



TRIBONIAN LAW ADVISORS  
IN ASSOCIATION WITH  
RINDALA BEYDOUN LEGAL CONSULTANCY

## CURRICULUM VITAE

### CARLO PIANESE | PARTNER

#### BIOGRAPHY

Carlo is a partner at Tribonian Law Advisors. Carlo's practice focuses on cross-border and domestic mergers and acquisitions, joint ventures, early stage investments, fund formation and corporate finance. He spent seven years practicing in Europe before moving to Dubai in 2008. Carlo has extensive experience working on tens of cross-border transactions across Europe, North America, the Middle East and Africa. Carlo is recommended by The Legal 500 for M&A in the UAE (2018).

#### REPRESENTATIVE EXPERIENCE\*

- Represented NMC Health PLC and Fakh IVF LLC in the acquisition by NMC of the outstanding 49% minority stake in Fakh IVF at approximately the same Enterprise Value as the original acquisition cost set in 2015.
- Represented Kaleida Holdings S.A, the holding company owning citrusTV, in the issuance of shares to Global Home Shopping Co., Ltd., one of China's largest full-media retail platforms.
- Represented the shareholders of Alpha Lloyds Insurance Brokers LLC, a leading insurance and reinsurance broker in the UAE, in the sale of 80% stake to MSH International LTD, an international healthcare solutions provider in the UAE.
- Assisted a KSA- based large healthcare facility located in Jeddah with a pan- KSA presence, in the multi-million dollar sale of 100% of its share capital to a third party investor.
- Assisted a leading UAE-based energy company in the disposal of its strategic energy assets in KSA to a KSA conglomerate.
- Represented Abu Dhabi-based electro-mechanical contracting company in the sale of its majority of shares to a contracting company in Oman.
- Represented NMC Health PLC (NMC), the LSE-listed leading integrated healthcare provider operating across the United Arab Emirates (UAE) and Saudi Arabia, in the acquisition of Al Zahra Hospital, one of the largest private hospitals in Sharjah, UAE, from Gulf Medical Projects for around AED 2.1 billion.
- Represented a Jordan-based food and industrial investment company in the sale by some of its shareholders to an Abu Dhabi-based investment firm, representing 50% of the company's share capital.
- Represented BRS Ventures in the multi-million dollar acquisition (through a special purpose vehicle) of 90% beneficial ownership of Abu Dhabi Vegetable Oil Company LLC, a company undertaking the business of production and refining of vegetable oil, manufacturing of basic organic chemicals acids, plastic bottles, containers and plastic floor covers.
- Represented Fakh IVF's shareholders in the sale of a 51% stake of their fertility and in vitro fertilization (IVF) business to NMC Health PLC, a UK listed international healthcare provider.
- Represented Etisalat, a leading group in the telecommunications sector, in the sale to Millicom International ventures AB of 85% of the share capital of Zantel, a company providing integrated telecommunication services in Tanzania and Zanzibar.



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#### DUBAI OFFICE

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## CURRICULUM VITAE

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- Represented ReAya Holding, a leading Saudi health care investment company in connection with its acquisition of significant minority of Al Zahrawi Group (Medco), a health care group operating in the UAE and Qatar.
- Represented an Abu Dhabi-based healthcare group on a transaction involving the construction of a new hospital in Abu Dhabi, including the financing of the projects.
- Represented a private healthcare provider in Saudi Arabia in connection with its proposed initial public offering on the Saudi Arabia Stock Exchange.
- Represented the founding shareholders of a UAE-based company active in sourcing, storing and trading drugs, pharmaceutical non-medical cosmetics and surgical and therapeutic medical products, in the sale of a majority equity interest to a major healthcare group in the UAE.
- Represented a major UAE-based private equity firm on the acquisition of a significant equity interest in a private hospitals group in Turkey.
- Represented a leading contracting company in the UAE in its acquisition of a 50% stake in a Dubai-based company specialized in the provision of custom-made energy management services and energy savings solutions.
- Represented a leading energy and commodities company in a joint venture with a UAE government-related entity for the production of chemicals in an industrial city in the UAE.
- Represented a Dubai-based private equity firm and other co-investors in the acquisition of an 85% stake in a company undertaking the business of rental and supply of drilling equipment for the oil and gas sector.
- Assisted an Abu Dhabi-based company in the drafting of contracting, engineering and architecture agreements in relation to the construction of a hospital in Abu Dhabi.
- Represented a Dubai-based fund manager in relation to the formation of an investment company focused on power generation projects based on renewable energy.
- Represented a group of investors in the setting up of a fund-like structure in the form of a British Virgin Islands company for the purposes of making diversified investments in technology-related projects in the Middle East and North African regions.
- Represented a Dubai-based group of investors in their acquisition of shareholding interests in a home shopping network business in the Middle East and North Africa regions.
- Represented a leading asset management and investment banking firm in the Kingdom of Saudi Arabia in a Shari'a compliant bridge acquisition financing.
- Represented a Dubai-based private equity firm in relation to an investment in a California-based company involved in movie production.
- Represented the selling shareholders of Al Yusr Industrial Contracting Company, a major industrial company in Jubail, Saudi Arabia in disposing of their interest in the company via an auction process to Investcorp.
- Represented Al Mansoori Petroleum in connection with the sale of its business and affiliated companies in Thailand to Vautron Holdings, a portfolio company owned by SCF Partners and Viburnum Funds.



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## CURRICULUM VITAE

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- Represented a major UAE-based oil and gas industry company in connection with the sale of its hole-rotary drill tools rental business in the Gulf.
- Represented a Dubai listed construction and engineering company in connection with a major real estate development project in Dubai and the financing thereof.
- Advised a venture capital investment firm in its acquisition of certain shareholding interests in a company undertaking the construction and operation of a fiber optic subsea intercontinental cable.
- Represented Lime Rock in the acquisition of a majority stake in an independent oilfield services business, with operations in the UAE and Russia, leader in reservoir engineering, consulting services, production enhancement, logging and interpretation services.
- Represented Lime Rock in the acquisition of a majority stake in a UAE and India-based independent oilfield services business.
- Represented Catalyst Private Equity in connection with the sale of the assets of X3M International Inc. in Abu Dhabi and Norway to Aker Well Services, a Norwegian provider of well intervention services.
- Represented a US private equity fund in an equity investment in a European independent upstream exploration and production company with assets in the UK and continental Europe.
- Advised the shareholders of Gulmar, a UAE-based provider of sub-sea construction and maintenance services to the oilfield industry, in connection with the acquisition of Gulmar by Oaktree Capital, a California-based private equity fund.
- Represented a Dubai-based private equity firm in connection with a Shari'a compliant transaction involving an investment in the German real estate market and a student housing construction project financed through structured debt.
- Assisted a multinational group specialized in the provision of cargo and ground handling services in international airports in a transaction for the acquisition of an airport ground handling company in Lebanon.
- Advised a venture capital private equity firm in a transaction involving the acquisition of a number of shares in a South African company involved in coal mining.
- Represented an Italian company under Lebanese consumer protection law in connection with the recall of certain defective products and assisted in the negotiation of a settlement agreement between the company and its Lebanese distributor.
- Represented a Dubai-based private equity firm in connection with the acquisition of shares in a company involved in the construction of a Perlite plant in Technopark, Dubai.
- Represented Dubai-based investors in the formation of a mezzanine investment fund.
- Represented European and GCC investors in the formation of a private equity fund.
- Represented a Kuwaiti private equity fund in various acquisitions of health care centers in the UAE and Kuwait. Represented ABN Amro NV in its equity and debt investment in the Italian North East highway.



## CURRICULUM VITAE

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- Represented Lindsay Corporation (a NYSE listed company) in its acquisition of Snoline S.p.A.
- Represented a consortium of international investors in the construction of a waste management facility in Jordan.
- Represented a UAE-based group in the concession agreement with a GCC government for a wastewater treatment system.
- Represented an international consortium in the construction of a gas-fired combined cycle electric power plant in Jordan.
- Represented a UAE-based group in the construction of a mills plant in Abu Dhabi.
- Represented Babcock & Brown in the construction of solar power plants in Puglia (Italy).

\*Carlo and the TLA team acted as lead counsel while representing clients in the above listed matters.

### EDUCATION AND PROFESSIONAL BACKGROUND

- University of Nottingham, L.L.M. in International Commercial Law, 2001
- University of Florence, JD (summa cum laude), 2000
- University of Leicester, Certificate in European Higher Legal Studies, 1998
- Languages: English and Italian

### ACTIVITIES AND AFFILIATIONS

- Solicitor of the Supreme Court of England and Wales
- Italian Bar Association

### PROFESSIONAL RECOGNITION

- Legal 500: Recommended for M&A in the UAE, 2018

## PUBLICATIONS

- “Mergers & Acquisitions: A healthy approach”, Emirates Law, Volume 7, August 2017
- “Saudi Insolvency”, Lexis Nexis, Dubai, January 2016 (co-author)
- “UAE Insolvency”, The Oath, Dubai, September 2015
- “The Need of the Hour “, The Oath, Dubai, September 2015
- “The Saudi Arabia Companies”, Lexis Nexis, Dubai, August 2015
- “PPPs: The path to progress?”, The Oath, Dubai, November 2014
- “Lebanon: The new energy frontier”, The Oath, Dubai, July-August 2014 (co-author)
- “M&A in KSA – the Shari’ah Way”, the Oath, Dubai, November 2013 (co-author)
- “Fighting corruption in the GCC”, The Oath, Dubai, November 2012 (co-author)
- “Islamic Finance in M&A: Opportunities and Challenges”, Islamic Finance News, November 2012 (co-author)
- “M&A by Sovereign Wealth Funds”, The Brief, Dubai, May 2012
- “Financial Muscle”, the Brief, Dubai, May 2010
- “International Asset Transfers, an Overview of the Main Jurisdictions. A Practitioner’s Handbook”, Walter de Gruyter, Berlin, 2010 (co-author)
- “Private Equity in the Health Care Sector: the Middle East Experience”, The Brief, Dubai, December 2009 (co-author)
- “Contractor’s Remedies in the Event of Owner’s default in Construction Agreements”, I Contratti, Milan, n. 8/9 – 2007 (co-author)
- “Private Equity in the Health Care Sector: the Middle East Experience”, The Brief, Dubai, December 2009 (co-author)
- “Contractor’s Remedies in the Event of Owner’s default in Construction Agreements”, I Contratti, Milan, n. 8/9 – 2007 (co-author)