

FEATURE: KENYA

DealMakers

AFRICA

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from the editor's desk

It is clear that Africa will need to come to terms with and accept the new environment of low commodity prices, a challenge that will necessitate a diversification of economies. This fits in with the African Union's Agenda 2063, which recognises the continent needs to tap into its own wealth to finance its development agendas. Significant efforts have been made to map the untapped alternative sources of financing from within Africa. These show that substantial resources could be raised from within Africa, enough to cover about 70% of the development financing needs.

The slump in foreign direct investment inflows into Africa (page 3) further supports the African Union's initiative. If the continent is to lure foreign investment, it will need to up its game, and compete with other developing jurisdictions with regards to political stability and improved business environments.

The International Monetary Fund's latest forecast for economic growth in sub-Saharan Africa shows a slowdown to 3% (3,5% in 2015) - its lowest rate since 1999. But despite this, and the political turmoil experienced by many countries, the prolonged downturn in the commodity cycle and the related currency risk, there are those economies that will buck the slower growth trend. The Ivory Coast, Kenya and Senegal, for example, will see growth of more than 5% supported by ongoing infrastructure investment efforts and strong private consumption.

For those countries heavily dependent on oil and mining, the need to identify the right policies, to establish a framework with a new narrative of the value of the industry, is paramount. This was the idea behind the recently held gathering attended by mining experts and investors hosted by The Brenthurst Foundation whose outcome, the Zambezi Protocol, offers a path for government, business and other partners to chart a fresh, positive future for mining in Africa.

This issue of DealMakers Africa carries what, I hope, will be a regular feature in the magazine. Each quarter a feature will focus on one of Africa's investment destinations providing specific articles focusing on the M&A industry. The feature will also include a directory of who to contact to assist with M&A related queries, a list of deals undertaken in Kenya and the advisory firms involved. These are exciting times for DealMakers Africa and I hope to expand more on this in the not too distant future. The next issue, Q2, will be out in mid-August. •

MARYLOU GREIG

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

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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

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Tel: +27 (0)11 886 6446,

e-mail: marylou@gleason.co.za

www.dealmakers.co.za

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Changes in Africa's tax administration legislation

CELIA BECKER

The past two years have seen significant changes to tax administration legislation and practices around the African continent.

In Angola, the establishment of a General Tax Administration was approved on September 18, 2014, merging the National Customs Agency and the National Tax Administration to ensure greater efficiency in the collection of taxes by streamlining available resources. As part of a process of extensive tax reforms in the country, a new Tax Enforcement Code (Law no 20/14) also became effective on January 1, 2015 which provides for the execution process over tax debts and replaces the 2011 Simplified Tax Enforcements Regime.

The Tanzanian Tax Administration Act 2015 (TAA) came into force on July 1, 2015. The TAA consolidates administrative provisions in a single Act, repealing the relevant tax administration provisions previously included in existing tax legislation. The new Act addresses the interpretation of tax laws, the relationship between the Tanzania Revenue Authority (TRA), taxpayers and tax consultants, communication and documentation, tax returns, access to information and assets, assessments and objections, payment, recovery, remission and refund of tax, interest, penalties, offences and tax proceedings.

In terms of the TAA, the ruling provisions (previously included in section 131 of the Income Tax Act, 2004) are extended to include not only private rulings, but also class rulings. Records and accounts are to be kept in accordance with generally accepted accounting principles for a period of at least five years, but exceptions apply to documents relevant to tax disputes not yet determined and where the TRA has served a notice requiring longer retention. In terms of s36 of the TAA, the use of an electronic fiscal device is now mandatory for any person who is trading, but the TRA has the power to publish a list or class of taxpayers exempt from this requirement.

The TRA is required to consider and make a refund decision (or make a request for further information) within ninety days from the date of receipt of a written refund application, supported by relevant documentary evidence. Where further information is requested, the TRA must serve the notice within thirty days of receipt of the additional information and pay the tax refund within 14 days of the refund decision, subject to the right of the TRA to offset the refund against any tax due from the taxpayer under any tax law. The TRA is required to maintain a separate bank account for refunds and ensure that the account is adequately funded.

The Kenyan Tax Procedures Act (TPA) became effective on January 19, 2016 and covers procedures for Income tax (corporate tax, personal taxes and withholding tax), Value Added Tax and Excise Duty, with the objective to provide uniform procedures for consistency and efficiency in tax administration. The TPA harmonises the time required to maintain records for tax purposes to five years (previously 10 years for Income Tax and seven years for Excise Duty). However, the TPA does not appear to delete the provision in the current Income Tax Act that requires preservation of books for 10 years, resulting in two conflicting provisions.

In terms of the TAA, the ruling provisions (previously included in section 131 of the Income Tax Act, 2004) are extended to include not only private rulings, but also class rulings.



A penalty of KES100 000 has been introduced for failing to comply with the electronic tax system, incentivising taxpayers to file returns and make payments electronically. It also stipulates that where a taxpayer pays less than the total amount of tax, penalty and interest due, the amount paid shall be applied to settle the tax liability first, then the penalty and finally the interest. If the taxpayer faces more than one tax liability at the time payment is made, the payment shall be applied in the order in which the tax liabilities arose. Previously no provisions governed the order of application of payments by the KRA.

The TPA scraps the provision under the previous law in terms of which a party seeking to appeal an assessment by the KRA was required to pay the tax not in dispute as well as 30% of the tax in dispute. Public and private rulings have been introduced in respect of all taxes (previously only the VAT Act provided for such rulings) and the KRA is now required to respond to an objection to a tax assessment within 60 days.

Even countries that have not implemented specific tax administration legislation (yet) are addressing practical tax administration issues in their Tax Amendment Acts or through practical guidelines issued by the revenue authority.

The Botswana Income Tax (Amendment) Act, 2015 empowers the Commissioner General to refund tax overpaid (without having to wait for vote allocation from the Ministry) and set-off any refund due against any tax, duty, levy, interest or penalty payable under any of the relevant laws that he is responsible for. In terms of the Democratic Republic of the Congo (DRC) Finance Law 2016, effective from January 1, 2016, senior tax officers are allowed to propose an amicable arrangement with respect to tax penalties. In this respect, penalties ranging from CDF500m to CDF2,5bn are under the tax administration's jurisdiction. For penalties exceeding CDF2,5bn, only the Minister of Finance has the power to propose an arrangement with the taxpayer.

The Mauritius Revenue Authority introduced new tax objection guidelines effective from July 1, 2015 including guidance on instances where an amount equal to 10% of the tax assessment is to be paid in order for the objection to be valid, possible methods of payment of the 10% and the conditions under which a bank guarantee may be provided should the taxpayer be unable to pay 10% of the tax assessment because of cash flow issues. ●

Becker is an executive in regulatory and business intelligence Africa with ENSafrica.

Can Africa overcome the foreign direct investment slump?

ROBBIE CHEADLE

An analysis of foreign direct investment (FDI) inflows to various African countries during the five calendar years ended 2014, clearly indicates that while armed conflict, political uncertainty and security factors continue to be major deterrents to FDI into Africa, international investors have been tolerant of more challenging business environments in African countries which have exceptional extractive industries resources. This trend continued in 2015, albeit at a reduced level due to lower commodities pricing. It is a fact, however, that if the exceptional extractive industries factor is removed from the equation, African countries that are politically stable with policy certainty, better infrastructure, lower levels of corruption and business environments that are more conducive to investment as well as a more diversified economy, do attract higher levels of FDI than their peers that have more challenging political and business environments. The following examples support this trend:

- South Africa, with its more diversified economy and reputation as an investor-friendly business environment achieved the highest FDI inflows in Africa during 2014 (\$5.7bn) and 2013 (\$8.3bn). During the past few years, South Africa has experienced low projected Gross Domestic Product (GDP) growth rates and issues with protracted industrial action, policy uncertainty relating to

the mining industry and power shortages. These factors are reflected in South Africa's lower ranking of 61% in the World Ease of Doing Business Survey 2015 (Ease of Doing Business Survey), down from 77% in 2014, and have collectively translated into a significant reduction in South Africa's attractiveness as an investment destination for foreign investment. FDI inflows to South Africa during 2015 declined to \$1.5bn, an effective reduction of 74% year on year;

- Nigeria, with a largely oil-based economy, and Mozambique, which is heavily resources dependent and has huge gas potential, scored low rankings of 11% and 30%, respectively, in the Ease of Doing Business Survey and 22 and 32%, respectively, in the Transparency International Corruption Perception Index 2015 (CPI). Despite these relatively low rankings, Nigeria and Mozambique achieved FDI inflows during 2015 of \$3.4bn (2014 – \$4.7bn) and \$3.8bn (2014 – \$4.9bn), which, although much lower than the prior year, were still notable;
- Egypt, which had a well-diversified economy prior to the uprising and which is gradually addressing its security issues, achieved FDI inflows of an estimated \$6.7bn during 2015, up from \$4.8bn during 2014. Egypt achieved moderate effective rankings of 31% in the Ease of Doing Business Survey and 46% in the CPI; and
- Congo, which is hugely dependent on its oil resources, achieved effective rankings of 7% in the Ease of Doing Business Survey and 13% in the CPI and received FDI inflows during 2014 of \$5.5bn (FDI figures for Congo for 2015 are not currently available).

FDI inflows into Africa have been significantly impacted by the resources cycle which is currently in a downturn. FDI inflows into Africa plunged by 31% from \$53.9bn in 2014, to \$38bn in 2015. This drop has been largely attributed to the end of the commodities “super-cycle” and similar significant declines in FDI inflows to other regions with noteworthy extractive industries resources can be noted, in particular, the Russian Federation (-92%), Kazakhstan (-66%), Chile (-38%), Australia (-33%) and Colombia (-15%).

The downturn in the commodities cycle and the resultant dramatic decline in FDI inflows to Africa during 2015, which is expected to continue in the short to medium term, leaves many African governments in the position where they either wait for the negative resources cycle to turn or grasp the opportunity to actively drive diversification of their economies into other sectors such as services and manufacturing. In recent years, there has been a shift in investment into other sectors and African countries such as Morocco, Rwanda, Kenya and Ethiopia are weathering the FDI storm the best due to their focus on manufacturing or services.



Cheadle

It is important to note that between 2013 and 2014, while FDI inflows to Africa remained stagnant, inflows to South Asia, (Islamic Republic of Iran, India, Pakistan, Bangladesh and Sri Lanka) and East and South-East Asia (China, Hong Kong, China, Thailand, Singapore and Indonesia) increased by 48% and 2%, respectively. FDI inflows to South Asia during 2014 comprised of 37% to the manufacturing sector, 63% to the services sector, and 1% to mining, quarrying and petroleum sectors. East and South-East Asia FDI inflows comprised 55% to the manufacturing sector, 43% to the services sector and 2% to the mining, quarrying and petroleum sectors.

In order for African countries to successfully diversify their economies into the manufacturing and services sectors, they will need to compete with the world at large, including countries such as India and China. African countries need to lure foreign investment by “upping their game” and competing with other developing jurisdictions with regards to political stability, better infrastructure, lower levels of corruption and improved business environments. This is in line with the emphasis by the Southern African Development Community that economic liberalisation and regional integration will help to attract higher levels of FDI inflows to Africa as a continent. ●

Cheadle is an associate director; Deal Advisory, at KPMG.

The Azura-Edo IPP – Many Minds Make Light Work

MARK SCHMAMAN

The recent financial closing of the Azura-Edo 450MW gas-fired power plant serves as a significant milestone for the power sector in Nigeria, and the West African region more broadly. This unique transaction is Nigeria's first greenfield Independent Power Producer (IPP) project under the new regulatory framework.

Nigeria is the most populous nation in Africa, yet has one of the lowest per-capita electricity consumption figures in the world. When operational in 2019, the Azura project will add much needed stable base load capacity to the Nigerian electricity grid, thereby providing a significant underpin to that country's economic growth.

The Nigerian Electric Power Sector Reform (EPSR) Act was passed into law in 2005 and was legislated with the aim of bringing fundamental changes to the ownership, control, and regulation of the power sector in Nigeria. The Roadmap for Power Sector Reform, published in 2010, sought to bring about the mandated changes under the EPSR Act through detailed actions for implementation.

A number of these key steps have since been completed and have contributed to a successful reform of the power sector. The progress made includes:

- the review of tariffs to more cost-reflective levels by the Nigerian Electricity Regulatory Commission (NERC);
- the incorporation of the Nigerian Bulk Electricity Trading Company (NBET) as the single buyer of electricity under power purchase agreements with IPPs;

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- the provision of credit enhancement tools by the Federal Government through the Ministry of Finance for the benefit of the IPP investors and lenders; and
- the implementation of the gas master-plan strategic framework towards a competitive, market driven domestic gas sector.

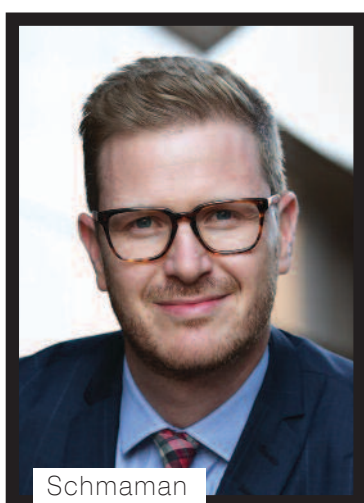
One of the key objectives of the Roadmap for Power Sector Reform was a substantial increase in the power generation capacity provided by IPPs in the country. As the first IPP under the new regime, the Azura-Edo IPP (Azura) represents a significant milestone in the efforts over the last six years of power sector reform.

The Azura project was conceived by its founding sponsors, Amaya Capital. The shareholders include Amaya Capital, American Capital Energy and Infrastructure, Africa Infrastructure Fund 2, Aldwych, and the ARM-Harith Infrastructure Fund.

Azura will be constructed near Benin City in Edo State and represents the first phase of an envisaged 2000MW total facility. The project benefits from a 20-year Power Purchase Agreement (PPA) with local off-taker, NBET. The plant is designed to run on natural gas which will be supplied by Seplat under a long-term gas sales purchase agreement and delivered through contractual arrangements with the Nigerian Gas Company. The gas supply arrangements necessitated the development of an innovative letter of credit facility to allow the project to meet its obligations in a capital efficient manner.

The plant will be constructed under a lump-sum, turn-key Engineering, Procurement and Construction (EPC) contract with a joint venture between Siemens and Julius Berger (a Nigerian construction company, headquartered in Abuja). The plant will be operated by PIC Marubeni under a long-term operations and maintenance contract.

The project financing for the transaction represents a significant global finance collaboration initiative with a lender group of 15 financial institutions representing nine different countries. This group includes international commercial banks, development finance institutions, mezzanine providers, and local Nigerian banks. Rand Merchant Bank (RMB) was part of a group of five core-lending institutions responsible for the day-to-day structuring responsibilities. Overall, RMB acted as joint mandated lead arranger, Multilateral Investment Guarantee Agency (MIGA) covered lender, International Bank for Reconstruction and Development (IBRD) covered lender, and hedging bank to the transaction.



Schmaman

As a result of the reforms, many of the key stakeholders in the transaction were newly established, requiring credit enhancement in the form of guarantees provided by the Federal Government of Nigeria. These guarantees operate in a number of tiers and are also the foundation of the political risk support provided to the offshore commercial lenders by MIGA and IBRD of the World Bank group.

Rachel More, a senior dealmaker at RMB Nigeria, said: "This transaction provides a bankable template from both an investment framework and financing structure perspective for future projects to be delivered in the country, with wider learnings for the region. The power sector reform in Nigeria presents significant opportunities and the closing of the Azura transaction is a milestone to be celebrated in that it represents interdependent collaboration between the private and public sectors. Much credit for the success of the Azura project is owed to the project sponsors but also to the Federal Government of Nigeria, for its political will, patience, and support in seeing the project through to commercial close. RMB will continue to support projects designed to alleviate Nigeria's electricity challenges and will provide ongoing financial leadership in the region."

For RMB, the Azura project adds to the group's significant track-record of execution of project financings in West Africa. Arranging and structuring of the finance package for this project was executed jointly by RMB's Lagos and Johannesburg teams, drawing on power project finance skills and regional experience. ●

Schmaman is a senior transactor at Rand Merchant Bank.

Arbitration in Africa – reaching tipping point?

BEN SANDERSON

2016 promises to be the tipping point for arbitration in Africa. Whilst Africa-related disputes have for a number of years kept lawyers busy in London, Paris and New York, the market is steadily changing with the growth of arbitral centres across the African continent. As the market becomes more mature, in notable jurisdictions such as Kenya, Nigeria and Ghana together with large parts of francophone Africa, arbitration lawyers and arbitrators are increasingly calling for disputes to be heard in Africa rather than "exported" to international centres.

In May 2016, the great and the good of the International Council for Commercial Arbitration, comprising both lawyers and government officials, will descend on Mauritius for a conference dedicated to arbitration in Africa. Whilst Mauritius is not strictly speaking Africa, it hosts a number of arbitral institutions and is a gateway for foreign investment into Africa, notably from India. The conference aims to provide a long-overdue platform to explore the challenges and showcase the opportunities for arbitration across Africa.

But the growth of arbitration in Africa is by no means restricted to an off-shore island. Relatively mature arbitral centres exist in a number of African cities including Kigali, Nairobi and Accra. To the north, in 2014, Morocco launched an annual arbitration conference

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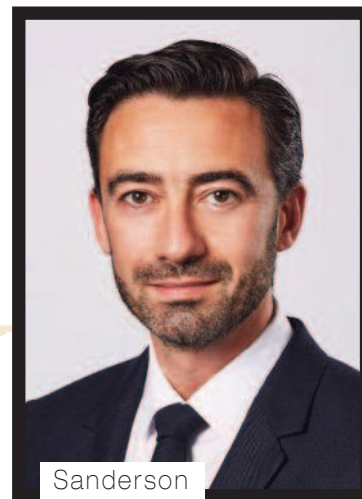
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- Casablanca Arbitration Days - which, in conjunction with a number of the international arbitral institutions, seeks to establish Casablanca as a hub for international arbitration. Governments are getting wise to the fact that arbitration can be a money-spinner with conference centres, hotels and local lawyers all set to benefit. For any country, a recognised arbitral centre is also a great show of "soft power", helping to underline broader messages about political and legal stability to give comfort to foreign investors.

In francophone sub-Saharan Africa, this stability is promoted in large part through OHADA (translated from the French as Organisation for the Harmonization of Business Law in Africa), an initiative to harmonize business laws and institutions to facilitate and encourage both domestic and foreign investment. The Common Court of Justice and Arbitration, based in Abidjan, is now a well-established centre for the resolution of disputes.

To date corporates have been reluctant to have their disputes heard in Africa. However, with the increased attention on the continent's arbitral centres and improved legislative frameworks which underpin international commercial and investment arbitration, 2016 could be the tipping point which sees attitudes change and which secures Africa's place on the global arbitration map. ●



Sanderson

Sanderson is with the litigation and regulation team at DLA Piper UK

DLA Piper has offices in Casablanca and Johannesburg as well as a presence in fifteen further countries as DLA Piper Africa, an alliance of leading independent law firms working together across Africa.

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.

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DealMakers Africa

MARYLOU GREIG

Overview

The East African nation of Kenya, according to the World Bank, has an estimated population of 46,1 million, which increases by one million a year. With support of development partners such as the World Bank Group, International Monetary Fund (IMF) and others, Kenya has made significant structural and economic reforms that have contributed to sustained economic growth in the past decade.

Kenya has the potential to be one of Africa's great success stories - from its growing and youthful population, a dynamic private sector, a new constitution, and its pivotal role in East Africa. However, development challenges remain, such as poverty and inequality, improving governance, low investment and low firm productivity. The economy remains vulnerable to internal and external shocks. Addressing these challenges will achieve rapid, sustained growth rates and so transform the lives of ordinary citizens.

Political

The World Bank says devolution was the biggest gain for Kenya from the August 2010 constitution, which ushered in a new political and economic governance system, transforming and strengthening accountability and public service delivery at local levels. The government's agenda is to deepen implementation of devolution and strengthen governance institutions, while addressing other challenges, including land reforms and security, to improve economic and social outcomes, accelerate growth and equity in distribution of resources, and reduce extreme poverty and youth employment. The danger of this, however, is that the decentralizing of power and spending will make it increasingly difficult to rein in spending.

Social Developments

Kenya has met a few of the Millennium Development Goals targets such as reduced child mortality, near universal primary school enrolment and narrower gender gaps in education. Increased spending on health and education are paying dividends and decentralised healthcare and free maternal healthcare at all public health facilities have improved healthcare outcomes.

Economy

Kenya's economy expanded at a healthy pace last year on the back of public infrastructure projects and robust gains in most sectors, which more than compensated for weak tourism. However, large fiscal and current account deficits still constitute a risk to Kenya's macro-stability. According to focus economics.com, the government announced in March that it envisages increasing this fiscal year's spending slightly, reversing earlier plans to scale back expenditures. Kenya's recently-secured \$1,5bn 24-month stand-by facility from the IMF will provide the balance of payment with a buffer against potential external shocks and a framework for deeper structural reforms. A recent report produced by the World Bank highlighted several challenges to be addressed in order to ensure long-term growth, including the subdued productivity in the agricultural and manufacturing sectors, corruption and infrastructure bottlenecks.

Low commodity prices had a net positive impact in Kenya in 2015. The gains through low oil prices and the rising earnings from tea offset the loss in earnings from other exports such as coffee and horticulture. As a result, the current account deficit contracted from 10.4% to 7.1% of GDP. However, Kenya remains predominantly a consumption-driven economy. Though not immune to global headwinds, its diversified economy means that it is less exposed than many emerging markets to the downturn in commodity prices and the slowdown in China.

The African Development Bank expects foreign direct investment (FDI) inflows in 2016 to reach \$3bn (\$1,2bn in 2015), as Kenya increasingly becomes the

QUICK FACTS

Land Area: 569140 km² (World Bank)

Population: 46,1 million (World Bank)

Climate: Tropical

Bordering Countries: Somalia, Ethiopia, south Sudan, Uganda and Tanzania

Capital: Nairobi (largest city)

Time: Three hours ahead of GMT

Languages: English and Kiswahili (main) but there are dozens of indigenous languages spoken

Religion: Christian (80%), Muslim (10%) and other (10%)

Currency: Kenya Shilling (KSh), one shilling = 100 cents

Politics: A new constitution was founded in 2010, splitting the power of the country into 47 counties

Legal System: Based on English common law

Stock Exchange: The NSE was officially recognised in 1953 and currently has 65 companies listed

favoured business hub, not only for oil and gas exploration but also for manufacturing, transport and technology. Top investment sources include the US, UK, Netherlands, Belgium, France, Brazil, China and India.

Currency risk

According to The Economists' Intelligence Unit, the shilling will continue to come under pressure, as a result of a large current-account deficit, further increases in US rates, slower growth in China and investor concerns over the overall outlook for emerging markets. Capital inflows, says the report, are likely to be sufficient to ensure that the depreciation is contained.

Outlook

Kenya's outlook is fairly stable. Infrastructure projects, such as the \$4bn Standard Gauge Highway project linking Mombasa and Nairobi, still-low oil prices and a growing services sector will sustain GDP growth in spite of persistent structural weaknesses. An

improved business environment is expected including simpler business licence requirement and the development of public-private partnerships as part of the government's 'Vision 2030' strategy. Priority will have to be given to lowering the cost of energy, curbing corruption, simplifying taxation regimes and timelines, decentralizing and digitizing land records and registration and easing work permit processes if Kenya is to remain the regional hub.

Security will remain a serious challenge, with the main threat being posed by a Somalia-based Islamist group, al-Shabab and locally recruited radicals, although long-term ethnic rivalries could also flare up again.

Nevertheless, Kenya is poised to be among the fastest growing economies in Eastern Africa with growth estimates for 2016 in the 5.6% - 5.9% range reflecting on-going big ticket projects. Growth is expected to be robust in 2017 through to 2020, averaging 6.1% annually, despite the persistence of structural constraints. ♦

Competition Authority of Kenya flexes its muscles

JOYCE KARANJA-NG'ANG'A

In its Strategic Plan for the period from 2013/14 to 2016/17, the Competition Authority of Kenya (Authority) indicated that its focus would be on enforcement of competition and protection of consumers, including merger control, control of unwarranted concentration of economic power, regulating restrictive trade practices and enhancing enforcement of competition and consumer welfare, among other issues.

The Authority has historically been focused on merger control, and this continues to be the case. But more recently it has become more active in the enforcement of restrictive trade practices including the abuse of dominance and unwarranted concentrations of economic power. The last couple of years or so have seen the Authority build capacity to enforce the restrictive trade practice provisions of the Competition Act, No 12 of 2010 (the Act).

With effect from October 2014, the Authority was empowered to operate a leniency programme. Under the leniency programme, any

firm which voluntarily discloses the existence of any agreement or practice which is prohibited by the Act, and co-operates with the Authority in its investigations, may be granted leniency and spared from all or part of any fines that would otherwise apply to it.

The Authority has recently indicated that it intends to issue guidelines setting out how it will administer and apply this leniency programme.

Related to this, the Authority recently published the terms of two voluntary disclosure programmes applicable to trade associations



Karanja-Ng'ang'a

FEATURE: KENYA

in the financial, agriculture and agro-processing sectors, allowing for contraventions to be reported in exchange for immunity from prosecution. The deadline for submissions to be made to the Authority was mid-April 2016. The amnesty did not, however, extend to conduct which was already the subject of an ongoing investigation - so the amnesty did not apply to the cement sector as the cement industry inquiry was already underway.

The Act specifically prohibits certain horizontal restrictive practices (unlawful conduct between competitors) as well as certain vertical restrictive practices (unlawful conduct between an undertaking and its supplier or customer, or both). The Act also prohibits direct or indirect price fixing, dividing markets by allocating customers, suppliers, areas or specific types of goods or services, distorting, restricting or preventing competition and collusive tendering.

Parties to any agreement may apply to the Authority for an exemption from the application of the provisions of the Act which prohibit restrictive trade practices. The Authority has recently

indicated that it intends to issue guidelines on vertical agreements in accordance with international best practice, in terms of which vertical restraints are not regarded as raising competition concerns in and of themselves. This recognises that such arrangements are often pro-competitive in nature. The scope of these guidelines remains to be seen.

The Authority is empowered to investigate restrictive and prohibited trade practices, which includes cartel conduct, either on its own initiative, or on receipt of information from any person, government agency or ministry.

In conducting its investigations, the Authority may, by notice in writing to the person being investigated, require the person (or director or other competent officer in the case of a body corporate) to provide information relating to the investigation within the time and in the manner specified in the notice; require the person to appear before the Authority to give evidence or produce any documents; require the person to produce certain documents to the Authority or to a person specified in the notice to act on the

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Authority's behalf; and request the person in possession of certain records to give copies of the records to the Authority.

The Act also empowers the Authority to investigate anti-competitive practices such as cartels. We are aware that it is making strides towards investing more resources in expanding its focus on enforcement against anti-competitive behaviour. Under the Act, the Authority is empowered to regulate cartel conduct, including any agreements or concerted practices which have the object or effect of preventing, distorting or lessening competition in any goods or services in Kenya.

The Authority also has search and seizure powers under the Act, the enforcement of which can be carried out with the assistance of police officers and other law enforcement agencies.

In March this year, the Authority conducted its first dawn raid at the offices of fertiliser producers Mea Limited and Yara East

Africa, both of which are members of the Fertiliser Association of Kenya (FAK). The Authority reportedly suspected price collusion between the fertiliser companies and was seeking board reports, presentations, pricing data and circulars to detect other contraventions of the Act. The Authority is demanding full disclosure of directives issued by the FAK to its members in relation to the pricing of products and services.

Any person who contravenes the provisions of the Act relating to restrictive trade practices is liable on conviction to imprisonment for a period not exceeding five years or a fine not exceeding KES10 m, or both.

The Authority in Kenya is clearing flexing its muscles with regards to restrictive trade practices and anti-competitive practices. ♦

Karanja-Ng'ang'a is a partner and head of the Competition Practice in Bowman Gilfillan Africa Group's Coulson Harney office, Nairobi, Kenya.

The New Companies Act 2015 has come into operation

RICHARD HARNEY

Kenya has embarked on its long overdue transition to modern company and insolvency laws with the recent enactment of the new Companies Act, 2015 and the Insolvency Act, 2015. This article highlights some of the main changes (and challenges) that will come with the new Companies Act, 2015 (**New Act**).

The New Act has drawn heavily on the Companies Act, 2006 of the United Kingdom. With 1026 sections running to over 1600 pages (without schedules) the New Act is by far the most extensive piece of legislation in Kenya.

The UK Companies Act 2006 took more than three years to implement. Kenyans have just nine months to prepare for the new regime. Effective implementation will depend on the introduction of subsidiary legislation by the "Cabinet Secretary for the time being responsible for matters relating to companies" (**Cabinet Secretary**). These will have to be drafted. Institutions to support the implementation of the New Act need to be set up, or reformed



Harney

from their current operations. Individuals will require a significant amount of training in order to effectively to administer the New Act.

Transition to the Companies Act, 2015

The 'old' Companies Act will continue to operate until the corresponding or new provisions of the Companies Act, 2015 come into force. The Sixth Schedule of the New Act contains Transitional and Savings provisions. Many parts of the New Act have come into force during recent weeks and the Companies Regulations 2015 are now also effective.

For the time being the Companies Registry will continue “as is” and registration of companies and all other company-related matters will continue under Cap 486. The Business Registrations Service Act will establish a new BRS service across the country for new business set-ups.

Kenyan company law is heavily based on English company law. The New Act preserves this heritage. However, the scale of the legislation will make statutory provisions out of former common law doctrines such as directors’ common law and equitable duties, rights of shareholders to protections against unfair actions of directors and controlling shareholders, offences of fraudulent trading and many others.

The New Act will not annul or invalidate the actions, rights and powers of existing companies incorporated in or already registered in Kenya. There will not be an overnight need to re-register or re-write the rules.

A Comprehensive Law

While the New Act does not usher in a whole new code for corporate governance and doing business in Kenya, it introduces a much heavier regime requiring substantial compliance. Companies in Kenya will need to devote greater resources to running their affairs according to the new laws. The New Act is both a consolidation of laws on companies in Kenya and a modernisation of statute law.

The Kenyan administration and the judiciary will be under pressure in helping with the application and interpretation of the New Act. English law decisions, which are of persuasive value in the courts, are likely to be even more influential.

The Two Regimes: Private and Public Companies

One important feature of the New Act is the distinction between the regulated affairs of a private company and those of publicly-owned or stock exchange quoted companies. The emphasis has been to introduce a lighter-touch regime for small companies, reducing the time and cost of business, while ensuring that companies with public participation are subject to greater levels of accountability.

Heavier Sanctions

One of the features of Cap 486 was the laxity with which many of its requirements were complied with. However, the New Act can no longer be ignored on the grounds of lax application or lenient

penalties. Once the new law comes into operation, the comprehensive provisions, the extensive sanctions and potential consequences for company directors, officers and members will be serious. Companies and individual directors face civil and criminal sanctions for non-compliance. The fines range from KES100,000 to KES15m. Many fines are in the KES500,000 to KES1m range. Imprisonment terms for indictable offences run from between one and five years, and in exceptional cases (e.g. fraud) 10 years.

Many provisions carry their own individual sanctions regime and daily default fines are introduced.

Highlights of Main Changes

The following highlights the main changes brought about by the New Act:

Company Formation

A single person will be able to form a private and a public company. Formerly, one needed at least two members for a private company and seven for a public company. A private company is still restricted to 50 members.

Other types of companies may be formed, as under the existing law: companies limited by guarantee (without or without share capital) and unlimited companies.

Constitutional Documents

A company’s articles of association will become its main constitutional document and the company’s memorandum will be treated as part of its articles. While it will still be important to file a memorandum of association to incorporate a new company, it will no longer form part of the company’s constitution.

Historically, a company’s memorandum of association contained an objects clause, which limited its capacity to act, or run the risk of an act, or power, being *ultra vires* the objects or powers contained in the constitution. Under the New Act a company’s capacity will be unlimited unless its articles specifically provide otherwise, thus greatly reducing the applicability of the *ultra vires* doctrine to corporate law and removing the need for an excessively long objects clause in the memorandum. The memorandum no longer restricts the activities of a company.

New model articles for private companies are intended to reflect better the way that small companies operate, and will replace the

existing Table A in Cap 486. Existing companies will be permitted to adopt the new model articles in whole or in part. The new model articles have yet to be published.

Public companies, especially those listed on the Nairobi Securities Exchange, will need to amend their existing articles, or adopt new articles, with the approval of the Capital Markets Authority.

Amendments to a company's constitution, and other resolutions, must be filed within 14 days at the Companies Registry. The New Act imposes a penalty on the officers of the company for failure of KES200,000, and a day fine of up to KES20,000 for each day of delay.

Directors

A private company must have at least one director. A public company must have at least two directors. The New Act requires at least one director on the board of the company to be a natural person, although corporate directors are still permitted.

Directors will have the option of providing the Registrar with a service address, which will in future enable their home addresses to be kept on a separate register to which access will be restricted.

Company Secretaries

A private company with a share capital of less than KES5m will not need to appoint a company secretary. This function can be carried out by an agent or by a director of the company. Private companies whose share capital is more than KES5m, and all public companies, must appoint a company secretary.

Consents to Appointment

At the time of registration of a company, and when a new director (or secretary) is appointed, such person must now consent to the appointment in writing. The New Act does not require resignations to be by way of letter supported by a statutory declaration by the outgoing officer, as is the current practice of the Companies Registry. It remains to be seen if the Cabinet Secretary will introduce this requirement by regulation.

Execution of Documents

Formalities for execution of company documents and contracts as a deed are introduced so that a single director can execute a document as a deed on behalf of the company by a simple signature in the presence of a witness. A document will be validly executed as a deed if the document is executed by the company

and delivered as a deed. It is no longer mandatory for a company to have a common seal. The modes of execution of documents will still need to be followed as required under other statutory requirements such as the Law of Contract Act and the Land Act.

Company Names

The main change on naming of companies is in the distinction between private and public companies. Public limited companies may only be registered with a name that ends with the words "public limited company" or the abbreviation "plc" while the name of a private limited company must end with the word "limited" or the abbreviation "ltd." Changes of name must be filed within 14 days and become effective only upon issuance of a new certificate by the Registrar.

Enfranchising Indirect Investors

All companies will also be able to include provisions in their articles to identify some other party to exercise additional rights of the shareholder.

Nominee shareholders of listed companies will be able to nominate persons on behalf of whom they hold shares to receive copies of company communications and annual reports and accounts. This is to address the concern that shares in publicly listed companies are frequently held in an intermediary's name, which makes it more difficult for the beneficial owners of the shares to exercise their rights as shareholder.

The shareholders' ability to ratify any conduct of a director is regulated by the New Act, although it leaves the door open for common law principles, previously the only guide on this.

Under the New Act, directors who are also shareholders, or persons connected to them, cannot vote on any ratification resolution concerning their actions. Existing restrictions on companies indemnifying directors against certain liabilities will be relaxed to permit indemnities by group companies to directors of corporate trustees and occupational pension schemes.

The New Act gives shareholders a statutory right to pursue claims against the directors for misfeasance on behalf of a company (a derivative action), although the shareholders need the consent of the court to do so.

Certain transactions between the company and its directors which were previously prohibited by law have become lawful subject to

the approval of shareholders (for example, loans from the company to its directors).

Directors' Duties

The general duties of the directors in the New Act are owed to the company and are largely based on common law and equitable principles in so far as they relate to directors.

The New Act codifies the principal common law and equitable duties of directors, but it does not provide an exhaustive statement of their duties, and so it is likely that the common law duties survive in a reduced form. Traditional common law notions of corporate benefit have been swept away, and the new emphasis is on corporate social responsibility. The statutory duties should be interpreted and applied in the same way as corresponding common law rules and equitable principles.

The seven codified duties are as follows:

- to act within their powers - to abide by the terms of the company's memorandum and articles of association and decisions made by the shareholders;
- to promote the success of the company - directors must continue to act in a way that benefits the shareholders as a whole, but there is now an additional list of non-exhaustive factors to which the directors must have regard. These factors are:
 - the long term consequences of decisions
 - the interests of employees
 - the need to foster the company's business relationships with suppliers, customers and others
 - the impact on the community and the environment
 - the desire to maintain a reputation for high standards of business conduct
 - the need to act fairly as between members;
- to exercise independent judgment - directors must not fetter their discretion to act, other than pursuant to an agreement entered into by the company or in a way authorised by the company's articles;
- to exercise reasonable care, skill and diligence - this must be exercised to the standard expected of
 - someone with the general knowledge, skill and experience reasonably expected of a person carrying out the functions of the director (the objective test) and also
 - the actual knowledge, skill and experience of that particular director (the subjective test);

- to avoid conflicts of interest - methods for authorising such conflicts by either board or shareholder approval are also to be introduced;
- not to accept benefits from third parties; and
- declare an interest in a proposed transaction with the company - there are to be carve outs for matters that are not likely to give rise to a conflict of interest, or of which the directors are already aware. There will be an additional statutory obligation to declare interests in relation to existing transactions.

Other Provisions on Directors

A director's service agreement for a term of more than two years requires shareholder approval. There are comprehensive controls of the rights of companies to make payments to directors for loss of office. Generally, such payments are prohibited unless approved by the members. There are several exceptions to this contained in the relevant section (payments made in discharge of an existing obligation, etc.). It is no longer a requirement to register details of other directorships held by a director.

Director's Disqualification

The New Act introduces statutory provisions covering the disqualification of persons acting as directors. A director can be disqualified under the New Act or under the insolvency laws or any other enactment prescribed by regulations for the purposes of the section e.g. the Capital Markets Act.

A disqualification order made by the court will function against the following office holders:

- an officer of the company;
- a liquidator or provisional liquidator of a company; and
- administrator of a company under administration.

A disqualified person will cease to be director or a secretary of the company and will not be authorised to act as a liquidator or administrator with regard to the company or supervise any voluntary arrangement entered into by the company. A disqualification prohibits the person from being involved with the promotion, formation or management of a company, directly and indirectly.

Disqualification can be for anything between two and fifteen years, as ordered by the court. Anyone who defies a disqualification order may be fined up to KES1m or imprisoned for up to five years, or both. An undischarged bankrupt may not be appointed as a

director and persons who are disqualified from holding office as a director in a foreign jurisdiction may likewise be barred in Kenya.

Shareholders Meetings and Resolutions

The requirement for unanimity in shareholders' written resolutions has been abolished, and the required majority is similar to that for shareholder meetings - a simple majority for ordinary resolutions, or 75% for special resolutions.

Private companies are no longer required to hold AGMs, although they can elect to provide for them in their articles. Private companies can convene meetings at short notice where consent is given by holders of 90% by nominal value of shares carrying the right to vote.

The notice of a general meeting for a public company may be given in hard copy or electronic form, or by means of a website. The current practice of issuing notices of meetings by newspaper advertisement is not catered for and is therefore unlawful, unless the Regulations change this. A public company must hold its AGM within six months of the end of its financial year.

The New Act makes it easier for companies to communicate electronically with their shareholders by express agreement (which agreement can be obtained under the articles, or by the shareholder failing to indicate that they do not wish to communicate via the website, as well as by more conventional methods).

Share Issues

The New Act introduces a statutory framework for pre-emption rights on new issues of shares. These can be dis-applied completely by private companies but not by public companies – where general or specific waivers of such rights can be obtained for specified amounts and for fixed periods of time.

Shares in public companies must be paid up as to a minimum of one quarter of their nominal value. A public company is prohibited from allotting shares as partly or fully paid up otherwise than in cash unless the consideration for the allotment has been independently valued in the manner set out in the New Act.

Financial Assistance

A private company can provide financial assistance for the purchase of its own shares if the company's principal purpose in

providing the financial assistance is not for the purpose of the acquisition, or the assistance for that purpose is an incidental part of some larger purpose of the company and the assistance is given in good faith in the interests of the company.

Financial assistance for the acquisition of shares in a public company is still prohibited by the company or any subsidiary of it.

There are certain statutory carve-outs to the prohibition on financial assistance that, if properly structured, may open the door to leveraged-financed acquisitions. Unfortunately there appear to be some drafting errors in the New Act which will need to be tidied up before the relevant provisions are brought into law.

Share Buy-Backs

The New Act also permits companies to buy-back their own shares. This is only permitted for a public company if extensive procedures for approval and terms are followed. There could be difficulty in implementing share buy-backs as they could arguably be subject to the financial assistance provisions.

Offers to the Public

The New Act sets out provisions on the meaning of and requirements for an offer to the public. These provisions need to be reconciled with the extensive provisions of the Capital Markets Act on 'public offers' as contained in the Capital Markets Public Offers Listing and Disclosures Regulations.

Treasury Shares

Treasury shares are shares that, effectively, a company holds in itself. Shares can only be transferred into treasury where they have been purchased by a company from a shareholder out of distributable profits and the shares are qualifying shares (i.e. are included in the list in accordance with the Capital Markets Act, or they are traded on a regulated market).

Cap 486 did not specifically regulate mergers and acquisitions, but had an impact on the financing of an acquisition. The New Act, however, provides a statutory and procedural framework, together with the law of contract, which forms the legal basis for the purchase and sale of public companies in Kenya

Interests in Shares

In order to create greater transparency, the New Act allows a public company to investigate the ownership of its own shares through a notice procedure. This right may be circumscribed by regulations.

Take-Overs of Public Companies

The New Act will establish a statutory framework for the regulation of takeover activity. The Capital Markets Authority (the "CMA") may make rules called Takeover Rules to regulate bids, merger transactions and transactions that have or may have a direct or indirect effect on the ownership or control of companies. The Takeover Rules must be published by the CMA.

Cap 486 did not specifically regulate mergers and acquisitions, but had an impact on the financing of an acquisition. The New Act, however, provides a statutory and procedural framework, together with the law of contract, which forms the legal basis for the purchase and sale of public companies in Kenya. It is not clear how this Part will interact with the rules of take-overs of public companies in the New Act and as legislated for under the Capital Markets Act.

Annual Financial Statements

Under the small companies regime a small company is one which satisfies two or more of the following requirements:

- has a turnover of not more than fifty million shillings (KES50,000,000);
- the value of its net assets as shown in its balance sheet as at the end of the year is not more than twenty million shillings; and
- it does not have more than fifty employees.

A small company does not need to prepare group financial statements.

Companies that are excluded from the small companies' regime include a public company, a group company whose 'group' consists of a company which is a public company, a body corporate whose shares are admitted to trading on a securities exchange or other regulated market in Kenya, or a person who carries on business in the insurance market or a banking activity.

Under the New Act, both private and public companies are required to lodge their financial statements with the Registrar.

A new regime allowing for preparation and circulation of summary financial statements has been introduced.

Dormant companies are no longer required to produce accounts. In a similar vein small companies are not required to appoint auditors so long as they continue to qualify for the exemption on preparing audited financial statements.

Annual Returns

The 42 day period allowed for filing annual returns with the Registrar has been reduced to 28 days.

Protections against Oppressive Conduct

Protection of members of a company has been enhanced. Members now have the *locus standi* to go to court and challenge a conduct that they think is oppressive or unfair. Any investigations by or on behalf of the CMA can now be acted upon by the Attorney General where members of a listed company have been treated unfairly or oppressively in a manner prejudicial to interests of members.

Company Charges

The deadline for registration of a charge is now 30 days from the day on which the charge is created, down from the current period of 42 days. This could pose a challenge.

Dissolutions, Etc.

The New Act contains more substantial provisions on the procedures for dissolution of companies by the Registrar, striking-off and applications for restoration to the register.

Foreign Companies

The New Act contains more extensive disclosure and compliance requirement for foreign companies that wish to register in Kenya, including the unexpected requirement to have at least 30% of the company's shareholding held by Kenyan citizens by birth. Failure to comply carries a fine of KES5m. There will be a foreign company register and the Cabinet Secretary will have to issue specific Foreign Companies Regulations. So far as we can tell, this requirement will not apply to existing foreign companies that are already registered in Kenya.

Fraudulent Trading

The New Act codifies the common law offence of fraudulent trading and makes persons who carry on a business of a company with the intent to defraud creditors of the company or creditors of any other person, or for any fraudulent purpose liable on conviction to imprisonment of a term not exceeding ten years, or a fine of an amount not exceeding KES10m, or both.

Company Records

Company records may be kept in hard copy or electronic form and arranged in a manner the directors deem appropriate, so long as it ensures that the information is accessible for future reference, and can be converted into hard-copy form if needed.

Service of Documents

The Cabinet Secretary will make regulations (the Companies Communications Regulations) on the provisions of Kenyan statutes that require or permit documents to be sent or supplied by or to a company.

Transmission of company documents in electronic form is permitted, although a member or debenture holder can request that the document is delivered in hard copy form. Documents and information in either hard copy or electronic form are taken to be received by the intended recipient 48 hours after it was sent or supplied.

Further Regulations

The Cabinet Secretary is given various powers to make regulations for the purposes of the New Act. Without limitation the regulations may prescribe a range of matters, including:

- Accounting standards bodies;
- Maintaining and lodging documents with the Registrar;
- Allocation of unique identifying numbers for companies;
- New or amended forms (Company Forms) and how they can be signed or authenticated;
- Prescribed requirements for sending notices of meetings, lodging of resolutions, proceedings at meetings etc.;
- Methods of appointment of proxies;
- Prescribe time periods; and
- Prescribe offences.

Sixth Schedule – Transitional and Savings Provisions

The Cabinet Secretary has the powers to make savings and transitional regulations. The Sixth Schedule contains important Transitional and Saving Provisions.

Some examples of the savings provisions that will survive the New Act include:

- the validity of any companies registered under Cap 486 and company instruments (such as share certificates, register of members etc.);
- the application of Table A (template Articles of Association provided under Cap 486) in so far as it applies to an existing company prior to the commencement of the New Act;
- changes made to companies including change of names and alterations to memorandum and articles of associations that occurred under the provisions of Cap 486;
- the validity of acts of directors, as in force immediately before the repeal of Cap 486, will continue to apply; and
- the rights of debenture holders under debentures created under Cap 486. ◆

The New Act also permits companies to buy-back their own shares. This is only permitted for a public company if extensive procedures for approval and terms are followed. There could be difficulty in implementing share buy-backs as they could arguably be subject to the financial assistance provisions.



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Harney is the managing partner of Bowman Gilfillan Africa Group's Coulson Harney office, Nairobi, Kenya.

Disclaimer: This article is not intended to constitute legal advice which can only be given having regard to particular facts and circumstances.

Corporate Governance Practices Code

CHRISTINE MWETI

The Kenyan Capital Markets Authority (the Authority) has issued a code of corporate governance known as the Code of Corporate Governance Practices for the Issuers of Securities to the Public 2015 (the 2015 Code). The 2015 Code has replaced the Guidelines on Corporate Governance Practices by Public Listed Companies in Kenya, 2002 (the "2002 Guidelines"). It applies to all companies that issue both debt and equity securities to the public regardless of whether or not they are listed ("Issuers").



Mweti

Through the 2015 Code, the Authority advocates the adoption of standards of governance that go beyond the minimum standards set in legislation, including in the new Companies Act 2015. Boards of Issuers are required to formulate additional internal policies and strategies that not only enable their companies to grow, but that also protect the interests of shareholders, stakeholders and the community at large.

The 2015 Code came into force on March 4, 2016. Issuers are required to implement the 2015 Code within a year of its publication or disclose the reasons for their non-compliance, as well as the strategy they intend to implement to come into compliance.

Good governance remains paramount for the sustainable success and progress of a company. The 2015 Code will undoubtedly move corporate governance standards in Kenya one step closer to international standards.

The 2015 Code has significantly enhanced the 2002 Guidelines and addresses some of the shortcomings of the previous Guidelines. For example, undefined terms such as "conflict of interest" and "stakeholders" are now clearly defined. It also provides for previously unmentioned but important issues, such as stakeholder engagement and governance, legal compliance and ethical compliance audits to supplement financial audits.

It more thoroughly provides for conflict of interest arising at all management levels and the roles and duties of directors. It also requires more disclosure by Issuers improving transparency. It is more comprehensive on the issue of efficiency and effectiveness of Boards, as it introduces mandatory professional training and development for directors and mandates frequent evaluation of the Board across various areas.

However, there are some issues that the Authority needs to address. Enforceability will remain a challenge because some of the provisions of the 2015 Code do not, by their very nature, lend themselves to enforcement. For example, Boards are required to be of a "sufficient size". What constitutes a "sufficient size" cannot be prescribed as it will vary from Issuer to Issuer, depending on several considerations such as the size of the Issuer and the nature of the Issuer's business.

There is also need for clarification on some of the provisions of the 2015 Code. It would be useful for the Authority to provide templates or further guidelines for board policies, such as the evaluation toolkit and annual work plan. The Authority will also need to specify the institutions from which it will recognise Board training programmes. The Authority needs to clarify the consequences of noncompliance and the instances in which an explanation by an Issuer for non-compliance will be sufficient. There is need to harmonise the various corporate governance guidelines being issued by the various authorities because the codes have conflicting provisions. For example, the Central Bank of Kenya Prudential Guidelines for Institutions Licensed under the Banking Act, 2013 prohibits directors of such institutions from holding more than two (2) concurrent directorships while the 2015 Code allows them to hold three (3) concurrent directorships.

In conclusion, good governance is the key to exemplary and sustainable performance of a company. The 2015 Code has moved corporate governance standards in Kenya one step closer to international corporate standards. Issuers need to understand the 2015 Code to enable them to implement the necessary processes and policies so as to improve their performance and ensure the sustainability of this performance. This is ultimately in the interest of both the company and the stakeholders. ♦

Mweti is partner and head of the Banking and Finance Practice in Bowman Gilfillan Africa Group's Coulson Harney office, Nairobi, Kenya

Kenya Directory

BROKERS

ABC Capital

Tel : + 254 20 224 6036

Email : customercare@abccapital.co.ke

Website : www.abccapital.co.ke

African Alliance Kenya

Tel : + 254 20 276 2000

Email : info@africanalliance.com

Website : www.africanalliance.com

Afrika Investment Bank

Tel : + 254 20 221 0178

Website : www.afrikainvestmentbank.com

ApexAfrica Capital

Tel : + 254 20 224 2170

Email : invest@apexafrica.com

Website : www.apexafrica.com

CFC Stanbic Financial Services

Tel : + 254 20 363 8080

Email : customercare-csfs@stanbic.com

Website : www.csfs.co.ke

Faida Investment Bank

Tel : + 254 20 224 3811

Email : info@faidastocks.com

Website : www.faidastocks.com

Francis Drummond & Company

Tel : + 254 20 318 689

Email : info@drummond.co.ke

Website : www.drummond.co.ke

Genghis Capital

Tel : + 254 20 277 4750

Email : info@gencap.co.ke

Website : www.genghis-capital.com

Kestrel Capital

Tel : + 254 20 225 1758

Email : info@kestrelcapital.com

Website : www.kestrelcapital.com

NIC Securities

Tel : + 254 20 288 8444

Email : info@nic-capital.com

Website : www.nic-securities.com

Renaissance Capital (Kenya)

Tel : + 254 20 368 2000

Email : info@rencap.com

Website : www.rencap.com

Standard Investment Bank

Tel : + 254 20 222 0225

Email : info@sib.co.ke

Website : www.sib.co.ke

Sterling Capital

Tel : + 254 20 221 3914

Email : info@sterlingib.com

Website : www.sterlingstocks.com

Suntra Investment Bank

Tel : + 254 20 287 0000

Email : info@suntra.co.ke

Website : www.suntra.co.ke

LEGAL ADVISERS

Anjarwalla & Khanna

Tel : + 254 20 364 0000

Email : nbi@africalegalnetwork.com

Website : www.africalegalnetwork.com

Coulson Harney**Member of Bowman Gilfillan Africa Group**

Tel : + 254 20 289 9000

Email : ch@coulsonharney.com

Website : www.coulsonharney.com

Hamilton Harrison &**Mathews**

Tel : + 254 20 325 8000

Email : hhm@hbm.co.ke

Website : www.hhm.co.ke

Iseme, Kamau & Maema**Advocates****Member of DLA Piper Africa**

Tel : + 254 20 277 3000

Contact : James Mburu Kamau

Designation: Managing Partner

Email : jkamau@ikm.co.ke

Website : www.ikm.co.ke

Walker Kontos

Tel : + 254 20 271 3023-6

Email : walkerkontos@walkerkontos.com

Website : www.walkerkontos.com

REPORTING ACCOUNTANTS

Deloitte

Tel : + 254 20 423 0000

Website : www.deloitte.com

KPMG

Tel : + 254 20 280 6000

Email : www.info@kpmg.co.ke

Website : www.kpmg.com

Mazars

Tel : + 254 20 386 1175

Email : contact@mazars.co.ke

Website : www.mazars.co.ke

PricewaterhouseCoopers Kenya

Tel No : +254 20 285 5000

Fax No : +254 20 285 5001

Address : PwC Tower, Waiyaki Way/Chiromo Road, Ground Floor, reception, Nairobi

Contact: Tibor Almassy

Designation : Partner

Email : tibor.almassy@ke.pwc.com

Website : www.pwc.com/ke

Transactions – 2015 and Q1 2016

NATURE OF DEAL	DETAILS				TOMBSTONE PARTIES			ESTIMATED DEAL VALUE	ANNOUNCEMENT DATE
	INVESTMENT ADVISER	SPONSOR	LEGAL ADVISER	REPORTING ACCOUNTANT					
2015									
Acquisition by	Old Mutual plc of a 23.3% stake in UMP Holdings	Standard Bank	Merrill Lynch; Nedbank CB	Cliffe Dekker Hofmeyr; Webber Wentzel; Bowman Gilfillan Africa Group		\$97.6m	Jan 9		
Disposal by	Helios to Norfininvest of half its stake in Equity Bank (12.22% sold)	Goldman Sachs International; McKinsey & Company		Ajanwala and Khanna	KPMG	undisclosed	Jan 16		
Acquisition by	Old Mutual plc from The Miraa Group, Africinvest and Swedfund of a further 37.3% stake in UAP Holdings	Standard Bank	Merrill Lynch; Nedbank CB	Cliffe Dekker Hofmeyr; Webber Wentzel; Bowman Gilfillan Africa Group		\$155.5m	Jan 26		
Investment by	Pharisa African Agriculture Fund in General Plastics			Bowman Gilfillan Africa Group		\$14.2m	Jan 28		
Acquisition by	Sonder Electric of Power Technics					undisclosed	Feb 10		
Acquisition by	Pan African Housing Fund and Africa Ret of a six-acre property in the Karen Lang'ata area for development			Bowman Gilfillan Africa Group		undisclosed	Feb 25		
Acquisition by	ign.com of Fagress's crypto exchange and remittance gateway					undisclosed	Feb 26		
Bond listing	East African Breweries: Tranche 1 of a KES11bn DMFN programme.	Barclays Bank of Kenya; CIC Stanbic Bank; SBI Securities	SBC Securities	Bowman Gilfillan Africa Group	PricewaterhouseCoopers	KES5bn	Mar 6		
Acquisition by	Fleme Tree Group of four food and snack brands from Chirac Kenya (Natures Own, Chigs, Honeycomb and Gomis)					undisclosed	Mar 10		
Acquisition by	Senjiri of a 60% stake in Savannah Cement					undisclosed	Mar 30		
Acquisition by	Centum of 9 646 acres of land in REA Vipingo Plantation and Vipingo Estates			Bowman Gilfillan Africa Group		KES2.1bn	Mar 30		
Acquisition by	Industrial & Commercial Development Corporation of a stake in the Uhura Group. Funds raised to be utilized for a new hospital in Migaa			Bowman Gilfillan Africa Group		KES300m	not announced Q1		
Acquisition by	Retail Africa, Abiant and Standard Bank of a significant stake in Buffalo Mall Nairobi			Bowman Gilfillan Africa Group		undisclosed	not announced Q1		
Disposal by	The Nature Conservancy of its tourism business in Iosabaa Wilderness to CBP/Elewana			Bowman Gilfillan Africa Group		undisclosed	not announced Q1		
Acquisition by	AMA Aviation of a 37.5% stake in Astral Aviation			Bowman Gilfillan Africa Group		undisclosed	not announced Q1		
Acquisition by	Consol (Brazil) from East African Breweries of Central Glass Industries	Standard Bank; CIC Stanbic Bank				not publicly disclosed	Apr 1		
Acquisition by	Fansi Capital of a stake in European Foods Africa					\$2.1m	Apr 9		
Acquisition by	Asia Kenya of Encounter Mara Camps			Bowman Gilfillan Africa Group		undisclosed	May 1		
Acquisition by	Choppies Enterprises from major shareholders of a 75% stake in ten Ukwalu supermarkets		Rand Merchant Bank; Molsveld Securities			\$7.5m	Jun 1		
Acquisition by	Barclays Africa of a 63.3% stake in Kenya First Assurance			Norton Rose Fulbright; Bowman Gilfillan Africa Group		\$28.84m	Jun 11		
Acquisition by	NSSF Uganda of a 2.44% stake in Equity Group from Helios	African Alliance Uganda		Ajanwala & Khanna; MMS Advocates		undisclosed	Jun 24		
Acquisition by	Frontier Services Group of Transit Freight Coordinators Group					R49m	Aug 16		
Disposal by	Afrimvest and other shareholders of their stakes in Brookhouse Schools to Educas					undisclosed	Sep 7		
Acquisition by	I&M Holdings of Gm Commercial Bank					undisclosed	Sep 7		
Acquisition by	Progression Eastern African Microfinance Equity Fund and Velocity Private Equity of Convertible notes in Cellulant Corp			Bowman Gilfillan Africa Group		undisclosed	not announced Q3		
Disposal by	Vestas Wind Systems to Google of its 12.5% stake in the 310-MW Lake Turkana wind farm					undisclosed	Oct 20		
Acquisition by	Panaphia World Transport of a majority stake in Afriflor from the Dutch Flower Group					undisclosed	Nov 5		
Acquisition by	Catalyst Principle Partners of a minority stake in Jamii Bora Bank					undisclosed	Nov 7		
Acquisition by	Razo of Alpha Dairy			Bowman Gilfillan Africa Group		undisclosed	Nov 9		
Acquisition by	Helios Investment Partners of Orange's entire 70% stake in Telkom Kenya			Bowman Gilfillan Africa Group		undisclosed	Nov 9		
2016									
Acquisition by	Old Mutual Property (Old Mutual) from Centum Investments of a 10% stake in Two Rivers Lifestyle Centre, Kenya	Nabso Capital				KES6.4bn	Jan 14		
Acquisition by	Fleme Tree Group of Sothebeauty					undisclosed	Jan 25		
Acquisition by	Goedre Consumer products of a majority stake in Canon Chemicals			Bowman Gilfillan Africa Group		undisclosed	Feb 3		
Acquisition by	Strides Sison of a 51% stake in Universal Corporation			Bowman Gilfillan Africa Group		\$14m	Feb 8		
Acquisition by	The Norwegian Investment Fund for Developing Countries (Norfund) of a minority stake in Freight-4-Time					\$10m	Feb 12		
Acquisition by	The Prival Fund from Abland and Corisle Property of a 50% stake in Buffalo Mall Nairobi	BDO Corporate Finance	Java Capital	Cliffe Dekker Hofmeyr		\$4.43m	Feb 15		
Acquisition by	The Standard Group of a stake in Bambu TV					KES300m	Feb 19		
Acquisition by	Kenyan Government of a 10% stake in Telkom Kenya (ceded by France Telecom in exchange for the Govt. not exercising its pre-emptive rights - (Helios Deal))					nil	Mar 6		
Acquisition by	Kuramo Capital Management of a stake in TransCentury					\$20m	Mar 14		
Acquisition by	Duet East African Financial (Duet Group) of a stake in Fidelity Commercial Bank					KSh1.9bn	Mar 22		
Acquisition by	Andressen Horowitz of a stake in Branch International (Branch.co)					\$9.2m	Mar 30		

TRANSACTION ACTIVITY IN AFRICA (See ranking criteria)

RANKING THE TOMBSTONE PARTIES Q1 2016

RANKINGS BY VALUE

INVESTMENT ADVISERS*

No	Company	Values \$'m	Market Share %
1	Morgan Stanley	340	21,36%
	Perella Weinberg Partners	340	21,36%
3	Rand Merchant Bank	275	17,28%
4	Haywood Securities	143	9,00%
	National Bank Financial	143	9,00%
	UBS Investment Bank	143	9,00%
7	Nabo Capital	63	3,93%
8	EFG Hermes Investment Banking	44	2,77%
9	BDO	27	1,67%
10	PSG	26	1,62%
11	Bravura	24	1,52%
12	Cairn Financial Advisers	18	1,13%
13	Standard Bank Group	5	0,33%
14	Peterhouse Corporate Finance	1	0,04%
15	Lazard	undisclosed	n/a
	Société Générale	undisclosed	n/a
	Arma Partners	undisclosed	n/a
	Verdant Capital	undisclosed	n/a
	Sanlam Private Wealth	undisclosed	n/a

RANKINGS BY FLOW (ACTIVITY)

No	Company	No	Market Share %	Values \$'m
1	BDO	3	12,50%	27
	Bravura	3	12,50%	24
3	PSG	2	8,33%	26
4	Morgan Stanley	1	4,17%	340
	Perella Weinberg Partners	1	4,17%	340
	Rand Merchant Bank	1	4,17%	275
	Haywood Securities	1	4,17%	143
	National Bank Financial	1	4,17%	143
	UBS Investment Bank	1	4,17%	143
	Nabo Capital	1	4,17%	63
	EFG Hermes Investment Banking	1	4,17%	44
	Cairn Financial Advisers	1	4,17%	18
	Standard Bank Group	1	4,17%	5
	Peterhouse Corporate Finance	1	4,17%	1
	Arma Partners	1	4,17%	undisclosed
	Lazard	1	4,17%	undisclosed
	Sanlam Private Wealth	1	4,17%	undisclosed
	Société Générale	1	4,17%	undisclosed
	Verdant Capital	1	4,17%	undisclosed

LEGAL ADVISERS

No	Company	Values \$'m	Market Share %
1	Clifford Chance	340	20,26%
	Weber Wentzel	340	20,26%
	Freshfields Bruckhaus Deringer	340	20,26%
4	Stikeman Elliott	143	8,53%
	Blake Cassels & Graydon	143	8,53%
	Norton Rose Fulbright	143	8,53%
7	Dentons	100	5,96%
8	Arab Legal Consultants	44	2,62%
9	Hogan Lovells	22	1,32%
	Ian Chambers Consulting	22	1,32%
	Shameer Mohuddy	22	1,32%
12	Bowman Gilfillan Africa Group	14	0,83%
13	Cliffe Dekker Hofmeyr	4	0,26%
14	Baker & McKenzie	undisclosed	n/a
	Clyde & Co	undisclosed	n/a

No	Company	No	Market Share %	Values \$'m
1	Bowman Gilfillan Africa Group	3	13,64%	14
2	Norton Rose Fulbright	2	9,09%	143
	Hogan Lovells	2	9,09%	22
	Ian Chambers Consulting	2	9,09%	22
	Shameer Mohuddy	2	9,09%	22
	Cliffe Dekker Hofmeyr	2	9,09%	4
7	Clifford Chance	1	4,55%	340
	Freshfields Bruckhaus Deringer	1	4,55%	340
	Weber Wentzel	1	4,55%	340
	Blake Cassels & Graydon	1	4,55%	143
	Stikeman Elliott	1	4,55%	143
	Dentons	1	4,55%	100
	Arab Legal Consultants	1	4,55%	44
	Baker & McKenzie	1	4,55%	undisclosed
	Clyde & Co	1	4,55%	undisclosed

AFRICA RANKING CRITERIA

- 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.
- Only M&A and JV activity (including SA company deals involving African assets) have been used for ranking purposes.
- 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 the 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.

* Investment Advisers incorporate Financial Advisers and others claiming this category

DEALMAKERS AFRICA Q1 2016 (excl SA)

TOMBSTONE PARTIES

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TRANSACTION TYPE	DETAILS	INVESTMENT ADVISER	SPONSOR	ATTORNEY/ LEGAL ADVISER	REPORTING ACCOUNTANT	ESTIMATED DEAL VALUE	ANNOUNCEMENT DATE
Africa							
Acquisition by	EOH from shareholders of a 50% stake or more in Consal Systems (Morocco), BC Steels (Morocco), Acron (Turkey), Acron (Iran), Cazamevi (Turkey) and EBS (Mozambique)		Merchantec Capital			undisclosed	Jan 12
Acquisition by	Bitfury of a stake in BitPesa					undisclosed	Feb 29
Disposal by	Acids of Emerging Markets Payments to Network International	Morgan Stanley, Perela Weinberg Partners	Clifford Chance, Webber Wentzel, Freshfields Bruckhaus Deringer			\$340m	Mar 2
Acquisition by	Altraaj Group of Thenis					undisclosed	Mar 16
Acquisition by	Extraordinary Journeys of Game Plan Africa					undisclosed	Mar 25
East Africa							
Acquisition by	Akris of Howard Humphreys East Africa					undisclosed	Mar 3
Acquisition by	Ecim Bank of Imperial Bank's (in reversion) shares in Imperial Bank (Uganda)					\$6,788m	Mar 7
Acquisition by	Africanwest of a stake in Sialfrica Plastics and Packaging International			Clyde & Co		undisclosed	Mar 11
West Africa							
Acquisition by	Orange ofritel's operations in Burkina Faso and Sierra Leone	Lazard, Société Générale, Arma Partners				undisclosed	Jan 13
Acquisition by	Mileatich of the Europe to West Africa services and operations from Seimaine MPY					undisclosed	Mar 16
Algeria							
Disposal by	Mediterranea Capital Partners of its stake in Cellulose Processing in The Abruzzi Group					undisclosed	Jan 11
Angola							
Joint Venture	Harland and ESOPFC Ltd : Harland Angola					undisclosed	Feb 24
Botswana							
Acquisition by	Metrofile of Document Bank Botswana					undisclosed	Jan 13
Acquisition by	Equatorial Oil & Gas (Karoo Energy) of the remaining 15% stake in Tamboran Botswana not already owned, from Tamboran Resources	Peterhouse Corporate Finance				£400 000	Jan 18
Acquisition by	Metrofile of a 40% stake in Litigator					undisclosed	Mar 3
Burkina Faso							
Disposal by	Endeavour Mining of the Youga Mine to MMG Gold					\$25.3m	Feb 29
Acquisition by	Endeavour Mining of Fine Gold which holds a 90% stake in the Karma gold mine	UBS Investment Bank, National Bank Financial, Heywood Securities		Silkman Elliott, Blake, Cassels & Graydon, Norton Rose Fulbright		C\$191m	Mar 4
Acquisition by	Roxgold Exploration (Roxgold) of the Inoko Permit from Dantros SRL					€100 000	Mar 21
Cameroon							
Acquisition by	Victoria Oil & Gas of a 75% interest in Maiana Block (hydrocarbon licence) from Glencore Exploration Cameroon and Alex Global					undisclosed	Feb 18
Cape Verde							
Acquisition by	Africa Finance Corporation of IntraCo-Africa's remaining stake in the CabeÓice Wind Farm					undisclosed	Feb 19
Cote d'Ivoire							
Acquisition by	Anechis Finance and West Africa Emerging Markets Growth Fund of an additional stake in Petro Ivoire					undisclosed	Feb 28
Disposal by	Cape Lambert Resources of its tenements in Cote d'Ivoire to Newcrest Mining					\$332 500	Mar 23

TRANSACTION TYPE	DETAILS	INVESTMENT ADVISER	SPONSOR	ATTORNEY/ LEGAL ADVISER	REPORTING ACCOUNTANT	ESTIMATED DEAL VALUE	ANNOUNCEMENT DATE
DRC							
Joint Venture	Randgold Resources and Lincor Resources Congo : Ngevu Project					undisclosed	Jan 19
Joint Venture	Randgold Resources and Kilo Goldmines : Somituri licenses					undisclosed	Jan 19
Joint Venture	Randgold Resources and Devon Resources : Ngevu belt permit package					undisclosed	Jan 19
Acquisition by	Orange of Tigo DRC from Millicom					undisclosed	Feb 8
Disposal by	KenolKobit of its interest in KenolKobit Congo SPRL					undisclosed	Feb 24
Egypt							
Disposal by	Abraj Group of its remaining stake in Integrated Diagnostics Group					undisclosed	Jan 17
Disposal by	Amwal AlKabeel of its investment in Sarwa Capital to the Egyptian-American Enterprise Fund					undisclosed	Feb 1
Acquisition by	EGG Hermes of a 76.7% stake in Tammegah Microenterprise Services from Qadaa (70%) and Tammegah management (6.7%)	EGG Hermes Investment Banking		Arab Legal Consultants	KPMG	EGP345m	Feb 24
Disposal by	MEMA Infrastructure of its 30.33% stake in Alexandria International Container Terminal to Hutchison Port					undisclosed	Mar 7
Acquisition by	European Bank for Reconstruction and Development of an equity stake in United Sugar Company (debt conversion and new capital)			Dentons		\$100m	Mar 29
Ethiopia							
Acquisition by	54 Capital of an undisclosed stake in Adhis Pharmaceutical Factory					\$30m	Jan 6
Acquisition by	Schuler Global Investments of a 45% stake in MB Plc, the producer of Family Milk					undisclosed	Jan 22
Ghana							
Acquisition by	Goldcrest Resources of the entire issued shares capital of Tawudeni Resources (owner of 100% of the Ashieba Gold Project)					an initial grant of 599 177 916 new Goldcrest shares	Jan 19
Acquisition by	NEH GGS Dubai affiliates of a controlling stake in Quenic Ghana					undisclosed	Feb 29
Acquisition by	Puma Energy of IBI					undisclosed	Mar 1
Joint Venture	MR P Osborne and RMB Westport Real Estate Development Fund : to acquire and develop plot No 87, Independence Road, Greater Accra Region, Ghana			Cliffe Dekker Hofmeyr		undisclosed	not announced Q1
Kenya							
Acquisition by	Old Mutual Property (Old Mutual) from Centum Investments of a 10% stake in Two Rivers Lifestyle Centre, Kenya	Nato Capital				KES6.4bn	Jan 14
Acquisition by	Flame Tree Group of SaizeBeauty					undisclosed	Jan 25
Acquisition by	Godrej Consumer products of a majority stake in Canon Chemicals			Bowman Gilfillan Africa Group		undisclosed	Feb 3
Acquisition by	Sindus Shasun of a 51% stake in Universal Corporation			Bowman Gilfillan Africa Group		\$14m	Feb 8
Acquisition by	The Norwegian Investment Fund for Developing Countries (Norfund) of a minority stake in Freight-in-Time					\$10m	Feb 12
Acquisition by	The Pivotal Fund from Abland and Carlisle Property of a 50% stake in Buffalo Mall Naivasha	800 Corporate Finance	Jana Capital	Cliffe Dekker Hofmeyr		\$4.43m	Feb 15
Acquisition by	The Standard Group of a stake in Bamba TV					KHS300m	Feb 19
Acquisition by	Kenyan Government of a 10% stake in Telkom Kenya (ceded by France Telecom in exchange for the Govt. not exercising its pre-emptive rights - Helios Deal)					0	Mar 6
Acquisition by	Kuramo Capital Management of a stake in TransCentury					\$20m	Mar 14
Acquisition by	Duel East African Financial (Duel Group) of a stake in Fidelity Commercial Bank					KSH1.9bn	Mar 22
Acquisition by	Andriessen Horowitz of a stake in Branch International (Branch.co)					\$9.2m	Mar 30

TRANSACTION TYPE	DETAILS	INVESTMENT ADVISER	SPONSOR	ATTORNEY/ LEGAL ADVISER	REPORTING ACCOUNTANT	ESTIMATED DEAL VALUE	ANNOUNCEMENT DATE
Liberia							
Acquisition by	Orange Côte d'Ivoire (Orange) from Calcom Telecommunications 100% of Calcom's Liberia subsidiary					undisclosed	Jan 12
Mali							
Joint Venture	Central Gold Mali (Abecho Minerals) and Randgold Resources (Mali) : to develop and explore the Kossanto West Gold Project (65%-65%)					undisclosed	Feb 8
Mauritius							
Acquisition by	Takvest from Matrix NSK of a 45.32% of Takvest SA	Bravura; BDO & Co	LCF Securities; PSG Namibia	Hogan Lovells SA; Stamer Mohuddy; Ian Chambers Consulting		MMD195.9m	Jan 19
Acquisition by	Takvest from CRH Investments of a 40.32% of Takvest SA	Bravura; BDO & Co	LCF Securities; PSG Namibia	Hogan Lovells SA; Stamer Mohuddy; Ian Chambers Consulting		MMD173m	Jan 19
Listing of	Takvest : 15 196 030 shares @ \$0.90 per share	Bravura; BDO & Co	LCF Securities; PSG Namibia	Hogan Lovells SA; Stamer Mohuddy; Ian Chambers Consulting		\$13.7m	Feb 3
Acquisition by	Delta Africa Property (from Great Lakes Property (Mozambique), Sonar Foundation, Hoderhold, CD Properties, NPF Earman and FA Gobien of Gateway Properties of which CD Properties holds a 98% stake	PSG Capital	PSG Capital; Capital Markets Brokers			\$8.5m	Feb 16
Private Placement	CMB International : 20,306,455 shares	Bravura	Intercontinental Trust			\$2m	Mar 17
Acquisition by	CMB International of the remaining 65.9% of Conisce Group	Bravura	Intercontinental Trust			\$2m	Mar 17
Mauritania							
Acquisition by	Algold resources of Gryphon Minerals 100% interest in the Tijrit Gold and Aljouf Copper /Gold Projects (exercise of option)					ASA 5m	Mar 14
Morocco							
Merger of	Lalage Ciments Maroc and Hidoin Maroc : LalageHidoin Maroc (LalageHidoin and SNH will own 64.7%)			Baker & McKenzie		undisclosed	Mar 17
Acquisition by	Africanwest of a stake in Outsourcia Group					undisclosed	Mar 29
Mozambique							
Acquisition by	SZ Africa (Svaya Capital and Somea Distribuição) of Extra supermarket chain from Africom Delta Corporation					undisclosed	Feb 7
Acquisition by	Delta International Mauritius (Delta Africa Property) from major shareholders of Transformers Holdings Mauritius which holds Delta Iete	PSG Capital	PSG Capital			\$17.35m	Feb 17
Disposal by	Tata Chemicals of it's 95% stake in Crown Energy Zambere to Rademan Jansz van Rensburg					\$6m	Feb 23
Acquisition by	Methank (Old Mutual)					R178.4m	Mar 3
Acquisition by	Mustang Resources of a 90% interest in exploration license G3631 and a 95% interest in 7560L from Regas Resources (exercise of option)					\$50 000	Mar 8
Namibia							
Specific Issue	CMB International : 81,728,317 shares to Alistra, Seistra and Titan Rand	Bravura	PSG Namibia			R1.6m	Jan 25
Listing of	Takvest : 15 196 030 shares @ \$0.90 per share	Bravura; BDO & Co	LCF Securities; PSG Namibia	Hogan Lovells SA; Stamer Mohuddy; Ian Chambers Consulting		\$13.7m	Feb 3
Acquisition by	Jet Gold Corp of a 30% stake in the Haib copper project (by acquiring 100% of 1054137 BC, which holds 100% of Deep South Mining Company, which holds 30% of Haib Minerals)					45m Jet Gold shares	Mar 21
Nigeria							
Acquisition by	MTN of Visitone Communications		Deutsche Securities			R3.43bn	Jan 7
Acquisition by	Olam International of Amber Foods (owns Quinessential Foods Nigeria)	Rand Merchant Bank				\$275m	Jan 11
Acquisition by	WindHost of Host Africa					undisclosed	Jan 12

TRANSACTION TYPE	DETAILS	INVESTMENT ADVISER	SPONSOR	ATTORNEY/ LEGAL ADVISER	REPORTING ACCOUNTANT	ESTIMATED DEAL VALUE	ANNOUNCEMENT DATE
Nigeria (continued)							
Acquisition by	Swiber Offshore Construction (Swiber) of a 38% stake in Delatek Offshore					NGN9.5m	Jan 19
Acquisition by	The Coca-Cola Company from Tropical General Investments (TGI) of an initial 40% equity stake in Chi Ltd					undisclosed	Jan 30
Acquisition by	Interswitch of Venso					N1.5bn	Feb 9
Acquisition by	Synergy Capital of a stake in Africa Terminals					undisclosed	Feb 18
Disposal	IMX Oil of its interest in the Aje Fieldto GEC Petroleum Development Company	Cairn Financial Advisers	Cornhill Capital			\$18m	Feb 26
Investment by	Goldman Sachs, AA, Rocket Internet and MTN in Africa Internet Group					€300m	Mar 3
Acquisition by	IH S of Helios Towers Nigeria (HTN) from ITN Towers					undisclosed	Mar 10
Acquisition by	Ringier Africa Deals of DealDay					undisclosed	Mar 23
Acquisition by	Synergy Capital of a stake in Solurban Fiber Company					undisclosed	Mar 24
Acquisition by	Fan Milk International of 52,843,094 shares from minority shareholders of Fan Milk Nigeria	Slamitic BTC Capital				NGN11m	not announced Q1
Senegal							
Acquisition by	Mimran Natural Resources of a 45% stake in AFRIG S.A.					undisclosed	Feb 18
Acquisition by	Woodside Energy (Senegal) from Impact Oil & Gas AGC of a 65% participating interest a Production Sharing Contract and associated joint operating agreement in the AGC Profound Block					undisclosed	Feb 18
Sierra Leone							
Acquisition by	Crigate Commodities Trading of a Kimberlite Diamond Concession					undisclosed	Mar 14
Tanzania							
Disposal by	KenilKohi of its interest in Kobil Tanzania					undisclosed	Feb 24
Acquisition by	Graphex Mining of the IMX Resources graphite assets (including the Chidao Graphite Project)					AS.1m plus 16.5m Graphex shares	Mar 16
Acquisition by	American Tower Corporation of 1,350 communication towers in Tanzania from Airtel Tanzania (Bharti Airtel)					undisclosed	Mar 21
Tunisia							
Acquisition by	The Alraaj Group of a 49% stake in JM Holding, the majority shareholder of Société d'Articles Hygienes					undisclosed	Jan 18
Uganda							
Acquisition by	Liberty from Madhawi Group of a 51% stake in East African Underwriters					undisclosed	Feb 1
Acquisition by	Black Mountain Resources of Namekera Mining Company from African Prosphate	Verdant Capital; Sanlam Private Wealth				400m Black Mountain shares	Feb 5
Zambia							
Acquisition by	Reunert of Metal Fabricators of Zambia		Stockbrokers Zambia	Bowman Gilfillan; Norton Rose Fulbright		undisclosed	Feb 4
Acquisition by	Tidehold from minority shareholders of a minimum 51% stake of Real Estate Investments Zambia		Branura Capital			ZMW120.9m	Feb 17
Disposal by	Rainbow Farms Investments (RFI Foods) to Zambesi Products of a 49% stake in Zam Chick and 51% stake in Zamhatchi (exercise of put options)		Rand Merchant Bank			\$18.25m	Mar 24
Zimbabwe							
Listing of	Getbucks Financial Services - 1 093 567 251 shares @ \$0.0342	KPMG Advisory	Lynion-Edwards Stockbrokers	Atherstone & Cook Legal Practitioners	PricewaterhouseCoopers	\$37.4m	Jan 15
Acquisition by	Dawn Properties of Malasa Sun from Bancalys Bank of Zimbabwe and Bancalys Bank Pension Fund					undisclosed	Feb 29