

M. Wisal Khan
Advocate High Court

EXPERIENCE IN LEGAL INDUSTRY

M. Wisal Khan is a licensed Advocate of High Court, having more than 20 years' experience in courts litigation, arbitration and out of court settlements. He enjoys rich experience in corporate practice widely in Pakistan and abroad in various corporate sectors, advising, rendering opinions and undertaking complex transitions.

AREAS OF PRACTICEAVIATION

M. Wisal Khan, advises in aviation business on regular basis with respect to the aviation laws, regulations and international conventions acceded to by the respective States. He has been advising clients with regard to the registration and incorporation of airline companies, requisite licenses for operations and commercial air routes, air craft purchase agreements, aircraft lease agreements, operating lease agreements, sub leases, assignment and charge agreements, aircraft insurance, passenger and baggage insurance in both Pakistan and Afghanistan.

M. Wisal Khan has advised, and managed matters related to aviation insurance in both the commercial airline crashes of the last decade in Afghanistan while working for the insurers and re-insurers. He has the distinction of being the only lawyer to be involved in Afghanistan aviation industry on Aircraft financing and drafting of the finance and security documents for securing such transactions.

M. Wisal Khan has considerable experience in legal advice relating to the field of Maintenance, Equipment Supply and other defence related matters, especially in the sector of aviation for various equipment associated with aircrafts and helicopters. He has the privilege of representing both the Government and contractors in one form or the other. He has been advising clients for contracts with the government of Afghanistan, guiding them through the entire process, from successful bidding to the execution, drafting and negotiations of contracts. He has assisted and provided legal services to US and NATO Contractors involved in construction and operations of Kandahar Airfield and Kabul Airfield. He has the privilege of representing clients involved in bidding, engineering, procurement, and construction, development of requisite documentation in compliance of laws for human resource functions and throughout the commercial operations of NATO and ISAF.

He has been engaged as Afghan Counsel of International Lease Finance Corporation in one of the major transactions concerning Aviation Sector in Afghanistan. He is the premier lawyer involved in Aircraft purchases, mortgages and lease transactions in Afghanistan advising Afghan Aviation Companies and financial institutions. He is also representing the first ever MRO in Pakistan. Following are few of the transactions, Wisal Khan has been undertaking as legal counsel:

- i. Joint Venture Agreement on Maintenance, Repairing and Overhauling [MRO] between Pakistan Aeronautical Complex[PAC], KAMRA, NavTech Inc. China and Avia Solution Group [ASG], Lithuania, for establishment of MRO Project at Islamabad International Airport.
- ii. The Loan transaction of US\$30,000,000 for Air Craft purchases by the National Bank of Pakistan, Kabul Branch allowed to Safi Airways and securitization at Afghan Aircraft Registry and IRMA.
- iii. Common counsel on A-320-212 Aircraft Lease Transaction for Safi Airways and Wilmington Trust SP Services (Dublin) Ltd.

- iv. Common Counsel on Operating Lease relating to AIR BUS A 340-300 between RFC Aircraft Holdings 6 (CAYMAN) Ltd and Safi Airways Ltd; including Sub Lease Assignment between Safi Air Ways Ltd and LANDESBANK HESSEN-THORINGEN GIROZENTRALE IRISH BRANCH.
- v. Aircraft Finance Facility by National Bank of Pakistan, of USD 30,000,000.00 Syndicated Loan to Safi Airways for Aircraft Purchase and mortgage of the Aircrafts.
- vi. Spar Bank A/S Aircraft Refinance Facility of USD 4,205,000.00 to Nordic Aviation Capital A/S securitized in Afghanistan.
- vii. AIR BUS A 340-300 Operating Lease between RFC Aircraft Holdings 6 (CAYMAN) Ltd and Safi Airways Ltd"; including Sub Lease Assignment between "Safi Air Ways Ltd and LANDESBANK HESSEN-THORINGEN GIROZENTRALE IRISH BRANCH.
- viii. B757-200 Aircraft Lease transaction between Safi Airways and International Lease Finance Corporation.
- ix. Milbank & ILF aircraft mortgage and Trust securitization in Afghanistan on ILFC –Castle –II Trust.
- x. Legal Counsel for Spar Bank A/S Aircraft Refinance facility of USD 4,205,000.00 to Nordic Aviation Capital A/S securitized in Afghanistan.
- xi. MEGAVIATION FZC | AFGHANISTAN OPERATIONS

BANKING, SME, CONSUMER AND COMMERCIAL FINANCING

M. Wisal Khan has considerable experience in Banking and Finance. He has been an active team player of Mandviwalla & Zafar and has been involved in Home Loans, Mortgage Finance, Corporate and Commercial Loans and securitisation, including recovery proceedings in Banking Courts and High Courts under the Financial Institution (Recovery of Finances) Ordinance 2001.

While at Mandviwalla & Zafar, he has been working with almost every bank, on the loan and security documentation, among others, the following.

- Habib Bank Limited
- Bank Alfalah Limited
- Union Bank Limited
- ABN Amro Bank
- Citibank
- MCB Bank

Defence Contracting and advisory

- i. Lockheed Martin Overseas, LLC, USA on Afghanistan Operations.
- ii. Lockheed Martin Global, Inc. USA, on Afghanistan Operation.
- iii. PAE, National Security Solutions LLC on Afghanistan Operation.
- iv. Leonardo S.p.A / BakerMckenzi on Pakistan Contracting and Procurements Laws

Energy and Power

Wisal Khan also provides regulatory advice and services in order to secure licenses and determination of tariff from Regulators for generation, transmission and distribution of electric power.

- i. Joint Venture and EPC Agreement with respect to establishment of Solar System installation for Serajwal Solar Power (Pvt.) Limited between Wah Industries Limited and HB Kyoto Complaint Source International Company Limited.
- ii. Kabul Power Project – 10MW; Local Lender's counsel for drafting and negotiating finance documents.
- iii. Naghlu Dam Rehabilitation and Naghlu Power Project – 100 MW installed capacity; Local Lenders' counsel for drafting and negotiating finance documents.
- iv. 40 MGW Solar Power Project Kandahar Sun Shine for Zularistan Limited, REPCO ENERGY (Pvt) Limited, Cape Town, South Africa and Phelan Energy Group Yellow Limited, Mauritius. Common counsel for Shareholder's Agreement, Power Purchase Agreement, Project EPC Contract and Project O&M Contract. Including negotiation for the project with Da Afghanistan Breshna Shirkat, Ministry of Energy And Water, Afghanistan.

Financial Transactions 2007 -2019

- i. Afghan counsel for Asian Development Bank with respect to WB proposed financial assistance to the Sungas Liquefied Petroleum Gas (LPG) Distribution Project in Afghanistan.
- ii. Drafting and negotiating petroleum (NAPHTHA), Purchase and Cross Border Import Processing and Supply Agreement between M/s Hashirny Trading FZC and Ghazanfar NEFT GAS DMCC.
- iii. IFC equity investment Transactions between IFC, AKDF and First Micro Finance Bank Afghanistan US\$ 10,000,000/-
- iv. IFC equity investment Transaction for Tourist Promotion Services Afghanistan Operator of Kabul Serena Hotel and AKDF US\$ 5,000,000.
- v. Afghan counsel KASA -1000 Project for International Finance Corporation (IFC) for the year 2007.
- vi. IFC's US\$ 65,000,000.00 Loan to MTN Afghanistan with an equity participation of US\$ 55,000,000.00 in MTN Afghanistan.
- vii. IFC's US\$ 10,000,000 to Afghan Centre of Multi-Professional Education and Training Family Hospital (ACOMAT).
- viii. IFC's revolving credit facility up US\$3.5 Million to First Micro Finance Bank, Afghanistan.
- ix. USD 5,000,000 term facility as MICRO AND SMALL ENTERPRISE FUND ("MASSIF") by Nederlandse Financierings-Maatschappij Voor Ontwikkelingslanden N.V to The First Micro Finance Bank Afghanistan, year 2017.
- x. EURO 3.5,000,000 term facility as MICRO AND SMALL ENTERPRISE FUND ("MASSIF") by Nederlandse Financierings-Maatschappij Voor Ontwikkelingslanden N.V to The First Micro Finance Bank Afghanistan, year 2019

Legislative Drafting

- a) Chemonics International on Afghanistan Accelerating Sustainable Agriculture Program (ASAP) under Contract No. 306-C-00-07-00501-00 dated: April 2008.
- b) Chemonics International Afghan Non-Governmental Organizations legal framework under Contract No. 306-C-00-07-00501-00 dated: November 27, 2007.
- c) Emerging Market Group-Bearing Point [under Contract No. GEG-I-00-04-00004-00-02 with the U.S. Agency for International Development ["USAID"] for the Government of Afghanistan under DAB-13 Legislative Project,
 - i. Negotiable Instruments Law,
 - ii. AML Law and Regulation
 - iii. CFT Law and Regulation
 - iv. Law on Secure Transactions for Movables
 - v. Mortgage Law for immovable properties.
 - vi. The Regulation on Credit Information Bureau in the capacity of legal advisor to International Finance Corporation, for Da Afghanistan Bank [Central Bank of Afghanistan]
- d) Legal Framework / ESTABLISHMENT AGREEMENT between Government of Islamic Republic of Afghanistan, The Agence Française de Développement a French public institution ("établissement public") and Agence Française de Développement.

Public Sector/Developmental Sector

- i. For Deloitte Overseas Consulting: Review of the gap analysis of domestic legal framework with limited chapters of Revised Kyoto Convention for the USAID funded Pakistan Trade Project.
- ii. Consultation paper on SME secured transactions for Shore Bank Limited /World Bank leading to legislation of Secured Transaction Act 2017 for Financial Institution in Pakistan.

LABOUR, EMPLOYMENT, INDUSTRIAL RELATION

Mr. Wisal Khan regularly renders advice in Pakistan and Afghanistan on issues pertaining to employment matters (compensation, payment of wages, benefits, bonuses, suspension, termination, dismissal, retirements, layoffs, golden hand shake and employment agreements). He assists the Clients also through drafting and formulating HR Policies on hiring, Workplace harassment, leaves, medical and financial benefit offered to employees such as Pension, Lay off schemes and essential Severance and Separation Policies with respect to separation.

He regularly advises the following clients:

- Askari Bank Limited
- The Bank of Khyber
- Bank e Islami Pakistan
- Dubai Islamic Bank
- Meezan Bank Limited

- Pakistan Aeronautical Complex KAMRA
- Air Pakistan
- Emirates Airlines [Afghanistan Chapter]
- Safi Airlines Afghanistan
- MEGAVIATION FZC Afghanistan

- British High Commission, Islamabad, Pakistan.
- United States Embassy, Islamabad, Pakistan

- Nestle Pakistan Limited & Afghanistan
- Oil & Gas Development Company, Islamabad Pakistan
- B.L Harbart (Pvt.) Limited
- MTN Afghanistan
- Habib Bank Limited, Afghanistan operations [operation closed]
- Chemonics International, Afghanistan operations
- NOKIA [Nokia Siemens Networks, Afghanistan & Pakistan]
- Jaffer Brother (Pvt.) Limited.

- First MicroFinance Bank Limited Afghanistan
- French Medical Institute for Children, Kabul Afghanistan
- The Church of Jesus
- National Industries (Pvt) Limited
- N'ovative Health Technologies (Pvt) Limited
- Huawei Technologies Afghanistan Limited

- ACTED Afghanistan
- IFFCO Afghanistan
- ICARDA Afghanistan
- Frontier Works Organisation [FWO]
- InovateUS Builders and Consultants
- Park One Tower a Project of APCO (Pvt) Limited
- Zarkoon International Private Limited
- The Church of Jesus of Later Day's Saints

Telecom Sector Transactions

- i. Master Services Agreement between MTN- Afghanistan and Ericson A.B during 2013.
- ii. Acquisition of Wi-tribe Pakistan Ltd by H.B offshore Group during 2016
- iii. Acquisition of TowerShare Pakistan Ltd by EDOTCO Pakistan Ltd during 2017.
- iv. Interconnect International Agreements for Etislat Afghanistan.

POLICIES

a) HR Policies & Employment

- i. N'ovative Health Technologies (Pvt) Limited.
- ii. National Industries Private Limited, Pakistan
- iii. Nestle Afghanistan and Pakistan
- iv. Huawei Afghanistan
- v. ACTE Afghanistan
- vi. CHEMONICS Afghanistan
- vii. Habib Bank Limited, Afghanistan Operations
- viii. MTN Afghanistan
- ix. Bank Alfalah Limited Afghanistan

b) Credit & Risk Operations including standard Finance & Security Documents in compliance of the local banking and securitisation laws

- x. Habib Bank Limited Afghanistan
- xi. Bank Alfalah Limited Afghanistan
- xii. NBP Afghanistan
- xiii. Afghan United Bank Limited

NGO(s) | CHERITABLE AND DEVELOPMENT ORGANIZATIONS

i. Chemonics Afghanistan

Re-registration with Ministry of Economy, advices with respect to regulatory compliances under NGO Law and Regulation

Employment Policy and Employment Contracts

ii. AKDN Afghanistan Chapter

Negotiating Public Private Partnership Agreement for Jamhori Hospital

Restructuring of FMIC [French Medical Institute for Children. Negotiating, advising and restructuring of framework agreement between Government of Afghanistan, Afghan Infants France and Agha Khan University.

iii. The Church of Jesus Christ of Latter-day Saints - Pakistan

Principal Legal Advisor on advising and representing the Church with respect to its presence, registrations, approvals, regulatory compliances.

PUBLICATIONS AND CONTRIBUTIONS

- i. Regularly contributing to Doing Business annual report of World Bank Group on Pakistan and Afghanistan legal and business indicators since 2007
- ii. Reporting on Legal Framework and Jurisdiction Analysis for the Getting the Deal Through [GTDT] on Pakistan and Afghanistan for;
 - Air Transport
 - Islamic Banking and Finance
 - Labour and Employment
- iii. Contributing annually to The World Justice Project on Afghanistan jurisdiction.
- iv. Contributing annually to Varieties of Democracy (V-Dem) on Afghanistan chapter.
- v. Contributing annually since 2017 on energy legal framework to the Investment Unit, Energy Charter Secretariat.

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