Services B.V.
- Maisan Power Company Ltd
- Medecins Sans Frontieres (MSF)
- Bashneft International B.V.
- Petro Energy Capital Company Ltd
- Armada Group
- Amara Power Company Ltd
- Aujan Group Holding
- Argen TechSolutions Inc
- Bank Al Etihad
- Capital Bank
- Credit Info International GmbH
- DAAX Construction Group
- German Embassy
- Imaar Windows Group for General Trading
- Global Linguist Solutions LLC
- DynCorp International LLC
- Raban Al Safina for Energy Projects Ltd
- Radiola Aerospace Limited
- International Committee of the Red Cross (ICRC)
- PPL Asia E&P B.V.
- Shell Global
- B.P. Singapore PTE Limited
- Reuters
- Boeing
- Alstom Grid Solutions SAS
- General Electric
- Renault Trucks.
- Ocean Energy FZE
- Raban Power Capital Company Ltd
- Weir Oil and Gas
- Coca Cola Icecek
- Earnest & Young.
- Deloitte
- Majid AL Futtaim MAF
- Embassy of Sweden
- Embassy of the Kingdom of the Netherlands
- American University Iraq
- Dorch Holding GMBH
- China Export & Credit Corporation
- KPMG Kawasmy & Partners
- General Mediterranean Holding SA SPF.
- ELBE Projects Services Inc.
- German Development Cooperation GIZ.
- DAI Global LLC
- Mercy Corps.
- UNIGAZ Iraq
- Attock Cement Pakistan Limited
- Safelane Global Limited.
- AL Maseer Insurance Company

3. Sample of AL Hadeel Al Hasan Law Firm LLC Clients

