VAN CUTSEM
WITTAMER MARNEF



Practicing law through Africa

AFRICA TEAM

PLEASED TO MEET YOU

The van Cutsem law firm has a strong team of Africa specialized lawyers who provide comprehensive legal services to investors and operators doing business in sub-Saharan countries.

We assist our clients in the commercial, corporate, financial, banking, telecoms, energy, real estate, transport, agriculture and natural resources sectors.

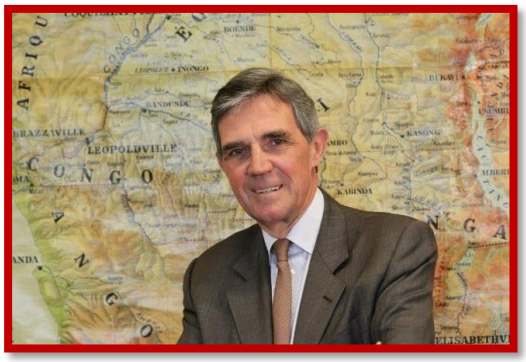
Our geographical coverage notably includes the Democratic Republic of Congo and Cameroon where we have permanent and exclusive representation law offices. Our Belgian and local lawyers work in close synergy and as one sole team.

Our in-depth knowledge of OHADA law allows us to efficiently provide direct legal assistance in other African countries like Senegal, Ivory Coast, Benin, Burkina Faso, Togo, Mali, Niger, Guinea, Congo-Brazzaville, Central African Republic, Chad, Gabon.

We have corresponding offices in almost all these countries.

Our non-comprehensive deal list included in this brochure offers a valuable insight into our broad African expertise.

AN AFRICAN MINDED TEAM



Herman LEMAIRE
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Herman Lemaire heads the Africa practice group.

Herman's legal activities mainly focus on legal affairs in Central Africa countries where he advises various private and public operators and investors, notably for commercial, corporate and project finance transactions. He acted as co-liquidator of two banking companies in the Democratic Republic of Congo and actively took part to the privatization process of DRC state owned enterprises, notably in the transport and mining sectors.

He has an in-depth knowledge of OHADA and DRC law.

He often stays in Kinshasa, working in team with our local permanent corresponding office, LUBALA & ASSOCIES.

Herman is the author and co-author of articles on corporate law, mergers and acquisitions, distributorships and African business law. He was a speaker at conferences on Belgian corporate law and Congolese business law.

He has been recognized since 2006 by Chamber & Partners as a top tier overseas specialist in corporate and commercial matters for the Democratic Republic of Congo.



Frédéric DE RIDDER
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Frédéric is a Partner in the Africa practice.

He has extensive experience of M&A transactions, joint ventures, reorganization of companies and structuring of shareholder relationships. He also advises clients on financial regulation as well as on matters of financing.

Frédéric represents clients in litigation and arbitration proceedings.

OUR PERMANENT AND EXCLUSIVE DEDICATED OFFICES

DRC

LUBALA & ASSOCIES
Immeuble BCDC, 12ème étage
Boulevard du 30 Juin
Kinshasa-Gombe

CAMEROON

T-LEX
Bastos, Yaoundé
BP 35608

REPRESENTATIVE CASE LIST[1]

ANGOLA

- Assisting a turnkey project supplier regarding the construction of three pharmaceutical plants
- Advising a French bank on the assignment of financial transactions conducted by its Belgian subsidiary

BURKINA FASO

- Assisting a US group of companies with a view to resuming its activities in the country

BURUNDI

- Assisting a company based in Qatar regarding the acquisition of a gold mining concession in north Burundi. Negotiation of the concession's operating framework with the authorities of Burundi
- Assisting a Burundian advisor with the setting up of a PPP policy and of a post-university legal education program in Burundi
- Assisting and representing a major Burundian bank in a commercial dispute before the court of appeal of Bujumbura

CAMEROON

- Advising an energy group on the implementation of a local branch
- Advising an international tobacco company during the liquidation procedure
- Advising a Belgian group investing in wood procurement
- Assisting foreign investors in different transactions
- Advising a tobacco company on unfair competition issues
- Advising a Canadian mining company on corporate and mining issues
- Assisting an Indian mining company in starting its activities in Cameroon
- Negotiating and setting up a partnership between a Cameroon housing company and an Italian company
- Advising a Cameroon oil company on fundraising transactions and on commercial and corporate issues
- Assisting a Congolese construction group in setting up its subsidiary in the country and in taking part in the tendering procedures
- Advising and assisting a Honk Kong company in different criminal and civil judicial procedures related to a dispute with a shareholder.

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[1] The following matters were personally dealt with over time by Herman Lemaire and Francis Goffin (†) together, when required, with Lubala & Associés law firm in the DRC, T-Lex in Cameroon and with the assistance of correspondent law firms for the other countries.

CENTRAL AFRICAN REPUBLIC

- Assisting a major Belgian bank acting as a majority shareholder and operator in a leading bank of the Central African Republic in a dispute with the minority shareholders and the financial authorities, following its decision to disinvest ;
- Setting up a subsidiary of a Ukrainian group.

CHAD

- Advising an international telecom company on the purchase of equity shares in a local telecom company

REPUBLIC OF CONGO (BRAZZAVILLE)

- Defending the interests of an industrial operator vis-à-vis the Congolese authorities
- Defending an expatriate engineer employed by a client, who was accused of industrial espionage and against whom a criminal procedure was conducted by the Congolese authorities
- Advising a US operator in connection with the incorporation of a Congolese branch or subsidiary in the field of manpower supplies to oil and gas companies
- Conducting a legal audit for a telecom company established in Dubai with a view to the acquisition of a local telecom operator
- Providing legal advice and support to a Scottish company with a view to implementing operations in Congo in the frame of quality control service supply to oil and gas companies
- Advising logistics services provider in the oil sector
- Advising a US group of companies in the field of labour law
- Conducting a legal audit and advising an oil & gas international group of companies regarding the takeover of a local company

DEMOCRATIC REPUBLIC OF CONGO (KINSHASA)

❖ *AGRICULTURE AND FOOD*

- Assisting influential Congolese families in claiming their properties placed under the protection of the State, negotiation of appropriate solutions with the Government of the DRC and several foreign financial institutions and government authorities, aiming at re-evaluating and re-exploiting large areas of agricultural land and real estate
- Advising a Swiss beverage group of companies regarding the acquisition of equity shares in a Congolese beverage company
- Advising a major Congolese sugar company (subsidiary of a Belgian group) regarding the restructuring and the resumption of its activities in South-Kivu DRC
- Assisting a Kenyan law firm in setting up a company incorporated under the laws of the DRC on behalf of an international tobacco group
- Advising a Belgian group investing in the DRC forest industry

- Advising French and Belgian public investment companies with a view to acquiring a minority shareholding in a Belgian owned company operating agro-pastoral production
- Advising a Belgian group of companies in view of an investment in the agricultural industry
- Assisting a group of members of the DRC parliament in preparing an amendment to the law relating to the agriculture
- Assisting a syndicate of European financial institutions in the implementation of a credit to a major Canadian agricultural group active in the DRC and conducting an in-depth due diligence on their local subsidiary
- Assisting a Canadian listed company in the sale of its local subsidiaries active in the palm oil industry

❖ *BANKING FINANCE AND INSURANCE*

- Acting as liquidator of the "*Banque Congolaise du Commerce Extérieur*" (BCCE)
- Acting as liquidator of "*Banque Congolaise*"
- Advising a major Congolese bank on various corporate issues
- Assisting a German banking group regarding the possibility to conduct forfeiting transactions in the DRC
- Advising a major Belgian bank with regard to several of its operations in DRC (credit agreements, setting up of securities, etc.)
- Advising a major Belgian bank on the legal aspects of the financing of industrial projects in the DRC
- Advising a Congolese private bank on certain issues of its operations
- Advising French and Belgian state owned investment companies for the purchase of a 40 % shareholding in a DRC private bank
- Advising a DRC bank regarding the issue of bonds
- Advising a Congolese company for getting a banking license
- Advising an international group active in the field of money remittance
- Assisting a Belgian investment company active in funding commercial projects in third-world countries in the implementation of a joint venture with the "Banque Commerciale du Congo" (BCDC) for launching a funding program in DRC
- Assisting an international money transfer group in an important lawsuit before the DRC courts
- Assisting a major local operator in setting up two private insurance companies
- Assisting a major Chinese Bank on legal issues relating to the financing of the refurbishment of the Inga dam turbines
- Assisting German Belgian and Dutch institutional lenders on various project finance transactions and the related local securities.
- Assisting a South African public investment company on the financing of a by-pass toll road project in Kolwezi.

❖ *EDUCATION*

- Advising a Canadian school textbooks editor in preparing their tender for the supply of 3.500.000 school books to the Congolese State. Representing their interest vis-à-vis the Belgian Agency for Technical Cooperation which fully finances this market

❖ *ENERGY AND NATURAL RESOURCES*

- Advising private operators regarding the looting of mineral resources in the DRC: initiating procedures, study of the situation in the East of the DRC, meetings and negotiations with the Congolese authorities and the rebel authorities at the time (early 2003), procedures and contacts with the General Secretariat of the UN (2003 – 2007), and follow up of procedures before the UN, in the DRC and in Belgium.

- Advising a Belgian engineering group regarding its investments in Katanga concerning the extraction, under the form of a mining concession, of copper and cobalt, including the drafting of the articles of association of its Congolese subsidiary and of the shareholder's agreement, completion of the establishment formalities and obtaining the authorization to operate

- Advising the Congolese State and Gécamines regarding the negotiation of a joint venture to be set up with an Anglo-American group and the exploitation of a mining concession in Katanga

- Advising an American oil group regarding the negotiation of a hydrocarbons concession

- Conducting an institutional study for the setting up of hydro generators in Kananga (mission financed by the World Bank)

- Advising a Canadian mining company and its Congolese subsidiary on the legal audit of its mining titles

- Advising an international holding company for the acquisition of a majority shareholding in a Congolese mining company

- Assisting a UK mining group regarding the acquisition of a Congolese mining company

- Assisting a UK mining group regarding the legal audit of mining permits

- Conducting the legal audit of mining contracts for a Congolese public enterprise

- Assisting a Congolese company in a conflict between partners within a joint venture

- Advising a Russian group of companies regarding an investment in the mining sector

- Assisting a Ukrainian group of companies with the negotiation of a gas concession

- Assisting a Congolese company in negotiating with the Congolese authorities the renewal of licences for mining and oil concessions

- Advising a major Congolese Mining Company on restructuring its debt

- Assisting private investors in acquiring a majority shareholding in a Katangese mining company (metal works and mining rights): due diligence, structuring of investments, negotiations and drawing up the agreements as necessary.

- Advising a major oil trading company on various transactions and acquisitions in the DRC

- Assisting and supporting in negotiating the opening up of the capital of Congolese company to foreign investors
- Assisting the government with a view to converting Gécamines (Générale des Carrières et des Mines), a public owned company, into a commercial company (mission financed by the World bank)
- Advising an international mining group regarding various legal transactions linked to the prepayment of local mining products and the pre-financing of local companies
- Advising and supporting in implementing a joint venture between two major mining groups in Africa for quarrying in Bas-Congo, implementing a cement plant and marketing cement in DRC
- Assisting a Russian group with the take-over of a mining company
- Assisting a major international cement group notably active in the DRC
- Assisting foreign investors in the electricity sector since the liberalization of that activity in 2014

❖ *GOVERNEMENT AND PUBLIC INSTITUTIONS*

- Carrying on the legal reform of BCECO, one of the Congolese market authorities (mission financed by the World Bank)
- Conducting a general survey of the Congolese corporate and business law for the World Bank
- Advising the DRC government authorities on the drafting of standard by-laws for public corporations
- Advising the DRC government authorities on the privatization of several state owned corporations or public entities
- Negotiating with the Congolese government regarding compensation for nationalized properties and businesses; follow up of payments up to 27 million Euros
- Assisting occasionally but frequently potential Belgian, British and French investors in their first contacts with the Congolese authorities in the water, mining, electricity, airport and hospital infrastructure sectors
- Advising a French group for the fitting, maintenance and management of 200 hospitals and health centres
- Assisting a US law firm in defending the DRC government against vulture funds action.

❖ *HOSPITALITY AND LEISURE*

- Advising an investor for the acquisition of hotel resorts of international class in Kinshasa and Lubumbashi

❖ *INDUSTRY*

- Advising the Congolese State and a major DRC steel factory regarding the negotiation of a joint venture aiming at restoring and reinitiating the steel operations in Maluku, close to Kinshasa
- Assisting a major German steel company regarding the enforcement of a Belgian judgment in the DRC
- Advising a Belgian group regarding the distribution of water disinfectant in the DRC

- Assisting a major German cement company in divesting certain assets of its local subsidiary to a Congolese investor
- Assisting a Congolese company regarding the enforcement of a Congolese judgement in Belgium

❖ ***MISCELLANEOUS***

- Conducting a general survey and preparing a detailed report on all the componenets of the DRC business law for the World Bank.

❖ ***NGOs***

- Advising a major US NGO regarding all its activities in the DRC
- Advising a local health mutual in setting up its activities

❖ ***REAL ESTATE***

- Assisting a Belgian company for the acquisition of six land concessions in the city of Kinshasa
- Advising an international real estate company on a transaction in the DRC
- Assisting a private investor in a real estate project for the building of a luxury residential compound in Kinshasa

❖ ***SERVICES***

- Advising a South African company on the acquisition of a Congolese security firm

❖ ***TAX***

- Advising a Congolese private group in the field of tax legislation
- Advising a US company in a major tax dispute resolution

❖ ***TELECOMMUNICATIONS***

- Advising an international telecom operator on all its legal requirements in the DRC
- Advising a major US telecom group on a distributorship agreement
- Conducting a due diligence on a local company for an Indian telecom group
- Conducting a tax survey for a major US telecom operator
- Advising a Belgian telecom group on its operations in the DRC
- Advising an Israeli telecom group with a view to establishing a local presence and activity

❖ ***TRANSPORTS***

- Assisting the Antwerp Port authorities in the negotiation and the drafting of a MOU with the DRC authorities regarding the refurbishment of the Port of Matadi

- Advising a Belgian consortium regarding negotiations with the DRC authorities on obtaining an airport management contract: drafting and negotiation of contracts
- Auditing and providing a legal advice in relation to a major State owned transportation company with a view to transforming it into a commercial company (mission financed by the World Bank)

ETHIOPIA

- Assisting an industrial operator in the context of a construction contract for airport infrastructures

GABON

- Advising an US insurance company on a legal survey on assurance and reinsurance
- Advising the Belgian subsidiary of a major German bank on a credit transaction
- Advising a US company regarding potential investments in the DRC
- Advising a French bank on the assignment of financial transactions conducted by its Belgian subsidiary
- Assisting a group of Belgian investors regarding the setting up of a mobile-payment system

MALI

- Advising a major international telecom operator and conducting an in-depth local due diligence in view of the potential acquisition of a state-owned telecom company
- Advising a South African company on the setting up of a local subsidiary active in the gold mining sector

NIGER

- Conducting a due diligence for a South African mining company with a view to taking over of a local mining company

RWANDA

- Assisting an industrial operator regarding a construction contract for a tea factory
- Assisting the Rwandan authorities in an ICC litigation against a French contractor, regarding an important infrastructure contract
- Assisting a Belgian bank regarding certain legal issues in relation with the death of an important Rwandese client
- Assisting a Belgian Bank regarding the sale of a real estate located in Kigali
- Assisting a major international telecom operator in setting up a local subsidiary and negotiating a telecom license agreement with the Rwandese authorities
- Assisting a major Moroccan bank in the take-over of a local bank
- Assisting a French gaming group in an ICC litigation against a Rwandan company, regarding the termination of the partnership contract

- Assisting a German public investment company for the transfer of its stake in a Rwandan bank.

SENEGAL

- Assisting an international telecommunication company in the negotiation of a telecom contract with the authorities of Senegal
- Assisting a group of Belgian investors regarding the setting up of a mobile-payment system in emerging countries
- Assisting an international oil trading company with certain transactions

UGANDA

- Assisting an international gaming group in setting up its activities in the country
- Assisting a Maltese investor in taking over a local gaming company

CROSS-BORDER CASES

- Conducting a legal survey of the legislation and case law in seven African countries in the field of commercial papers and other means of payment
- Conducting a legal survey of the legislation of nine African countries in the field of prejudicial debt collection, accounting and tax services
- Conducting an in-depth due diligence on an international oil and gas group in view of the potential acquisition of its subsidiaries in nine African countries
- Conducting a due diligence for an international telecom group, focusing on the legal status of its towers in four African countries (Tanzania, Ghana, Chad and DRC)
- Conducting a legal survey on the agricultural legislation in four African countries
- Conducting a legal survey in seventeen African countries regarding the regulation applicable to the import and distribution of food products
- Conducting a legal survey for an international textile group on the regulation of forty-one African countries in the field of e-commerce and consumer protection

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