

## CURRICULUM VITAE

<b>NAME:</b>	<b>L-MARTIN DESAUTELS</b>
<b>POSITION:</b>	Partner; Country Managing Director
<b>LOCATION:</b>	Phnom Penh, Cambodia
<b>EXPERIENCE:</b>	10 years
<b>NATIONALITY:</b>	Canadian; French

### MEMBERSHIP IN PROFESSIONAL SOCIETIES:

Québec Bar Association

### KEY QUALIFICATIONS:

**Martin Desautels** is a Partner and Country Managing Director of DFDL Mekong – Vietnam and has been practicing law in the Indochina Region for more than 8 years. Mr. Desautels specialized in International Banking and Finance Law at the London School of Economics. Before joining DFDL Mekong, he worked for the largest French international law firm, Gide Loyrette Nouel.

He has been involved in most large power projects, under project finance basis, in the Indochina Region in the last 8 years, advising both sponsors and lenders. Notably, in Vietnam, he has advised the Sponsors, (Electricity of France (EDF), Sumitomo and TEPCO) on one of the only BOT power projects successfully financed in Vietnam: the **Phu My 2-2 Gas Power Project (400 million USD)**. He has assisted the sponsors for several years in securing the concession from the Vietnamese Government and, then securing the finance from the international syndicate.

In Laos, he was the Team Leader, as Lao counsel, on the largest hydro-project financed in Lao PDR: the **Nam Theun 2 Hydro Project (1,2 billion USD)**. His team was representing the International Finance Institutions (ADB, World Bank, AFD, PROPARGO), the USD Commercial Lenders and the Thai Banks. In Cambodia, he is presently representing China Exim Bank in the largest project finance in Cambodia: the **Khamchay Hydro Power Project (200 million USD)**.

Finally, he has also been involved in several other infrastructure projects in the Mekong Region in sectors such as airports, water supply projects, railways, IPPs, coal power projects and telecommunication financing.

### EDUCATION:

- 1999 – Master in Law in International Banking and Finance Law, London School of Economics and Political Science
- 1993 – First Degree in Law, Sherbrooke University
- 1990 – Diploma in Administration, Edouard Montpetit College

## Other training:

- 1996 – Course on Securities Transactions, Canadian Securities Institute
- 1994 – Practice License, Bar School of Sherbrooke

**EMPLOYMENT RECORD:**

- **DFDL Mekong, Phnom Penh** July 02 to present  
*Partner; Country Managing Director*  
Areas of practice: Energy and Infrastructure, foreign investment, Project Finance, Secured Lending, banking and finance law, governance.
- **Gide Loyrette Nouel – Vietnam** August 99 to June 02  
*Senior Lawyer*  
In charge of Cambodian practice. Work experience in Vietnam, Cambodia, Laos and Thailand on various technical support projects financed by international institutions and as legal advisor to multinational companies investing in large foreign investment projects. Notably, advised a Consortium composed of EDF - Sumitomo - TEPCO on BOT power project (400 million USD) in Vietnam, the Phu My 2-2 Gaz Power Project.
- **Cabinet of the Leader of a Federal Political Party, Bloc Québécois – Federal Parliament – Ottawa** April 97 to July 98  
*Special Adviser - Legislative issues*  
Advising the leader on all main topics, particularly legislative, legal, constitutional and international affairs. "In-house" lawyer for the political party. Co-ordination of the research and communication departments. Writing speeches and political public documents.
- **Researcher – Legal affairs** February 96 to April 97  
Research for the leader principally on legal, legislative and constitutional topics. Analysis and critics of bills brought in Parliament.

**DETAILS OF MAJOR PROJECTS UNDERTAKEN****FOCUS ON ENERGY, INFRASTRUCTURE AND FINANCE SECTORS***Vietnam***Phu My 2-2 Gaz Power Project - US\$400 million - Sponsoring Consortium**

The Sponsors - **Implementation of BOT Project** Acting as local counsel to the Sponsors in Vietnamese authorities in relation to formation and implementation of the project; and preparing lending agreements, security documentation and legal opinions.

**Bank Governance - World Bank****Drafting of a Manual Handbook on Boardroom Practices for Joint Stock Commercial Banks ("JSB")**

Advising the SBV on the application of international bank governance practices to Vietnamese commercial banks. Responsible for drafting a Manual Handbook on Modern Boardroom Practices for Joint-stock Commercial Banks in Vietnam and providing relevant training.

**Hanoi International Hospital –French Investing Group****Acquisition of shares**

Advising the Group on purchase of shares held by Australian partner in the international

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hospital joint venture company. Responsible for advising on legal structure for the acquisition; preparing a due diligence report on the status of the joint venture company; and preparing a share sale agreement.

### **World Bank Project - State Bank of Vietnam Banking Reform**

As project coordinator, advised the State Bank of Vietnam on various issues in relation to legal aspects of the Banking Reform for the duration of the six months project. More precisely, advised in details on legal aspects concerning Charter of State Owned Banks and Joint Stock Banks, notably on necessary amendments of and compliance with Vietnamese regulations.

### **Danida/SIRED Project – Ministry of Fisheries Reform of State-owned enterprises**

As main consultant and team leader, provide in Hanoi, Ho Chi Minh City and Danang some training to Senior Management, members of Board of Directors and members of Supervisory Board on best practices in Corporate Governance for recently equitized State-owned enterprises in the sea-food industry.

### **Asian Development Bank - State Bank of Vietnam**

State Securities Commission - SCERD

#### **Corporatisation and Corporate Governance for equitized SOEs**

The project concerns the improvement of corporate governance practices for equitized State Owned Enterprises and joint stock banks. Under the project a Code of Best Practice in Corporate Governance for Vietnam was developed and a model Charter for joint-stock companies and joint stock banks. Extensive advising and training was provided to senior management, CEO and members of board of directors of banks on the model Charter, best practices in corporate governance and, role and duties of members of board of directors.

## ***Cambodia***

### **200-250 MW hydro-project - US\$200-250 million - China Exim Bank**

Acting for the lenders in relation to a US\$200-250 million Khamchay hydro project to be developed in Kampot province in Cambodia.

### **200 MW hydro project - US\$280 million - Asian Development Bank**

Acting for the sponsors in relation to a US\$280 million hydro project to be developed in North-East Cambodia.

### **World Bank (PPIAF) - Power Reform Assistance for MIME**

Advising the Royal Government of Cambodia (the "RGC") in a World Bank project to assist the RGC in defining and implementing power sector reform, notably the structuring and the detailed drafting of the Law Concessions and the Sub-Decree implementing the Law on Concessions.

### **World Bank (PPIAF) – Private Public Infrastructure**

Advising the Royal Government of Cambodia (the "RGC") in a World Bank project to assist the RGC in defining and implementing private participation in infrastructure project, notably structuring and detailed drafting of Sub-Decree on the Private Participation in the Electricity Sector and Procurement Guidelines for the electricity sector.

### **Transmission Line - US\$30 million - Asian Development Bank**

Acting for the lenders in relation to a US\$30 million transmission line project between Thailand and Cambodia.

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### **30 MW IPP in Phnom Penh - US\$20 million - ANCO Brothers**

Acted for Anco Brothers in relation to US\$20 million investment in two IPPs.

### **Railway Concession –Sponsor**

Acting for the Sponsor in preparation of all project documentation.

### **Power Reform Assistance - World Bank & Ministry of Industry**

Acting for the Royal Government of Cambodia in a World Bank project to assist the RGC in defining and implementing power sector reform, notably all aspects related to financing.

### **Cam-Tai Power Project US\$50 million investment - CTEP**

Acting for a Taiwanese enterprise in relation to a US\$60-70 million IPP in the region of Siem Reap.

### **Airport Financing - US\$10-15 million loan – PROPARCO**

Acting for a French bi-lateral financing agency, in relation to the financing of a BOT project in the airport sector.

### **Telecommunication Financing - US\$10 million loan – PROPARCO**

Acting for a French bi-lateral financing agency, in relation to the financing of a telecommunication project.

### **World Bank PPI Project - World Bank & Ministry of Commerce**

Acting for the Royal Government of Cambodia in a World Bank project to assist RGC in defining and implementing private public infrastructure sector reform.

### **Phnom Penh & Siem Reap International Airports – US430 Million**

US\$30 million Investment – SCA

Acting for a consortium of French, Malaysian and Cambodian investors in relation to the US\$30 million BOT for the renovation of the international airport in Phnom Penh.

### **Agence Française de Développement - Rural Water Sector**

Advising the Royal Government of Cambodia (the "RGC") in an AFD project to assist the RGC in defining and implementing the water sector policy in rural areas, notably by analyzing legal framework and proposing institutional structures to implement such policy.

### **Agence Française de Développement/GRET–Rural Irrigation Sector**

Advising the GRET to assist in defining and implementing the legal framework in the rural irrigation sector, notably in the drafting of various implementing regulations for the water irrigation sector.

## **Laos**

### **Nam Ngum 2 - US\$1 billion - Thai Firm**

Acting as an adviser to the Lenders Consortium in relation to a hydro-electric power project. International Counsel is Chandler. Value: US\$1 billion investment.

### **Nam Theun 2 - US\$1.2–1.5 billion – Int'l Lenders & Thai Lenders**

Acting as an adviser to the International and Thai lenders consortium in relation to a hydro-electric power project. International Counsel is A&O and Chandler. Value: US\$1.2 to 1.5 billion investment.

### **Sepon Copper Mine - US\$300 million - Société Générale**

Acting as Lao Counsel in relation to the financing on a project finance basis of a copper mine in the South of Laos. Project Counsel for lenders is Norton Rose. Value: US\$ 300 million loan.

**FOCUS ON ENERGY, INFRASTRUCTURE AND FINANCE SECTORS****Nam Theun 2 - US\$1.2 billion - World Bank**

Acting as an adviser to the World Bank in relation to a Lao hydro-electric power project. International Counsel is Linklaters. Value: US\$1.2 billion investment.

**LANGUAGES:**

	<b>Speaking</b>	<b>Reading</b>	<b>Writing</b>
<i>English</i>	Excellent	Excellent	Excellent
<i>French</i>	Excellent	Excellent	Excellent
<i>Vietnamese</i>	Basic	Basic	Basic
<i>Khmer</i>	Basic	None	None

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