

AFRICORP LEGAL

CONSULTANCY



FIRMS PROFILE



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ABOUT US

Africorp Legal Limited is a premier full-service Kenyan law firm headquartered at Nairobi, Kenya. As the name suggests, the Firm represents amalgamation of vast experiences.

The Firm has access to network of high-quality experienced lawyers in all major commercial cities of Kenya. As such, the Firm is well placed to service the requirements of its clients across Kenya in all fields of law as well as adequately equipped to handle cross-border transactions.

The lawyers and other professionals of AFRICORP collectively present significant and diverse professional experiences in the legal fields. The senior members of the Firm possess professional qualifications in law, accountancy, company secretarial practices and management and have achieved international class experience and expertise in their respective practice areas by working with world class large advisory firms including big accounting firms and large law firms of international repute for a considerable period. The Firm focuses on providing high quality, business oriented, innovative and cost-effective legal solutions to clients.

AFRICORP offers a wide range of expert legal services in the areas of corporate and commercial laws and specializes in representing major foreign and domestic corporations with diverse business interests in Kenya. With the pool of lawyers, company secretaries and other professionals, the Firm is professionally equipped to handle large sized and complex corporate transactions like Mergers & Acquisitions, Corporate Restructuring, Joint Ventures, Inbound & Outbound Investments, Private Equity and Venture Capital Investment Transactions, Real Estate Transactions, Infrastructure Projects, Project Finance, Power Projects, Non-Conventional Energy Projects, Highways & Road Projects, Corporate Taxation, etc.

The Firm has extensive experience in handling high profile corporate insolvency and bankruptcy matters. The Firm has a team of qualified Insolvency Resolution Professionals, company secretaries and lawyers. We offer strategic advice to corporate debtors, creditors and other stakeholders during the insolvency proceedings and provide professional services required during the process and represent them in court/tribunal proceedings.



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OUR VISION

1. To be a premier Kenyan law firm commanding trust, respect and everlasting professional relationship from clients globally.

OUR MISSION

1. To provide effective and innovative legal solutions to our clients in a time bound manner adhering to internationally acceptable standards of quality.

OUR VALUES

1. To attain professional excellence.
2. To always act with fairness, integrity, ethics, diligence and social responsibility.
3. To have passion to resolve clients' problems and exceed clients' expectations.



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PRACTICE AREAS

CORPORATE, COMMERCIAL AND CONTRACTS

AFRICORP has an excellent Corporate, Commercial & Contracts Law Practice. Our expert corporate lawyers, chartered accountants, company secretaries and other professionals enjoy high reputation in matters related to all corporate & commercial laws of Kenya and are adept in handling complex commercial and corporate legal matters, advising on entry strategies, risk identification, structuring, planning and documentation.

Our team combines its expertise over relevant corporate & commercial laws along with its comprehensive understanding of clients' industry and business. This holistic approach enables our Firm to offer its clients proactive legal solutions which are business oriented, pragmatic and workable in real business environment.

We assist our clients in:

1. Understanding legal and regulatory aspects of investing in Kenya and doing business in Kenya;
2. Developing an appropriate entry strategy for setting up business in Kenya;
3. Seeking approvals from various authorities wherever required;
4. Incorporation/setting up of suitable entity like Company, LLP, Branch Office, Representative Office, etc.;
5. Drafting and execution of legal documentation like shareholders agreement, joint venture agreement, collaboration agreement, technology transfer agreement, IPR license and assignment agreements, etc.;
6. Undertaking applicable legal and regulatory compliances; and
7. Setting up of office and advising clients on Real Estate issues, drafting of agreements for acquisition of land/office/buildings.

In addition, Firm's lawyers offer top class professional expertise and experience in structuring, negotiation, drafting and closing of the business contracts which include:



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1. EPC Contracts and Construction Contracts – which may be very large and complex in nature;
2. Project Management Contracts/Project Development Contracts;
3. Offshore and Onshore Supplies and Services Contracts;
4. Project Finance Documentation;
5. Asset Purchase Agreements;
6. Business Transfer Agreements;
7. Share Purchase/Shares Agreements;
8. Lease Agreements for large commercial properties;
9. Conveyance and Mortgage Documents;
10. Sales Agreements;
11. Distributorship Agreements;
12. Franchise Agreements;
13. Trade practices, Advertising and Promotions related agreements;
14. Technology Agreements;
15. Software Agreements including End-User Agreement, Joint Development Agreement, Service & Repair Agreements, Disclaimers;
16. Labour and Employment Agreements.

MERGERS & ACQUISITIONS

AFRICORP enjoys formidable professional reputation in Merger & Acquisitions (M&A) practice area and the Firm and its partners have acted for many Kenyan and multinational corporations. The firm advises its clients on all legal and regulatory aspects of M&A.

Our Firm offers a core team of professional experts comprising of considerably experienced M&A lawyers, chartered accountants and company secretaries who are dedicated to provide expected level of professional services on a timely basis. Firm's core M&A Practice Group is assisted by experts from other



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related key areas such as employment laws, environment regulations, antitrust/competition law, intellectual property, real estate and taxation etc.

Our M&A Practice Group is well adept in handling the following important aspects of M&A transactions for its clients:

1. Due Diligences: We conduct extensive Due Diligences, both from legal and commercial perspectives, in order to ascertain the assets and liabilities of the target company/business/asset, based on the underlying records. This includes visiting data rooms, undertaking extensive review of the relevant documents for the relevant past period, conducting interviews with personnel of target company/business and preparing comprehensive DD reports for clients.
2. Risk Identification, Analysis & Mitigation: Firm's counsels identify risks involved (legal, financial as well as commercial) in the proposed transactions. This activity involves determination of any contingent liabilities, pending litigation, incomplete documentation or reporting, any pending commitments of the target company not recorded in the books of accounts etc. The Firm then advises clients on possibility of formulating an appropriate risk mitigation strategy from legal and regulatory points of view and suggests remedial measures and/or steps to rectify the shortfall or deficiencies on the part of the target company, in complying with the statutory requirements.
3. Approvals: We offer adequate professional expertise and experience in drafting Scheme(s) of Arrangement under Companies Act and obtaining approval from concerned Court(s) /Tribunals, in case the client undertakes a 'court approval' route of merger/de-merger. In addition, we actively assist clients in obtaining necessary approvals from Competition Commission, administrative ministries and other government/statutory authorities in M&A transactions wherever such approvals are required.
4. M&A Documentation: Counsels at our Firm have extensive experience in structuring and negotiating the relatively complicated transaction documentation involved in M&As, including Schemes of Arrangement, Project Finance Documentation, Asset Purchase Agreements, Business Transfer Agreements, Share Purchase/Shares Agreements, Shareholders Agreements, Joint



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Venture Conveyance and Mortgage Documents, Franchise Agreements, Technology/IPR Agreements, License and Assignment Agreements, etc. The Firm also provides end to end legal support in negotiating and finalization of the documents required to close the deals.

1. Closing of M&A Transactions: The Firm has a team of experts who negotiate and provide end to end legal support in closure of the M&A transactions, including reviewing and advising on closing documents.
2. Transaction Taxes and Stamp Duty Advice: Our M&A team also include tax experts to advise clients on tax planning and other related issues. Stamp duties may pose significant costs on M&A transactions and our team of experts is adept in advising clients on stamp duty laws.
3. Post-Closing Activities & Compliances: We also advise with respect to post closing compliances including drafting and filing of the necessary documents and in case of requirements sending intimations required under the various contracts.
4. Management & Operational Support: AFRICORP has vast experience in advising clients on the managerial and operational controls including methods of acquiring and exercising management control, representation on Board and management, etc.

AFRICORP practices utmost strict internal code with respect to conflict of interest and confidentiality expected in handling M&A transactions.

INSOLVENCY & RESTRUCTURING

Dealing with restructuring of debts & securities and insolvency has become very challenging with the enactment of the Insolvency and Bankruptcy Code. The Firm has extensive experience in handling high profile corporate insolvency and bankruptcy matters. The Firm has a team of qualified Insolvency Resolution Professionals, company secretaries and lawyers who offer strategic advice to corporate debtors, creditors and other stakeholders during the insolvency proceedings and provide professional services required during the process and represent them in court/tribunal proceedings. Our experienced lawyers can handle complex cases involving companies with distressed assets both from the legal and the business side in an effective manner.



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PRIVATE EQUITY (PE), VENTURE CAPITAL & FUNDS

In this era of strict commercial compliance, private equity funds and private companies must comply with a myriad of increasingly complex regulations. From fund formation to structuring and documenting complex deals, our Private Equity Practice counsels and assists in the entire spectrum including structuring and making equity investments, negotiating bridge and debt financing for portfolio companies, structuring follow-on investments and disposing of investments through private or public offers for sale. We represent private equity players in their formation and fund-raising activities as well as with all phases of their venture investment activities. We also represent emerging companies who seek venture capital business.

Our funds practice team advises domestic and offshore private investment funds, including hedge funds, private equity funds, venture capital funds, real estate funds and mutual funds on all aspects of fund organization, structuring and offer a broad array of legal know-how to support the formation and ongoing operations of our fund clients. It is the combination of our corporate, leveraged finance, securitization, mezzanine, and high-yield and full range of other finance expertise that makes us unique.

With a dedicated team as well as close links with our Finance, Corporate and Tax practices, we can quickly assemble and provide local and industry focus with international perspective to provide practical, integrated legal advice for all our clients' capital markets activities.

Our advice covers the whole financing life cycle, including:

1. Conducting a legal due diligence exercise in the context of the disclosure to be made by the issuer in the Red Herring Prospectus/ Information Memorandum/ Listing Circular/ registration statement etc.
2. Assisting the issuer company to comply with all listing requirements.
3. Advising clients on issues relating to the raising of debt/ issuance of equity / equity linked instruments including the Kenyan regulatory approvals required.



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PROJECT FINANCE & BANKING LAWS

Large-scale projects are subject to a range of challenges, including structuring and financing issues, government regulations; construction and other contractual issues; local law coordination and other elements. We provide business, strategic and cultural advice in assisting our clients in structuring, negotiating and documenting the full array of project and financing agreements tailored to each client's needs.

Our lawyers collectively enjoy considerable professional experience with regard to projects finance from acting as a legal adviser to financiers and developers of projects and the preparation and negotiation of the financing documentation, inter-creditor arrangements and trust and retention documents, to the carrying out of due diligence on the security assets, project contracts and preparing and negotiating securitization and project finance documentation. We provide regular service and advice on all types of commercial, financial and other banking transactions, including negotiations, loan agreements and other documentations to leading corporations in Kenya and abroad.

REAL ESTATE & CONSTRUCTION

Real estate is the world's largest asset class and our work for organizations active in the sector, whether they're lenders, borrowers, investors, developers or occupiers, gives us a deep understanding of the industry and the way it operates.

Real estate deals are becoming ever more complex and with the introduction of the Real Estate (Registration & Development), housing project developers as well as agents have to comply with new rules and the Firm can assist in the registration process as well as development and planning of projects and construction, risk identification and appraisal, representation and liaising with regulators and Government authorities, tax, finance and re-financing, securitization, real estate investment fund formation, structuring and joint ventures, and real estate mergers and acquisitions.



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AFRICORP provides comprehensive services in all aspects of property and real estate transactions including title due diligence, sale-purchase, leasing, construction-development, mortgage and litigation in respect of industrial, commercial and residential property.

Besides, serving clients on the traditional sale and purchase transactions, our Firm has multi-faceted areas of real estate practice which includes the following:

1. Entry Level Strategy Planning: Entry level legal advice and structuring of FDI for individual foreign investors, foreign companies, Foreign Institutional Investors.
2. Location & Site Analysis and Title Due Diligence: Legal Assistance for finalizing most favorable/preferred location and other allied searches including vetting of documents and verification of title.
3. Due Diligence: Carrying out thorough and exhaustive client specific and client specified (in particular instances) Due Diligences and similar exercises before advising clients.
4. Legal Risk Identification and Appraisals: Identification of legal risks and arriving at appraisals through experts for real estate transactions, development projects and infrastructure projects.
5. Finance and Re-financing: Legal assistance and advice for arranging project finance and for arranging re-finance on existing projects.
6. Auctioning/Bidding: Legal assistance and advice for auctioning, bidding and contesting for deals
7. Representation and Liaisoning with Government Authorities: For securing various clearances from various Government authorities.
8. Tax Structuring and Planning: Legal advice in structuring taxation strategy for Real Estate Projects (Income-Tax, GST etc.) and Tax Planning for the same.
9. Transactional Compliance: Assistance in mandatory legal compliances for various transactions.
10. Joint Ventures and Joint Developments: Advice on structuring of domestic as well as cross-border joint ventures and Joint Development Agreements.
11. Real Estate Legal Advisory & Litigation: Our Firm is adept in handling advisory and litigation in real estate related projects including the following work-



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- a. Lease related Legal Assistance and Administration.
- b. Construction and Development of projects and related contracts.
- c. Complete legal procedural advice for regular Pre/Post Purchase/Sale and all relevant documentation including, Issuance of Letter-of-Intent, Public Notice, Agreement-to-Sale, Sale Deed etc.

Government actions increasingly affect companies involved in the global trade of goods and services. International trade and investment compliance rules can result in the imposition of onerous restrictions on businesses. Violations can lead to substantial risks, including fines, penalties, loss of business, reputational harm, and a variety of associated costs which can be difficult to quantify.

We have a specialized practice handling WTO, International Trade and Antidumping matters in Kenya as well as assisting in these matters overseas. The Firm has retained top experts in this field as Off-Counselors, and in association with them, has been handling numerous antidumping petitions, at the Directorate of Anti-Dumping, Tribunal, High Courts and Supreme Court levels, both for domestic industry as well as for exporters/importers. We also provide in-house specialized economic analysis and accounting expertise needed for antidumping matters.

ANTI-BRIBERY LAWS

The firm has vast experience in all aspects of anti-corruption matters, including devising compliance programs relating to anti-bribery,

anti-corruption laws/rules and requisite regulatory filings in this regard. Our anti-bribery practice group is assisted by in-house experts from other related key areas such as corporate compliances, due diligences, litigation etc.



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INTELLECTUAL PROPERTY & INFORMATION TECHNOLOGY

We offer a full range of legal services for the acquisition, commercialization, and enforcement of intellectual property and technology assets in the areas of Patents, Trademarks, Designs and Copyright. We advise clients on commercial contracts relating to the exploitation of IP rights including strategic licensing, joint venture and collaboration documentation, Distribution, agency, supply, sponsorship and other commercial agreements.

TAX

In the ever-changing economic environment, tax regimes similarly evolve. Today, governmental efforts to increase or maintain tax revenue levels pose new and difficult challenges for tax planning and dispute resolution.

Our Tax Practice effectively addresses disputes under both direct and indirect taxes nationally. We represent clients at all stages from assessments to administrative and appellate remedies to resolve disputes. Our tax litigation practice draws effective synergies out of cutting-edge combination of court craft of counsels and tax planning and advisory skills of seasoned tax advisors. The Firm gets involved with clients from proactive planning and compliance stages and assists till dispute resolution stage. Our Firm's in-house tax counsels and chartered accountants have rich experience in handling national and multinational clients, their international structuring of transactions, their transfer pricing policies and documentation, their connected assessments and dispute resolution.

Tax efficiency, risk reduction, avoidance of tax controversy, and the successful resolution of an unavoidable dispute are goals that can best be met where the tax team possesses strong national and cross-border experience. We effectively and efficiently partner with our clients to meet these goals.