DealMakers

Vol 7: No 3

TRANSACTION TABLE BY COUNTRY INCLUDING RANKING OF ADVISORS | BUSINESS IN AFRICA


While enabling our clients' ambitions, we were recognised
as Best Investment Bank and Best M&A House in Africa.

from the editor's desk

The focus in sub-Saharan Africa over the past quarter has been on containing the spread of the deadly Ebola virus which broke out in West Africa. The effect this has had on economic activity in this region has been twofold: tourism has been affected by travel restrictions and government resources have been diverted to fight the outbreak. Growth, however, in the rest of sub-Saharan is expected to remain relatively strong although commodity producers may be affected by lower commodity prices and possible spill over effects from the virus outbreak.

Although the International Monetary Fund (IMF) has, as a result of the Ebola outbreak, slightly reduced its growth forecast in sub-Saharan Africa, Africa's economy is still expected to grow 5% this year, about the same as in 2013. This is driven by infrastructure investment, a buoyant services sector and strong agriculture production. Low-income countries are expected to spur expansion with growth of as much as 7% in 2014-2015, while in Ebola-affected countries fiscal accounts are likely to deteriorate.

Private equity in Africa is a relatively recent phenomenon which started in the early 2000s. However the market has been relatively quiet during the downturn and it is only recently that indications are that things are now picking up. Firms with excess funds are looking to new markets that give them a growth story. Some of the returns seen in Africa are staggering compared with those in developed market economies. Although perceptions indicate that resource-driven sectors are expected to remain the industries with the highest potential over the next two years, the actual numbers show that infrastructure and consumer-facing sectors will increase in prominence as the middle class expands and consumer spending on discretionary goods increases.

The Public Investment Corporation, in its new financial year, will focus on developmental investments in Africa with a minimum commitment of $500m for developmental investments and a further $500m towards private equity in Africa. It has established two funds: the Africa Developmental Investments and Private Equity Africa and plans to invest a further R2.5bn on the African continent during the 2014/15 financial year.

A recent survey identifies the cities on the continent with the greatest investment interest and potential, particularly for consumer-driven investors (pg 13). Again infrastructure is identified as the key constraint to all-inclusive growth in most of the continent's cities.

With the continued interest in Africa by investors, why is it that there are very few companies listing on Africa's stock exchanges? (pg 2)

At the end of October, the African regional regulator, the COMESA Competition Commission published its final Merger Guidelines, providing much needed clarification on is merger notification requirements. A quick guide (pg 4) makes for easy reading of these important regulations. •

MARYLOU GREIG

contents

From the editor's desk	
IPOs in Africa	2
COMESA: quick facts and guidelines	4
Tax law in Kenya	6
Status in transfer pricing	8
Oil & Gas in Madagascar	11
Investment interest in African cities	13
DealMakers Africa criteria	14
Competition Law developments	16
2014 Transaction table	18

Advertising rates are available on request from Vanessa Aitken +27 (0)83 775 2995

The magazine may be purchased on subscription. These rates are available on request from: reception@gleason.co.za

Editor:
Marylou Greig

Sub-editor:
Gail Schimmel

Assistant to the Editor:
Vanessa Aitken

Design & Layout:
Janine Harms,
Gleason Design Studio

DealMakers AFRICA is published by the proprietor Gleason Publications (Pty) Ltd, reg no: 1996/010505/07 from its offices at 30 Tudor Park, 61 Hillcrest Avenue, Blairgowrie, Randburg 2194.
Tel: +27 (0)11 886 6446,
Fax: +27 (0)11 886 6448.
e-mail: marylou@gleason.co.za
www.dealmakers.co.za

DealMakers AFRICA is printed by Typo Colour Printing, 19 Beaufort Street Troyeville, Johannesburg.

Gleason Publications

Is now the right time to IPO in Africa?

NICK MATTHEWS AND ROBBIE CHEADLE

The recent lack of growth in the developed markets, coupled with perceived improvements in political and macroeconomic stability, policy certainty and legal systems in many African countries, as well as Africa's growing middle class and rise in consumption, is leading to increasing interest by foreign companies and institutions in Africa as an investment destination.

Matthews

An increase in investment should naturally lead to an increase in listings. However, a KPMG analysis of the number of listed companies between 2010 and June 2014 on a number of African stock exchanges indicated that the number of listed companies on these exchanges has generally either remained static or increased marginally. This lack of listings is despite strong growth in the total market capitalisation of most of these stock exchanges and an increase in foreign direct investment into Africa in 2013.

The questions are: Why do companies not want to list on African stock exchanges and is now the right time for companies to consider an African IPO?

High liquidity, access to an international and domestic investor base, ready availability of good quality information and good governance are the main considerations by applicant issuers and foreign investors when choosing a stock exchange to list on or invest in. The lack of complete and good quality information on the African stock markets is contributing to a continued hesitation by international public companies to list on Africa's stock exchanges and foreign investors to invest in domestic listed companies. KPMG has prepared its Listing in Africa publication in order to overcome the lack of information barrier. This publication sets out an overview of the considerations for listing, listing criteria, processes, documentation requirements and continuing obligations in respect of eight key African markets, as well as an overview of the composition and liquidity of the equity markets in these countries.

Cheadle

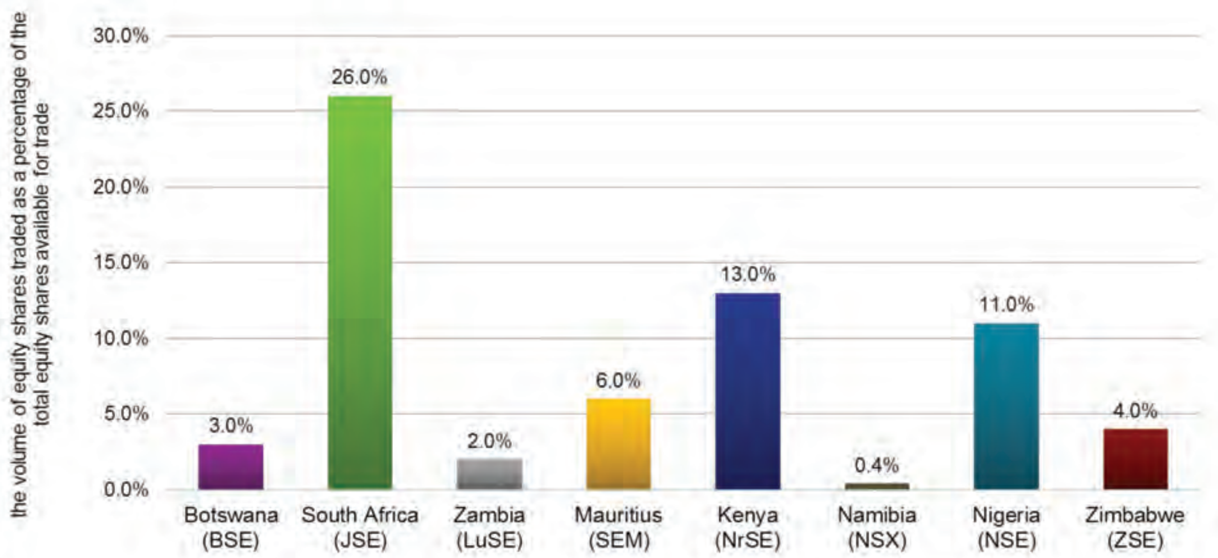
Several factors influence an applicant issuer's choice of stock exchange:

Availability of domestic capital and debt funding in the country of choice

Domestic capital and debt funding in many African countries is limited. However, this is not always the case. Nigeria, for example, has one of the largest pools of investment capital in Africa, with approximately six million registered capital market investors. Nigeria also services the largest economy in sub-Saharan Africa. The Stock Exchange of Mauritius ("SEM") has been designated by the United Kingdom's Her Majesty's Revenue and Customs as a recognised stock exchange with the result that UK pension schemes are permitted to hold securities listed on the Official Market of the SEM, giving companies and funds listed on the SEM access to a larger market of sophisticated, well-capitalised investors.

In Kenya and Nigeria, the pension-fund industry is growing rapidly and has sufficient funds to invest in quality companies coming to the market. Recent African IPO's such as the offer by the Nairobi Securities Exchange in September 2014, which was more than 600% oversubscribed, the offers and listings by Seplat Petroleum Development Company on the Nigerian Stock Exchange ("NSE") in April 2014, Prima Reinsurance on the Lusaka Stock Exchange (Zambia) in July 2014, Swala Oil and Gas Tanzania on the Dar es Salaam Stock Exchange (Tanzania) in August 2014, Mega African Capital on the Ghana Stock Exchange in April 2014 (the first listing in seven years) and Lottotech on the SEM in June 2014, all of which were either fully or oversubscribed, illustrates that current conditions are conducive to listings on African stock exchanges.

Liquidity of the listed securities on the exchange of choice:



Liquidity of the 8 African Exchanges *(Source: KPMG "Listing in Africa" report 2014)*

Liquidity is generally low on African stock exchanges. Liquidity was measured as the volume of equity shares traded as a percentage of the total equity shares available for trade, for the twelve months to June 2014. It was 26% for the JSE, followed by 13% for the Nairobi Stock Exchange (Kenya) and 11% for the NSE. Other than the JSE, which has achieved the global average level of liquidity, the lack of liquidity is largely due to the small number of listed companies on the stock exchanges as well as the limited free float. Prospective foreign investors have difficulty finding a counterpart who is willing to sell their shares. In addition, it is difficult for prospective institutional investors to secure large enough quantities of the target securities to meet their investment criteria. While a lack of liquidity does deter foreign investment into the African stock exchanges, for the reasons cited above as well as the relatively higher transaction costs on these exchanges, the deepening of the markets through an increase in the number of listings would go a long way towards improving liquidity, which would also have the knock on effect of reducing the "round trip" cost of trading on the African stock exchanges.

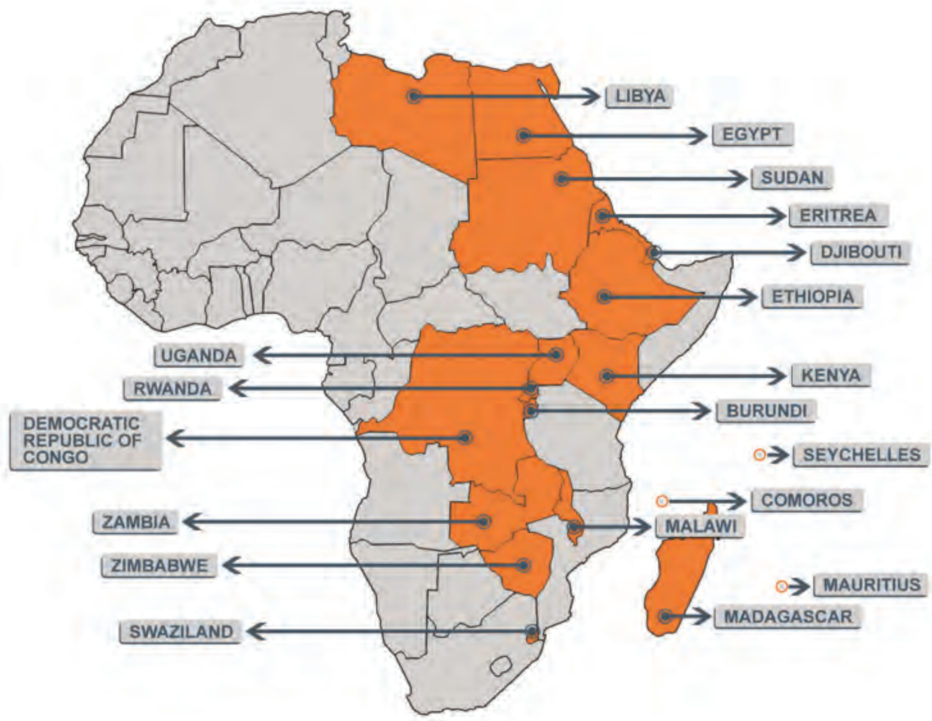
The African equity markets are changing and are gradually alleviating the issues that have historically deterred companies from listing on their exchanges and investing in their stock markets. Foreign companies looking to expand into Africa should consider the benefits of a listing including, *inter alia*, funding its local expansion requirements through local equity rather than debt funding that may be expensive in the local jurisdiction, taking advantage of local investor appetite for foreign assets, meeting local ownership requirements and incentivising its local employees through employee share schemes, particularly in light of the limited resources such as skilled labour in these markets. Listing on the local stock exchange also affords the local investors an opportunity to participate in the growth and prospects of the country. ●

Matthews is a partner and Cheadle an associate director, Transactions & Restructuring, Mergers & Acquisitions, with KPMG

WEBBER WENTZEL

in alliance with > Linklaters

COMESA QUICK FACTS:



Which states are COMESA Member States?

Burundi, Comoros, the Democratic Republic of Congo, Djibouti, Egypt, Eritrea, Ethiopia, Kenya, Libya, Madagascar, Malawi, Mauritius, Rwanda, Seychelles, Sudan, Swaziland, Uganda, Zambia and Zimbabwe.

What types of mergers must be notified to the CCC?

A "merger" as defined requires mandatory notification to the CCC if:

- "both the acquiring and target firm or either the acquiring or target firm operate in two or more COMESA Member States" and the merger will have "an appreciable effect on trade between member states and … restrict competition"; and
- the turnover / assets of the merging parties meet prescribed financial thresholds - currently set at zero.

Is COMESA a 'one-stop-shop' or are notifications to domestic authorities still required?

The CCC considers itself a 'one-stop-shop' that has exclusive jurisdiction in respect of mergers that fall within its jurisdiction. The Regulations do not, however, expressly exclude the jurisdiction of the domestic competition authorities. Some Member States continue to require filings, notwithstanding the fact that a merger notification has been filed with the CCC. Only three COMESA Member States with competition authorities have to date expressly recognised the CCC as a one-stop shop - namely, Swaziland, Zambia and Zimbabwe.

What are the filing fees?

A filing fee of 0.5% of the merging parties' combined annual turnover or combined value of assets in the Common Market (whichever is the higher) is payable. The fee is capped at US$500,000.

When must a merger be notified?

The parties must notify the CCC within 30 days of the parties 'decision to merge'.

Can a merger be implemented prior to approval?

Yes. The merger control regime is non-suspensory.

What are the consequences of not filing?

A merger will have no legal effect and will be legally unenforceable. The CCC may also impose a penalty of up to 10% of the merging parties' turnover in the COMESA Common Market.

COMESA's merger assessment guidelines

NKONZO HLATSHWAYO AND PAULA YOUENS

The African regional regulator, the COMESA Competition Commission (CCC), has published finalised Merger Guidelines on October 31. These provide much-needed clarification on its merger notification requirements. The Merger Guidelines (which are effective from the date of publication) are likely to be a welcome development for businesses operating in the region.

The most significant clarification brought about by the Merger Guidelines is:[1]

- that merger control by the CCC only concerns mergers capable of having a "regional dimension" and must be carried out with a view to regulating only those capable of having "an appreciable effect on trade between member states and which restrict competition";[2]
- that in terms of meeting the "regional dimension" test - which requires both the acquiring and target undertaking or either of them to "operate" in two or more Member States - this requirement is necessary, but not sufficient on its own, for a merger to be notifiable, more specifically:
  - at least one merger party must "operate" in two or more Member States - but in order to "operate" in a Member State an undertaking's group annual turnover in that Member State for the most recent financial year must **exceed US$ 5 million**; and
  - the "regional dimension" test will **not** be met if:
- a target undertaking does not operate in a Member State; and/or
- more than 2/3 of the annual turnover in the Common Market of each of the merging parties is achieved or held within one and the same Member State;
- the introduction of a formal and structured "comfort letter" request procedure (where parties can apply for an 'exemption' from mandatory notification which may be granted at the CCC's discretion)[3] - specifically providing that in the absence of countervailing factors, the CCC will **not** require mandatory notification of mergers in circumstances where more than 2/3 of the annual turnover in the Common Market of each of the merging parties is achieved within one and the same Member State. The CCC may also consider the combined annual turnover of the merging parties in the Common Market; and
- that the 120 day period for merger reviews (and all other periods in the Act and the Regulations) refers to calendar (and not working) days.

Although many hoped that the filing fee would be reduced and that financial thresholds (above zero) would also accompany the publication of the finalised Merger Guidelines; these types of revisions need to be approved by the COMESA Council of Ministers and may not be amended through guidelines. The Council of Ministers has not yet approved any amendments to the filing fee and revised financial thresholds, but these may be approved in February 2015.

The finalised and published merger assessment guidelines of 2014 go a long way to ensuring that only transactions of substance will be notified to the Commission and this is how it should be. In addition, the formal introduction of the "Comfort Letter" procedure creates an element of transparency regarding its requirements.

Hlatshwayo is a partner and Youens a professional support lawyer with Webber Wentzel.

1 Other matters of interest contained in the Merger Guidelines include: the refinement of the concept of control and the introduction of the concept of decisive influence in the interpretation of control; the categorisation of merger notifications into either Phase 1 or 2; the CCC will seek to dispose of Phase 1 notifications within 60 days of receipt; the treatment of joint ventures, restructurings and liquidations as well as the sale of assets; the treatment of confidential information; and clarification of the notification process.

2 Confirming that Article 23 (the "regional dimension" test) should be narrowly construed and interpreted subject to Article 3 (the "appreciable effect" test).

3 Prior to the publication of the Merger Guidelines, the CCC has informally been issuing "comfort letters" exempting certain mergers from notification. In order to obtain an 'exemption', parties sent letters to the CCC explaining that the proposed transactions did not require a notification to the CCC on the basis that the proposed transactions did not have an appreciable effect on, or restrict competition in, the Common Market. The CCC in response requested the parties to provide a 'bare-bones' filing to the CCC in order for the CCC to conduct its own assessment. The CCC did not require any filing fee with the submission of the 'bare-bones' filing. Following an assessment, the CCC has in a couple of instances to date issued a "comfort letter" 'exempting' the parties from full notification. The exemption criteria have historically not been consistently applied with exemptions granted in some instances and not in others, notwithstanding similar facts. We expect similar inconsistencies to continue in the near future, notwithstanding the publication of the Merger Guidelines.

Tax law developments in Kenya

JUDY MUIGAI

Capital Gains Tax – a surprise comeback

After a hiatus of nearly 3 decades, MPs are proposing to re-introduce Capital Gains Tax ("**CGT**"), through the Finance Act 2014, with the tax taking effect from **January 1 2015**. CGT has been suspended in Kenya since June 1985 but there have been clear indications from a succession of Finance Ministers and Cabinet Secretaries over the last eight years that CGT was bound to make a comeback. The rationale for re-introducing CGT is quite clear - alignment with sound principles of equitable taxation and international best practice as well as raising additional revenue for a government which is becoming heavily reliant on debt financing.


Muigai

According to media sources, CGT is expected to apply at a rate of **5% on the transfer of property situated in Kenya**. We would expect the term 'property' to retain its pre-suspension definition which included:

- For a **company** – movable and immovable property, including those held for investment purposes, but excluding a road vehicle.
- For an **individual** – land situated in Kenya and any right or interest over that land, and a marketable security situated in Kenya, other than those listed on the NSE.

Given the recent media publicity surrounding high net worth entrepreneurs whose stock market holdings have greatly multiplied in value, the CGT provisions were expected to be tweaked so as to capture the gains made in respect of locally listed shares.

It is understood that the 5% tax shall be applied to the net **capital gain** which is the difference between the transfer value and the adjusted cost. The adjusted cost includes the cost of acquisition, as well as other allowable **expenses** such as valuation fees and Stamp duty. There do not appear to be provisions to adjust the base cost for **inflation** or to limit the period to which the gain relates. Perhaps the legislators concluded that the application of a low (and final) tax rate of 5% would receive minimal pushback from the taxpayers, even when the taxable gain is substantial due to the assets having been held for a number of decades.

Previously, there were certain **exemptions** from CGT such as transfers related to corporate restructuring and those related to investment shares by a KRA registered pension fund, trust scheme or provident fund. It is hope that such exemptions still apply and perhaps further exemptions need to be explored; for example housing targeted at low income earners, since CGT may result in the developers charging an increased sales price. It appears that there will be some exemptions for properties which are transferred under certain circumstances such as part of a divorce settlement or as security for bank facilities. Interestingly, property that is compulsorily acquired by the Government for infrastructure development will be exempt from CGT.

Real estate transfers will now be subject to **CGT, stamp duty** and **VAT** (for non-residential premises). The CGT is the responsibility of the seller (although they may adjust the sales price upwards to cushion themselves from the impact), while stamp duty and VAT are borne by the purchaser. The combined effect of these taxes is expected to drive up the cost of real estate deals.

Taxpayers may protest that the CGT proposals were not subject to a process of **public participation**, as required by the Constitution. The Finance Cabinet Secretary had promised, in his 2013 Budget speech, that there would be **stakeholder discussions** on CGT, and it would be interesting to understand whether the final position has been influenced by the outcome of such discussions, if any.

Extractive sector – changes to the tax regime

The Finance Bill 2014 also proposed to **overhaul** the Income Tax regime for players in the extractive sector such as those engaged in oil, gas, mining, mineral prospecting and geothermal steam extraction. Some of the proposed amendments include:

- Introduction of Withholding Tax ("**WHT**") on '**natural resource income**' which refers to an amount paid for the right to take minerals or a living or non-living resource from land or sea, or an amount which is based on the quantity of such resources taken from land or sea. The WHT applicable is the same as for royalties i.e. 5% for residents and 20% for non-residents.
- Replacing the current WHT on the gross proceeds of sale or disposal of shares or property in the sector, with a tax on the '**net gain**' that is deemed to be chargeable in Kenya.
- **Ring-fencing** the taxation of specific license areas or contract areas with limited circumstances under which the loss for one area can be claimed against another area.
- Clarification on the **tax deductions** claimable including those related to rehabilitation and decommissioning, and the removal of the loss carry forward restrictions.
- Amending the regime for non-resident **subcontractors** such that the deduction of a final WHT on their fees applies only to those who are **not** providing services through a *permanent establishment* (branch) in Kenya.

Double Tax Agreements ("DTAs") - update

One of the often-mentioned dampeners of Kenya's investment climate has been its narrow DTA network. It was therefore encouraging to see the Gazetting of the DTAs between Kenya and **Mauritius**; and Kenya and **Iran** in May 2014. The expectation is that once the DTAs come into force (potentially in 2015), they will trigger a flurry of foreign investment from those countries, prompted by the tax incentives in the DTA. The tax benefits include **lower WHT** on interest, dividends and royalties, as well as the ability to claim foreign tax credits.

However, the Finance Bill 2014 included a provision which restricts the applicability of tax benefits under the DTA to instances where the underlying ownership of the entity in the other country is at least **50% held by individuals who are resident in that territory**. In other words, the tax benefits under the Kenya- Mauritius DTA would not apply where the company in Mauritius is neither 50% owned by Mauritian residents nor listed in Mauritius. This essentially restricts non-Mauritian investors from using a Mauritius intermediary holding company as a vehicle for investment in Kenya, as is the case with all other countries which have concluded DTAs with Kenya such as the UK, Canada, India, Germany, France, Zambia, Norway and Sweden.

The objective of the amendment may have been to reduce instances of '*Treaty Shopping*' by foreign investors from non-Treaty countries. One point of anxiety is that the amendment may unintentionally reduce Kenya's attractiveness as an investment location, although perhaps not drastically as it appears that some neighbouring countries are adopting a similar approach. The amendment takes effect on January 1 2015.

Other legislative amendments

On August 22 2014, the National Treasury published the draft **Excise Duty Bill** and the draft **Tax Procedures Bill** on its website. Shortly thereafter, through a Public Notice in the main dailies, the Principal Secretary of the National Treasury invited comments from the public on these draft Bills. **VAT regulations** are expected to be Gazetted and to provide clarity on key aspects of the VAT Act, 2013. ●

Muigai is a tax director with Iseme, Kamau & Maema Advocates in Kenya (a member of DLA Piper Africa)

Status of transfer pricing in Africa

CELIA BECKER

Part 1

Tanzania released its Transfer Pricing Regulations (the Tanzanian Regulations) in May 2014, joining the growing number of African jurisdictions whose transfer pricing regimes have progressed beyond broad general anti-avoidance provisions based on the arm's length principle.

A number of regional and international developments have contributed to the current emphasis on transfer pricing by African tax authorities.

The African Tax Administration Forum (ATAF) was launched in 2009 by 34 African tax commissioners to create a platform to promote and facilitate mutual cooperation among African Tax Administrations. It has the aim of improving the efficiency of their tax legislation and administration. Transfer pricing has been recognised as a critical issue and a Transfer Pricing Project was approved in 2010 with the purpose of assisting in building capacity of ATAF members to identify and address transfer pricing and thin capitalisation risk areas.

The African Tax Administration Forum (ATAF) was launched in 2009 by 34 African tax commissioners to create a platform to promote and facilitate mutual cooperation among African Tax Administrations. It has the aim of improving the efficiency of their tax legislation and administration.

Becker

Concerned that the Organisation for Economic Co-operation and Development's Transfer Pricing Guidelines for Multinational Enterprises and Tax Administrations (OECD Guidelines) are designed primarily to protect the interests of OECD-member countries, the United Nations published its Practical Manual on Transfer Pricing for Developing Countries (UN Manual), endorsing the arm's length standard, in May 2013.

The OECD's Action Plan on Base Erosion and Profit Shifting (BEPS) was published in February 2013, identifying transfer pricing as one of the 15 actions to address the perceived flaws in international tax rules allowing for the shifting of profits to low tax jurisdictions. Specific focus is to be placed on the alignment of transfer prices with value creation (especially in relation to intangible assets) and the re-examination of transfer pricing documentation.

Although no African country is currently a member of the OECD (South Africa is one of its so-called "five key partners"), the BEPS Action Plan is bound to provide further support for many African tax authorities' long-standing contention that they are not receiving their fair share of profits earned by multi-national corporations from operations in their jurisdictions.

A 2012 PwC report ("Spotlight of Africa's transfer pricing landscape") identifies a number of challenges for transfer pricing regimes in Africa. Highlighted issues include a lack of local comparable transactions and a dearth of specialist knowledge and resources, including economists, auditors and lawyers experienced in transfer pricing, and financial databases used in transfer pricing analyses. Another specific concern for resource-rich African countries is the fact that value attributable to intellectual property may skew more taxable income to developed countries at the expense of developing countries.

Central bank controls and onerous withholding taxes may further hamper the efficient implementation of arm's length transfer pricing provisions.

In order to address these issues, it is suggested that developing countries should be encouraged to take a pragmatic approach to transfer pricing and become adept at negotiations with taxpayers. A number of simplifying measures such as safe harbours, fixed margins and advance pricing agreements (APAs) should further assist to provide certainty to affected multinationals.

Transfer pricing is still a key focus area for KRA audits, especially in the case of continued losses or where group companies are located in low tax jurisdictions.

Interestingly enough, EuropeAid's June 2011 Report on Transfer Pricing and Developing Countries concludes that, despite the significant challenges associated with the implementation of transfer pricing regimes based on the arm's length principle in developing countries, stable transfer pricing regimes have the potential to increase much needed foreign tax revenues and attract foreign direct investment. This is on the basis that jurisdictions with comprehensive transfer pricing regulations present less tax risk and more certainty and legitimacy than countries without such regimes.

African tax authorities that have taken the step to introduce specific transfer pricing regulations have done so with varying degrees of success.

Kenya maintains an established transfer pricing regime. Although specific transfer pricing rules were only introduced in 2006, in 2003 the Kenya Revenue Authority (KRA) took Unilever to court for selling goods manufactured in Kenya at lower prices to Unilever Uganda than to Kenyan customers. In a highly publicised 2005 High Court case Unilever won on appeal. Transfer pricing is still a key focus area for KRA audits, especially in the case of continued losses or where group companies are located in low tax jurisdictions. There is currently no legal basis for taxpayers to agree and negotiate APAs with the KRA and concerns have been raised about the ability of the Local Committee responsible for dispute resolution to address relevant technical issues. The KRA has established a transfer pricing task force which in 2013 was expanded through the creation of a transfer pricing team at the Medium Taxpayers Office.

The Tanzanian Regulations allow for unilateral, bilateral and multilateral APAs, which are valid for a maximum period of five years, subject to annual compliance requirements. Guidance can be obtained from the OECD Guidelines and UN Model, but there is no direction regarding which one should be used in the case of inconsistency. The Regulations specifically deal with intra-group services, intangible property and intragroup financing which focuses on the need to be able to demonstrate economic or commercial benefit to the business. A concern remains that the Tanzanian Regulations are too generic and so provide insufficient guidance in respect of contentious transfer pricing matters that may arise between taxpayers and the Tanzania Revenue Authority.

An Angolan transfer pricing regime was introduced by Presidential Decree no. 147/13 on October 1 2013, applying to all domestic and cross-border commercial transactions entered into between qualifying taxpayers and related entities from January 1 2013. Order no. 599/14 of March 24 2014 sets out a list of "major taxpayers" and their requirements to prepare a transfer pricing report. The transfer pricing rules present a number of challenges for affected taxpayers, including a requirement that transfer pricing documentation should be prepared in Portuguese. •

Becker is an Africa Regulatory and Business Intelligence executive with ENSafrica.

Oil and gas upstream activities in Madagascar

CAMILLE RAZALISON

After five years of political instability, Madagascar is now witnessing the normalisation of political life and the restoration of constitutional order. The new government elected in 2013, led by President Rajaonarimampianina, made a commitment to the development of mining and oil activities and for better management of Madagascar's natural resources. This commitment has seen the reintegration of the Extractive Industries Transparency Initiative (EITI) which was suspended in October 2011 and a greater emphasis placed on growing the country's mining growth ($118m in 2011) by 8% by the end of the 2018 financial year.

Madagascar has at present one of the largest crude oil reserves in the sub-Saharan region, with one of the region's most-promising oil areas lying in the Tsimiroro region in the western side of the island. More than 1.7 billion barrels of crude oil have been estimated[1] here and approximately 15 companies including Exxon Mobil, Tullow Oil are now exploring 24 blocks, 18 are on-shore, and 6 offshore.

Razalison

The Government of Madagascar promised to regain international investor confidence in its oil and gas sector and plans to promote a solid legal framework to protect companies operating within the sector alongside a State interest[2].

Madagascar has at present one of the largest crude oil reserves in the sub-Saharan region, with one of the region's most-promising oil areas lying in the Tsimiroro region in the western side of the island.

Legal framework

Madagascar's upstream oil and gas exploration and production activities are currently ruled by Law no. 96-018 as of September 4 1996 of the Petroleum Code (the "**Petroleum Code**") as well as Decree no. 97-740 of June 23 1997 implementing the Petroleum Code.

Government regulatory bodies

The '*Office des Mines Nationales et des Industries Strategiques*' (OMNIS) is the main regulatory authority in charge of the development and regulation of upstream oil and gas activities in Madagascar. Until such time as a national sector company is created, the OMNIS represents State participation in upstream oil activities.

State ownership of resources and participation

As stated by the Petroleum Code, the State is the sole owner of hydrocarbons in the Madagascar soil and sub-soil. Exploration, exploitation and transportation of hydrocarbons may only be carried out subject to the grant of permits by a presidential decree on the recommendation of OMNIS.

A production sharing contract (PSC) or a joint venture association must be entered into with the State by holders of exploration and exploitation permits prior to the start of their activities.

The PSC or the joint venture association determines the participation of the State in oil activities, and is made through OMNIS. The State does not participate in the operating activities and all financial and technical risks are assumed by the holder of the permit.

Licensing

There are three types of oil and gas exploration and production in Madagascar: Hydrocarbons Exploration Permit, Exploitation Permit and Transport Permit:

- an Exploration Permit is valid for a period of 8 years and renewable for 2 years (8-2);
- the Exploitation Permit is granted for a period varying from 25 (oil) to 35 (gas) years, and may be extended for period of 5 years (25+5/35+5); and
- the Transport Permit is granted for a period varying from 25 (oil) to 35 (gas) years, and may be extended for period of 5 years (25+5/35+5).

Assignment

Transfer or assignment to a third party of an interest held under the PSC or the joint venture association is subject to prior authorisation of OMNIS.

Specific Tax regime

Exploration and production of oil and gas activities are subject to the payment of the following:

- **Fixed fee** paid at the moment of the granting, extension or transfer of the hydrocarbons permit;
- **Hydrocarbons royalty** ("*redevance sur les hydrocarbures*") paid during the production phase by the holder of the permit varying from 8% to 20% for oil (5% to 10% for natural gas) of the total production. Rates of this royalty are determined in the PSC or the joint venture association for heavy oil and/or bitumen extracted from oil sands; and
- **Direct tax on hydrocarbons** ("*impôt direct sur les hydrocarbures*") paid annually by the holder of the permit during the exploration and production periods at the rate of 20% of the gross profits of the promoter.

Economic support

The Hydrocarbons Permit is granted to companies who have a subsidiary in Madagascar. The parent company of the operating entity in Madagascar is required to submit a letter of guarantee from a bank approved by the Central Bank of Madagascar to the OMNIS.

Conclusion

Madagascar now offers a more stable legal framework making it more attractive to international players looking to invest in the oil and gas sector by setting up a domestic vehicle.

Madagascar also has a good record of bilateral treaties including the Double Taxation Avoidance Agreement and the Investment Promotion and Protection Agreement entered into with the Republic of Mauritius. The benefits of these have driven international investors to use Mauritius as a platform towards Madagascar. ●

Razalison is a consultant with Juristconsult Chambers in Mauritius, a member of DLA Piper Africa. Article overseen by Priscilla Pattoo (partner)

1 The oil blocks in the Tsimiroro region are explored by Madagascar Oil, an AIM-listed company. The company announced its first test sales of crude oils in May 2014. In August 2014, Madagascar Oil PSC has been amended and approved by the Government of Madagascar following the declaration of commerciality made by the company under the terms of the initial PSC.

2 Speech of the President Rajaonarimampianina at the inauguration of the Madagascar Mining and Hydrocarbons Symposium, June 2014 (http://eiti-madagascar.org/news/president-republique-rappelle-lengagement-du-gouvernement-transparence-du-secteur-extractif-travers-norme-eiti/).

African cities –

where investment shines the brightest

NEMA RAMKHELAWAN-BHANA AND CELESTE FAUCONNIER

In Rand Merchant Bank's (RMB) *Where to Invest in Africa 2014/2015* survey, cities shine brightest on the African continent in terms of investment interest and potential, particularly for consumer-driven investors.

Ramkhelawan-Bhana

Fauconnier

Cities such as Lagos, Johannesburg, Cairo, Algiers, Casablanca, Luanda, and Tunis are significant contributors to Africa's overall GDP. Meanwhile, Accra, Addis Ababa, and Kigali are three of the fastest growing cities in Africa in the last three years.

However, even though these cities are showing strong potential, are they demonstrating the inclusive growth that will sustain the expansion we've seen in Africa over the last decade? Accra, Casablanca, and Tunis have been identified as the cities with the highest potential to extend the benefits of growth to the real economy and bring about social upliftment. South African cities, especially Johannesburg and Cape Town, are perceived as the most attractive in which to do business. Attractiveness is still largely dependent on infrastructure and transport links, as well as how easy it is to conduct business activities.

Only Johannesburg and Port Louis in Mauritius, are considered international financial centres (IFCs) because of their heavy concentration of financial institutions, highly developed commercial and communications infrastructure, and ability to facilitate a host of domestic and international trading transactions. Others pursuing IFC status include Casablanca, Nairobi and Lagos, to name but a few.

A key obstacle to achieving IFC status is investors' inability to transact in a foreign currency, especially in countries operating managed exchange rate regimes. Supply and demand dynamics are in many cases affected by stringent exchange controls and local tax obligations. While liquidity conditions typically improve at month-end when local financing commitments are due (and US dollars are sold into the market), they tend to worsen towards the middle of the month when export proceeds begin to recede.

However, infrastructure remains the key constraint to all-inclusive growth in most African cities. While Africa outpaced Asia in the 1970s in areas like power generation capacity and landline telephone density, investment in infrastructure has largely stagnated over the last 10 years.

According to business leaders across the globe, Namibia continues to boast the best quality of infrastructure in Africa. Its extensive road network facilitates regional trade by connecting its major economic hubs with its SADC counterparts, providing sea access to landlocked neighbours.

Ironically, Angola, just to the north, is perceived to have the poorest quality of infrastructure despite an intensive rehabilitation programme that was instituted at the end of the civil war in 2002.

Governments and development agencies have recognised that infrastructure is a continental problem and have formulated the Programme for Infrastructure Development in Africa (PIDA). The core of PIDA is the Priority Action Plan (PAP), a list of 51 immediately actionable programmes across four main infrastructure sectors, to be initiated by 2020.

Rapid urbanisation, the enormity of slums, and scarcity of employment opportunities in major city centres have necessitated the creation of new urban centres. Satellite cities that are well-organised, self-contained spaces are progressively being built on the periphery of major city centres across Africa.

In terms of investment sectors, retail is proving to be highly attractive particularly in high density city areas. Disposable income in Africa is expected to grow at an average rate of 5.5% annually up to 2030. By then, Africa's highest-performing cities are projected to have reached a combined purchasing power of $1.3trn. The *Where to invest in Africa 2014/2015* survey gauges the countries with the most opportunities for retailers by looking at the demographics of each economy. Nigeria and Ethiopia are in the lead due to their large populations while countries like Tanzania, Uganda, and Kenya have favourable urbanisation and credit growth levels.

But demographics are not the only measure — market size, time pressure, country risk, and market saturation need to be taken into account. Market saturation, for instance, is much higher in southern African countries, while Ethiopia, Mozambique, and Rwanda, for example, are fragmented markets filled with many opportunities for retailers.

A more telling indicator for retailers attempting to define their target markets is LSM (Living Standards Measure) levels. This data is available for developed countries and emerging markets like South Africa, but the rest of Africa, especially sub-Saharan Africa (SSA), is a work in progress. The most reliable data we have available is income brackets, which give a high-level indication of where a retailer's target market lies. Cairo and Lagos, for instance, have the most people of all the cities on the continent within the discretionary

---

DEALMAKERS AFRICA CRITERIA

This section has been added to expand DealMakers' coverage to include transactions worked on by South African industry service providers across the continent. It has been introduced in response to numerous requests made by various companies over a long period. In order to ensure its effectiveness, all firms involved in transactions of this nature are urged to provide appropriate details.

1. Entities that seek credit for involvement in M&A work and other financial transactions must demonstrate the involvement, if necessary by reference to one or several of the principals
2. The full value of each deal is credited to each entity providing a service in respect of that deal
3. Rankings are recorded in respect of South African:
   - Investment Advisers (includes Merchant & Investment Banks and others claiming this category)
   - Sponsors
   - Legal Advisers
   - Reporting Accountants
4. So as to achieve fairness, rankings are to be recorded in two fields
   - Deal Value US$
   - Deal Flow (number of deals)
5. All deals and transactions are dated for record purposes on the 1st announcement date (except for listings, for which the record date is the date of the actual listing)
6. M&A deals that are subsequently cancelled, withdrawn or which are deemed to have failed will nevertheless be included for ranking purposed and companies/units that have worked on these will be credited with them for ranking purposes provided they are able to demonstrate the work was undertaken and effected
7. Where advisers make use of other advisers (second advisers), and provided the work was undertaken and this can be verified, secondary advisers will be credited for ranking purposes
8. Schemes of arrangement, rights issues and share repurchases are valued for record purposes at the maximum number of shares and value that can be purchased or issued until such time as the results are announced
9. All deals and transactions are checked by **DealMakers**; any discrepancies that arise will be queried
10. Entities that claim involvement in a deal or transaction on which their name and/or company logo does not appear on the published announcement recording their specific role will be asked to provide confirmation from the principals regarding their role
11. All entities involved in deal-making and/or corporate finance transactions will be asked to sign off a summary document prepared by **DealMakers** to ensure that no clerical errors have occurred
12. DealMakers does not accept responsibility for any errors or omissions

income bracket ($5,000 –$10,000 GDP per capita annually). The real estate industry is responding to the rapid urbanisation and the need for modern real estate infrastructure for the retail sector. Although shopping mall stock is still low relative to other developed countries, it is increasing at a rate of 20% annually, driven mainly by Nairobi, Lagos, Cairo, and Casablanca.

While retail and real estate are showing positive growth, and the continent is in a strong position to industrialise, manufacturing still battles to take shape — its estimated share of global manufacturing remains a mere 1%.

However, manufacturing's share of GDP, particularly in SSA, has held steady at 10% – 15% over the past few years. Africa has a number of advantages when it comes to developing a successful manufacturing sector, including low labour costs, an abundance of natural resources and raw materials, and growing domestic markets. Once governments unblock barriers to growth in the sector, high growth rates will be a given.

The top industrial exporters include South Africa, Tunisia, Morocco, Egypt, Mauritius, and Algeria. Low-wage countries like Ethiopia, Kenya, Senegal, and Uganda have the potential to grow their manufacturing sectors by 6.6% annually between now and 2020, while diversified economies with more developed manufacturing sectors, like Egypt, Morocco, and South Africa, should achieve annual manufacturing growth of 4.3% over the next decade.

Africa's resources industry is also giving impetus to the urbanisation and development of certain towns and cities. The latest examples include Kitwe, Zambia's most populated city after Lusaka; smaller towns like Tete in Mozambique, which is in the centre of the fledgling coal mining industry; and Takoradi in Ghana, which has the nearest commercial port to Ghana's offshore oilfield.

Though cities are the highlight of the *Where to invest in Africa 2014/2015 survey*, some other points noted include:

- South Africa remains Africa's foremost investment destination and has, in fact, extended its lead despite a GDP revision that transformed Nigeria into Africa's largest economy.
- The top 10 most attractive investment destinations in Africa are South Africa, Nigeria, Ghana, Morocco, Tunisia, Egypt, Ethiopia, Algeria, Rwanda, and Tanzania.
- Egypt slipped three places while Libya completely dropped out of the top 10. Algeria re-enters the top 10 after a three-year break, while Rwanda enters the fold for the first time. ●

Ramkhelawan-Bhana and Fauconnier are Africa analysts at Rand Merchant Bank.

Developments in Africa's Competition Law

TAMARA DINI

Competition law developments in Africa continue to be closely monitored globally. Regional competition law took the spotlight in 2013, with the COMESA Competition Commission (the "CCC") commencing operations on January 14 2013. The CCC's initial year was not without serious challenges. In particular, the international business and legal community raised concerns about the merger filing thresholds being set at nil and the high filing fees payable for merger notifications to the CCC; certain regulators within the COMESA region itself have not accepted the CCC as a "one stop shop" for merger notifications; and the COMESA Competition Regulations (the "Regulations") are dated and unclear in many respects, making their interpretation and application problematic. Despite the large number of merger transactions that the Regulations purport to catch on the CCC's interpretation and with thresholds set at nil, during its first year of operation the CCC received only 11 merger notifications. The relatively low number of filings raises the question of whether merging parties are adopting a "wait and see" approach, given the lack of certainty and the various concerns raised, rather than submitting merger filings which are subject to potentially exorbitant filing fees.

Dini

However, the CCC has recognised many of the concerns raised over the last year and has entered into a Cooperation Agreement with the International Finance Corporation to engage a consultant to revised the merger provisions of the Regulations. Among the issues the consultant will be considering are the notification thresholds, merger filing fees, the scope of application of the Regulations as well as other areas of the regime in need of amendment. The consultant's proposals will be presented to the Council of Ministers (which sits annually) and the proposals are expected to be presented in the first quarter of the year. Significant developments to the COMESA regime are thus expected during 2014. The effectiveness of the changes to be introduced is likely to impact on the credibility of the regime going forward.

The CCC's focus thus far has been on mergers but the Regulations also deal with prohibited practices and consumer protection. These areas may become more important over time, provided that the CCC has a large enough staff complement to tackle these issues on a regional level.

The CCC's focus thus far has been on mergers but the Regulations also deal with prohibited practices and consumer protection. These areas may become more important over time, provided that the CCC has a large enough staff complement to tackle these issues on a regional level.

Currently the CCC comprises fewer than 20 officials and additional resources at the CCC would be required for the agency to enforce other areas of the Regulations.

Senior appointments at other competition agencies in Africa have also featured over 2013. In Tanzania, Dr Frederick Ringo was appointed Director-General of the Fair Competition Commission (the "FCC") for a period of 4 years, with effect from August 1 2013. Dr Ringo is a corporate lawyer with over 20 years' experience in a vast range of areas of corporate and commercial law, including banking and finance, tax, project finance, public-private partnerships, corporate restructuring, privatisation and insolvency, litigation and dispute resolution projects.

In South Africa, the Competition Commission (the "Commission") has seen a number of moves at a senior level. Competition Commissioner Shan Ramburuth resigned towards the end of October 2013 and former Deputy Commissioner, Tembinkosi Bonakele, was appointed as Acting Commissioner for a period of six months. In December 2013, Manager of Mergers, Ibrahim Bah, resigned and is yet to be replaced. The Commission announced the appointment of three new senior officials with effect from January 1 2014. Liberty Mncube was appointed as Chief Economist and Manager of the Policy and Research division, Junior Khumalo as Divisional Manager of Enforcement and Exemptions and Thomas Kgokolo as Chief Financial Officer. Clint Oellermann, former Manager of Enforcement and Exemptions, moved to the Commissioner's Office as manager responsible for strategy, monitoring and evaluations as well as strategic relations. Tembinkosi Bonakele, acting Competition Commissioner, welcomed the new members of the Commission's Executive Committee, saying that he was confident that they would provide the necessary leadership to their divisions. The Commission has featured a high staff turnover for a number of years and previously the Public Protector's office was also asked to investigate alleged maladministration, financial mismanagement and victimisation. It is hoped that the appointment of new members of management, will present strong leadership at the agency, will contribute to staff retention and the agency's institutional memory.

A task team comprising members of the public and private sectors has been established to design the framework for the Competition Regulatory Authority. The task team plans to meet with other competition authorities, including the South African competition authorities, in this

Other African competition law regimes continue to develop and increase their activities. For a relatively new regime, Botswana's Competition Authority (which was established in 2010) has been active. The Competition Authority issued 19 merger decisions in 2013. Investigations of prohibited practices are also underway and the Competition Authority has published a guideline on the imposition of penalties. While Botswana does not yet have a leniency policy in place, Thula Kaira, CEO of the Competition Authority, indicated in 2012 that the Competition Authority would, in principle, use the SADC Guidance Note on Leniency Programs and in 2013 a draft corporate leniency policy was prepared. Once the corporate leniency policy is adopted, an increase in cartel detection and investigations in Botswana is likely.

Mozambique joined the ranks of African countries with competition law in 2013, introducing competition legislation with effect from July 2013. However, the Competition Regulatory Authority required to enforce the new law has not yet been established. A task team comprising members of the public and private sectors has been established to design the framework for the Competition Regulatory Authority. The task team plans to meet with other competition authorities, including the South African competition authorities, in this regard.

There remain many challenges for African competition law in the years to come. Many regulators face staff shortages, budget constraints and low institutional support. For businesses, competition law in Africa often presents uncertainties and a lack of harmony between the many regimes – some jurisdictions have merger control regimes and others do not; some have effectively enforced legislation, while others lack any meaningful enforcement; some have cumbersome procedural requirements and extensive time periods for authorities' actions, while others tend to be more efficient.

The strengthening of competition law institutions through regulators' cooperation and achieving a degree of convergence through the application of international best practices would certainly promote effectiveness and efficiency to the benefit of agencies themselves and business. A level of agency cooperation and convergence would improve enforcement and know-how at a national level. It would also lead to more predictability, which would assist businesses active in Africa. •

Dini is a director with Bowman Gilfillan Africa

TRANSACTION ACTIVITY IN AFRICA (excl SA)

RANKING THE TOMBSTONE PARTIES Q1 – Q3 2014

INVESTMENT ADVISERS*

RANKINGS BY VALUE

No	Company	Values $'m	Market Share %
1	FTI Consulting	2,643	15.51%
2	UBS	2,643	15.51%
3	RBC Capital Markets	2,037	11.96%
4	MCB Capital Markets	1,672	9.82%
	PricewaterhouseCoopers	1,672	9.82%
6	Standard Bank Group	983	5.77%
7	Goldman Sachs	807	4.74%
8	FirstEnergy Capital Corp	697	4.09%
	Scotiabank	697	4.09%
10	BNP Paribas	661	3.88%
11	Citigroup Global Markets	533	3.13%
	Renaissance Securities	533	3.13%
13	Macquarie	420	2.47%
14	Meristem Securities	300	1.76%
15	CIBC World Markets plc	124	0.73%
16	Rand Merchant Bank	94	0.55%
17	BDO & Co	70	0.41%
	Fidelity Securities	70	0.41%
	IC Securities	70	0.41%
20	Investec Bank	63	0.37%
21	M&S Capital Partners	46	0.27%
22	Liquid Africa	30	0.18%
23	Barclays	28	0.16%
	Imara Corporate Finance	28	0.16%
25	Capital Trust	20	0.12%
	Cenkos Securities	20	0.12%
	Finesse Advisory Services	20	0.12%
	KPMG	20	0.12%
29	Beaumont Cornish	12	0.07%
30	Cairn Merchant Partners	6	0.03%
	GMP Securities	6	0.03%
32	Java Capital	5	0.03%
33	Fax-Davies Capital	3	0.01%
34	Horizon Africa Capital	2	0.01%
35	C&A Law	1	0.00%
36	Afrasia Corporate Finance	undisclosed	n/a
37	CI Capital Investment Banking	undisclosed	n/a
38	Ernst & Young	undisclosed	n/a

RANKINGS BY FLOW (ACTIVITY)

No	Company	No of deals	Market Share %	Values $'m
1	Standard Bank Group	12	18.75%	983
2	RBC Capital Markets	4	6.25%	2,037
3	BNP Paribas	3	4.69%	661
4	Renaissance Securities	2	3.13%	533
	Citigroup Global Markets	2	3.13%	533
	Rand Merchant Bank	2	3.13%	94
	Fidelity Securities	2	3.13%	70
	IC Securities	2	3.13%	70
	BDO & Co	2	3.13%	70
	Liquid Africa	2	3.13%	30
	Imara Corporate Finance	2	3.13%	28
	Beaumont Cornish	2	3.13%	12
	Java Capital	2	3.13%	5
14	FTI Consulting	1	1.56%	2,643
	UBS	1	1.56%	2,643
	MCB Capital Markets	1	1.56%	1,672
	PricewaterhouseCoopers	1	1.56%	1,672
	Goldman Sachs	1	1.56%	807
	FirstEnergy Capital Corp	1	1.56%	697
	Scotiabank	1	1.56%	697
	Macquarie	1	1.56%	420
	Meristem Securities	1	1.56%	300
	CIBC World Markets plc	1	1.56%	124
	M&S Capital Partners	1	1.56%	46
	Barclays	1	1.56%	28
	Cenkos Securities	1	1.56%	20
	Finesse Advisory Services	1	1.56%	20
	KPMG	1	1.56%	20
	Capital Trust	1	1.56%	20
	GMP Securities	1	1.56%	6
	Cairn Merchant Partners	1	1.56%	6
	Fax-Davies Capital	1	1.56%	3
	Horizon Africa Capital	1	1.56%	2
	C&A Law	1	1.56%	1
	Afrasia Corporate Finance	1	1.56%	0
	CI Capital Investment Banking	1	1.56%	0
	Ernst & Young	1	1.56%	0
	Investec Bank	1	1.56%	63

SPONSORS

RANKINGS BY VALUE

No	Company	Values $'m	Market Share %
1	Barclays	807	57.15%
2	UBS	218	15.43%
3	Rand Merchant Bank	80	5.66%
4	Stockbrokers Zambia	70	4.96%
5	Anglo-Mauritius Stockbrokers	46	3.28%
6	Merrill Lynch	28	1.96%
7	Cenkos Securities	20	1.42%
	IJG Securities	20	1.42%
	Imara Edwards Securities	20	1.42%
	Sasfin Capital	20	1.42%
11	PSG Capital	19	1.36%
12	JPMorgan	18	1.27%
13	Shore Capital Stockbrokers	12	0.84%
14	Macquarie	10	0.71%
	Standard Bank Group	10	0.70%
16	Deutsche Securities	9	0.63%
17	Java Capital	5	0.33%
18	Intercontinental Trust	1	0.05%

RANKINGS BY FLOW (ACTIVITY)

No	Company	No of deals	Market Share %	Values $'m
1	Rand Merchant Bank	3	10.71%	80
2	UBS	2	7.14%	218
	Merrill Lynch	2	7.14%	28
	Sasfin Capital	2	7.14%	20
	IJG Securities	2	7.14%	20
	PSG Capital	2	7.14%	19
	Shore Capital Stockbrokers	2	7.14%	12
	Macquarie	2	7.14%	10
	Standard Bank Group	2	7.14%	10
10	Barclays	1	3.57%	807
	Stockbrokers Zambia	1	3.57%	70
	Anglo-Mauritius Stockbrokers	1	3.57%	46
	Cenkos Securities	1	3.57%	20
	Imara Edwards Securities	1	3.57%	20
	JPMorgan	1	3.57%	18
	Deutsche Securities	1	3.57%	9
	Java Capital	1	3.57%	5
	Intercontinental Trust	1	3.57%	1

* Investment Advisers incorporate Merchant & Investment Banks and others claiming this category

TRANSACTION ACTIVITY IN AFRICA (excl SA)

RANKING THE TOMBSTONE PARTIES Q1 – Q3 2014

LEGAL ADVISERS

RANKINGS BY VALUE

No	Company	Values $'m	Market Share %
1	Shearman & Sterling	2,643	13.94%
2	CMS Bureau Francis Lefebvre Algiers	2,643	13.94%
3	Akin Gump Strauss Hauer & Feld	2,643	13.94%
4	ENSafrica	1,881	9.92%
5	Bernard d'Hotman de Villiers	1,738	9.17%
	Jean-Pierre Montocchio	1,738	9.17%
7	Stikeman Elliott	1,504	7.93%
8	Webber Wentzel	1,503	7.93%
9	McCarthy Tetrault LLP	807	4.26%
	Torys LLP	807	4.26%
11	Blake Cassels & Graydon	697	3.68%
12	Cliffe Dekker Hofmeyr	72	0.38%
13	Chibesakunda & Company	70	0.37%
14	Thierry Chellen	46	0.24%
15	Bentsi-Enchill, Letsa & Ankomah	35	0.18%
	Reindorf Chambers	35	0.18%
	Werksmans	35	0.18%
18	Norton Rose Fulbright	21	0.11%
19	Atherstone & Cook	20	0.11%
20	Beadle Raven	6	0.03%
	Cassels Brock & Blackwell	6	0.03%
22	André Robert	4	0.02%
23	Baker & McKenzie	1	0.01%
	C&A Law	1	0.00%
25	Allen & Overy	undisclosed	n/a
	Simmons & Simmons	undisclosed	n/a
	Stephenson Harwood	undisclosed	n/a

RANKINGS BY FLOW (ACTIVITY)

No	Company	No of deals	Market Share %	Values $'m
1	Webber Wentzel	7	15.56%	1,503
2	ENSafrica	5	11.11%	1,881
3	Cliffe Dekker Hofmeyr	3	6.67%	72
	Werksmans	3	6.67%	35
5	Jean-Pierre Montocchio	2	4.44%	1,738
	Bernard d'Hotman de Villiers	2	4.44%	1,738
	Stikeman Elliott	2	4.44%	1,504
	Norton Rose Fulbright	2	4.44%	21
9	Shearman & Sterling	1	2.22%	2,643
	CMS Bureau Francis Lefebvre Algiers	1	2.22%	2,643
	Akin Gump Strauss Hauer & Feld	1	2.22%	2,643
	Torys LLP	1	2.22%	807
	McCarthy Tetrault LLP	1	2.22%	807
	Blake Cassels & Graydon	1	2.22%	697
	Chibesakunda & Company	1	2.22%	70
	Thierry Chellen	1	2.22%	46
	Bentsi-Enchill, Letsa & Ankomah	1	2.22%	35
	Reindorf Chambers	1	2.22%	35
	Atherstone & Cook	1	2.22%	20
	Beadle Raven	1	2.22%	6
	Cassels Brock & Blackwell	1	2.22%	6
	André Robert	1	2.22%	4
	Baker & McKenzie	1	2.22%	1
	C&A Law	1	2.22%	1
	Stephenson Harwood	1	2.22%	0
	Allen & Overy	1	2.22%	0
	Simmons & Simmons	1	2.22%	0

REPORTING ACCOUNTANTS

No	Company	Values $'m	Market Share %
1	BDO	1,804	95.22%
2	PricewaterhouseCoopers	90	4.75%
3	Mazars	1	0.03%

No	Company	No of deals	Market Share %	Values $'m
1	BDO	4	57.14%	1,804
2	PricewaterhouseCoopers	2	28.57%	90
3	Mazars	1	14.29%	1

AFRICA RANKINGS

- For a transaction to qualify for the Africa tables and rankings, one of the parties or the asset has to be based in an African country other than SA.
- The Africa tables include all transactions, from mergers and acquisitions to listings and project financing.
- Proof of the firm's involvement must be provided to claim the deal.
- As many global organisations operate under specific names in certain countries, we have grouped each company under the global brand name and not under the country specific name.
- All transaction values have been converted into US$ (using the exchange rate at th date of announcement) for ranking purposes.

Should you wish to submit your firm's advisory transactions within Africa, please contact Vanessa on reception@gleason.co.za.

DEALMAKERS AFRICA Q1 – Q3 2014 (excl SA)

TRANSACTION TYPE	DETAILS	INVESTMENT ADVISER	SPONSOR	ATTORNEY/ LEGAL ADVISER	REPORTING ACCOUNTANT	ESTIMATED DEAL VALUE	ANNOUNCEMENT DATE
		TOMBSTONE PARTIES					
Africa							
Funding of	I H S Holdings : combination of equity and debt funding for continued African expansion	Macquarie				$420m equity + $70m debt	Mar 3
Acquisition by	Atlas Mara Co-Nvest of BancABC and ADC African Development Corporation					$265m	Mar 31
Acquisition by	Credit Services Holdings (Actis and management) of Compuscan			Webber Wentzel		undisclosed	Apr 24
Acquisition by	Helios Towers Africa from Bharti Airtel of 3 100 towers across four African countries					undisclosed	Jul 9
Capital Raising	Helios Towers Africa : Existing shareholders and new shareholders					$630m	Jul 10
Disposal by	Sun International to Minor Internatinal Public Company (MINT) of stakes (existing shares and operating management agreements) in the African assets (Botswana, Namibia, Lesotho, Swaziland and Zambia)	Investec Bank	Rand Merchant Bank (SA)	Cliffe Dekker Hofmeyr		R664m	Aug 18
Acquisition by	Eaton Towers from Bharti Airtel of 3 500 towers across six African countries					undisclosed	Sep 8
Algeria							
Acquisition by	PPC from major shareholders of a 49% stake in Hdna Cement Company		Merrill Lynch (SA)			undisclosed	Feb 10
Acquisition by	Emerging Capital Partners of a 33% stake in Atlas Bollting Corporation					undisclosed	Mar 14
Acquisition by	Fonds National d'Investissement from VimpelCom and Global Telecom of a 51% interest in Orascom Telecom Algérie SpA	FTI Consulting; UBS		Shearman & Sterling; CMS Bureau Francis Lefebvre Algiers; Akin Gump Strauss Hauer & Feld		$2,643bn	Apr 18
Angola							
Acquisition by	Genel Energy and White Rose Energy ventures JV of a 15% working interest in Block 38 offshore from China Sonangol					$59m	Apr 3
Acquisition by	Genel Energy and White Rose Energy ventures JV of a 15% working interest in Block 38 offshore from Statoil Angola Block 39					$222m	Apr 3
Disposal by	Abraaj Group of it's stake in Fibrex					undisclosed	Aug 3
Acquisition by	Vital Capital Fund of a stake in the Luanda Medical Centre					$16,6m	Sep 24
Acquisition by	VDM of a 65% participating interest in the Cachoeiras do Bingo copper exploration project					$4,875m plus 650m VDM shares	Sep 29
Botswana							
Acquisition by	Sanlam of an additional 3% stake in Botswana Insurance		Deutsche Securities (SA)			R95m	Mar 6
Acquisition by	Vector Logistics (RCL Foods) of a 49% stake in Senn Foods Logistics		Rand Merchant Bank			R79,9m	Mar 7
Acquisition by	Business Connexion from the Tolaram Group of Ultimate Solutions Botswana			Webber Wentzel		not publicly disclosed	Mar 12
Burkina Faso							
Acquisition by	Komet Resources from Stremco SA of the Guiro and Diouga gold mines					$600 000 + CAD$2, 8m in liabilities + 3m Komet shares	May 28
Cameroon							
Acquisition by	Fugro of the Geofor Group			Simmons & Simmons		undisclosed	Jul 1
Chad							
Acquisition by	Glencore Xstrata of Caracal Energy	Goldman Sachs; RBC Capital Markets	Absa/Barclays	Stikeman Elliott; Torys LLP; McCarthy Tetrault LLP		$807,04m	Apr 14
Cote d'Ivoire							
Investment by	Fonds Cauris Croissance II in Cipharm					undisclosed	May 1
Acquisition by	Royal FrieslanCampina from Olam International of their dairy business and production facility in Cote d'Ivoire					undisclosed	Sep 1

DEALMAKERS AFRICA Q1 – Q3 2014 (excl SA)

TRANSACTION TYPE	DETAILS	INVESTMENT ADVISER	SPONSOR	ATTORNEY/ LEGAL ADVISER	REPORTING ACCOUNTANT	ESTIMATED DEAL VALUE	ANNOUNCEMENT DATE
		TOMBSTONE PARTIES					
DRC							
Investment by	XSML in Inzia					undisclosed	Jan 23
Investment by	IFC in Terra	Liquid Africa				$18m	Jul
Acquisition by	Tiger Resources of the remaining 40% stake in Société d'Exploitation de Kipoi SA (owner of the Kipoi Copper Project)					$111m	Aug 28
Acquisition by	Armadale Capital from Tremont Master (77%) and minority shareholders of a 100% of Kisenge					$520 000	Sep 1
Egypt							
Acquisition by	Sea Dragon Energy of an equity interest in the South Ramadan Concession					undisclosed	Jan 2
Acquisition by	Abraaj Group (through Creed Healthcare) of 41.98% of Cairo Medical Centre					EGP75 per share	Feb 23
Acquisition by	Abraaj Group (through Huxley Holdings) of Cairo for Investment and Real Estate Development					EGP20.5 per share	Feb 23
Merger of	Caracal Energy and Transglobe Energy Corp	RBC Capital Markets; FirstEnergy Capital Corp; Scotiabank		Stikeman Elliott; Blake Cassels & Graydon		$696,9m	Mar 15
Disposal by	Actis on the open market of a 2.6% stake in Commercial International Bank					$117m	Apr 1
Acquisition by	Al-Tayyar Travel Group of a 70% stake in Hanouf Tourism and Services Co and it's subsidiary companies					SAR40,95m	Apr 1
Acquisition by	Ripplewood of a 2.3% stake in Palm Hills					undisclosed	May 7
Disposal by	Qalaa (Citadel Capital) and minorites of 100% of Sphinx Glass (73.3%:26.7%) to Construction Products					$114,2m	May 13
Disposal by	Actis to Fairfax Financial of its remaining 6.5% stake in Commercial International Bank	CI Capital Investment Banking				undisclosed	May 19
Acquisition by	KKR of a stake in Afriflora					undisclosed	Jun 5
Acquisition by	Consortium led by Beltone Financial and Naguib Sawiris of 54,4m EFG Hermes shares @ EGP16.00 per share					EGP870,4m	Jun 9
Acquisition by	Giza Systems of an 80% majority stake in VAS Integrated Solutions from Bull Group					undisclosed	Jul 15
Ethiopia							
Acquisition by	East Africa Metals of Tigray Resources	GMP Securities; Cairn Merchant Partners		Beadle Raven; Cassels Brock & Blackwell		CAN$6m	Feb 24
Investment by	Acumen in Mekelle Farms, through majority shareholder AGFlow Ventures					undisclosed	Mar 14
Acquisition by	Asian Paints of a 51% stake in Kadisco Chemical Industry					undisclosed	Apr 14
Acquisition by	Premier African Minerals of Mandalore Development (which holds a 30% stake in the Danakil Potash Project) from AgriMinco - Exercise of option	Beaumont Cornish	Shore Capital Stockbrokers			CAD$4,3m	May 15
Acquisition by	Circum Minerals (which holds 70% of the Danakil Potash Project) of Mandalore Development (which holds a 30% stake in the Danakil Potash Project) from Premier African Minerals - Exercise of option	Beaumont Cornish	Shore Capital Stockbrokers			$7,9m	May 15
Acquisition by	KEFI Minerals of the remaining 25% stake in KEFI Minerals (Ethiopia) from Nyota Minerals	Fax-Davies Capital				₤1,5m	Jun 11
Acquisition by	Sheba Investment of an additional 38% stake in National Tobacco Enterprises S.C from the government					1,25bn Br	Jun 22
Acquisition by	Montero Mining and Exploration from Hulager General Import and Export on up to an 80% interest in the Moyale Graphite Project					$11,5m	Aug 26
Gabon							
Joint Venture	Societe Equatoriale de Mines and Navodaya Trading : GMFA (Gabon Manganese & Ferro Alloys) - exploratory works and development of the managnese deposit in Okondja, Haut-Ogooue					undisclosed	Jun 27

TRANSACTION TYPE	DETAILS	INVESTMENT ADVISER	SPONSOR	ATTORNEY/ LEGAL ADVISER	REPORTING ACCOUNTANT	ESTIMATED DEAL VALUE	ANNOUNCEMENT DATE
		TOMBSTONE PARTIES					
Gambia							
Acquisition by	Verdant Zeal Marketing Communications of a 70% stake in Mofix - to be renamed Verdant Zeal Marketing Communications Gambia					undisclosed	Feb 4
Ghana							
Acquisition by	Leapfrog Investments of a stake in Petra Trust					undisclosed	Jan 15
Acquisition by	Verdant Zeal Marketing Communications of a 60% stake in Brands and Products - to be renamed Verdant Zeal Marketing Communications Ghana					undisclosed	Feb 4
Acquisition by	Amethis Finance and ERES of a minority stake in Fidelity Bank Ghana	Fidelity Securities; IC Securities				$35m	Feb 26
Acquisition by	Kagiso Tiso of a minority equity stake and pref shares in Fidelity Bank Ghana	Fidelity Securities; IC Securities		Bentsi-Enchill, Letsa & Ankomah; Reindorf Chambers		$35m	Feb 26
Investment by	Duet Consumer West Africa in Shop N Save and GNFoods					$50m	Mar 13
Acquisition by	Pinecrest Resources from Edgewater Exploration of its 100% stake in Cape Coast Resources which holds a 51% interest in the Enchi Gold Project					C$150 000 plus 40% of Pinecrest share cap (C$1,2m)	May 22
Acquisition by	Pinecrest Resources from Red Back Mining Ghana of a 49% interest in the Enchi Gold Project					19.9%% of Pinecrest share cap (C$1,2m)	May 22
Investment by	The West Africa Emerging Markets Growth Fund in Leasafric Ghana					$5m	Jul 1
Acquisition by	Common Interest Communities of BSY Hostels					undisclosed	Jul 21
Disposal by	Synergy Capital of its investment in Ridge Energy					undisclosed	Aug 29
Acquisition by	Fidelity Bank Ghana of 100% of ProCredit Savings and Loans Company from ProCredit and DOEN Foundation					undisclosed	Sep 2
Guinea							
Acquisition by	Sovereign Mines of Africa of an additional 15% in Sovereign Mines of Guinea (total stake now 75%), following the capitalization of an inter-company loan of £2,8m					£2,8m	Jan 21
Investment by	Ecobank and Orabank in Hotel Kaloum	Liquid Africa				$12m	Aug
Kenya							
Acquisition by	Actis of a 36% stake in AutoXpress			Webber Wentzel		undisclosed	Feb 3
Acquisition by	City Lodge Hotels from the Sziapak and Abbema families of the remaining 50% stake in Fairview Hotel (Fairview Hotel and Country Lodge)		JPMorgan (SA)	ENSafrica		$18m	Feb 4
Acquisition by	Acumen of an equity stake in Miliki Afya					$600 000	Feb 10
Investment by	Agri-Vie in Kariki Group					$5m	Feb 12
Acquisition by	Metropolitan International (MMI) of a significant majority stake in Cannon Assurance		Merrill Lynch (SA)			R300m	Feb 24
Acquisition by	TransCentury of all the shares in Cable Holdings held by Aureos East Africa Fund					share swop	Feb 26
Acquisition by	Pearl Capital Partners of a minority stake in Eldoville Dairies	Horizon Africa Capital				KES200m	Mar 3
Disposal by	TransCentury subsidiary Safari Rail to Africa Railways (subsidiary of Citadel Capital), of an additional 34% stake in Rift Valley Railways			Stephenson Harwood		undisclosed	Apr 1
Acquisition by	Frontier Services (DVN) of Phoenix Aviation					$14m	Apr 1
Acquisition by	Times Media Group from founding shareholders of a 49% stake in Radio Africa, Kenya		PSG Capital			R195m	Apr 10
Acquisition by	One Africa Media of a minority stake in buyrentkenya.com					undisclosed	May 12
Disposal by	Fastjet to Don Smith of its holding in Fly 540 Kenya					undisclosed	Jun 25

TRANSACTION TYPE	DETAILS	INVESTMENT ADVISER	SPONSOR	ATTORNEY/ LEGAL ADVISER	REPORTING ACCOUNTANT	ESTIMATED DEAL VALUE	ANNOUNCEMENT DATE
Kenya (continued)							
Acquisition by	British-American Investments Company (Kenya) of 57,27m Housing Company of Kenya shares from Equity Bank	Stanbic Bank				KES2,45bn	Jun 30
Acquisition by	Danone of a 40% stake in Brookside Dairy					undisclosed	Jul 18
Acquisition by	Distell of 26% stake in Kenya Wine Agencies East Africa	Standard Bank	Rand Merchant Bank; Standard Bank	Cliffe Dekker Hofmeyr		R105m	Jul 21
Disposal by	Essar Global Fund to Safaricom and Airtel Networks Kenya (Bharti Airtel) of Essar Telecom Kenya. Safaricom to acquire the network, IT and office infrastructure and Airtel will acquire the company's subscribers					$120m	Aug 30
Acquisition by	Interswitch Transnational of a majority stake in Paynet Kenya					undisclosed	Sep 18
Lesotho							
Acquisition by	Koninklijke Philips from CEF of a 33.14% stake in Philips Lighting Maseru			Baker & McKenzie		not publicly disclosed	not announced Q2
Madagascar							
Merger of	Bowman Gilfillan Africa and John W Ffooks : John W Ffooks a member of the Bowman Gilfillan Africa Group					undisclosed	Feb 3
Acquisition by	OMV of a 35% participating interest in two onshore blocks from Tullow Oil					undisclosed	Apr 30
Malawi							
Acquisition by	Gillanders Arbuthnot of Group Development (along with its three tea and macedamia selling subsidiaries)					undisclosed	Feb 19
Acquisition by	Cambria Africa of 100% of Chemicals & Marketing Company					5.5m Cambria shares (£295 900)	May 27
Mali							
Disposal by	Gold Fields to Hummingbird Resources of the Yanfolila project in Mali (in exchange for a 26% stake in Hummingbird)					$20m	Jun 12
Mauritius							
Acquisition by	Compagnie des Magasins Populaires through 2 subsidiaries (CMPL (Bagatelle) and CMPL (Cascavelle)) of the stock, plant and equipment of Red Apple (Bagatelle) and Red Apple (Cascavelle)	BDO & Co		André Robert		MUR127m	Jan 15
Listing of	Cargohub Capital : 1 128 000 shares @ EUR30.00 per share	M&S Capital Partners	Anglo-Mauritius Stockbrokers	Thierry Chellen	BDO & Co	€33,84m	Jan 23
Private Placement	CIEL Limited : 344 827 586 shares @ MUR5.80 per share	BDO & Co		ENSmauritius; me Jean-Pierre Montocchio, ME Bernard d'Hotman de Villiers	BDO & Co	MUR2bn	Mar 13
Listing of	Atlantic Leaf Properties : 2 000 000 new shares were placed with invited investors and on March 25, 2 001 000 shares began trading on the Stock Exchange of Mauritius	C&A Law; Java Capital	Intercontinental Trust	C&A Law	Mazars	MUR20m	Mar 25
Bonds	State Bank of Mauritius : issue of listing of Class A 1 Series Floating Interest Rate Senior Unsecured Bonds, due 2024					MUR1,5bn	Mar 25
Acquisition by	CIEL of GML Investissement's 10% participation in Sun Resorts (total stake increased to 39.32%)					MUR41 per share	Mar 25
Acquisition by	CIEL : Mandatory offer to Sun Resorts shareholders @ MUR41.00 per share					to be advised	Mar 25
Acquisition by	DPI International (Distribution and Warehousing Network) from Aureos Southern Africa Fund of a stake in Plastic Investment International			Werksmans		$2,3m	not announced Q1
Listing of	MCB Group : 237 835 837 shares @ MUR215	MCB Capital Markets; PricewaterhouseCoopers		ENSmauritius; Jean-Pierre Montocchio; Bernard d'Hotman de Villiers	BDO & Co	MUR51bn	Apr 3
Private Placement	Rockcastle Global Real Estate : 3 269 700 new shares @ $1.41 per share	Java Capital	Java Capital			$4,6m	May 15
Acquisition by	Adenia Partners of a majority stake Mauvilac from the Maurel family and other shareholders					undisclosed	Sep 29

DEALMAKERS AFRICA Q1 – Q3 2014 (excl SA)

TRANSACTION TYPE	DETAILS	INVESTMENT ADVISER	SPONSOR	ATTORNEY/ LEGAL ADVISER	REPORTING ACCOUNTANT	ESTIMATED DEAL VALUE	ANNOUNCEMENT DATE
		TOMBSTONE PARTIES					
Morrocco							
Acquisition by	Abraaj Group of a stake in Kool Food					undisclosed	Apr 16
Acquisition by	African Development Partners II of an equity stake in Université Privée de Marrakech	Capital Trust				$20m	May 14
Acquisition by	Zahid Group of a 30% stake in Total Maroc					undisclosed	May 18
Mozambique							
Acquisition by	Investec Asset Management and The Carlyle Group of an undiscolsed stake in J&J					undisclosed	Jan 24
Acquisition by	Ecobank Transnational of a 96% stake in Banco ProCredit Mozambique from ProCredit and DOEN Fountain					undisclosed	Feb 25
Disposal by	RRL Grindrod Locomotives (Grindrod) to GPR Leasing Africa of locomotives			Webber Wentzel		not publicly disclosed	not announced Q1
Acquisition by	Green Resources of Global Solidarity Forest Fund					$105m	May 2
Acquisition by	Athlone Investments of a 75% stake in Vaninga & Investimentos					undisclosed	Jun 23
Disposal by	Rio Tinto to International Coal Ventures of Rio Tinto Coal Mozambique					$50m	Jul 30
Acquisition by	Rubicon Resources of a 60% stake in PacMoz, with a call option over the remaining 40%					$50 000 plus 30m ordinary shares plus 60m prefs	Sep 24
Namibia							
Acquisition by	Torre Industrial from Beech of a 51% stake in Power Parts (Namibia)	Afrasia Corporate Finance	PSG Capital			not publicly disclosed	Jan 13
Acquisition by	Trustco from Philco Twenty Two of Elisenheim Property Development Company		Sasfin Capital; IJG Securities		BDO	N$220m	Jan 23
Disposal by	AngloGold Ashanti to QKR Corporation of AngloGold Ashanti Namibia (Navachab Gold Mine)	Standard Bank; CIBC World Markets plc	UBS (SA)	ENSafrica; Webber Wentzel		$124,2m	Feb 10
Acquisition by	SAB [Namibia] (SABMiller) of Castle Brewing Namibia			Werksmans		not publicly disclosed	Mar 31
Acquisition by	Shakespeare Masiza of a stake in Erundu Stevedoring			ENSafrica		NAD2,6m	not announced Q1
Acquisition by	CA Sales of A Wutow Trading Company			Cliffe Dekker Hofmeyr		undisclosed	not announced Q1
Acquisition by	Trustco from major shareholers of FIDES Bank Namibia		Sasfin Capital; IJG Securities			undisclosed	May 22
Acquisition by	PSG Private Equity of a 50% stake in Entrepo					undisclosed	Jun 24
Nigeria							
Capital reduction	Cadbury Nigeria : issued shares reduced by 1 252 172 198 shares @ N9.50 Kobo per share	Stanbic IBTC Capital				N11,9bn	Jan 3
Acquisition by	Oando Energy Resources (Oando plc) from an investor of a 5% stake in OML 131		Macquarie First South Capital			$5m	Jan 30
Acquisition by	FBN Life Assurance of a 71.2% stake in Oasis Insurance					undisclosed	Feb 17
Acquisition by	Imperial of a 53% stake in Ecohealth	Rand Merchant Bank				$74m	Feb 26
Acquisition by	Business Connexion from the Tolaram Group of Panabiz Nigeria			Webber Wentzel		not publicly disclosed	Mar 4
Acquisition by	Fusion Capital of a 45% equity stake in GAL Baking Services					undisclosed	Mar 14
Acquisition by	Fusion Capital of a 25% stake in REMU Microfinance Bank					undisclosed	Mar 25
IPO	Seplat Petroleum : 143 284 130 new shares @ 210p for shares traded on LSE and NGN576 for share traded on the NSE	Standard Bank;BNP Paribas; Renaissance Securities; Citigroup Global Markets; RBC Capital Markets				$500m	Apr 14
Over-allotment option	Seplat Petroleum : 10 026 183 new shares @ 210p for shares traded on LSE and NGN576 for share traded on the NSE	Standard Bank;BNP Paribas; Renaissance Securities; Citigroup Global Markets; RBC Capital Markets				£20m	Apr 14

TRANSACTION TYPE	DETAILS	INVESTMENT ADVISER	SPONSOR	ATTORNEY/ LEGAL ADVISER	REPORTING ACCOUNTANT	ESTIMATED DEAL VALUE	ANNOUNCEMENT DATE
Nigeria (continued)							
Acquisition by	Lekoil Oil and Gas Investments of a 40% participating and economic interest in the Otakikpo Marginal Field from Green Energy International					$11m	May 20
Acquisition by	Helios Investment Partners of a minority stake in ARM Pension Managers PFA	Ernst & Young				undisclosed	Jun 2
Merger of	Lafarge Wapco and Lafarge's SA operations			Webber Wentzel		$1,35bn	Jun 5
Investment by	African Capital Alliance in Gas Train					undisclosed	Jun 9
Acquisition by	Tingo Mobile of a majority stake (51%) in Mass Telecom Innovation Nigeria					NGN4bn	Jun 10
Acquisition by	Swift Oil of a 51% stake in the Amtsogo/Amoji/Igbolo marginal fields located in OML 56 in the North-West Niger Delta, from Chorus Energy					undisclosed	Jun 17
Joint Venture	Nutreco and Durante : Skretting Nigeria (60/40)					undisclosed	Jun 17
Acquisition by	Fusion Capital of a 40% equity stake in Xtra Publishing					undisclosed	Jul 10
Acquisition by	Oando Energy Resources (Oando plc) from an investor of Medal Oil		Macquarie First South Capital			$5m	Jul 14
Disposal by	Etisalat Nigeria to HIS of its 2 136 towers	Stanbic IBTC Capital				undisclosed	Aug 7
Acquisition by	Wester Ord Oil & Gas (Eland Oil & Gas) of a 40% participating interest in the Ubima Field from Allgrace Energy					undisclosed	Aug 15
Acquisition by	Kunoch of Actis DB (holder of Actis's stake in Diamond Bank) from Actis LLP and CDC Group					undisclosed	Aug 22
Investment by	African Capital Alliance in online travel agency, Wakanow					undisclosed	Aug 29
Disposal by	MTN to HIS of tower portfolios in Nigeria					undisclosed	Sep 4
Acquisition by	Atlas Mara Co-Nvest of a 20.89% stake in Union Bank of Nigeria from Asset Management Corporation of Nigeria. Total stake now 29.94%					$270m	Sep 8
Acquisition by	Investment Corporation of Dubai of a minority stake in Dangote Cement from Dangote Industries	Meristem Securities				$300m	Sep 9
Acquisition by	Consol Glass of a 51% stake in Glass Force	Standard Bank; Stanbic IBTC Capital				undisclosed	not announced Q3
Republic of Congo							
Investment by	XSML in Quickprint					undisclosed	May 20
Acquisition by	AusAmerican Mining of a 77.58% interest in Shenglong International Investment from Mr Zou De Lin					$103,44m	Sep 5
Rwanda							
Investment by	Acumen in KZ Noir (convertible debt)					$1,2m	Jan 30
Acquisition by	Atlas Mara Co-Nvest of the Government of Rwanda's 77% stake in the commercial arm of the Development Bank of Rwanda	Stanbic Bank		Allen & Overy		undisclosed	May 23
Acquisition by	Millicom from African Development Corporation of an 88% stake in Rswitch					undisclosed	Jun 11
Acquisition by	Saham Finances SA of a 66% stake in Corar-AG					undisclosed	Jun 13
Acquisition by	ARM Cement of the remaining 65% interest not already held in Kigali Cement					undisclosed	Jul 3
Sudan							
Disposal by	Citadel Capital of its 66.12% in Sudanese Egyptian Bank to Islamic Solidarity Bank of Sudan					$22m	Apr 27
Swaziland							
Acquisition by	Premier Foods of Ngwane Mills					R100m	Feb 11
Acquisition by	Distribution and Warehousing Network from GI Adamson of shares in Exipro			Werksmans		R5m	Feb 18
Disposal by	Sappi to Montigny Investments of Usutu Forest Products		UBS (SA)			R1bn	Jul 16

DEALMAKERS AFRICA Q1 – Q3 2014 (excl SA)

TRANSACTION TYPE	DETAILS	INVESTMENT ADVISER	SPONSOR	ATTORNEY/ LEGAL ADVISER	REPORTING ACCOUNTANT	ESTIMATED DEAL VALUE	ANNOUNCEMENT DATE
		TOMBSTONE PARTIES					
Tanzania							
Acquisition by	Catalyst Principal Partners of a majority stake in heavy equipment rental and logistics firm, EFFCO					undisclosed	Feb 26
Acquisition by	Liontown Resources of an option to acquire Ibaga and Ibaga North					$1,25m	May 16
Investment by	AgDevCo in Rungwe Avocado Company in the form of a $1,2m loan plus $3m equity					$1,5m	Jun 6
Acquisition by	Kilimanjaro Capital to earn up to a 30% interest in Sika Resources gold assets in Tanzania					undisclosed	Aug 8
Acquisition by	Gunson Resources of 100% of Strandline Resources					$2,5m	Sep 11
Togo							
Disposal by	The Central Africa Growth Sicar (Emerging Capital Partners) to Gabon's Strategic Investment Fund of its stake in Oragroup					undisclosed	May 12
Acquisition by	Qatar National Bank of a 12.5% stake in Ecobank Transnational from Asset Management Corporation of Nigeria					undisclosed	Sep 4
Acquisition by	Qatar National Bank of an additional 11% stake in Ecobank Transnational (total stake 23.5%)		Stanbic IBTC Stockbrokers			undisclosed	Sep 17
Tunisia							
Listing	Societe d'Articles Hygieniques (SAH) : Listing on the Tunis Stock Exchange					TND 270,5m ($163,5m)	Jan 9
Acquisition by	Martelli Lavorazioni Tessili of Martelli Gonser (now known as Martelli Tunisia)					undisclosed	Apr 10
Acquisition by	Medco Tunisia Petroleum of Storm Ventures International (Barbados), which holds all the Tunisian assets of Chinook Energy	BNP Paribas				$127,7m	Jun 15
Acquisition by	The Abraaj Group of a majority stake in Polyclinique Taoufik S.A.					undisclosed	Jul 14
Uganda							
Acquisition by	Africell from Orange Group of its majority stake in Orange Uganda					undisclosed	May 19
Disposal by	Actis of a substantial stake (39%) in Umeme to Investec Asset Management (18.47%) and other institutional investors	Stanbic Bank Uganda; CFC Stanbic Kenya				$85,5m	May 19
Zambia							
Joint Venture	Imara and Equity Capital Resources : Imara ECR Asset Management (Imara holds 49%)					undisclosed	Jan 23
Rights Issue	Copperbelt Energy : 625m shares @ ZMW0.62 per share	Standard Bank	Stockbrokers Zambia	Chibesakunda & Company	PricewaterhouseCoopers Zambia	ZMW387,5m	Feb 3
Joint Venture	Grindrod Mauritius (Grindrod) and Northwest Rail Company : to build, operate and maintain a new 590km railway from Chingola to the Angolan border	Norton Rose Fulbright				$1m	Feb 4
Acquisition by	Standard Chartered Private Equity of a 25.8% stake in Copperbelt Energy through the acquisition of a stake in parent company Zambian Energy Corporation	Standard Bank				$57m	Mar 11
Bonds	Bayport Zambia : floating rate notes	Braclays Bank Zambia				ZMK171m	Jun 26
Zimbabwe							
Acquisition by	TSL of a majority stake in Premier Forklifts					undisclosed	Jan 13
Acquisition by	Schweppes Zimababwe of Beit Bridge Juicing					undisclosed	Mar 3
Acquisition by	TAG Minerals Zimbabwe (Raptor Resources) of 100% of the Derbyshire Stone Quarry					undisclosed	Mar 31
Acquisition by	Horizon Capital Consortium of a controlling stake in Tetrad Investment Bank					$50m	May 16
Disposal by	Falcon Gold Zimbabwe of Dalny Mine to African Consolidated Resources	Imara Corporate Finance				$8m	Jun 12
Acquisition by	Masawara Mauritius of the 58.96% not already held by the Masawara Group in TA Holdings	Cenkos Securities; Rand Merchant Bank; Imara Corporate Finance Zimbabwe; Finesse Advisory Services; KPMG	Cenkos Securities; Imara Edwards Securities	Atherstone & Cook; Norton Rose Fulbright South Africa	PricewaterhouseCoopers Zimbabwe	$20m	Jul 17
Disposal by	Seedco of a sizeable stake in Quton					$10m	Aug 22
Acquisition by	Pioneer Corporation Africa of an additional 10% stake in Trentyre Zimbabwe (total stake 51%)					undisclosed	Sep 16