



# Dominic Rebelo

**Partner | ALN Kenya | Anjarwalla & Khanna**

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## Background

Dominic Rebelo is a partner at ALN Kenya | Anjarwalla & Khanna (ALN Kenya) where he heads the firm's corporate and fintech teams and co-heads the competition group. He has wide-ranging experience in capital markets, private equity, corporate mergers and acquisitions, fintech, competition, energy and natural resources and environmental law, and regularly advises on multi-jurisdictional transactions across the continent and interacting on a regular basis with Regulatory Authorities..

Dominic has advised domestic, regional and international private and publicly listed companies on a variety of commercial transactions including share acquisitions, privatizations, public listings and cross listings and sits on a number of boards of Kenyan companies.

Dominic is ranked as a leading lawyer by leading directories including Chambers Global and Legal 500. He is also a 'highly regarded' lawyer by IFLR1000 under their Financial and Corporate category and is described by clients as "very knowledgeable, responsive and smart," and they appreciate that "he understood their business, which is exceptional for a lawyer." – Chambers Global.

Dominic is an Advocate of the High Court of Kenya and a member of the Law society of Kenya. He holds both an LL.B and a BSc (Joint Hons) in Philosophy and Economics, from the London School of Economics and Political Sciences, England.

## Professional Membership

- Law Society of Kenya

## Professional Qualifications

2006: Postgraduate Diploma in Law, Kenya School of Law

2005: LL.B, Bachelor of Laws, the London School of Economics and Political Sciences, England

2000: BSc (Joint Hons) Philosophy and Economics, the London School of Economics and Political Sciences, England

## Career Summary

2011 – Date: Partner, Anjarwalla & Khanna, Advocates, Nairobi

2005 – 2010: Associate and Partner, Daly & Figgis Advocates

## Awards & Recognition

- Dominic is ranked by Chambers Global (2016 – 2022) in the Corporate M&A practice area. His expertise is also recognised under Fintech Legal (2019 – 2022), and Competition/Antitrust.
- Dominic is a ‘Highly Regarded’ lawyer by IFLR1000 (2018 – 2022) in the Financial and Corporate practice areas.
- Dominic is ‘highly rated’ by Legal 500 (2020 – 2022), in the commercial, corporate and M&A category.

*Dominic Rebelo is highlighted for his broad corporate practice and particularly impressive track record advising well-known private equity houses on regional investments and acquisitions. In addition to his corporate expertise, he co-leads the firm’s competition practice. – Chambers Global 2022*

*“Dominic Rebelo is an excellent, smart and quick-thinking lawyer.” – Chambers Global 2022*

*Dominic Rebelo maintains a highly respected financial regulatory practice, with a particular focus on the legal issues surrounding peer-to-peer lending. He advises a number of the country’s largest financial players as well as international entrants to the Kenyan market. – Chambers Global 2022, Fintech*

*“[Dominic has an ] outstanding understanding of the FinTech space.” – Chambers Global 2022, Fintech*

*Dominic is noted for his experience in capital markets. – Chambers Global 2015.*

*“He is commended for his responsiveness and succinct advice.” – Chambers Global 2011*

*“very out-of-the-box in terms of pragmatism and finding solutions. He has the depth of knowledge but also is very alive to some of the challenges we face from a commercial perspective. He can translate a legal point into a solution.” – IFLR 2011*

*Dominic is an “excellent lawyer” and that “he is valued for his expertise in M&A transactions and for his adept representation of private equity houses in complex equity investments”. – Chambers Global 2020*

*he “maintains a highly respected financial regulatory practice, with a particular focus on the legal issues surrounding peer-to-peer lending”. Dominic is described by clients as “very knowledgeable, responsive and smart,” and they appreciate that “he understood their business, which is exceptional for a lawyer.” – Chamber Global 2020, FinTech Legal.*

## Top Matters

### Private Equity and Venture Capital

- Acting for Huaxin Cement Company, one of the world’s leading companies in the building materials industry, in connection with its acquisition of 100% of the issued shares in Maweni Limestone, a Tanzanian company involved in the business of making clinker and manufacturing and distributing cement.
- Acting for The Rise Fund, an affiliate of TPG a leading U.S. based private equity firm, in connection with its investment through the Evercare Health Fund, the middle market and growth equity investment platform of TPG, into certain assets that were held by the Abraaj Growth Markets Health Fund, a private equity vehicle dedicated to building affordable high quality health ecosystems in South Asia and Sub Saharan Africa by

- building green field or assembling and growing city-based cornerstone assets.
- 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 AfricInvest's financial inclusion vehicle, a company targeting equity investments in Tier II and Tier III financial institutions in Africa, in connection with their equity investment in a 24.76% stake in I&M Bank (Rwanda), a Rwandan listed bank, a landmark deal in Rwanda.
- 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 Merec Industries SA, Maputo Grain Terminal and Merec Mozambique SA, a wheat importation and value chain based in Mozambique.
- Acting for Kiboko Holdings, a holding company owning eight East African companies, in connection with the sale of 60% of its shares in AK Life Sciences to Carlyle Group, an American multinational private equity fund.
- Acting for Catalyst Principal Partners, a leading private equity firm, in connection with increasing its investment in Jamii Bora Bank, the fastest growing bank in Kenya focused on enterprise banking.
- Acting for SBM Group, a Mauritian banking group listed on the stock exchange of Mauritius, in connection with its take-over and rescue of Fidelity Commercial Bank, a Kenya bank in financial distress.

## **General M&A**

- Acting for Moringa School, a learning-accelerator with over 3,000 enrolled students in Kenya that provides transformative tech-based learning in connection with an investment from Proparco.
- 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 Africa Healthcare Master Fund, a private equity fund that specifically invests in the African healthcare sector, in connection with an equity investment through a subscription of shares in Seven Seas Technology, a Kenya-based company that provides integrated business and technology solutions to customers, spanning the Healthcare, Homeland Security and Social Services spaces.
- Acting for Africa Healthcare Master Fund, a private equity fund that specifically invests in the African healthcare sector, in connection with an equity investment in connection with an investment through a convertible loan in Jumuia Hospitals, a provider of affordable healthcare and medical services.
- Acting for Omidyar Network Fund and Micro Ensure Holdings in connection with acquisition of the entire issued share capital of Micro Ensure Holdings, which owns and operates four existing companies that provide microinsurance and offer brokerage services in Kenya, MicroEnsure Advisory Services, MicroEnsure Insurance Brokers, MicroEnsure Investment Kenya and in Tanzania, MicroEnsure Tanzania by Amidya Networks Fund in Omidyar Network Fund.
- Acting for Acumen Fund, in connection with its acquisition of shares in Coconut Holdings, which owns and operates two existing coconut processing operations on the Kenyan coast, Kentaste Products and Kwale Coconut Processors, which sells Kentaste branded and packaged coconut milk, coconut cream, coconut oil, and desiccated coconut to the local retail market.

## **Capital Markets**

- Advising Crown Paint Kenya, a leading manufacturer of paints, adhesives, decorating sundries, PVA emulsion and alkyd resins in East Africa, in connection with a secondary offering at the Nairobi Securities Exchange (NSE).

- Acting for International Finance Corporation (IFC), in connection with the “first-of-its-kind” forestry bond that allowed investors to be paid using funds generated from carbon credits produced through forestry and conservation projects in Kenya, including undertaking a legal due diligence on the Kenyan project company, the project owners in Kenya and their contractual relationships in relation to the ownership of the biomass and carbon retention, reviewing the Verified Emissions Reduction Purchase and Sale Agreement (the VERPA) and the bond prospectus and providing regulatory advice and assistance through to the issuance of the bond.
- Acting for CDC Group, a development finance institution owned by the UK government, on its USD 140 million equity investment for 40.65% of the issued share capital in ARM Cement, East Africa’s second biggest cement producer with operations in Kenya, Tanzania and South Africa and listed on the Nairobi Securities Exchange, including overseeing all legal matters in connection with the deal.
- Acting for one of the largest global insurances on a proposed acquisition of the majority stake in a Kenyan insurance provider (with regional operations) listed on the Over The Counter trading platform in Kenya, including providing advice on the various regulatory issues, take-over procedures, possible exemptions, timelines and potential pitfalls associated therewith.
- Acting for Atlas Development and Support Services (formally Africa Oilfield Logistics) a company incorporated in the Island of Guernsey, Channel Islands and listed on the LSE on its Kenyan private placement and subsequent cross listing onto the Growth Enterprise Market Segment of the Nairobi Securities Exchange – the first ever successful cross listing onto the Growth Enterprise Market Segment.

## **Fintech**

- Advising Daytona Money Transfer, a UK-based FinTech company, in connection with regulatory compliance requirements in relation to setting up a subsidiary company in Kenya and obtaining a money remittance licence.
- Advising Bamboo Global, a unique platform that allows African investors to access the U.S. Stock Market both seamlessly and instantly from their mobile phones and personal devices that would ultimately increase the investment portfolio of members of the Kenyan public, in connection with the regulatory requirements for setting up their operations in Kenya.
- Advising WorldPay, a UK based payment processing service provider, in connection with the provision of payment services for online retailers in Kenya and point of sale transactions.
- 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 tokenised, including looking to create the first regulatory framework for tokenized assets on the African continent.
- Advising Kopo Kopo, a payment solutions company that enables and incentivize small and medium enterprises to digitize by partnering with financial institutions, mobile operators and major retailers, in connection with provision of legal advice on how to regulate proposed business operations and safeguarding user funds.
- Advising PayU, the fintech and e-payments division of Naspers, a global internet and entertainment group and one of the largest technology investors globally, in connection with regulatory requirements and establishment of a subsidiary in Kenya.
- Advising Jumia Group (formerly Africa Internet Group), the continent’s biggest ecommerce company, in connection with regulatory requirement for the integration of its payment application in relation to its various online market ventures, including retail shopping, hospitality, and food services.
- Acting for Bitpesa, a successful Bitcoin start-up in Kenya, in connection with the setting up of operations in Kenya, including advising on regulatory and ‘know-your-customer’ issues, representing the client on its licensing disputes with the Central Bank of Kenya and with Safaricom in relation to the use of Mpesa to

- conduct the Bitcoin trades.
- Acting for M-Kopa Kenya (M-Kopa), one of a kind solar power connection company, in a suit filed by Patrick Kimani Kamau t/a Mkopa Investments. M-Kopa is sued jointly with Safaricom, a leading communications company in Kenya with the widest and strongest coverage and Mobile Ventures Kenya.

## **Telecommunications**

- Acting for Level 3 Communications Inc on their setup of operations in Kenya.
- Acting for Emerging Markets Communications LLC on the restructuring of their Kenyan operations.
- Acting for RSwitch, Rwanda's national telecommunications exchange, on their recapitalisation and successful rights issue and their various trade agreements in Rwanda.
- Acting for The East Africa Marine System (TEAMS) and Safaricom, in relation to the Public Private Partnership (PPP) between the Government of Kenya and a consortium of East African national and international telecoms service providers and Etisalat of UAE undertaking the construction and operation of a 4,500 kilometre under-sea fibre optic cable connecting Kenya to Fujairah (United Arab Emirates). Including advising on corporate structuring, telecommunications, privatisation and procurement regulation and drafting and reviewing subscription, loan and shareholding agreements and drafting the capacity purchase agreements.
- Acting for Go Communications Ltd and Bridge Media in their various restructurings and sale/ purchase of shares.

## **Mining**

- The Government of Kenya's Ministry of Mining together with Slaughter & May, in connection with the Mining Bill 2014, associated cross-cutting legislation in Kenya and best practice considerations for revamping the mining sector legislation in Kenya.
- Government of Kenya in connection with its Mui Basin coal concession to Fenxi Mining (China), the first ever granted on a public private partnership basis.
- Base Titanium in connection with the significant impacts of the Mining Act, 2016 and Regulations promulgated thereunder on their mining business in Kenya which is one of the largest foreign direct investments in Kenya.
- International Gold Explorations AB and Gold Mineral Resources in connection with their friendly sale and purchase of shares in Kilimapesa and the subsequent restructuring of their various mining rights.
- Kenya Flourspar Company in connection with operational issues and the effluxion of its special mining lease.
- The Cameroonian shareholders of Cam Iron in connection with their rights as minority shareholders, as well as advising on the imposition of local content requirements in relation to a USD 5 billion mining, rail and port infrastructure project.
- Screencheck East Africa in connection with the acquisition of Nicholas Mining and Rift Valley Resources.
- A leading global producer of industrial minerals, in connection with their acquisition of a non cement business of a East Africa's second biggest cement producer.
- Sanghi in connection with its acquisition of a majority stake in Cemtech and on the related proposed development of a cement plant.
- An exploration company in connection with consents required for prospecting licence application under the new Mining Act and the Mining (financing) Regulation, 2017.
- CDC Group in connection with its USD 140 million equity investment for 40.65% of the issued share capital in ARM Cement.

