

# Marwan Elaraby

Partner

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Dubai Abu Dhabi

Marwan Elaraby is the Partner in Charge of the Dubai office where he is a member of the Mergers & Acquisitions and Capital Markets Practice Groups.

Marwan advises clients on M&A and private equity transactions, as well as governments on strategic and regulatory matters. He also advises both issuers and underwriters on equity and debt securities offerings.

Marwan represents sovereign-owned, corporate and private equity clients including Abu Dhabi National Oil Company (ADNOC), ADQ, Investment Corporation of Dubai, EFG-Hermes, Marriott International and Investcorp.

Marwan is ranked by *Chambers Global* as a leading individual for Corporate/M&A (Band 1) and Capital Markets: Equity in the UAE and as a leading individual in Egypt for Corporate/M&A, Capital Markets, and Projects & Energy. *Chambers Global* also ranks him in the Middle East-wide tables for both Corporate/M&A and Capital Markets. He is highly regarded by *IFLR1000* for M&A and Private Equity.

*Chambers Global* states that Marwan is “a phenomenal lawyer,” someone who is “super-commercial, very sharp and reads situations well” and “widely respected for his capital markets skills, with particularly notable experience in the UAE and Egypt.” Clients note that Marwan is “flexible and able to adapt to market conditions that can change very quickly” and someone who can “come up with innovative solutions to resolve any issues that arise.”

Marwan received his Juris Doctor from Columbia University School of Law and his Bachelor of Arts from the American University in Cairo, majoring in Economics. He is fluent in English, Arabic, and French.

He is admitted to practice in the State of New York.

## Representative Experience\*

### Capital Markets

- Investment Corporation of Dubai and ALEC, a leading diversified engineering and construction group operating in the UAE and Kingdom of Saudi Arabia, in connection with the initial public offering (IPO) and listing of ALEC on the Dubai Financial Market — the UAE's largest construction sector IPO ever by both valuation and size.
- Delivery Hero and talabat in connection with the \$2 billion initial public offering (IPO) and listing of talabat on the Dubai Financial Market (DFM), marking the largest technology sector IPO globally and the largest IPO in the GCC in 2024.



## Capabilities

Mergers and Acquisitions  
Artificial Intelligence  
Capital Markets  
Private Equity

## Credentials

### Education

Columbia University - 1995 Juris Doctor  
American University in Cairo - 1992  
Bachelor of Arts

### Admissions

New York Bar

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- ADNOC and ADNOC Gas in connection with the initial public offering (IPO) of ADNOC Gas, marking the largest-ever listing on the Abu Dhabi Securities Exchange (ADX) and at the time the largest IPO globally in 2023.
- ADNOC, Borealis AG and Borouge plc in connection with the \$2 billion initial public offering of Borouge. This was the largest-ever listing on the Abu Dhabi Securities Exchange (ADX) at the time.
- Fertiglobe plc and shareholder ADNOC in connection with Fertiglobe's \$795 million initial public offering and listing on the Abu Dhabi Securities Exchange (ADX). It was the first ever IPO of a free-zone company on ADX. Awarded Equity Deal of the Year at the IFLR Middle East Awards 2022.
- ADNOC Drilling Company PJSC and shareholder ADNOC in connection with the \$1.1 billion initial public offering of ADNOC Drilling on the Abu Dhabi Securities Exchange (ADX). At the time, this was the largest-ever ADX listing.
- ADNOC Distribution on its initial public offering and Abu Dhabi Securities Exchange listing, one of the largest public offerings in the UAE and one of the first listings to be done under the Emirates Securities & Commodities Authority's new listing regulation.
- ADNOC on an accelerated book build offering of shares in ADNOC Drilling.
- Helmerich & Payne on an accelerated book build offering of shares in ADNOC Drilling.
- ADNOC on a placement to institutional investors of 10% of the total share capital of ADNOC Distribution.
- ADNOC in connection with its \$1.64 billion combined offering of existing shares in ADNOC Distribution and issuance of equity-linked bonds, which are listed on the Vienna Stock Exchange (MTF).
- The initial purchasers on Abu Dhabi Crude Oil Pipeline LLC's inaugural \$3.037 billion bond offering.
- Joint bookrunners in connection with the \$1 billion initial public offering and listing on Dubai Financial Market (DFM) of Salik Company PJSC, the exclusive toll gate operator in Dubai.
- The underwriters on the initial public offering of Edita Food Industries S.A.E. on the Egyptian Stock Exchange and the London Stock Exchange.
- The underwriters on the initial public offering and London Stock Exchange listing of Integrated Diagnostics Holdings plc.
- Emaar Misr on its approximately \$300 million initial public offering and listing of shares on the Egyptian Stock Exchange.
- EFG Hermes Promoting and Underwriting, as sole global coordinator and bookrunner, on the initial public offering and listing on the Egyptian Stock Exchange of Cleopatra Hospital Company.

### M&A / Private Equity

- A Middle East sovereign-owned entity on its first US investment – the acquisition of a significant stake in a leading LNG export project located in Texas.
- Talaat Moustafa Group (TMG) on the investment in TMG's hospitality arm, ICON Hotel Investment Ltd (ICON Group), by a consortium comprised of investment and holding company, Abu Dhabi Developmental Holding Company PJSC (ADQ) and ADNEC Group.
- Investcorp on its entry into the global infrastructure investment asset class with the successful completion of its acquisition of a 50% stake in Corsair Capital's infrastructure business.
- ADNOC Distribution on an agreement with TotalEnergies Marketing Afrique SAS to

acquire a 50% stake in TotalEnergies Marketing Egypt LLC (TotalEnergies Egypt) for approximately \$186 million.

- ADNOC in relation to the acquisition of a 25% shareholding in Borealis AG from Mubadala Investment Company.
- The Sovereign Fund of Egypt in relation to the development and procurement of 9 green hydrogen projects in the Suez Canal Economic Zone (SCZone) at a total investment cost of \$83 billion.
- Chimera Investment on a \$200 million investment for a stake of over 20% in MNT-Halan.
- Sovereign-owned Gulf entity on its \$740 million acquisition of Amoun Pharmaceutical Company, one of the largest and most recognized pharmaceutical companies in Egypt, from Bausch Health, a Canadian multinational pharmaceutical company.
- ADNOC on the carve-out, restructuring and initial public offering of its Borouge chemicals joint venture.
- ADNOC on the establishment of a strategic partnership with OCI NV to create Fertiglobe.
- ADNOC on the disposal of an interest in ADNOC Refining to Eni and OMV where the company was valued at c. \$19 billion.
- Investcorp on the launch of joint venture with Aberdeen Standard Investments to establish a fund investing in infrastructure projects in Gulf Cooperation Council countries.
- Investcorp on the launch of a joint venture to establish a fund investing in the Asia food sector.
- ASMA Capital on several of its investments in the Middle East.
- GB Finance and GAIA Lux S.a.r.l on the EGP 750 million sale of a one-third stake in MNT Investments B.V. to ADP II Holding.
- EFG Hermes UAE Limited (EFG Hermes), a wholly owned subsidiary of EFG Hermes Holding S.A.E, on its acquisition of a 50 percent stake in Frontier Investment Management (FIM).
- Gulf Capital on an investment in a Gulf-based auction business.
- HM Partners on its creation of a new hard-discount retail operation in Egypt under the brand "Kazon".
- A prominent Saudi Arabian Family Office on its minority investment in a large Dubai-based real estate venture.
- MENA Infrastructure Fund on the sale, by way of auction, of a 30.3% indirect interest in Alexandria International Container Terminals.
- SACE and the commercial lenders on the \$1.2 billion financing of a refinery upgrade project in Egypt.

## Regulatory

- Abu Dhabi Global Market on its establishment as a financial free zone, including on the legal and regulatory structure of the market and drafting new laws.
- Advising on the establishment of several special economic zones in the Kingdom of Saudi Arabia.

*\*Includes representations prior to joining Gibson Dunn.*

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