

## Curriculum Vitae

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<b>Nationality</b>	BRITISH

### Educational/Professional Memberships

#### *Educational Qualifications:*

1984: BA Hons. (Maths), Hindu College, Delhi University, Delhi, India  
1987: Bachelor of Law, College of Law, Delhi University, Delhi, India  
2017: Master of Law, London School of Economics, London.

#### *Professional Membership:*

1987: Advocate, Bar Council of Delhi  
1993: Advocate-on- record, Supreme Court of India  
2001: Solicitor, England and Wales.  
2020: Fellow, Singapore Institute of Arbitrators  
2020: Life Member and Arbitrator, Indian Council of Arbitration, India  
2020: Recorded in the list of arbitrators of Mumbai Centre For International Arbitration, India

### Current Position

General Counsel (Corporate), Abu Dhabi National Energy Company PJSC, Abu Dhabi, United Arab Emirates

### Professional Experience/Areas of Expertise

#### **Introduction**

I started my legal career as a disputes lawyer practicing litigation and international arbitration in India for around 10 years. I then practiced for over 12 years with CMS Cameron McKenna, a major English law firm well known for its energy practice, in Hong Kong and London focusing on the power sector and led its international power practice. I advised on multiple projects and M&A assignments in over 19 jurisdictions. This was followed by an in-house role in 2011 with Abu Dhabi National Energy Company (**TAQA**), a global power and oil and gas listed on the Abu Dhabi Stock Exchange, where I am currently employed. During this period, I have been handling international arbitration for my company.

#### **Areas of Expertise:**

My area of sector expertise is “energy”. I have deep understanding of legal issues surrounding the power sector, as well as upstream oil and gas. This was acquired during my private practice at CMS Cameron McKenna and in my role as General Counsel of TAQA.

I bring legal understanding of the issues concerning the power sector and the upstream oil and gas sector, as well a great deal of understanding of the business side of these sectors. My in-house role has given me an understanding of the financial, commercial and tax issues that concern this sector. For example, how budgets are set, capital allocations are made, rates of return are determined, projects and business ventures are screened, commercial terms of bonds and debts, impact of commodity pricing, issues concerning joint ventures, procurement, collaboration for projects, and structuring commercial arrangements for business ventures.

I also have a great deal of understanding of the complex contracts (from those relating to construction, financing and operation, for example, construction contracts, PPAs, O&M Agreements, LTSAs, Facility Agreements and CTAs) to those required for complex M&A transactions (e.g. SPAs, JV Agreements, shareholders' agreements). I have also worked on structuring investments frameworks, including drafting primary sector legislation.

As an arbitrator, I would be able to handle disputes concerning:

- a) Power projects
- b) Power sector privatisation
- c) M&A
- d) Complex commercial ventures
- e) Construction disputes
- f) Joint ventures and shareholders' agreements
- g) Decommissioning oil and gas projects
- h) Joint Operating Agreements
- i) Sale and purchase of goods and services
- j) General contractual disputes
- k) Procurement related disputes

To summarise, my legal knowledge and the understanding of the business is a very useful combination that would assist me in discharging my role as arbitrator of commercial disputes generally, and specifically those in the energy sector.

### **Arbitration Experience**

Following my qualification as a lawyer in India, as part of my disputes practice, I undertook arbitration cases, including international arbitrations, on behalf of clients in India. These were adhoc arbitration as well as an institutional arbitration under Indian Council of Arbitration.

More recently, I have been engaged in multiple arbitrations on behalf of my company, with two of them being held under the auspices of SIAC, and one ad hoc arbitration in India. I am intimately familiar with all aspects of an arbitration, namely, drafting pleadings, leading factual and expert evidence, procedural matters for the conduct of the arbitration and enforcement and challenges to arbitration awards. I understand the legislative issues concerning arbitration, the arbitration process and its various stages. One such arbitration has resulted in an award in favour of my company.

I am a Fellow of Singapore Institute of Arbitrators.

I am empanelled as an arbitrator with the Indian Council of Arbitration, India, and a recorded as an arbitrator with the Mumbai Centre of International Arbitration, India.

## **Detailed Professional Experience**

I set out below the details of my experience in:

- Private Practice; and
- In-house Practice

### **➤ *Private Practice:***

A. 1989-1990: Advocate, Khaitan & Co., India

I trained at this firm. I was involved largely in litigation and domestic and international arbitrations.

B. 1990-July 1998: Partner, S.K. Gambhir & Co. (family firm)

I had a varied practice which involved domestic litigation and international arbitrations. The liberalization of the power sector in India in 1994 was the launch of my energy sector experience. I worked on a number of power projects in India.

C. Aug 1998- June 1999: Consultant, CMS Cameron McKenna, Hong Kong

I joined the Energy, Projects and Construction team in Hong Kong and focused on international power sector assignments.

D. July 1999 – 2007: Senior Lawyer, CMS Cameron McKenna, London

I relocated to the London office. I was responsible for developing an international power practice, with a focus on emerging markets.

E. 2008 – April 2011: Partner, CMS Cameron McKenna, London

I led the firm's international power practice

During my time at CMS Cameron McKenna, I worked on assignments in over 19 jurisdictions advising all categories of clients (sponsors, governments, utilities and multilaterals) in all aspects of the power business value chain- from generation of electricity to its transmission and distribution and sale to retail customers. I have done extensive transactional work, including cross border M&A transactions (of medium to large valuations) involving simple to complex arrangements in power and gas. I have also advised on legal and regulatory framework for the power sector (including writing primary sector legislation), restructuring and privatisation and developing market rules for competitive markets.

My transaction experience at CMS Cameron McKenna is set out in [Appendix A](#)

### **➤ *In-house:***

A. May 2011 – Sept 2015: Deputy General Counsel, Global Power and Water, Abu Dhabi National Energy Company PJSC, Abu Dhabi (TAQA)

B. October 2015 – June 2020: General Counsel, TAQA

C. July 2020- present: General Counsel, Corporate, TAQA<sup>1</sup>

At TAQA, I have been engaged in the following matters, amongst others:

- Oversight on legal matters concerning the groups power and upstream and mid-stream oil and gas businesses;
- Advising on major projects concerning groups power and upstream and mid-stream oil and gas
- Actively engaged on corporate A&D transactions, and in some cases leading them;
- Assisting in business development opportunities, including advising on legal risks, JDAs, shareholder agreements, project agreements, investment framework, EPC contracts, etc.;
- Advising on financing arrangements (project financing, corporate commercial and bond financings);
- Advising on internal corporate structuring and restructuring;
- Advising on disputes, including actively managing international arbitrations for certain Group companies;
- Acting as a director on multiple operating subsidiaries in the Group;
- Advising the Board of directors and Board and other committees on corporate governance and strategic matters, including governance matters concerning the company's subsidiaries; and
- As member of the executive team, advising on potential legal issues associated with the development and formulation of a corporate strategy, assessing the impact of potential risks and provide mitigation actions where necessary, providing legal assurance on material matters concerning the group in general.

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<sup>1</sup> The change in designation was a result of a combination of assets of the majority shareholder with those my employer (Abu Dhabi National Energy Company PJSC), akin to a reverse merger.

## Experience at CMS Cameron McKenna

### Power Sector – Projects and M&A

- **Egypt**, Tenaga Nasional Berhad: Advised on acquisition of an interest in a Egyptian IPP, including undertaking due diligence of project agreements (PPA, EPC Contract and O&M Contract) and advising on EPC Contract and Shareholders' Agreements (including share subscription issues) (*Value: \$ 250 million*);
- **Jordan**, Government of the Hashemite Kingdom of Jordan: Advised on the sale electricity generation and distribution businesses, preparing project documents on the basis of an IPP project to be financed on limited recourse basis (*inter-alia*, Power Purchase Agreements and Tolling Agreements, Gas Supply Agreement, Fuel Supply Agreement, Government Guarantee and Government Support Agreement, Bulk Supply Agreements, bid procedures (Invitation To Prequalify and Invitation To Tender) and transaction documents, namely, Share Acquisition Agreement and Shareholders' Agreement and), and also drafting the primary electricity reform legislation; (*Value: approx 100 million*);
- **Malaysia**, Tenaga Nasional Berhad – Advised on an independent transmission project involving transmission of power from an hydroelectric plant on the Sarawak Island to Peninsula Malaysia, comprising a 600km undersea DC interconnector, including drafting and negotiating a PPA for off-take of power based on firm and non-firm energy, also advised on drafting the tariff schedules (based on complex four tier tranche of energy) and the technical schedules comprising operating procedures, testing procedures, technical specifications and metering procedures (*Value: USD 5 bn*);
- **Malaysia**, Tenaga Nasional Berhad – Advised on EPC contract for the 1000 MW coal fired Manjung project (*Value NA*);
- **India**, Madhya Pradesh Electricity Board - Advised on project documents, namely, Power Purchase Agreements, Implementation Agreements, Escrow Arrangement, and Lease Agreement, in respect of various projects, namely, Essar Power Ltd (330 MW); Daewoo Power India Ltd. (1,000 MW), Pench Power Ltd. (500 MW), Bina Power Ltd (500 MW), Indo Thermal Power Ltd. (500 MW), Bhilai Power Ltd (500 MW), amongst others (*Value: multi billion \$*);
- **India**, BSES Andhra Power Ltd.: Advised on project documents, namely, Power Purchase Agreement, Implementation Agreement, EPC Contract and Fuel Supply Agreement for a 200MW thermal power station (*Value: NA*);
- **Mauritius**, Central Electricity Board — Advised on Power Purchase Agreement for a coal fired station, transmission facilities agreement (for the generator to develop transmission facilities) and a coal supply agreement for supply of coal by CEB to the generator (akin to a tolling agreement) (*Value > 100 mn*);
- **Russia**, Energy Company: Advised on construction of a new power station, transmission line, coal supply arrangements and off-take arrangements (*Value: NA*);
- **Mali** (Africa), RRPV: Advised on a power sales arrangement, EPC contract and operation and maintenance contract in relation to a power generation facility procured by a mine in Mali (*Value: NA*);

- **Russia**, HydroOGK: Advised on complex off-shore joint venture arrangements for developing a 3000 MW hydro-electric station and an aluminium smelter, including advice on contractual matrix, corporate governance, construction arrangements, investment arrangements, and drafting various agreements, including complex Cooperation Agreement, Shareholders' Agreement, Share Acquisition Agreement (*Value: USD 3 bn*);
- **Bulgaria**, RAO UES: Advised on acquisition of Government of Bulgaria's shares in electricity generating assets, including bidding process, and drafting and negotiating share acquisition agreement and escrow agreement (*Value USD 600 mn*);

#### *Other International Transmission and Distribution*

- **Kosovo**, IFC: Advised on sale of electricity distribution and supply businesses, including devising the privatisation and transaction strategy, bidding process, critical review of Power Purchase Agreements for purchase of power from lignite fired plants, as well as developing bidding procedures(*Value: ongoing*);
- **Malta**: Advised Enemalta on joint venture arrangements for an AC undersea link for importing power from mainland Europe (*Value: NA*);
- **India**, IFC: Advised on a model concession agreement for a transmission line being procured by a state utility (*Value: NA*);
- **Turkey**, Advised bidder on acquisition of Aras Elektrik Dagitim A.S, including regulatory and commercial risks, acquisition structure and share purchase agreement, in a competitive bid process (*Value multi hundred \$mn*);

#### *Renewables*

- **Mauritius**, Central Electricity Board – Advised on Energy Supply and Purchase Agreement for purchase of electricity generated by waste-to-energy plant (*Value: NA*);
- **Mauritius**, Central Electricity Board – Advised on an off-take agreement for a wind farm project being procured on a BOO basis;
- **Morocco**, Consortium- Advised a consortium bidding for developing a wind farm on Power Purchase Agreement to be entered into with ONE in a competitive bidding process (*Value: NA*);
- **Thailand and the Philippines**: Advised on the contractual, commercial and lending arrangements for establishment of a biomass plant and the arrangements for the sale of power and the realisation of associated CERs generated from the projects (*Value: approx \$25 million*);
- **Romania**, AECL: Advised on procurement of a nuclear project in Romania (*Value: multi billion*);

#### *Legal and Regulatory; Privatisation*

- **Kosovo**, IFC: Advised on privatisation of electricity distribution and supply businesses, including devising the privatisation and transaction strategy, bidding process, critical review of Power Purchase Agreements for purchase of power from lignite fired plants, as well as developing bidding procedures;

- **Nigeria**, Bureau of Public Enterprises: Advised on legal and regulatory framework for Electricity Supply Industry of Nigeria, including drafting the primary legislation on reform of the Nigerian electricity sector and market rules for a wholesale competitive market based on bilateral contracts, all in the context of attracting private sector investment (*Value: NA*);
- **Jordan**, Government of the Hashemite Kingdom of Jordan: as described above;
- **India**, Government of State of Karnataka: Advised on privatisation of the electricity distribution businesses of the State government, including advising on privatisation strategy, unbundling the distribution businesses into new companies, legal and regulatory framework, preparation of transaction documents and assisting in amending electricity reform legislation (*Value: NA*);
- **India**, Haryana Electricity Regulatory Commission: Advised on various aspects of regulation of the electricity sector, including licensing, exemptions and rules for conducting proceedings(*Value: NA*);
- **Mexico**, CER: Advised on the market rules for the wholesale competitive market;
- **Thailand**, Energy Policy and Planning Office: Advised on the introduction of wholesale power market in Thailand;

#### *Energy Trading, Energy Disputes and others*

- **UK**, National Grid: Advised on NBP gas trades under an ISDA, including drafting the ISDA annex (*Value: NA*);
- **UK**, Viridian group companies: Advised on a number of power trades, emission trades, gas trades, based on ISDA, GTMA, NBP (*Value: NA*);
- **China**, EPIC: Advised on ERPA's for purchase of CERs from wind farms in China (*Value: NA*);
- **UK**, South Hook Gas: Advised on the terminal access arrangements (including regulatory requirements regarding third party access) and terminal capacity trading arrangements for Milford Haven LNG terminal, and corporate governance issues (*Value: multimillion \$*);
- **Malaysia**, TNB: Advised on an arbitration dispute relating to the availability tariff formula, including drafting statement claim, which the client was successful in;
- **Romania**, IFC: Advised on the privatisation of water and sewerage services of the Municipality of Bucharest, including drafting concession agreement and shareholders' agreement;

#### *Other Cross-border M&A*

- **Netherlands**, Apollo Tyres (India): Advised on acquisition of a Dutch tyre business, including due diligence and on the share purchase agreement as part of a bid process;
- **Russia**, Gazprombank: Advised on complex share swap arrangement between Gazprom and BASF relating to oil and gas assets in multiple jurisdictions (Germany, Switzerland, the Netherlands, Russia and North Africa) (*Value USD 2 bn*);
- **Russia**, Energy Company: Advised on offshore joint venture arrangements for exploitation of mining rights (*Value: NA*);

- **South America:** Advised on a bid for acquisition of producing and exploratory oil and gas assets in South America (*Value: NA*).