

FIRM PRESENTATION

&

CAPABILITY STATEMENT

MOZAMBIQUE

PRIVATE AND CONFIDENTIAL

October 2020

mirandaalliance
www.mirandaalliance.com

MEMBROS

ANGOLA | BRASIL | CABO VERDE | CAMARÕES | COSTA DO MARFIM
GABÃO | GUINÉ-BISSAU | GUINÉ EQUATORIAL | MACAU (CHINA)
MOÇAMBIQUE | PORTUGAL | REPÚBLICA DEMOCRÁTICA DO CONGO
REPÚBLICA DO CONGO | SÃO TOMÉ E PRÍNCIPE | TIMOR-LESTE

ESCRITÓRIOS DE LIGAÇÃO

EUA (HOUSTON) | FRANÇA (PARIS) | REINO UNIDO (LONDRES)

THE FIRM

Profile

PIMENTA e ASSOCIADOS ("PIMENTA") was formed in 2005 following the merger of Paulo Pimenta & Associados with the Mozambican office of the Portuguese law firm Miranda Correia Amendoeira & Associados ("Miranda"). Since its formation, PIMENTA has earned the status of one of Mozambique's leading and fastest growing firms.

Paulo Pimenta, the Managing Partner of PIMENTA is admitted in both Mozambique and Portugal Bar Associations and has been practising Law in Mozambique for more than 20 years. PIMENTA has two more partners: Daniela Carvalho and António Veloso.

PIMENTA has a total staff of nearly 30 persons, 16 of which are lawyers duly admitted in Mozambique Bar Association, being the remaining 12 persons allocated to the administrative area, namely support of accountancy, invoicing, billing and external services.

PIMENTA is reputed as one of the most internationally oriented Mozambican law firms, with most of its lawyers being fluent in English. The Firm's primary goal is to provide clients with exceptional legal services and representation on a cost effective and responsible basis, in accordance with the highest ethical standards of our profession.

PIMENTA's core values are excellence, hard work, responsibility, creativity and practical sense, supported by the strictest ethical rules. Over the years the Firm's lawyers have developed extensive and widely recognized expertise in a large number of areas.

PIMENTA's clients are quite diverse in profile. Although PIMENTA has several important Mozambican clients, the majority of the firm's clients are foreign investors doing business in Mozambique. The Firm is proud to assist some of the largest foreign investors with business interests in the country.

The clients of PIMENTA are also very diverse in terms of the industries in which they operate. Such industries include, *inter alia*, agriculture, aviation, banking and financial services, energy, healthcare, insurance, mining, port concessions, real estate, shipping and tourism.

The firm also acts for embassies, charities and non-governmental organisations, especially those involved in the provision of healthcare to the local populations and financial assistance to local businesses.

Chambers & Partners has been ranking PIMENTA as a 1st tier business law firm in Mozambique since 2007. Paulo Pimenta is also ranked as leading individual in advising on Mozambican legal matters.

PIMENTA lawyers have a very significant international exposure, not only due to the predominantly international client base of the firm, but also in view of the numerous matters in which they work together with lawyers from other jurisdictions. At a regional level, the Firm regularly works with some of the most important South African law firms. Worldwide, the firm is regularly instructed by several leading US, UK and Chinese firms.

International Links

PIMENTA is the Mozambican member firm of the Miranda Alliance, a network of independent firms and offices founded by Miranda & Associados and covering the following jurisdictions: Angola, Brazil, Cameroon, Cape Verde, Democratic Republic of Congo, Equatorial Guinea, Gabon, Guinea-Bissau, Ivory Coast, Macao (China), Mozambique, Portugal, Republic of the Congo, São Tomé e Príncipe and Timor-Leste. The Miranda Alliance firms also have the benefit of liaison offices in Houston (Texas), United States, in London, United Kingdom, and in Paris, France.

Miranda Alliance firms and lawyers are united by a common business strategy and shared values, which enable them collectively to offer legal services addressing the international and local needs of clients on a truly coordinated basis.

Miranda Alliance counts among its clients many international companies and organisations, including several Fortune 500 and FT 100 companies, from various sectors, including banking and finance, public-private partnerships (PPP), oil & gas, real estate, industry and distribution.

For more information about the Miranda Alliance, you are welcome to visit its website at www.mirandaalliance.com.

RELEVANT EXPERIENCE

PIMENTA has a very significant experience in advising on transactions and projects in Mozambique in several sectors of activity. Our capabilities in key areas such as corporate and M&A, and infrastructure and energy are summarized below. We have also included herein our capabilities in maritime.

1. OIL & GAS

Pimenta and Miranda have very significant experience in advising in connection with oil & gas projects in Mozambique. Some of the Firms' relevant experience includes:

- Ongoing representation of US oil company in negotiations with Government in connection with LNG project, including the drafting of the Decree-Law for Rovuma Basin Projects taking into account the changes introduced by the new Petroleum Law;
- Advising US oil company on impact of new Petroleum Law on existing Exploration and Production Concession Contract;
- Advising super major oil company in connection with new Petroleum Law and new Petroleum Operations Tax Law;
- Counselling super major oil company in connection with legal and regulatory framework applicable to possible GTL project;
- Assisting Middle East oil company in connection with farm-in into onshore block in the Mozambique Basin;
- Assisting South African petroleum company in connection with the drafting and translation of several EPCs, Joint Operating Agreements (JOAs) and Novation Agreements pertaining to new concession areas in central Mozambique;
- Acting for same South African company in the drafting of gas exploration and production contracts and of development plans for gas fields in connection with a natural gas pipeline construction project;
- Assisting Malaysian oil company in negotiating an oil Exploration and Production Contract with the Government for the Rovuma Basin;
- Advising same Malaysian oil company in negotiating an oil Exploration and Production Contract with the Government for an offshore block in central Mozambique and subsequent Addenda thereto;
- Advising Norwegian oil company in negotiating and drafting an oil Exploration and Production Contract with the Government for two offshore blocks in the Rovuma basin;
- Advising South African oil company in negotiating an oil and gas Exploration and Production Contract with the Government for two offshore blocks in central Mozambique;
- Counseling Spanish oil and gas company seeking to form part of international consortium to evaluate possible LNG integrated project and distribution concession;

- Advising various oil concessionaires in connection with potential changes to foreign exchange regime agreed in corresponding EPCs with the Government;
- Advising Norwegian oil company in connection with two farm-out transactions relating to an offshore block in the Rovuma Basin, including related taxation issues;
- Advising Portuguese oil company on assignment requirements of a non-operating participating interest in an Exploration and Production Contract, as well as corporate and tax aspects associated with such an assignment;
- Assisting South African company in connection with the implementation of natural gas production and transportation project;
- Advising South African company on gas sales arrangements under contracts with Government pertaining to natural gas production and transportation project as part of anti-trust assessment;
- Acting as Legal Consultant for Governmental Working Group in charge of preparation of Natural Gas Distribution Regulations and drafting same (project sponsored by the World Bank) – involved a comparative study of the Portuguese, Spanish and South African laws and regulations applicable to the natural gas sector and a study trip to Portugal to meet regulators, distributors, import and transport concessionaire and LNG terminal; and
- Representing several international oilfield service providers in the creation of joint ventures with State-owned oil company, including negotiation of joint venture agreements, shareholders' agreements and articles of association for joint venture companies.

2. BANKING & FINANCE

By providing financial institutions with a combination of thorough local advice and international standards, we are seen as a sophisticated and solid advisor in domestic and cross-border financing transactions. Pimenta also advise international clients on banking regulatory issues, as well as on aspects of investing on the local securities' markets and the development of banking products. Over the years, we have assisted several international banks on import/export trade finance structures. The Firm also acts as counsel for a key multilateral financing organization in connection with the provision of facilities to small and medium enterprises doing business in Mozambique, and is often instructed by that same organization in connection with larger international financing transactions. The Firm joint track record includes the following:

- Assisting international sponsors in an international and local banking syndicate amounting to USD 2,6 billion in respect to railroad corridor and port rehabilitation and restructuring of operations (ongoing);
- Acting on behalf of Dutch banking institution in the setting up with other international donors and a Mozambican parastatal body of a new bank to assist rural projects, including the drafting and negotiation of a joint venture agreement and dealing with all matters required to incorporate, register and license said bank;
- Assisting above newly created bank in connection with the definition and drafting of its banking products and regulatory compliance procedures;

- Acting as local counsel to the international banks financing the landmark USD 1 billion acquisition of the Cahora Bassa dam by the Republic of Mozambique from Portugal, which included pre-export finance arrangements in connection with future power production;
- Acting as local counsel to German banks with respect to the award winning USD 28 million ECA-backed financing of Mozambican mobile operator – nominated as Trade Finance Deal of the Year in 2009 by the Trade Finance publication;
- Assisting Portuguese and Mozambican banks in connection with USD 20 million refinancing of cement plant in Nacala, which involved drafting of all finance and security documents, including inter alia security over the plant and limestone mining licenses;
- Assisting the above Portuguese and Mozambican banks in connection with the entrance of a new Brazilian majority shareholder in project company owner of cement plant in Nacala, including changes to finance and security documents;
- Ongoing assistance to Portuguese and Mozambican banks in connection with replacement of Brazilian majority shareholder by Portuguese cement group in project company owner of cement plant, including renegotiation of finance and security documents;
- Acting for the sponsors in connection with the USD 20 million project finance associated with the additional dredging of the Port of Maputo;
- Acting for the sponsors in connection with the USD 70 million gas-fired power project in Chokwé to be financed on a project finance basis, which involved the drafting and negotiation of a gas supply agreement with the Government of Mozambique, a power purchase agreement with the grid operator and main power distributor and the construction and other project documents;
- Acting for French bank in connection with security over oil products deposited in Mozambican storage tanks;
- Advising English bank in connection with finance operation structure for purchase and sale of goods, including corresponding security;
- Acting for multilateral international finance institution in connection with financing a Mozambican bank for reinforcement of Tier-2 capital;
- Acting for multilateral international finance institution in connection with financing a bank group established in several SADC countries, including Mozambique;
- Advising large South African financial institution in connection with investments in derivatives, term deposits and corporate paper;
- Advising reputed US bank in connection with the transaction of a Mozambican governmental promissory note on the international markets and related regulatory approvals and enforceability issues;

- Advising US bank on issuance of promissory notes and other debt instruments by Mozambican Government and transaction of same on international markets;
- Assisting large South African bank in connection with capital increase and arrangements to cater for interests of local minority shareholders;
- Assisting large South African bank in the financing of the acquisition of the non-privatized capital of such bank's Mozambican subsidiary bank for the benefit of the latter's employees and managers;
- Advising international bank on local regulatory issues associated with take over of another bank with presence in several different countries;
- Assisting multilateral finance agency in connection with local corporate, regulatory and enforcement aspects of USD 12 million facility to banking group with local subsidiary;
- Advising leading UK Bank on import/export financing structures for different commodities;
- Advising major US Bank in connection with regulatory, foreign exchange and tax aspects of investing in Mozambican securities; and
- Acting multilateral finance institution as its legal advisor in local finance program for small and medium enterprises.

3. CORPORATE & M&A

The Firm is retained by Clients to represent them in multiple aspects of their daily corporate needs. This involves assistance from as early as incorporation or acquisition to sale, merger or even dissolution. Company transformations, restructurings and shareholder arrangements are also examples of the Firm corporate track record.

The corporate assistance provided by Pimenta is often coupled with advice on related matters, notably of a foreign investment, foreign exchange, taxation and industry regulatory nature. Recent years have witnessed a great demand for corporate advice, in particular due to the coming into force of a new Commercial Code which introduced a number of new bookkeeping, filing and other requirements. This new legislation also required a review of articles of association of existing companies to assess their consistency with the new legal framework. More important transactions in which the Firm was recently involved include:

- Representing multilateral finance institution in the equity investment in an integrated project consisting in the development eucalyptus plantations in the Zambezia and/or Manica provinces of the country, the construction and operation of biomass energy plants and of pulp production unit;
- Counseling Swedish construction company in USD 20 million sale of minority shareholding in company holding the concession for a Mozambican port;
- Acting for sponsors of Maputo Port concession project in connection with re-domiciliation of project vehicle company holding said concession from Madeira, Portugal, to the United Arab Emirates, including advice and negotiations with the lenders as regards the related finance and security documents pertaining to corresponding project finance;

- Advising Saudi hotel developer and operator in connection with merger of several group companies in Mozambique;
- Assisting foreign investors in landmark infrastructure project in Mozambique in USD 12 million sale of minority interest in same project;
- Acting for Mozambican private group in acquisition of controlling interest in company holding concession for development of special economic area in Mozambique;
- Acting for British private equity fund in connection with all investment and corporate structuring of operation in Mozambique;
- Advising South African sugar group of companies relating to various corporate matters, including funding and inter-company financing matters and corresponding securities;
- Advising French logistics company in the negotiation of a joint venture agreement for the operation of a Mozambican port; and
- Assisting South African shipping group in connection w/ formation of new intermodal container company.

4. MINING

The Firm capabilities in this important sector of the country's economy include advice in the process of award, acquisition and charge of mineral titles, notably mining concessions, on regulatory aspects of the operations under such titles, on the environmental requirements applicable to mining operations and on the tax regime applicable to mining companies. Some of our relevant experience in this sector includes:

- General legal assistance to Anglo-South-African mining group in respect of the Mozambican mining and environmental legislation, having also advised on regulatory aspects applicable to proposed acquisition of company holding several coal prospecting and mining licenses. The Firms have also prepared a due diligence report on such company's operations and contracts
- Acting for South African mining company in the formation of a joint venture with a Mozambican partner holding several diamond prospecting licenses;
- Acting for Anglo-South-African mining group in negotiating a power purchase agreement with the concessionaire of a gas fired power plant to be built in Ressano Garcia area, including due diligence on the permits and gas supply arrangements held by such concessionaire;
- Assisting mining group in connection with restructuring of activities in Mozambique, including regulatory and tax advice on the transfer of Mozambican coal assets between group companies and preparation of supporting contractual documentation for same purpose;
- Advising international bank in connection with finance arrangements with Indian company holding interests in cola mineral titles to be secured, inter alia, by such Mozambican mineral assets;

- Assisting Indian mining company in the acquisition of coal mining concessions, which included the drafting of the transaction's contractual package and preparing and filing the application and supporting documentation to the Ministry of Mineral Resources seeking the required approvals and consents;
- Advising Australian mining company in the negotiation of a Heavy Mineral Sands Exploration and Development Agreement with the Government of Mozambique;
- Advising same company on merger control and other filing requirements in connection with proposed worldwide acquisition of another international mining company operating in Mozambique; and
- Advising the National Directorate of Mines on the Kimberley Process Certification Scheme, which included the drafting of regulations applicable to trading, importing, exporting and transporting rough diamonds in Mozambique.

5. MARITIME & PORT

In the Maritime and Port Sector, PIMENTA has relevant experience in the following areas:

- Port concessions and sub-concessions;
- Disputes relating to charter contracts, including mooring time, overstay and arbitration;
- Disputes relating to cargo, including retention rights;
- Customs clearance and re-routing;
- Customs issues;
- Port regulation;
- Legal advice and drafting of charter contracts;
- Demurrage and dead weight;
- Collision;
- Environmental responsibility;
- Arrest of ships;
- Requests for unsafe ports and mooring areas;
- Pilotage;
- Ship stranding;
- Mortgage of ships;
- Structuring operations related to vessels;
- Negotiation of Joint Ventures;
- Registration of ships and flags;
- Regulatory issues relating to insurance, tax and maritime and port work; and
- Maritime Law International disputes.

In recent years PIMENTA and Miranda have been particularly involved in the following operations / transactions:

- Drafting commercial contracts relating to the maritime transport activity;
- Reviewing port contracts;
- Analysis of the International Convention for the Unification of Certain Rules relating to Bill of Lading;

- Negotiation of port and rail concessions and sub-concessions;
- Registry and licensing of a marine classification company;
- Legal advice on environmental liability due to pollution of the marine environment;
- Legal advice on use of the maritime space;
- Company set up and licensing process for rendering of Agent of Navigation services;
- Licensing process for rendering of coasting services, as well as Agent of Navigation and Ship Manager services;
- Legal advice on import of vessels and oil drills;
- Review of charter contracts, namely for foreign exchange purposes;
- Review of shipbuilding contracts;
- Advice on the implementation of projects in the maritime transport sector;
- Follow-up, with the authorities, on a platform malfunction process;
- Drafting contracts for rendering of port management services;
- Monitoring the survey of vessels;
- Legal advice on collection of port charges; and
- Drafting interim measures for arrest of ships and its registry.

6. OTHER AREAS OF PRACTICE

In addition to the specific experience on the above key sectors, our team has vast experience on a rather wide range of matters, including:

- Agriculture
- Environmental law
- Real Estate
- Litigation and Arbitration
- Employment law
- Taxation
- Contract and commercial
- Investment and foreign exchange regulatory matters
- Information Technology and Data Protection
- Intellectual Property
- Anti-corruption
- Insurance
- Shipping, aviation and related infrastructure

CONTACT DETAILS

Pimenta e Associados

Sociedade de Advogados, Lda.

Paulo Pimenta

Managing Partner

paulo.pimenta@pimentalawfirm.com

Avenida Marginal, 141, Rani Towers, Office Tower, 7th Floor, T2

Maputo - Mozambique

Tel: +258 21 493050 / +258 21 495527/8

Fax: +258 2149 30 42