

YVES HAYAUX-DU-TILLY LABORDE

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Experience

Main areas of practice: corporate, banking and finance, mergers and acquisitions, antitrust, commercial transactions (including electronic commerce) and foreign investment.

Specialized in insurance and reinsurance, including arbitration and litigation in insurance and reinsurance, banking and finance and corporate, regulatory, corporate governance, and compliance related matters for financial companies.

Listed in Chambers Global 2006, 2007 and 2008 as one of Mexico's Leading Lawyers in Corporate/M&A and Banking and Finance.

Has represented major foreign investors in their establishment in Mexico, in the acquisition of Mexican assets, in the placement of debt instruments and securitizations, in the development of insurance products, in investigations to their Mexican subsidiaries regarding compliance with applicable laws and regulations, and in the implementation of corporate governance measures and has served and currently acts as Secretary and, in some cases, as independent member of the Board of Directors and the Committees of Mexican insurance and surety companies.

Has represented and advised American Life Insurance Company (a member of AIG), Assurant Solutions, CIGNA International, Cardif, Dentegra, Landamerica, MetLife, Principal, Prudential, Skandia, The Hartford, and The Travelers Companies in the establishment of their Mexican affiliate insurance companies and on an ongoing basis in general legal advise on corporate, regulatory, mergers and acquisitions and product development matters.

Currently representing on an ongoing basis in transactional work, mergers and acquisitions, product development and general regulatory, corporate, corporate governance and compliance related matters the following Mexican affiliate insurance companies: Axa Seguros México, S.A., Axa Fianzas, S.A., Assurant Daños México,

Assurant Vida México, Cardif Mexico Seguros de Vida, Cardif Mexico Seguros Generales, Dentegra Seguros Dentales, MetLife México, Seguros Azteca, Seguros Principal, Principal Pensiones, and Prudential Seguros México

Also represents Mexican and foreign investors and insurance and reinsurance companies and foreign Law Firms such as Axa, Beachcroft LLP, Berwin Leighton Paisner LLP, ERC Frankona (now Swiss Re. Frankona), Clyde & Co. LLP, Converium, Mayer Brown International LLP, The Travelers Companies in insurance coverage issues, claim disputes, in the negotiation and settlement of insurance and reinsurance claims and has experience in arbitrations carried-out under the laws of the United Kingdom on insurance disputes.

Board Experience

Has acted as Secretary of the Board of Directors and non-executive independent director and Secretary of the Anti-Money Laundering, Investments, Risk and Audit Committees of Mexican insurance and surety subsidiaries of international companies such as MetLife, CIGNA, Principal, Skandia, The Travelers and Cardif Vida and Cardif Seguros Generales, between 1991 and the date hereof.

Currently serves as non-executive and independent director of Dentegra Seguros Dentales, a health insurance company specialized in dental insurance, fully-owned by Dentegra Insurance Company and LandAmerica Title Insurance Company Mexico, S.A., a property and casualty company specialized in title insurance, fully-owned by LandAmerica Financial. Also currently serves as Secretary of the Board of Directors of Assurant Vida Mexico, and Assurant Daños Mexico, a life and P&C insurance company, respectively, specialized in credit insurance and *bancassurance*, both fully-owned subsidiaries of Assurant Solutions.

Employment

- Salvador Laborde y Asociados, S.C.; 1989-1991.
- Jáuregui, Navarrete y Nader, S.C.; 1991-2000 (Associate) since 2001 (Partner).
- Foreign Associate of Mayer Brown in its New York City Office during 1998.

Degrees

- Georgetown University; Washington D.C., U.S.A.; Orientation in the United States Legal System; July – August, 1992.
- Universidad Panamericana; Mexico City, Mexico; Attorney at Law, 1994.
- Ecôle Supérieure des Sciences Economiques et Commerciales (ESSEC); Paris, France Programme Futures Dirigeants, 1994 – 1995.
- Unión Social de Empresarios Mexicanos; Curso de Formación Social; November, 2005 - March, 2006.

Publications

Mr. Hayaux-du-Tilly is the author and co-author of various articles and chapters of legal reviews and specialized books and publications including “La Ley de Protección y Defensa a los Usuarios de Servicios Financieros” published by the Mexican Academy of Financial Law in its Book “Estudios de Derecho Financiero”; “Mexico - Secured Lending Amendments”; “Key Aspects of Corporate Governance in Mexico”; and “New Mexican Investments Companies Law”, published by Euromoney Publications, PLC, and “Amendments to the Mexican Insurance Law”, “The New Securities Market Law” and “The Deregulation of Credit, Financial Leasing and Factoring Activities in Mexico” published by Mondaq, “Funcionalidad del Contrato de Seguro” published by IDC Seguridad Jurídico Fiscal.

Memberships

Member of the Mexican Academy of Financial Law since 1998.

Member of the Mexican Association of Insurance and Bonding Law, Mexican Chapter of AIDA since 1998, Member of its Governing Board (2003-2005) and currently serving as Chairman of its Governing Board (2006-2009).

Member of the Mexican Association of Corporate Counsels since 2002 and Chairman of its Financial Law Committee (2004-2005 and 2005-2006).

Member of the American Bar Association since 2003; Vice-Chairman of its Mexican Law Committee (2005-2006; 2006-2007) and Co-Chairman of such Committee (2007-2008).

Member of the Mexican Center of Excellence in Corporate Governance since 2005.

Member of the Academic Council of Graduates of the Universidad Panamericana since 2005.

Member of Unión Social de Empresarios Mexicanos since 2005.

Member of Club Universidad Nacional, A.C. (Mexican Football Club PUMAS) since 2005.

Member of the International Bar Association since 2008.

Teaching and Speaking Engagements

- Former lecturer on the United States Legal System at the School of Law of the Universidad Panamericana.
- Former lecturer on Mexican Banking and Securities laws and regulations to officers of the National Banking and Securities Commission at the Universidad Iberoamericana.
- Lecturer on Corporate Governance at the School of Law of the Universidad Panamericana since 2006.

Mr. Hayaux-du-Tilly is an active speaker on insurance, banking and financial law topics. Mr. Hayaux-du-Tilly has participated as speaker, among others, at the Mexican Association of Insurance and Bonding Law, the Mexican Association of Corporate Counsels, the Section of International Law of the American Bar Association and the Mexican Bar Association.

Languages

Spanish, English and French.