

## Donia Droubi El Fadel

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### SUMMARY

A senior qualified legal professional with more than 15 years of experience in private practice and in-house focusing on the following industries: Real Estate, Retail and Services, obtained in UAE, France and Syria. Practice transactional skills (M&A, real estate, commercial, corporate restructuring, strategic funding), organizational skills (policies and procedures and authority matrix covering different contexts in corporate environment), lawyering skills (preemptive legal advice, and a multi jurisdiction litigation management expertise), managerial skills (enhancing the value add of the legal department as both a service provider and a risk gatekeeper).

Joined Majid Al Futtaim Group in November 2011, an internationally recognized industry Leader in shopping malls, communities, retail and leisure across the Middle East, Africa and Asia, first as Legal Counsel at Majid Al Futtaim Properties responsible for UAE Shopping Malls, Project management and communities, and then moved in Mai 2015 to Majid Al Futtaim Retail -Carrefour where currently I occupy the role of GM-Legal, focusing mainly on leading and managing the legal, compliance and risk management strategies across a wide geographic area of countries.

Prior to moving to Dubai, I have lived in Paris France, where I have worked in various organizations including the ICC International Court of Arbitration, a billing software company and a consultancy practice. I graduated from University of Paris II- Assas with two Master Degrees.

Mother of Three, I am passionate about Bon Fide work towards Women Empowerment and Refugee Children Education.

### EDUCATION

#### University of Pantheon Assas (Paris II) Paris - France

- Master degree in Litigation, Arbitration, and Alternative Dispute Resolution (98-99)
- Master degree in commercial law (97-98)

#### Institute of Comparative Law Paris - France (97-98)

## University of Damascus - Syria

- Law degree (92-96)

## EXPERIENCE

**April 2017 - Present** **General Manager Legal at Majid Al Futtaim- Carrefour ("MAFR")**

**May 2015 - April 2017** **Senior Legal Counsel at Majid Al Futtaim Retail Carrefour**

### Description of Position

Lead and manage the legal, compliance, functions and risk management function for MAFR operations in Syria, Lebanon, Jordan, Iraq, Egypt, Georgia, Armenia and Pakistan ("Countries"). A Legal Business Partner to drive business development agenda (organically, M&A, digital/ecommerce), and contribute to functional strategies.

### Key Responsibilities

#### Legal Division Leadership

- Develop and execute the legal strategy and plans in alignment with strategic objectives of the company
- Lead the Legal team across the Countries: attract, develop, assess and engage the right legal talents
- Coordinating with management and Head of business units, evaluating strategy and merits and or progress of specific projects.
- Manage and coordinate the Company's approach towards litigation to ensure cost effectiveness including negotiations of contracts with outside legal firms, monitor quality of work and delivery

#### M&A:

- Contribute to M&A and prospective acquisitions activities, perform due diligence, terms negotiations, closing and post-closing tasks

#### Business Development/Partnership

- Lead & implement the legal expansion plans in Countries including setting up new legal entities, due diligence, and risk matrix
- Prepare and structure complex contract negotiations. Examine intricate agreements and other documents for accuracy, legality and conformity with business standards:
- Oversee the legal process Prepare and review agreements, contracts regarding commercial , development and business transactions: Memoranda of Understanding, Agreements to Lease and Lease Agreement, JVs, Franchise Agreements, Consultancy Agreements, Tender Documentation, Procurement Agreements, Mergers and Acquisitions, and other related to the development of company's business in the Countries.

#### Digital:

- Perform all the legal aspects of MAFR digital and ecommerce projects.

#### Corporate Governance & Compliance:

- Create and secure protection of Intellectual property.
- Ensure the application of MAFR corporate policies.
- Collaborate with the tax and finance groups to determine appropriate corporate structure.
- Communicate latest regulatory requirements to Business Units

- Develop and maintain legal processes and business transactions compliance and related training; Provide support for governmental relations and regulatory affairs activities.

#### **Risk Management**

- Lead the implementation of risk control measures, contractual obligations and the structuring of transactions.
- Pragmatically, manage legal risks and providing alternative solutions to minimize liability exposure while achieving business goals.

#### **Others**

- Review and negotiate (in conjunction with the Treasury department) of financial documentation required to satisfy the funding, banking and other monetary services' requirements of the company;
- For new jurisdictions: Carry out legal research, due diligence procedures, prepare corporate documents and other formalities for the relevant operating companies. Establish methods to accomplish business goals whilst minimizing legal and commercial risks.
- Prepare board papers and updates to senior management

**Nov 2011 - May 2015**

**Legal Counsel at Majid Al Futtaim Properties LLC ("MAFP") -Dubai**

#### **Description of Position:**

Lead and manage the Legal function related to the UAE shopping malls of MAFP in Dubai, Ajman, Sharjah, and Fujairah (Development, JVs, land acquisitions, asset management, leasing construction and project management).

#### **Key responsibilities:**

- Prepared and reviews all the contracts related to the malls operation and asset management, including but not limited to leasing, procurement, operation, marketing, construction, development, consultancy, IT and HR.
- Provided legal advises and legal opinions on matters pertaining to the business of MAFP and compliance with UAE laws.
- Handled the malls litigation cases, sending out legal notices, filing cases and preparing memos, preparing settlement agreements, referring disputes to external lawyers when necessary, managing and following up with the lawyers until complete execution of judgements.
- Negotiated with outside parties along with relevant internal clients for concluding commercial deals relating to the malls and preparing the required legal documents accordingly.
- Attending to the relevant local authority to obtain information or updates where required and to lobby or submit requests relating to the business requirements of MAFP.
- Prepared various agreements related to business development of MAFP in the UAE and the MENA Region (Joint Ventures, Sale and Purchase Agreements, Usufruct Agreements, Moustaha Agreements ...etc).
- Participated in negotiating and preparation of contracts related to development, design and construction of shopping malls in various countries in the MENA region (FIDIC, D&B...etc).
- Participated in the preparation of legal documents and liaising with external lawyers in arbitration cases.
- Preparation of board papers and updates to senior management.

- Participated in the preparation of legal documentation and contracts relating to development, design, operation, selling of residences and management of a new real estate community in the Emirate of Sharjah.
- Provided internal training on adapting standard templates and legal documents.
- Participated in initiatives and prepared action plans to recognize and motivate performing employees of MAFP, was chosen as culture champion for the legal department as part of a major culture change initiative undertaken by MAFP.
- Coaching and supervising the work of the paralegal reporting to me ensuring that they perform their role efficiently and that they are able to grow and progress.

**Feb 2009 - Nov 2011**

**Rachid Haroun Legal Services, Dubai**  
**Legal consultant.**

**Description of Position:**

Legal Practice focusing mainly on Real Estate Litigation and Alternative dispute resolution (Meditation and Conciliation).

**Key responsibilities:**

- Acted in Real Estate litigations representing at various occasions developers, contractor as well as end buyers.
- Acted in Mediations and Conciliation of Real Estate and commercial Disputes.
- Advised clients on setting up business in the U.A.E, and created and registered several legal entities.
- Advised clients, and drafted consultations in various aspects of U.A.E laws and mainly commercial and companies' laws, real estate laws, inheritance laws, banking laws.
- Registered for client several trademarks and advised on Intellectual Properties regulations in U.A.E.
- Negotiated and drafted contracts including several international franchise agreements, joint ventures agreements, agency and distribution agreements, services and consulting agreements, as well as employment agreements.

**Jan 2005 - June 2007**

**NeF Consulting Paris -France.**  
**Responsible of legal and administrative affairs**

- Prepared and revised the contracts and of the company
- Prepared the financial and legal statements of the company
- Insured that the company complied with French laws and regulation

**Jan 1999 - June 2002**

**TelesensKSCL SA**  
**In house legal counsel at a software solution company Paris -France**

- Piloted the Legal and regulatory compliance aspects of transaction for the acquisition of the company by a German Fund and later on by a global leader in Outsourcing.
- Prepared and revised the contracts and legal documentations of the company
- Insured that the company complied with French laws and regulation

**Mars-November 2000**

**ICC International Court of Arbitration Paris-France.**  
**Assistant Counsel in the Secretariat of the**

- Counselled and drafted correspondence concerning all aspects of the ICC Rules of arbitration
- Prepared the agenda's to be presented to the Court on arbitration cases
- Summarised and analysed draft awards before scrutiny by the Court

**February-April, 1999**

**Freshfields, Paris - France**  
**Trainee at the Law firm**

- Prepared files in arbitration cases.
- Organised hearings in an international commercial arbitration.
- researched work in business law, international public law and
- International commercial arbitration.
- Audit.

**Mai-September, 1997**

**Sinan, Damascus - Syria.**  
**Trainee in the Law firm**

- Activities in the field of civil, commercial and criminal law.
- Drafted commercial contracts.
- Consulted foreign companies on local laws and investment opportunities.

**June-September, 1995, 1996**

**Jacques El Hakim, Damascus - Syria.**  
**Trainee in the Law firm of Professor**  
**Specialist in commercial law.**

- Prepared files in the field of international commercial arbitration
- Participated at consultations in the domain of commercial law.

## **Others**

- Nationalities: French - Syrian
- Married, 3 children
- Languages: Arabic, English, French.
- Member of the French Business Counsel in Dubai and the French Social Club
- Member in various NGO's and association working towards Women Empowerment and education of children refugee