

MAYER | BROWN

Lusophone Africa Capabilities





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MAYER BROWN AT A GLANCE



Supporting and strengthening the international operations of global clients requires a law firm with the capabilities to provide a full range of legal services on a global basis. Because of the strategic location of its offices, Mayer Brown can deliver broad international services and coverage to your doorstep. We are a leading international law firm with approximately 1,800 lawyers in 27 offices in key business centers across the globe, each of which has full capabilities with experienced teams permanently based in several jurisdictions. All of our lawyers are fluent in English. We are noted for our commitment to client service and our ability to assist clients with their most complex and demanding legal and business challenges worldwide.

Africa, We are one of the few leading international law firms with a strong presence in the continent. Our lawyers have a deep understanding of the local businesses, culture and languages, and have assisted clients in many countries. We have a group of lawyers with substantial experience representing companies in a wide range of transactions. Some of these attorneys are local law experts and spend one hundred percent of their time supporting regional clients with large operations. We have active desks for specific Lusophone Countries, such as Angola and Mozambique.

Mayer Brown has advised a wide range of international projects sectors; such as energy, oil & gas, construction & engineering, infrastructure, mining and manufacturing. Mayer Brown assists companies regarding their investments in many specialized areas, including M&A, project development, tax, regulatory, employment and dispute resolution. We have lawyers in Rio de Janeiro, London, Paris, Houston and Dubai, with broad African experience and legal knowledge that they apply to an international context. We have represented companies and groups across North Africa including Egypt, Morocco and Tunisia, West Africa including Benin, Burkina Faso, Cape Verde, The Gambia, Ghana, Guinea-Bissau, Ivory Coast, Liberia, Mali, Mauritania, Niger, Nigeria, Senegal, Sierra Leone and Togo, East Africa including Eritrea, Ethiopia, Kenya, Mauritius, Rwanda, Somalia, Tanzania and Uganda, Central and Southern Africa including Angola, Botswana, Cameroon, Chad, Democratic Republic of Congo, Republic of Congo, Equatorial Guinea, Gabon, Madagascar, Malawi, Mozambique, Namibia, Rwanda, São Tomé and Príncipe, South Africa, Zambia and Zimbabwe.

In **Europe**, we have a London office comprising approximately 250 UK qualified lawyers which can offer clients a full spectrum legal service. Our London lawyers regularly work together with our US, European, and Asian teams to provide clients with complete representation on local and multi-jurisdictional matters alike. We also have offices in France (Paris), Belgium (Brussels) and Germany (Düsseldorf and Frankfurt), where we offer clients a strong set of local capabilities and sizable teams of lawyers who know local and European law and business.

In **Asia**, we offer extensive legal capabilities, with seven offices located in Singapore, Hong Kong and across Mainland China (Beijing and Shanghai), Vietnam (Hanoi and Ho Chi Minh City) and Tokyo.

In the **Middle East**, we have an office in Dubai to support our growing list of clients doing business in the region.

In the **Americas**, our solid footprint includes nine US offices located in Houston, New York, Washington DC, Chicago, Charlotte, Los Angeles, Palo Alto, San Francisco and Salt Lake City, together with a full-service Brazilian domestic law practice in Rio de Janeiro, São Paulo, Brasília and Vitória with Angolan and Mozambican desks. We have a team of highly specialized partners and associates in several areas of business law in Brazil, working from the simplest and routine operations to the most complex and sophisticated with a unique level of excellence in the legal market. We also have an office in Mexico City to enhance our services to clients operating and investing in Mexico's oil, gas and power industries. The Mexico City team is a fully bilingual and bicultural group of lawyers with long-standing experience in Mexican projects and financings and a strong track record advising clients on international oil, gas and power transactions.

This on-the-ground global presence in these important regions enables Mayer Brown to offer clients access to local market expertise on a global basis. Many of our lawyers' practices involve providing cross-border advice on regional or global transactions, and we have extensive experience managing pan-European, trans-Atlantic, Asia-Pacific, pan-Africa and global projects. This cross-practice, cross-border approach to solving the needs of our clients means our lawyers not only have a thorough knowledge of the legal system in which they are based, but they also have a familiarity with the laws and the political, cultural and commercial influences likely to impact a matter in other regions. In fact, many are recognised for their work in multiple jurisdictions. For example, we have several practices - Emerging Markets, Latin American, Africa and India practices, - which focus on jurisdictions where they have a limited physical presence, yet the lawyers conduct business seamlessly. We regularly advise our international clients on matters involving these additional jurisdictions, in coordination with local counsel. It is not just their strategically located offices, but their cross-office cooperation that truly makes them an elite global law firm.

We serve many of the world's largest companies, including a significant proportion of the Fortune 100, FTSE 100, DAX and Hang Seng Index companies and more than half of the world's largest banks. We provide legal services in areas such as banking & finance; corporate & securities; litigation & dispute resolution; antitrust & competition; US Supreme Court and appellate matters; employment & benefits; environmental; financial services regulatory & enforcement; government and global trade; intellectual property; property; tax; restructuring, bankruptcy and insolvency; and wealth management.



AFRICA

The firm has strong Africa capabilities. We have deep understanding of the local businesses, culture and languages, assisting clients in many African countries, particularly Angola and Mozambique.

A significant part of our African practice involves projects in areas such as: global energy (oil & gas and power) infrastructure (construction & engineering), mining, heavy industries, agribusiness and development of related and large scaled projects. In addition to industry-focused counseling, we also advise on general and diverse legal matters, including tax matters, mergers & acquisitions, finance and foreign exchange matters, regulatory and public bids, labor and immigration matters, and corporate matters, among others. We also handle international and local litigation working together with local African-based attorneys.

We have long been a believer in the great potential of the African continent and our longstanding presence in the region is a witness to these beliefs. Besides the Lusophone Countries, such as Angola and Mozambique, our practice in the continent involves projects in several countries, including: South Africa, Nigeria, Tanzania, Botswana, Malawi, Togo, Kenya, Morocco, Egypt, Ghana and Congo among others.

“ Market participants highlight [the firm's] 'large reach and excellent technical knowledge' within the African energy space.”

ANGOLA

Much of our Angola-related representations involve infrastructure projects, project development, engineering, construction and the global energy industry. In addition to industry-focused counsel, we have also handled general corporate matters, mergers and acquisitions, finance and tax matters, foreign exchange issues, immigration, distribution disputes and litigation in which our attorneys have taken depositions and developed evidence, all while working with African-based attorneys.

For operating in Angola, we have a group of lawyers with experience in all main areas of law and with a unique insight on the country's legal environment and client needs.

Our Angola desk combines local support from our independent Angolan Attorneys with access to the Mayer Brown worldwide platform by effectively using local/international based attorneys depending on the need of our clients. We handle our client issues directly from different offices depending on the nature of the assignment and the profile of the attorney to be involved. We assign a lead partner to direct and manage the assignment from inception to completion, giving our clients the comfort and security of knowing that this individual will keep them informed about the work being done at every stage.

Our attorneys are used to working to tight deadlines, and they take a proactive approach to ensuring that issues are fully anticipated and resolved. In practice, this means proper analysis of the work at its outset, the early identification of potentially problematic areas, and rigorous planning and timelines, where applicable. We also make sure that our approach is flexible enough to allow for, and deal with, last-minute issues, and we have a proven ability to field additional manpower at short notice whenever necessary.

In short, we do whatever it takes to meet our client's needs and exceed their expectations.

“ Their knowledge of the local law and practice is outstanding. The team is pragmatic and to the point.”

“ They have specialised knowledge of the energy sector, respond quickly and always provide in-depth analysis of our matters.”

OUR PRACTICES IN ANGOLA

We present ourselves as a full service law firm in Angola. Notwithstanding, due to the specificities of local market there are some areas where we have been working more intensively. Those areas are:

Corporate & M&A

Advising on all legal aspects pertaining to Corporate and Securities Law in respect of Angola-Based entities and joint ventures, including the incorporation of these vehicles.

Joint Venture Agreements

Advising on Angolan local content requirements and the need to partner with local individuals or companies, negotiating such agreements for compliance with local law while safeguarding foreign investor's position.

Oil & Gas Regulatory

Advising on regulatory aspects of the Angolan Oil & Gas Exploration and Production Framework, notably by reference to the Petroleum Activities Law (10/04) and ancillary regulations.

Oil & Gas Contractual Aspects

Drafting, reviewing and negotiating Production Sharing Contracts, Joint Operating Agreements, participating interest assignment agreements, sale and purchase agreements (farm-in/out) and infrastructure/EPC contracts. Advising on how to structure transactions between Oil Operators and Oilfield Service providers, notably through the setting up of efficient subcontracting, consortium or tripartite structures.

Local Content

Advising on the requirements in respect of hiring local goods as well as on the impact of the Local Content Regulations in other domains, such as the training of Angolan Personnel.

Labor

Advising on every aspects dealing with compliance with the Angolan Labor Framework provided by the Angola General Labor Law and ancillary regulations.

Immigration

Advising on the compliance issues raised by the Angola Immigration Law and ancillary Regulations.

Tax

Advising on the various taxes existing in Angola, notably the ones that specifically apply to the oil industry (e.g. Petroleum Income Tax, Training Levy and other specific oil & gas regimes such as the special customs regime) or that have a particular impact on the oil business, such as Industrial Tax and Investment Income Tax withholdings.

Foreign Exchange

Advising on the foreign exchange requirements applicable in Angola, notably by reference to the special foreign exchange regime applicable to the oil industry.

Real Estate

Advising on all regulatory aspects pertaining to the use of land and development of real estate projects.

Banking and Finance

Advising and issuing legal opinions on facility agreements pertaining to Angola-based projects, notably infrastructure projects.

Risk, Compliance & Investigations

Conduct internal and government-facing investigations for nearly any subject matter and opposite authorities locally and from around the world. Provide proactive compliance advice, including due diligence on third parties and partners, assessments and improvements of existing compliance programs and controls, and providing training and other guidance to local and international standards.

OUR REPRESENTATIVE EXPERIENCE IN ANGOLA

“Gonçalo Falcão is simply the best at what he does.”

“He does fantastic work in oil and gas mandates.”

*Chambers Global 2022,
General Business Law - Angola*

“Alexandre [Chequer] is an excellent strategist and super experienced.”

“Contacts him just for complicated and big issues... He is a fantastic lawyer.”

*Chambers Global 2022,
General Business Law - Angola*

Energy and Oil & Gas

- Advised **Alfort Petroleum** in the negotiation of a Production Sharing Contract for onshore block KON8.
- Advised **Aker Solutions**:
 - on the structuring of its Angola operations in view of the cash limitations caused by the foreign exchange restrictions.
 - on the structuring of a bid from a tax and foreign exchange perspective towards providing services to Total.
- Advised an **American Houston based geophysics service company** on various legal issues related to its projects in Mozambique, Angola and Brazil.
- Advised **BP Angola**:
 - on a major financial transaction named “Project Vuvuzela” where we addressed local law on different matters pertaining to such transaction, such as foreign exchange requirements and tax exposure;
 - in relation to FCPA issues resulting from the enactment of a new Law on Administrative Probity;
 - in the negotiation of production sharing contracts and JOAs for Blocks 19, 20, 24, 25 and a Block 26 farmout;
 - in respect of industry-wide emergency procedures and rescue helicopter purchase;
 - in environmental, human resources, commercial and ethics and compliance matters;
 - in various aspects of the Block 18 and Block 31 exploration and development projects;
 - in various real estate construction and management projects, including Torres Atlântico, Torres do Carmo and the Talatona Residences; and
 - as project counsel in developing a fiber optic network for offshore oil and gas operators.
- Advised **ASCI** in discussion towards the formation of a supply chain management JV with an Angolan company.
- Advised **Cameron** in the negotiation and incorporation of a joint venture with local partners for the operation of a Christmas Trees plant in Angola.
- Advised **CEPSA** on the acquisition of a participating interest in an Angolan concession.
- Advised **Chevron**:
 - with the review of a new package of laws for the Angola oil sector, notably the new Gas Law, Abandonment regime and marginal fields tax regime;
 - on drafting the agreements with Sonangol as to enable the latter to pay outstanding cash calls in arrears;
 - on the implementation of an employment benefit to allow the employees to make payments outside Angola;

- on the negotiation of the terms under which the Angola LNG Project would supply Associated Gas to the Malembo gas-to-power plant in Cabinda;
- on determining the impact on the Angola LNG Project governance resulting from a potential merger between ENI Angola and BP Angola; and
- with the regulatory and contractual issues arising from operation a pipeline connecting the new Cabinda Refinery and Block 0 offload Oil & Gas terminal.
- Advised the **CMA-CGM** on implementing cash management smart structures to mitigate exposure to the Angola forex restrictions.
- Advised **Conoco Inc. (Pre-ConocoPhillips)**:
 - in the drafting and negotiation of the Block 5 and 6 production sharing contracts and related JOAs;
 - in the drafting and negotiation of a wide range of drilling, well services, seismic, aviation and other services contracts;
 - in the construction of a housing and office complex at Cacuo; and
 - in the registration of its local branch.
- Advised **Ecopetrol** on its divestment in Angola, offshore Blocks 28 and 29.
- Advised **Eni**:
 - **Eni SpA** on the terms of its concession/PSAs in Angola and Ghana;* and
 - **Eni Angola** on the negotiation of a special foreign exchange regime applicable to the New Gas Consortium Project in Angola involving the exploration and production of non-associated gas reserves.
- Advised **Equinor**:
 - on the negotiations of Blocks 46 & 47 Risk Service Agreements;
 - with reviewing Joint Operating Agreement provisions dealing with the sale to third parties of a participating interest by Sonangol and how those provisions interplay with a public tender launched by the latter to sale such interest;
 - on the negotiation a Finance Agreement for Block 46;
 - with determining the potential legal consequences resulting from failing to execute an RSC within the deadline foreseen by the Angola Petroleum Activities Law;
 - addressing various regulatory and JOA issues related with the extension of Block 15 and Block 17 PSAs; and
 - with determining requirements of Contract Committee approval for investment decisions in respect of investment using Abandonment Funds.
- Advised **Genel Energy** and White Rose on a USD 250 million farm-in to two Statoil-operated deepwater blocks in Angola.*
- Advised **Gyrodata** with corporate good standing matters in Angola so that company may lawfully operate locally and start importing equipment.
- Advised **Heerema Marine Contractors**:
 - in the negotiation of a JV with a potential Angola partner to provide services for IOCs in Angola; and
 - on the negotiation of an Export Credit Facility pertaining to the construction of a Marine Supply Base in Angola.
- Advised **Hercules Offshore** on various day-to-day legal and tax issues in Angola.
- Advised **Maersk**:
 - on various regulatory and tax issues in Angola as well as on the purchase and disposal of participating interest re Angola concessions;
 - on setting up the business structure for the Block 16 development, advising on various legal, tax and foreign exchange matters pertaining to such project; and
 - on its operations in Angola, including in respect of its major Chissonga field development.*
- Advised **MISC** with the structuring of a proposal to Total for the supply and operation of an FPSO offshore Angola.
- Advised the **arrangers on the multi-ECA covered facilities for the Angolan Ministry of Finance** (including an OeKB covered facility) to finance elements of a hydroelectric power plant.*
- Advised the **Ministry of Petroleum of Angola**:
 - in the drafting of the Biofuel Law;
 - representing the Ministry of Petroleum of Angola in the drafting of the new Natural Gas Law; and
 - representing the Ministry of Petroleum of Angola in the drafting of the new Downstream Law.
- Advised the **Government of Angola and an Angolan national oil company on OPEC** matters.
- Advised **OneSubsea** on a major tax litigation dispute with the Angolan Tax Authorities involving income taxes.
- Advised **Repsol** on the most efficient way of performing its divestment on Block 35 and 37.
- Advised **SAIPEM** on the acquisition of Sonangol shares in the Joint Venture Petromar Lda.
- Advised **SBM**:
 - on structuring a new Joint Venture in Angola to increase its local profile in view of new tender processes; and
 - on various day-to-day legal and tax issues in Angola.
- Advised **Schlumberger** on various day-to-day legal and tax issues in Angola.

- Advised **Sonangol** the Angolan national oil company:
 - in one of the largest integrated LNG projects in the world, the Angola LNG project, with investments of more than USD 10 billion in Angola and the U.S;
 - in the acquisition of a refinery in Angola in the total amount of USD 650 million; and
 - in training and capacity building for oil & gas regulatory issues and industry contracts.
- Advised the **Angolan National Petroleum and Gas Agency (ANPG)** and provided training and capacity building for oil & gas regulatory issues and industry contracts.
- Advised **Sonatide** on a customs dispute involving temporary importation of vessels into Angola.
- Advised **Statoil** on various regulatory and tax issues in Angola.
- Advised the Qatari National Oil Company **Qatar Energies** in its oil & gas E&P blocks in Angola and Mozambique.
- Advised **Trafigura Group** on various legal issues and transactions in Brazil, Angola and Mozambique for their Oil & Gas midstream and downstream division.
- Advised **Subsea 7**, a major French Oil & Gas service provider:
 - on various legal issues related to its Mozambique and Angola projects;
 - on the structuring of its Angola operations towards more efficiency on cash management among Angolan subsidiaries and its counter parties; and
 - on the potential acquisition from Sonangol of the latter's interest in Sonamet.
- Advised **Tenaris** in assessing the Permanent Establishment risks of a proposed new trading deal involving the sale of equipment in Angola.
- Advised **Tidewater**:
 - in the negotiation of a JV with a potential Angola partner and in the restructuring of its Angolan operations; and
 - in the acquisition from Sonangol of the latter's participation on Sonatide Marine Angola.
- Advised **Transocean**:
 - on setting a dispute strategy against Dry Dock regarding the unfinished construction of an office building; and
 - in the negotiation of a JV with a potential Angola partner and in the restructuring of its Angolan operations.
- Advised **Vaalco** in discussions with regulators and its partner in respect of its Block 5/06 operations.
- Advised **Voltaia** reviewing the Angola regulatory framework applicable to renewable power projects involving the independent power production in advance of future projects to be potentially developed in the country.
- Advised an **Angolan E&P company** in the negotiation of an onshore production sharing contract and related joint operating agreement.

Mining

- Advised the **equipment financier Caterpillar Finance** on entering into a loan agreement with Sociedade Mineira de Catoca towards the acquisition by the latter of mining equipment.

Industrials

- Advised **Export Development Canada** on the USD 429.5 million direct lending facility for the Angolan Ministry of Finance to finance 100 locomotives from General Electric.*
- Advised **BRF**, a Brazilian Food production company, with the structuring of its operations in Angola from a cash management/foreign exchange perspective.
- Advised **Eurofarma**, a Brazilian leading multinational pharmaceuticals & life sciences company with its international operations, including multiple greenfield and M&A projects, in several countries, such as: USA, Mozambique, South Africa, Nigeria, Angola, Ethiopia, Mexico, Colombia, Argentina, Peru and Philippines.

Construction & Engineering

- Advised the Brazilian engineering company **VLB** in the project to build a water dam in Angola, a project of USD 240 million.
- Advised the major Brazilian construction company **FIDENS** in several infrastructure deals in Mozambique and in Angola, including a project to build a major dam in Mozambique, projects of USD 900 million.
- Advised a major Brazilian cement producer, **InterCement** in the negotiations of a JV and development of a cement plant with investments of more than USD 400 million.
- Advised **Comexport**, a Brazilian major trading group, in relation to its transactions and operations in Angola related to heavy construction equipment.
- Advised **Camargo Corrêa** in the development of its projects in Africa, including M&A operations for the purchase and sale of subsidiaries in Angola and Mozambique.

Business Services

- Advised a **consulting company** in the implementation and development of its operations in Mozambique and in Angola.
- Advised **KPMG** in Angola on several legal issues pertaining to its local clients.

Technology, Media & Telecommunications

- Advised **Mercury Telecomunicações** and various major IOC's operating in Angola with the project documents and agreements necessary to set up the "Sonangol Offshore Optical Cable" network project regarding the construction of such a network offshore Angola.
- Advised **MS Telecom**, an Angolan telecom company, in the negotiation of a USD 147 million EPC for communication and e-services for the Angola LNG Project.
- Advised **Gemcorp** on a finance transaction towards Africell, a new telecommunications operator in Angola.

Insurance

- Advised the Swiss Consulting Firm **Hemera Capital Partners** with a legal feasibility study for the benefit of ENSA – the Angola National Insurance Company – in respect of incorporating a reinsurance company in Angola.

*Denotes matter advised by lawyer prior to joining Mayer Brown.

MOZAMBIQUE

We have extensive experience in Mozambique advising international investment projects in the country. Much of our practice in Mozambique is focused in the areas of energy (oil & gas and power), infrastructure (construction & engineering), mining, heavy industries, agriculture and the development of related large scale projects. In addition to advising on specific industries, we also advise on general legal issues, including mergers & acquisitions, corporate matters taxation, finance and foreign exchange matters, regulatory and public bids, labor and immigration matters, among others.

For projects in Mozambique, we have lawyers based in Rio de Janeiro (also in Houston, London and Dubai) who are fully dedicated to work in relation to Lusophone Africa, and are frequently assigned to Maputo and Luanda alongside partnerships with experienced local lawyers. This combination unites local experience, which includes a unique perspective on local needs and the country's business environment with access to our global platform. Thus, we use our local and international lawyers depending on client needs and on the complexity of the projects. We handle client's affairs with a direct approach linking our

several offices depending on the nature of the work and the profiles of the lawyers involved. In summary, we assign a leading lawyer to drive and manage the project from its start to its completion offering our clients the comfort and security of knowing that our team will keep them informed of the work carried out in all its stages.

Our lawyers are accustomed to working to tight deadlines and they take a proactive approach to ensure that the eventual legal issues are fully anticipated and resolved. In practice, this means proper analysis of the project at its outset, the early identification of potentially sensitive areas, and the elaboration of rigorous planning and timelines. We also assure our approach is flexible enough to accommodate and deal with last-minute issues, providing fast and efficient solutions whenever necessary.

In short, we work to meet our client's needs and exceed their expectations. We present ourselves as an international firm in a unique position by having full service capabilities in Mozambique, which allows us to assist multinational companies in all legal matters.

“ Excellent balance between concise legal advice and commercial awareness in a fluid jurisdictions.”

“ Their service is of a high standard.”



“ Sources praise [the team's] 'mastery of files and knowledge transfer' in the natural resources sector.”

Chambers Africa-wide, 2021

“ This firm is experienced in representing multinational companies in complex energy, infrastructure and mining matters in Mozambique. The group holds additional capabilities advising on oil and gas and foreign investments issues. Practitioner Paulo Rage is the key contact for clients.”

Chambers Global 2021, General Business Law – Mozambique

“ Mayer Brown fields a team of Rio de Janeiro, London and Houston-based lawyers to advise on deals and projects in Mozambique. The team is particularly active in highly regulated sectors, including power, oil and gas and infrastructure. Corporate and M&A and tax experts Paulo Rage and Gonçalo Falcão are names to note.”

The Legal 500, 2020

OUR PRACTICES IN MOZAMBIQUE

Due to the specific characteristics of the local market, our practice in Mozambique has a greater focus in the following areas:

Foreign Investment

Preparation, presentation and negotiation of several foreign investment projects prior to the authority of investment promotion of Mozambique.

Corporate & Capital Markets

Advice on all legal aspects of corporate law and capital markets, particularly with regards to companies and joint ventures based in Mozambique; including the elaboration of equity and debt instruments as well as the corporate structure for complex and cross-border projects.

Joint Ventures and Business Partnerships

Advice on legal requirements when the need for partnership with local Mozambican entities; including the negotiation of joint venture agreements between foreign investors and the partners, and the formation of internal and external consortiums, associations in participation and other corporate structures.

Taxation

Advice on various tax issues in Mozambique, involving both direct and indirect taxes, particularly those applying on cross-border transactions such as those related to infrastructure projects, construction & engineering, energy and oil & gas, mining, heavy industries, agriculture and development of related and large scale projects.

Labor

Advice regarding all aspects and compliance with the Mozambican labor legislation and ancillary regulations; including advice on labor issues on expatriates in the country of the investor company's headquarters.

Immigration

Advice regarding compliance with requirements of the Mozambican immigration legislation and ancillary regulations; including obtaining work permits and visas.

Local Content

Advice regarding the hiring of local products and services, in compliance with local content regulations; including meeting the mandatory requirements for the specific sectors involved.

Energy and Oil & Gas - Regulatory and Contractual Aspects

Advice regarding regulatory aspects of operations with hydrocarbons in Mozambique, in particular with reference to the Petroleum Law, specific regime of taxation of petroleum operations, the Rovuma Basin regime and the ancillary regulations. Preparation, analysis and negotiation of concession and production sharing agreements, joint operating agreements, assignment of participation agreements and purchase and sale of assets (farm-in / farm-out) and infrastructure agreements - EPCs. Advice regarding the manner of structuring transactions with platforms and service providers for production fields, in particular by establishing efficient subcontracting structures.

Banking, Finance and Foreign Exchange

Advice regarding the applicable foreign exchange requirements, particularly with reference to specific sectors and cross-border transactions; including all negotiation and structuring of financial instruments for equity and debt as well as the project financing of infrastructure projects and diverse large scale projects.

Real Estate and Rural Land

Advice on all regulatory aspects of the use and deployment of land for development of real state and agricultural projects, including its regulations and obtaining DUATs and land registries.

Risk, Compliance & Investigations

Conduct internal and government-facing investigations for nearly any subject matter and opposite authorities locally and from around the world. Provide proactive compliance advice, including due diligence on third parties and partners, assessments and improvements of existing compliance programs and controls, and providing training and other guidance to local and international standards.

OUR REPRESENTATIVE EXPERIENCE IN MOZAMBIQUE

Energy and Oil & Gas

- Advised **CNPC**, the Chinese National Oil Company, in its projects for exploration and production (upstream) of natural gas in the Rovuma Basin Area 4, including a floating liquefaction (midstream) of LNG for exportation to international markets, project of USD 8 billion. In addition, advised the client in several other issues related to the Rovuma LNG project, a project of USD 35 billion.
- Advised **Empresa Nacional de Hidrocarbonesto E.P - ENH**, the mozambican National Oil Company:
 - on corporate structuring and strategy for the development of several of its natural gas projects in Mozambique and abroad, combined projects of more than USD 60 billion; and
 - in relation to the planning, structuring and negotiation of its subsidiary ENH Energy Trading Pte. Ltd., based on Singapore. The subsidiary is a joint venture with Vitol and will focus on trading activities of hydrocarbons, including, LNG and other natural gas products from ENH's projects in Mozambique.
- Advised **Karadeniz** in connection with a powership and LNG-to-Power project in Mozambique, which has included drafting and negotiating the FSRU time charter party agreement and LNG sale and purchase arrangements.
- Advised **PTTEP**, the Thai National Oil Company in its in Mozambique's Rovuma Basin Area 1 LNG Project, project of USD 25 billion.
- Advised **Instituto Nacional de Petróleo (INP)** the Petroleum Regulatory Agency of Mozambique – and provided training and capacity building for analysis and review of LNG and Natural Gas agreements.
- Advised the **Ministry of Mineral Resources and Energy of Mozambique (MIREME)** and provided training and capacity building for oil & gas regulatory issues and industry contracts.
- Advised **GL Africa Energy a British-Kenyan** group to structure, finance and develop a major Gas to Power project in Mozambique, a project of USD 275 million.
- Advised **Marubeni** a major Japanese conglomerate in the development and structuring of a petrochemical plant in the Rovuma Basin onshore area in Mozambique, a project of USD 780 million.
- Advised **Cameron / OneSubsea** a major American Oil & Gas service provider on various legal issues related to Rovuma basin projects.
- Advised the export credit agencies, including **JBIC, NEXI, US Ex-Im, SACE and ECIC**, on the structuring and due diligence phase of the USD 14.9 billion Area 1 Mozambique LNG financing sponsored by Total.*
- Advised **Subsea 7**, a major French Oil & Gas service provider on various legal issues related to its Mozambique and Angola projects.
- Advised **Petronas**, a Malaysian Oil Company in its projects in Mozambique and in Brazil.
- Advised **Anadarko, a major American Oil & Gas E&P company** in the planning phase of its projects in Mozambique.
- Advised **Geokinetics** an American Houston based geophysics service company on various legal issues related to its projects in Mozambique, Angola and Brazil.
- Advised **Sasol**, a major South African Oil & Gas company on various legal issues dealing with the utilization of the Mozambique-South Africa pipeline.
- Advised **ROC Oil** in the sale of its interests in the Mozambique Channel to a subsidiary of Sapetro.*
- Advised **Romagnole**, a major energy equipment manufacturer company in an M&A transaction for the acquisition of a South African/Mozambican company.
- Advised **Trafigura Group** on various legal issues and transactions in Brazil, Angola and Mozambique for their Oil & Gas midstream and downstream division.
- Advised the **Qatar Energies**, the Qatari National Oil Company in its oil & gas E&P blocks in Angola and Mozambique.
- Advised **Wentworth** (formerly Artumas) in its project in the Mozambique Onshore basin.
- Advised **Innio**, a German group in the planning and structuring of its EPC and O&M projects in Mozambique, including Kuvaninga's Chókvé Power Plant.
- Advised **Aker Solutions**, the leading Norwegian oil & gas services company in its projects in Mozambique offshore blocks.
- Advised **Camargo Corrêa**, as a sponsor in relation to its shares in the Mphanda Nkuwa hydro power project in Mozambique, a project of USD 3,5 billion.

Construction & Engineering

- Advised the major Brazilian construction company **FIDENS** in several infrastructure deals in Mozambique and in Angola, including a project to build a major dam in Mozambique, projects of USD 900 million.
- Advised **A.R.G. Engenharia**, a major Brazilian construction company in multiple infrastructure projects in Africa, including countries as Mozambique, Ghana and Equatorial Guinea, projects of USD 1.1 billion.
- Advised **Odebrecht** a major Brazilian construction company in the finance structuring of a major airport infrastructure project in Mozambique, a project of USD 220 million.
- Advised **Camargo Corrêa** in the development of its projects in Africa, including M&A operations for the purchase and sale of subsidiaries in Angola and Mozambique.
- Advised **Elevo**, a major Portuguese construction & engineering group in a project to build a water dam in Mozambique, a project of USD 65 million.
- Advised **Concremat (CCCC Group)**, the Chinese-Brazilian construction and engineering company in providing engineering services in its multiple international projects, including: Mozambique, Bolivia, Paraguay and the Dominican Republic, in combined projects of USD 200 million.
- Advised **MIP Engenharia**, a major Brazilian industrial construction company in a bidding to build infrastructure for Vale Mozambique, a project of USD 100 million.
- Advised **CRIG – China Railway International Group** a major Chinese construction company in a road construction project in Mozambique.
- Advised **TSK**, a major Spanish construction company in several EPC and O&M projects in Mozambique, including Gigawat – Ressano Garcia Power Plant (CTRG) of USD 235 million, Temane Thermal Power Plant of USD 750 million and Cuamba Solar PV of USD 36 million.
- Advised a **Brazilian engineering company**, in the provision of engineering services for a Mega Project in Mozambique, a project of USD 60 million.
- Advised a **Brazilian engineering company**, in the development and implementation of its operation in Mozambique.
- Advised **Gauff**, a major German engineering company in the provision of engineering services for multiple major infrastructure projects in Mozambique, including the Maputo-Catembe Bridge, a project of USD 700 million.

- Advised **TUV Rheinland Ductor** a major German-Brazilian engineering company in a tender for provision of engineering services for Mega Projects in Mozambique, a project of USD 160 million.

Agribusiness and Bioenergy

- Advised **TecSoy** a Brazilian agribusiness group in investments in agricultural business in Mozambique, in a project of USD 127 million.
- Advised the Japanese company **Nippon Biodiesel Fuel Co. Ltd.** on a project for the development of agribusiness and biofuels in Mozambique.
- Advised **Brasperon** a Brazilian agribusiness group in investments in an integrated agriculture and livestock project in Mozambique, project of USD 100 million.
- Advised **SADA** a Brazilian bioenergy company on a project to develop biomass and installing a bioenergy plant in Mozambique, project of USD 350 million.
- Advised **AGN Bio** a Brazilian company on project to develop biomass and installing ethanol plant in Mozambique, a project of USD 200 million.
- Advised **Ecoteca** a Brazilian company in an integrated agribusiness and manufacturing project in Mozambique and in its operations in Brazil.
- Advised **Louis Dreyfus Commodities a French-Swiss** major commodity trading company of in its agribusiness deals in Mozambique.
- Advised **Sindmec**, the Brazilian Union that represents several metal-mechanic equipment industries for the operations in Mozambique of the affiliated industries.

Banking & Finance

- Advised a **major bank** in its participation in project finance structures for energy projects in Mozambique.
- Advised **BMG**, a major Brazilian bank in a joint venture with local Mozambican bank for joint operations of banking loans in Mozambique, project of USD 30 million.
- Advised an **Equipment Financing Company** of a major American manufacturing group in relation to asset finance transactions in Mozambique.
- Advised **Societe Generale**, a major French and Pan-African bank in participating in project finance and in multiple complex finance structures for large projects in Mozambique.
- Advised the **African Development Bank (AfDB)** and its legal arm African Legal Support Facility (ALSF) in multiple transactions and projects throughout the African continent, including Lusophone Africa.

Industries

- Advised **Eurofarma**, a Brazilian leading multinational pharmaceuticals & life sciences company with its international operations, including multiple greenfield and M&A projects, in several countries, such as: USA, Mozambique, South Africa, Nigeria, Angola, Ethiopia, Mexico, Colombia, Argentina, Peru and Philippines.
- Advised **AB Inbev**, the leading multinational company and leader in the local food & beverage market in Mozambique with its commercial projects in Mozambique and, also, other Sub-Saharan countries managed by the regional unit (Zambia, Malawi and Zimbabwe).
- Advised **Thyssenkrupp**, a major German industrial company in the development of multiple industrial projects in Mozambique, including a major distribution center.
- Advised **Enaex Britanite**, one of the leading explosives manufacturers in Latin America on its projects in several African countries such as Mozambique, South Africa and Zambia, including a JV in Mozambique.
- Advised **Sindmec**, the Union that represents several industries of metal-mechanical equipment for the operations in Mozambique of its associated industries.

Business Services

- Advised **Diagonal**, the company of engineering and social resettlement in providing services for several Mega Projects in Mozambique and Malawi.
- Advised a **French-British company** leading of human power and outsourced services in its projects in Mozambique and in Brazil.
- Advised **CIS**, the French leading catering and supply services company in its projects in Mozambique and in Brazil.
- Advised an **information technology company** in the implementation and development of its operations in Mozambique.
- Advised a **consulting company** in the implementation and development of its operations in Mozambique and in Angola.
- Advised a **global Italian-American logistics company** in its projects in Mozambique and in Brazil.
- Advised a **Brazilian logistics company** in the implementation and development of its operations in Mozambique and in Brazil.
- Advised a **major occupational safety services company** in its projects in Mozambique.

- Advised a **Brazilian major private equity group** in the implementation and development of a road transportation project in Mozambique.
- Advised **Concert, a Brazilian information technology company** in the implementation and development of its operations in Mozambique.
- Advised **Globex Logistics**, a logistics company in the implementation and development of its operations in Mozambique.
- Advised **JAS Forward**, an Italian-American global logistics company in its operations in Mozambique.

Diplomatic Representations, International Organizations, Associations & NGOs

- Advised **CCIABM**, the Brazilian-Mozambican Association that promotes the economic relationship between the two countries, along several businesses and projects that totaled over USD 850 million, involving the affiliated companies.
- Advised the **Mozambican Embassy in Brazil** on legal issues of Brazilian law.
- Advised an **American NGO** in its projects in Mozambique.
- Advised a **British NGO** in its projects in Mozambique.
- Advised a **Brazilian NGO** in its projects in Mozambique.

*Denotes matter advised by lawyer prior to joining Mayer Brown.



OUR REPRESENTATIVE EXPERIENCE IN OTHER LUSOPHONE COUNTRIES

SÃO TOMÉ AND PRÍNCIPE

- Advised the **National Petroleum Agency of São Tomé and Príncipe (ANP-STP)** with negotiation of seismic and data contracts; and, provided training and capacity building for oil & gas regulatory issues and industry contracts.
- Advised the **African Legal Support Facility (ALSF)**, the African Development Bank (AfDB) legal arm in multiple transactions and projects throughout the African continent, including Lusophone Africa.
- Advised the **major International Oil Company** to negotiate the acquisition of an oil interest within the São Tomé e Príncipe/Nigeria Joint Development Zone, including the negotiation of the tax terms

CAPE VERDE

- Advised the **Government of Cape Verde** with a presentation comparing the various prevailing Oil & Gas upstream tax systems in the African continent.

GUINEA-BISSAU

- Advised a major **International Oil Company** to negotiate the acquisition of an oil interest within Guinea-Bissau, including the negotiation of the tax terms.

EQUATORIAL GUINEA

- Advised a **bidder** in relation to its proposal to provide an FLNG solution to Ophir's Fortuna development offshore Equatorial Guinea.*
- Advised **White Rose Energy Ventures** in its acquisition of assets, offshore Equatorial Guinea.*
- Advised **A.R.G. Engenharia**, a major Brazilian construction company, in multiple infrastructure projects in Africa, including countries as Mozambique, Ghana and Equatorial Guinea, projects of USD 1.1 billion.
- Advised a major **International Oil Company**, to negotiate the acquisition of an oil interest within Guinea-Bissau, including the negotiation of the tax terms.

“ Gonçalo Falcão is held in high regard for his considerable experience assisting clients with oil and gas exploration matters in Angola, Mozambique and Cabo Verde, as well as in Equatorial Guinea and São Tomé e Príncipe.

*Chambers Global 2022,
General Business Law - Angola*

// Head of department [Alexandre Chequer] has an excellent reputation among players in the oil and gas market, with one client asserting: "Alexandre is very well connected and very focused on this practice area. His knowledge and experience really makes us feel like we are in safe hands." Clients, who regularly "ask for his help on major issues."

Chambers Global 2021, General Business Law - Angola

// [Gonçalo Falcão] A source reported that he is "very good in tax" while another described him as "very good technically", adding that he is "very competent, focused and proactive."

Chambers Global 2021, General Business Law - Angola

// Paulo Rage specializes in projects in the natural resources sector and provides advice on a wide range of corporate and commercial issues. Clients highlight his 'local knowledge, keen perception of client needs and punctuality in the services provided' and 'noteworthy commitment to the clients.'

Chambers Global 2017, General Business Law - Mozambique



KEY CONTACTS



Gonçalo Falcão
Partner
+55 21 2127 4239
gfalcao@mayerbrown.com
Rio de Janeiro / Luanda



Paulo Rage
Partner
+55 21 2127 4247
prage@mayerbrown.com
Rio de Janeiro / Maputo



Alexandre Chequer
Partner
+55 21 2127 4212
achequer@mayerbrown.com
Rio de Janeiro / Houston



Ian Coles
Partner
+44 20 3130 3205
icoles@mayerbrown.com
London



Norman Nadorff
Special Counsel
+55 21 2127 4294
nnadorff@mayerbrown.com
Rio de Janeiro



Luiz Aboim
Partner
+44 20 3130 3763
laboim@mayerbrown.com
London



Kwadwo Sarkodie
Partner
+44 20 3130 3335
ksarkodie@mayerbrown.com
London



Carmem Fernando
Independent Counsel
+244 923 620 227
carmenfernando@cpfadvogados.co.ao
Luanda



Hallam Chow
Partner
+8610 6599 9289
+852 2843 2350
hallam.chow@mayerbrown.com
Beijing / Hong Kong



Olivier Mélédo
Partner
+33 1 53 53 18 66
omeledo@mayerbrown.com
Paris



Rachel Speight
Partner
+44 20 3130 3859
rspeight@mayerbrown.com
London



Tahan A. Thraya
Partner
+971 4 375 7161
+1 202 263 3104
tthraya@mayerbrown.com
Dubai / Washington DC



Bruno Belchior
Partner
+55 21 2127 4205
bbelchior@mayerbrown.com
Rio de Janeiro



Victor Galante
Partner
+55 21 2127 4275
vgalante@mayerbrown.com
Rio de Janeiro



Meredith Campanale
Partner
+44 20 3130 3554
mcampanale@mayerbrown.com
London



Nick Kouvaritakis
Partner
+65 6922 2312
nick.kouvaritakis@mayerbrown.com
Singapore

“ Mayer Brown is a high-profile international law firm with a distinguished mining practice across Africa. The team is recognised for its representation of banks and financial institutions in various financing and development mandates. Additionally, the firm's expertise extends to energy-related disputes and novel IPP mandates. The group is adept at handling corporate matters for petrochemical companies, as well as advising a long list of sponsors and governments on project development. The team draws on its global network to support clients across Anglophone, Francophone and Lusophone Africa.”

Chambers Global 2022, Africa Wide



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