

Emery Mukendi Wafwana
& Associates, P.C.

Oil & Gas Law in Africa



Kinshasa

Lubumbashi

Matadi

Johannesburg

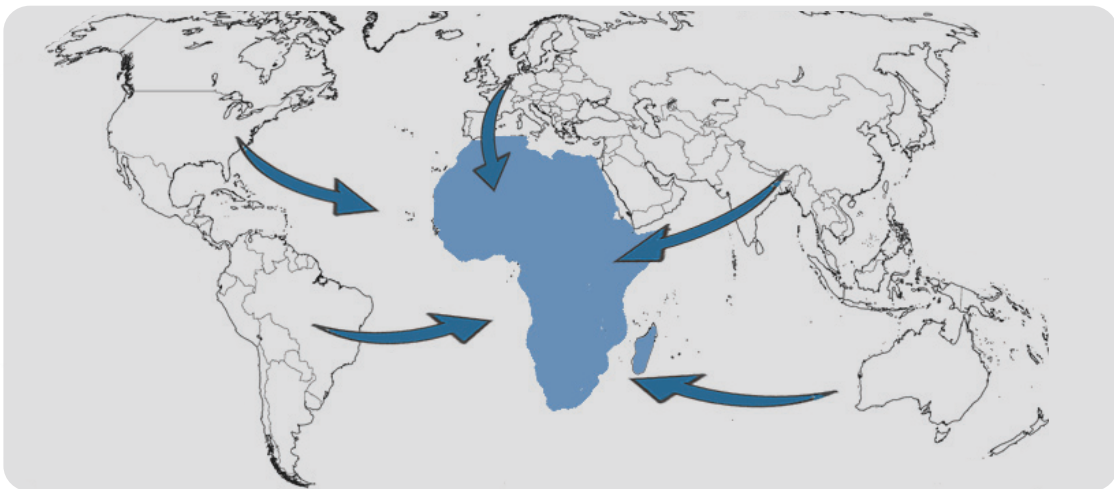
OHADA Region

New York





**Let us take you to Africa.
SECURELY.**



WHY CHOOSE CABEMERY

- Practice strongly focused on Oil and Gas, Energy, Mining and Infrastructure.
- Law firm based in French speaking Africa with offices in the United States and South Africa.
- An international African law firm with world class standards of work and ethic, respectful of anti-corruption regulations.
- Multilingual and multi background.
- Substantial experience in shaping and improving natural resources legislation and related regulations in Africa.
- Outstanding relationships with mining Administrations throughout French-speaking Africa.

An international African law firm with world class standards and resources at the service of the Oil & Gas industry in Africa

We are an international African law firm offering investors a unique combination of international standard with on the ground experience in Africa serving the Oil and Gas, mining, energy and infrastructure industry for more than 16 years. What makes us truly different from our peers is our unique structure with offices in Africa as well as outside of Africa, in New York and Johannesburg that securely accompany investors to Africa and our in depth-knowledge of natural resource laws and regulations in force in Africa as well as our strong understanding of the geo-political aspects surrounding the natural resource industry. Leveraging our strong experience in the Oil and Gas industry and long standing presence on the African continent, Emery Mukendi Wafwana & Associates (Cabemery) continues to build on its reputation for being the obvious choice for oil and gas transactions across Africa.



A Unique Vision

CABEMERY Oil & Gas Practice Group



The Oil and Gas Practice group at Cabemery has first-class experience on the Oil and Gas laws and regulations applicable in many African countries as on the international and regional legal frameworks applicable to Oil and Gas activities. Through continued exposure to the Oil and Gas industry, the lawyers at Cabemery have developed a strong expertise in complex natural resource transactions in Africa and in the development of natural resource laws and regulations in Africa. Thanks to its experience dealing with a wide variety of clients active in the oil and gas industry, the lawyers at Cabemery understand the nature of the oil and gas industry and its specificities.

Cabemery's team counts lawyers, mining and quarry agents, tax lawyers, and experts in other fields relevant to the Oil and Gas industry that understand the cultural and political background in many African jurisdictions. We combine comprehensive knowledge of civil and common law, excellent language skills with the highest standards of professionalism and responsibility in Africa.

Expertise and Solutions for the Oil & Gas Industry



We provide to all actors of the Oil and Gas industry a focused range of legal services throughout all stages of implementation of oil and gas projects and transactions. Our legal services are tailored to the specific needs of the oil and gas industry.

We provide the following legal services:

Exploration and Production Activities

- Analysis, negotiation and documentation of transactions related to the exploration and production activities such as Joint-Venture Agreements, Production Sharing Agreement with governments and other operating agreements
- Assist and advise Oil and Gas companies for the granting of hydrocarbon rights for the exploration and exploitation
- Analysis, negotiation and documentation of ancillary agreements such as drilling, engineering, construction, development and construction agreements; negotiation and documentation of sales, marketing, storage, processing and transportation agreements relating to Oil and Gas and processed or refined hydrocarbon products
- Assist and advise Oil and Gas companies to obtain all necessary authorizations and licenses for their operations such as, for example, commercialization, transport and storage of petroleum products

Corporate and Tax issues

- Selection, structuring, documentation, creation of local Oil and Gas operating entities including joint-venture, partnerships and other forms of joint arrangements
- Assist and advise Oil and Gas companies for tax issues and assist in structuring Oil and Gas companies in a tax effective manner

Litigation and Arbitration

- Structuring, negotiation and documentation of settlement agreement in Oil and Gas related disputes and assist and defend parties in Oil and Gas commercial arbitrations or State-arbitrations



Legal Due Diligence

- Legal due diligence review for acquiring or participating companies interested in the financing of projects on hydrocarbon rights, assets and operating Oil and Gas companies
- Draft due diligence report and provide practical solutions to legal issues identified during the legal due diligence review
- Draft and production legal documents for the purchase and sale of hydrocarbon rights or Oil and Gas companies and all necessary documents for the completion of the transaction and post-completion matters



Experience



Selected Oil & Gas Transactions

- Advised and assisted a South African Oil and Gas Company to negotiate and conclude a Production Sharing Agreement for a total investment value of US\$ 900,000,000 with the Government of the Democratic Republic of the Congo at the Albertine Graben in the DRC;
- Advised and assisted a South African Oil and Gas Company in the acquisition of hydrocarbon rights in the Democratic Republic of the Congo and drafted the agreement for the sale and transfer of hydrocarbons rights;
- Advised and assisted an US Oil and Gas Company in the negotiations with the Minister of Hydrocarbons of the DRC for the conclusion of a Production Sharing Agreement with the Government of the Democratic Republic of the Congo at the Albertine Graben in DRC;
- Advised and assisted a famous Italian Oil and Gas Company in the taking of participation in an exploration project covered by a petroleum convention, and advised on tax issues related to its hydrocarbon activities in the DRC;
- Advised and assisted a Canadian Oil and Gas company in the proceedings for obtaining the necessary DRC authorizations for transport and storage of petroleum products;
- Assisted and advised an US Oil and Gas company for the constitution and incorporation of a DRC Oil and Gas operation company; advised and assisted in the acquisition of petroleum blocs and assisted with the research of partners for entering into a Production Share Agreement;
- Advised and assisted a Consortium of foreign Oil and Gas companies in the negotiations for the conclusion of a Memorandum of Understanding with the DRC State and for the acquisition and evaluation of technical data at the Graben of Tanganyika in the DRC;
- Advised and assisted a consortium of foreign Oil and Gas companies in the negotiations for the conclusion of a Memorandum of Understanding with the DRC for the negotiation and signing of a Production Share Agreement at the Albertine Graben in the DRC;
- Advised and assisted a consortium of foreign Oil and Gas companies in proceedings related to the approbation by Presidential Decree of a Production Share Agreement with the DRC on Bloc I of the Graben Albertine;
- Advised and assisted a consortium of foreign Oil and Gas companies in obtaining the necessary DRC authorization for importation, commercialization, transport and storage of petroleum products;
- Assisted and represented parties in international State Arbitration (ICC-Paris) involving oil and gas investment in the DRC.

"They were timely, delivered good results and their reports were informative and in-depth." Emery Mukendi Wafwana has vision, is very good at seeing the full picture and has a good understanding of the practical concerns of his clients" **Chambers Global 2013**

Selected Institutional and Regulatory Work in Natural Resources

- Legal counsel and assistance to the DRC Government in reforms funded by the World Bank (Promines) with regard to the revision of the 2002 Mining Code (ongoing);
- Legal counsel and assistance to the DRC Government in reforms funded by the World Bank with regard to the legal, fiscal, customs and change frameworks in the DRC mining sector that led to the adoption of the Mining Code of 2002;
- Legal counsel and assistance in the re-negotiation of mining joint venture agreements and funding agreements concluded between DRC State-owned Mining Company (Gecamines) and private partners;
- Drafting standard contracts related to lease, assignment of mining and quarries rights, and related mining mortgages with World Bank/COPIREP funding;
- Legal evaluation of 37 mining partnership contracts and other funding agreements concluded between DRC State-owned Mining Company (Gecamines) and third parties on certain mining deposits in Katanga with World Bank/COPIREP funding;
- Drafting the Mining Regulations project, the Decree related to the organization and functioning of the Mining Registry and the Commission on the Validation of Mining and Quarries Rights with World Bank/BCECO funding.

"Very practical and solution-driven law firm. Great negotiation skills and a thorough practical knowledge of the mining industry, particularly in French-speaking African countries."

Lars-Eric Johansson, CEO of Ivanplats Ltd.



"...largest and one of the most sophisticated law firms in the DRC. It is renowned for its mastery of local law, and for its focus on the mining sector"

Chambers Global 2011

Your Key Oil & Gas Contacts

Our Oil and Gas team operates out of our Democratic Republic of Congo (Kinshasa, Lubumbashi, and Matadi), Johannesburg and New York offices to accompany investors in Africa. Cabemery has also expanded its presence throughout the OHADA region and other oil, gas, and mining jurisdictions in Africa by establishing strong partnerships with recognized local lawyers and

Emery Mukendi Wafwana & Associates

www.cabemery.org



Kinshasa - Lubumbashi - Matadi



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Publications

Our lawyers keep our clients and the public at large informed by regularly publishing articles and books on various relevant Oil & Gas law issues in Africa.



OHADA Region



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As of the year of 2012, member States of the OHADA Treaty forming the OHADA region are: Benin, Burkina Faso, Cameroon, Central African Republic, Comoros, Congo Brazzaville, Democratic Republic of Congo, Ivory Coast, Gabon, Guinea, Guinea Bissau, Equatorial Guinea, Mali, Niger, Senegal, Chad and Togo.



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Awards



**We are award-winning, dynamic,
visionary and solutions-oriented**

Our firms, lawyers and partners frequently win honors, awards, and prizes. Such is the case with the Corporate INTL Legal Awards and Corporate Global Awards received in 2010 and 2011 respectively.

Between 2009 and 2012, several of our firm's lawyers and jurists received certificates of appreciation from the World Bank and the International Finance Corporation in recognition for their contributions to the "Doing Business" project over the years concerned.

In 2012 and 2013, Mr. Emery Mukendi Wafwana was nominated by the "International Who's Who of Mining Lawyers" as one of the leaders in the area of mining law.

Participating annually in the doing business initiative of the World Bank.

"Law Firm of the Year"
"Mining Law Firm of the Year"
"Energy Law Firm of the Year"
"Oil & Gas Law Firm of the Year"
"International/Cross border Law Firm of the Year"
"Mergers & Acquisitions Law Firm of the Year"
"Transport Law Firm of the Year"
"Corporate Law Firm of the Year"
Corporate Intl Legal award 2010 in 15 categories, DRC

Nomination of Managing Partner in 2012 and 2013 **Who's Who of Mining** 

"Tier 2"
Chambers Global 2011, 2012 and 2013, DRC



"Law Firm of the Year"
Corp International 2011, DRC

Our Vision

As Africa continues to grow, Cabemery does as well and continues to expand its legal practice on the African continent and beyond to get closer to its natural resource clients coming from North America, Latin America, Asia, Australia and Europe.

An expansionary vision which makes us your obvious choice to secure your access and investment to those countries rich in untapped natural resources.

A global vision with on the ground knowledge and long standing experience to better secure and accompany your Oil and Gas investments.

Pioneer in natural resource law in Africa, our law firm will continue to develop our leadership in the natural resource sector and contribute our expertise to further develop the legal, tax and custom framework of the natural resource industry in Africa.



CABEMERY
Your obvious choice for Oil and Gas transactions
across Africa



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BENIN
BURKINA FASO
CAMEROON
CENTRAL AFRICAN REPUBLIC
CHAD
COMORES
REPUBLIC OF THE CONGO
EQUATORIAL GUINEA
IVORY COAST
GABON
GUINEA
GUINEA BISSAU
MALI
NIGER
SENEGAL
TOGO

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