

## Patrick J. Noonan

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### **Independent Arbitrator, Mediator**

Arbitrations and mediations around the world : ICC (London, New York, Geneva, Toronto), KCAB (Seoul), AAA (New York), DIAC (Dubai), ad hoc (Singapore, Norway, France, Morocco).

**See attached Representative Arbitration and Mediation Experience.**

Fellow, Chartered Institute of Arbitrators (FCIArb).

American Arbitration Association/ICDR Panel of Arbitrators; CPR Panel of Distinguished Neutrals (Arbitrator); Saudi Center for Commercial Arbitration (SCCA) Roster of Arbitrators; Qatar International Center for Conciliation & Arbitration (QICCA) List of Arbitrators and Experts; Centre de Mediation et d'Arbitrage de Paris (CMAP)—approved arbitrator; LCIA Arbitrator Database.

European Union Panel of Arbitrators and Trade and Sustainable Development Experts for Bilateral Trade Agreement Disputes

CEDR Accredited Mediator; CPR Panel of Distinguished Neutrals (Mediator); Tiers Conciliateur, dispositif COVID19 (Paris Place de Droit).

CPR Dispute Resolution Board Panel; ICC Database Dispute Board Members.

### **Other Professional Experience**

**Litigation Consultant, Soitec S.A.** 2023- 2025

**General Counsel, Board Secretary, Soitec S.A.** 2021-2023  
(Paris, Grenoble) semiconductor industry, listed Euronext Paris (SBF 120)

**Secretary General, General Counsel, Board Secretary, Sr. Corp. V.P.** 2001 - 2018  
**Nexans** (Paris): \$7B energy, telecom manufacturer, contractor; listed Euronext Paris (SBF 120)

Member of Executive Committee, Mergers & Acquisitions Committee, Tender Review Committee, Corporate Social Responsibility Committee, Risks Disclosure Committee, IS Management Committee, Environment Committee, Real Estate Committee.  
Created and supervised functions of Risk Management, Insurance, RSE, Real Estate.

**Deputy General Counsel - Alcatel HQ** (Paris) 1996 – 2001

**General Counsel Divisions- Alcatel** (Paris, Brussels, Toronto) 1988 - 1996

**European and Latin American Counsel - Texas Instruments** (Nice, Dallas) 1984 - 1988

**Attorney - Wilson, Sonsini, Goodrich & Rosati** (Palo Alto, California) 1983 - 1984  
Venture capitalist financings, corporate and commercial work for hi-tech start-ups

**Attorney - Patton Boggs & Blow** (Washington, D.C) 1981 - 1983  
Litigation, international arbitration, international trade proceedings, antitrust, legislative

### **Professional Boards and Committees**

Independent Member, Investment Committee, Profile Investment (third party dispute funder) 2018-present  
Independent Member, EMEA Advisory Board, GAN Integrity( SAS Compliance, Copenhagen) 2019 – 2021  
Chairman of the Board, Nexans Hellas, listed on Athens Stock Exchange 2015 - 2019  
Member of European Advisory Board, FM Global 2009 - 2018  
Member MEDEF Competition Law Committee 2012 - 2018

## Education

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### **Stanford Law School, J.D.; Stanford University, B.S. Engineering (With Distinction)**

National honor society distinctions:

- Phi Beta Kappa
- Tau Beta Pi (Engineering)

### **Université de Nice, France**

D.E.A. program in International Law, (Rotary Foundation International Fellowship)

### **European University Institute**

Research Assistant, Florence, Italy

## Awards & Distinctions

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*World Recognition of Distinguished General Counsel, Directors Roundtable (2018); Silver Award for Best French Legal Department, Large Groups, Leaders League/Decideurs (2018); Best French Legal Department, Energy and Industrial Companies, Leaders League/Decideurs (2017); Bronze award for Corporate Governance Dynamic, Agefi (2017); Nominated for ABA International Human Rights Award (2016); Silver award for Best French Industrial Group Legal Department, Leaders League/Décideurs (2016).*

## Speaking Engagements

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*Contrôle des investissements étrangers; géopolitique, Sommet du Droit Conference (3 July 2025)*  
*Export Control, Sanctions Internationales, Sommet du Droit Conference (30 January 2025)*  
*M&A Dispute Resolution, Seminar August Debouzy (20 April 2023)*  
*Financement du Contentieux, Options Finance Conference (31 January 2023)*  
*Multi-tiered dispute resolution clauses: practice and pitfalls, Society of Construction Law Astra International Conference, Association Française pour le Droit de la Construction et de l'Immobilier (27 October 2022)*  
*Financement du Contentieux, Options Finance Conference (26 January 2022)*  
*International Arbitration, Management du Droit Conference (31 January 2019)*  
*International Arbitration, Management du Droit Conference (24 January 2018)*  
*Standards/Guidelines in Anti-Corruption Compliance, Ethic Intelligence/OECD (10 September 2018)*  
*Governance/CSR, Agefi Conference (28 Sept. 2017)*  
*Arbitration or Mediation, Sommet du Management du Droit (16 March 2017)*  
*Extraterritoriality of National Laws, ICC France (14 April 2016)*  
*Investigations/Legality of Fishing Expeditions, Competition Summit, Brussels (6 December 2013)*  
*Secretary General, Ambassador for Corporate Governance, DII Conference Paris (26 March 2013)*  
*Antitrust Enforcement (Sanctions), Competition Summit Brussels (1 December 2011)*  
*Anglo-Saxon General Counsel model for Europe and Asia, France Amériques Conference (7 November 2011)*

## Professional Qualifications

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District of Columbia Bar (1981); California Bar (1983)  
U.S. District Courts: District of Columbia (1982), N.D. California (1983)

**Citizenship:** France, Ireland, U.S.A.

**Languages:** English/French bilingual; fluent Italian; Spanish and Portuguese reading comprehension.

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## **Arbitration Experience**

### **Representative Arbitrations (\$5M to \$150M in claim value)**

- Energy HV infrastructure equipment conformance and contract termination dispute. Co-arbitrator DIAC (DIFC seat)
- Infrastructure construction dispute (Morocco) re delay, responsibility for site access, contractor claims for extra time, indemnification, entitlement for extra costs. Sole decision maker in ad hoc procedure managed as an expedited arbitration following ICC nomination as decision maker, hearing and decision rendered in French language.
- Contractor/subcontractor dispute in submarine HV energy cable interconnector construction project in the South China Sea involving an accident at sea. Claims for delay, third party damages, back-to-back end user claims: issues of vessel seaworthiness, negligence, exculpatory clauses, intent vs. words of contract. Ad hoc arbitration Singapore.
- M&A representation and warranty claims for nondisclosure of: contracts at a loss, contingent construction contract risks, non-impairment of assets. ICC arbitration (Toronto).
- M&A claims re price adjustments Involving high inflation and foreign exchange volatility impacts on closing accounts, under-depreciated working capital, and indemnities for undisclosed practices. ICC arbitration (NY).
- Claims re undersea works between telecommunications operator customer and supplier contractor in fiber optic submarine construction project (delay, conformance of works, extra costs). Norway Arbitration Act arbitration (Oslo).
- Insurance claim for damages paid by supplier to frigate electrical prime contractor for rework costs. ICC arbitration involving issues of customer directed supplies, policy coverage for guarantees (London).
- Back-to-back arbitrations subcontractor vs. sub-subcontractors relating to claims between prime and subcontractor in NY metro telecom construction project following work stoppage and termination for default. AAA (New York).
- Electricity network operator claims for contractor delay--defense of concurrent delays, in HV submarine construction project. KCAB arbitration (Seoul).
- Submarine cable damage warranty claim by electricity network operator, contractor claim for repair costs; technical issue of external vs. internal cause of damage, scope of contractual warranty. KCAB arbitration (Seoul).
- Energy transmission operator warranty claim for submarine cable damage, contractor claim for repair costs, technical issue of external vs. internal cause of damage. AAA (New York).
- Energy transmission operator claims relating to service interruptions of submarine HV cable interconnector between two countries based on fitness for purpose, gross negligence and fraud claims to exclude liability limits and time bar; issues included impact of regulated tariffs on lost revenue claim. ICC arbitration (London).

### **Other Experience**

Arbitrator, Vis Moot (Vis International Commercial Arbitration Moot Competition) : 2022, 2023, 2024, 2025.

### **Representative issues**

#### M&A

- Price adjustments disputes related to closing accounts issues: cost allocations in sale of a division, hyperinflation

and exchange rates impact in multi-country and multi-currency accounts in relation to single currency combined accounts and purchase price, cost to complete accounting, inventory and receivables write downs.

- Breach of representations and warranties:  
Facts undisclosed in scheduled exceptions but purportedly revealed in due diligence (e.g. non-disclosure of contracts at a loss; non-disclosure of customer claims).
- Indemnities:  
Defenses based on practices continued post-acquisition and alleged deficiencies in acquirer's management of indemnified claims.
- Earn out clauses:  
Managerial autonomy, decisions constrained by new owner and integration, change in business plans, financing of investments.

#### Construction

- Performance delays and extension of time:  
Concurrent delays, liquidated damages.
- Performance scope:  
Deficiencies, variation orders, entitlement.
- Performance quality:  
Contract termination, default, work stoppage, latent defect, warranty, external causes, fitness for purpose, negligence, fraud.
- Contract Interpretation:  
Letter of contract vs. intent, contract performance standards vs. industry standards; back-to-back contract scopes.
- Damages:  
Causation, relevant margin/profit levels, impact of regulated tariffs on lost profits, mitigation.
- Insurance:  
Policy exclusion clauses, customary terms, insured responsibility can tested following settlement.

#### Equipment Manufacture Supply and Procurement

- Conformance:  
Deviations from technical functional specifications, test specifications, industry norms, accepted practices; significance of impacts thereof (e.g. insulation ability to withstand mechanical stress).
- Mitigation
- Liability limitations
- Warranty
- Latent defects
- Causation defenses  
External cause, customer directed supplies
- Equipment interface responsibility
- Back-to-back contract scopes, mismatches, flow downs.
- Fitness for purpose
- Negligence in manufacture
- Take or Pay
- Remedies and Damages  
Replacement cost, reduced price, rework costs, third party claims, foreign exchange losses, contract hedge losses
- Measure of damages  
Level of margins: gross profits, operational profits, contribution margin; lost revenues, but/for scenario

#### Intellectual Property:

- Patent Licensing disputes

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## Mediator Experience

Construction Dispute in Morocco ( ICC nominated Conciliator).

## Mediations (Party Representative or Counsel)

- 30M USD claims between prime and subcontractor in metro telecom construction project (NY Court proceedings). Party agreed mediation; successful.
- 20M USD patent infringement claims/counterclaims (US courts). Party agreed mediation; successful.
- 50M USD M&A claims re price adjustments and indemnities (ICC arbitration NY). Private party agreed mediation (Brazil); successful.
- 22M USD ad hoc Singapore arbitration award challenged in Shanghai court enforcement proceedings. Mediation (China) managed by Judge; successful.
- 25M USD claim by electricity operator for contractor delay in submarine construction project (KCAB arbitration Seoul). Mediation managed by arbitrators; successful.
- 10M USD Customer “follow on” damage claims based on Korean competition authority fine decisions; indemnity claim by settling suppliers brought in court against non-settling supplier. Mediation managed by judge; successful.
- 50M USD claims between telecommunications operator customer and supplier contractor in submarine cable supply and underwater works project, Norway Arbitration Act arbitration (Oslo): Private party agreed mediation; not successful.
- 35M USD Energy operator warranty claim for submarine cable damage (KCAB arbitration Seoul). Mediation managed by arbitrators; not successful.
- 150M £ claim by energy transmission operator relating to service interruptions of submarine cable electrical interconnector installed by contractor between two countries (ICC arbitration London). Private party agreed mediation; not successful.
- 30M USD M&A non-disclosure claims (ICC arbitration Toronto). Private party agreed mediation: not successful.
- 15M euro breach of take or pay purchase obligation (French court). Mediation managed by judge: not successful.
- 50M USD Patent Licensing dispute contractually required JAMS mediation; not successful.
- 50M USD Patent Licensing dispute (court USA); court ordered, successful.

Other:

Judge and Mediator, ICC International Commercial Mediation Competitions: 2021, 2022, 2023, 2024, 2025. Judge, CPR Institute International Mediation Competitions, March 2021, March 2022. Professional, CMAP Mediation Competition (Centre de Médiation et d'Arbitrage de Paris) : March 2024.

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## **Selected other types of dispute resolution experience**

### **Patent Infringement and Licensing disputes litigation (US, Norway, Netherlands); mediations in US**

**Issues:** Patent validity in relation to claims relevant to practice of invention: prior art and novelty; infringement; reasonable royalty levels, breach and termination of license agreements.

### **Defense of simultaneous dawn raid and judicial or administrative proceedings in cartel case: EU, Brazil, US (DOJ), Canada, Korea, Japan, Australia, New Zealand**

Precedent setting General Court judgment on limits of scope of dawn raid search (Nexans vs. Commission).

Australian court trial of Nexans for cartel violations: (Noonan testimony).

Noonan appearance at the EU Commission hearing on cartel case.

### **Customer claims in various jurisdictions in Europe and Asia for follow on damages based on competition authority fine proceedings**

**Issues:** Damages and causation (legal infraction deemed established by competition authorities). But/for price overcharge analyzed with various microeconomic tools (e.g. regression analysis). Price and cost data cleansing and relevant control variables.

Example- EDF vs. Nexans: 80 M euro claim denied at *Tribunal de Commerce*, Court of Appeals, French *Cour de Cassation* (precedent established on issue of contract nullity).

### **Antidumping proceedings defense in: the USA (imports from Canada), the EU (imports from Japan), Argentina (imports from the USA; imports from France)**

**Issues:** microeconomic analysis of injury: accounting issues and cost allocations for products within a greater division and using the same production facilities as other products (no exported products with an identical spec allowing a simple sales price comparison).