

# AFRICA GROUP



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# The Firm

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Olaniwun Ajayi is one of the leading firms in sub-Saharan Africa, with a track record of supporting individuals, corporates, governments, multilateral institutions on major engagements that cut across all key sectors of major African economies.

Established in 1962 in Lagos, Nigeria, the firm has since been involved in complex cross-border transactions spanning mergers and acquisitions, financing, infrastructure development, capital markets, insolvency and corporate restructuring, and oil and gas. It is a testament to the breadth and depth of our experience that we have been described as “...the first to come to mind for mega transactions” in Nigeria and beyond.

We are, at our core, a client-service business and then a law firm and for us it is always about helping our clients achieve their commercial objectives. This holds true throughout the entire Firm. We realize that our accomplishments, while impressive, are not the sole reason why our clients rely on us, and so we continue to invest heavily in understanding and thereby satisfying our clients’ every need.

In view of our clients’ continuous growth and ever expanding operations, we have, as trusted advisors to our clients, continued to support their businesses and interests as they reach across the African continent. Our robust knowledge of the continent and deep, longstanding relationships with the most prestigious law firms and networks across Africa enable us to assist our clients in navigating the transition from national to regional/continental players, or multinationals looking to establish or strengthen their positions in one of the world’s fastest growing markets.

# Our Footprints

- Angola
- Benin Republic
- Burkina Faso
- Cameroon
- Chad
- D.R. Congo
- Egypt
- Ethiopia
- Ghana
- Guinea
- Guinea Conakry
- Ivory Coast
- Kenya
- Liberia
- Mali
- Mauritius
- Morocco
- Niger
- Nigeria
- Senegal
- South Africa
- Sierra Leone
- Tanzania
- Uganda
- Zambia



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With Anglophone, Francophone and Lusophone capabilities and/or experience, our lawyers are equipped to manage even the most complex issues that arise in the course of our clients' ventures across Africa.

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# Key Highlights

The Firm has established a firm presence across the continent's economic landscape, as borne out by a number of transactions and projects that have benefitted from the Firm's skilled steerage, or where we have supported our relationship firms. Some of our intra-African cross-border engagements include:

■ Advised the United Nations Economic Council for Africa on implementing its Program for Infrastructure Development in Africa (PIDA) initiative

■ Advised Mpack on its proposed acquisition of packing businesses in Nigeria and Ghana from the Mohinani Group

■ Advised a Hong Kong company on the acquisition of equity stakes CGCOC's operations in Chad, Ethiopia and Nigeria.

■ Advised Borkir International Limited in relation to certain LPG development arrangements with the Government of Niger Republic.

■ Advised Tecon regarding contractual arrangements for certain petroleum drilling operations in Angola.

■ Advising Petralon Energy Nigeria Limited on the acquisition of a participating interest in oil assets in Niger Republic.

■ Currently advising a member of the contractor group in relation to the development of a petroleum asset in the Nigeria-Sao-Tome Joint Development Zone.

■ Advised N-Gas Limited on the West African Gas Pipeline Project.

■ Currently advising N-Gas (a role which we have played for over a decade) on operational issues arising from the sale and transportation of the natural gas on the West African Gas Pipeline.

■ Advised International Finance Corporation in relation to its debt investment in Union Trust Bank in Sierra Leone

■ Advised the Asset Management Corporation of Nigeria on the enforcement of its creditor rights with respect to certain assets in Ghana

■ Advising on the restructuring of Arik Air, a Nigerian aviation company with operations across West Africa, the United States and the United Kingdom.

■ Advised a successful bidder in the negotiations of a production sharing contract with the National Oil Company of Liberia

■ Advised with respect to a proposed listing of Notore Chemicals on the Johannesburg Stock Exchange

■ Advised on the Smit Lamnalco US\$500 million vessel financing of vessels in various jurisdictions, including Nigeria and Liberia.

■ Advising Lidya, an online financial services provider providing small business loans and working capital financing to small and medium scale businesses across Africa

■ Advised Dangote Industries Limited on the registration and management of trademarks, patent & designs and domain names across Africa

■ Advised in connection with the acquisition of Oceanic Bank by Ecobank Transnational Inc.

■ Advised Afrexim with respect to its proposed USD 500million capital raising exercise

■ Advising a Nigerian e-payment solutions company on an equity capital raise to expand its existing operations in Ghana, Nigeria, South Africa, Ivory Coast and Zimbabwe.

# Our Africa Focus



- Antitrust/Competition
- Asset Finance
- Arbitration
- Banking
- Corporate Legal Advisory
- Capital Markets
- Corporate Governance & Compliance
- Energy & Renewables
- Project Finance
- Infrastructure/PPP
- Intellectual Property
- Joint Ventures
- Licensing & Regulation
- Media Law & Entertainment
- Mergers & Acquisitions
- Mining & Extractives
- Oil & Gas
- Public Policy & Government Affairs
- Structured Finance
- Tax
- Trade Finance
- White Collar Defense/Investigation

# Our Africa Approach



We adopt a collaborative approach to everything we do and ensure that our advice is always practical and client-friendly, such that we provide simple, innovative solutions to even the most complex business problems.



Our lawyers are commercially savvy and have perfected their craft while working at, or in partnership with some of the largest law firms and multinational organizations in the world. They bring their significant experience to bear in supporting clients across the continent.



We partner with an extensive network of law firms, financial and technical advisers within and outside Africa. This network enables us deploy relevant experience and market knowledge in undertaking and successfully executing engagements across the continent.



This way, we are able to provide an integrated service offering at competitive rates to businesses and global law firms who require legal and business support in connection with multi-jurisdictional transactions across the continent.

# Our Value Proposition

Creative structuring, negotiation and implementation of transactions

First nature familiarity with cultural, socio-political and business environment

Secondment and work exchange programs with African/global law firms to help refresh our connections



Holistic legal service and value delivery at flexible rates to fit within clients' budgets



Strong connections and reputation with regulators and the business communities in key African economies



Knowledge sharing alerts and updates that keep our clients abreast of key business and legal/regulatory developments across the continent



Excellent project management capacity and efficient process execution

# Case Studies

## Case Study I – UNECA Program for Infrastructure Development

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We were engaged by the United Nations Economic Commission for Africa with respect to the implementation of the Program for Infrastructure Development in Africa (PIDA). PIDA's objective is the harmonisation of national laws, regulations and policies pertaining to infrastructure development in over 25 African countries for the execution of 16 high priority trans-boundary infrastructure projects, which were identified at the 2014 Dakar Finance Summit. Such projects include the construction of transnational highways and railways, a hydropower generation plant and a natural gas pipeline.

### **Our work on this engagement involved:**

- Providing an overview of: (i) the existing policy, legal and regulatory frameworks in PIDA sponsor states; (ii) Anglophone and Francophone Africa's infrastructure legal framework; and (iii) investment opportunities, and challenges in infrastructure development.
- Fact finding and data collection missions to regional economic communities concerned in PIDA;
- Formulation of a legal and institutional framework for the harmonization of infrastructure related laws in each of the participant States;
- Drafting and presentation of a Model Law on Trans-boundary Infrastructure Projects to the African Union Assembly for endorsement and subsequent domestication in adopting States; and
- Overseeing and facilitating the Model Law domestication process within adopting States of the Model Law.



# Case Studies

## Case Study II – Acquisition of CGCOC Group

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This transaction involved the acquisition of a significant equity stake in certain CGC Overseas Construction Group's operations, by a Hong Kong based company. We were engaged by the client, through Dentons in China, to provide general oversight on all the African aspects of the transaction (in Nigeria, Ethiopia and Chad), including the due diligence and regulatory review and engagement. In doing this, we enlisted the support of the leading firms in Chad and Ethiopia where the other target entities were located. With the support of our relationship firms we were able to assist the client with structuring the deal, provide local law guidance, and deliver the deal on schedule and at minimal cost.

### **Our work on this engagement involved:**

- Assisting the client with the process for selecting counsel in Chad and Ethiopia.
- Advising on the legal and regulatory regime applicable to the construction industry in the relevant jurisdictions and how these would impact potential deal structures.
- Conducting due diligence on the target companies and operations and prepared due diligence reports for the client.
- Handled and supervised discussions and negotiations with local target companies and regulators.



# Awards & Rankings

## CHAMBERS GLOBAL

First Tier Ranking For Banking &  
Finance  
**Chambers Global 2017**

“Financing work lies at the core of  
this strong firm”  
**Chambers Global**

“the first firm to come to mind for  
mega transactions”  
**Chambers Global**

“One of the best Firms in the  
Country”  
**Chambers Global**

“...clearly ahead of the field...”  
**Chambers Global**

“...[Olaniwun Ajayi’s] work is  
extremely well regarded in the  
marketplace”  
**Chambers Global**

“Financing work lies at the core of  
this strong firm”  
**Chambers Global**

## The LEGAL 500

“...[Olaniwun Ajayi] has played a  
key role on some of the country’s  
most complex and challenging  
transactions in the energy sector”  
**Legal 500**

## IFLR 1000

First Tier Ranking for Project  
Finance  
**IFLR 1000 (2016)**

## THE TIMES

“A good Firm in Africa”  
**The Times of London**

## THE LAWYER

“No. 1 African firm,  
Global League for  
Project Finance”  
**The Lawyer**

# Key Contacts



Tominiyi Owolabi  
Managing Partner  
+234-8027787936  
towolabi@olaniwunajayi.net



Konyin Ajayi  
Partner  
+234-8022642551  
konyin@olaniwunajayi.net



Ibi Ogunbiyi  
Partner  
+234-8062952451  
iogunbiyi@olaniwunajayi.net

+234 1 270 2551

The Adunola  
Plot L2, 401 Close,  
Banana Island, Ikoyi,  
Lagos,  
Nigeria

4th Floor Leadway House  
Plot 1061, Cadastral Avenue,  
Central Business District,  
Abuja,  
Nigeria

[www.olaniwunajayi.net](http://www.olaniwunajayi.net)



Olaniwun Ajayi



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@OlaniwunAjayi

