

## Jean-Sébastien Desroches

### Partner

Jean-Sébastien Desroches practices business law and focuses primarily on mergers and acquisitions, infrastructure, renewable energy and project development as well as strategic partnerships. He was the firm's practice leader for the Business Law Group up to 2018.

He has had the opportunity to steer several major transactions, complex legal operations, cross-border transactions, reorganizations, and investments in Canada and at an international level on behalf of Canadian, American and European clients, international corporations and institutional clients in the manufacturing, transportation, pharmaceutical, financial and renewable energy sectors.

Jean-Sébastien represents entrepreneurs, institutions and investors in the context of developing and implementing commercial projects, international expansion as well as partnerships (joint ventures). He also advises clients on matters related to venture capital, long-term investments and business transfers.

Jean-Sébastien is also interested in artificial intelligence (AI) projects and their legal ramifications, especially regarding the various branches and applications of artificial intelligence in businesses and industries. He created the Lavery Legal Lab on Artificial Intelligence (L<sup>2</sup>AI) to analyze and monitor recent and anticipated developments in this field from a legal perspective.

### Representative mandates

- Represents a major international company in the acquisition of renewable energy projects and assets
- Represents a major energy company in the establishment of a partnership for the development of renewable energy assets and projects
- Set up of an investment fund (real estate, infrastructure and sustainable investment)
- Represents CDPQ with its investment in Beyond Technologies
- Represents Devencore Corporate with the sale of its business to Avision Young
- Represents CDPQ with its investment in Savaria Corporation
- Represents financial holding groups and investors in connection with the establishment of investment programs in the context of the COVID-19 crisis
- Represents an energy company in connection with the establishment of a joint venture in the field of artificial intelligence
- Represents institutional and private investors in connection with the establishment of investment funds in the infrastructure, transportation and energy sectors
- Represents the Caisse de dépôt et placement du Québec in connection with an investment in Top Aces Inc.
- Represents Neuros.ca in connection with an equity investment of \$53M by an institutional investor
- Represents MTY Food Group Inc. in connection with the acquisition of the Yum! Sushi Canadian franchise network
- Represents CDPQ Infra Inc. and its affiliates in the development of the *Réseau express métropolitain* (REM), one of the largest automated transportation systems in the world covering 67 km with 26 stations, on the real estate, transactional and regulatory aspects of the project
- Represents Héroux-Devtek Inc. and its affiliates in the acquisition of Compañía Española de Sistemas Aeronáuticos (Spain), Beaver Aerospace & Defence (USA), APFH Limited (UK) and APFH Wichita (USA) (subsidiaries of BBA Aviation), and of Eagle Tools & Machine and E2 Precision Products (USA)
- Represents *Caisse de dépôt et placement du Québec* in the creation of a global aircraft investment platform of \$2 billion U.S., Euro Volant Aircraft Leasing (EVAL), in collaboration with GE Capital Aviation Services (GECAS)
- Represents Germany-based GFT Technologies SE in the acquisition of V-NEO Inc.
- Represents *Caisse de dépôt et placement du Québec* with its investments and private placements in Stoneworld Diamonds Corporation
- Represents Owl's Head Resort and Fred Komman for the sale of the Owl's Head Resort to a group of investors
- Represents *Caisse de dépôt et placement du Québec* with respect to private placements and equity investments in WSP Global Inc.
- Québec special advisor for BD White Birch Investment LLC (Black Diamond) in the acquisition of the assets of White Birch Paper Company in a reorganization context
- Represents Total S.A. in the acquisition of assets from Ultramar Inc. and Tebispec Inc.
- Represents Freestone International L.L.C. and GNL Québec Inc. in the implementation of an investment structure and financing rounds aimed at the development of a \$7 billion U.S. project to establish a liquefied natural gas (LNG) terminal at the Port of Saguenay
- Represents Lafemund Inc. and its affiliates in the implementation of a cooperation agreement with BreenYoung Seeds Limited, the acquisition of an organic products portfolio, and the acquisition of Hamonium International Inc.
- Represents *Caisse de dépôt et placement du Québec* in its investments in Groupe Marcelle Inc. (acquisition of Lise Water Cosmétiques Inc.)
- Represents Hutchinson S.A. in the acquisition of Marquet Transtech Ltd.
- Legal counsel to GDH Integrated Facility Services Inc. in a reorganization by way of a plan of arrangement, the listing of the company's securities on the Toronto Stock Exchange and the prospectus distribution of subordinate voting shares for \$161 million
- Represents *Caisse de dépôt et placement du Québec* in investments in Fix Auto Inc.
- Represents Stoneway Diamonds Inc. in setting up its Plan Nord infrastructure project and partnership with the Québec government for the construction and maintenance of the Route 167 Extension to the Oish Mountains
- Represents CDP Investments Inc. and *Caisse de dépôt et placement du Québec* in connection with the sale of equity stakes in ACH Limited Partnership and Abitibi-Consolidated Hydro Inc.
- Represents Trecap L.P. in the acquisition of equity interests held by GDF Suez in Noverco Inc. (Gaz Métro)
- Represents *Société de transport de l'Ontario* in the acquisition and implementation of the Rapibus infrastructure network
- Represents Confab Laboratories Inc. in connection with transactions with Roundtable Healthcare Partners L.P. and DPT Laboratories Ltd. (USA)
- Represents Industrial Alliance in the acquisition of National Warranties MRWV Limited
- Represents UAP Inc. in the acquisition of Uni-Select Inc.'s Palmar Division
- Represents the Québec Railway Corporation Inc. in multi-party transactions for the sale of businesses involving Canadian National Railway Inc., Groupe Le Massif Inc., and Logixite Corporation
- Represents V Interactions Inc. in the acquisition of Groupe TQS and television networks
- Represents a major Canadian engineering firm regarding the implementation of private-public partnerships in Canada for the construction, management, and maintenance of hydroelectric power plants
- Represents Zimmer Holdings Inc. in the acquisition of ORTHOoft Inc. by way of a takeover bid
- Represents Activision Inc. with respect to the acquisition of Bionest Inc.
- Represents Sabex Inc. with respect to its acquisition by Sander Canada Inc.

### Publications

- [Artificial intelligence and its legal challenges](#), May 2017
- [Artificial Intelligence and the 2017 Canadian Budget: is your business ready?](#) 2 March 2017
- [The Supreme Court of Canada Renders a Decision on Restrictive Covenants Contained in an Asset Sale Agreement](#) in Fact and in Law Express
- Financing Growth through Venture Capital, Master's thesis

### Conferences

- Corporate law course: *Association de planification fiscale et financière* (APFF)
- "Five Common Mistakes in International Joint Ventures", International Bar Association (North American Regional Forum News)
- "The Supreme Court of Canada Renders a Decision on Restrictive Covenants Contained in an Asset Sale Agreement", *In Fact and in Law Express*
- "Strategic Partnerships and Joint Ventures", presentation given to the Chief Executive Officers Alliance (Québec)
- "M&A Trends for 2013 in Canada", International Bar Association (North American Regional Forum News)
- "Financing Growth through Strategic International Joint Ventures", Training sessions, Chamber of Commerce of Metropolitan Montreal
- "Negotiating Letters of Intention and Letters of Offer", numerous presentations given to the professional orders of accountants, Montréal divisions
- "Negotiating Agreements with International Corporations", Conference Insight Institute
- "The Private and Public Call for Tenders Process", Lavery Conferences
- Numerous talks on business transfers to family members
- "Financing Growth Through Venture Capital", Master's thesis

### Distinctions

- The Canadian Legal LEXPERT® Directory in the field of Corporate Mid-Market, since 2023
- The Canadian Legal LEXPERT® Directory in the field of Corporate Commercial Law, Mergers & Acquisitions and Infrastructure Law, since 2021
- The Best Lawyers in Canada in the field of Corporate Law, 2021



- Chambers Canada in the field of Corporate Commercial Law, since 2019
- The Best Lawyers in Canada in the field of Mergers and Acquisitions Law, since 2019
- Named one of the "Corporate Lawyers to Watch" in the field of business law in the 2013 *Guide to the Leading US/Canada Cross-Border Corporate Lawyers in Canada*.
- Named one of the "Top 40 Under 40" in Canada by *Lexpert* magazine, 2012



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## Education

- North American Common Law Courses, *Université de Montréal*, 2002
- LL.M. in Business Law, *Université Laval*, 2000
- Canadian Securities Course, Canadian Securities Institute
- Derivatives Fundamentals Course, Canadian Securities Institute
- LL.B., *Université de Montréal*, 1997
- European Union Law, *Université de Nice, France (UFC)*, 1996
- Certificate in Political Science, *Université de Montréal*, 1994

## Boards and Professional Affiliations

- International Bar Association
- American Bar Association
- Chief Executive Officers Alliance