



# Christina Karaouni

**Associate | ADNA**

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## Background

Christina Karaouni is an Associate in ADNA. Her practice focuses primarily on structuring and financing energy and mining projects, security interests, corporate and related commercial matters in Francophone Africa, including providing expertise on the structuring of investment projects, OHADA law, mining law, corporate taxation and employment law.

Prior to joining SDA, Christina worked at the Credit Agricole Corporate & Investment Bank (CA-CIB) and the Paris offices of Norton Rose Fulbright LLP and C'M'S Bureau Francis Lefebvre.

## Professional Membership

- Lawyer at Court
- Member of the Paris Bar
- Member of the Guinea Bar

## Professional Qualifications

2018: Admitted to the Paris Bar

## Career Summary

2017: Trainee Lawyer, C'M'S Bureau Francis Lefebvre

2016: Trainee Lawyer, Norton Rose Fulbright LLP

2014-2015: Legal Analyst, Credi Agricole Corporate-Investment Bank

## Top Matters

- Acting for Hummingbird Resources in connection with the acquisition of the company Cassidy Gold Guinea SA, a company holding several gold exploration and operation permits in the Republic of Guinea, including conducting legal due diligence on the target company, issuing a title opinion, reviewing the SPA and drafting the corporate resolutions.
- Acting for Silk Road Mining International in connection with the acquisition of interests of a Guinean company holding gold exploration permits in the Republic of Guinea, including conducting due diligence on the target company, review and providing comments on the SPA, drafting the corporate resolutions.
- Acting for Sycamore Mining in connection with the negotiation of an investment agreement in relation to the operation of the Kiniero Gold Mine located in the Republic of Guinea, including negotiation with the Guinean State, review and drafting the investment agreement and providing general legal assistance on the project.
- Acting for AMC in connection with the sale process of its interest in the Koumbia project in Guinea, and the permitting process of the project.
- Acting for Banque Centrale Populaire in connection with the financing of the Societe Miniere de Mandania, subsidiary of the Managem Group, including advising on the financial structure of the transaction, reviewing from a Guinean law perspective the due diligence report and the finance documents (loan agreement, security documents, direct agreements), issuing a legal opinion purchase agreement) and providing general legal assistance on the project and any related documents.
- Acting for China Development Bank in connection with the USD830 million financing granted to Amaria Hydraulic & Electrical Development Corporation SAU in order to facilitate a 300WM hydropower station project, including conducting legal due diligence against the borrower from Guinean law perspective, reviewing and commenting from a Guinean law perspective, the English law facility agreement, drafting and negotiating in French and English, the Guinean Security Documents, providing incidental advices from Guinean law perspective and issuing a legal opinion.
- Acting for European Investment Bank, Proparco and several other development finance institutions on the USD 115 million financing of the IPT Powertech Group in Lebanon, the Republic of Guinea and Nigeria, including reviewing the facility agreement and in particular advising on the limitation of guarantee to the portion of the loan likely to directly benefit the guarantor and corporate interest aspects of the Guinean guarantor for entering into the transaction, drafting Guinean law account pledge agreement, issuing two legal opinions.
- Acting for International Finance Corporation on the USD 25 million financing of the Sonoco Group in the Republic of Guinea, including conducting due diligence, advising on the financial structure, reviewing English law documents (loan agreement, guarantees, project fund and share retention.
- Acting for Guinea Alumina Corporation SA, the Guinean subsidiary of a joint-venture between Mubadala and Dubal, in connection with the development and project financing of the Sangaredi bauxite/alumina project in Guinea.
- Acting for Farafina Gold in connection with the incorporation of a holding company and on the transfer of the subsidiary's shares to the holding company.
- Acting for A.P. Møller Capital in connection with a potential investment on behalf of the Africa Infrastructure Fund in the energy sector in the Republic of Guinea, including drafting a memorandum on the applicable regulatory framework applicable to IPPs in Guinea, including details of the key approvals, licenses or registrations required for the implementation of the project.
- Acting for ib vogt GmbH on the development of a solar project in Mamou, in the Republic of Guinea, including conducting regulatory and contractual due diligence on the project documents (concession agreement, power agreement), drafting corporate resolutions and Guinean law security documents and issuing a legal opinion.
- Acting for Afrexim in connection with the restructuring and refinancing of a USD 32.291 million granted to

- Cellcom Guinea, including advising on Guinean law aspects, drafting Guinean law security documents (share pledge, pledge over business concern and account pledge), issuing a legal opinion.
- Acting for Societe Generale in connection with the USD76.895 million financing of K Shipping Investment, including issuing legal opinions on the enforceability in Guinea of several deeds of assignment governed by the laws of Panama and related to vessels located in the Republic of Guinea.
- Acting for Phanes Group in connection with the development and project financing of a solar project in Guinea, including drafting, negotiating and advising on the concession agreement and the PPA, regulatory advice on the legal framework applicable and the establishing of the permits and authorizations list required for the project.
- Acting for IFC and Proparco in connection with the financing of the Gaselia Group's development, expansion and upgrade program in Côte d'Ivoire, Senegal, Mali and Guinea, including advising on the structure of the transaction, drafting and duplicating OHADA law security documents (assignment of receivables, bank account pledge, mortgage, share pledge, pledge of business as going concern), establishing and collecting the conditions precedents related to the financing, issuing a legal opinion on the validity and enforceability of Guinean law financing documents, coordination of the local councils in Côte d'Ivoire, Senegal, Mali and Guinea (in particular with the registration and perfection of the security documents and the harmonisation of their respective legal points of view).
- Acting for Gazprombank International SA in connection with Nordgold group fundraising via an English law facility agreement secured by a Guinean subsidiary's guarantee, including reviewing the facility agreement and in particular advising on the limitation of guarantee to the portion of the loan likely to directly benefit the guarantor and corporate interest aspects of the Guinean guarantor for entering into the transaction, drafting the corporate documentation of the Guinean subsidiary, issuing a legal opinion.
- Acting for Solveo Energie in connection with the development of a renewable energy photovoltaic project in Guinea.
- Acting for Sarmin in connection with its sale of shares in a Guinean mining company.
- Acting for Man Diesel & Turbo SE in connection with the incorporation of its Guinean subsidiary.
- Advising foreign investors in the setting up of a partnership to develop real estate projects in Guinea.