



## Stephen Brown

Solicitor: 1991

Higher rights of audience: 2001

Call: 2013

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### Clerks' Details

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### Qualifications and Appointments

- FCI Arb
- CEDR accredited mediator
- DIFC registered practitioner (Part 2)

*“Stephen has exceptional understanding of commercial law and wide experience of litigation and dispute resolution.”*

Client testimonial, 2020

## Memberships

- CI Arb
- COMBAR
- LCIA

## Practice Overview

Stephen has a broad-based dispute resolution practice and acts in complex commercial disputes, usually with an international dimension. He has successfully advised some of the world's largest corporations.

His experience covers both litigation and international arbitration, extending to all types of contractual dispute, including joint venture and warranty claims, across sectors including asset management, automotive, aviation, chemicals, hospitality, oil and gas, pharmaceuticals, technology and telecoms.

Stephen regularly advises in relation to shareholders' rights and directors' duties. He has been instructed in a number of high value fraud cases.

Stephen has appeared regularly since 2001 in various divisions of the High Court, mainly the Commercial Court and the Chancery Division, and in the Court of Appeal. He also practices in the DIFC Courts.

Stephen has appeared in arbitrations both ad hoc and under the rules of various institutions including the AAA, ICC, LCIA and LMAA and is a Fellow of the Chartered Institute of Arbitrators and a member of the LCIA.

Stephen is a CEDR Accredited Mediator and has extensive experience of mediation having acted as mediator and appeared for clients in dozens of mediations.

## Commercial

Stephen has extensive experience of advising major corporates across the wide range of issues they experience operating in a global economy. These include contractual disputes arising out of complex transactional documents, fraud, shareholder and joint venture disputes and warranty claims. Often these matters raise questions of jurisdiction and governing law and involve interim injunctive relief from the Courts.

Stephen has advised corporates operating in a number of sectors including asset management, automotive, aviation, chemicals, hospitality, oil and gas, pharmaceuticals, technology and telecoms.



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## Commercial continued

### Significant Work:

- *Whitacre Management Limited v Sainsbury's Supermarkets Ltd* – a claim arising out of the alleged breach of a conditional contract to purchase land.
- *Panasonic v Core Communications and Others* – representing the sellers of a company in the defence of warranty claims and claims for unpaid earn-out consideration.
- *Chilcott UK Limited & Another v Amit Patel and Another* – acting for a seller in defence of claims for breach of competition and tax warranties and breach of fiduciary duties in excess of £250 million.
- *Sopra Steria Limited v Working Links Employment Limited* – appearing for a provider of services to the government in proceedings against a software provider arising out of the failure of a project.
- *Thetis v MPTSOL* – defending a national bus service franchisee against allegations of breach of an IT support contract.
- *Peak Hotels and Resorts Limited v Tarek Investments Limited and Others* – appearing for a shareholder in a dispute concerning the Aman Group, a global luxury resort hotel chain, including bringing and resisting claims for injunctive relief and the compulsory acquisition of shares (led by Michael Brindle QC).
- *Procter & Gamble v Svenska Cellulosa Aktiebolaget SCA & Others* – appearing for Procter & Gamble in the leading case concerning TUPE and occupational pension schemes (led by Christopher Nugee QC).
- *Procter & Gamble v Svenska Cellulosa Aktiebolaget SCA & Others* – appearing for Procter & Gamble in the High Court and Court of Appeal claiming damages in a dispute concerning the exchange rate applicable under a supply contract (led by Christopher Nugee QC).
- *Powell and Others v General Electric Company* – appearing for GE Oil & Gas in a dispute concerning the meaning of retention clauses in relation to warranty claims on the sale of a business (led by Timothy Dutton QC).
- *Hardy & Another v Griffiths & Another* – appearing for the defendant in a dispute concerning the construction of the terms governing deposits payable on the purchase of a property.
- *Inquam Telecon (Holdings) Ltd v Primus Telecommunications Ltd* – appearing for the Defendant in the High Court and the Court of Appeal in relation to a telecoms contract dispute (led by Timothy Dutton QC).
- *Devenish Nutrition Ltd v Sanofi-Avantis & Others* – appearing in the High Court and the Court of Appeal for BASF AG and BASF plc in damages claims arising out of the world-wide vitamins cartel (led by Mark Brealey QC).
- acting for Ineos in claims concerning the interpretation of long-term supply contracts.
- advising C&W in a £100 million outsourcing dispute concerning benchmarking.
- advising a bank in relation to fiduciary duties allegedly owed to high net worth customers claiming over US\$120 million.

## International Arbitration

Stephen has appeared in arbitrations both ad hoc and under the rules of various institutions including the AAA, ICC, LCIA and LMAA. He is a Fellow of the Chartered Institute of Arbitrators and a member of the LCIA.

### Significant Work:

- appearing in an LCIA arbitration acting for the claimant bank seeking to recover US\$400 million from a defaulting debtor and its guarantors.



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## International Arbitration continued

- appearing in DIFC-LCIA arbitral proceedings in Dubai, and DIFC court proceedings in aid of the arbitration, in a dispute between joint venturers, with an alleged value of US\$180 million.
- advising a state oil producer on its prospects of challenging an arbitral award in the English High Court.
- representing a yacht distributor in an LMAA arbitration in relation to termination of an exclusive distribution agreement.
- representing an English IT provider in a AAA arbitration with a leading Japanese hardware manufacturer.
- representing an Indian power company in an ICC arbitration concerning the construction of two power stations, including a challenge to jurisdiction.
- acting for a Japanese car manufacturer in a motor racing dispute subject to ICC Arbitration Rules.
- ad hoc arbitration for a broker in a dispute with its telecoms provider.
- acting for the US manufacturer of turbines in an arbitral dispute with its customer in Turkey.
- representing an arbitrator accused of bias.

## Private International Law

Stephen's cases are usually international, that is to say, they may raise questions of jurisdiction, be subject to foreign law, and/or involve parties from third countries. As such, Stephen is conversant with private international law, has to consider expert evidence of foreign law and address questions of enforcement in England of foreign judgments and awards.

### Recent Work:

- *Public School Teachers' Pension and Retirement Fund of Chicago and Los Angeles County Employees Retirement Association v Danie Marcus* - Challenging the scope of the subjects for cross-examination as set out in an English Court Order made pursuant to a letter of request from the New York courts.
- *Park Plaza Hotels Europe BV & Anor v Micha Polak* - successfully challenging the jurisdiction of the English Court and obtaining a costs order in Euros to avoid exchange rate losses to the Defendant in the Netherlands.
- *JF-K Company Limited v Volvo Truck Corporation* - successfully challenging the enforcement of a Ghanaian Appeal Court judgment in England owing to ambiguity.
- advising an engineering company on the doctrine of res judicata as it applies in England to foreign judgments.
- advising a number of lenders on the enforceability of governing law and jurisdiction clauses in various suites of lending transaction documents.
- Defending an application to challenge the jurisdiction of the English courts in relation to claims brought against insurers of a marine cargo.

## Civil Fraud

Stephen has dealt with fraud and asset tracing claims throughout his career as a lawyer. His experience covers all manner of business-related frauds, from investment funds to shareholder claims.

### Significant Work:

- £120 million fraud claim against a Cayman Island fund involving world-wide freezing injunctions.



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## Civil Fraud continued

- proceedings to recover cash fraudulently withdrawn from bank accounts immediately prior to acquisition. Stephen obtained a freezing order.
- acting for the owner of property misappropriated by a fraudster, including obtaining a freezing order.
- defending claims by a shareholder who had obtained his shares by fraudulent misrepresentation against the majority shareholder in a company.
- claims against an Australian mining company in relation to a fraudulent rights issue. Stephen was acting for an investment fund.

## Company

Stephen regularly advises in relation to corporate governance and shareholders' rights, including in relation to derivative actions and unfair prejudice claims.

### Recent Work:

- advising the board of a US oil company in relation to claims of breach of fiduciary duty.
- advising a Middle Eastern client in relation to its rights in a US\$1 billion joint venture including in relation to potential claims in the DIFC courts and in an LCIA arbitration.
- advising a board as to its ability to issue further shares where it was disputed that this was permitted under the company's articles.
- advising a shareholder in a quasi-partnership as to his ability to remove a co-director/shareholder.
- advising an investor regarding rectification of a company's share register.