



Janson Africa



About Janson Africa

Africa is one of the fastest-growing continents in the world, and this creates a favorable environment for foreign investment.

Our passion for Africa leads us to commit ourselves to the continent, contributing to its growth and its future.

Janson provides outstanding, multilingual and multidisciplinary services across various industries in Africa. Our firm has a proven track record of serving a broad range of domestic and foreign clients with legal agility and business acumen for all their Africa related queries.

Our Africa practice is ran by our office in Rwanda, Kigali located in the Kigali Alliance Business Center. Our Kigali office of course also benefits from the support of our offices in Belgium and we maintain and continue to harvest excellent relationships with business law firms, as well as other professional services providers in practically all corners of Africa. This not only allows our clients to obtain swift advice in all African jurisdictions but also enables our firm to gain full legal and business insights to the benefit of our clients.

WHY INVEST OR DO BUSINESS IN AFRICA AND HOW WE ASSIST YOU IN ACHIEVING YOUR AFRICAN ENDEAVORS

Africa presents great opportunities for businesses' around the globe. It is a + 1.4 billion person (projected to double over the next 30 years) market with massive transformation growth and demographic boom potential.

Investing and/or doing business in Africa presents a real opportunity to enact real change unlocking its true potential. It will not only create business benefit but also make it benefit to the African population by further creating wealth and employment. In doing so, the living standards will be raised further whereby it is expected that over the next two decades most African households will have joined the consumer market.

Rising investment in both digital technologies (the new economy) and natural resources (the old economy) will further boost its development. It is indeed a young continent which translates in a boost of technological evolution and fintech. This alone combined with its abundance of natural resources, work force, industrialization and urbanization will make it the fastest growing region in the next ten years harboring the world's most powerful economies. Innovation and investments will also further grow its agricultural and natural resources wealth. Such diligent implementation of innovation and investments will finally lead it to sustainable economic development.

As a vast emerging market, it is characterized as one of the fastest urbanizing regions in the world. It already has many cities with over 1 million inhabitants and over three fourths of its population growth will take place in cities. This combined with its further industrialization from basic materials to sophisticated goods substituting imports from outside Africa, creates extensive opportunities for all direct investments in Africa which it welcomes because of value, job and wealth creation. In that regard, it should also be noted that Africa counts several integrated trade areas lifting trade barriers across the continent amongst which the African Continental Free Trade Area (AfCFTA) bringing together more than 50 countries of the African Union to create a single market for Africa and 8 Regional Economic Communities.

It is obvious that to be able to implement the above incentives in the right manner into your businesses, legal obstacles and practical barriers need to be dealt with. In that regard, Janson's extensive knowledge and understanding of the legal, political, cultural, social and commercial

environment throughout the continent as well as its experience and expertise are vital assets contributing to the achievement of your goals in Africa.

INDUSTRIES WE COVER IN AFRICA

- Agriculture
- Banks & Financial Institutions
- Consulting & Professional Services
- Consumer Goods & Retail
- Digital Economy & Fintech
- Energy & Natural Resources
- Family-Owned Business & Wealth Management
- Food & Beverage
- Government Entities & Public Sector
- Healthcare, Life Sciences & Pharmaceuticals
- Industrials, Manufacturing & Plant Engineering
- Insurance
- Logistics & Warehousing
- Metals & Mining
- Private Equity & Venture Capital
- Real Estate & Construction
- Technology & Electronics

PRACTICES WE COVER IN AFRICA

- Banking & Finance
- Commercial
- Corporate, M&A & Private Equity
- Employment
- Energy, Climate Change & Mobility
- Insurance & Liability
- Public & Administrative
- Real Estate & Construction
- Restructuring & Insolvency
- Tax

OVERVIEW OF THE COUNTRIES PER REGION WE HAVE OPERATED IN

1. Northern Africa

Algeria
Libia
Morocco
Tunesia

2. Western Africa

Benin
Burkina Faso
Côte d'Ivoire (Ivory Coast)
Gambia
Ghana
Guinea
Guinea-Bissau
Liberia
Mali
Mauritania
Niger
Nigeria
Senegal
Sierra Leone
Togo

3. Central Africa

Cameroon
Central African Republic
Congo Dem. Republic (Kinshasa)
Gabon

4. East Africa

Burundi
Comoros

Djibouti
Kenya
Madagascar
Mauritius
Rwanda

5. Southern Africa

Angola
South Africa

OUR PROVEN TRACK RECORD PER REGION AND COUNTRIES

1. NORTHERN AFRICA

Algeria

- Bench-marking of applicable laws, drafting of legislation on the certification of the guarantee of renewable origin of electricity, and advice on options available to the Electricity and Gas Regulatory Commission, development of support schemes related thereto.

Libya

- Assistance to a Belgian Credit insurer with respect to a credit insurance claim;
- Assistance in asset unfreezing procedures;
- Assistance to a Belgian corporation in the contract negotiations with respect to the sale of poultry products to a Libyan purchaser.

Morocco

- Setting up of a nationwide franchise network;
- Opening of the low-voltage grid to renewable energies / Development of the self-generation framework: Drafting of the Law and regulations for self-generation at all voltage levels and all production capacities;
- Analysis of the potential market for electricity generation from RES on the medium-voltage grid-Assistance to SIE- Renewable Energy Program.

2. WESTERN AFRICA

Benin

- Assistance to a Belgian Private Equity firm in recovery proceedings;
- Assistance to a Singapore-based fund for the negotiation, execution and perfection of a pledge over the shares of a Beninese oil trading company;
- Advice on the dismissal of a Beninese manager of a subsidiary of a Belgian company;
- Drafting of a power purchase agreement (PPA) for the purchase of electricity transiting through the interconnection from Nigeria to Benin and drafting of a transmission service agreement (TSA).

Burkina Faso

- Assistance to Société Nationale d'Electricité du Burkina Faso (SONABEL) for the study of reliability and optimization of electricity generation and import (including training);
- Assistance to a heavy equipment manufacturer in relation to the set-up of a equipment financing structure for a Burkinabe mining company.

Côte d'Ivoire (Ivory Coast)

- Shareholder conflict, non-observance of the right of pre-emption by the Geneva Bankruptcy Office, legal proceedings in Abidjan and Geneva;
- Assistance to a Belgian agri-food group with the incorporation of their subsidiary and the launch of their activities in Ivory Coast;
- Takeover of a Russian subsidiary active in cocoa exports by a Ghanaian subsidiary;
- Assistance to a colleague in lodging an appeal with the CDEAO Court of Justice against the confiscation, by the Ivorian State, of the assets of an Ivorian company owned by Italians;
- Assistance to a Belgian credit institution in a large export finance transaction with the Ivory Coast State as borrower, for the financing of the acquisition of busses for the SOTRA (*Société des transports abidjanais*).

Gambia

- Assistance in the African Clean Energy Corridor Program; reference number WACEC-1/2020;
- Assistance to a Swiss company with the set-up of a tax collection system in partnership with Gambian municipalities.

Ghana

- Assistance in the African Clean Energy Corridor Program; reference number WACEC-1/2020.

Guinea

- Legal support for investors in electrification and access to drinking water projects
- Representation, in Belgium, of the interests of the Republic of Guinea in a case of embezzlement of funds (placed and invested in Europe) by a director of a public limited company;
- Mission to support the implementation of the Guinea-Mali interconnection project implementation unit (225 kv) as part of the technical assistance in support of the West African power pool (FED/2013/318-953): Analysis of the legal and regulatory framework applicable to the electricity sector, with regard to public procurement and public-private partnerships in Guinea and Mali;
- Assistance to a large heavy equipment manufacturer in the structuring of its activities in Guinea in light of the local content regulation.

Guinea-Bissau

- Assistance in the African Clean Energy Corridor Program; reference number WACEC-1/2020.

Liberia

- Assistance in the African Clean Energy Corridor Program; reference number WACEC-1/2020.

Mali

- Revision of national energy policies and legal framework;
- Mission to support the implementation of the Guinea-Mali interconnection project implementation unit (225 kv) as part of the technical assistance in support of the West African power pool (FED/2013/318-953):); Analysis of the legal and regulatory framework applicable to the electricity sector, with regard to public procurement and public-private partnerships in Guinea and Mali;
- Assistance to a large heavy equipment manufacturer in the structuring of its activities in Mali in light of the local content regulation;

Mauritania

- Defending a Mauritanian aviation corporation in seizure proceedings before the Belgian Courts.

Niger

- Electricity Access Expansion Project (NILACEP): development of an electricity access strategy with a five-year action plan.

Nigeria

- Assistance in the feasibility study and preparation of tender documents for the Nigeria-Benin kV330 interconnection: Drafting of a power purchase agreement (PPA) for the purchase of electricity transiting through the interconnection from Nigeria to Benin and drafting of a transmission service agreement (TSA);
- Advice to a consulting firm in the negotiation and drafting of a consulting contract with a Nigerian bank;
- Advice to a Nigerian bank on the cross-border recovery of a portfolio of non-performing loans.

Senegal

- Development of a grid code in Senegal: Insertion of special provisions governing the operation of mini-grids; Analysis and discussion of "Key performance indicators"; Conditions and criteria for connecting production units and HV, MV and LV customers; Operating rules; Codes; Drafting of standard grid access and connection contracts;
- Strategic study for the integration of renewable energies into the energy mix, definition of a planning and implementation strategy;
- Legal assistance for the secondment to Senegal of executives from a Belgian company;
- Legal support for a Belgian investor in a plastic waste recycling project in Senegal;
- Assistance to a large heavy equipment manufacturer in the structuring of its activities in Senegal in light of the local content regulation;
- Assistance to a German credit institution in an export finance transaction in Senegal.

Sierra Leone

- Assistance in the African Clean Energy Corridor Program; reference number WACEC-1/2020.

Togo

- Assistance in the feasibility study and preparation of tender documents for the Nigeria-Benin kV330 interconnection: Drafting of a power purchase agreement (PPA) for the Nigeria-Benin interconnection and drafting of a transmission service agreement (TSA);
- Assistance to a Togolese bank in a dispute concerning a 4 million EUR documentary credit (parties involved: Ducroire, a Belgian supplier, a Togolese company and a Togolese bank);
- Assistance to a Togolese cement company (payment to the German supplier diverted to a bank account of a Belgian company).

3. CENTRAL AFRICA

Cameroon

- Defending a Belgian food manufacturer and supplier in an insurance claim with respect to defaulted products that were sold to a purchaser located in Cameroon;
- Defending a Belgian beer brewer in the termination of a purchase agreement with a purchaser located in Cameroon.

Central African Republic

- Defending the Central African Republic in a dispute against the succession of a former head of state;
- Assistance to corporations in the drafting of mining contracts, optical fiber, and road construction.

Congo Dem. Republic (Kinshasa)

- Representing a Belgian bank in a major banking dispute against a Congolese borrower implying representation before the Brussels Courts as well as the Courts of Kinshasa;
- Energy cooperation in the Great Lakes region (Ruzizi hydropower plants) BEI 2008/5-186-245623: (i) Assistance with the institutional restructuring of the regulatory and management framework for community hydropower plants, as well as with energy pricing; (ii) Assistance in drafting the International Treaty of the Basin Agency and related issues such as authorizations (international concessions);
- Incorporation of a local company for a joint venture project between two Belgian groups;
- Assistance to an electricity distributor in Goma in a dispute with its electricity supplier-producer;

- Legal advice to a fintech company with a telephone payment platform: (i) Implementation and tax optimization of the group structure of companies and contracts between parent company and subsidiary, and (ii) license application, contracts with telephone operators and customers;
- Recovery of a claim (107 million USD) against the Congolese government;
- Defending a Congolese enterprise in a dispute governed by Congolese law before the Belgian Courts with respect to expat employees ;
- Assisting a Congolese enterprise in the termination of a joint venture;
- Assisting a Congolese enterprise in the release of seizures in DRC and Belgium;
- Defending Congolese enterprises in Belgium in enforcement proceedings;
- Assisting a London-Stock Exchange listed company in the acquisition of a majority stake in a small-scale mine in the DRC;
- Assisting an ASX-listed company in the sale of its mining assets in the DRC;
- Assisting several large mining subcontractors in their restructuring in view of compliance with the DRC subcontracting regulation;
- Assisting a large mining and trading group in the set-up of a pre-export finance structure for its Congolese mining subsidiaries;
- Assisting a quarry and mining group in the restructuring of its debt position with IFC and Trade & Development Bank;
- Assisting the project sponsor in the structuring and development of a toll road project in the DRC;
- Assisting a Kenyan bank with the acquisition of one of the leading credit institutions in the DRC;
- Assisting a Pan-African telecom group in its strategic public private partnership with SOCOF (*Société Congolaise de Fibre Optique*) to activate, operate and maintain the fiber highway from Muanda to Kinshasa;
- Assisting a Chinese mining player in the legal due diligence of an important lithium asset in the DRC in view of a potential investment;
- Assisting the DRC State in the negotiation of joint-venture partnerships with the United Arab Emirates, mainly in the mining sector;
- Advising a DRC State-owned enterprise on the negotiation of several joint venture partnerships;
- Assisting an African development finance institution with the legal due diligence of a DRC mining company in view of the financing of an hydroxide plant;

- Advising a large telecom operator on the new DRC Telecom Act;
- Assisting an independent green energy producer in the development of a partnership for the refurbishment of an hydropower plant located in the Kasai province;
- Assisting a large banking group with the DRC law aspects of several financings extended to mining companies active in the DRC;
- Assisting a pan-African betting business in its operations in the DRC
- Assisting a Belgian group in a potential investment in the agricultural sector in the DRC.

Gabon

- Advising a judgment creditor on the enforcement of a judgment against a Gabonese municipality.

4. EASTERN AFRICA

Burundi

- Energy cooperation in the Great Lakes region (Ruzizi hydropower plants) BEI 2008/5-186-245623: Assistance with the institutional restructuring of the regulatory framework and management of community hydro-power plants, as well as with energy pricing; Assistance with the drafting of the International Treaty, the Basin Agency and related issues such as authorizations (international concessions);
- Arbitration in a dispute between a Belgian contractor and the State of Burundi;
- Defense of the interests of a gold-exporting company challenged by UN experts.

Comoros

- Projet d'appui au Secteur de l'Energie aux Comores (PASEC) - Capacity building in the field of renewable energies.

Djibouti

- Technical and legal conditions for the connection of loads and production units to the Electricité de Djibouti network;
- Drafting of a network code for the connection of HV, MV and LV generation units and HV customers.

Kenya

- Advice to a company based in Kenya and financed by a Belgian company;
- Advice on the organization and implementation of a waste recycling and reclamation facility, including the development of regulatory principles to be discussed with Kenyan authorities;
- Review of corporate documents and shareholder loans from the Belgian parent company to its Kenyan subsidiary, setting up a business center, an ICT refurbishment plant and a start-up facility for local start-ups;
- Assisting a Belgian group in a hydropower dam project in Kenya;
- Assistance to a Belgian agri-food group with the incorporation of their subsidiary and the launch of their activities in Kenya.

Madagascar

- Program to revise the legal framework of the electricity sector in Madagascar:
 - Proposal of a new law governing the electricity sector that resolves the problems identified and corresponds to international standards,
 - Development of a regulatory framework for the promotion of electricity generated from renewable energies and energy efficiency;
 - Implementation of a program to revise electricity legislation,
 - Organization of training courses on the new Electricity Code: Legal aspects;
 - Promotion of renewable energies; Rural electrification.
 - The mission led to the adoption of Law n°2017-020 adopting Madagascar's Electricity Code: <http://www.ore.mg/>
- Technical assistance for MEH in connection with Priority Hydroelectric Projects in Madagascar;
- Remote training for JIRAMA and MEH on the analysis of assignment contracts, environmental highlights, access roads to power plants, technical aspects of power plant;
- Legal assistance for implementation of the new Electricity Code - ARELEC Decree;
- Drafting of application regulations concerning the granting of licenses for the supply of electricity in Madagascar" as part of the "Projet Promotion de l'Electrification Rurale par les Energies Renouvelables.

Mauritius

- Review of the subscription agreement of a Mauritian fund investing in a diversified portfolio of unlisted medium-sized African companies

Rwanda

- Energy cooperation in the Great Lakes region (Ruzizi hydropower plants) BEI 2008/5-186-245623: Assistance with the institutional restructuring of the regulatory framework and management of community hydropower plants, as well as with energy pricing; Assistance with the drafting of the International Treaty, the Basin Agency and related issues such as authorizations (international concessions); Transfer of equipment on the territory of Rwanda;
- Legal assistance to a Rwandan start-up in raising US\$5 million from an Austrian investment fund;
- Assistance to a client in a shareholder dispute in a mining company;
- Assistance to a client in a shareholder dispute in a real estate company;
- Tax planning for a Belgian resident with a large real estate portfolio in Rwanda;
- Legal assistance to a Rwandan subsidiary of an international foundation active in the medical field (negotiation of the MoU with the Rwandan government, drafting of employment contracts for senior executives, employment and foreign internship contracts for employees);
- Legal assistance to a Belgian company for the opening of a branch in Rwanda;
- Advice in numerous personal data protection matters;
- Assisting a Rwandan enterprise in the renegotiation of its agreements as a result of Covid 19 measures;
- Assisting Belgian and Rwandan enterprises in the termination of trade mark license agreements;
- Assisting a Rwandan enterprise in the transfer of image rights ;
- Assistance to a large multinational active in the brewery sector with regard to the compliance of its activities in Rwanda with labor and human rights laws;
- Assistance to a mining group in its investment in the Rwandan mining sector.

5. SOUTHERN AFRICA

Angola

- Drafting of various contracts to raise USD 405 million for a real estate project.

South Africa

- Counsel to the creditors of one of South Africa's largest retail groups in contentious insolvency proceedings (judicial liquidation) and restructuring proceedings under section 155 of the Companies A.

YOUR KEY CONTACTS



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