



Charlotte Patrick-Patel

Senior Associate | ALN Kenya | Anjarwalla & Khanna

Physical Address:

ALN House, Eldama Ravine Close, Off Eldama Ravine Road, Westlands

Postal Address:

P.O. Box 200-00606, Sarit Centre, Nairobi, Kenya

Telephone:

+254 (0) 20 364 0265

Email Address:

charlotte.patrick-patel@aln.africa

Background

Charlotte is a Senior Associate at ALN Kenya | Anjarwalla & Khanna and a member of the corporate team. Charlotte principally advises on corporate and commercial law, corporate governance, mergers and acquisitions, private equity and data protection.

She completed her training contract with ALN before qualifying as an associate within the Firm.

Professional Membership

- Law Society of Kenya

Professional Qualifications

2016: LL.M in Law (Distinction), The University of Edinburgh

2015: Postgraduate Diploma in Law, Kenya School of Law

2014: Pre-Kenya School of Law Compliance Programme, Riara Law School, Riara University, Nairobi

2013: Law and Spanish (LL. B), Second Class Honours (Upper Division)), the University of Edinburgh

Career Summary

Jan 2020 ? Date: Senior Associate, Anjarwalla & Khanna, Nairobi

Jan 2018 ? Dec 2019: Principal Associate, Anjarwalla & Khanna, Nairobi

Jan 2017 ? Dec 2017: Associate, Anjarwalla & Khanna, Nairobi

Jan 2015 ? Jan 2017: Trainee Lawyer, Anjarwalla & Khanna, Nairobi

Sep 2014 ? Dec 2014: Intern, Anjarwalla & Khanna, Nairobi

Publication

INTO AFRICA “Private Equity: Nurturing Africa” – Private Equity in Kenya: Some Legal Considerations.
Retrieved from: https://www.capitalmarketsinafrica.com/INTOAFRICA/INTOAFRICA_MAY_2019.pdf

Top Matters

M&A and Private Equity

- Advising the **Ministry of Finance, Ethiopia**, as part of a consortium led by Deloitte Consulting in connection with the proposed partial privatisation of Ethio-Telecom, a state-owned enterprise engaged in providing telecommunication services in Ethiopia, through the acquisition by private investors of a significant minority equity stake in the Company’s share capital.
- Acting for **LOLC Holdings**, a Sri Lankan conglomerate listed on the Colombo Stock Exchange, in connection with the acquisition of 95.5% of the shares in Tujjenge Tanzania Financial Services, a microfinance company, offering products through group and individual lending, targeting micro and small enterprises.
- Acting for **ShoreCap III**, an investment vehicle of Equator Capital Partners, a fund management company overseeing multiple funds, in connection with its subscription for 20% of the issued share capital of Credit Bank, a fully-fledged commercial bank licensed by the Central Bank of Kenya.
- Advising **Carbacid Investments**, a company listed on the Nairobi Securities Exchange (NSE) and Aksaya Investments, a limited liability partnership registered in Kenya in connection with the acquisition of up to 100% of the shares in BOC Kenya Plc, a supplier of industrial and medical gases by way of a public takeover offer under The Capital Markets (Take-overs & Mergers) Regulations, 2002.
- Acting for **Leapfrog Investments**, a private equity firm in connection with its acquisition of approximately 24% of the shares in ICEA Lion Insurance Holdings from First Chartered Securities, the holding company of the ICEA group of companies that undertakes insurance business in Kenya, Uganda and Tanzania.
- Acting for **Actis and Westmont Hospitality Group** on their acquisition of distressed hotel assets in Tanzania and Kenya from City Lodge Hotels Group.
- Acting for **Vivo Energy Investments**, a company incorporated in the Netherlands and listed on the London Stock Exchange and with operations in marketing and distributing petroleum products under the ‘Shell’ brand and Engen brand in 23 countries across Africa, in connection with a 50% acquisition of Kuku Foods, a company that operates fast food restaurants under the KFC (Kentucky Fried Chicken) brand in various African countries.
- Acting for **Equity Group Holdings**, one of the largest commercial banks in Africa by several customers and publicly traded on the Nairobi, Ugandan and Rwandan securities exchanges, in connection with the proposed acquisition of 62% of the share of Banque Populaire du Rwanda and 100% of African Banking Corporation in Zambia, Tanzania and Mozambique, from Atlas Mara, a financial services company listed on the London Stock Exchange, through a share swap, and a subsequent merger of banking entities in Rwanda and Tanzania.
- Acting as lead counsel for **Berkeley Energy**, a renewable energy fund manager investing in Asian and African emerging markets, in connection with its first-ever transaction in Madagascar which involved the acquisition of a significant portfolio of hydro and solar assets (greenfield and brownfield) from Tozzi Renewable Energy and on a co-investment made by FMO in Berkeley Energy’s platform vehicle relating to these Madagascar assets, including drafting and negotiating the primary transaction documents and coordinating the counsels in Madagascar and Mauritius.
- Acting for the **East African Seed Group** comprising of companies in Kenya, Uganda, Tanzania and Zambia in connection with an internal restructuring under which its businesses would be amalgamated under EASEED Group (EASEED), a Mauritian entity, bringing the entities in Kenya, Tanzania, Uganda,

- and Zambia within the holding company structure.
- Acting for **Helios Investment Partners**, a private equity investment firm operating in Africa and based in London and Telkom Kenya (TKL), in connection with the merger of the second and third largest mobile telephony operators in Kenya – Airtel Networks Kenya (Airtel) and TKL to operate under a joint venture company to be named Airtel-Telkom as well as the restructuring and possible transfer of the parties mobile financial services businesses and undersea cable and landing stations businesses to separate entities.
- Acting as lead counsel for **Telkom Kenya (TKL)**, a mobile telephony company in Kenya partly owned by the Government of Kenya and Helios Investment Partners, a private equity firm operating in Africa and based in London, in connection with the proposed sale transfer of TKL’s subsea fiber optics rights in three subsea fiber optics.
- Acting for **The Rise Fund**, an affiliate of TPG a leading U.S.-based private equity firm, in connection with its acquisition, through a wholly owned subsidiary, of 33.9% of the issued share capital of Maziwa, a company that is involved in the distribution of milk and milk related products across Kenya, Uganda and Zambia.
- Acting for **Catalyst Principal Partners**, a leading private equity firm, in connection with a cross-jurisdictional deal involving the merger and acquisition of Superfoam, Euroflex and Vitafoam, all leading manufacturers of polyurethane foam and spring mattresses in Kenya, Uganda and Malawi, including conducting due diligence in Kenya, Uganda and Malawi; coordinating the work of counsel in Uganda and Malawi; advising on the tax structuring; negotiating and drafting investment agreements and shareholders’ agreements; advising on regulatory approvals, including from COMESA; and advising on the complete procedure.
- Acting for **Telkom Kenya (TKL)**, the sole provider of landline phone services in Kenya, in connection with the sale and lease-back of its towers and passive infrastructure assets.
- Acting for **Swiss Re Direct Investments**, a wholly owned subsidiary of Swiss Re, the world’s second-largest reinsurer, in connection with the acquisition of a 13.8% stake in Britam Holdings, a Kenyan listed insurance and asset management group with operations in Kenya, Tanzania, Uganda, Rwanda, Malawi, South Sudan and Mozambique, from Plum.
- Acting as international lead counsel for **Amethis Fund II S.C.A., SICAR, Proparco and Kibo**, leading private equity firms, in connection with their proposed investment into Stratton Africa Holdings, a Mauritian holding company for Mecer Industries SA, Maputo Grain Terminal and Mecer Mozambique SA, a wheat importation and value chain based in Mozambique.
- Advising **Desbro** Kenya, Uganda, Tanzania and Middle East, the largest chemical distributor in East Africa, in connection with the sale of their respective businesses to Brenntag Holding, a global market leader in chemical distribution and listed on the German Stock Exchange.
- Assisting **Aon UK Holdings Intermediaries** in connection with its divestiture from its Kenyan subsidiary, Aon Insurance Brokers Kenya, which took the form of a sale of shares and a restructuring of the various business lines in Aon Kenya.
- Acting for a group of local investors in their acquisition of a 75% stake in the Fairmont Mount Kenya Safari Club, a luxury resort on the foot of Mount Kenya, from Kingdom Hotel Investments, a wholly owned subsidiary of the Saudi Arabian conglomerate Kingdom Holding Company for US\$18 million.
- Assisting with legal due diligence and regulatory advice for Tullow Kenya BV in connection with its upstream oil and gas interests in Kenya.

Corporate Governance

- Acting for **British American Tobacco Kenya** in connection with the mandatory Legal & Compliance Audit required under the Code of Corporate Governance Practices for Issuer of Securities to the Public 2015, including auditing the employment practices of BAT in 2020 and 2018 and specifically, reviewing employment contracts of different level of staff, company policies, collective bargaining agreements,

- employment-related registrations and payment of statutory deductions, employee disputes and litigation, expatriate and immigration status, to determine whether BAT had complied with the general employment legislation in Kenya.
- Acting as the legal and governance auditors for **Barclays Bank of Kenya** (now Absa Bank) for the years 2017, 2018, 2019 and 2020 in connection with the mandatory Governance and Legal & Compliance Audits required under the Code of Corporate Governance Practices for Issuer of Securities to the Public 2015.
- Acting as auditors for **I&M Group** in connection with the mandatory Legal & Compliance Audit required under the Code of Corporate Governance Practices for Issuer of Securities to the Public 2015.
- Undertaking a board evaluation for the **Strathmore Research and Consultancy Centre** for the year 2020 for the Board of directors, the various board Committees, peer evaluation, individual evaluations, and evaluation of the managing director.
- Training the Board of Directors of **Kakuzi** in connection with the corporate governance requirements for listed companies under the Corporate Governance Practices for Issuers of Securities to the Public, 2015 and Kakuzi's existing policies.
- Training the Board of Directors of **Barclays Bank** of Kenya on the changing tides in corporate governance and directors' obligations. The training focused on how directors can shield themselves, directors' remuneration, disclosure of directors' remuneration, governance, legal and compliance audits and cyber security laws.
- Assisting in the training of the **Board of Directors of Equity Group Holdings** on the changing tides in corporate governance and directors' obligations.
- Assisting in the training of the **Board of Directors of I&M Bank**, a commercial bank in Kenya listed on the Nairobi Securities Exchange, in connection with the director's fiduciary duties, managing conflict of interest, director's liabilities, tools for directors to shield themselves and the board's role in strategic change under the new Companies Act, 2015.
- Training observers on the **board of Swiss Re Direct Investments**, a wholly owned subsidiary of Swiss Re, the world's second-largest reinsurer, in connection with the duties of observers and best corporate governance practices.
- Training of various boards of directors in connection with the director's fiduciary duties, managing conflict of interest, director's liabilities and key provisions of corporate governance under the Companies Act 2015.
- Advising **Equity Group Holdings** on the updating of its group code of conduct and reviewing and drafting individual codes of conduct for its subsidiaries in Kenya, Uganda, Tanzania, South Sudan and the Democratic Republic of Congo to take into account the Capital Markets Authority regulations, the Companies Act and the Central Bank of Kenya's Prudential Guidelines as well as the respective local legislation at the subsidiary levels.

Advisory Work

- Acting for **Kenya Airways**, the flag carrier and national airline of Kenya, in connection with the proposed consolidation of the entire Kenyan aviation sector, including drafting and negotiating all the proposed legislation including a new Aviation Bill, amending numerous other legislation and transaction documents, and advising on legal and regulatory issues around implementation of the project.
- Advising **Open Society Initiative** for Eastern Africa, an organization that promotes public participation in democratic governance, the rule of law, and respect for human rights, through their New York head office and their local offices on setting up in Kenya, Uganda, Tanzania and Sudan, negotiating and advising on leases in respect of the properties occupied by the organization in various jurisdictions, ongoing day to day legal matters.
- Advising **Raise Impact Technologies**, a company incorporated under the laws of the Commonwealth of The Bahamas in building a blockchain-based platform (the Raise Platform) to tokenize assets across

- Africa, in connection with regulatory matters and assisting in the legal documentation required for specific assets to be tokenized, including looking to create the first regulatory framework for tokenized assets on the African continent.
- Conducting general training to the lawyers at **Anjarwalla and Khanna** on the salient features of the Data Protection Act 2019 in comparison to the General Data Protection Regulation 2016/679 of the European Union.
- Advising various NGOs with tax, legal and regulatory advice relating to the transfer of their businesses to other legal entities.
- Acting for Level 3 Communications Inc on their setup of operations in Kenya.
- Advising a leading energy corporation on its continuous listing obligations on the Growth Enterprise Market Segment (GEMS).
- Assisting with legal and regulatory advice from inception through to operations, for the Energy Development Company, in connection with a proposed project for a geothermal power plant in Kenya.
- Acting for **Google** in relation to a proposed project regarding the development of a web-based platform and marketplace for off-grid solar products in the Kenyan market. The proposed project aims to align the needs of end-users, lenders and solar companies in Kenya.
- Preparing letters of advice to various clients on regulatory issues such as industry-specific compliance requirements, setting up in Kenya and corporate governance requirements.
- Acting for the Center of Reproductive Rights for Women in Kenya on a pro bono basis in the review and compliance of their employment staff handbook.