



CRESTLE ZANDERS



FIRM OVERVIEW

Crestle Zanders, a Nigerian law firm with offices in Lagos and London, is Africa's first specialist projects, finance, corporate and commercial international law firm focusing exclusively on the energy, natural resources and infrastructure sectors. Our lawyers have in-depth knowledge of the oil and gas, power, mining and infrastructure sectors, with particular expertise in Nigeria and a robust experience of the wider Africa market.

We provide innovative, top-notch advice to leading corporations, financial institutions and governments on high profile and complex transactions

Point of difference

What sets us apart from most of our competitors is not only that we have chosen to be specialists in carefully defined areas whilst they are generalists seeking to cover every field, it is our distinctively deep understanding of the strategic drivers of commercial and investment decisions in the sectors in which our clients operate.

Vital Element

Our vision for the future is clear and derives from our determination to challenge the status quo by re-inventing the quality of the services that an indigenous African law firm is capable of providing to investors in a constantly evolving global landscape.

To achieve our vision of becoming a pre-eminent pan-African specialist law firm with global standards demands that we constantly measure and re-measure our performance by how we are able to satisfy our clients' expectations in relation to quality, timely delivery of services, and, ultimately, whether our clients will be confident to instruct us again after each assignment we perform for them.



An international law firm with specialist focus on specific sectors in a defined region

SECTORS

- Energy - Power
- Energy - Oil and Gas
- Mining and Natural Resources
- Infrastructure

PRACTICE AREAS

- Africa Practice
- Corporate and Commercial
- Projects
- Finance
- Energy Transactions and Advisory
- Energy Regulatory
- Litigation and Arbitration
- Training



We have a consciousness that is seldom seen in law firms that operate in relatively less sophisticated markets; the consciousness that we are not just a firm of legal professionals but are indeed a business that serves businesses. We understand that not only do we operate in a market where our clients have choices outside of us, we constantly remind ourselves that by coming to us our clients trust us to guide them on how to navigate the risky waters of their business environment, and our success depends entirely on theirs.

SECTORS

Energy - Power

Crestle Zanders' in-depth knowledge of the power industry draws from its lawyers' experience of advising promoters, governments and financial institutions on power related matters, including restructuring and project finance.

We harness the experience of our lawyers in privatisation, restructuring, finance, mergers and acquisition, regulation, regulatory compliance and dispute resolution, to provide wide-ranging legal counsel to power industry leaders. Participants in the power sector benefit from the capabilities of our core team, and our ability to swiftly complement them, on special cases, with the expertise of our collaborative-relationship law firms, specialist lawyers and multidisciplinary teams that understand the complicated workings of the power industry and government regulation.



We advise a variety of organisations and entities, including:

- Independent power producers
- Electricity generation, transmission and distribution companies
- Financial institutions
- Commercial energy companies
- Governments, state utilities and power regulators.

Energy – Oil and Gas

The oil and gas industry is one of Crestle Zanders' core focus areas and one in which its lawyers maintain remarkably deep insight. Our lawyers are more than just legal advisers insofar as the oil and gas industry is concerned. With specialist academic trainings and exposure to cutting-edge thinking and transactions in the industry, they understand the strategic issues that drive commercial and investments decisions in the oil and gas industry. This advantage enables them to advise governments, corporations and lenders on corporate, commercial, finance and legislative/regulatory issues at all the stages of the life cycle of oil and gas investments: from framework arrangements with host states, joint ventures and strategic alliances, to divestment and acquisition of assets, through to the commercial and financing arrangements that effectuate exploration, engineering and construction, production and marketing activities.

The key members of our team have advised in relation to cross-border and complex oil and gas transactions and matters in over 22 countries in Africa, including Nigeria. With respect to Nigeria, they have advised extensively on giant and marginal field assets licensing, acquisitions and divestments, including in relation to obtaining the necessary regulatory consents and interfacing with the Department of Petroleum Resources (DPR) on regulatory matters.

Our Nigeria and wider-Africa oil and gas team advises major IOCs and junior oil and gas companies (independents) on:

- Bidding and application for awards, licences, permits, and titles
- Contractual arrangements relating to exploration, development, production, sales and marketing activities.
- Joint studies and bidding, area of mutual interest agreements, joint ventures, joint operating agreements, strategic alliances, farm-in/ farm-outs, unitisation and tie-ins.
- Licensing and authorisations, including production sharing agreements, risk and non-risk service agreements
- Service agreements, royalty, off-take and lifting, reserve-based lending, pipeline and transportation, infrastructure agreements and decommissioning arrangements and guarantees.
- Entity formation and transaction structuring
- Mergers and acquisitions, consolidation of interests, and divestment of assets and corporate entities.
- Legislative and regulatory matters

Mining and Natural Resources

Crestle Zanders advises across the full range of matters and transactions in the mining and natural resources investment cycle: from licensing and concession, project development, project finance, project structuring, through to infrastructure construction, property rights, land tenure, and land use and access matters.

Our corporate and commercial, regulatory and finance practices play a major role in our services to the mining, metals and other natural resources industries which are a core focus of our Africa Practice.

Through our innovative ways of assembling resources from specialist law firms in Anglophone, Francophone and Lusophone Africa, and outside of Africa, we are able to provide representation to international mining and resource companies that either operate or are seeking entry into various countries in the region. Apart from Nigeria, our lawyers have advised on mining licensing and transactions in Liberia, Sierra Leone and Guinea.

In Nigeria we continue to provide advisory support in relation to mining laws and licensing, project structuring, project planning and project finance. Our services have also covered the corporate and regulatory requirements and permits for market entry, as well as land tenure, property rights and compensatory regimes for land use and access that are connected with undertaking mining projects.

Infrastructure

Governments in Africa are showing an increasing political will to reduce the infrastructure deficits in the region and that has brought with it huge investment opportunities. We are excited and passionate about this sector, not only because of the commercial opportunities it presents, but also because of its critical contribution to the development of other economic activities in the region.

Crestle Zanders focuses on the infrastructure sector, including transportation infrastructure – toll roads, ports – as well as telecommunications, water, waste, education, sports, shopping and leisure infrastructure.

With our understanding of the underlying legal frameworks for privatisation and liberalization, our knowledge of the regulatory imperatives for infrastructure concessioning and licensing, and our finance and projects capabilities, we are building a leadership position in Public-Private Partnership advisory in relation to both greenfield and brownfield infrastructure projects across Africa.

Our lawyers have advised on the wide range of legal, regulatory and contractual frameworks and the financing arrangements that underpin infrastructure projects, including those provided on PPP arrangements.

PRACTICE AREAS

Projects

Crestle Zanders has expertise in advising governments, promoters, and lenders in relation to the development of resources (mining and oil and gas), power and major infrastructure projects.

We advise across the spectrum of the legal and transactional issues that underpin the successful completion and operation of projects, including concessions, property rights, environment, land development, tenure issues, and largely, regulatory, corporate, commercial, finance and security package matters.

Our sector experience includes:

- oil and gas
- resources (mining and metals)
- power infrastructure
- renewable energy
- public-private partnerships
- transport and industry infrastructure
- construction and land development

Finance

We advise on finance arrangements, including project finance, corporate finance and financial institutions and markets, across the lifecycle of power, oil and gas, mining and major infrastructure projects. We have a particular expertise of advising oil and gas and power developers.

Our project finance lawyers who advise lenders, developers and credit agencies, are drawn from our core team and a complementary team of specialist lawyers from our carefully selected collaborative-relationship law firms in Africa and beyond.

In the area of corporate finance, we advise on all aspects of debt and private equity funding, and capital markets listing and reporting obligations. Particularly at the exploration stage of oil and gas and mining operations where geological risks tend to put a barrier to project financing, we assist independents to structure debt financing in the form of options, warrants, and secured and unsecured notes.

As regards financial markets, our lawyers have experience of assisting midcap resource companies with respect to due diligence work for their Africa operations in relation to listing on key investment exchanges, including the AIM and TSX. They have also advised, for the benefit of a FTSE listed company, on the rules relating to the booking/reporting of the oil and gas reserve held by its Nigerian subsidiary.

Corporate and Commercial

Crestle Zanders advises clients across the spectrum of corporate and commercial transactions within our focus sectors; from entity formation and governance, diversification and restructuring, mergers and acquisitions, through to consolidation and disposal of interests and assets.

Our services extend to:

- asset, share and company disposals and acquisitions and buy-outs
- shareholders'/joint venture arrangements and strategic alliances
- entity formation and restructuring and re-organisation
- transaction structuring
- earn-ins and other transactions to raise project development capital

We act especially for upstream oil and gas companies in relation to the commercial arrangements that effectuate exploration, production and marketing activities, and in relation to the acquisition and disposal of assets, including outright asset sales, asset swaps, and farm-ins/farm-outs.

Mergers and Acquisitions (M&A)

Our lawyers have the expertise in advising on domestic and cross-border M&A. They have worked on innovative energy and oil and gas sectors M&A deals, including those effectuated for a consideration of the payment of cash, share subscription, asset transfer, or a combination of two or more of them.

Energy Transactions and Advisory

Crestle Zanders contributes more than just knowledge and advisory support to energy and resources companies; we are their partners too. The work we do, and our passion for maintaining up-to-date knowledge in our carefully chosen sectors, have allowed us to build close relationships with companies, governments, regulatory bodies, and industry professionals, enabling us to be seized of the cutting edge developments and thinking in the energy sector.

Drawing seamlessly from our finance, energy regulatory and corporate and commercial competences, our Energy Transactions and Advisory practice advises developers, project sponsors, lenders, contractors, operators, service companies, and consultants, on the regulatory, legal and business issues that impact commercial transactions in the Nigerian and wider Africa's electricity and upstream oil and gas sectors. We also assist them in structuring such transactions.

Energy Regulatory

This area is one of Crestle Zanders' strongest points. We draw from our lawyers' deep knowledge of oil and gas and wider energy regulations and markets to advise our clients with respect to their business objectives, whether it relates to the licensing, development, commercialization and disposal of assets, or production and marketing of products.

We represent companies, lenders and governments involved in marginal and giant oilfields, electricity generation and transmission, natural gas and LNG value chain, and transportation and marketing of commodity.

In Nigeria, we have particular experience with respect to the regulation of the oil and gas industry by the Department of Petroleum Resources and other relevant agencies. Our lawyers have advised on Energy Regulatory issues in well over countries in Africa and other markets.

The scope of our Energy Regulatory expertise covers:

- Licensing, Permitting and Authorisation
- Legislative reforms, interpretation and compliance
- Market regulation and reform
- Advisory in relation to regulatory frameworks
- Preparation of compliance manuals, frameworks and policies
- Representations in relation to obtaining governmental consents and clearances for asset divestments and acquisitions, and corporate mergers and acquisition

Litigation and Arbitration

Crestle Zanders advises clients in proceedings in all Nigerian courts and tribunals, and appears for them in Nigeria's superior courts, including the Supreme Court of Nigeria.

On the international sphere we are able to serve our clients' needs in international commercial and investment arbitration matters, by drawing from our knowledge of local and jurisdiction-specific issues that may be involved in the dispute, and leveraging the international resources available to us through our innovative arrangements with specialist lawyers and our collaborative-relationship law firms.

Training

As part of our contemporary, progressive and more practical solutions to the needs of industry participants, we train the personnel and advisers of oil and gas and energy industry participants, including regulators. Our trainings deepen their insights and enhance their skills so as to enable them to add greater value to their employers and organisations.

CONTACT US

For further information regarding our services, please contact our Lagos head office, our London office or the key contact lawyer stated in this publication. General email messages may be sent to info@crestlezanders.com or using our "Contact" form, which can be found at www.crestlezanders.com.

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