

FIRM PROFILE

Practical in our Approach





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ABOUT US

OUR CORPORATE PROFILE

We are a full-service law firm, committed to delivering holistic, efficient, and strategic solutions to our clients. With core specializations in the areas of energy and natural resources, dispute resolution, corporate commercial and transactions law; since 2008, our team has crafted and executed bespoke solutions that have resulted in major industry wins and growth for our ever-growing clientele.

With the primary purpose of building an enduring and dynamic institution that is shaped to adapt to the continually changing legal landscape, we take pride in our excellent team of legal practitioners, all of whom bring varied expertise to the management of clients' interests. To ensure that we are a one-stop-shop that effectively manages the various demands of the business environment, the Firm

and its staff are licensed by the Securities and Exchange Commission, the Financial Reporting Council of Nigeria, and the Corporate Affairs Commission to provide specialized legal, finance and corporate services.

A Nigerian firm with a transnational outlook, we have built strategic relationships and partnerships with various firms in the United Kingdom, the Cayman Islands, South Africa, Uganda, France, Ghana, New Jersey, Kenya, and the United States, enabling our clients to seamlessly expand their business and perform transcontinental transactions. At the core of our DNA are the building blocks of client satisfaction, solution delivery, creative thinking, and innovative outcomes.



Our mission is *to be an innovative firm rendering the highest quality legal services and building enduring strategic relationships with our clients*, while our vision statement is *to create a transgenerational legal conglomerate with broad legal expertise and multi-industry specialties*.

Confidentiality, commercial realism and all-round professional resourcefulness are the keystones of our client-attorney relationship. We approach and execute our clients' instructions with lateral thinking imbued by our broad and deep legal expertise.

Our advice and solutions are consistently practical and bespoke. Time and costs are avowedly paramount considerations in advising on commercial transactions and dispute resolution strategies.



OUR CORE VALUES (P | I | D | O)

PROFESSIONALISM

At Tope Adebayo LP, we aim to serve our clients with a passion, tailored towards excellence. Every step of the way, we deploy the best standard of confidentiality and competence.

INTEGRITY

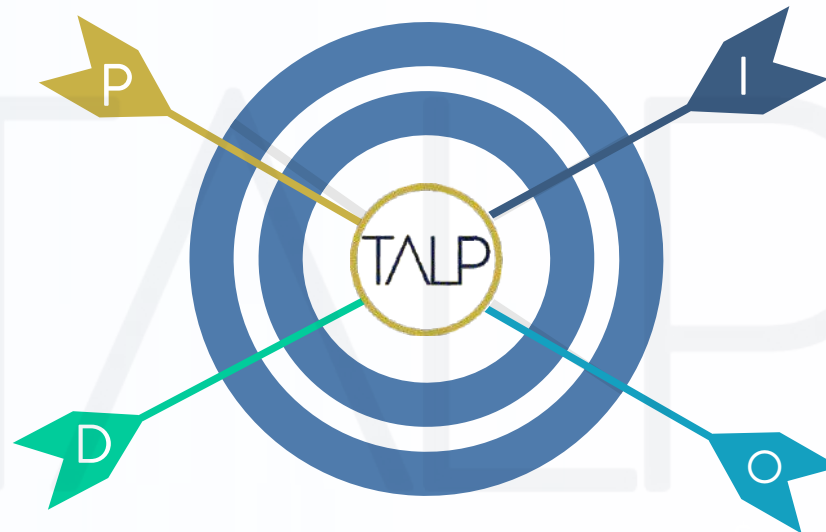
We continually strive to achieve consistency of actions and values whilst ensuring compliance with ethical standards.

DEDICATION

We are committed to providing exceptional services to our clients and we ascribe to every project, an unassailable level of loyalty and commitment which have gained us a track record of excellence.

OWNERSHIP

At Tope Adebayo LP, we care about the needs of our clients, and we make it our mission to ensure the success of every project embarked upon.



OUR GLOBAL REACH

At Tope Adebayo LP, we have provided legal services to clients from all walks of life around the world.

Our client list includes companies in China, Hong Kong, the United Arab Emirates, Cayman Island, Sao Tome & Principe, The United Kingdom, The United States of America, Israel and Poland.



OUR VALUE PROPOSITION

With utmost dedication to our clients and the core values of our firm, we ensure that every project embarked upon is done like it's the first. Commitment and loyalty play an important role in dealing with our clients and drives us to be the very best at what we do. We are professionals who work with precision while aiming to create the desired result for our clients and their needs. Every step of the way we ensure that confidentiality and professionalism are our watchwords. We achieve consistency of actions and values whilst applying methods and principles of integrity and ethical uprightness in dealing with our clients.



PRACTICE GROUPS



At Tope Adebayo LP, we have a tight foothold in Dispute Resolution. We are confident and competent in handling any brief/case from any area of law. We are client focused and result oriented. Our forte includes Litigation, Arbitration, and other Alternative Dispute Resolution. The Dispute Resolution Practice group recognise the value of efficient, effective, and quality services. In seeking to provide these services, we are guided by the values of integrity, teamwork, quality/diligence, and commitment.

Generally, court cases have tendencies of being long-drawn and protracted. Our industry knowledge helps us in peering into the merits of the case and advising on strategies to expedite them. We also dig deep into the client's case, seeking to have a fuller understanding of the business and the facts of the matter, so that we can better advocate for the client in a manner that promotes its business objectives in the short and long term.

Through our commercial awareness, we understand that disputes could have international dimensions ranging from international trade and documentary credit, oil and gas, construction and infrastructure, investment and corporate finance, and insolvency. These transactions often have arbitration agreements as a component of the base contract. Our

team of arbitration attorneys are versed in navigating the niceties of arbitration and enforcement of the foreign arbitral award. We also understand the cultural differences in the registration and enforcement of foreign awards, enforcement of foreign jurisdictional clauses and imperatives of preemptive preservative orders to ensure satisfaction of award. We shall deploy our experience in specialized transactions to guide our clients through liability and quantum stages of arbitration where core competence in the allocation of risk, causation and mitigation are indispensable.

Where it becomes necessary to resort an Alternative Dispute Resolution (ADR), we are able to provide a well-structured

case summary and compelling evidence to facilitate resolutions that are better suited to the client's interests and needs with improved ex-post compliance with the terms of the resolution.



Asset Tracing & Recovery:

Tope Adebayo LP, is the preferred law firm in matters relating to Asset Tracing and Recovery because of our expertise in the systematic management of assets, encompassing their development, operation, maintenance, upgrading, and disposal, all done in the most cost-effective way while considering all associated costs, risks, and performance aspects.

We have the expertise and machinery to trace and identify assets in any jurisdiction and we also understand the dynamics of civil and criminal asset forfeiture procedures.

Insolvency:

We understand that some financial

difficulties may arise from liquidity challenge. We are skilled in negotiating mutually beneficial solutions anchored on business recovery and corporate rescue. We ensure value creation by leveraging our commercial awareness to advise on the option of incentivizing ease of repayment by restructuring a facility on terms or mitigating exposure by activating powers to realize the debt through administration or receivership.

We also deliver value where a creditor exercises the option of realizing assets through receivership. This we achieve by acting as Receiver Simpliciter or Receiver/Manager, depending on the powers vested in us in the instrument of appointment or order of Court.

Arbitration/ADR/Mediation:

ADR allows parties to resolve their disputes on their terms without resorting to litigation. Disputants are often uncertain about the best choice of Alternative Dispute Resolution (ADR) to adopt. We provide advisory services on ADR options in line with client's needs and peculiarities from the point of contract negotiation to enforcement. Our alternative dispute resolution team is trained to act as Arbitrators, Mediators, and Negotiators in any alternative dispute resolution proceedings in Nigeria and across jurisdictions.

With vast practical knowledge of the International Chamber of Commerce Rules of Arbitration and the London Court of International Arbitration Rules,

our municipal and cross-border experience guarantees seasoned legal assistance and representations to clients in all ADR fora.

We have represented local companies, multinational institutions in both municipal and international arbitration proceedings and recorded great success.

Litigation:

We have a track record of successful litigations in courts, judicial and quasi-judicial tribunals in Nigeria. Our litigation practice extends to all civil and criminal matters, which includes asset recovery, litigations in specialized transactions such as Commercial litigation, Tax, Aviation, Maritime, Oil and Gas, Finance, Construction, Labour law, Insolvency,

Intellectual property and Information technology, Power and Energy, Family law, Real estate, Banking, Insurance etc. We encourage non-judicial resolution of disputes and where parties are unable to settle, we provide reasoned strategy to assist in the resolution of disputes.

Probate:

In our Probate Practice Group, we specialize in a range of services tailored to adequately capture and implement the wishes of our clients regarding their legacies. Central to our offerings is the precise drafting of Wills, facilitating a seamless transition of estate to loved ones. We provide expert advisory services, offering clarity on the legal implications of critical life and family decisions, including guardianship. Additionally, our comprehensive

services encompass efficient asset valuation and strategic tax planning, establishing a secure financial foundation for your estate.

Our focus remains on skillful probate administration, prompt settlement of creditors, and asset collection following due process. This approach enables us navigate the hurdles involved in estate administration, minimizing delays for beneficiaries.

In the event of disputes, our seasoned team provides robust representation in estate litigation, including life insurance claims. This commitment ensures the safeguarding of not only your interests but also those of your loved ones.

Highlighted below are some of our concluded and ongoing court cases and transactions:

- Part of the legal team that advised the Federal Republic of Nigeria in the recovery of part of Abacha loots in foreign jurisdictions.
- Our Firm is presently a member of a consortium of foreign and local law firms defending the Federal Republic of Nigeria against a \$9.6 billion international commercial arbitration claim.
- Our firm is currently representing an oil service company at the Lagos Court of Arbitration in respect of a \$ 21.1 million arbitration claim against an oil and gas company.
- Our team was retained by the FGN to undertake a forensic analysis of the regime of repatriation of foreign currency by a foreign company with the collaborations of its bankers, determine sums repatriated contrary to extant foreign exchange regulations, and take steps to recover about USD13 Billion adjudged to have been illegally exported.
- Our team was retained by the FGN to advise on and recover over US\$ 12.7 billion arising from illegal shipment and sale of over fifty million barrels of crude oil by several local and multinational oil companies.

We currently advise a foremost insurance company on its internal labour standards, employee relations &
- policies, and ethical trade union engagement.
- Advised and represented a multinational real estate company in a suit for indemnification on account of irredeemable structural defects on the multi-billion-naira town houses at Osborne Foreshore, Ikoyi.
- Advised and represented a client on a mortgage facility granted by Ecobank Nigeria Plc which was taken over by AMCON.
- Advised and defended a multi-national financial institution in a suit on consistent publication of injurious falsehood that almost threatened the multi-million-dollar investment of an expatriate company in the financial

- institution and the attendant recapitalization.
- Currently handling the suit of an investment company seeking to enforce an undertaking as to damages given by a litigant in its favour to procure an order of mareva injunction against the company's account which order paralyzed the activities of the company for over 20 months and exposed it to huge financial loss and brand erosion. The case has designed an incredible template in the legal industry.
- Our team advised and defended an Agro-based company in a suit against a financial institution for indemnification and/or specific performance of a contract awarded by the Federal Government of Nigeria ("FGN"), the breach of which the financial institution induced on-account of the oft-encountered challenges of documentary credit.
- Our Team advised on the liquidation of a multi-national company indebted to a financial institution to the tune of over 3 billion Naira arising out of a secured credit facility that culminated in creditors winding up.
- Our team is presently defending a foremost Oil & Gas company in Nigeria against millions of dollars in tax assessment by the Federal Inland Revenue Service (FIRS).





“Without Natural Resources, life itself is impossible...without abundant resources, prosperity is out of reach”.

Maurice Strong





At Tope Adebayo LP, we have an Energy and Natural Resources practice that caters to a diverse clientele of Indigenous Companies, Independents and Multinationals. Our lawyers have expertise in:

We understand the legal and regulatory climate governing these crucial sectors of the Nigerian economy and we recognize the complexities of Energy Projects and the various elements of getting the deal through.

Oil & Gas:

As a focal industry in the Nigerian economy, all operations within the Nigerian Oil and Gas Industry from exploitation to consumption, including potential environmental impacts are closely and keenly regulated by various supervisory bodies. At the core of these operations are complex contractual arrangements facilitating the movement of oil and gas from on-shore and off-shore reserves down the value chain to end-users.

At Tope Adebayo LP, we leverage decades of extensive experience servicing various industry players in multiple-high investment transactions, enabling us navigate complex arrangements and devise effective strategies to protect our clients' interests and optimize returns on their investments.



Power

Nurturing renewable and conventional energy projects from inception to commercialization, Tope Adebayo LP's Power Project practice group stands as a leading force in the energy sector. We are your one-stop shop for comprehensive legal and transactional advisory services, guiding you through every stage of project development with unparalleled expertise and strategic foresight.

Our multi-disciplinary team of legal and business professionals boasts a depth of experience in:

- **Renewable Energy Development:** Solar, wind, geothermal, hydro – we navigate the evolving landscape of renewables, supporting your clean energy ambitions.
- **Conventional Energy Generation:** Natural gas, coal, combined-cycle plants – we possess the requisite expertise to successfully bring your conventional energy projects to fruition.
- **Project Lifecycle Support:** From site acquisition and permitting to financing, contract negotiation, due diligence, and commercialization, we are your trusted partner throughout your project journey.
- **Risk Mitigation and Management:** We identify, assess, and proactively manage your project's legal and financial risks, ensuring optimal outcomes.

Mining

The Nigerian mining sector is a relatively untapped one with huge potentials for the forward-thinking miner and investor. The country has come to realize the urgent need for economic diversification and the mining sector is forecast to be a major win. Our mining team is poised to help you explore the full potential that this sector has to offer. We understand the entire spectrum of mining operations and our team has experience dealing with the Mining Cadastre Office.

Accordingly, we are best positioned to help our clients with mineral rights applications, from Reconnaissance Permits, to Mining Leases and Quarry Licenses. The team is poised to facilitate all forms of

foreign investment in local mining companies and establishment of local subsidiaries of foreign entities.

Our mining practice extends to advising on environmental law regulations, mergers and acquisitions, development finance, project and construction financing, equipment leasing and purchase issues, including assisting our clients through custom procedures for the purposes of equipment importation, export, and providing guidance on the trade of solid minerals internationally.

Highlighted below are some of the projects we have been involved in as well as ongoing transactions:

- Currently advising an E&P company on the various legal issues arising from an ongoing dispute with its international affiliate in respect of a proposed takeover. Our role also includes providing supervisory and coordinating oversight on all strategies being implemented by the legal team of local counsel.
- Representing an oil and gas E&P company in respect of tax claims by the Federal Inland Revenue Service (FIRS) over pioneer status granted by the Nigerian Investment Promotion Commission (NIPC) at the Tax Appeal Tribunal and in negotiations with the FIRS.
- Currently advising an independent oil and gas company quoted on the London Stock Exchange through the process of marginal field award and project finance.
- Currently advising an indigenous oil and gas company on disputes arising from its participating interest ownership of an upstream oil and gas asset.
- Providing legal and regulatory advisory services to our oil and gas clients on the implication of the Petroleum Industry Act on their operations.



- Advising an oil and gas servicing company on the permitting and licensing process for pipeline infrastructure development under the Petroleum Industry Act.
- Providing transaction legal advisory services to an oil and gas E&P company currently negotiating for participation in an upstream oil and gas asset.
- Acting as legal advisers and arbitrators to an oil and gas servicing company for the recovery of the sum of \$10,199,950.70 arising from the breach of an Engineering, Procurement & Construction Contract by an E&P company.
- Part of the legal team that advised the Nigerian National Petroleum Corporation (NNPC) and the Nigerian Petroleum Development Company (NPDC) on the divestment of the Federal Government's equity stake in Brass and Forcados assets with a portfolio of over US\$1.7 billion.
- Providing legal transaction advisory services to an oil and gas servicing company in respect of its proposed crude oil evacuation project.
- Provided legal advisory services to an indigenous oil and gas servicing company whose purchase order was wrongfully cancelled by a multinational E&P company.
- Advised on the recovery of over US\$12.7 billion being the proceeds of the shipment and sale of more than 50 million barrels of crude oil by several local and multinational oil companies.
- Advised an indigenous oil and gas company on its capital restructuring and reorganization arrangement.
- Advised an indigenous E&P company on the acquisition of an Oil Mining Lease (OML) in Nigeria.
- Acted as counsel to an oil and gas company whose interest in a joint venture over a marginal field was usurped by a state government.
- Advised an E&P company in the negotiation of its rights and obligations in a Joint Venture as the technical and financial partner in OPL 310. We successfully negotiated the vital terms

- underpinning the cost-bearing interest and revenue-sharing participation in the asset. We are currently negotiating the Joint Operating Agreement.
- Advising a stakeholder on the legal and regulatory framework for operating in the Nigerian Steel sector.
- Acted as legal advisers to partners promoting the use of new technology in the exploration of solid minerals, hydrocarbon, geothermal energy, and other mining services.
- Acted as legal Adviser to a mining company in respect of community relations, licensing arrangements and development of relevant contracts for its proposed mining operations.
- Advising an investor on the joint venture project structure for investing in a mining company.
- Advising a Nigerian subsidiary of a US-based Renewable Energy company on the financing and development of solar hybrid Mini- Grids in Nigeria under the Rural Electrification Program. Our services involve generation, review and negotiation of material contracts including Term Sheet, Financing Agreement, Stock Vesting Agreement, Development Agreements, Engineering, Procurement and Construction contracts, transaction support on audit and valuation of developmental activities; etc.
- We are also currently advising the company on the process of registration and perfection of securities in respect of the financing arrangements with a group of lenders.
- Advising another subsidiary in negotiating a Tripartite Agreement for the use of the distribution network of a Power Distribution Company as well as community relations advisory with respect to the acquisition of land for its mini-grid project. We also provide the company with legal advisory and company secretarial services on its day-to-day operations.
- Led the team that advised an oil and gas company on the structuring, negotiation, and financing of an Independent Power Project (IPP) in Nigeria.



Our Corporate and Commercial practice department represents clients from various sectors of the economy. We provide high-quality services that adhere to international ethical standards and best practices. As a firm that believes in pragmatic and innovative solutions to business needs, we provide profit-driven legal advice to assist our clients in:

01

Minimizing risk exposure to the barest minimum;

02

Maximizing profit by strategically aligning their legal and regulatory compliance with the company's growth trajectory.

03

Maximizing profit by strategically aligning their legal and regulatory compliance with the company's growth trajectory.

Legal Audit

At TALP, we understand how legal loopholes or lawsuits can potentially damage a brand's reputation or have catastrophic effects on the continuing viability of a company.

We discover these legal loopholes by conducting preventive legal audits for forward-thinking organizations to minimize the possibility of legal issues disrupting their companies' progress and getting them ready for any potential investor.

A legal audit lays the groundwork for the establishment of an ongoing legal compliance and prevention program to ensure that the company's strategic intents, relational structure and ongoing operations are consistent with the latest devel-

opments in business and law.

Business Advisory, Company Set-up and Regulatory Compliance

Once your company is founded, our corporate secretarial and compliance team ensures that it maintains good regulatory standing and is up to date with all mandatory filings and fees. The requirements for compliance vary substantially depending on the sector, type of company, frequency of statute changes, and size of the company.

We work extra hard to keep your company compliant and avoid the consequences of violating rules and regulations, keeping in mind that our duties shape your organization's corporate risk and compliance culture., As your corporate secretaries,

our mission is to boost your reputation by reducing the barriers that may be holding your organization back, allowing you to access new markets faster, integrate corporate transaction activity faster, and scale your business more efficiently.

Private & Public Restructuring and Reorganisations, Capital Markets

At Tope Adebayo LP, we take pride in our knowledge and understanding of the dynamics of the Nigerian capital market. The firm is a registered Capital Market Consultant with the Securities and Exchange Commission.

We represent issuers, underwriters, and investors in a wide range of Nigerian securities transactions. Our experience encompasses the spectrum of equity and



debt offerings/financing, Initial public offerings and follow-on, convertible debt offerings, real estate investment trusts (REITs), crowdfunding, mutual funds, securitization, and private placements.

The firm has an impressive client portfolio in this practice area and has provided legal advice and acted for a publicly traded company on a divestiture via an offer for

sale. We served as the team lead for a consortium of legal firms.

Employment and Labour

Our Employment and Labor Practice Group provides an array of services to help businesses navigate the complex realm of employment regulations. Our goal is to assist our clients minimize associated legal

risks while fostering work environments compliant with local labour laws and global best practices.

At TALP, we are committed to tailoring solutions to meet your specific needs. Our services encompass advising on matters such as employee engagement, reward and share benefit programs, non-compete agreements, corporate immigration,

business transfers, and restructuring. We also assist in crafting employment contracts, handbooks, and HR policies. Additionally, we guide clients through the intricacies of outsourcing and engaging independent contractors. In cases of employment-related disputes, we offer expert representation at all levels.

Insurance

We have worked directly with clients in the insurance industry for over a decade. As a result, we rely on our understanding and extensive knowledge of the industry to assist our clients in navigating regulatory and compliance issues.

We have advised clients in this industry on a wide range of issues and transactions, including share restructuring, balance

sheet restructuring and capital reconstruction, capital raising options to meet regulatory capital requirements, asset recovery and divestment, and obtaining regulatory approvals.

Foreign Investment

Our Foreign Investments practice group specializes in offering advisory services to investors seeking opportunities in the current global marketplace. We prioritize comprehensive risk assessment and meticulous due diligence in our dealings to ensure that your investment strategy is thoughtfully mapped out in a manner that minimizes exposure to risks. Our proactive approach and working relationships with regulatory authorities built on integrity, enable us effectively facilitate the securing of pre- and post-investment permits and

approvals.

At TALP, we assist you in optimizing your investments by leveraging available tax and fiscal incentives. Also, we provide support in managing and structuring funds in a manner that aligns with your objectives.

Our unwavering commitment to achieving the highest and most efficient level of compliance guarantees that our clients can confidently navigate complex investment regulations.

Banking & Finance

In the intricate realm of banking and finance, scaling through regulatory complexities, managing market risks, and seizing fleeting opportunities demand

more than just legal expertise. It requires a trusted pathfinder – a strategic ally who understands the pulse of the financial world and can tailor solutions that unlock your full financial potential.

This is where Tope Adebayo LP's Banking & Finance team steps in. We are not just legal advisors; we are your proactive, result-oriented partners, guiding you through every stage of your financial journey with exceptional legal expertise and market-leading insights.

Our comprehensive toolkit empowers you to:

- Facilitate billion-dollar deals: From structuring intricate financings for ambitious projects to devising capital market

strategies that promote exponential growth, we turn your bold visions into realities.

- Weather any financial storm: Whether facing debt challenges or restructuring your capital framework, our experience in debt restructuring and insolvency ensures you emerge stronger and poised for success.

- Navigate regulatory minefields: Our deep understanding of the ever-evolving regulatory landscape ensures compliance and keeps you ahead of the curve, minimizing risks and optimizing operational efficiency.

- Embrace the future of finance: We stay at the forefront of cutting-edge trends, like fintech and blockchain

technology, offering innovative solutions that help you thrive in the evolving digital landscape.

Our expertise goes beyond just transactions and regulations. We believe in understanding your unique goals and challenges, building close relationships, and collaborating seamlessly to craft bespoke solutions that propel your financial ambitions.

Whether you are a seasoned investor scaling new heights or a burgeoning entrepreneur taking your first steps, we offer a tailored journey for everyone.

International Trade

Our International Trade Practice Group provides comprehensive services tailored to businesses engaged in international,

regional, and cross-border trade. We also assist businesses looking to enter new markets or expand their operations by leveraging our profound understanding of local trade laws, regional trade agreements, and free trade pacts like ACFTA.

At TALP, our goal is to help clients navigate the complexities of cross-border trade, manage regulatory and compliance risks, and seize opportunities for growth. We also offer investment protection services and provide effective dispute resolution by exploring our connections with foreign law firms, making us well-equipped to protect our clients' interests in international trade matters.

Real Estate

We represent and advise various players in

the real estate space such as investors, financiers, purchasers, property owners, property developers, etc.

Our expertise spans a wide variety of real estate services, including asset acquisition and disposition, formation and structuring of investment and operating vehicles, property perfection, and contract preparation.

Tax Advisory

Our Tax Advisory Practice Group comprises experienced legal and tax professionals who deploy an innovative and comprehensive approach to assist both domestic and international clients in addressing tax-related issues arising from a wide spectrum of taxes, including companies income tax, capital gains tax, and

other sector specific taxes.

Our suite of services encompasses meticulous tax planning and the adoption of tax-efficient structures to minimize the tax liabilities and exposure of our clients. Furthermore, we conduct thorough assessments of the tax implications associated with transactions and corporate restructuring, identifying potential incentives and employing the latest tax-saving strategies, all while ensuring strict adherence to prevailing tax laws and regulations. Additionally, we offer tax governance reviews that provide an extra layer of protection, safeguarding our clients' assets and optimizing their financial returns.

Highlighted below are some of the deals we have been involved in as well as ongoing transactions:



- Reviewed a broad spectrum of commercial agreements on trans-national investments.


- Provided legal and regulatory advice to the West African Methanol Alternative Energy Project in the construction of its multi-billion-dollar methanol in-plant in Nigeria.


- Legal advisory on the construction and regulatory framework of a multi-billion-dollar Mono-Rail Transportation project.





Our corporate and project finance practice is driven by a desire to provide commercially-savvy and result oriented solutions for our clients. In project finance, we distinguish ourselves through our innovative and holistic approach, and successful management of complex transactions particularly in sectors such as energy, natural resources and infrastructure projects.

We have successfully advised a broad spectrum of industry stakeholders, including major banks, institutional investors, development finance institutions, multinational corporations, contractors, and government entities, where we demonstrated our expertise in both domestic and cross-border projects. Notably, our involvement in advising WindGen a US based renewable energy company to finance and develop hybrid solar Mini-Grids in Nigeria demonstrates our ability to guide project finance initiatives from conception to completion.

On the corporate finance front, we excel in delivering insightful and comprehensive advice on complex cross-border debt and equity transactions. Located in one of Africa's largest financial hubs, we have a top-notch team that has facilitated significant financial undertakings such as IPOs, M&As and corporate restructuring across various sectors



including information technology, financial services, healthcare, and consumer goods. Our involvement in notable transactions such as the acquisition of Gradely Nig. Ltd by ULesson Group, an extensive legal audit of African Alliance Insurance PLC, and the N10 billion bond issuance program for the Government of Osun State illustrates our proficiency in capital raising initiatives and our capacity to handle high-stake finance deals. By seamlessly coordinating multi-jurisdictional deals and addressing the unique challenges of emerging and developed markets alike, we aim to consistently meet and exceed the expectations of our diverse clientele.

Power Project:

Nurturing renewable and conventional

energy projects from inception to commercialization, Tope Adebayo LP's Power Project practice group stands as a leading force in the energy sector. We are your one-stop shop for comprehensive legal and transactional advisory services, guiding you through every stage of project development with unparalleled expertise and strategic foresight.

Our multi-disciplinary team of legal and business professionals boasts a depth of experience in:

- **Renewable Energy Development:** Solar, wind, geothermal, hydro – we navigate the evolving landscape of renewables, supporting your clean energy ambitions.

Conventional Energy Generation: Natural gas, coal, combined-cycle plants – we possess the requisite expertise to successfully bring your conventional energy projects to fruition.

- **Project Lifecycle Support:** From site acquisition and permitting to financing, contract negotiation, due diligence, and commercialization, we are your trusted partner throughout your project journey.
- **Risk Mitigation and Management:** We identify, assess, and proactively manage your project's legal and financial risks, ensuring optimal outcomes.
- **Dispute Resolution Expertise:** In the event of conflicts, our seasoned

litigators are prepared to protect your interests.

What sets us apart:

- Unmatched and in-dept industry expertise: Our team combines legal acumen with a deep understanding of the technical and commercial aspects of power projects.
- Client-centric approach: We prioritize open communication and collaboration, tailoring our services to your specific needs and objectives.
- Cutting-edge insights: We stay at the forefront of industry developments, ensuring you remain competitive in the ever-evolving energy landscape.

Oil & Gas:

Our firm has successfully advised indigenous and international industry players on a broad range of complex energy transactions cutting across every aspect of the industry's value chain.

Deploying our expansive industry knowledge and expertise, we advise on upstream ventures, oil and gas related capital restructuring, industry-specific regulatory compliance in the oil and gas and mining sectors.

Mining:

The Nigerian mining sector is a relatively untapped one with huge potentials for the forward-thinking miner and investor. The country has come to realize the urgent

need for economic diversification and the mining sector is forecast to be a major win. Our mining team is poised to help you explore the full potential that this sector has to offer. We understand the entire spectrum of mining operations and our team has experience dealing with the Mining Cadastre Office.

Accordingly, we are best positioned to help our clients with mineral rights applications, from Reconnaissance Permits, to Mining Leases and Quarry Licenses. The team is poised to facilitate all forms of foreign investment in local mining companies and establishment of local subsidiaries of foreign entities.

Our mining practice extends to advising on environmental law regulations, mergers and acquisitions, development finance,

project and construction financing, equipment leasing and purchase issues, including assisting our clients through custom procedures for the purposes of equipment importation, export, and providing guidance on the trade of solid minerals internationally.

Infrastructure & Construction:

At TALP, our Infrastructure and Construction Practice Group recognizes the paramount importance of revitalizing Nigeria's infrastructure for the nation's overall growth and development. In pursuit of this vision, we not only offer practical solutions but also maintain an unwavering commitment to guide each project from conception to implementation and beyond. Our commitment to project success is reflected in the compre-

hensive support we provide throughout the entire project lifecycle.

Within our advisory portfolio, we address all facets of construction-related matters, delivering expert guidance on procurement strategies and adeptly drafting, advising, and negotiating various contracts—ranging from BOTs, concessions, PPP projects to DBO agreements.

Whether engaged in commercial negotiations, conducting thorough due diligence investigations, ensuring regulatory compliance, or resolving disputes, our diverse team of experts possesses the practical knowledge needed to effectively manage and mitigate risks associated with construction and infrastructure projects. Drawing from extensive experience across major sectors such as Oil and Gas,

Infrastructure, Mining, and Power, we provide specialized advisory services finely tailored to the distinctive needs of each sector.





Scaling through the intricate maze of regulations, managing risks, and ensuring seamless operations require more than just legal expertise. It requires a strategic partner – a trusted advisor well-versed in the intricacies of corporate structures and can tailor solutions to safeguard your interests and drive sustainable growth. Our Corporate Services team is your “go to” for the job.

Our comprehensive suite of services empowers you to:

- **Ensure Compliance:** From company secretarial services to regulatory compliance both locally and internationally, we provide meticulous attention to detail, ensuring that your operations adhere to the latest regulatory requirements, minimizing risks, and safeguarding your reputation.
- **Optimize Corporate Governance:** With a deep understanding of corporate governance principles, we assist you in establishing robust governance frameworks that promote transparency, accountability, and ethical conduct at every level of your organization.
- **Mitigate Risks Effectively:** Our experienced team helps you identify, assess, and mitigate risks, enabling you to navigate complex legal landscapes confidently and protect your business from potential threats.
- **Combat Financial Crime:** We offer comprehensive Anti-Money Laundering (AML) and Counter Financing of Terrorism (CFT) reporting and compliance services, helping you uphold the highest standards of integrity and prevent financial crime within your organization.
- **Conduct Legal Audits:** Our thorough legal audit services provide you with invaluable insights into your company’s legal compliance status, enabling you to address any gaps proactively and mitigate legal risks effectively.

At Tope Adebayo LP, we go beyond providing mere services; we forge lasting partnerships based on trust, integrity, and a deep understanding of your business objectives. Our team is committed to working closely with you, leveraging our expertise and broad network to tailor solutions that align with your unique needs and aspirations. As a multinational or indigenous corporation seeking to navigate complex regulatory frameworks or a

budding startup striving for compliance excellence, our Corporate Services team offers tailored solutions designed to propel your business forward, today and into the future.

Corporate Communications:

Our Corporate Communications Practice Group seamlessly blends legal expertise with strategic communication to assist businesses in interactions with stakeholders and the general public thereby fostering positive connection, trust and transparency. Our advisory services extend beyond mere enhancement of communication to the management of both legal and reputational risks.

Our approach to the development and implementation of internal communica-

tion policies is meticulous. We recognize that a well-crafted policy is not a mere formality but a crucial safeguard against potential pitfalls.

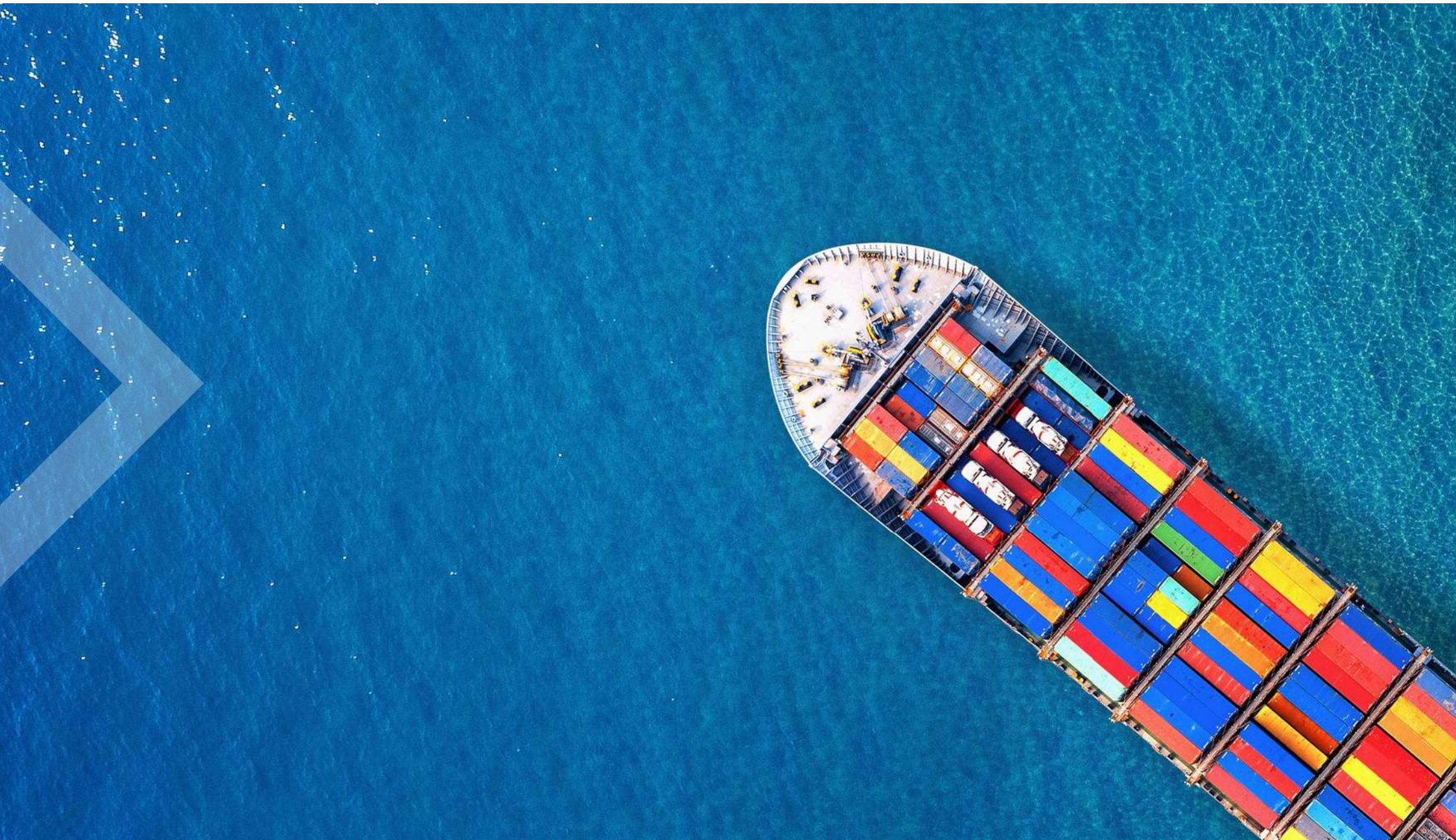
In navigating the complexities of the contemporary media landscape, caution and foresight are paramount. Our team excels in providing guidance on media interactions and public campaigns, including the drafting and review of press releases, ensuring that your message is not only well-received but also aligns with your business goals and objectives.

In the unfortunate event of litigation, our Corporate Communications Practice Group is poised to provide robust support, safeguarding both the reputation and interests of your business.

Corporate Governance:

At TALP, we take pride in our profound understanding of global and industry best practices and assiduously developing robust corporate governance frameworks to meet your needs. This commitment ensures that businesses, whether operating in the private or public sector, function with the utmost integrity and efficiency.

Our comprehensive suite of services encompasses every facet of corporate existence, thereby safeguarding the prosperity and regulatory compliance of your entity. From the establishment to dissolution of entities, we adeptly facilitate and manage meetings, conduct governance audits, and deliver tailored advisory services. These endeavours collectively ensure that your organization operates at the zenith of excellence.



Step aboard the maritime practice of Tope Adebayo LP, where our seasoned legal experts in this practice group navigate the intricacies of maritime and shipping law with aplomb. Well-versed in global conventions, domestic regulations, and industry best practices, we render bespoke legal services to meet your specific needs. In the dynamic maritime industry, our dedicated team possesses in-depth knowledge of admiralty law, covering transactions, disputes, and regulatory compliance. From ship financing to marine insurance, our group is committed to providing comprehensive legal solutions, with personalized attention to eliminate landmines and provide support for seamless navigation at the sea of commerce.

In the courtroom, our advocates have cognate experience, leveraging our under-

standing of international conventions and domestic regulations to protect the interests of ship owners, operators, insurers, and other stakeholders. Our litigators excel in resolving disputes, employing strategic approaches to ensure favourable outcomes in cases involving collisions, salvage operations, pollution incidents, and other maritime incidents.

Beyond the courtroom, our advisory services cover a broad spectrum of maritime matters for various clients, from compliance with environmental regulations to counselling on charter parties and maritime contracts. We keep our clients informed about industry developments and emerging legal trends, from a proactive stance.

Recognizing the need for competitive legal counsel in the maritime industry, Tope Adebayo LP's Maritime and Shipping Law Practice Group provides responsive and efficient legal support. Whether your needs involve transactions, dispute resolution, or regulatory compliance, our group is your compass in the ever-shifting waters of maritime and shipping law. Your legal voyage with us is a partnership anchored on experience, expertise and success.

Our Shipping and Maritime team seamlessly applies its extensive expertise and profound understanding of the legal and regulatory landscape within the maritime industry, diligently safeguarding the interests of parties. With an in-depth comprehension of commercial issues, we prioritize offering our clients a strategic advantage in the global market.

TECHNOLOGY, MEDIA, AND INTELLECTUAL PROPERTY.



Our Technology, Innovation, and Fintech Practice Group is a powerful and dedicated team that provides expert legal solutions tailored to meet the unique challenges and opportunities of the rapidly changing technology industry. Our experienced lawyers are familiar with the complex legal landscape of this sector and are committed to helping both emerging and established businesses navigate it successfully. As technology continues to shape the way companies operate, our team remains steadfast in delivering comprehensive legal services that empower our clients to thrive in this ever-evolving realm.

We understand that starting a new innovation-driven business venture can be both exciting and daunting. That is where our expert team comes in - we take early-

stage companies by hand and provide them with initial legal documentation and business-oriented legal guidance to help them get off the ground. We also offer legal strategies that are necessary for growth and expansion into international markets. From advisory on software licensing, partnerships to data protection requirement across different jurisdictions, our team offers a broad spectrum of legal services tailored to the specific needs of game-changing technology companies. We also offer legal advisory services to technology companies at the fundraising and corporate financing stage. Our assistance involves conducting due diligence, providing legal guidance on investment readiness, finance structuring, and preparing investment documents. Our unwavering dedication to excellence and attention to detail distinguish us as a



reliable partner in navigating the complexities of innovation.

Technology Law:

Legal and contractual connections between corporations, individuals, and governments are changing because of digitalization. As more data is collected, stored, and transmitted electronically, new monetization opportunities emerge, as do new risks and obligations, such as those related to data privacy and cybersecurity.

Our cyber security and certified data protection experts excel not only in advising on compliance and best practices for data management and incident preparedness, but our team is also capable of providing experience-based legal advice that

is needed in the aftermath of cyber incidents.

Our expertise spans from rendering advice on the collection and use of employee and consumer personal data, including export of personal data outside the country, cybercrime incidents, breach notifications, and related internal and external investigations, data sharing, exploitation of big data, data protection compliance programs and audits, and responses to government compliance reviews, privacy policies documentation and procedures as well as privacy impact assessments.

Entertainment/Media:

Welcome to our Media and Entertainment Practice Group, a dedicated hub for navigating the flourishing

industry of media and entertainment in Nigeria. Our comprehensive advisory services span the music, print and digital media, fashion, film, and gaming sectors. These services are tailored to meet the unique needs of a varied clientele, encompassing investors, artists, songwriters, producers, writers, entertainment companies, animation and gaming companies, as well as publishing houses.

Our team of experts, with specialty in Intellectual Property law, tax laws, labour laws, data privacy, and litigation, brings a wealth of experience to comprehensively address all facets of entertainment matters. We prioritize achieving the optimal business outcomes for our clients, seamlessly integrating legal proficiency with a profound understanding of the business challenges inherent in the Media



and Entertainment industry.

In addition to our advisory services, we excel in the development and review of various contracts, including sponsorship agreements, distribution contracts, and event management contracts. Going beyond, we facilitate trademark registration and address regulatory compliance matters. Our overarching objective is to ensure the robust protection of our clients' intellectual property rights, safeguarding their valuable assets, brand names, goodwill, creative works, and ideas.

Fintech/E-commerce:

Our Fintech and E-Commerce Practice Group provides a comprehensive range of services to various stakeholders in the industry, including investors, venture

capitalists, credit providers, and start-ups operating at different business stages. Our offerings span from advising on investments and acquisitions to the development and introduction of cutting-edge financial products, such as mobile money, payment systems, lending solutions as well as e-commerce platforms.

In today's Fintech landscape, considerations such as customer protection, intellectual property, data privacy, adherence to anti-money laundering regulations, and understanding competition implications are of utmost importance. Our profound understanding of these risks and inherent opportunities, coupled with expertise in regulatory and compliance matters, ensures that our clients receive commercially viable legal advice. Moreover, we facilitate seamless interac-

tions with regulatory bodies and governments, skilfully navigating the acquisition of licenses and permits.

Telecommunication:

Within our Telecommunications Practice Group, we offer comprehensive legal support to a diverse array of players involved in the expansive field of telecommunications. This includes operators, service providers, equipment and apparatus manufacturers, as well as financial institutions. Our advisory services are well-informed and cover a broad spectrum of industry-related matters, such as local content requirements, foreign ownership considerations, licensing and permits, tax liabilities, and employment concerns, ensuring thorough legal coverage for our clients.

Delving into the intricacies of telecommunications financing, our dedicated focus revolves around addressing challenges related to investment, corporate restructuring, and strategic partnerships, including joint ventures. Our services stand out for their meticulous approach to identifying and managing risks associated with data and privacy, network sharing arrangements, anti-competitive practices, and consumer protection. This commitment ensures a smooth deployment of services for our clients, laying a robust foundation for their telecommunications endeavours.

Data Protection & Privacy:

At TALP, our Data Protection and Privacy Practice Group excels in addressing

challenges of data privacy and security comprehensively beyond mere regulatory compliance for the purpose of delivering unmatched benefits to our clients.

Our expertise encompasses advising on crucial aspects, including cross-border data transfers, impact assessments, incident response planning, and due diligence and audits on data commercialization transactions. Additionally, we offer a spectrum of services, such as developing company policies and facilitating the acquisition of relevant permits, licenses, and exemptions where necessary.

Furthermore, our team brings extensive knowledge of cybersecurity and data privacy laws, ensuring strict adherence to both global and domestic regulations. This includes compliance with laws such as the

Nigerian Data Protection Act 2023, Nigerian Data Protection Regulation 2019, Cybercrimes (Prohibition and Prevention) Act, and the European Union General Data Protection Regulation. By aligning with these regulations, we provide our clients with the assurance that their interests are comprehensively protected in an ever-evolving legal landscape.

Intellectual Property:

Our sure-footed guidance in the areas of copyrights, patents, trademarks, and trade secrets law is invaluable to our clients. Through our expert advice, our clients have been able to fully capitalise on the benefits of their intellectual property and avoid unauthorised use by third parties. We understand the importance of IP and are well-equipped to handle a spectrum of

IP matters. Our team of experts is highly knowledgeable and experienced in conducting clearance searches, as well as protecting, using, and enforcing trademarks, copyrights, patents, designs, and trade secrets. We have the necessary expertise to guide our clients through complex areas such as licensing, technology transfer, franchising, and product registration with regulatory bodies.






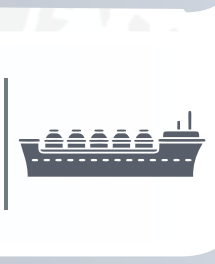

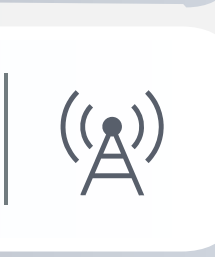
Our firm has an extensive network of partnerships and relationships throughout Africa, which means that we can provide our clients with comprehensive support in registering and securing their intellectual property rights in different jurisdictions. We are dedicated to ensuring that our clients' IP is protected and that they receive the best possible advice and guidance throughout the process.





FIRMWIDE NOVEL & NOTABLE TRANSACTIONS

Our firm has diligently and successfully executed and advised on a broad range of complex legal cases and transactions some of which are:

	<p>Retained by the FGN to undertake forensic analysis of the regime of repatriation of foreign currency out of Nigeria by a foreign company with the collaborations of its bankers, determine sums repatriated contrary to extant foreign exchange regulation and take steps to recover the sums of US\$ 13 billion adjudged illegally exported to the country foreign reserve.</p>	
	<p>One of the two firms currently retained to advise NNPC and NPDC on the divestment of the Federal Government of Nigeria's equity in Brass and Forcados assets with a portfolio of over US\$ 1.7 billion.</p>	
	<p>One of the firms retained by the Federal government of Nigeria to advise on and recover financial exposure to the tune of over US\$ 12.7 billion arising from the shipment and sale of over fifty million barrels of crude oil by several local and multinational oil companies.</p>	
	<p>One of the firms that advised and defended the Federal Government of Nigeria on the recovery of about N 1.04 trillion levied against a multi-national telecommunication company.</p>	

US\$ 322.7 million

One of the firms that advised and defended an Oil and Gas Company in a Corporate Finance Facility of about US\$ 322.7 million granted by a Multinational Company.



N2.5 billion

Recovered within six (6) months the sum of N2.5 billion on behalf of an Agro-based Institute, being debt owed to our client by the Federal Government of Nigeria.



N60 billion Naira

Lead Legal Adviser and secretariat firm to the issue of a N60 billion Naira bond in favour of State Governments in Nigeria.





TOPE ADEBAYO
SENIOR PARTNER

Tope Adebayo is the esteemed founder and senior partner at Tope Adebayo LP with vast experience in Dispute Resolution, International Asset Tracing & Recovery, Project Finance and Corporate Transactions. He is responsible for the many brilliant feats the firm has

achieved in its Litigation & ADR practice areas over the years.

He has led some of the most challenging cases in international assets recoveries, disputes arising from company management and administration in the telecommunications, oil, and gas industries, with commendable and proven track-record of handling cases in the superior courts of records in Nigeria.

An alumnus of the Prestigious Harvard Kennedy School Executive Education, Tope was the best graduating student of the Faculty of Law, University of Ado Ekiti where he obtained his LL. B and best graduating student in the LL.M programme at the University of Lagos.

A member of the Nigerian Bar Association

(NBA) and International Bar Association (IBA), Tope is a Capital Markets consultant registered with the Securities and Exchange Commission (SEC), he is also a registered member of the Financial Reporting Council of Nigeria (FRCN) and a fellow of the Nigerian Institute of Chartered Arbitrators.

Membership of Professional Association

- International Bar Association
- Nigerian Bar Association
- IPLAN - Intellectual Property Law Association of Nigeria
- Capital Market Solicitors' Association
- American Intellectual Property Law Association – Student member
- Nigerian Gas Association

His track records include but are not limited to the following transactions:

- Team Lead, Legal Team that advises on recovery of financial exposure to the tune of over US\$12.7 billion arising from the shipment and sale of over fifty million barrels of crude oil by several local and multinational oil companies.
- Team Lead, Legal Team that is representing NNPC and NPDC in court on the divestment of the Federal Government of Nigeria's equity in Brass and Forcados Assets and recovery of USD1.7 billion due obligations.
- Team Lead, Legal Team that advised and represented Federal Government of Nigeria on recovery of N1.04 trillion penalty imposed on a multi-national

telecommunication company.

- Tope led the team of solicitors that represented the Trustee in the State Government of Osun's N10,000,000.00 (Ten Billion Naira) Bond Issuance Programme.
- Tope led the team of lawyers that recovered the sum of N2,500,000,000 (Two Billion, Five Hundred Million Naira) owed to an agro-based Institute by the Federal Government of Nigeria.
- Concluded and ongoing recoveries of hundreds of millions being owed a foremost Engineering Services company by companies which engaged its services and refused to pay upon the execution of contracts awarded to our Client.

- Adebayo led the team that advised and are representing a multi-national real estate company in a suit for indemnification on account of irredeemable structural defects on the multi-billion-naira Town Houses at Mambila Close, Osborne Foreshore, Ikoyi.
- He also led the team that advised and defended a multi-national financial institution in a suit on consistent publication of injurious falsehood that almost threatened the investment of multi-million dollars by an expatriate company in the financial institution and the attendant recapitalization.
- Led the team of lawyers that successfully prosecuted and obtained judgment protecting the interest of an

Insurance Company which is a minority shareholder in a major Pension company in Nigeria.

- Tope exuded uncommon dexterity when he led the team that successfully prosecuted, on behalf of an investment company, the enforcement of undertaking as to damages pursuant to an order of mareva injunction against the company's account which paralyzed the activities of the company for over 20 months and exposed it to huge financial loss and brand erosion. The case has designed an incredible template in the legal industry and also set a new tone for undertaking as to damages.
- Adebayo's uncommon knack in blazing new trail in legal practice was also

brought to bear when he led the team that advised and defended an agro-based company in a suit against a financial institution for indemnification and/or specific performance of a contract awarded by the Federal Government which the financial institution induced the breach on account of the oft-encountered challenges of documentary credit.

- Currently rendering legal advice to Axiom Air on its aircraft lease financing options.

Expertise

- Commercial Disputes Resolution.
- Energy and Projects.
- Specialized Transactions.
- Business Recovery and Insolvency.

- International Asset Tracing & Recovery
- Corporate Investment and Restructuring.
- Capital Market.
- Election Petitions.

Education

- Harvard Kennedy School – (Executive Education)
- University of Lagos – (LLM)
- Nigerian Law School – (B.L)
- University of Ado Ekiti – (LL.B)



MOSUN OKE
PARTNER

Mosun is the firm's Managing Partner, and she heads the firm's Corporate & Commercial Practice Group. An accomplished and innovative transactions attorney with a talent for identifying innovative legal products. Aside from overseeing the firm's day-to-day opera-

tions, she provides corporate transactional support to both domestic and foreign firms. She is enthusiastic about the Nigerian tech ecosystem and continues to provide legal counsel to startups in this space.

She is a registered Capital Markets consultant with the Securities and Exchange Commission (SEC) and a registered member of the Financial Reporting Council of Nigeria (FRCN).

She is a member of the Nigerian Bar Association (NBA), International Bar Association (IBA), and - Intellectual Property Law Association of Nigeria (IPLAN).

Membership of Professional Association Nigerian Bar Association; IPLAN - Intellectual Property Law

Association of Nigeria; Capital Market Solicitors' Association; and American Intellectual Property Law Association

Track Records

- Focused Team Member, Legal Team that is advising and representing the Federal Government of Nigeria in recovery of part of Abacha loot in cross-border jurisdictions;
- Focused Team Member, Legal Team that represented the Trustee in the State Government of Osun's N10,000,000.00 (Ten Billion Naira) Bond Issuance Programme;
- Team Lead, Legal Team that drafted and modified technology license agreements, and Co-Production

Agreements on behalf of multinational conglomerates;

- Team Lead, Legal Team that advised and conducted legal audit of an international insurance company with a view to eliminating legal landmines;
- Mosun has drafted and reviewed broad spectrum of commercial agreements on trans-national investments;
- Team Lead, Legal Team that is currently rendering legal and regulatory advice to West African Methanol Alternative Energy Project in the construction of its multi-billion dollar methanol in-plant in Nigeria;
- Mosun leads the team that renders advisory services to a Pharmaceutical

Company in accessing finance for its healthcare manufacturing plant;

- Focused Team Member, Legal Team currently rendering legal advice on the construction and regulatory framework of a multi-billion dollar Mono-Rail Transportation project;
- Focused Team Member, Legal Team currently rendering legal advice to Aviation Company on its aircraft lease financing option.

Expertise

- Corporate and Commercial Practice
- Intellectual Property and Media Law
- Corporate Finance

- Legal Audit;
- Public Policy;
- Banking and Finance;
- Capital Market; and
- Competition and Anti-trust Law.

Education

- IU - McKinney School of Law – (LLM)
- University of Leicester, Leicester, United Kingdom – (LLM);
- Nigerian Law School – (B.L); and
- Ogun State University, Ogun State (Now Olabisi Onabanjo University) – (LL.B)



ADEREMI OGUNBANJO
PARTNER

Aderemi is a Partner at Tope Adebayo LP with over two decades of experience in the legal profession. She is versed in corporate and commercial transactions with particular expertise in energy law and policy, mining, corporate and commercial law project finance and infrastructure projects. She has

consistently advised both indigenous companies and multinationals, including various government MDAs and startups on legal and regulatory issues and has been involved in the development of legal, regulatory and policy framework documents and transactional documents particularly in the oil and gas, power, mining and construction sectors. She also advises on acquisitions, joint venture arrangements, and project finance amongst others and has a background in dispute resolution and extensive training in the areas of International Commercial Arbitration.

Aderemi has been recognized by leading ranking firms such as Chambers and Partners Global and IFLR 1000 for her expertise in the industry. She was highly recommended as a Leading Lawyer in Energy and Natural Resources by Chambers and Partners Global 2015. Clients describe her as “very supporting and

proactive,” impressive ...very responsive and output focused. She knows what the end game is from the start and has great subject matter expertise.” She was a member of one of the Working Groups that advised on the Doing Business in Nigeria Initiative of the Federal Government, member of the Policy and Advocacy Working Group of the Renewable Energy Association of Nigeria (REAN) and the Second Vice Chair of the Nigerian Bar Association - Section on Business Law (NBA/SBL) Construction Projects and Infrastructure Committee. Prior to joining Tope Adebayo LP, Aderemi spent a great number of years working at one of the leading Energy Practice law firms and served a brief stint at Oando Plc.

Membership of Professional Association

- Nigerian Bar Association
- Association of International Petroleum Negotiators

- Second Vice Chair of the Nigerian Bar Association - Section on Business Law - Construction Projects and Infrastructure Committee
- Renewable Energy Association of Nigeria (REAN)
- Nigerian Gas Association
- Energy Institute

Expertise

- Energy and Projects: Oil and Gas, Power, Mining.
- Corporate and Commercial Transactions.
- International Trade and Investments.
- Project Finance; and
- Construction and Infrastructure Projects.

Track Records

- Supervised the team that provided legal advisory services to an international E&P company in the proposed acquisition of certain oil and gas assets. Advisory scope included Project Structure advisory, Legal Due Diligence and Transaction advisory;
- Advised two major international oil & gas trading outfits on matters relating to potential criminal & civil liabilities for crude oil, bunker fuel & LNG spillage in Nigeria and supervised & coordinated the provision of cross jurisdictional legal advisory services across various African jurisdictions;
- Supervised the team that advised Schlumberger on the key aspects of the Nigerian oil and gas legal and regulatory framework which may impact a proposed business model in Nigeria. This involved analyzing how the model may be tailored to

fit within the legal framework and minimise investment risks and included the provision of a framework document which gave a review of the legal and regulatory issues surrounding the implementation of the model in Nigeria;

- Supervised the team that advised a Canadian company quoted on the TSXv. on its successful Reverse Takeover transaction with a Nigerian oil & gas company;
- Supervised the team that advised a Nigerian company and its Turkish partners on the successful acquisition of majority interest in the electricity distribution company serving middle belt Nigeria worth approx. US\$ 82 Million;
- Advised an indigenous E&P company in respect of a farm-in transaction relating to a Marginal Field in the Niger Delta Basin of Nigeria. This included providing due dili-

gence advisory, general transaction advisory services, negotiation of the Term Sheet between parties, drafting and negotiating all material contracts in relation to the transaction, including the Deed of Assignment, Farm-in Agreement and the Joint Operating Agreement;

- Advised a start-up international E&P company on the legal issues surrounding a dispute between an IOC and the Federal Government and the investment risks involved in a possible acquisition transaction;
- Part of the team that advised the Federal Government of Nigeria in structuring the private public participation framework for 3 hydro-electric dams in Northern Nigeria;
- Advised an indigenous E&P company in its negotiations with its technical and financial partner on the Joint Operating Agreement

and Cost and Revenue Sharing Agreement in respect of the operations of Oil Prospecting Licence 310 in the Federal Republic of Nigeria;

- Supervised the team providing legislative monitoring services and periodic reviews of Acts of the Nigerian National Assembly, proposed legislations and regulations made by government agencies and their possible impacts on the operations of the Independent Petroleum Producers Group (IPPG), an association of Nigerian indigenous oil and gas Independents. This included preparing and coordinating the collation of policy advocacy documents in respect of calls from the government and representation at public hearings;
- Part of the team that acted as transaction counsel to an indigenous E&P company in respect of its financing and technical services arrangement with an international

oil and gas service company for the development and exploitation of two (2) offshore Oil Mining Leases. Our services included: reviewing and negotiating all material contracts in relation to the project, including the Term Sheets, Master Service Agreements, Tripartite Financing Agreement, Upfront Payment Agreement, Crude Offtake Agreement, Field Management Agreement, Secondment Agreement, etc;

- Supervised the team that advised an international oil and gas company on the legal and regulatory issues involved in licensing a Nigerian oil trading company as its exclusive offshore lubricants distributor;
- Assisted an Agro Allied company in obtaining a Captive Power Permit for its operations and supervised the obtaining of consent from the Nigerian Electricity Regulatory Commission for the commer-

cial disposal of surplus captive power to its neighbouring companies via a Power Purchase Agreement;

■ Part of the team that advised Lafarge WAPCO on legal matters pertaining to the construction of a 90 mw captive power plant in south west Nigeria;

■ Involved in the provision of electricity advisory services to the lender, in a US\$21.4 Million bridge facility for the successful acquisition of majority interest in the electricity distribution company serving parts of south western Nigeria;

■ Supervised the team that advised Petrobras on the implications of the Nigerian Oil and Gas Content Development Act 2010 across its operations and developed a policy framework document and legal and regulatory compliance templates for its Nigerian operations;

■ Advised Oando Plc. on the implications of the Petroleum Industry Bill and other current and proposed legislations and regulations made by government agencies and their possible impacts on its operations;

■ Part of the team that advised the Nigerian Electricity Regulatory Commission on a variety of issues related to its regulatory oversight powers under the Electric Power Sector Reform Act;

■ Advised an indigenous Exploration & Production company in respect of the interpretation of certain provisions of the Nigerian Oil and Gas Industry Content Development Act, 2010 vis a vis their application by the Nigerian Content Development and Monitoring Board;

■ Supervised the team that provided legal representation to a distribution company and a generation company during their

proposed acquisition of majority interests in PHCN successor companies.

Expertise

- Energy and Projects: Oil and Gas, Power, Mining.
- Corporate and Commercial Transactions.
- International Trade and Investments.
- Project Finance; and
- Construction and Infrastructure Projects.

Education

- Association of International Petroleum Negotiators/Rocky Mountain Mineral Law Foundation Training
- University of Birmingham, United Kingdom – (LLM)
- Nigerian Law School – (BL)
- University of Lagos (LL.B)



HARRISON OGALAGU
PARTNER

Mr. Harrison Ogalagu is an Attorney with extensive experience in corporate and commercial practice. His portfolio consists of a diverse range of transactions including dispute resolution arising from corporate finance and capital market transactions and is familiar with the prac-

tice and procedures of the Superior Courts of Record in Nigeria, and major institutional and ad hoc alternative dispute resolution proceedings. He has handled a broad range of transactions spanning investments, divestments, banking, insolvency, legal due diligence and corporate restructuring.

Mr. Harrison is registered with Securities and Exchange Commission (SEC) as a Capital Market Solicitor.

Membership of Professional Association

- Nigerian Bar Association
- Capital Market Solicitors' Association.
- Business Recovery & Insolvency Practitioners' Association of Nigeria

Track Records

- Focused Team member, Legal Team that is representing NNPC and NPDC in court on the divestment of the Federal Government of Nigeria's equity in Brass and Forcados Assets and recovery of USD1.7 Billion due obligations;
- Focused Team member, Legal Team that advised and represented Federal Government of Nigeria on recovery of N1.04 Trillion penalty imposed on a multi-national telecommunication company;
- Team lead, advising and defending an international real estate company on the structural defects on the multi-billion naira Town Houses at Mambila Close, Osborne Foreshore, Ikoyi;
- Focused team member, Legal Team that advised on the liquidation of multi-

national company indebted to a financial institution to the tune of over 3 Billion Naira arising out of secured credit facility that culminated in creditors winding up;

- Team Lead, Legal team that advised on receivership of a multi-billion naira company indebted to a client to the tune of over 500 Million Naira arising out of some secured credit facilities;

- Team lead, Legal Team Lead that advised and defended a multi-national financial institution on the consistent publication of injurious falsehood that almost threatened the investment of multi-billion dollars by an expatriate company and the attendant recapitalization;

- Team lead, advising and defending an investment company of international repute on enforcement of undertaking as to damages pursuant to an order of mareva

injunction against the client's account which exposed the client to multi-billion naira loss due to cessation of business and brand erosion;

- Team lead, Legal Team that advised and conducted process audit on the recapitalization exercise of a multi-national financial institution to ensure compliance with regulatory regime;

- Team lead, advising and defending an agro-based company on importation of tractors pursuant to contract awarded the client by the Federal Government of Nigeria, the challenges of documentary credit and import finance facility granted by Skye Bank Plc;

- Team lead, advising and defending a client on mortgage facility granted by Ecobank Nigeria Plc which was taken over by AMCON;

- Focused team member, advising an investor on the divestment of 100% shareholding of AMCON in Mainstreet Bank Limited.

Expertise

- Business Recovery and Insolvency
- Banking/Finance
- Capital Market
- Corporate Investment and Restructuring
- Commercial Dispute Resolution
- Real Estate and Construction
- Education
- Queen Mary University of London (LLM – in view)
- Nigerian Law School – (B.L)
- Nnamdi Azikiwe University – (LL.B)



IFEOMA EZERIBE
MANAGING ASSOCIATE

Ifeoma is a Managing Associate in the Firm's Corporate & Commercial Practice department. She routinely advises on corporate finance, corporate restructuring, mergers & acquisition, project finance and capital markets. She provides legal support to clients on company secretarial,

corporate governance, competition and regulatory compliance. She is also involved in structuring tax-efficient structures for clients.

She has an extensive background in dispute resolution and finance, which have been advantageous in balancing the demands of law and business in negotiations and legal documentation. Ifeoma is a capital market operator, a graduate of the Corporate Finance Institute and a member of the Business Recovery and Insolvency Practitioners Association of Nigeria.

Membership of Professional Association

- Nigerian Bar Association.
- Capital Market Solicitors' Association
- Business Recovery and Insolvency Practitioners Association of Nigeria

Track Records

- Advised on power project involving installation of 1050 Megawatts Independent Power Plant in Ondo state;
- Advised an indigenous off stream oil company on its bid on some offshore oil blocks.
- Part of the team that conducted a legal audit on behalf of a core investor for the acquisition of a construction and manufacturing company;
- Provides advisory and secretarial services to a leading insurance company in Nigeria;
- Focused team member representing a capital market operator in a suit for the recovery of debt of over N367 Million;

- Focused team member representing NNPC and NPDC in court in a suit for the recovery of a sum of USD1.7 Billion Federal Government's equity in Brass and Forcados Assets;
- Part of team that advised and represented Federal Government of Nigeria on recovery of N1.04 Trillion penalty imposed on a multi-national telecommunication company;
- Part of a team currently advising a multinational media and entertainment company on assets acquisition;
- Advised an international company on aircraft acquisition and its investments options;
- Currently managing a portfolio of real properties.

Expertise

- Regulatory Compliance
- Venture Capital & Private Equity
- Mergers, Acquisition & Restructuring
- Capital Market
- Tax Compliance

Education

- University of South Wales (LLM)
- Nigerian Law School (B.L.)
- Nnamdi Azikiwe University (LL.B)

At Tope Adebayo LP, we are committed to operating at the highest levels of client service. At the minimum, our client service commitments include the following:

Upon engagement, the Firm will assign an engagement partner responsible for managing its relationship with the client:



When presented with a suit/matter, we first proceed with a case evaluation and thereafter construct a case strategy that is best for the suit or matter.



Where applicable, our lawyers will commit to spending as much time as necessary to learn about the client and its business.



After a full understanding of the case, we prepare and share drafts with the client.



Assigned lawyers will update the client regularly on issues relating to the case we may be handling on your behalf.



Telephone messages will be returned as soon as possible, and client correspondence will be handled promptly upon receipt.



We will always be as accessible as possible to attend to your legal needs and questions.



CONTACT US

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    TopeadebayoLP

