

GEORGE
ETOMI &
PARTNERS

GEORGE ETOMI & PARTNERS (GEP)



OUR PROFILE



WHO WE ARE

George Etomi & Partners was established in Lagos in 1984, and we have rapidly grown to become one of the foremost commercial law firms in the country with offices strategically located in Lagos, Abuja and Port Harcourt. The Firm currently has Six Partners and Forty-Three Associates, spread amongst the branch offices.

In addition, George Etomi & Partners (GEP) has affiliations and memberships with the following bodies: International Bar Association, Securities and Exchange Commission (SEC), Association of International Petroleum Negotiators, Nigerian Bar Association, Nigerian Institute of Advanced Legal Studies, Energy Institute, Nigerian Maritime Law Association, FinTech Association of Nigeria, Centre for International Legal Studies, British Nigeria Law Forum, Capital Markets Solicitors Association (CMSA) and the NBA Section on Business Law (SBL) and the Capital Market Committee. Besides demonstrating our broad competence as lawyers, our affiliation with the foregoing regulatory and legislative institutions means that we are in a position to provide our clients with an unrivalled breadth of expertise.

Over the years, we have earned a distinguished reputation for offering turnkey professional services in our core practice areas. These include the following: ADR & Litigation, Agriculture, Aviation, Corporate & Commercial Law – Company Formation, Company Restructuring, Mergers and Acquisitions, Privatization & Private/Public Debt Capital Raising and Transaction Advisory,

Energy and Natural Resources & Environment, Financial Advisory Services, Healthcare, Infrastructure Projects, Intellectual Property, Maritime & Shipping, Real Estate, Regulatory Compliance, Sports, and Telecommunications.

Our Approach

At GEP, our success stems greatly from our result-oriented approach to handling transactions, which is a function of our experience and proven track record of professionalism and competence in managing corporate and commercial transactions from a legal and regulatory standpoint. We have continuously perfected the art of high-quality service delivery and have garnered a reputation for same over the years. Our experienced and dedicated team is capable of seamlessly executing high-level transactions notwithstanding the complexities of such transactions.

For over three (3) decades, GEP has built a reputation as an international law firm which offers innovative and pioneering legal advisory solutions to its clients. We advise and represent clients, including Ministries, Departments and State Governments in various leading transactions on a domestic and global scale.

GE&P Nominees Limited

Representing the Secretarial Arm of our Law Firm, GEP Nominees Limited serves as Company Secretary to diverse companies across various sectors, efficiently performing secretarial services and ensuring full compliance of clients with the Companies and Allied Matters Act, 2004 and other specific laws and regulations which govern the sectors in which our clients operate.

GEPLAW Consults Limited

GEPLAW Consults Limited is the consulting arm of GEP which is responsible for the provision of training and consultancy services to clients across various sectors of the economy. In this capacity, the company organizes training and capacity building programs for its clients. GEPLAW Consults also provides legal consultancy services to bridge the current gaps in knowledge, institutional development, and contribute to human capacity development through professional education and training.

For more information about our firm, you may please visit our website at www.geplaw.com



WHAT WE DO

ADR & LITIGATION

With a strong and vibrant dispute resolution team, GEP has developed extensive experience and dynamism in its ability to meet varying client's demands across several sectors of the economy. Our team of lawyers has successfully represented our clients in an array of civil and commercial cases. For over 35 years, we have exhibited admirable forte in representing our clients in various matters across practice areas as Aviation, Banking, Contractual Disputes, Construction Disputes, Debt Recovery, Employment Law, Energy and Natural Resources, Environmental Claims, Information Technology, Insolvency, Maritime Claims, Mergers and Acquisitions, Probate Matters, Property & Trusts matters, among others.

Our smart approach to resolving disputes through the various dispute resolution means make us a reliable partner in our clients' success stories. The department also offers support to all other practice groups within the firm at all stages of project structuring, agreement drafting and negotiation meetings. The team has participated in numerous arbitration proceedings either as counsel or on the panel. We have equally handled legal and community dispute resolution processes on behalf of clients.



AGRICULTURE

GEP has advised various levels of government and private sector stakeholders on different aspects of the agriculture value chain including but not limited to farmland acquisition, seed purchase and crop exports. We recently advised the concessionaire on the implementation of the National Silo Concession policy and drafted necessary documentation for the concession

of the silos in northern Nigeria. GEP is also presently advising a major private sector participant involved in the Federal Government's National Fertilizer Project on various aspects such as the construction and financing of the blending plants, mining of raw materials and the transportation of both raw materials and the blended fertilizer.



AVIATION

GEP's expertise in the Aviation sector is hinged on the nature and peculiarities of the transactions it has successfully handled on behalf of notable clients in the sector. We have acted as Legal and Regulatory Advisers to foreign airlines on the establishment of operations in Nigeria and similarly advised on the Nigerian end of the historic merger of two major foreign airlines to become one of the world's largest airlines. This is highlighted by the number of local and international airlines we have advised on significant points including aircraft acquisition, aircraft financing, aircraft/airport leasing and aircraft insurance. Our contribution to the growth of the sector is mirrored by the preparation of the first (and current) international standard Airport Use and Lease Agreement. We have also acted as legal advisers to the relevant government and regulatory authorities.

Our Aviation team have also successfully guided clients in the sector through the process of commencing air operations and supporting with securing the relevant licenses, permits and other certificates and authorizations including the Air Transport Licence (ATL), Air Operator Certificate (AOC) and also advised on ancillary matters. Our Finance team has advised a number of local passenger airlines on structuring agreements for credit facilities and negotiating their indebtedness to lenders. In the same vein, the Aviation team is presently advising a proposed air carrier on all aspects of its air cargo services business and handling its application for an ATL (Air Transport License).



CORPORATE RESTRUCTURING

Our Corporate and Commercial team have handled notable complex restructuring transactions including:

- The privatization of an electricity distribution company, advising the investor who acquired an interest in the successor company.
- The re-structuring and re-engineering of

clients including a major brewery, a top dairy company, and an international construction company.

The corporate restructuring of a major construction firm and also the restructuring of a notable airline company in terms of its management staff to ensure effective as well as efficient business growth.



ENERGY AND

NATURAL RESOURCES

AND ENVIRONMENTAL LAW

Our wealth of experience in the various fields of power, oil & gas, and environmental law puts us in a vantage position to provide excellent service to our clients. As legal advisers, we provide tailored advice on key dynamics of the legal, regulatory and fiscal regimes relating to energy transactions.

I. Oil and Gas

Within Africa, we have extensive experience and strong collaborations with stakeholders in the energy sector with the primary aim of providing qualitative legal advisory services to our clients. Beyond our strong presence within the Nigerian legal space, we also possess significant experience in West African countries. The Firm's experience within the Oil and Gas industry in the West African region is hinged on our pioneering legal advisory services provided to an indigenous oil and gas company and governments in West Africa.

•• GEP has been instrumental to drafting and negotiating Petroleum Legislations, Joint Operating Agreements, Farm-in Agreements, Accounting procedures, Initial Work Programmes, etc.

- We have been involved in oil block acquisitions, farm-out of marginal fields, gas pipeline projects, supply of natural gas to the West African gas pipeline and negotiation of the Heads of Terms and the fully termed multi-million US Dollar Gas Sale Agreement, development of LPG terminals for an IPP developer, and commercialization of gas reserves for sale to off-takers.
- We have advised clients on the fiscal and tax regimes as well as the governmental regulatory regimes relating to oil and gas transactions across Africa.
- We acted as legal advisers in respect of a client's bid for securing crude oil lifting licenses from the Nigerian Government.
- We provided transaction advisory services to a Gas Company on the financing of \$400 Million required for a Gas Pipeline Project.
- We have advised indigenous oil and gas companies on participation in the marginal oil fields program in Nigeria.
- We have represented clients on various matters including but not limited to oil concessions, procurement and regularization of prospecting licenses; legal

A photograph of several large solar panels tilted at an angle in a field of yellow wildflowers under a clear blue sky. The panels are mounted on metal structures.

ENERGY AND

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documentation for funding and acquisition of project sites, etc.

- We advised contractors and sub-contractors involved in the construction of a refinery in Rivers State, Nigeria.
- We advised contractors on the development of infrastructure and residential units for several LNG Projects;
- We have provided advisory services to several operators across West Africa on Local Content Legislation and its impact on their business operations in the respective jurisdictions.
- We have and continue to provide regulatory compliance services to energy companies to ensure due compliance and minimize their risk exposure in the industry.
- We were retained to act as legal and environmental consultants for the full implementation of the Carbon Emissions Project of the Federal Government pursuant to Nigeria's obligations under the Kyoto Protocol and the local legislation(s) and regulation(s) adopted in this regard.

II. Power

Our experience and expertise in service deliverables to clients in the power sector is demonstrated by the standard and complexity of transactions which we have handled. Our experience in this regard includes but are not limited to the following:

- We worked on the Private side with power investors for the acquisition of Successor Companies in the Nigerian power privatization process. We provided legal advisory and due diligence services to the Government and core

investors alike throughout the several stages of the power privatization process.

- We were retained by the Successor Company, under the ownership of the government to provide legal advice on all matters relating to the electricity industry reforms that culminated in the privatization of the power sector. We participated in the legal review of all Industry Agreements and Transaction documents, i.e. Transmission Use of System Agreement, Draft Standard Vesting Contract, Draft Network Entry and Exit Agreements, Draft Gas Transportation Agreement, Draft Gas Supply and Aggregation Agreement, Market Rules, Grid Distribution Agreements, Draft Joint Venture Agreement. During the privatization process, we partnered with an international law firm to advice on the risk matrix of the transaction agreements.
- We partnered with an international law firm in the divestment of 60% of an Electricity Distribution Company (EDC) to an Investor in the Power and Gas Sector. Our role involved the provision of legal advisory and due diligence services to the Investor on the US\$135,000,000 (One Hundred and Thirty-Five Million Dollars) successful acquisition of the utility.
- We provided legal advisory, due diligence and support services to an EDC on the conditions precedent to secure CBN-NEMSF funding. We also advised on the intricacies of Embedded Generation Projects of the EDC in line with all legal and regulatory requirements.
- We provided support to an EDC on tariff negotiations with the regulatory bodies, advising on the legal and regulatory



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requirements in determining the tariff margins based on the building blocks of the Multi Year Tariff Order (MYTO).

- We were pioneer legal advisers to the “Disco Roundtable” on legal and regulatory matters within the power sector. In this regard, we also supported with the AFD (Agence Francaise de Developpement) grant Project to implement Technical Assistance and Capacity Building activities to the Nigerian electricity distribution sector.
- We advised the Electricity and Water Regulatory Commission of a West African country on the development of a regulatory framework and operationalising the regulatory framework (i.e. regulatory instruments and rules of practice and procedure). We drafted reporting requirements for regulated entities, regulatory accounting principles for the regulated entities, licensing procedures and economic regulation policies for market participants. We supported with the development of the off-grid regulatory framework and provided support with the Energy Roadmap for the Government.
- We provided legal and regulatory support to UNOPS (United Nations Office for Project Services) in the drafting of the draft Mini Grid Regulation of an Electricity Regulatory Commission of a West African country, mirrored against the NERC Mini Grid Regulation in Nigeria.
- We advised a United Kingdom-based Energy Company on initial entry into Nigeria. We similarly provided legal, regulatory and commercial advice on investment in renewable energy and off-grid electric power solutions to industrial entities and rural electrification projects in Nigeria.
- We advised a Canadian Company on its planned investment in development, engineering and construction of 250kWp to 10MWp solar and hybrid systems adaptable for on-grid and off-grid connection for commercial and industrial clients in Sub-Saharan Africa, specifically advised on the legal and regulatory framework for decentralised electricity generation in Nigeria.
- We advised a client on its collaboration with the Energy Research unit of a top university in the United Kingdom for the development of grid-connected micro hydro-power solutions in Nigeria.
- We advised a Foreign project developer on the project structuring and regulatory framework for the conversion of waste to electricity.
- We are advisers to a client on its proposed 500 MW Gas powered electrical power generation facility, supporting with Power Purchase Agreement (PPA) and other contract negotiations.
- We are currently advising utilities undertaking distribution activities and other related activities



ENERGY AND NATURAL RESOURCES AND ENVIRONMENTAL LAW

within their respective franchise areas regarding embedded mini-grid options in partnership with mini-grid developers for the provision of electricity access to unserved or underserved areas in accordance with the Mini-Grid Regulation. Supporting utilities and mini-grid developers with pre-feasibility studies, energy audits and baseline assessments of identified clusters. Supporting with licensing and permit processes. Assisting with tariff negotiations. Drafting and Negotiating Power Purchase Agreements, Tripartite contracts between the utilities, mini-grid developers and the respective clusters, Connection and Use of System Agreements, EPC contracts, O&M contracts, other service contracts, etc.

- We provide Legal and Regulatory advisory services to eligible customers (off-takers) and power generation companies/IPP developers in line with the Eligible Customer Regulation 2017 which promotes the sale of power on a willing-buyer/willing-seller basis.
- We act as legal advisers to an electricity distribution company (EDC), performing compliance and corporate governance functions for the Board of Directors and advising on the impact of developments in the policy and regulatory framework on its operations.
- We are currently advising an Electricity Distribution Company on the procurement of power in line with Nigeria's National Renewable Energy Action Plan and the NERC Feed-in-Tariff

Regulation for renewable energy.

- We act as Legal Advisers to project developers on the development of Blockchain P2P energy trading based on an innovative, disruptive, decentralised, decarbonised and democratised blockchain based solar energy ecosystem involving blockchain and smart contracts, smart meters, smart micro grids, technology, project financing platform, community development, etc.
- We are also advising potential investors seeking to invest in renewable energy projects in the Nigeria power space on the regulatory framework governing electricity generated from renewable energy sources.
- Given our transaction advisory experience and our deep involvement in the electricity supply industry, we provide transaction advisory services to On-Grid and Off-Grid Project Developers. In this regard, we provide advisory services for power supply solutions through Gas to Power, Embedded Generation, Eligible Customers Arrangements and Bilateral Trading, Mini-Grids development, Captive Power solutions, Renewable Energy solutions, etc.

FINANCIAL

ADVISORY SERVICES

Our experience in the providing financial advisory services is extensive and unrivalled. Our clientele includes several leading Commercial and Merchant Banks, Mortgage institutions, Investment and Venture Capital organizations and other financial institutions. Our expertise in this regard includes negotiating and preparing all commercial and private lending instruments, structuring debt and equity financing for projects, advising on mergers & acquisition, supporting with capital raising, acting as solicitors for various banks in Public Offerings and advising on financing for public and private institutions, while also advising on regulatory matters, policies and procedures. We also carry out due diligence exercises and guide our clients through the process of mergers and acquisitions while simultaneously preparing the various documents instrumental to the process. Our unique offering in this regard is reflected in our approach:

- We have an active and highly dedicated Financial Advisory Services team representing several leading commercial banks, mortgage institutions, investment companies and other financial institutions. The team has the proven ability and experience of executing securities transactions seamlessly. We have also been key lead members of legal teams engaged to undertake the merger process of various banking institutions and the financing of the privatisation of Nigeria's power assets.
- The team ensures that all conditions precedent to each transaction are met and help our clients

with all legal documentation thereby ensuring that the authenticity of the offer is confirmed.

- Due to our awareness of the delicate nature of Banking and Capital Market transactions, which involve external subscribers, adherence to various laws, bodies and regulations, the team works tirelessly to see each transaction to a successful end, as well as ensuring that the clients internal documentation are accurate and up to date, increasing market and subscriber confidence.
- We regularly advise on regulatory matters, policies and procedures, carry out due diligence exercises, negotiate and prepare all commercial and private lending instruments with regards to financing for public and private institutions.

I. Project Finance and Other Capital Raising Transactions

The transactions we have provided legal and financial advisory services to clients on include:

- We handled all legal aspects of the merger of two top commercial banks.
- We advised a commercial bank on the entire process of its acquisition of another bank. We conducted the due diligence exercise, advised the bank on legal risks and prepared various documentation instrumental to the acquisition process.
- We advised the commercial bank on the acquisition financing required for the purchase of the other bank from the Asset Management Company of Nigeria (AMCON). We prepared,

FINANCIAL

ADVISORY SERVICES

reviewed and negotiated all the documents on the bank's behalf and provided guidance to ensure that it was protected in all aspects of the transaction.

- We played an active role in the merger of the companies which eventually emerged as a commercial bank.
- We advised a commercial bank on the sale of shares which it held in a securities clearing company.
- We were engaged to proffer legal advice on the options available to AMCON to recover the Eligible Bank Assets in connection with an aircraft purchase agreement between a Nigerian airline and a foreign aircraft company.
- We are currently advising a Foundation on the raising of N2, 000, 000, 000 (Two Billion Naira) through the issuance of Bonds via Private placement for the infrastructural development of a proposed University.
- We advised one of Nigeria's foremost private equity firm on the setting up of a N1 billion private equity fund for top tier investors. We were responsible for securing approvals from the relevant regulators, preparing transaction documents and implementing risk mitigation measures.
- We provided legal and consultancy services for the sale of 51% of the shares of a national magazine to an investor through a private placement arrangement.
- We represented a Nigerian Stock Exchange (NSE) listed Pharmaceutical Company, on all

legal aspects of its rights issue via an offer of 149,227,000 ordinary shares (One Hundred and Forty-Nine Million, Two Hundred and Twenty-Seven Thousand [unissued company shares]).

- We provide legal advisory services to a commercial bank ensuring that the functions, activities, processes, transactions and operations of the legal department are properly audited in line with set guidelines, procedures and policies. We proposed implementable recommendations to assist the Bank in reducing its exposure and ultimately realizing its goals and objectives.
- We provided legal advisory services to several leading commercial banks on several aspects including:
 - Ensuring compliance with public liability company (PLC) status;
 - Entry into the Nigerian Banking Sector;
 - Offer for subscription of 25 Billion Ordinary shares and 5.0 Billion Units of Convertible Preference Shares; and
 - Debt recovery.

II. Private Equity

We have a team of lawyers that have developed significant expertise in providing full transactional support in private equity funding and investment transactions. The Firm currently advises on several issues including the corporate, regulatory and licensing issues relevant to funds operations and investments in Nigeria; the representation of



FINANCIAL

ADVISORY SERVICES

investors in the purchase and sales of portfolio assets; and the provision of representation and support in dispute resolution matters.

Some of our notable transactions include:

- We advised one of Nigeria's foremost private equity firm on the setting up of a N1,000,000,000.00 (One Billion Naira) private equity fund for top tier investors. We were responsible for securing approvals from the relevant regulators, preparing transaction documents and implementing risk mitigation measures.
- We are currently representing one of the foremost investment companies in Nigeria on its acquisition of one of the three paper mills in Nigeria from the Asset Management Corporation of Nigeria (AMCON). We are providing requisite legal advisory services to the investment company on all aspects of the acquisition, from the due diligence phase to the final acquisition phase.
- We advised a private equity firm in its bid to acquire an indigenous bank from the Asset Management Company of Nigeria (AMCON). We conducted due diligence and provided legal guidance on all aspects of the transaction.

III. Financial Technology (FinTech)/MSME's

- Our team of lawyers continues to provide first class services to clients at the cutting edge of the financial technology sector. The following are some of our transactional experience within the industry:
- We are currently providing legal advisory services to a FinTech Company on all aspects of its operations. Part of our job description is to ensure that the company is compliant with the policies and procedures guarding the grant it received from the Department for International Development (DFID) (UK Aid). In addition, we are liaising with the necessary regulatory bodies in Nigeria to ensure that the company is compliant with the requirement of these bodies.
- We are currently providing legal advisory services to a company that provides commercial lending services to Micro-Small and Medium Enterprises (MSMEs). We handle all legal aspects of the company's operations and conduct end-to-end due diligence on each transaction to ensure protection for our client.



HEALTHCARE LAW

We are legal advisers to numerous stakeholders in the health sector and our engagement includes providing legal support to private investors, public institutions and regulatory bodies. We have advised on significant projects such as a partnership between a private investor and a state government for the development of a Dialysis Centre within the State; facilitated a management agreement for one of the biggest specialist hospitals in Africa; advised international clients on the concession of health facilities of an International Oil Company with operations in Nigeria; advised on a joint venture

agreement for the acquisition of a major hospital from a state government and currently act as Company Secretary to various Medical Companies across the country.

Our Litigation and Dispute Resolution team has also successfully resolved disputes relating to medical negligence and breach of Financing Agreements for the provision of healthcare services involving some of our clients. We also handle all medical ethics issues and engage in all legal and regulatory liaisons on behalf of clients.

INSOLVENCY & DEBT RECOVERY

At GEP, we believe that a formal insolvency procedure resulting in closure should be the last option for businesses in difficulty. Our team of experts provide legal services relating to corporate insolvency, receiverships, rehabilitation of distressed corporate debtors, schemes of arrangements, liquidation, turnaround strategies, debt management plans, compulsory liquidation, creditors & members voluntary winding up, company voluntary arrangement, insolvency litigation and proceedings, equity capital raising and restructuring, exchange offer and debt/equity conversions. Relying on our in-depth knowledge as well as technical expertise, we aim to provide a practical and responsive response to our clients' issues.

Our team understands the practical realities of insolvency administration and we use our familiarity in this regard to the benefit of our clients. We are focused on providing effective and efficient solutions through the deployment of these strategies to achieve optimum result:

- We can help the company explore alternatives to declaring bankruptcy. Our team of experts in corporate restructuring will evaluate each situation to determine the best possible means of restructuring debts or working with creditors to find a suitable repayment schedule for the client. We examine the debts and terms of payment, sources of income, assets, including personal and business assets, guarantees on contracts and other related matters.
- On preserving creditor's rights, our team of experts are able to protect businesses from loss. We provide tailored advice on probable collectability of unpaid invoices and accounts by examining the client's debtor's prior bankruptcy filings, judgments and payment history. On the sell side, we also advise creditors on probable options considering the likelihood of repayment by the debtor. In some circumstances, we assist our clients to arrange effective payment plans with debtors in order to avoid debtor-bankruptcy and ensure payment to our clients. In most cases, our firm assists in preserving our client's claim and maintain its priority over other claims. We also deal with issues of fraud emanating from our client's debtor.
- We help distressed companies to raise equity capital with a view to salvaging their financial distress. To achieve this, our experienced corporate restructuring/insolvency experts represent major stakeholders in troubled companies to structure their financings, raise equity capital and negotiate rights among creditors.
- To avoid insolvency, our team of experts negotiate debt restructuring procedure with the company's creditors. To this end, a troubled company may reach agreements with lenders to realign debts in such a way to its creditors whilst maintaining its corporate existence as a going concern. This could lead to conversion of debt to equity.
- When negotiation appears impossible and in order to save our client's business, we deploy our experts in insolvency litigation to commence speedy insolvency proceedings. This mode of proceeding is very effective in debt recovery based on our experience over the years in insolvency proceedings since it is given accelerated hearing by the court. Our insolvency experts have successfully represented lenders, indenture trustees, investors, corporate fiduciaries, debtors, committees, trustees, receivers, and other parties in a wide spectrum of commercial disputes.

INFRASTRUCTURE PROJECTS

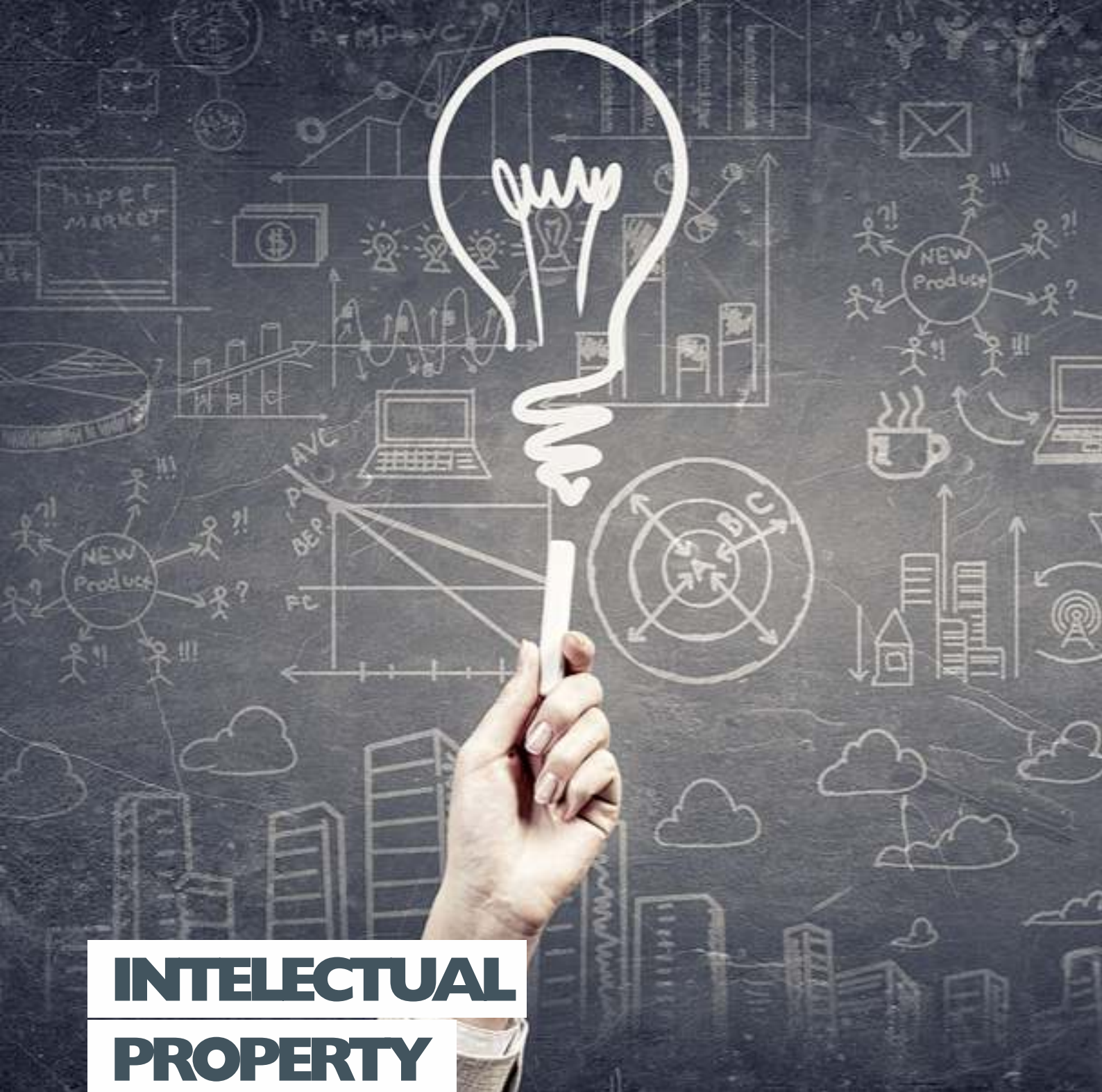


Over the years, we have been involved in the legal aspects of several construction projects. Our Infrastructure team played a key role in the public-private partnership arrangement for the pre-commissioning (construction) of a hospital in a South-South state, advising a private investor on its role in the transaction. Our reputation as industry experts is evidenced by our yearly contribution to the construction section of the internationally acclaimed publication 'Getting the Deal Through'.

Other notable construction transactions we have been engaged in include advising a consortium of 19 French companies that won the bid to construct an aborted railway line on the \$1 Billion (One Billion US Dollars) financing required to fund the project; advising on the

financing of the \$400 Million (Four Hundred Million US Dollars) required for a Gas Pipeline project; providing legal support to the winning bidder on the \$101.1 million concession of the International Airport, Abuja. We advised the consortium comprising of six foreign and local partners through to the final stages of the transaction prior to the suspension of the concession plan.

We continue to play leading roles in the legal aspects of several construction projects. We were instrumental in the PPP between our client and a State Government being involved in the pre-commissioning (construction) aspects of a hospital as well as setting up a management team to operate the hospital. We are also working on three (3) other similar construction projects in the Healthcare Sector.



INTELLECTUAL PROPERTY

We represent several clients operating in the lottery and gaming industry. We have successfully negotiated and obtained licenses from the Lagos State lotteries board and the National lottery regulatory commission on behalf of our clients. We provided legal support during the process of

incorporating and setting up the online sports betting company. We also advised on the legal and regulatory requirements for their entry into the lottery business and online betting market in Nigeria.



LOTTERY & GAMING

We represent several clients operating in the lottery and gaming industry. We have successfully negotiated and obtained licenses from the Lagos State lotteries board and the National lottery regulatory commission on behalf of our clients. We provided legal support during the process of incorporating and setting up the online

sports betting company. We also advised on the legal and regulatory requirements for their entry into the lottery business and online betting market in Nigeria.



MARITIME & SHIPPING

Apart from being one of the law firms that handles ship arrest, our maritime team advises on all aspects of dry and wet shipping. We provide legal advisory services relating to the negotiation, drafting and performance of major dredging contracts. We advise and offer assistance with the sale and acquisition of small medium and large vessels, maritime insurance and re-insurance,

carriage of goods by sea and relevant international conventions as they apply to Nigerian waters. We have advised on a project involving a N5.5 Billion Bonded Container Terminal which entailed the construction of a dry port at an Eastern State. The Firm also recently advised a major commercial bank on the grant of a N1.5 Billion facility to a company for the purchase of an oil vessel.



MEDIA & ENTERTAINMENT

In the fast-paced media and entertainment industry, GEP is at the forefront of ensuring that robust legal advisory services are provided to clients. We have engaged in the successful negotiations of the terms of a film distribution agreement between a film producer (our client) and an international film production and distribution company. We provided assistance to our client in the procurement of a film rating status from the appropriate regulatory bodies including the

National Broadcasting Commission and the National Film and Video Censors Board. We advise clients on all extant laws on media and entertainment. We also advised a client on the legal and regulatory requirements for the expansion of a national reality television programme into the West African market. We liaised with the Nigerian Communications Commission and other regulatory bodies on the registration and protection of the client's copyright and intellectual property.



MINING

GE has advised and continues to advise multiple clients engaged in multi-million-dollar projects such as the joint development, operation and management of the extraction of 1000 tons of gold per day at a gold site in a northern State and other parts of the country.



REAL ESTATE

We have a fully-fledged team, which handles all aspects of Private and commercial real estate transactions including:

- Assignments;
- Leases;
- Building leases;
- Property development transactions;
- Property management and maintenance.

Our clients are diverse – they include Nigerian and overseas private investors within the

institutional, corporate, retail and public sectors. The Firm handled the multi-million-dollar sale of multiple properties to a private investor and prepared all the documentation to effect the transfer of title. We assisted a multinational company in securing office(s) and residential buildings for its Nigerian operations. We negotiate difficult property sale and purchase agreements on behalf of clients, liaise with government authorities at the Ministry of Land and also handle the processing of letters of administration on behalf of client's properties.



REGULATORY COMPLIANCE

Our firm carries out compliance audits of the existing legal and regulatory structure for new clients to identify gaps in compliance levels and advise on adherence to all legal and regulatory compliance obligations in several industries of operation(s). We also assist clients in developing Compliance Manuals and subsequently carry out regular and on-going monitoring of their respective compliance levels and advise on risk mitigation strategies. GEP also carries out the following services for clients:

- Business Process Re-engineering from a legal, regulatory and corporate governance perspective;
- Legal, Regulatory and Operational Due Diligence;
- Regulatory Compliance Monitoring Services;
 - Regulatory Landscape Analysis and Advice and ongoing regulatory horizon watch for

newly released industry guidelines and policies which may affect the Company;

- Provide alerts and analysis on the impact of changes and defaults in the industry regulatory landscape;
- Provide alerts for health and sanity checks on the Company's strategy and business plans in line with the industry regulatory framework;
- Developing Compliance Trackers, E-Calendars and Applications to monitor compliance levels and provide regular reminder and updates;
- Monthly Risk Reviews and Reporting to Management/Boards of Companies, etc.
- Regulatory Affairs Management;
- Advising clients on the establishment of appropriate corporate governance structures;
- Developing a Corporate Governance and Regulatory Compliance Framework for the Boards of Companies;
- Developing and maintaining corporate records and ensuring adherence to governance framework;
- Training and Capacity Building, etc.



REGULATION

REGULATORY

LIAISON

Our firm contributes to the development of the legal framework of the country through various consultations at the national and state levels.

- GEP carried out a review of the Rivers State Tax Laws to produce a more effective revenue law for the oil-producing state.
- We represented NCAA before the Nigerian Federal Legislature at the 2006 public hearings concerning the (then draft) current Civil Aviation Act.
- We also worked closely with the National Legislature as lead legal adviser on policy

formulation and preparing draft legislation for the telecommunication sector.

- Our firm was also in consultation with the Federal Government on the Petroleum Industry Bill amongst others reform efforts in the Oil and Gas sector.
- We maintain close communication with the national legislature by providing draft legislation services for the National Assembly.

One of our advantages is built on the fact that our Abuja Office is strategically located in the heart of the nation's capital which remains the hub of all political and regulatory activities.



SPORTS

GEP has over time played a prominent role in the growth and development of sports in Nigeria. In recent years, GEP advised on the corporate structuring of the League Management Committee and carried out all necessary steps to satisfy regulatory requirements for the formation and registration of the entity in its current form. We also drafted the extant Football League Rules and the Club Licensing Regulations for the Nigerian Football League. GEP equally negotiated a major deal for the Nigerian Football

Federation (NFF) which resulted in the biggest sponsorship deal for the Nigerian Football League, advised on and drafted the Broadcast Licensing Agreement presently in use by the league and advised on the Terrestrial Broadcasting Agreements for the League. We also represent clients involved in the online sports betting industry in Nigeria.



TELECOMMUNICATIONS

We have a team of lawyers who have provided first class service at the cutting edge of the telecommunications sector. The transactions which have been executed include the following:

- Worked closely with the National Legislature as lead Legal adviser in policy formulation and preparing draft legislation for the Telecommunications sector.
- Advised the defunct national telecommunications company in successfully negotiating a N14billion (Fourteen Billion Naira) Syndicated Loan Facility from a consortium of leading Nigerian Banks.
- Advised an investor company on its successful
- \$255 Million (Two Hundred and Fifty-Five US Dollars) Vendor-Financing of a leading domestic telecommunications company. We negotiated and perfected the loan facility between the two companies.
- Advised the Consortium bid comprising several companies for 51% Equity Stake in the defunct national telecommunications company. We successfully advised the Consortium through to final round of the bid processes.
- Advised an international telecommunications company on all aspects of its initial entry into Nigeria through the successful acquisition of a local Nigerian telecommunications company.



PARTNER PROFILES

Mr. George Etomi FNIALS, NPOM **(Principal Partner)**



Mr. Etomi attended the University of Ife (now Obafemi Awolowo University) where he obtained his Bachelor's degree in Law in 1976. He was called to the Nigerian Bar in 1977, after which he started his legal career in

one of the premier commercial law firms in Nigeria, Chris Ogunbanjo & Co., under the mentorship of Chief Ogunbanjo. He obtained his Master's degree in Law from the London School of Economics and Political Science in 1979 and attended the Chief Executive Programme of the Lagos Business School in 1998.

Mr. Etomi is a distinguished transaction lawyer regularly consulted by multinational companies and top government agencies. He was closely involved in acting for the first mobile telephone service in the country and advised major foreign airlines operating in Nigeria. He has extensive experience in commercial transactions, spanning Arbitration and other ADR methods, Aviation, Building and Construction, Banking and Finance,

Energy and Natural Resources. He has represented clients on a variety of corporate and commercial matters including public and private offerings, privatisation and major project finance transactions.

Mr. Etomi also has a special interest in the Energy and Natural Resources field and is a member of Center for Petroleum Law Research [CPLR]. He has worked over the years with numerous multinational oil companies. In the power sector space, he supported power investors during the acquisition and concession of Successor Companies in the Nigerian power privatisation process and provided high-level legal advisory services to the Government and core investors alike throughout the several stages of the privatisation process. Mr. Etomi is a Director on the Board of one of the top performing Utilities in Nigeria where he serves as the Committee Chairman of The Board Legal, Corporate Governance and Regulatory Affairs Committee. He also serves as the Vice Chairman of the National Advisory Council of Designated Non-Financial Institutions, a body set up by the Special Control Unit against Money Laundering (SCUML).

Mr. Etomi is the first past Chairman of the Nigerian Bar Association, Section on Business Law [NBA-

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SBL] and recently, the Nigerian Institute of Advanced Legal Studies named a centre after him: “The George Etomi Centre for Strategic Investment and Corporate Governance”. Mr. Etomi has also been given a Professorial Chair at the Institute. In 2016, George Etomi was appointed a member of the Body of Benchers, the highest regulatory body of the legal profession in Nigeria. He is a recipient of the National Productivity Order of Merit Award. He is also a member of the International Trade in Legal Services of the Bar Issues Commission of the IBA and a regular facilitator at global business conferences.

Mr. Etomi is a renowned author of several publications including his latest book titled, “An Introduction to Commercial Law in Nigeria – Cases, Texts and Materials”, where he brings to bear his over 42 years' experience in commercial law practice in Nigeria, published in 2014.

Mr. Sotonye Etomi **(Managing Partner, Port-Harcourt Zone)**



Sotonye is a seasoned Port Administrator and transport specialist. Prior to rejoining the firm as Managing Partner of the Port Harcourt Office, Mr. Sotonye Etomi had worked with the Nigerian Ports Authority where he

held positions such as: General Manager, Special Duties, General Manager, Eastern Ports, Acting Executive Director, Marine and Operations, GM, Corporate & Strategic Planning, GM, Ports Reform, also covering the duties of GM, Legal and Company Secretary and Regional Coordinator, Eastern Ports.

He was also the Special Assistant to the Honourable Minister of Transport. In the course of his appointment, he recorded remarkable

achievements through the membership of sensitive Economic Reform Committees such as member/representative of the HMT in the Port reform Team responsible for the EOI on Port Concession, Chairman of the Finance and other Related Matters Sub Committee on Ports Reform, Vice Chairman, Legal and Regulatory Framework Sub Committee of the Presidential Committee on Ports Reform. During his stay at the FMOT, he also served as Chairman, Ministerial Committee on the drafting of the CABOTAGE Guidelines and Regulations.

Mr. Olufemi Fadahunsi **(Partner, Finance and ICT)**



Olufemi has over 23 years' experience in the Information Technology Industry, he worked as the Country General Manager for NCR Nigeria Plc; a major company involved in computer marketing and support services, designing and a market

leader in the ATM market in Nigeria.

He grew NCR Nigeria from a \$5m company to \$40m company in about 3 years before the recession. During his time at the company, he played a key role in the evolution of Electronic Banking in Nigeria and sold the first ATM in Nigeria to SGBN in 1989.

He was a Member of the MICR subcommittee of Bankers Committee that midwived the electronic clearing system (NACS). He possesses vast experience in operations, technology, product development and human capital management and has made significant contributions to the Nigerian banking industry through the spearheading of several innovative projects, developing and delivering various IT frameworks and solutions resulting in competitive advantage.



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Mr. Sampson Ebomhe (*Managing Partner, Abuja Zone*)



Sampson is the Managing Partner of the Abuja office of George Etomi and Partners. He has a special interest in Telecommunications, General Corporate/Commercial Law, Government

Regulatory Services and providing Policy Formulation and Draft Legislation Services for the National Assembly.

He has been involved in various high-profile transactions representing clients in the telecommunications, maritime and sports sectors. Mr. Ebomhe has acted as lead adviser to the National Assembly in the drafting of legislation dealing with the emerging telecommunication market in Nigeria. He similarly led the advisory team for the restructuring of the Nigerian League Management Committee (NLMC) and drafted the league regulations. Mr. Ebomhe has also been active in the privatization market acting on behalf of government in its divestiture from major public companies in the energy and building sectors of the economy as well as the concession of the Anambra Bonded Container Terminal. Mr. Ebomhe also has vast experience in ADR and litigation practice.

Efeomo Olotu (*Partner, Finance and Capital Markets*)



Efeomo Olotu is a Partner at George Etomi & Partners and heads the firm's Mergers and Acquisitions, Capital Markets, Corporate Advisory and Private

Equity Team. She is a versatile lawyer with decades of experience advising clients on various aspects of commercial and corporate transactions including carrying out legal due diligence reviews on various acquisition and divestment transactions. This experience comes from being the team lead in various transactions with both local and international clients, regulatory bodies and private entities.

In 2014, she was a key legal consultant to the defunct Enterprise Bank Limited upon its successful acquisition by Heritage Bank Plc. She supervised the legal department and provided legal advisory services to the Interim Management Team on all credit /non-credit related matters. In addition, she was a key member in the credit review process of the Bank, negotiated and renegotiated complex restructured loans and transaction documentation in relation to the acquisition.

From 2016 to 2018, Efeomo became the Head of Specialized Transactions/Credit and Legal Advisory Services Unit in Heritage Bank Plc. Her role included reviewing and negotiating on behalf of the Bank different documents, which include syndicated loan documents, security documents, project loan documents, service contracts, restructuring documents amongst others. Upon rejoining the Firm, she has led the unit on other notable transactions.

Efeomo is the Pioneer Chair, Young Lawyers Committee NBA Section on Business Law of the Nigerian Bar Association, Chairperson of the Young Mediators Group of the International Bar Association Mediation Committee (2013 – 2015). She holds an LLB from Ambrose Alli University, a member of numerous associations including the International Bar Association, an associate member of both the Chartered Institute of Arbitrators UK and Professional Mediators and Negotiators in Nigeria and a member of Institute of Credit Management.

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Mrs. Ivie Ehanmo **(Partner, Energy and Infrastructure Projects)**



Ivie is a qualified transaction lawyer/regulatory and due diligence expert in the energy sector with over 10 years' experience, particularly in the gas and power sector(s) where she has been involved in a

wide array of complex transactions for multiple clients across the value chain. She possesses an extensive knowledge of Oil and Gas/Power Sector Industry, Transaction, Contractual and Regulatory documents and processes and has provided transaction advisory services to a wide array of clients from conception, structure development, implementation and financing to post completion formalities of energy projects. Ivie has advised clients on legal, regulatory and commercial strategies for gas commercialization and sale to off-takers.

Ivie also has vast experience in conducting Legal and Operational Due Diligence Services, Regulatory Compliance Audit and Monitoring Services and Energy Billing Audit Services to Operators within the African Energy space. She also engages in extensive Regulatory Liaison with industry regulators and other key stakeholders given her network of contacts in the industry. Ivie provides Dispute Resolution Services in the energy industry, General Board Advisory Services on local and international Corporate Governance best practice standards to operators within the energy sector.

Given her in-depth knowledge of the energy sector from a legal, regulatory and commercial perspective, she is also a Legal and Regulatory Consultant for Energy Market and Regulatory Consultants (EMRC) (formerly Mercados EMI), a specialist consultancy firm focused on energy markets, regulation, transactions and commercial issues across the globe.

Ivie is a Transaction Advisor (Legal, Regulatory and Governance Expert) on the Nigeria Power Sector Program, a Power Africa Initiative by the U.S Agency for International Development (USAID). Working with a team of global experts on the World Bank Scaling Up Power Transmission in Africa (SUPTA) Project, Ivie provided advisory support on the legal and regulatory framework for independent power transmission.

Ivie was appointed as a Legal Expert on Millennium Challenge Corporation (USA) projects and she supported the 'Regulatory Strengthening and Tariff Development Project' for the Sierra Leone Electricity and Water Regulatory Commission. She also provided legal and regulatory support to UNOPS (United Nations Office for Project Services) in the drafting of the Sierra Leone Electricity and Water Regulatory Commission's draft Mini Grid Regulation mirrored against the backdrop of the NERC Mini Grid Regulation in Nigeria.

Ivie has and continues to advise potential investors seeking to invest in on-grid, off-grid and renewable energy projects across Africa on the legal, regulatory and commercial framework governing electricity projects.

Ivie is a member of the Chartered Institute of Arbitrators and has been involved in resolving complex disputes amongst key players and stakeholders in the energy industry. She is also a member of the Nigerian Bar Association, Section on Business Law of the Nigerian Bar Association, International Bar Association, Energy Institute, Renewable Energy Association of Nigeria, Africa Mini-Grid Developers Association, Nigerian Gas Association, etc. Ivie also has vast experience in Commercial Law Transactions, Due Diligence and Transaction Advisory, Mergers and Acquisitions, Project Finance and PPP Transactions.

She is a regular contributor in local and international publications and conferences in the energy space. Ivie has authored several articles on 'Energy Law' and is well versed with the workings of the industry. She holds an LLB from the University of Hertfordshire, LLM in Energy Law (with Distinction) from the University of Dundee and several certifications in Energy Law from recognized international institutions.



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