



MINCHIN & KELLY (BOTSWANA)

Firm overview



Minchin & Kelly (Botswana) is a member of the DLA Piper Africa Group, an alliance of leading independent law firms working together in association with DLA Piper, both internationally and across Africa.

Contents

1	About us	4
2	Key Contact CVs	11
3	Our recent experience	22

Introduction

We are delighted to present our capabilities to you. We believe that we are uniquely placed to support you on any matters in Botswana and across Africa. We offer you:

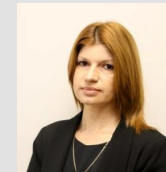
- **Deep sector knowledge:** We believe that our intimate knowledge of sector and country specific issues is a pre-requisite to delivering genuinely commercial advice to you.
- **An award-winning African practice:** Through our DLA Piper Africa group, our geographical spread in Africa is unparalleled, meriting the recent 2016 prize for "Africa Legal Network" of the year and being "Highly Commended" for the same award at the African Legal Awards in 2017.
- **Quality Lawyers:** We have a highly skilled team of leading lawyers, inside and outside of Africa, who have a long history of working together on numerous (award winning) projects across Africa.
- **Relationship:** Our culture is built upon client focus and collaboration. We know when to lead and when to listen. We partner with our clients to understand their business, goals and strategy. We recognise the importance of forming partnerships and building a relationship of trust and confidence. We will provide a service that is partner-led, proactive and efficient.
- **Unique coverage:** We are able to offer you a local team through the team based in Gaborone, as well as regional and international expertise and best practice from the rest of Africa, UK, US, Europe or Asia. No other law firm can offer comparable coverage in terms of geography and range of services across Africa.

Should you have any questions, please do not hesitate to contact us.

Partners



Terence Dambe
Managing Partner
Minchin & Kelly (Botswana)
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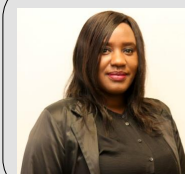
Jayne Cross
Partner | Civil & Corporate
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Minchin & Kelly (Botswana)
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Isaac Ntombela
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Commercial
Minchin & Kelly (Botswana)
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Tatenda Caroline Dumba
Partner | Corporate &
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Nyaradzo Mupfuti
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1

About us

Minchin & Kelly (Botswana)

10
Lawyers

5
Partners

1
Office

Minchin & Kelly (Botswana) was established in 1890 to serve the commercial and legal needs of Botswana and has successfully served this purpose for over a century. The firm continues to provide high quality legal services to domestic clients in Botswana but has also developed into a leading provider of services to international clients wanting to invest or do business in the country.

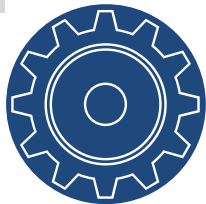
The firm's long historical association with and presence in Botswana, together with a highly skilled and internationally experienced team of lawyers, allows Minchin & Kelly (Botswana) to provide clients with commercial, legal and business solutions to complex legal issues in a manner that is sympathetic to and workable in Botswana.

Market Recognition

- Chambers Global 2013-2023. In 2023 and 2024, ranked at Band 1 for General Business Law
- IFLR1000 2015-2016 ranks Minchin & Kelly (Botswana) in Tier 2: Energy and Infrastructure.

Our Vision

TO BE THE LEADING BUSINESS LAW FIRM



INTEGRATION



**CLIENTS &
SECTORS**



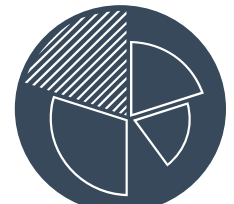
**SERVICE
DELIVERY &
QUALITY**



**PRACTICE
GROUPS &
GEOGRAPHIES**



PEOPLE



FINANCIALS

Our History

The firm was established in Mafikeng, South Africa, then the capital of the Bechuanaland Protectorate in 1890, the year in which the Protectorate's border was extended north of the Molopo River into what, in 1966, became the Republic of Botswana.

From the outset, Minchin & Kelly (Botswana), has provided quality legal services to the indigenous people of Botswana, its settlers and foreign investors. We are proud of our place in the nation's history.

HISTORY TIMELINE

1890 - Spencer Augustus Minchin took over an existing practice in Mafikeng.

1895 - SA Minchin registered the first Deed in what is now the Botswana Deeds Register. (A copy hangs at the top of the office staircase).

1897-90 - Minchin & Sonnenberg - a partnership with the Sonnenburg Brothers of Vryburg and Cape Town.

1919 - Minchin & Kelly – partnership between S A Minchin, Reginald Kelly and subsequently, Thomas William Kelly.

1904-1965 - Members of the firm acted as adviser of the laws and as Attorney-General in the Bechuanaland Protectorate until the Independence of Botswana in 1966.

1965 - The Bechuanaland Deeds Office was moved from Mafikeng to Gaborone. Spencer Percival Minchin & Dennis Kelly (both second generation) each travelled to Gaborone on a weekly basis.

1966 - After the independence of Botswana in 1966, it became clear that a base was required in Gaborone and an office was opened in Tswana House in the Mall. Spencer Minchin was a member of the statute law revision

commission, which produced the revised edition of the Laws of Botswana, the forerunner of the consolidated statutes we now deal with.

1969 - Mr Bruce Fincham opened the Gaborone office and managed it until January 1970. Weekly visits from the Mafikeng to offices in Botsalano House (now Debswana House) continued until 1978.

1978 - Hermanus Christoffel (Chris) du Plessis joined the firm and in 1982 he and Spencer Minchin registered the firm Minchin & Kelly (Botswana) in partnership.

1987 - On Spencer Minchin's retirement in 1989 John David Williams became a partner, having been with the firm since 1986.

1989 - In January 1989, du Plessis retired from the firm. Thabiso Tabby Tafila and John Meredith Griffiths, both of whom had joined in 1987, became equal partners with Williams.

1994 - Terence Dambe joined the firm in 1990 and became an equal partner in 1994.

2006 - John David Williams retired from the firm, and was engaged on a consultancy basis until end of 2009. Terence Dambe became the Managing Partner taking over from JD Williams.

2012 - Minchin & Kelly (Botswana) enters into the DLA Piper Africa Group Alliance, an alliance of leading independent law firms working together in association with DLA Piper, both internationally and across Africa.

2016 - Thabiso Tafila retired after 30 years with the firm, 28 years of which he was a partner.

2016 - Jayne Cross became a partner after joining the firm in 2010.

2017 - Isaac Ntombela became a partner after joining the firm in 2011.

2019 – John Meredith Griffith retired after 32 years with the firm, 31 of which he was a partner.

Areas of Expertise

We can offer a full range of business legal services across all of our offices. Few other law firms can offer comparable coverage in terms of geography and range of services.

We work as a team, seamlessly across borders and believe it is critical to be both global (providing international best practice) and local (providing local law advice), delivering sophisticated cross-border advice and deep local knowledge.

Clients value our ability to run and staff transactions wherever is most appropriate (be it Botswana, rest of Africa or elsewhere), allowing us to price deals competitively without compromising on quality.



Our Values



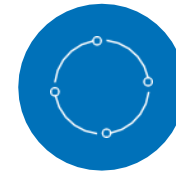
Be Supportive

- We treat everyone fairly and with respect and courtesy.
- We are inclusive, approachable and supportive of our clients and colleagues.
- We make a positive contribution to our local and global communities.



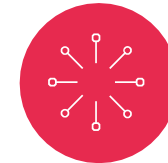
Be Bold

- We are strategic and future- orientated, always thinking and planning ahead.
- We challenge, and are open to being challenged.
- We are resilient, we adapt quickly.
- We guide and help others do the same.



Be Collaborative

- We exhibit a global mind-set by celebrating our geographic diversity and working seamlessly across borders.
- We reach out to others, give help willingly and make ourselves available when needed.
- We listen attentively and value new ideas and perspectives.



Be Exceptional

- We focus on delivering the highest standard of legal advice and service excellence.
- We get to the heart of issues and challenges and provide pragmatic, commercial solutions.
- We operate with transparency and work efficiently to deliver value.

DLA Piper Africa

DLA Piper Africa is one of the most active group of law firms on the continent of Africa, with a multi-disciplinary team of lawyers working together across Africa. Through our extensive global reach and strong local market knowledge, we deliver legal services to a broad range of clients, including development finance institutions, project sponsors, governments, parastatals, and banking and financial institutions in the power, oil and gas, renewables, telecommunications, infrastructure and mining sectors (amongst others).

The comprehensive presence we have built across the African continent makes us the leading business law firms providing an unrivalled pan-Africa service.

We have in-depth experience of transactions in the most important business sectors for Africa, including financial services, oil and gas, power and water, infrastructure, telecoms, commodities and mining. We also have a wide experience of litigation and international arbitration in and relating to the continent.

DLA Piper Africa was founded to promote the collective ambitions of its member firms and brings together DLA Piper LLP with 17 leading African firms in a structure that allows clients to work with both international and national counsel serviced via a central point of contact. Working from this platform and structure enables allows clients to meet their commercial objectives via a single point of contact, thus removing the need for clients to instruct one, two or three firms (depending on the nature of the transaction). DLA Piper Africa lawyers work and train together on a regular basis, the share knowhow, precedents and international best practices.

We combine the skills and talents of our lawyers on the ground in our Casablanca and Johannesburg offices with experienced practitioners in New York, Washington, DC, London, Paris and other commercial centres to provide a coordinated and experienced approach to achieving our clients' business objectives in Africa. Our firm has established DLA Piper Africa who has offices in Algeria, Angola, Botswana, Burundi, Ethiopia, Ghana, Kenya, Mauritius, Mozambique, Namibia, Nigeria, Rwanda, Senegal, Tanzania, Tunisia, Uganda and Zambia to support our clients in their transactions across Africa. We ensure that we offer a one stop seamless service to our clients by combing, where needed, international experience with leading national lawyers.

80+

Partners
across Africa

19

Offices

The African Legal Awards 2017 | African Network of the Year

Highly Commended

The African Legal Awards 2016 | African Network of the Year

Winner

The African Legal Awards 2016 | Transportation and Infrastructure Team of the Year

Winner

The African Legal Awards 2015

Winner

TMT Team of the Year

THE AFRICAN LEGAL AWARDS 2013



WINNER
CSR
AWARD

JEUNE AFRIQUE

CHAMBERS
AND PARTNERS

DLA Piper Africa is ranked in Band 1 in **Leading Regional Law Firm Networks – Africa-wide** (Chambers Global 2023)

African Footprint



DLA Piper has established market knowledge and deal experience working across the continent

DLA Piper is a global law firm operating through various separate and distinct legal entities. For further information about these entities and DLA Piper's structure, please refer to www.dlapiper.com

DLA Piper Africa is a Swiss Verein whose members are comprised of independent law firms in Africa working with DLA Piper

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DLA Piper Africa is ranked Band 1 Leading Regional Law Firm Networks – Africa-Wide. DLA Piper Africa Group brings together

impressive talent across the continent under the branding of a renowned global law firm.

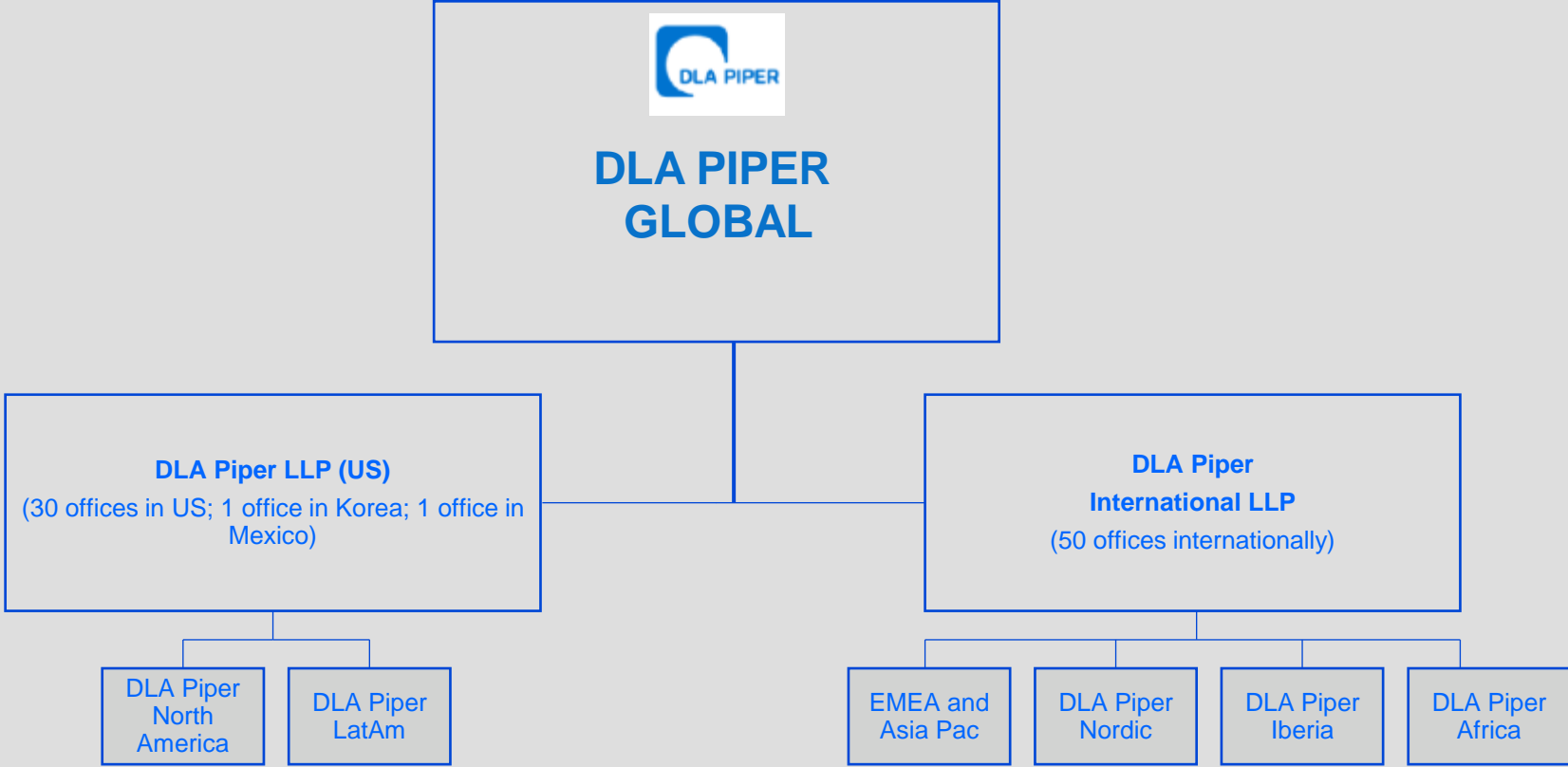
Chambers Global 2024

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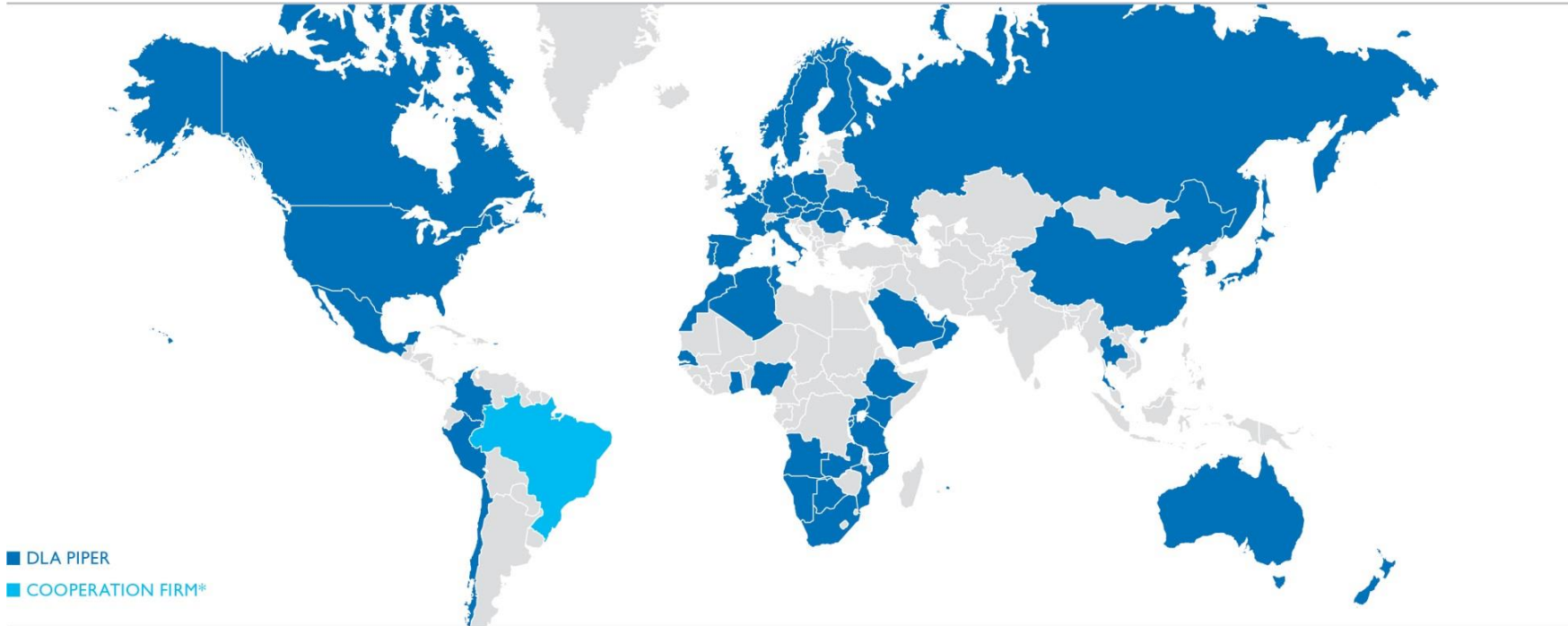


Minchin & Kelly (Botswana)

DLA Piper Verein Structure



Global Locations



AMERICAS			EUROPE			MIDDLE EAST			AFRICA		ASIA PACIFIC
Albany	Los Angeles	San Diego	Aarhus	Helsinki	Paris	Abu Dhabi	Algiers	Lusaka	Auckland		
Atlanta	Mexico City	San Francisco	Amsterdam	Kyiv	Prague	Al Khobar	Addis Ababa	Maputo	Bangkok		
Atlantic City	Miami	San Juan	Antwerp	Leeds	Rome	Doha	Accra	Mwanza	Beijing		
Austin	Minneapolis	Santiago	Birmingham	Lisbon	Sheffield	Dubai	Bujumbura	Nairobi	Brisbane		
Baltimore	Montreal	São Paulo*	Bratislava	Liverpool	St. Petersburg	Jeddah	Casablanca	Port Louis	Hong Kong		
Bogota	New York	Seattle	Brussels	London	Stockholm	Kuwait City	Dakar	Tunis	Melbourne		
Boston	Northern	Short Hills	Bucharest	Luxembourg	Vienna	Manama	Dar es Salaam	Windhoek	Perth		
Calgary	Virginia	Silicon Valley	Budapest	Madrid	Warsaw	Muscat	Johannesburg		Seoul		
Chicago	Philadelphia	Toronto	Cologne	Manchester		Riyadh	Gaborone		Shanghai		
Dallas	Phoenix	Vancouver	Copenhagen	Milan			Kampala		Singapore		
Edmonton	Raleigh	Washington, DC	Edinburgh	Moscow			Kigali		Sydney		
Houston	Rio de Janeiro*	Wilmington	Frankfurt	Munich			Lagos		Tokyo		
Lima	Sacramento	Yellowknife	Hamburg	Oslo			Luanda		Wellington		

2

Key Contact CVs

Terence Dambe

Terence is the Managing Partner for Minchin & Kelly (Botswana), and the head of the Real Estate Unit which provides legal advice and support on all major property transactions the firm deals with. He provides support on various large commercial transactions and has assisted in negotiating and settling the Botswana Power Corporation Coal Supply Agreement with the Morupule Colliery.

He has extensive experience in the petroleum industry property and commercial law in Botswana as well as in the mineral and energy sector.

EXPERIENCE

- Due diligence for Botswana Development Corporation for the sale or liquidation of Feungue Glass Factory.
- Due diligence sale of assets of the then BP Botswana as part of the sale of BP Africa's assets in Southern Africa.
- Due diligence on transactions relating to title of Palapye Development Trust assets.
- Advising the Morupule Colliery in the project finance negotiations for the Morupule Colliery expansion. (This is considered the biggest project finance deal in Botswana to date.)
- Listing of the Standard Chartered Bank Botswana Limited BWP5 Billion Debt Issuance Programme on the Botswana Stock Exchange.
- Provision of legal opinion to major banks on the legality of the suite of project finance agreements for coal mine expansion and the enforceability of various aspects of transaction for funding of coal mine expansion.
- Advising Botswana Power Corporation regarding a coal supply agreement with Morupule Colliery Limited for the supply of coal to the new Morupule Power Station.
- Negotiating and drafting water supply agreement from various water sources (boreholes and North/South Carrier pipeline) for the new 600MW Morupule Power Station and expanded Morupule Colliery for power generation and mining operations.



Terence Dambe

Managing Partner,
Minchin & Kelly (Botswana)

Education

LLB, University of Botswana

Admission

Attorney: 1989

Conveyancer: 1991

Notary Public: 1992

Terence Dambe (cont'd...)

- Advising Morupule Colliery on registration, securitization and proprietary rights of mining licence under the mining laws of Botswana.
- Providing China Development Bank with extensive report on various aspects of the mining laws in Botswana, including but not limited to regulation and the regulatory authorities, provision of security, types of mining rights, licences and rights of foreign investors, transfer of licences, taxes, levies and royalties.
- Advising Morupule Coal Mine on surface tribal land rights and making application to Ngwato Land Board (Tribal Authority) and Ministry of Lands for land rights for mining purposes.
- Negotiation and drafting of coal (fines) supply agreement between Morupule Coal Mine and PPC.
- Advising Brightstone Mining on various aspects of joint ventures and licence obligations under Mines and Minerals Act of Botswana.
- Leading counsel in negotiating a water supply agreement for the new Morupule Power Station and Morupule Colliery.
- Advising MTN SA's bid team for a mobile telephone licence in Botswana.
- Advising a local internet service provider regarding a dispute with a competitor before the Botswana Telecommunications Authority.
- Advising Debswana Diamond Company on the sale of shares in Morupule Colliery.
- Representing a client in ground breaking litigation on the review of decision of the Public Procurement and Asset Disposal Board.
- Advising a radio consortium on a bid to the Botswana Telecommunications Authority for a regional radio station licence.

MARKET RECOGNITION

Chambers Global 2024 – Band 2



Terence Dambe

Managing Partner,
Minchin & Kelly (Botswana)

Education

LLB, University of Botswana

Admission

Attorney: 1989

Conveyancer: 1991

Notary Public: 1992

Jayne Cross

Jayne Cross is a partner in the Civil and Corporate Litigation department. Her area of expertise is in the field of commercial and civil litigation. She has worked on a variety of major and highly publicised local and cross-border matters and provides advice to local and international companies on litigation related issues and strategy.

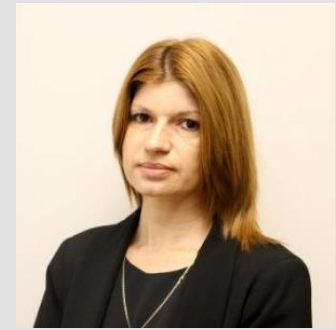
EXPERIENCE

- Acting on behalf of most of the international insurance companies in Botswana
- Instituting and defending third party insurance claims
- Litigation relating to insurance contracts
- Defending public liability claims
- Providing advice on workers compensation claims and on the Workers Compensation Act
- Litigation on disputed pension matters
- Repossessions, Property disputes and Arbitrations
- Personal damages claims
- Medical negligence claims
- Advising and representing local and international companies in contractual breach claims
- Advising on interpretation of contracts
- Advising on international conventions
- Litigation relating to restraint of trade and confidentiality agreements
- Liquidations and creditors meetings
- Regulatory related issues
- Audit negligence claims
- Reckless trading claims

MARKET RECOGNITION

Chambers Global 2024 - Band 2

Legal 500 Private Practice Powerlist 2023 - Arbitration



Jayne Cross

Partner | Civil & Corporate
Litigation
Minchin & Kelly (Botswana)

Education

LLB (cum laude), University of
South Africa, 2008

Diploma in Trial Advocacy, Law
Society of Botswana and National
Institute for Trial Advocacy, 2010

Membership

Law Society of Botswana

Admission

Attorney: 2009

Isaac Ntombela

Isaac Ntombela is a Partner in the Commercial Business Unit of the firm Minchin & Kelly (Botswana). He has advised local and international companies on general commercial law (including all aspects of transactional law, mergers and acquisitions, competition, tax, due diligence investigations, drafting statutory compliance registers), employment advisory, insurance, licensing and regulation and corporate (including advising on company formations and registrations, foreign company registrations, corporate governance, general company law compliance aspects and registration of companies in general) aspects of the law.

- Lead legal advisor in a multibillion dollar proposed XTL PPP Project. Advised on structuring and implementation aspects including drafting and reviewing various documents for the Project.
- Acting as advisor to an Australian listed mining company in its proposed development of a copper mine in the Ghanzi District in the western part of Botswana. Provided a full suite of advice including dealing with various listing aspects, financing and mining licenses.
- Local advisor to Botswana registered mining company in the proposed acquisition of the company's entire issued share capital including acquisition of the company's subsidiaries and related companies.
- Advised a multinational beverages company in various transactions including the acquisition of the soft drinks business from a Botswana beverages company and the sale and acquisition of various intellectual properties.
- Lead advisor to a Netherlands headquartered tourism entity in its acquisition of 3 target enterprises in Botswana.
- Drafting, reviewing and advising extensively on various transactional documents including lease agreements, sale agreements, share sale and share purchase agreements, share subscription agreements, distribution agreements, loan agreements, joint venture agreements and construction contracts, as well as conducting various due diligence investigations.
- Advising multinational companies on Botswana tax law, including advice on corporate taxation in Botswana, tax reliefs, double taxation agreements, exemptions on tax and special tax regimes.

MARKET RECOGNITION

Chambers Global 2024 – Band 3



Isaac Ntombela

Partner | Head – Corporate & Commercial
Minchin & Kelly
(Botswana)

Education

LLB (cum laude), University of Pretoria, 2009

Certificate in Islamic Commercial Law, CIMA, 2014

LLM Candidate: Unisa

Memberships

Law Society of Botswana

Admission

Attorney: 2011

Tatenda Dumba

Tatenda C. Dumba is a Partner in the Commercial Business Unit of the firm. She specialises in mergers and acquisitions, debt and equity capital transactions; loan syndicated financing agreements and financial restructures; privatisations; mining law; employment law and international law. In the commercial department, Tatenda deals with all aspects of the Companies Act, the Botswana Stock Exchange, its Rules and Regulations, the Income Tax and VAT Act, the IFSC and Collective Investment Undertaking legislation, which has afforded her tremendous insight into the philosophy of the regulatory environment, as regards the private sector involved in commercial and corporate activity.

EXPERIENCE

- The drafting of a legal compliance and risk management handbook for banks;
- Providing bancassurance, bankruptcy and insolvency opinions to major international corporations;
- Loan syndication projects including the drafting of loan term facility agreements, subordination agreements, cessions, mortgage bonds and deeds of hypothecation;
- Provide ongoing support in respect of compliance with the Companies Act to external companies;
- Drafting of Note Programme Memorandum documentation;
- Drafting Prospectus, Circulars and Announcement on behalf of listed companies regarding initial public offerings; share buy backs, rights offers and take-overs;
- Reviewing of custodian agreements (hub and multi model agreements) of major international banks;
- Provide advice in respect of restructuring of companies and parastatals in preparation of listing and privatizations;
- Interpreting, drafting and providing legal opinions in respect of mining, labour, environmental, surface land rights, protection of monuments and relics, water rights, health and safety, taxation, energy, explosives, planning and building, atmospheric and radioactive legislation pertinent to a mining company;
- Submission of various merger notifications with the Competition Authority and advising clients on competition law; and
- Advising on ISDA Master Agreements for Botswana.

MARKET RECOGNITION

Chambers Global 2024 – Band 3

www.minchinkelly.bw



Tatenda Caroline Dumba

Partner | Corporate & Commercial
Minchin & Kelly (Botswana)

tdumba@minchinkelly.bw

Education

LLB (cum laude), Rhodes
University, 2006

LLM, University of Cape town, 2010

Memberships

Law Society of Botswana

Admission

Attorney: 2009

Conveyancer & Notary: 2010

Nyaradzo Mupfuti

Nyaradzo Mupfuti is a Partner and Manager of the Debt Collection Division, where she focuses primarily on debt collection for banks, insurance companies and other financial entities. She is a trainer in the Trial Advocacy Course administered by the Law Society of Botswana, in conjunction with the National Institute of Trial Advocacy (USA) and Justice Advocacy Africa which provides legal advocacy training skills.

EXPERIENCE

- Management of the Financial Recoveries Unit.
- Dispensing legal advice to clients.
- Negotiating out of court settlements and other debt collection needs.
- Advising businesses on the impact, interpretation and implementation of new policies and legislation impacting on financial recoveries.
- Supervising call centre consultants to achieve monthly quotas.
- Independently managing queue of collection accounts and determining next course of action to resolve the accounts.
- Establishing and maintaining payment arrangements consistent with organization guidelines.
- Advising clients of necessary actions and strategies for debt repayment based on financial situation and organizational guidelines.
- Managing the collection of outstanding debts to achieve collection target goals and ensure positive cash flow.
- Negotiating payments while continuing to build positive relationship with involved parties.
- Managing legal collection process steps.
- Organizing, implementing and supervising mentor training, focused in customer service & dispute resolution.



Nyaradzo Mupfuti

Partner | Head – Financial Recoveries

Minchin & Kelly (Botswana)
mmupfuti@minchinkelly.bw

Education

LLB, University of Zimbabwe
October 2008

Trial Advocacy Trainer, National
Institute of Trial Advocacy (USA)
January 2013

Certificate in Trial Advocacy, Law
Society of Botswana
September 2009

Admission

Attorney: June 2009

Lesego Babitseng

Lesego Babitseng is a Senior Associate in the Civil Litigation Department and the Financial Recoveries Unit. His sphere of experience is on general litigation, particularly in the field of family law, insurance law, contract law and employment law. He also has experience in debt collection for banks, insurance companies and other financial entities.

EXPERIENCE

- Rendering legal advice to clients especially in the fields of family law, contract law, insurance law and employment law;
- Electoral Law
- Advising clients of necessary actions and strategies for debt recovery;
- Negotiating out of court settlements and other debt collection needs;
- Land acquisition and transfers;
- Advising clients of necessary actions and strategies for debt repayment based on financial situation and organizational guidelines;
- Managing the collection of outstanding debts to achieve collection target goals and ensure positive cash flow;
- Negotiating payments while continuing to build positive relationship with involved parties;
- Managing the legal collection process;
- Organizing, implementing and supervising mentor training, focused in customer service & dispute resolution.



Lesego Babitseng

Senior Associate | Civil & Corporate
Litigation

Head - Employment

Minchin & Kelly (Botswana)

lbabitseng@minchinkelly.bw

Education

LLB, University of Botswana
October 2012

Certificate in Trial Advocacy, Law
Society of Botswana April 2017

Memberships

Law Society of Botswana

Kalahari Conservation Society
(KCS)

Admission

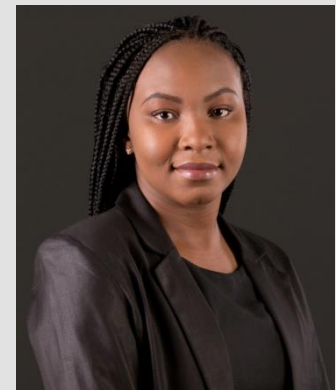
Attorney: November 2012

Namie Modiri

Namie Modiri joined the firm as a pupil in January 2017. She completed her LLM in Mercantile Law at the University of Pretoria in one year as opposed to the standard two years. She has a keen interest in Competition, Banking and Regulatory aspects of the law.

EXPERIENCE

- The preparation of various legal opinions regarding compliance with company laws in Botswana;
- Reviewing various agreements including Public-Private Partnership agreements;
- Drafting non-disclosure agreements;
- Conducting various supervised due diligences;
- Analysis of laws relating to non-bank financial institutions;
- Legal opinions on the administration of estates and drafting of wills;
- Legal opinions in relation to trusts and the administration of various estates;
- The analysis of various employment contracts;
- The analysis of Retirement and Pension Fund provisions and contracts;
- Legal opinions on individual insolvency and sequestration, judicial management, winding-up and liquidations of companies;
- Legal opinions on Customs and Excise Duty in Botswana and advising on importation laws in Botswana;
- Drafting various merger notifications and legal opinions on aspects of competition law;
- Regulatory and compliance work including the registration of companies, obtaining various permits and company secretary services.



Namie Modiri

Senior Associate | Corporate & Commercial

Minchin & Kelly (Botswana)
nmodiri@minchinkelly.bw

Education

LLB, University of Pretoria, 2015

LLM Mercantile Law, University of Pretoria, 2016

Memberships

Law Society of Botswana

Admission

Attorney: 2017

Conveyancer and Notary Public:
2017

Obakeng Nthomamisi

Obakeng joined Minchin & Kelly as an intern in the Corporate & Commercial Division in May 2019. He was admitted as an attorney in February 2020 whereafter he moved to the Civil & Corporate Litigation Division of the firm

EXPERIENCE

- Contract drafting and review
- Litigation relating to breach of contract
- Conducting supervised due diligence exercises
- Advising on the company laws and financial laws of Botswana
- Liquidations and creditors meetings
- Advising various insurance companies on insurance claims and policies (including public liability, motor vehicle collision, business interruption, medical negligence)
- Litigation relating to insurance contracts
- Chairing disciplinary hearings
- Litigation relating to labour disputes
- Advice and litigation on electoral law
- Medical negligence claims
- Advising on regulatory issues



Obakeng Nthomamisi FAArb

Associate| Civil & Corporate
Litigation

Minchin & Kelly (Botswana)
onthomamisi@minchinkelly.bw

Education

LLB, University of Botswana, 2019

Admission

Attorney:

February 2020

Obakeng Keith Mmopi

Obakeng Keith Mmopi joined the firm as a Pupil Attorney in January 2021. His interests are Financial Recoveries, Dispute Resolution and Employment Law. He is further interested in Tax Law.

EXPERIENCE

- Debt Collection-including enforcing warrants of execution;
- Preparation of court documents such for application and actions;
- Application for variation of court orders;
- Rescission of judgment;
- Applications for civil imprisonment;
- Application for edictal citation, substituted service;
- Drafting of general heads of arguments, for points in limine and interlocutory applications such as exception, summary judgment;
- Labour matters, especially trade union and employee's right;
- Application for Joinder of parties and consolidation of actions
- Applications for reinstatement;
- Amendment of pleadings;
- Summary judgment applications;
- Negotiating and moving settlement agreements;
- Garnishee proceedings;
- Review Applications.
- Interpreting, drafting and providing opinions on insurance claims to client insurance companies.



Obakeng Keith Mmopi

Associate | Financial Recoveries

Minchin & Kelly (Botswana)
ommopi@minchinkelly.bw

Education

LLB, University of Botswana, 2019

Admission

Attorney:

February 2020

Victor Chilembwe

Victor is an Associate in the firm's Corporate and Commercial Division, with a focus on contract dispute and resolution, data protection compliance and management, estate administration, and insolvency simply to mention a few. Aside from his Commercial Division foundation, he actively participates in all legal divisions when needed, including Real Estate, Corporate and Commercial, financial recovery, and Corporate and Civil litigation. He has demonstrated flexibility in a variety of legal situations. For well-known corporations and parastatals (state-owned businesses), he has worked on extensive data protection compliance projects. He has also handled debt collection, corporate and commercial transactions, general civil litigation work across the board, liquidations, trusts, and estates of the deceased.

EXPERIENCE

- Data Protection Compliance and Management
- Contract formulation and negotiation
- Contract dispute and resolution management
- Trust Registration and Administration
- Estate Registration and Administration
- Real Estate transactions
- Litigation relating to breach of contract and debt recovery
- Conducting supervised due diligence exercises
- Advising on the company laws inclusive of shareholder disputes, mergers and acquisitions, regulatory requirements, constitutions, and financial intelligence laws of Botswana.
- Liquidations and creditors meetings
- Legal advice relating to employment related disputes
- Advice on trade law



Victor Chilembwe

Associate | Corporate & Commercial

Minchin & Kelly (Botswana)
vchilembwe@minchinkelly.bw

Education

LLB, University of Botswana, 2021

Memberships

Law Society of Botswana

Admission

Attorney: 2022

3

Our Recent Experience

Our recent experience

Commercial

- Advising Marubeni/Posco Consortium, selected bidder for Units 5 & 6, Morupule B Power Station.
- Advising Botswana Power Corporation on the US\$1 billion debt financing of the Morupule B Power Station extension project.
- Advising the Norsad Fund on the US\$3 million loan facility to African Banking Corporation of Zambia Limited, Mauritius and Mozambique.
- Advising Government of Botswana on the acquisition of 100 percent of Morupule Coal Mine from Delibes and the unbundling of Debswana's shares in Morupule Coal Mine.
- Advising Smart Partnership Enterprises on a project for the construction of a mixed use commercial development comprising of a 32,000 sqm retail complex and offices in phase one and hotel and apartments in phase two.
- Advising Botswana Development Corporation on the provision of senior and mezzanine debt facilities; and ordinary and preference share facilities; to MilkAfric, a greenfield dairy project in Botswana.
- Advising Public Enterprises Evaluation and Privatisation Agency on the BTCL listing.
- Advised the Botswana Power Corporation on an ongoing basis on the local law issues of the loan financing and had the necessary skills and experience to be able to also advise on the English law aspects thereof.
- Providing a training workshop on public private partnerships for the Ministry of Finance and Economic Development of Botswana, in conjunction with DLA Piper Johannesburg.
- Advising Bank of New York and Royal Bank of Canada on inward advertising and investment of mutual funds in Botswana.
- Advising Standard Chartered Bank on the BWP150 million loan facility to African Export and Import Bank.
- Advised African Export and Import Bank on the BWP700 million loan facility to Letshego, the US\$50 million loan facility to Letshego and the US\$50 million revolving loan finance facility to ABC Holdings Limited.
- Legal advisor of the trustees of the Note Holders of Messina Copper (Botswana) Proprietary Limited on the US\$1.5 million and US\$8.5 million secured term loan facilities.
- Providing input to a leading US bank and its management investment company as to the applicability of SEC Rules in the context of its Master Subcustodian Agreement, asset management and the applicability of relevant laws of Botswana.
- Advising into specific deal financing requirements including joint venture finance in the mining sector (exploration) where irrevocable underwritten finance is required in the context of bankable feasibility studies.

Our recent experience (cont'd...)

Civil and Corporate Litigation Experience

- John Little v KMPG – represented the liquidator in a claim for audit negligence worth approximately BWP200million
- EBC Guernsey Ltd v Bank of Botswana – represented a creditor of an insolvent bank in a claim worth approximately BWP30million
- Ramachandran and Another v PricewaterhouseCoopers (Botswana) and Another – we represent PricewaterhouseCoopers in an audit negligence claim worth over BWP500,000,000.
- Mosimane & Others v Botswana Power Corporation – Represented Botswana Power Corporation in an action against them following electrocution of individuals worth approximately BWP30million
- Botshabelo Estate v Botswana Power Corporation - Represented Botswana Power Corporation in an action against them following electrocution of individuals worth approximately BWP30million
- Botswana Public Officers Pension Fund (BPOPF) v Capital Management Botswana – we represent BPOPF in a claim worth approximately BWP450million for breach of contract
- First National Bank Botswana (FNBB) v Botswana Unified Revenue Services – we represented FNBB in a tax claim worth approximately BWP100million
- Mbeki v Maroba – we represent the plaintiff in a share dispute worth approximately BWP7million
- Pula Steel Casting and Manufacturing (Pty) Ltd – in liquidation - we represent and advise John Hinchliffe, the Liquidator of a multi million Pula estate, Pula Steel
- We represent a creditor in a Lerala Diamond Mine liquidation claim worth approximately BWP600million
- We represented various creditors in the BCL Limited mine liquidation with claims worth approximately BWP50million
- Leboam Holdings t/a Mowana Mines v Giant Transport – we represent Mowana Mines (to confirm) in a contractual dispute worth approximately BWP120million
- We represented Botswana Development Corporation, a creditor, in the liquidation of Botswana Ventures
- Supreme v Botswana Unified Revenue Services – we represented Supreme in a tax dispute worth approximately BWP30million
- We represent various insurance companies including Hollard Insurance Company Botswana, Botswana Insurance Company, B.I.C.B t/a Bryte Risk Services Botswana and Alpha Direct Insurance Company
- We represented Kgalagadi Breweries Limited in a dispute with the Government in relation to a ban on the sale of alcohol
- We represent the former directors of BCL Limited – in liquidation, in a BWP60 million reckless trading claim that has been instituted against them by a creditor of BCL

Our recent experience (cont'd...)

Real Estate

- Worked as part of local legal team on the construction, maintenance and operation of the 300MW Morupule B 5&6 power station contract awarded to the Marubeni/Posco consortium
- Negotiated and drafted agreements share for the P9m acquisition of shares by client in a tourism company based in Kasane
- Negotiated and finalized the terms of a P30m agreement for the sale of shares in a company holding a farm in the Tuli Block
- Lead counsel for a mining client acquiring property rights on a portion of a farm to carrying on its mining operations
- Drafting and finalizing terms of long term lease of offices and service level agreements relating thereto for with blue chip tenant.
- Attending to the advise, drafting and subsequent registration of security for P288m property loan transaction for a local bank
- Negotiating financial terms of agreement for P100m property loan for construction of an office block consisting of two office towers; drafting and registering the securities.

Financial Recoveries

- We undertake **Soft Collections** (effective collections through telephone calls and tracing services) and **Hard Collections** (through collecting monies by instituting the matters into legal courts of Botswana) for all the major Banks and financial institutions in Botswana.
- Other clients on the Financial Recoveries portfolio include hospitals, all major insurance companies and various mid to large local and regional companies. The total debt collection book we are collecting amounts to P524 990 402.60 (Five hundred and twenty-four million, nine hundred and ninety thousand, four hundred and two Pula, sixty thebe.

Employment

- Recent developments in the area of Employment law include the introduction of the Industrial Court, and formal alternative dispute resolution forums such as Mediation and Arbitration. This has lead to the growth of the Minchin & Kelly (Botswana) Employment law department both in human resources and experience.
- We have extensive experience in wide-ranging employment issues relating to restructurings, redundancies, business transfers and union, policy drafting.
- We advise on collective disputes, disciplinary hearings, employee benefits and incentives, occupational health and safety, and skills development.

Our recent experience (cont'd...)

Insurance

- Our Insurance Recoveries Division is a specialized division. Our dedicated team is led by seasoned attorneys with a profound understanding of insurance law intricacies and clients' needs. This knowledge allows us to delve deeply into the nuances of each case, offering clients a level of expertise that sets us apart.
- We recognize the ever-evolving nature of the legal landscape. Our Insurance Recoveries Division embraces cutting-edge strategies in case analysis, negotiation, and advocacy. By staying abreast of the latest industry trends and legal developments, we ensure that our clients benefit from our tailor-made and cost-effective solutions.

MINCHIN & KELLY (BOTSWANA)

Attorneys Notaries & Conveyancers

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Minchin & Kelly (Botswana) is a member of the DLA Piper Africa Group, an alliance of leading independent law firms working together in association with DLA Piper, both internationally and across Africa.

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