

## Corporate & Commercial Law Department



Winner of the Seatrade Middle East  
& Indian Subcontinent Award for  
**"Best Maritime Law Firm 2007 & 2010"**

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## About Us

Although Fichte & Co has only been around for few years, it has already left its mark in the United Arab Emirates and the region. Fichte & Co is recognized as being the only international law firm headquartered in Dubai. With offices in Dubai and Tehran, Fichte & Co serves a worldwide base of clients with interests in the Middle East, Indian subcontinent, central Asia and the Caspian Sea region.

With a team of highly experienced corporate lawyers, Fichte & Co became by far the law firm of choice for the German community in the UAE. More importantly, over the years it has attracted investment houses, holding companies and many large scale businesses based in the Middle East and therefore winning in 2010 the Corp Intl. Magazine Award for "Best Corporate Law firm of the year in the UAE". This was only possible through the firm's dedication to provide unique services of international standards by developing a strong understanding of the local market as well as the clients' needs.

With a client portfolio comprising some of the most reputable companies in the region, Fichte & Co distinguished itself by acting as a highly specialized firm in the areas of corporate and commercial practice. The corporate department at Fichte & Co is always focusing on quality rather than quantity and is able to give personal attention to its clients. The corporate team is a melting pot of qualified lawyers coming from different parts of the globe and having the advantage of speaking several languages and most importantly Arabic.

The cooperation established with local entities has also helped Fichte & Co act as a "one-stop-shop" offering a wide range of services to its clients including commercial litigation and dispute resolution. Such arrangements allow us to offer our clients ease of communication and competitive fee arrangements. Fichte & Co's success is based on its dedication and commitment to be the best and this has been recognized by rather a large number of clients who have chosen Fichte & Co for their legal needs.

Fichte & Co is also active in the areas of business development and has assisted several of its clients to form successful ventures in different industries.

Responsiveness, availability and professionalism are the major ingredients of Fichte & Co's success.

## Corporate Law

*"The UAE's Corporate environment is characterized by a dualism of the UAE commercial companies law and the various Free Zone jurisdictions. Despite numerous legislative initiatives until date UAE law requires a national majority shareholder, which represents a major trade barrier for foreign investors. Recent legislative developments have made the situation even less transparent. However, this is where the main advantage of a free zone setup comes into play, permitting 100% foreign ownership." Axel Jacob (Sr. Legal Consultant, Corporate Dept.)*

### **Our Corporate Practice:**

#### **Strategic Corporate Advice**

Our strategic corporate advice consists of flexible and customized Start Up Strategies, Business Development and Consultancy in corporate matters.

#### **UAE Company & Free Zone Establishments**

We have the expertise and experience in all types of company formations throughout the UAE and in any of the more than 30 Free Zones. We have compiled our expertise with regards to the various Free Zones in a handbook which we published in conjunction with the German Trade & Invest (GTaI) in German. Unlike other available publications we explain the particularities, strengths and weaknesses of all Free Zones from a practical and customer oriented point of view instead of merely compiling webpage content. An English version of the handbook will be published soon as demand has been very high.

#### **Joint Ventures**

We routinely draft and negotiate JV agreements, JV-companies or merely contractual JVs.

#### **Corporate Restructuring**

Our corporate restructuring entails share transfer, capital increase & decrease and advice with regards to changing the legal structure of companies.

#### **Corporate Governance**

We monitor and advise our clients on change and development of UAE corporate governance legislation.

#### **Company Secretary**

We offer company secretary services to many of our clients by scheduling and attending board and general assembly meetings. We also advise on the necessary filings with the concerned authorities.

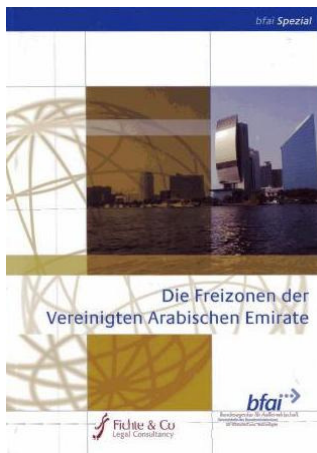
#### **Liquidation & Insolvency**

We advise on UAE liquidation and insolvency laws, winding up and dissolution of companies.



### Recent Cases:

- Establishment of a joint venture for a major German logistics group with regards to an automobile terminal at Jebel Ali Port, Dubai.
- Establishment of subsidiaries for various European and Asian companies in all Free Zones of the UAE.
- Setting up a corporate structure for a major German building installation service provider comprising of a Free Zone establishment and a JV company with a local partner in the form of a limited liability company.
- Advice on and creation of a JV agreement for a major Dutch trading company with regards to incorporation of third party product lines into the UAE local business.
- Intensive restructuring advice and services including share transfers, management structural changes and change of local partner for a UAE based Austrian construction material supply company.
- Establishing major Greek ship owner in the UAE with offices in Dubai, Fujairah and Khorfakkan (Sharjah) along with support ventures in Tehran, Iran.
- Successfully advised major Danish telecom banking services provider in joint venture with UAE national financial services provider in SMS remittance solutions provision in the UAE.



"Die Freihandelszonen der Vereinigten Arabischen Emirate" (German Title)

"The Free Zones of the United Arab Emirates" (English title)

Feel free to order your copy in German language at [info@fichtelegal.com](mailto:info@fichtelegal.com)

## Mergers & Acquisitions

*"In this fast-paced age where correction of markets and consolidation of enterprises are the buzz words, mergers and acquisitions both cross border and domestic are becoming increasingly common. With efficiency and optimum utilization of resources being more important than ever, the UAE offers attractive business solutions, thus explaining the large number of mergers and acquisitions occurring within its borders."*  
Walid Jaafar (Partner, Head of Corporate Dept.)

### **Our M&A Practice:**

#### **UAE Domestic Acquisitions**

We are proud to offer legal services with regards to the best available strategy in regards to domestic acquisitions under UAE Law.

#### **Cross Border Acquisitions**

Our lawyers are ready to give strategic advice and provide full service through our worldwide network of associated corporate law firms.

#### **Due Diligence and Reporting**

We are happy to conduct legal due diligence under UAE Law, buyer side DD, vendor DD and to comply with data room regulations.

#### **Legal Drafting**

We have great experience in drafting LOI, MOU, MOA, share transfer agreements and many more.

### **Recent Cases:**

- Legal due diligence for Swedish maintenance company in acquisition of Abu Dhabi based building maintenance limited liability company worth EURO 1.7 Million.
- Advising German media company with regards to acquisition of a Dubai Media City Free Zone company worth EURO 200,000.
- Supervision of the acquisition of equity and debt held by Japanese and Indian shareholders in major industrial unit located in the UAE.
- Assistance in the acquisition of two Marshall Islands ship owning companies by large infrastructure group in the UAE.
- Advising of multinational company in relation to its acquisition of a regional logistics service provider and ancillary assets in access of USD 800 Million.



## Strategic Investment & Business Consultancy

*"From the medieval times until this day, the Middle East has been a melting pot of people, cultures and international commerce. With demands ever outgrowing supply across the globe, it is important to have the right consultant on board. Fichte & Co, through our pioneering business networks and business development initiatives, complements the entrepreneurial ambitions of our clients by delivering the required results." Jasamin Fichte (Managing Partner, Fichte & Co)*

### **Our Business Consultancy Practice:**

#### **Business Incubation and networking**

We help to increase the business competencies and credibility of companies by developing networks and partnerships between like-minded entities and related organizations.

#### **Innovative Management and Business Strategies**

By utilizing a proven combination of investment planning, opportunity assessment, project initiation, successful partnerships in the Middle East are fostered.

#### **Global and Regional Network of Partners and Associates**

With associated business consultants located across the globe, expedited services and assistance can be provided to customers irrespective of space and time.

### **Recent Deals:**

- Successfully concluded the Joint Venture agreement between leading Greek ship owner and prominent UAE business house worth over USD 200m.
- Advised on the recent joint venture signed between leading Danish mobile remittance services provider and a leading UAE Financial services company worth over USD 250m.
- Fichte & Co chairs the legal consultancy services for the German Emirates Business Club for expatriate Germans in the UAE thereby reaching a wide range of business professionals, industrialists, traders and international companies.
- Advised leading Luxembourg property fund on investment into the Dubai real estate market with listing on DIFX and ADGM.



## Commercial Law

*"With party autonomy being increasingly acknowledged in commercial transactions in the Middle East, there has been a tangible increase in cross border business ventures here in the UAE. Acting as a catalyst to this new economic process, the amendment to the UAE commercial agency law puts more emphasis on the intention of the parties as opposed to the statute of law itself. Entities engaged in commercial transactions in the UAE have the twin benefits of a business inclined society and a vigilant state executive."* Axel Jacob (Sr. Legal Consultant, Corporate Dept.)

### **Our Commercial Practice:**

#### **Commercial Agency Contracts**

We advise with regards to UAE commercial agency law.

#### **Business Consultancy Agreements**

We provide our clients with commission agreements and success fee agreements.

#### **Sale & Purchase Agreements**

Our Commercial lawyers are happy to assist and advise you on contracts in relation to real estate, assets, businesses and commodities.

#### **Other Contracts**

We are ready to draft all types of commercial contract as per our clients' requests.

### **Recent Cases:**

- Legal structuring of various commodity deals regarding LPG, Cement, Steel, Rice, Grains, Sugar, and other commodities for various locally established clients in the UAE.
- Advised regional distributor of major British luxury car manufacturer with regards to contractual situation and legal strategies for renewal negotiations.
- Professional support to locally established oil & gas brokerage firm with regards to necessary standard trading and commission contracts.
- Assisted locally established event organising firm with regards to event sponsorship agreements and drafting the same.
- Registration of regional dealer of major UK luxury yacht manufacture under UAE commercial agency law.



## Offshore Solutions

*"Offshore entities are not only offering tax efficient holding structures for multi national companies or investment funds. With the increasing profitability of real estate sectors in most parts of the world including the Middle East, expatriates are looking towards offshore entities as the ideal solution for ownership of freehold and leasehold property rights. Expatriates are also increasingly utilizing the favorable business policies of Offshore jurisdictions in relation to tax, inheritance and estate planning as well as for fund management."* Bahareh Alizadeh ( Legal Assistant, Corporate Dept.)

### Our Offshore Practice:

#### Offshore Setups

We operate in all common offshore jurisdictions with a worldwide network of offshore agents at our hands.

#### Registered RAK Offshore Agents

We are registered agents of RAK Offshore, thus experienced in company setups, nominee shareholder services and nominee director services.

#### Offshore Tax Planning

We do strategic planning with regards to double taxation agreements and German AStG.

#### Offshore Inheritance Planning

We assist with planning of offshore real estate holding structures in order to circumvent UAE/Sharia inheritance law.

### Recent Cases:

- Structuring of collective investment schemes for locally established investment house using RAK offshore companies as special purpose vehicle and set up numerous RAK offshore companies for various clients.
- Set up various ship owning and ship management companies in various jurisdictions such as British Virgin Islands, Marshall Islands, Cayman Islands, Isle of Man and Seychelles.
- Advice on tax and inheritance planning for various European clients with regards to real estate property in the UAE.
- Corporate offshore directors for offshore holding company of major Iranian tanker company.
- Proficiently assisted a major Australian machinery trader in setting up flexible super funds scheme in the Cayman Islands.



## Intellectual Property

***"There is no international or regional trademark protection procedure available for the protection of trademarks in the United Arab Emirates, since the UAE are neither a party to the Madrid Protocol, nor does a GCC wide scheme for trademark registrations exist. The first step towards a GCC wide registration scheme has been taken by a harmonizing decision, however until date an independent UAE registration is necessary."*** Dr. Cornelia Neidl (Patent Attorney, Corporate Dept.)

### **Our IP Practice:**

#### **Patents**

We deal with Patent applications, Trademark and Design prosecution, Patent and Trademark opposition and revocation procedures, Patent, IP strategy and filings for patents.

#### **Copyrights and Designs**

We take care of registration of design rights, applications, prosecution, trademarks, and copyrights, design prosecution in UAE, EU-Designs and prosecution via the office for harmonization of the internal market (OHIM) and international design applications via the World Intellectual Property Office in Geneva/Switzerland.

#### **IP Audits and Due Diligence, IP Portfolio Analysis and Management**

We focus on IP strategy and consultancy IP due diligence, IP audits, outsourcing, quality control audits.

#### **Privacy and Data Protection**

We are experts regarding data security, digital media content, e-commerce/Internet transactions, and privacy protection.

#### **Trademarks**

We routinely undertake trademark searches and trademark applications in the UAE and abroad including international trademark applications via the World Intellectual Property Office in Geneva, trademark prosecution and litigation in Europe, liaising with local commercial compliance department, trademark opposition and revocation procedures, trademark litigation, trademark watch services, assistance and advice on creating new trademark. We also assist in raids against infringing goods - at borders and ports.

### **Recent Cases:**

- Registration of picture and word mark for various domestic or foreign companies in the United Arab Emirates.
- Advice with regards to world wide trade mark protection and carrying out registration trade mark domestically for UAE based shipping company.
- Advising UAE based distributor of Iranian textile manufacturer on infringements of their existing trademarks, initiating legal actions against violators.



## Debt Recovery

*"As post dated cheques, promissory notes and oral contracts being common place in the conduct of day to day business in the UAE, the number of dishonored cheques, bad debts and fraudulent customers are also ever increasing. Fichte & Co have the necessary resources, reach and energy to trace out debtors, retrace assets and restructure bad debts either by alternative settlement or through the mechanism of the UAE judiciary. Our success in debt recovery actions have been hailed by business houses throughout the GCC." Walid Jaafar (Partner, Head of Corporate Dept.)*

### **Our Debt Recovery Practice:**

#### **Asset Tracing & Recovery**

We have a large Network of UAE contacts, which comes in handy for our Tracing and Recovery Services.

#### **Foreign Litigation**

We are also part of a Network of international law firms in all major jurisdictions.

### **Recent Cases:**

- Assisted major UK Recruitment company to recover debts worth EURO 500,000/- from local UAE management company.
- Negotiation and mediation for major ship agency company to settle debts worth USD 2m.
- Successfully represented the US Treasury department in recovery proceedings in the UAE.
- Efficient trace out elusive debtor in conjunction with the Dubai Police and was able to come to settlement terms of debt worth over USD 1.5m.
- Currently representing major shipping and container lines of Hong Kong in recovering debts worth over Euro 15 Million from various debtors in and around the GCC.
- Debt recovery action for renowned international shipping line, on outstanding freight, rent and demurrage charges and unreturned containers in the region of AED 400,000/-.
- Debt recovery action for renowned international classification society for outstanding invoices, bounced cheques in criminal and civil litigation.

## Commercial Litigation & ADR

*"Unfortunately, foreign judgments usually cannot be enforced in the UAE, given the lack of bilateral enforcement agreements. There are still limitations concerning the regional judicial systems, however, in certain circumstances there are no alternative options. Yet, the developments on the arbitration sector are promising. The UAE signed the New York Convention in 2007 and this year saw the promising announcement of the new Arbitration Centre at the Dubai International Financial Centre, a joint venture with the LCIA" Walid Jaafar (Partner, Head of Corporate Dept.)*

### **Our Litigation & ADR Practice:**

#### **Litigation**

Should it not be possible to settle your case out of court, Fichte & Co can assist and advise you in all litigation matters as well. With registered lawyers in DIFC and a strong collaboration with some of the best local law firms we can assist you in all your litigation and dispute resolution matters.

#### **Arbitration**

Fichte & Co has the expertise and experience to advise and assist you in all arbitration matters, with international commercial arbitration under ICC, LCIA, DIFC/LCIA, and maritime arbitration conducted under ICC, LCIA, LMAA or GMAA rules. Our services may be availed right at the contract drafting stage for inclusion of a satisfactory iron clad arbitration clause or arbitration agreement to select the best jurisdiction and laws capable of facilitating the arbitral proceedings. We also help with selecting the arbitrators and umpires, with the enforcement of awards, and deal with general challenges and execution of arbitral and judicial intermediary relief.

#### **Mediation**

Our lawyers can assist you, should you decide on mediation to settle your dispute amicably and without unwarranted expenditure in time and money with judicial or quasi judicial proceedings. Mediation allows disputing parties to resolve their issues assisted by the mediator, which in many cases have shown to be more fruitful and effective than most other modes of dispute resolution.

### **Recent Cases:**

- Successful recovery of contractual claim in excess of EUR 2 Mio for locally established business consultancy against Croatian joint venture company using ICC arbitration.
- Representing UAE based business consultancy in commercial arbitration under ICC rules with a claim value in excess of EUR 1 Mio.
- Advising and escorting regional distributor against major British luxury car manufacturer in UAE litigation claim in excess of USD 50 Mio.

