

Ross Barfoot

Partner



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Abu Dhabi

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Overview

Ross is a corporate partner in the UAE with more than 21 years' experience – first in the UK and since 2008 in the UAE and wider Middle East region.

In addition to advising both international corporations and local companies on a mix of M&A and private equity, joint ventures and corporate advisory work, he regularly advises his clients on business licensing, corporate reorganizations, commercial contracts and corporate governance mandates. He has advised on some of the largest M&A and joint venture transactions in Abu Dhabi and the wider UAE.

Ross regularly advises investors and international operators on education investments, M&A, market entry, international expansion, corporate and regulatory matters. He is based in the UAE but operates on a global level, supporting clients on their international expansion.

Ross is generally regarded as the "go-to" lawyer for the education sector and has been involved in a significant number of school and university projects in the Middle East region, as well as some of the largest education M&A deals globally.

He is ranked as a "Leading Individual" in the UAE for Commercial, Corporate and M&A in the 2021, 2022, 2023 and 2024 editions of *Legal 500*.

Experience

M&A

- **Aldar:** Advising on Project Atlas, a landmark transaction in the UAE, being its acquisition of four commercial towers in ADGM from Mubadala Investment Company for US\$1.17 billion.
- **Aldar:** Advising on its AED 810 million acquisition of the beachfront resort, DoubleTree by Hilton Resort & Spa Marjan Island in Ras Al Khaimah.
- **Aldar:** Advising on its AED 770 million acquisition of the all-inclusive Rixos Bab Al Bahr Resort in Ras Al

Khaimah.

- **Jacobs Holding AG:** Advising on its £2 billion acquisition of the Cognita global private schools group from KKR and Bregal, which is the Swiss investment fund's largest UK takeover to date.
- **Khidmah:** Advising on its acquisition of Spark Security Services in the UAE.
- **Quantum Education:** Advising on the disposal of its Middle East nurseries to Bright Beginnings.
- **Kaplan:** Advising on the acquisition of Genesis Training in Dubai, which included acquisitions of onshore and freezone targets.
- **Confidential client:** Advising a UAE based conglomerate on the disposal of a stake in its business to an Abu Dhabi based sovereign wealth fund, and a large-scale corporate reorganization of the group prior to closing.
- **Confidential client:** Advising a Dubai sovereign wealth fund on the disposal of a hotel by way of auction.
- **Confidential client:** Advising a global school operator on the acquisition of a group of schools in the UAE.
- **Confidential client:** Advising a global nursery group on the acquisition of a number of nurseries in the UAE.
- **Confidential client:** Advising the founders of a cosmetic surgery clinic on its disposal to Emirates Hospital Group.

Joint ventures

- **Confidential client:** Advising an Abu Dhabi listed company on a proposed joint venture to establish a fully automated manufacturing facility.
- **Confidential client:** Advising a Middle East client on a proposed joint venture with a UAE manufacturing group to establish groundbreaking manufacturing facilities in Abu Dhabi.
- **Borealis AG:** Advising in relation to the expansion of its world-scale petrochemicals project (Borouge) with Abu Dhabi National Oil Company (ADNOC).
- **Novus Capital Holdings:** Advising on all of its direct investments and joint ventures, including joint ventures in the IT, residential community management, military equipment supply and maintenance, healthcare, education, engineering and construction sectors.
- **Confidential clients:** Advising local and international clients on the establishment of companies and branch offices both onshore and in freezones, joint ventures and structuring options in Abu Dhabi to ensure compliance with UAE foreign ownership restrictions, including the drafting and negotiation of schemes of arrangement and nominee agreements.

School projects

- **Royal Grammar School Guildford:** Advising on a K12 school project in Oman. This involved advising on Oman education regulations, drafting and negotiating a school development and operating agreement and an IP licensing agreement.
- **Reigate Grammar School:** Advising on K12 school projects in KSA and Vietnam.
- **Cognita Limited:** Advising on a greenfield school project in Dubai to establish "RGS Guildford Dubai" school, including investment structuring for both Opco and Propco, advising on the proposed acquisition of land, construction and development of premises, regulatory advice, and drafting and negotiating the school operating and licensing agreements.
- **Sobha:** Advising this UAE based real estate developer in relation to a greenfield school project in Dubai to establish "North London Collegiate School Dubai", including investment structuring for both Opco and Propco, advising on the proposed acquisition of land, construction and development of premises, regulatory

advice, and drafting and negotiating the school operating and licensing agreements.

- **Brighton College:** Advising on its greenfield school projects in Abu Dhabi and Dubai to establish schools in Abu Dhabi, Al Ain and Dubai.
- **Chatsworth Schools Group:** Advising on a management and operating agreement to manage Citizens School Dubai on behalf of its owner.
- **Confidential client:** Advising three UK independent schools on the establishment of school campuses in Riyadh under the Royal Commission for Riyadh City "super license" programme, including advising on arrangements with local partners, licensing of IP and drafting legal agreements.
- **Confidential client:** Advising a global school group on an aborted IPO on the London Stock Exchange, including a large-scale corporate and real estate reorganization of its schools and ancillary businesses.
- **Confidential client:** Advising a Dubai government-owned company in relation to the establishment of a Special Educational Needs School in Dubai with a UK operator.
- **Confidential client:** Advising a leading British independent school on its arrangements with Dubai based investors to license and operate a branded school in Dubai.
- **Confidential client:** Advising a UK not-for-profit school in relation to the development of a school in Dubai, including advising on the financing, development and leasing of the school site and construction of school premises, as well as the corporate structure and regulatory aspects.
- **Confidential client:** Advising a UK independent school on a K12 school project in Morocco.
- **Confidential clients:** Advising a number of UK independent schools on their licensing and management agreements with education investors and school owners in Abu Dhabi, Dubai and the Northern Emirates, Oman, Morocco and KSA.
- **Confidential clients:** Advising international education groups on market entry into the Middle East (including Oman and KSA) and Africa, South East Asia and Central Asia region through greenfield projects and acquisitions.
- **Confidential client:** Advising a global school group on the restructuring of its schools and ancillary businesses across the UAE, including a series of school disposals and acquisitions.
- **Confidential client:** Advising on the establishment of a UK independent school in Dubai and the securing of investment in the project from a UAE based investor.
- **Confidential client:** Advising on the establishment of a British school in Abu Dhabi and the securing of investment in the project by a high-profile Abu Dhabi family group.
- **Confidential client:** Advising on the establishment of a British school in Abu Dhabi and the securing of investment by an Abu Dhabi government-owned education entity in the project.
- **Confidential client:** Advising a not-for-profit school in the UAE on a range of regulatory issues, including school transport liability, fee uplifts for special needs children and supervision of students.
- **Confidential client:** Providing ongoing legal advisory support to the British School Al Khubairat, a not-for-profit school in Abu Dhabi, including in relation to commercial contracts and regulatory matters.
- **Confidential client:** Advising a non-profit organization established to support the education of Arab youth in relation to corporate structuring, data protection, IP and commercial contracts.
- **Dubai Creative Clusters Authority:** Advising on the establishment of the Dubai Institute of Design and Innovation, including advising on regulatory and licensing requirements, governance models and drafting constitutional documents and by-laws.
- **University of South Wales:** Advising on the establishment of a specialized aviation college in Dubai South.

- **New York University Abu Dhabi:** Advising on a wide range of legal and regulatory matters.
- **Istituto Marangoni:** Advising on the establishment of a university branch campus in Dubai. This included providing detailed structuring and regulatory advice, incorporating the university holding vehicle as well as the applications for licensure of the institution and its programs.
- **INSEAD:** Advising on the establishment of its Abu Dhabi Centre in coordination with the Abu Dhabi Department of Education and Knowledge, including assisting INSEAD in achieving accreditation for the courses it is running.
- **DACH Advisory:** Advising on the establishment of Austria's Modul University Vienna's first campus in Dubai and the securing of Dubai Investment PJSC's investment of 90% of the total project cost.
- **Diriyah Gate Development Authority:** Supporting on the project to establish King Salman University in KSA.
- **Confidential client:** Advising an Abu Dhabi healthcare group on the establishment of a nursing academy and arrangement with a UK university to provide courses and accreditation. This included advising on the Ministry of Education and CAA requirements for licensing and accreditation.
- **Kaplan International Colleges:** Advising on the establishment of a college in KSA in partnership with a KSA investor.
- **Fitch Learning:** Advising on the establishment of a vocational college in Dubai and KHDA education licensing.
- **Confidential client:** Advising a US college on its participation in the KSA colleges of excellence project.

Regulatory

- **Confidential client:** Advising on the education regulatory framework in Abu Dhabi, Dubai and the wider UAE. Including advising on federal and emirate level laws, ADEK and KHDA regulations and Ministry of Education and CAA matters.
- **Ras Al Khaimah Free Trade Zone:** Advising on the establishment of the Ras Al Khaimah Academic Zone, an education regulator with responsibility for regulating educational institutions and businesses within the freezone. This involved conducting a benchmarking exercise and drafting legislation and regulations to establish the zone and to govern the institutions established within it.
- **Educluster Finland:** Advising on its arrangements with ADEK to establish and operate schools in Abu Dhabi using Finnish pedagogy.
- **ADEK:** Advising on its K12-related regulations and policies, as well as on the implementation of new home schooling regulations.

Recognition

- *Legal 500* 2021-2024: Leading Individual in the UAE for Commercial, Corporate and M&A

Insights

- "**ADGM's Al Reem Island expansion: considerations for existing businesses**", March 14, 2024

Activities and Affiliations

- Director, British Chamber of Commerce Abu Dhabi

Presentations

Ross regularly presents at education investment conferences in the UAE, KSA and London. In the past, he has presented at conferences in China, Singapore and Malaysia.

Prior and Present Employment

- Partner, Dentons, 2024 to date
- Partner, Clyde & Co, 2013–2024
- Senior Associate, Trowers & Hamlin, 2008–2013
- Senior Associate, Mills & Reeve, 2001– 2008

Areas of focus

Practices

- **Corporate**
- **Real Estate**

Industry sectors

- **Health Care**
- **Energy**
- **Construction**
- **Manufacturing**

Education

- Northumbria University Newcastle, 2000, Legal Practice Course
- University of Leeds, 1999, LLB

Admissions and qualifications

- Solicitor, Solicitors Regulatory Authority, 2003