TOPE ADEBAYO LP



FIRM PROFILE

PRACTICAL IN OUR APPROACH

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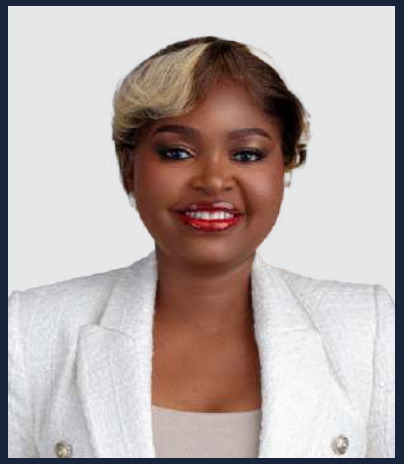
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ABOUT US













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.





VISION

OUR FIRM STATEMENTS

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



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.

DEDICATION

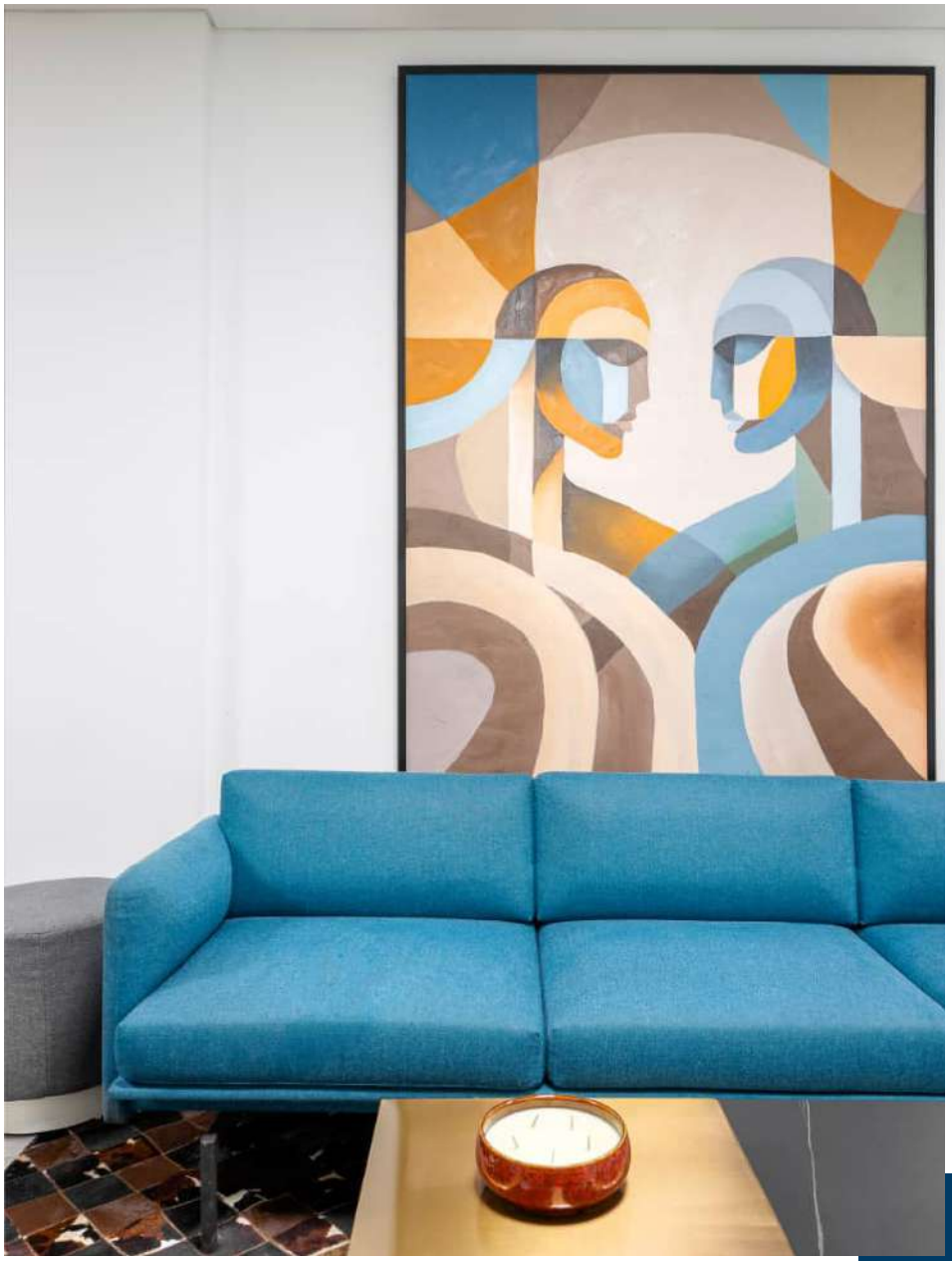
We are committed to providing exceptional services to our clients and we ascribe to every project, an unassailable level of loyalty and commitment which have gained us a track record of excellence.

INTEGRITY

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

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 client(s) 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 is the first. Commitment and loyalty play an important role in our dealing with 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

DISPUTE RESOLUTION

TOPE ADEBAYO LP

At Tope Adebayo LP, we have an established 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 forms of Alternative Dispute Resolution. The Dispute Resolution Practice group recognises 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.



DISPUTE RESOLUTION

Generally, court cases have tendencies to be long-drawn and protracted. Our industry knowledge helps us peek into the merits of the case and advise on strategies to expedite them to deliver value to our clients quickly. We also dig deep into the client's case, seeking a fuller understanding of the business and the facts of the matter to 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, to 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 well versed in navigating the niceties of arbitration and enforcement of foreign arbitral awards. 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 awards. We deploy our experience in specialized transactions to guide our clients through liability and quantum stages of arbitration where core competence in allocating risk, causation and mitigation are indispensable.

Where it becomes necessary to resort to Alternative Dispute Resolution (ADR), we can 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.







OUR PRACTICE AREA EXPERIENCE

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 system- atic management of assets, encompassing their development, operation, maintenance, upgrading, and disposal, all done most cost-effectively while considering all associated costs, risks, and performance aspects.

We have the expertise and machinery to trace and identify assets in any jurisdiction and 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 by 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 per clients' needs and peculiarities, from 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 and multinational institutions in municipal and international arbitration proceedings and recorded great success.

LITIGATION

With litigation being the centerpiece of legal practice, we have a track record of successful litigations in Nigerian courts and other judicial and quasi-judicial tribunals. Our cases practice extends to all civil and criminal matters, which include asset recovery and litigation in specialized transactions, which include but are not limited to the following areas: Commercial Litigation, Tax, Aviation, Maritime, Oil and Gas, Finance, Construction, Labour, Insurance, 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 cannot settle, we provide reasoned strategies to assist in resolving disputes.

EMPLOYMENT & LABOUR

Our Employment and Labour 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.

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.

DISPUTE RESOLUTION TRANSACTION HIGHLIGHTS

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.

- Representing a client in a (US$210 million) refinery sale dispute, defending valuation and investment-offer claims. Delivered strategic corporate law defence, jurisdictional challenge and counter-submissions, as we continue to manage complex shareholder litigation across corporate governance, finance and insolvency disputes.

- Represented leading oil and gas corporate clients in a US$25.4m Turnkey Drilling Agreement dispute spanning arbitration and two Federal High Court suits. In one of the suits, the firm sought an anti-suit relief in favour of the clients, and in the other the it defended the clients in an insolvency proceedings, and mounted a contract-audit defence to defeat overstated claims. This multi-front strategy drove negotiations, achieving an out-of-court settlement at US$16.3m — saving US$9m — and showcasing expertise in high-value energy claims across multiple dispute challenges.

- Representing a client in a high-value LCIA arbitration seated in Abuja over disputed engineering and infrastructure contract related claims. This matter highlights the firm's expertise in complex international arbitration, matters combining contractual reconciliation, forensic analysis and strategic advocacy in sophisticated commercial disputes.

- The firm currently represents a foremost commercial bank as judgment creditor in an ongoing enforcement proceedings before the Federal High Court of Nigeria, Lagos Division, arising from a high-value corporate finance transaction in Nigeria's upstream oil and gas sector.

- The firm represents a top aviation company in an aircraft lease dispute leading to a complex commercial litigation proceeding before the Federal High Court of Nigeria on the subject matter of breach of an aircraft lease agreement.

- The firm represents one of Nigeria's leading financial institution, as petitioner in a high-value bankruptcy petition before the Federal High Court, seeking to enforce a personal guarantee, indemnity agreement, and Global Standing Instruction mandate executed in connection with credit facilities granted to an indigenous corporate entity.

- Our Firm served as a key member of a consortium of foreign and local law firms that defended the Federal Republic of Nigeria against a $9.6 billion international commercial arbitration claim.

- The firm represented a multi-national petroleum company, in a landmark tax dispute objecting the Federal Inland Revenue Service's (Nigeria Revenue Service) assessment of tax liabilities of US$5,095, 361.22, for the relevant years of assessment notwithstanding the client's entitlement to tax holiday under its Pioneer Status Incentive.

- The firm represents a reputable financial institution in a high stake loan recovery suit involving the sum of N1.75 billion (approx. US$4.3 million). Proceedings were commenced to enforce repayment obligations and protect the client's financial interest.

DISPUTE RESOLUTION TRANSACTION HIGHLIGHTS CONT'D

- 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.

- The Firm represents the Nigerian subsidiary of a global renewable energy corporation in proceedings arising from a high-value foreign exchange transaction. The objective of our representation is to vigorously protect and preserve the Client's financial and commercial interests, mitigate its exposure to potential financial loss and liability, and secure the most favourable outcome within the bounds of the law.

- Our firm represented 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.

- The firm represents a fast pace financial and investment solutions company as appellant before the Supreme Court of Nigeria, in a high-value commercial appeal concerning a claim for N 5.4 billion (approximately US$3.5 million) in damages arising from the impact of a Mareva injunction obtained by United Bank for Africa Plc in earlier proceedings.

- The firm represents the personal representatives of the estate of a deceased in the defence of a suit brought against the estate of the deceased, in a matter before the Federal High Court, Lagos, involving a N5 billion (approximately US$3.27 million) claim.

- The firm represents a Nigerian commercial bank in a suit seeking to recover an outstanding debt of N4.6 billion (approximately US$3 million) arising from a package of delinquent credit facilities.

- The firm is acting for its clients in the defence of a high-stakes commercial claim for N200 million (approximately US$144,819.13) in damages. The claim arises from the publication and continued inclusion of the claimants' names in the credit reports of a reputable credit reporting company in the absence of any outstanding debt.

- The firm represents a client as claimant in a high-value property dispute before the High Court of Lagos State, concerning competing claims to the ownership of a developed landed property in a prime area of Victoria Island, Lagos, with an estimated market value of N1.2 billion (approximately US$784,535).

- The firm represents one of Nigeria's premier engineering solutions companies in the defence of a civil action brought by a financial institution over alleged outstanding trade obligations of N722 million (approximately US$466,000).

- 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.

- Our Team advised on the liquidation of a multi-national company indebted to a financial institution to the tune of over NGN3 billion Naira arising out of a secured credit facility that culminated in creditors winding up.

DISPUTE RESOLUTION TRANSACTION HIGHLIGHTS CONT'D

- Our team represented a foremost Oil & Gas company in Nigeria against millions of dollars in tax assessment by the Federal Inland Revenue Service (FIRS).

- The firm currently represents one of Nigeria's leading insurance companies in the defence of a high-value commercial leasehold dispute before the High Court of Lagos State, Lagos. The suit involves a claim of N470 million (approximately US$307,273) in compensation for the alleged loss of goods and consequential damages arising from the dispute.

- The firm represents a multinational engineering company in an appeal challenging a judgment of the High Court of Lagos State, which was obtained in the company's favour by the firm and awarded N247.5 million (approximately US$160,000).

- Representing a client in a precedent-setting employment dispute before the National Industrial Court involving allegations of constructive dismissal arising from an employer's attempt to compel a specialist professional employee to perform duties wholly outside the scope of her contract of employment.

CORPORATE AND COMMERCIAL



CORPORATE AND COMMERCIAL

The Corporate & Commercial Practice at Tope Adebayo LP sits at the centre of our clients' business strategy. We advise corporates, investors, founders, and institutions on structuring, operating, and scaling businesses in Nigeria and across key African markets.

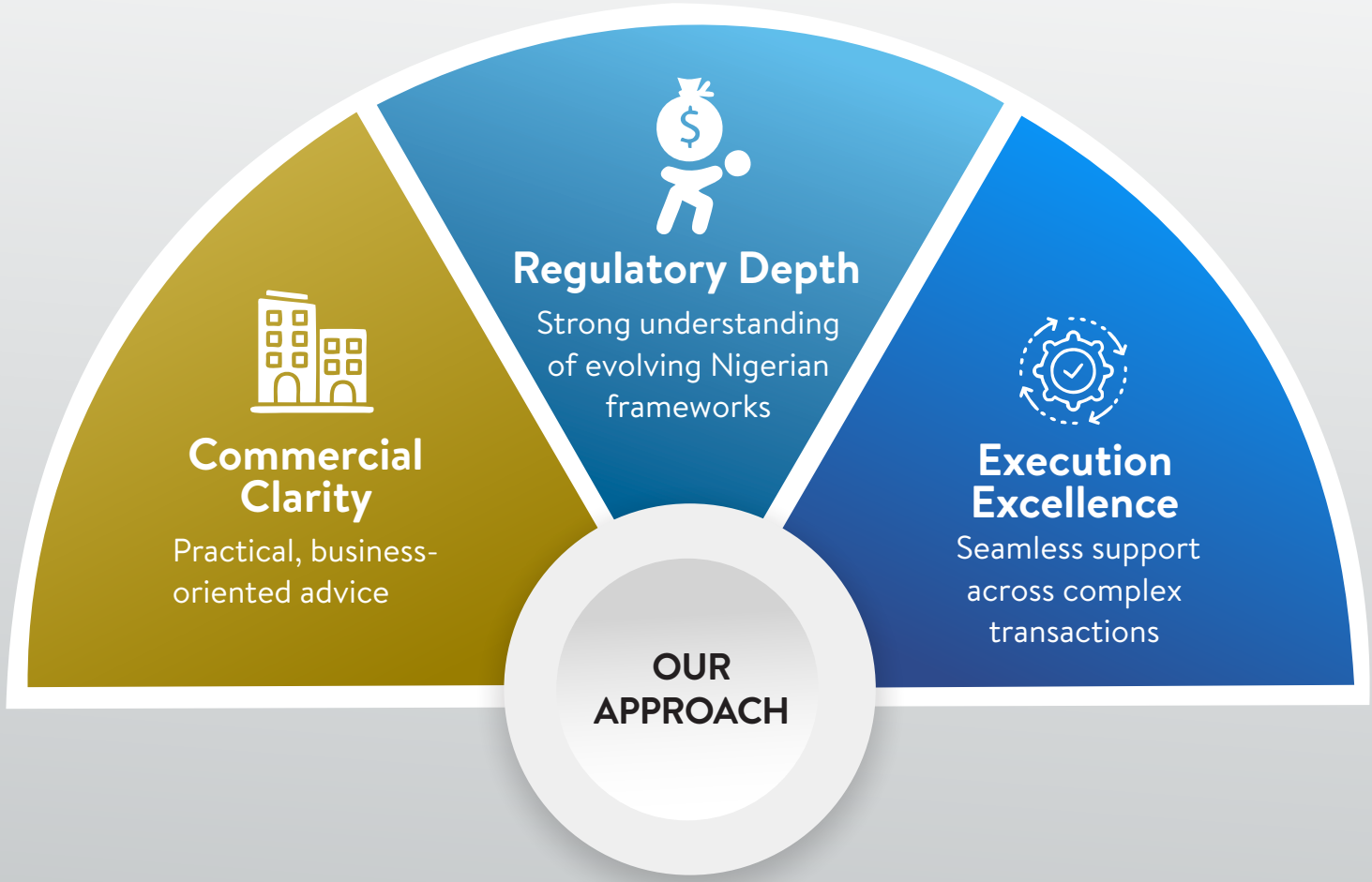
Our role extends beyond legal advisory. We work as strategic partners, combining legal precision with commercial insight to support growth, manage risk, and unlock value across the business lifecycle.

We support clients from **market entry** and **structuring** through to **governance, expansion**, and **strategic transactions**, ensuring that every stage of their operations is legally sound and commercially effective.



TOPE ADEBAYO LP

CORPORATE AND COMMERCIAL



OUR PRACTICE AREA EXPERIENCE

Corporate Transactions, M&A & Business Restructuring

We advise on domestic and cross-border corporate transactions, supporting clients through structuring, negotiation, execution, and post-transaction integration.

Corporate Governance and Regulatory Advisory

We support boards, management teams, and investors in building governance frameworks that meet regulatory expectations and drive long-term value.

ESG & Sustainability Advisory

We support clients in embedding environmental, social, and governance principles into their operations and reporting frameworks.

Commercial Contracts & Advisory

We provide strategic support on complex commercial arrangements that underpin business operations.

Technology, Media & Telecommunications (TMT)

We advise technology-driven businesses and digital platforms on legal, regulatory, and commercial issues across the innovation lifecycle.

Data Protection & Privacy Compliance

We help organisations manage data as a strategic asset while ensuring compliance with Nigerian and global privacy frameworks.

Employment & Workforce Advisory

We advise employers on workforce governance, regulatory compliance, and employment strategy.

Real Estate & Property Transactions

Our Real Estate practice delivers legal, regulatory, and transactional support for property development, financing, and investment projects. We advise developers, investors, and corporate landowners on acquisitions, structuring, and title perfection.

OUR PRACTICE AREA EXPERIENCE

Aviation & Transport

We advise operators, investors, and service providers across the aviation and transport value chain on regulatory, commercial, and operational matters. Our work focuses on enabling compliant operations, structuring commercial relationships, and navigating Nigeria's evolving aviation and transport regulatory landscape.

Healthcare & Life Sciences

We advise healthcare providers, investors, pharmaceutical companies, and healthtech businesses on regulatory compliance, structuring, and commercial operations. Our work reflects the increasing regulation and innovation within Nigeria's healthcare sector, including digital health, pharmaceuticals, and service delivery.

Agriculture & Agribusiness

We support agribusinesses, investors, and development-focused enterprises across the agricultural value chain, from primary production to processing, distribution, and export. Our advisory is focused on structuring sustainable, compliant, and scalable agribusiness operations within Nigeria's regulatory and commercial environment.

International Trade & Cross-Border Advisory

We support clients expanding across borders with legally sound and commercially viable structures.

CORPORATE & COMMERCIAL TRANSACTION HIGHLIGHTS

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

- Advised investors on the acquisition of significant equity interests (49% and 65%) in licensed pension and insurance companies, securing regulatory approvals and ensuring seamless transaction execution.
- Led legal structuring and due diligence for the acquisition of an energy and exploration company, supporting end-to-end transaction execution.
- Coordinated post-merger governance realignment for a financial services group following an equity acquisition, strengthening board and operational structures.
- Advised on the corporate restructuring of a leading insurance company, improving operational efficiency and regulatory compliance.
- Conducted a comprehensive governance audit for a capital market holding company, identifying critical compliance gaps and recommending structural reforms.
- Designed governance reforms for a securities exchange and self-regulatory organisation, including board charters, succession frameworks, and oversight mechanisms.
- Advised on the redomiciliation of a SaaS company's offshore holding structure from the Cayman Islands to Mauritius, optimising tax efficiency and regulatory positioning.
- Structured and negotiated a strategic cross-border partnership between an African HRTech platform and an international foundation.
- Advised fintech companies on licensing, Central Bank compliance, and data governance under the Nigeria Data Protection Act.
- Conducted data protection audits and implemented privacy governance frameworks for fintech and technology platforms, including cross-border data transfer compliance.
- Advised on high-value real estate transactions (up to $1.85 million and N3 billion), including acquisition, title perfection, and regulatory compliance.
  Structured real estate joint ventures for mixed-use developments in Lagos and Abuja.
- Managed cross-border market entry into Mauritius and Kenya, including corporate structuring and regulatory compliance.
- Advised on multi-jurisdictional joint ventures and foreign investment partnerships under AfCFTA frameworks.

ENERGY AND NATURAL RESOURCES (ENR)

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



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

- Gifford Pinchot



OUR PRACTICE AREA EXPERIENCE

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.

OUR PRACTICE AREA EXPERIENCE



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.

ENR TRANSACTION HIGHLIGHTS

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 of the sum of the recovery$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$ 1.7billion.

- 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 50million 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.

ENR TRANSACTION HIGHLIGHTS

- 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.

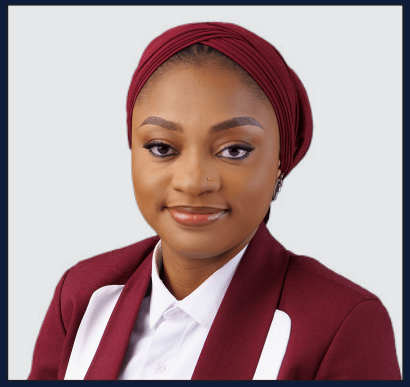
- Led the team that advised an oil and gas company on the structuring, negotiation, and financing of an Independent Power Project (IPP) in Nigeria.

FINANCE AND PROJECTS











OUR PRACTICE AREA EXPERIENCE

A. Corporate Finance and Investment

Capital Markets

We provide comprehensive legal advisory services in equity and debt capital market transactions. On the equity side, we advise on public and private equity issuances across the primary market (including initial public offerings and rights issues) and secondary market transactions (such as block trades and private placements). On the debt side, our experience spans bonds, notes, commercial papers, sukuk, convertible instruments, structured financing and securitisation transactions.

Mergers and Acquisitions (M&A)

Our M&A practice group advises clients on the entire deal cycle from the initial deal evaluation and due diligence conducting thorough due diligence to structuring and negotiating complex transactions and overseeing seamless post-merger integration. We go beyond traditional legal advice. We act as strategic partners, deeply understanding our clients' investment objectives and financial goals. Our approach ensures that every M&A transaction enhances value creation and minimises potential risks.

Other Business Combinations and Re-organisations

Our team represents clients across the full spectrum of business combinations and reorganisations including restructuring, joint ventures, partnerships, consortiums, redomiciliation, and strategic partnerships. Our expertise extends to advising on spin-offs, split-offs, leveraged buy-outs and divestitures, designed to optimise corporate structure, increase shareholder value, and streamline operations.

Private Equity and Venture Capital

The team guides private equity firms, venture capitalists, and startups through investment cycles, fund formation, and exit strategies. Investment structures are carefully designed to meet both regulatory standards and market expectations, enabling clients to achieve great returns on their investments.

OUR PRACTICE AREA EXPERIENCE

Bankruptcy and Insolvency

We represent creditors, debtors, and other stakeholders in all types of insolvency proceedings. We assist with complex debt restructuring, including negotiating with creditors, developing repayment plans, and securing debt forgiveness where possible, while working to identify and recover assets to maximise value for creditors and stakeholders. Our expertise spans all varieties of insolvency practices, including receivership, liquidation, administration, Creditors' Voluntary Arrangements (CVA), and netting.

Whether acting as receivers to protect assets, winding up insolvent companies, implementing rescue plans for distressed businesses, or negotiating agreements to avoid formal insolvency proceedings, we provide clear, practical advice to help you deal with the challenges of financial distress and achieve the best possible outcomes.

B. Projects

Project Finance

Securing funding for complex projects requires innovative strategies. We assist clients in setting up financing arrangements that leverage project revenue streams including negotiating syndicated loan agreements, structuring infrastructure fundings, multi-tiered financing, and designing cash flow mechanisms such as escrow and debt service reserve accounts. We mitigate financial risks through tailored security packages, such as asset-backed securities, step-in rights, and priority lien structures. Our deep understanding of project finance enables us to develop financing solutions that are not only viable but also align with our clients specific financial objectives.

Construction and Infrastructure

We recognise the importance of revitalising Nigeria's infrastructure for the nation's overall growth and development. Thus we do not only offer practical solutions but also maintain an unwavering commitment to guide each construction and infrastructure project throughout its entire lifecycle. Within our portfolio are various contracts, ranging from BOTS, BTS, BOOTS, BOOS, ROOTS, PPP projects to DBO agreements.

OUR PRACTICE AREA EXPERIENCE

C. Private Client Services

Wealth Transfer and Preservation

We guide clients through the complexities of wealth transfer, ensuring assets are distributed efficiently and family wealth is preserved for future generations. Our services encompass:

Planning for the future is essential, and a well-crafted will or trust provides a roadmap for how your assets will be managed and distributed, ensuring your estate wishes are honoured. We draft comprehensive wills and trust documents tailored to each client's unique circumstances and objectives. Beyond the fundamental aspects of asset distribution, our expertise extends to incorporating provisions for a wide range of crucial life events and the needs of beneficiaries.



We develop customised strategies and asset protection plans that minimise tax liabilities while supporting the long-term financial goals of our client. We advise on entity selection and structuring, cross-border transactions, and income tax optimisation. Our goal is to provide tax solutions that enhance financial efficiency and achieve optimal outcomes in both domestic and global markets.

We leverage these tax-efficient estates and trust structures, including exploring family office arrangements to create comprehensive strategies that safeguard wealth and facilitate seamless intergenerational.

FINANCE AND PROJECTS TRANSACTION HIGHLIGHTS

The team advises on a broad range of transactions across the infrastructure, energy, financial services, healthcare, telecommunications and real estate sectors. Our recent and ongoing mandates include:

Project Finance and Infrastructure

- Advising the Concessionaire on the structuring, development and financing of a 36 billion-naira student accommodation portfolio comprising a 6,000-bed space capacity across four (4) tertiary institutions under a Design, Build, Finance, Maintain, Operate and Transfer ("DBFMOT") model.
- Advising the Concessionaire on the legal structuring, development and financing of a 2 billion-naira, 180- bed male student hostel at Pan-Atlantic University under a Build and Operate model.
- Advising the Concessionaire on the structuring, development and financing of a proposed US$20 billion solar power project to be deployed across five major cities in Nigeria.

Banking and Finance

- Advised the Borrower on the legal structuring, negotiation and documentation of a project preparation facility for the proposed development of a US$1 billion Liquefied Natural Gas (LNG) facility in Akwa Ibom State, with a nameplate production capacity of 10 million metric tonnes per annum (MTPA).
- Advising the Promoters on the capitalisation, establishment and licensing of a proposed Tier-1 microfinance bank by the Central Bank of Nigeria (CBN).
- Advising the Issuer on the transaction structuring and documentation of a proposed ₦20 billion private debt note offer to support its payroll-lending business and general corporate purpses.
- Advised the Project Sponsor on a multilayered financing framework for the development of a hostel facility, comprising a ₦200 million bridge loan facility and a ₦260 million project advance and supply financing arrangement.
- Advising the Borrower on the US$5 million term loan facility for the purchase of an aircraft.
- Advised the Borrower on the legal structuring and documentation of a project preparation facility agreement for the proposed development of a US$5 million facility for the development of a mini-LNG plant with a capacity of 0.14 MTPA in Rivers State.
- Acted as legal advisers on a cross-border crypto-asset recovery matter involving the recovery of over US$350,000 in cryptocurrency.
- Advised on the structuring and negotiation of a farm-in and investment agreement in respect of a prominent Oil Prospecting Licence asset valued at US$57,000,000.

Capital Markets

- Acted as Solicitors to the Issuer on Great Nigeria Insurance Plc's ₦15.6 billion rights issue of 6,000,000,000 ordinary shares at ₦2.60 per share, offered on the basis of six (6) new shares for every seven (7) existing shares held.

FINANCE AND PROJECTS TRANSACTION HIGHLIGHTS

- Advised Great Nigeria Insurance Plc on its ₦8.25 billion private placement of 3,172,514,620 ordinary shares at ₦2.60 per share as part of its recapitalisation programme.

- Advising, as Solicitors to the Issue of a ₦20.8 billion private placement capital raise of an insurance company for its strategic investment in a pension fund administrator.

- Advising on the recapitalisation of an insurance company, including acting as Solicitors to the Issue of its ₦12 billion capital raise through a zero-coupon subordinated convertible note.

Mergers and Acquisitions ("M&A")

- Advising the Acquirer on a combined equity investment and debt financing transaction valued at US$1.553 million, involving the acquisition of a 51% equity interest in a private security company.

- Advising the Acquirer on the proposed ₦200 million acquisition of a 95% equity interest in an SEC-licensed issuing house through phased payments and corresponding share transfers.

- Advised the Investor on the acquisition of approximately 20% of the fully diluted shareholding of a Nigerian fintech company providing digital card issuance and payment solutions, for a total consideration of US$1.5 million.

- Advised the Investor on an ₦13 billion investment to acquire a 35% equity stake in a mobile virtual network operator, including negotiating shareholder rights, board representation and protections for the investment.

- Advised the Acquirer on an ₦25 billion acquisition and an N18 billion equity injection in connection with the acquisition of a modular refinery in Edo State.

Private Clients Services and Wealth Planning

- Provided legal advice to the Purchaser on the US$18 million acquisition of a luxury residential tower in Banana Island, Lagos.

- Acted as legal advisers to a European Investor on the US$931,000 acquisition of a residential apartment at Eko Atlantic City, Lagos State.

- Acted as legal advisers to the Executors on the administration of an estate valued at over ₦31 billion, including probate and estate management support.



FIRMWIDE NOVEL & NOTABLE TRANSACTIONS

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:

US$ 13 billion

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.

US$ 1.7 billion

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.**

US$ 12.7 billion

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.

FIRMWIDE NOVEL & NOTABLE TRANSACTIONS

N 1.04 trillion

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.

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.

PARTNERS' PROFILES



TOPE ADEBAYO
SENIOR PARTNER

Tope is the 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-recordof 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.

Partner's Track Record

- **Resolving International Affiliate Disputes in Upstream Takeovers**

  Advised an E&P company on the various legal issues arising from dispute with its international affiliate in respect of a proposed takeover.

- **Strategic Legal Counsel for Deep-Sea Port Development & Energy Integration**

  Co-lead of the legal advisory team representing a Nigerian company with affiliates in the oil and gas industry on the development of a deep-sea port, intended to support its oil, gas and related services investments.

- **Strategic Advisory on Asset Ownership & Equity Rights in Upstream Assets**

  Currently advising an indigenous oil and gas company on disputes arising from its participating interest ownership of an upstream oil and gas asset.

PARTNERS' PROFILES

Multinational Energy Litigation: Recovering $12.7B+ in Crude Oil Revenues

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.

Structuring N25B+ M&A Transaction for Integrated Gas & Refining Facilities

Advised a mid stream oil and gas company on the strategic acquisition of midstream assets, including a modular refinery, gas processing facility, and CNG plant, with a transaction value exceeding #25 billion.

Upstream M&A & Equity Acquisition Legal Counsel

Co-led the team that advised a company in respect of a potential acquisition of a majority equity stake in a target company which owned over 50% participating interest in an upstream oil and gas asset.

Litigation & Corporate Risk Counsel for High-Value Midstream Equity Protection

Part of the legal team representing an oil and gas company before the Federal High Court in a high stakes dispute towards safeguarding the company's equity investment, valued at over $8 million in a leading midstream oil and gas company in Nigeria.

Mauritian Entity Midstream Asset Defense

Part of the legal team representing a Mauritius-based entity in Federal High Court proceedings towards protecting the entity's interest in a leading midstream oil and gas company held in trust by an investment and advisory firm.

Specialized Legal Counsel for Admiralty Jurisdiction & Charter Party Disputes

Advised and represented a client in a dispute arising from a charter party agreement for the carriage of Automotive Gas Oil (AGO), involving claims for unpaid freight and demurrage, and the arrest and detention of a vessel under the Admiralty Jurisdiction Act and Admiralty Procedure Rules.

Comprehensive Advisory on Port Operations, Marine Insurance, and Shipping Transactions

Advised on a range of maritime and offshore matters, including; regulatory compliance, ship registration, marine insurance, port operations, and charter negotiations.

Offshore Legal & Admiralty Compliance

Provided specialized guidance on marine cargo documentation; vessel arrest and release procedures, and admiralty enforcement actions, ensuring client compliance with Nigeria's maritime and offshore regulatory framework.

PARTNERS' PROFILES

Membership of Professional Associations

- International Bar Association.
- Nigerian Bar Association.
- Capital Market Solicitors' Association.
- Nigerian Gas Association.
- Nigerian Institute of Chartered Arbitrators (FCArb).
- The Society for Notaries Public (TSNP).

Education

- **Executive Education**
  Harvard Kennedy School.
- **LLM in Commercial Corporate Commercial**
  University of Lagos.
- **Barrister at Law (BL)**
  Nigerian Law School.
- **Bachelor of Laws (LL.B)**
  University of Ado Ekiti.

Expertise

- Commercial Disputes Resolution.
- Energy and Projects.
- Specialized Transactions .
- Business Recovery and Insolvency.
- International Asset Tracing & Recovery.
- Corporate Investment & Restructuring.
- Capital Market.
- Election Petitions.

PARTNERS' PROFILES



DR. MOSUN OKE
PARTNER

Dr. Mosun Oke is a legal strategist and transactions attorney with over two decades of experience delivering innovative legal solutions at the intersection of intellectual property (IP), corporate finance, and technology law. She is a Partner, and she leads the firm's Corporate & Commercial Practice Group. She has been instrumental in shaping the firm's strategic vision, growth, and culture.

Dr. Oke is recognized for her expertise in IP financing, which forms the cornerstone of her academic and professional journey. As a legal innovator, she advises both local and international firms on leveraging intangible assets as financing tools. She guides startups and growth-stage companies through complex funding rounds, IP portfolio management, M&A transactions, and corporate restructuring, ensuring legal robustness and investor confidence.

Beyond private sector advisory, Dr. Oke serves as a policy consultant to government bodies and financial institutions, advocating for reforms that enable the recognition of IP as collateral in mainstream and alternative financing models. She contributes through thought leadership to the development of legal frameworks that support innovation-driven financing.

Dr. Oke holds an S.J.D. (Doctor of Juridical Science) in Intellectual Property Law, with her thesis focusing on comparative IP financing structures in Nigeria and the United States. She also holds two LL.M. degrees in IP and International Commercial Law, in addition to her foundational law training in Nigeria.

As a thought leader, she has authored several scholarly articles and book chapters and presented her work at international summits. Her unique blend of academic research and hands-on industry experience enables her to deliver legal solutions that are both theoretically sound and commercially viable.

Partner's Track Record

- **Cross-Border Asset Recovery – Abacha Loot**

  Contributed as a team member in advising and representing the Federal Government of Nigeria in the cross-border recovery of assets tied to the Abacha regime. Provided

legal research support involving asset tracing, multi-jurisdictional enforcement, and coordination with international institutions.

- **Board-Level Corporate Governance – Public Company Secretary**

  Appointed Company Secretary to a publicly listed company, where responsibilities included board advisory, regulatory filings, stakeholder communication, and compliance with securities and corporate governance laws.

- **Entertainment & Creative IP – $600K Film Investment Deal**

  Led the legal advisory team on a $600,000 film investment transaction, managing the deal from inception to closing. This included negotiating rights directly with IP owners, structuring and drafting Joint Venture Agreements (JVAs), conducting rights clearance, and ensuring robust IP protections were embedded throughout the transaction. Delivered enforceable, cross-jurisdictional frameworks that safeguarded stakeholder interests and maximized the commercial value of the IP assets involved.

- **Technology & Venture Capital – $10M SaaS VC Funding Round**

  Provided legal due diligence and strategic transaction support for a $10 million VC funding round involving a leading SaaS company. The engagement included IP asset analysis, investment terms negotiation, and investor compliance support from Seed through Series A stages.

- **Restructuring & Capital Transactions – Multisector Legal Support**

  Advised clients in tech, energy, and finance sectors on legal restructuring, debt novation, preference share issuance, capital reorganization, and regulatory compliance.

- **Technology Licensing & IP Agreements**

  Led legal teams in drafting and negotiating technology licensing agreements, IP commercialization contracts, and content co-production agreements for companies, with a focus on enforceability, royalty structure, and territorial protections.

- **Insurance Sector – Legal Audit & Risk Mitigation**

  Conducted a full legal audit of an insurance company, identifying potential legal landmines and providing strategic recommendations for governance and compliance enhancements.

- **Multi-Sector Contract Drafting & Negotiation**

PARTNERS' PROFILES

Drafted and reviewed a wide range of commercial agreements across industries, including healthcare, renewable energy, telecommunications, fintech, manufacturing, and banking. Transaction types include joint ventures, master service agreements, NDAs, licensing contracts, and project financing frameworks.

Data Privacy & Cybersecurity Law

Provided regulatory advisory on data privacy compliance, including GDPR and Nigerian data protection laws, developing internal policies and contractual frameworks for clients.

Startup Advisory – Innovation, Scale & IP Strategy

A trusted legal advisor to startups and scale-ups, supporting legal structuring, IP portfolio development, contract negotiation, and investment readiness from ideation to Series A and beyond.

Membership of Professional Associations

- Nigerian Bar Association (NBA).
- Nigerian Bar Association-Section on Business Law (NBA-SBL).
- Intellectual Property Law Association of Nigeria (IPLAN).
- American Intellectual Property Law Association (AIPLA).
  International Trademark Association (INTA).
- International Association for the Protection of Intellectual Property (AIPPI).
- Registered Capital Markets Consultant, Securities and Exchange Commission (SEC), Nigeria.
- Registered Member, Financial Reporting Council of Nigeria (FRCN).
- Vice-Chair, IU McKinney Dean's Global Advisory Council.
- Council Member, IU McKinney Dean's Global Advisory Council.

Education

- **S.J.D. in Intellectual Property Law**
  Indiana University – Robert H. McKinney School of Law, Indianapolis, IN.
- **LL.M. in Intellectual Property Law**
  Indiana University – Robert H. McKinney School of Law, Indianapolis, IN.
- **LL.M. in International Commercial Law**
  University of Leicester, UK.
- **Barrister at Law (BL)**
  Nigerian Law School.
- **Bachelor of Laws (LL.B)**
  Ogun State University.

Certification

- Certified Information Privacy Professional – Europe (CIPP/E).
- Capital Markets Consultant – Securities and Exchange Commission (SEC), Nigeria.
- Member – Financial Reporting Council of Nigeria (FRCN).

PARTNERS' PROFILES



ADEREMI OGUNBANJO
PARTNER

Aderemi is the Energy and Natural Resources Partner at Tope Adebayo LP. Reputed for her commercial awareness and great subject matter expertise, she brings to the table over two decades of experience in the legal profession. She specializes in corporate and commercial transactions, particularly in energy (oil and gas, power & mining), and project finance/infrastructure projects. She has led teams to advise indigenous companies, multinationals, government MDAs, and startups on various legal and regulatory issues relating to their operations. Her expertise extends to providing transactional/project advisory services to clients on acquisitions, joint venture arrangements, and project finance, assisting foreign investors on how to effectively navigate the Nigerian legal and regulatory landscape. She has also been involved in the development of legal, regulatory, and policy framework documents, especially in the oil and gas and power sectors. Her background in dispute resolution and training in International Commercial Arbitration also gives her a unique viewpoint through which she looks at commercial transactions and an edge in providing holistic legal advisory services to her clients.

Aderemi has been recognised by leading global legal research companies (ranking the world's leading lawyers and law firms across various jurisdictions) such as Chambers and Partners Global and IFLR 1000 for her industry expertise. In 2015, Chambers and Partners Global highly recommended her as a Leading Lawyer in Energy and Natural Resources. Clients describe her as: "... impressive... very responsive..." "... 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, a member of the Policy and Advocacy Working Group of the Renewable Energy Association of Nigeria (REAN) and the First Vice Chair of the Nigerian Bar Association – Section on Business Law (NBA/SBL) Construction Projects and Infrastructure Committee.

Before 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.

PARTNERS' PROFILES

Partner's Track Record

- **Energy Sector Corporate Advisory & Dispute Management**

  Advised an E&P company on the various legal issues arising from a dispute with its international affiliate in respect of a proposed takeover. Our role also included providing supervisory and coordinating oversight on all strategies being implemented by the legal team of the local counsel.

- **Oil & Gas Infrastructure: Deep-Sea Port Advisory**

  Co-lead of the legal advisory team representing a Nigerian company with affiliates in the oil and gas industry on the development of a deep- sea port, intended to support its oil, gas and related services investments.

- **Upstream Asset Acquisition & Operatorship Transfer | Lead Transaction Advisory**

  Co-lead of the legal transaction advisory team representing an indigenous E&P company in the acquisition of a controlling interest and transfer of operatorship in a high-value, prolific upstream asset. The engagement involves comprehensive legal and regulatory due diligence, negotiations, strategic transaction structuring, regulatory engagements and end-to-end advisory support.

- **Lead Legal Counsel – Drilling Services & Subcontracting Risk Allocation**

  Providing ongoing legal support to a drilling services company in connection with its engagements by upstream oil and gas companies and its subcontracting arrangements, including aligning contractual obligations, identifying key risks, and allocating liabilities among clients, subcontractors and the company.

- **Operational Asset Purchase & Contract Execution**

  Advising a drilling services company on the acquisition of operating assets required for the execution of its operations, including the drafting, review, and negotiation of relevant sale and purchase agreements.

- **FIRS Tax Negotiation & Settlement Strategy**

  Represented 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.

- **Marginal Field Licensing & Capital Markets Advisory**

  Advised an independent oil and gas company quoted on the London Stock Exchange through the process of marginal field award and project finance.

- **Representation of Indigenous E&P Firm in Asset Ownership Dispute**

  Currently advising an indigenous oil and gas company on disputes arising from its participating interest ownership of an upstream oil and gas asset.

PARTNERS' PROFILES

Partner's Track Record

International E&P Asset Acquisition & Structuring

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.

Petroleum Industry Act (PIA) Compliance & Advisory

Providing legal and regulatory advisory services to our oil and gas clients on the implications of the Petroleum Industry Act on their operations.

M&A Counsel on Indirect 50% Participating Interest Purchase

Acted as transaction advisor to a company in respect of a potential acquisition of a majority equity stake in a target company, which owned 50% participating interest in an upstream oil and gas asset.

Multilateral Project Finance Advisory: $4M+ LNG Development

Advised an oil and gas company on securing over $4 million in the first of a series of financing from a multilateral financial institution for the development of its LNG facility, boasting a nameplate production capacity of 10 million metric tonnes per annum.

$8M Equity Investment Safeguarding

Co-led the representation of an oil and gas company before the Federal High Court in a high-stakes dispute to safeguard its equity investment, valued at over $8 million, in a leading midstream oil and gas company in Nigeria.

Regulatory & Licensing Strategy for Pipeline Development

Advising an oil and gas servicing company on the permitting and licensing process for pipeline infrastructure development under the Petroleum Industry Act.

OPL 310 E&P Deal Structure: Joint Operating & Cost-Revenue Agreements

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.

High-Stakes E&P Dispute & Commercial Recovery ($10.2M Claim)

Co-led the representation of 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.

Strategic Market Entry Advisory for Global Energy Services

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

PARTNERS' PROFILES

Partner's Track Record

business model in Nigeria. This involved analysing how the model may be tailored to fit within the legal framework and minimize 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.

Transaction Counsel for Offshore Oil Mining Leases Commercial Structuring

Part of the team that acted as legal 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. This 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.

Mitigating Regulatory Sanctions for Local Content & Quota Non-Compliance

Provided legal guidance to an oil and gas company in resolving allegations of non-compliance with expatriate quota and local content regulations, averting imminent significant regulatory sanctions and penalties.

Structuring Equity & Operations for Upstream Marginal Field Interests

Provided strategic legal advisory to a corporate shareholder in an upstream oil and gas company on the structuring and operational framework of its participating interest in a recently awarded marginal field, ensuring regulatory compliance and maximizing commercial value.

Mega-Scale Natural Gas Project Development

Acting as legal transaction advisors to an indigenous gas company in respect of a Project for the design, development and construction of a Liquified Natural Gas ("LNG") facility with a nameplate production capacity of 10 million metric tonnes per annum.

Energy Regulatory Compliance & Risk Strategy

Advised one of Africa's largest integrated energy solutions E&P companies 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.

Leading Legal Due Diligence for Multi-Sector Energy & Infrastructure Conglomerate

Led the team that conducted a comprehensive legal due diligence exercise on the assets of a conglomerate oil and gas, power, marine, infrastructure & environmental industries group of companies servicing Sub-Saharan Africa, with respect to a potential Investment Bank.

PARTNERS' PROFILES

Partner's Track Record

Cross-Border Upstream M&A: Assessing Sovereign-IOC Dispute Risks

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 the possible acquisition transaction.

Downstream Energy Exclusive Licensing Advisory

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 lubricant's distributor.

Membership of Professional Associations

- Nigerian Bar Association.
- Association of International Petroleum Negotiators.
- First Vice Chair of the Nigerian Bar Association - Section on Business Law - Construction Projects & Infrastructure Committee.
- Renewable Energy Association of Nigeria (REAN).
- Nigerian Gas Association.
- Energy Institute.

Education

- Association of International Petroleum Negotiators/Rocky Mountain Mineral Law Foundation Training.
- **LL.M in International Commercial Law** - University of Birmingham, United Kingdom.
- **Barrister at Law (BL)**
  Nigerian Law School.
- **Bachelor of Laws (LL.B)**
  University of Lagos.

Expertise

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

PARTNERS' PROFILES



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 he is familiar with the practice and procedures of the Superior Courts of Record in Nigeria, and major institutional and ad hoc alternative dispute resolution proceedings.

He handles a broad range of transactions spanning investments, divestments, banking, insolvency, legal due diligence and corporate restructuring. Mr Harrison is registered with the Securities and Exchange Commission (SEC) as a Capital Market Solicitor.

Partner's Track Record

- **Litigation & Asset Recovery - NNPC/ NPDC Divestment Dispute**

  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.

- **Property Development Dispute - Structural Integrity Litigation**

  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.

- **Insolvency & Debt Recovery - N3Billion Creditor Liquidation**

  Focused team member, Legal Team that advised on the liquidation of a multinational 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.

- **Receivership Strategy - Recovery of N500 Million Secured Loan**

  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.

- **Defamation & Crisis Advisory - Protection of Foreign Investment**

  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.

- **Asset Freeze Litigation - Defence Against Mareva Injunction Losses**

  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.

- **Recapitalization Compliance Audit - Multinational Financial Institution**

  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.

- **Trade Finance & Contractual Dispute Advisory Agro-Equipment Importation**

  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.

- **Mortgage FINANCE Dispute - AMCON Enforcement Defense**

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

- **Investment Acquisition Advisory - AMCON's Mainstreet Bank Stake**

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

Membership of Professional Associations

- Capital Market Solicitors Association - CMSA.
- Securities Exchange Commission- SEC (2013).
- Business Recovery and Insolvency Practioners Association of Nigeria.
- CAC.
- International Bar Association.
- Nigerian Power Association.
- London Court of International Arbitration - LCIA.

PARTNERS' PROFILES

- International Centre for Settlement of Investment Disputes - ICSID.
- Nigerian Bar Association - NBA.
- Registered Alumnus of Queen Mary University of London.
- Section on Legal Practice - NBA-SLP.
- The Society for Notaries Public - TSNP.

Education

- **PhD in International Investment Arbitration (in view)**
  Nnamdi Azikiwe University.
- **LLM in Comparative and International Dispute Resolution**
  Queen Mary University of London.
- **Barrister at Law (BL)**
  Nigerian Law School.
- **Bachelor of Laws (LL.B)**
  Nnamdi Azikiwe University.

Expertise

- Business Recovery and Insolvency.
- Banking/Finance.
- Capital Market.
- Corporate Investment Restructuring.
- Commercial Dispute Resolution.
- Real Estate and Construction.

PARTNERS' PROFILES



IFEOMA EZERIBE
PARTNER

Ifeoma brings extensive experience in M&A, project finance, restructuring, banking and finance, asset and real estate finance, private client services and other general corporate and commercial matters.

She leads the firm's Finance and Projects practice groups and is focused on assisting businesses to achieve local and international financing and investment goals. She excels in curating strategies for business reorganisation and restructuring including joint ventures, partnerships, consortiums, re-domiciliation, and spin-offs.

Her expertise also includes guiding clients through debt and equity issuance, including IPOs, bond issuance, commercial paper, rights issues, private placements, and securitisation. As a certified insolvency practitioner, she advises on receivership, liquidation, administration, creditors' voluntary arrangements (CVA), and netting. Additionally, she provides seamless counsel on succession planning, asset protection, and wealth transfer, ensuring her clients' long-term and transgenerational financial security.

Ifeoma is the lawyer you want on your team. As a strategist, she gets that you are not just a case file – you are a real person with real business needs. She understands both the legal aspects and the big picture, and the importance of building solutions with you, not at you. Through innovation, excellence, and a relentless pursuit of results, Ifeoma delivers tailored strategies that align with your goals. She is committed to building long-standing relationships, underpinned by her deep understanding of her clients' objectives and unwavering dedication to their success.

Partner's Track Record

- **Refinery Asset Purchase - Legal Advisory for N25 Billion Transaction**

  The purchaser on the acquisition of a modular refinery in Edo State, valued at 25 billion naira.

- **Tech Investment Advisory - $9M Helios Deal for SeamlessHR**

  SeamlessHR on a $9 million investment from Helios Investment Partners to support its expansion across Africa.

PARTNERS' PROFILES

- **Infrastructure Finance - N1B BOT PPP Transaction Advisory**

  The sponsor and its investment partners on project financing for a public-private partnership (PPP) with a build, operate, and transfer (BOT) model, worth one billion naira.

- **Major Energy Infrastructure Deal - $1B LNG Facility Financing**

  The borrower on a $1 billion financing arrangement for the development of a Liquified Natural Gas (LNG) facility, one of the largest energy projects in the region.

- **Insurance Sector M&A - N12B Equity Acquistion Advisory**

  The investor on the acquisition of a 65% equity stake in a Nigerian insurance company, valued at over 12 billion naira.

- **International Corporate Structuring - Financial Investment Platform**

  A group of investors on the corporate structuring of a financial investment vehicle operating across three jurisdictions: Nigeria, the United States of America, and the United Kingdom.

- **Energy Project Finance - $77.5M Facility for Work Programme**

  On a $77.5 million credit facility for an oil and gas company's Minimum Work and Development Programme.

- **Strategic LNG Project advisory - Cross-BorderFinancing**

  A special purpose vehicle, on securing approximately $1 billion in financing for the development and construction of a Liquified Natural Gas (LNG) facility with a production capacity of 10 million metric tonnes per annum (MTPA) under a gas supply agreement.

- **Property Development Advisory - N1.3B JVA in Abuja**

  The developer on a joint venture agreement (JVA) for a real estate development project in Abuja, Nigeria, valued at N1.3 billion.

- **Commercial Real Estate Purchase - $1.85M Eko Atlantic, Lagos**

  On the acquisition of a $1.85 million commercial property in Eko Atlantic, Lagos.

- **International Tax & Compliance Advisory - SaaS Company Redomiciliation**

  On the redomiciliation of a SaaS company's holding company from the Cayman Islands to Mauritius, optimizing tax efficiency and ensuring regulatory compliance.

PARTNERS' PROFILES

Intellectual Property Acquisition & JV Structuring

On the acquisition and licensing of intellectual property rights for a prominent Nigerian author, including the structuring of a joint venture agreement.

Membership and Professional Associations

- Chartered Institute of Taxation of Nigeria, Associate.
- Business Recovery and Insolvency Practitioner of Nigeria (BRIPAN).
- Nigerian Bar Association (NBA).
- Section on Business Law (NBA-SBL).

Education

- **MBA in Finance**
  Universidad Internacional Isabel 1 de Castilla.
- **LL.M. in Corporate Law and Shareholders right in Mergers and Acquisitions (M&A)**
  University of South Wales (UK).
- **Barrister at Law (BL)**
  Nigerian Law School.
- **Bachelor of Laws (LL.B)**
  Nnamdi Azikiwe University.

Certification

- Financial Planning and Wealth Management Professional – Corporate Finance Institute.
- Capital Market Consultant – Securities and Exchange Commission.
- Human Resource Manager - UNICAF Professional Development Courses.
- Sustainable Development in Business - Open University of Mauritius and Commonwealth of Learning.

Expertise

- Mergers & Acquisitions.
- Business Combinations & Reorganisations.
- Capital Markets.
- Debt Financing.
- Banking and Finance.
- Project Finance.
- Asset Based Financing.
- Wealth Transfer, Trust and Wills.

TALP CLIENT SERVICE PROTOCOL

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 it relationship with the client:

1. 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.

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

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

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

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

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



CONTACT US

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