

Tarig Anani, MBA, JD, JSM

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Senior executive with 16 years of demonstrated achievements in new market penetration, business growth, and performance improvement of diversified portfolios of software and services serving primarily the oil and gas industry. Deep day-to-day operational background including ultimate P&L responsibility, proven track record of driving new and large sales of enterprise software in new markets, cross-selling products and services to new and existing clients, rationalizing costs, turning around previously unprofitable businesses into highly profitable operations with consistent growth, solid margins and high recurring revenues, and ultimately achieving successful liquidity events for existing shareholders.

- Operations Expertise - Directed both domestic and international operations of a mid-sized company with over 500 employees, \$170M in annual revenues, several dozen products and worldwide customers. Strong customer contacts worldwide, having delivered enterprise solutions in North America, the Middle East, the North Sea, Russia, and Australia. Deep international expertise having lived in and worked in different countries, managed operations in cities as diverse as Houston, Calgary and Dubai.
- U.S. and International Commercial Expertise – Managed major negotiations with multiple National Oil Companies such as Aramco and ADCO and International Oil Companies such as Exxon, Noble, Anadarko, and Swift. Good working knowledge of commercial and contractual terms and conditions in North America and the Middle East.
- Budgeting/Economic Evaluation – Managed a budget of over \$100M with operations in various countries, expenses and revenues in multiple currencies stemming from an offering of multiple products and services offered as licensed products, hosted services and other delivery formats.
- Strategic Planning - Developed and implemented strategic plans resulting in enhanced profitability resulting from operations improvement initiatives (including outsourcing certain services and convincing customers to partially fund R&D projects) pricing strategies (driving more recurring revenues and moving from a software license model to a hosted or “cloud computing” model, cross-selling products from newly acquired divisions to the existing customer base, and expanding into new international markets through my network of contacts.
- Acquisitions and Divestitures – Drew upon my previous M&A background as an attorney with a large New York law firm and led the negotiation team on the acquisitions of Novistar from Torch Energy (Oracle’s Energy upstream suite), the acquisition of QByte from IBM, and the acquisition of the Tobin mapping system. Operated, streamlined, and integrated these companies – together with Paradigm Technologies, into what became P2 Energy Solutions. Once the integration and turnaround phase was complete, led the sale of P2 Energy Solutions to Vista Equity partners for several hundred million dollars.

Professional History

Anani Consulting, Houston, Texas, USA

January 2009-Current

Currently providing consulting services to various companies including advising US companies looking to expand internationally either organically or through the use of distributors or value added resellers, identifying potential partners for non-US companies looking to do business in the US, and advising private equity firms on potential acquisitions (starting in 2010). Company names are confidential but

can be supplied upon request and with permission. Also currently serving as a board member to Mail2World, Inc.

P2 Energy Solutions, Inc - Houston, Texas, USA

June 2002-December 2008

Privately held, P2 Energy Solutions is the upstream oil and gas industry's largest and most comprehensive provider of exploration, development, management and productions solutions. P2 Energy Solutions offers a wide range of software, data and services that improve operations in land, financial and production management, business intelligence and geo-business.

2008 Annual Revenues: \$170M

Operations Personnel: 500+ employees

Website: www.p2es.com

President – June 2007 – December 2008.

Executive oversight authority for all operational and commercial activity conducted in the five operating regions of the company (Houston, Denver, San Antonio, Dallas and Dubai). Ultimate P&L responsibility reporting to the CEO and the Board of Directors (of which I was also a member). Acted as de-facto COO for two years prior to official appointment as company President. Primary responsibilities included:

- Prepare the annual Revenue and Expense budget for approval by the Board
- Manage operations across the company to implement and achieve or exceed budget targets
- Manage direct reports across product categories and geographies to ensure ongoing adherence to planned revenue and profit and loss goals on a monthly and quarterly basis
- Manage Phase II of integration of acquisitions into P2ES (phase I was administrative, legal and financial integration and was largely accomplished prior to my tenure. Phase II was a deeper level of integrating sales, marketing, development, contract administration, and support)
- Coordinate strategic acquisitions with the CEO, negotiate terms of acquisitions, and integrate the operations of newly acquired companies into P2ES' model.
- Participate in board meetings and keep the board apprised of both positive and negative developments in the strategic position of the company.
- Lead large enterprise sales and chair weekly senior manager meetings to ensure that the sales pipeline was on target and that current projects were on budget and on schedule.
- Negotiate large customer contracts and oversee the contract negotiation process for all deals.
- Lead international deals and new customer deals and supervise the Sr. VP of Sales and Sr. VP of consulting in such efforts.
- Lead the customer user group meetings and supervise the Sr. VP of development in ensuring that the software is up to date from a regulatory compliance standpoint and coordinate new functionality projects.
- Review financial statements with the CFO and outside auditors in detail and sign off on annual financial statements.
- Meet with board members representing various investor constituencies and articulate management's growth and exit plans.
- Supervise and coordinate with outside investment bankers, advisors and law firms to effectuate an effective liquidity event for existing shareholders.
- Meet with private equity firms to provide an overview of P2ES' business and to negotiate terms of a sale of the company.
- Introduce the new owners to management, employees and to the customer base and aid in a smooth transition

Select Accomplishments:

- Company had its best revenues and best EBITDA year to date during my tenure as President.
- Won three large deals in direct competition with SAP – Noble, CNX, and Swift

- Coordinated an auction process for the sale of the company, navigating almost two dozen bids from strategic and financial advisors.
- Sold P2ES to Vista Equity Partners in June of 2008.

President – International & Chief Legal Officer – May 2002 - May 2007.

Executive oversight authority for all international deals for all products as well as ultimate legal responsibility for negotiating all contracts. Primary responsibilities included:

- Identify and develop new international markets for P2ES' existing product suite.
- Identify and acquire intellectual property that enhances or complements P2ES' current product suite to make it better suited to the international market.
- Visit and cultivate relationships with C-level executives of national oil companies throughout the world, with a focus on the Middle East.
- Coordinate with the Sr. VP of Sales and the Sr. VP of Consulting to respond to all RFP's from prospective international customers.
- Form joint ventures and strategic alliances with leading international software and service vendors in the oil and gas and continuous process manufacturing industries
- Lead both the internal and external legal team in the negotiation of all acquisition agreements.
- Negotiate and supervise the drafting of all customer contracts for licensing, hosting, and implementation of P2ES' products, both domestically and internationally.
- Negotiate all partner agreements, including agreements with Oracle and SAP.
- Ensure company compliance with all applicable laws and regulations.
- Coordinate with the Sr. VP of HR to ensure compliance with all employee-related matters
- Participate in Board meetings and help set the strategic direction of the company, including identifying potential acquisition targets (appointed to the board in 2004).
- *Draft Value Added Reseller Agreements, Distribution Agreements, Licensing Agreements, Maintenance and Support Agreements, Professional Services Agreements, Hosting Agreements, Joint Venture Agreements, and other corporate agreements.*
- *Advise the board on the corporate structure and the formation of new subsidiaries.*
- *Supervise outside counsel in any matters delegated to outside law firms.*
- *Supervise the administration of any potential claims by or against the company (employee infractions, intellectual property disputes, or any other disputes).*
- *Advise the CEO and Board regarding contractual relations with investors, employees, alliance partners, and others.*

Select Accomplishments:

- Opened Dubai office and won P2ES' first international deals, including deals with Qatar Petroleum, Abu Dhabi Oil Company and Kuwait Oil Company in the Middle East
- Signed BHP Billiton (Australia) and TNK-BP (Russia) as new international customers.

- Leveraged existing Unocal deal into a global rollout of P2ES' Energy Upstream solution.
- Led the legal team in the acquisition of Novistar, Inc. (2002), Tobin International (2003), Tristone Capital (2004), and QByte (2005).
- Drafted and implemented standardized customer license, hosting, consulting and maintenance agreements across all acquired companies.

SAP Arabia, Dubai, UAE

Nov 1997-March 2002

Privately held, SAP Arabia was the only exclusive distributor for SAP AG, serving a 19-country in the Middle East and North Africa (the franchise was sold back to SAP AG in 2008, renamed SAP Middle East, and is now a subsidiary of publicly traded SAP AG)

2002 Annual Revenues: \$50M

Operations Personnel: 60+ employees

Website: www.sap.com

Vice President & General Counsel.

Primary day to day operational and P&L responsibility as the sole Vice President in the company, reporting to the President for strategic decisions, also responsible for all legal matters involving the company. Primary responsibilities included:

- Driving the company to profitability through targeting a select number of national oil companies to act as anchor clients.
- Professionalizing and westernizing the staff of SAP Arabia by recruiting SAP certified consultants with implementation experience from other parts of the world and pairing them with other employees who had knowledge of the local culture.
- Building a client base in the other major industries in the region, such as retail, telecom, automotive, and aerospace and defence.
- Setting expected sales goals for the region with SAP AG's head of the EMEA region and meeting with various SAP personnel in Waldorf, Germany and Paris, France – both to keep them up to date on regional expansion progress and to learn new product offerings of SAP AG.
- Adopting SAP's standardized contracts and adapting those form contracts to local requirements in coordination with SAP AG's legal department.
- Negotiating and drafting all customer license agreements, hosting agreements, implementation agreement and maintenance agreements.

Select Accomplishments:

- Closed the second largest SAP R/3 license at that time with Aramco, the world's largest NOC.
- Signed the first SAP license for a telecommunications company in the Middle East (Batelco)
- Signed the first and largest retail SAP license in the Middle East (Al-Futtaim)

- Opened offices in Dubai and Cairo and led the staffing of those offices as well as the sales of the first SAP licenses to local companies in the surrounding regions.
- Led the SAP Arabia legal team to an arbitration award before the ICC for tens of millions of dollars.
- Led the company's turnaround from net losses to becoming highly profitable and set the stage for its eventual sale back to SAP AG.
- Won the "Best ERP Award" from former US Vice President Al Gore – presented at the Burj Al Arab hotel in Dubai in January 2002.

Curtis, Mallet-Prevost, Colt & Mosle, LLP – New York, NY, USA Oct 1994-Oct 1997

Partnership, CMP is an international law firm headquartered in New York, with branch offices in the United States, Mexico, Europe and the Middle East. Founded in 1830, Curtis has a diversified practice and range of expertise. The Firm's corporate practice encompasses mergers and acquisitions, joint ventures, infrastructure development and project finance, privatizations, debt and equity offerings, securities, structured and asset backed lending, corporate restructuring, investment management, private equity and venture capital.

Operations Personnel: 250+ attorneys

Website: www.cm-p.com

Corporate Associate

Attorney in a large New York based international law firm, responsible for negotiating and drafting various contracts with a focus on corporate law, cross-border M&A, and SEC and NYSE compliance. Primary responsibilities included negotiation and drafting of the following:

- Merger and Acquisition Agreements, including asset sales and stock sales and complex cross-border deals requiring regulatory approvals.
- Shareholder Disputes, Protection of Minority Shareholders, Incorporations, General and Limited Partnership Agreements, LLC and LLP Agreements.
- Consulting Agreements, Distribution Agreements, Settlement Agreements, Licensing Agreements.
- Shareholder Agreements, Subscription Agreements, Option Agreements, Confidentiality Agreements, Financing Agreements, Engagement Letters, Secured Demand Notes, Subrogation Agreements, Stock Pledge Agreements.
- NYSE Membership Leases and Regulatory Compliance, Opinion Letters relating to the applicability of the '33 and '34 Securities Acts and to State Blue Sky Laws.
- Promissory Notes, Asset Purchase Agreements, Guarantee Agreements, Sales Agreements, Indemnification Agreements, Releases, Escrow Agreements, Management and Administration Agreements.

Select Accomplishments:

- Negotiated and drafted all documents related to the Sale of a Canadian Natural Gas Company.
- Worked with a litigation team on a large sovereign immunity case, which we won.
- Was selected by the Managing Partner of the law firm to work with the firm's largest client, Pemex, to work on a \$2.5B project involving building new oil refineries to process heavy Mayan crude.

Education

- University:** **Stanford University – School of Law.**
Degree: **Master of the Science of Law, June 1994.**
Advanced Law Degree (Equivalent to LLM).
Coursework: Tax Law and International Business Law.
Activities: Founding Member, Stanford Journal of Law, Business & Finance.
Member, Stanford International Law Society.
- University:** **Rice University – Graduate School of Business Administration.**
Degree: **Master of Business Administration, May 1992.**
Other: Undertook pursuit of MBA while concurrently earning JD in separate program.
- University:** **University of Houston – School of Law.**
Degree: **Doctor of Jurisprudence, May 1991.**
Honors: Honors Letter for Judicial Internship with U.S. Bankruptcy Court.
Other: Finished Both Second and Third Year Requirements in a Single Year.
- University:** **University of Houston.**
Degree: **Bachelor of Arts, Cum Laude, August 1988.**
Major: Political Science.
Activities: President, Lambda Chi Alpha Chapter.
Member, Golden Key National Honor Society.
Member, Omicron Delta Epsilon Economics Honor Society.

Licenses

- Bar of the U.S. Supreme Court (1995).
Bar of the District of Columbia (2002).
Bar of the Supreme Court of California (1993).
Bar of the Supreme Court of Texas (1991).

Personal

- Biography:** Martindale-Hubbell Directory of Corporate Counsel (AV Rated).
Marquis' Who's Who in the World – 20th to 25th Editions.
Marquis' Who's Who in America – 58th to 64th Editions.
Marquis' Who's Who in American Law – 12th to 16th Editions.
Who's Who at ETRE – 2003-2007 Editions.
- Publications:** *Extraterritorial Application of US Employment Laws* (CMP International Report, 1995).
- Directorships:** The Petroleum Place, Inc., P2ES Holdings, Inc., Mail2World, Inc.
- Other:** Member, Mensa.