



Oghogho Makinde

Partner | ALN Nigeria | Aluko & Oyebode

Physical Address:

1, Murtala Muhammed Drive (Old Bank Road) Ikoyi, Lagos, Nigeria

Telephone:

+234 1 462 8360-71, +234 (0) 803 402 8360

Email Address:

Oghogho.Makinde@aluko-oyebode.com

Background

Oghogho is a key member of the Firm's Banking and Project Finance, Energy and Natural Resources Practices and heads the Firm's Business Advisory Practice. She advises on banking and commercial transactions, oil and gas project finance, infrastructure finance/PPP arrangements, E & P restructurings, company formations and restructuring, public and private offerings of stock and debt, security issues, all Nigerian statutory and regulatory compliance matters, environmental laws and permits and corporate governance issues amongst others.

As head of the Business Advisory Practice, Oghogho coordinates corporate advice, regulatory compliance, registrations and permitting and establishment of local subsidiaries for various multinational entities, such as Accion International; IBM; Mckinsey; Visa Inc.; Bloomberg L.P; Qualcomm Inc.; DHL, Tetra Pak, Citibank, Prosafe Inc.; Syngenta; Fontera JP Morgan, Visa amongst others. She also provides general legal advisory services on a range of regulatory compliance matters, i.e., immigration, labour, taxes, foreign exchange regulations, investor relations etc.

Professional Membership

- Nigerian Bar Association
- International Bar Association
- Chartered Institute of Arbitrators (UK)
- Chartered Institute of Taxation of Nigeria (FCITN)
- Nigerian Gas Association
- Energy Institute
- Member, Women in Management, Business and Public Service (WIMBIZ)
- Member, WIMBIZ 2020 Advocacy/CEO Interactive Series Committee
- Member, Women In Energy (WIEN)

Professional Qualifications

1999: University of Lagos, LL.M.

1989: Called to the Nigerian Bar

1988: University of Benin, LL.B. (Hons)

Career Summary

2003 – Date: Partner, Aluko & Oyeboode, Lagos, Nigeria

2000 – 2003: Senior Associate. Aluko & Oyeboode, Lagos, Nigeria

1991 -1999: Associate, Bodunrin Adewole & Co, Lagos, Nigeria

1991-1991: Associate, Adebo-Kiencke & Co, Lagos Nigeria

Awards & Accolades

- Globe Business Media Group Client Choice Award – only lawyer from Nigeria to have won the award for three consecutive years (2016–2019) in the General Corporate category
- Recognized as “one of the most outstanding lawyers in 2020” by Acritas Stars (independently rated lawyers) review by inhouse general counsels of global companies
- Chambers Global
- IFLR1000 Women Leader (2018 – 2022)
- Who’s Who Legal

“hands-on involvement in transactions.” She is singled out by sources for her “deep knowledge of the oil, gas, and power sector,” as well as for being “committed, having a consistently high-quality service and speed of response and customer care.” in.” – Chambers Global 2021

“not only works well under pressure but is spot-on when it comes to finding solutions”– Chambers Global

“Oghogho Makinde – I have valued her expertise, quick handling of cases and strong leadership skills, which are evident in the way she directs her team.” – Legal500

Top Matters

Oil and Gas

- Led the team that advised a leading Nigerian commercial bank on a USD 38 million term loan to an indigenous Nigerian exploration and production company for the drilling and development of new oil wells and associated infrastructure in the Niger Delta region of Nigeria.
- Led the team that advised Frontier Oil Limited in connection with the USD 45 million term loan facility provided by Union Bank of Nigeria Plc for the drilling and completion of 2 oil wells and associated infrastructure, development of flowlines, a crude processing facility and an associated gas solution; and drilling of a produced water disposal well and water injection treatment facilities on the Uquo Marginal Field in OML 13 onshore, Nigeria.
- Advised a consortium of foreign banks/ECAs in connection with the US\$1.06 Billion financing of the 4th and 5th trains of the Nigeria Liquefied Natural Gas plant expansion project (NLNGPlus Project).
- Advised an international marine services provider based in the United States, with extensive contracts in the Nigerian upstream oil and gas sector, on the restructuring of its Nigerian subsidiary operations and the introduction of new equity investments into the local subsidiary; and cabotage and local content requirements. She continues to advise the client on local regulatory compliance matters for oil and gas

- assets. Recent assignments include provision of advice in connection with a US\$75,000,000.00 (Seventy Five Million United States Dollars) term loan facility pursuant to a Secured Super-Priority Debtor-in-Possession Credit Agreement and on the re-financing of its loan commitments.
- Lead counsel to a Dublin registered oil and gas entity in connection with its investment in an independent oil and gas company by way of subscription of shares and loan notes. Specific assignments carried out include conducting due diligence investigation on the target company, reviewing and negotiating the subscription agreement, loan note instrument, purchase option agreement, shareholders' agreement and escrow agreement; advice on the legal and regulatory aspects of the share subscription, rights and obligations of the entity as a shareholder as well as priority rights for creditors under Nigerian law, Nigerian foreign investment regulations and documentation compliance for foreign currency investments.
- Led the team that advised an international oil company in connection with the redeployment of the FPSO Firenze on a marginal field in Nigeria. The FPSO was the first producing Nigerian deep water oil field. Specific assignment included advice on the legal and regulatory requirements for cabotage trade in Nigeria, licensing and permitting requirements for vessel deployment on Nigerian coastal waters, the duty holder concept under Nigerian law, regulatory requirements of Nigerian Maritime Administration and Safety Agency, the then Department of Petroleum Resources and other relevant regulatory agencies with respect to the transaction.
- Advised Honeywell Incorporated, an oil and gas services entity, with respect to the strategic buy-out of its local partners in a joint venture SPV and reorganisation of the JV entity into a single shareholder owned. Advice rendered include assisting in the negotiation of the valuation of the equity stake of the local entity; advising on foreign ownership of an oil and gas entity and applicable provisions of the Nigerian Oil and Gas Industry Content Development Act, regulatory compliance under the Department of Petroleum Resources Oil and Gas Industry Service Permit Guidelines and the Nigerian Content Development and Monitoring Board Operational Guidelines and dispute resolution advice.
- Advised the sponsors of the first approved "marginal fields" transaction between a Nigerian oil production and exploration company and Chevron. Legal services rendered included formulating an appropriate structure for the Nigerian Company, its subsidiaries and the other Joint Venture Partners; negotiating and drafting the Joint Venture Agreement and the Joint Operating Agreement; interfacing with tax authorities on the tax implications of the Joint Venture arrangement; and tendering legal advice on royalty and other payments to the Federal Government in respect of operations on the field.
- Advised Pacific Asia Inc., an American Oil Company, with regard to its acquisition of participating interests in an oil mining lease through a share exchange and novation arrangement. Specific assignments undertaken included conducting a due diligence, reviewing and advising on the purchase and sale agreement and the legal and regulatory framework for the acquisition. The transaction resulted in a name change of the American oil company and the listing of the first company originating from Nigeria on the New York Stock Exchange. The transaction was reported in several international and Nigerian newspapers as historical.
- An integral member of the team that provides legal advice to Petrobras, a wholly owned subsidiary of the Brazilian National Petroleum Corporation – Petrobras S.A., in the participation by Petrobras in an oil block in Nigeria. Assignment have included the formulation of an appropriate corporate structure for Petrobras and the provision of advice on tax issues as it relates to its operations. Recently advised the Petrobras companies on the restructuring of the oil and gas interests and corporate structure as part of a worldwide restructuring. She continues to ongoing legal advice to Petrobras.
- Part of the team that advised and provided legal representation to the Korea National Oil Corporation (KNOC) in connection with the award of the operatorship of two deep-sea oil blocks (OPLs 321 and 323) in the 2005 Nigeria oil bidding rounds and the negotiation of the production sharing contract in relation to the oil blocks. She continues to render to KNOC, on an on-going basis, labour and employment law advice.
- Led the team that advised a Netherlands oil and gas company in connection with its acquisition of a working interest in an Oil Prospecting Licence (OPL) in Nigeria. Specific assignments included carrying out comprehensive due diligence exercise on the OPLs; drafting and reviewing the farm-in agreement, the

- technical services agreement, the joint interest operating agreement and related agreements.
- Lead counsel to Frontier Oil, marginal field operator in connection with the development of the marginal field. Specific assignments include drafting and reviewing the heads of terms agreement, joint operating agreement, technical service agreement, the farm-in agreement, deed of assignment, and other supporting agreements. Advised on gas supply arrangements, the EPC contracts for construction of a gas processing plant for the utilisation of gas from the marginal field; gas transportation agreement, pipeline contracts and procurement of regulatory permits. She continues to act as retained counsel to the client.
- Advised a core investor in connection with its proposed merger and acquisition of interests in an Oil Mining Lease (OML) holding company, the subject matter of a dispute, and one of the blocks in the Joint Development Area (JDA) jointly administered by the governments of Nigeria and Sao Tome and Principe. Specific assignments included interfacing with the Department of Petroleum Resources of the Ministry of Petroleum Resources and conducting due diligence on the OML and the local company.
- Lead counsel to the sponsors of the Brass LNG Project comprising two liquefaction trains and related port and marine facilities. Specific assignment included review of the memorandum of understanding between the company and potential LNG buyers; review and negotiation of sale and purchase agreements with seven potential LNG buyers; review of direct agreements and guarantees in respect of the financing of the project; and general legal support to the company in respect of its LNG sales arrangements.
- Advised a syndicate of Nigerian financial institutions in connection with a US\$60,000,000 facility provided to an SPV established by a UK based oil and gas company, for the development and construction of a gas pipeline and gas central processing facility in Akwa Ibom State. Specific assignments included advice on common terms agreements, the term facility and working capital facility, the memorandum of deposit, the deed of charge and direct agreements to the material project agreements and the gas sale and purchase agreements. This transaction was awarded the Euromoney/Project Finance Magazine African Midstream Oil & Gas Deal of the Year 2010.
- Led the team that advised a European oil and gas company with its head office in Brussels in the acquisition of a participating interest in a marginal field. Advice includes review of legal and regulatory framework; due diligence on the field, advising on regulatory approvals, tax issues, financing and security package for a bond issue to finance the acquisition and operations.
- Co-led the team that advised a syndicate of lenders in connection with the provision of a senior secured medium term facility of US\$2,000,000.00 to Aiteo Eastern E&P Company Limited for the acquisition of OML 29 and Nembe Creek Trunkline.

Project Finance & PPP

- Co-lead of the team advising a leading Nigerian telecommunications company in connection with the construction of the Enugu-Onitsha Expressway Road, Enugu/Anambra States, Nigeria under the Road Infrastructure Tax Credit Scheme of the Federal Government of Nigeria pursuant to the Presidential Executive Order No. 007 of 2019.
- Co-lead of the team advising an international Chinese construction company with operations in Nigeria with respect to its bid for the proposed design, development, construction, procurement, financing, commissioning, operation and maintenance of the Lagos State 4th Mainland Bridge, a proposed 38-kilometre bridge across the Lagos Lagoon to Ikorodu.
- Advised Frontier Oil Limited in connection with the engineering, procurement, construction and installation of a 10MBOPD crude oil processing facility on its Uquo Marginal Field in OML 13 onshore Nigeria.
- Co-lead of the team that advised the sponsors on the Lagos State infrastructure project of US\$427,000,000.00 for the development and rehabilitation of the Lekki-Epe Expressway Way. Specific assignments included advising on the transaction structure; drafting and participating in the extensive review of the legislation for the establishment of an agency to oversee the granting of concessions; interfacing with the state government to establish the regulatory commission; interfaced with offshore counsel for the drafting of the project agreements; advised on the financing arrangements; drafted local

- loan and security agreements; and advised on banking and financing related legislation.
- Key member of the team that advised IHS Nigeria Plc in connection with its US\$ 75 million special placing via the issuance up to 5,199,955,556 cumulative redeemable preferred shares to the International Finance Corporation, Nederlandse Financierings-Maatschappij voor Ontwikkelingslanden N.V., Investec Africa Frontier Private Equity Fund GP Limited and other investors. Specific assignments included drafting and reviewing subscription agreements, shareholders agreements, vending agreement, advising on Nigerian Capital Markets and Securities Laws and Regulations; interfacing with the Securities and Exchange Commission and the Nigerian Stock Exchange.
- Key member of the team that advised IHS Nigeria Limited in connection with the US\$56,000,000.00 (Fifty Six Million Unites States Dollars) special placing via the issuance of up to 2,791,454,545 redeemable/convertible preference shares to Investec Assets Management (PTY) Limited, ECP HIS (Mauritius) Limited, and the International Finance Corporation. Assignments included drafting and reviewing the subscription agreement, shareholders agreement, vending agreement, and issuing a closing legal opinion on the transaction.
- Led the team that advised a foreign household products manufacturer on the acquisition of commercial property worth over US\$8million at the Agbara Industrial Estate, Ogun State, Nigeria. Specific responsibilities included extensive negotiations with the assign or company; drafting and reviewing the agreement for purchase and the deed of assignment; and advising on title perfection requirements. Subsequently advised the same entity in the acquisition of a long term development lease for its head office premises in Lagos, Nigeria. Assignments included drafting and negotiating the heads of terms, agreement to Lease and the deed of lease; advising on regulatory consents for the leasehold interest; interfacing with the Lessor/developer and verifying its title to the property.
- Leader of the team that advised IHG with respect to the review of agreements for the management of the InterContinental Lagos, Nigeria. Specific assignments included reviewing and advising on the international hotel management agreement, the holidex access and systems agreement, system support agreement and trademark licence agreement. Other assignments included advising on the tax implications of the transaction and advising on the applicable federal and state legal and regulatory consents, permits and registrations.
- Leader of the team that advised IFC in relation to transaction advisory services for the development and construction of a secondary referral hospital in one of the South-South States in Nigeria under a PPP arrangement. Specific assignments included legal and regulatory advice on PPP arrangements in the state; advising on the PPP and procurement processes relevant to the project; advising on local law issues in relation to the project, drafting and reviewing the PPP agreement and other project documentation with offshore counsel, advising on state appropriations and budgetary process. This project won the "Healthcare Project of the year 2014" by the World Finance Magazine.
- Provided legal advice and support to the IFC in connection with the grant of a concession for the development, financing, management and operation of the Nnamdi Azikwe International Airport, Abuja as a pilot for the concessioning of other airports in Nigeria as part of a Public Private Partnership programme.
- Led the team that advised Eko Water Buses Limited in partnership with Atlantic Diversified Ventures LLC in their proposed partnership with Lagos State in the creating an intermodal water transportation system in Lagos State through a public private partnership.
- Led the team that advised on various legal and regulatory issues in connection with the development and establishment of the Centenary City Free Trade Zone ("CCFZ"). Specific assignments include reviewing and advising on Nigerian land tenure laws, land and planning regulations in the Federal Capital Territory, Abuja, the deeds of assignment and contracts for sale of land within the CCFZ, advising on assignments and leases under Nigerian law etc. She also provided extensive advice on the legal and regulatory framework in respect of the transfer of interests in land within free trade zones in Nigeria and generally on the free trade zones regulatory regime.

Power

- Part of the team that advised a major petrochemical company with respect to a joint venture project with the Nigerian National Petroleum Corporation (NNPC) which involves the establishment of a jetty, port terminal and ancillary services in a south- south state in Nigeria. The project also incorporates a power station, fertilizer plant and gas supply pipelines. Assignments included advising on the corporate structure for the special purpose vehicles established for the different aspects of the project, regulatory and environmental compliance.
- Part of the team that advised a co-investor and a member of Transcorp Power consortium that won the bid for the Ughelli Power Plant, a power generating station situated in Ughelli, Delta State, in the South-South region of Nigeria with a total installed capacity of 972 Mega Watts in the FGN privatisation programme for the Nigerian power sector.
- Lead counsel advising a Nigerian commercial bank on the solarization of the bank's head office building and a partnership/investment in the renewable energy industry. Assignments include advising on the structures for the Bank's investment in the renewable energy business, drafting, review and negotiation of the relevant project agreements required for the solarization of the Bank's head office building and the JV arrangements for the Bank's investment in renewable energy.

Private Equity

- Lead counsel to Visa Incorporated in connection with the acquisition of a significant minority stake in a leading Nigerian digital payment firm, the first African homegrown unicorn with the majority of its business in Nigeria. Specific advice included financial technology regulatory framework, regulatory approvals and compliance with applicable Central Bank of Nigeria (CBN), Nigerian Communications Commission (NCC) and competition regulations, extensive review of Nigerian anti-money laundering regulations and data protection regulations, addressing novel questions on NCC and CBN regulatory pre-approvals in respect of the acquisition of CBN and NCC regulated Nigerian entities at offshore holding company level.
- Led the team that recently advised Oriental Food Industry Limited (OFIL), a subsidiary of National Food Industries Company Limited (NFIC), on the buy-out of a longterm minority founding shareholder; thus, making OFIL a wholly owned subsidiary of NFIC a Saudi based conglomerate. She continues to advise OFIL on all regulatory and compliance aspects of its business.
- Lead counsel to Synlab GmbH in relation to its acquisition of a majority stake in a leading Nigerian pathology laboratory company which involved the acquisition of the stake of a South African strategic investor. She advised on company law, corporate structures, foreign exchange regulation, Securities and Exchange Commission approval requirement, amongst others. She recently advised Synlab GmbH, in relation to its investment and buy-out of the Nigerian equity partners in the business. Specific assignments included negotiating the terms of the final buy-out; drafting of a share purchase agreement and escrow agreement; managing the condition precedents; and advising recent companies' law changes applicable to the transaction, foreign exchange regulations, and the termination of executive management contracts of the founders, amongst others.
- Lead counsel to a leading healthcare provider in South-South Nigeria (Target Company) in connection with the equity investment for the acquisition of a majority stake in the Target Company by a Pan-African healthcare investor following the exit of a strategic investor.

Aviation

- Advised a number of international aircraft leasing companies with respect to the leasing of aircrafts to Nigerian airline entities. Specific assignments include completing questionnaires identifying red flags associated with the leasing/repossessing aircraft in Nigeria, reviewing the aircraft lease agreements, review and assessment of the legal opinions from the lessee's external counsel in Nigeria and providing post-execution legal advice and support to the lessor in respect of the delivery phase of the assignment and aircraft registration requirements in Nigeria.
- Advised Nordic Aviation Capital DAC in relation to the lease arrangement transaction of its aircraft to

- Overland Airways Limited. She provided legal and regulatory support in relation to the transaction; she advised on local issues associated with the leasing/repossession of the aircraft, advised on the process for registration/deregistration of the aircraft in Nigeria and reviewed the transaction documents in accordance with the Nigerian laws.
- Advised the McDonnell Douglas Corporation (Lessor) in connection with the leasing of several aircraft to a privately owned Nigerian airline. As counsel to the Lessor, she advised on the Nigerian legal and regulatory regime for aircraft leases and registrations, reviewed various aircraft leases / engine purchase and parts supply agreements. She also advised on the registration and de-registration of the aircraft under Nigerian law
- Advised a global airline company in relation to Nigerian legal regulatory framework for scheduled and non-scheduled flights, employment law in Nigeria, transfer of employees and redundancy and labour relations; participated in negotiations with sector unions on employee disengagements and collective agreements.
- Advising GTLK Europe Designated Activity Company in connection with the proposed lease of 2 (two) Airbus A220-300 aircrafts and the optional leasing of 2 (two) more aircrafts to Ibom Airlines Limited.

Corporate

- Advised Willis Towers Watson in connection with the legal and regulatory framework for the operation of an insurance and brokerage business in Nigeria. She also provided legal support and advice in connection with satisfying the corporate governance requirements of the Nigerian Insurance Commission and the Nigerian Institute of Registered Insurance Brokers.
- Led the team that advised JP Morgan Representative Office in relation to legal advice on general corporate matters and regulatory compliance issues in Nigeria.
- Advised Ensco International Incorporated in connection with the restructuring of the indebtedness of Valarie Plc. Specifically advised on Nigerian security law issues that impact the debt restructuring arrangements of Valaris Plc; corporate approvals; recognition, and enforcement of chapter 11 proceedings in Nigeria; strategies for protecting assets; and recognition of UK scheme of arrangement.
- Lead counsel to Frontier Oil Limited a leading mid sized oil and gas company on general legal advisory and regulatory compliance requirements in connection with all aspects of its business. She also advises on its investments in the sector, and on regulatory, corporate structures and corporate governance.
- Lead Nigerian counsel to International Food and Fragrances (IFF). She advised on Nigerian foreign investment laws and regulations and on the incorporation of IFF's local subsidiary in Nigeria. She advised on the regulatory compliance requirements for the establishment of a fragrances laboratory in Nigeria; which involved engagements with the environmental and foods and drinks regulators. She advised on commercial office leases, import laws and immigration advice to the global mobility team for the secondment of skilled expatriates to Nigeria and supervised a comprehensive compliance matrix for the Nigerian operations.
- Led the team that advised Tata Motors in relation to advise on the establishment of its Nigerian subsidiary and provided legal regulatory advice on corporate and regulatory issues including but not limited to immigration, corporate governance, etc. She is currently advising on the voluntary liquidation of the entity.
- Led the team that advised Letshego Holdings Limited in relation to the legal and regulatory framework for microfinance banks, foreign equity investments rules and approval requirements of the Central Bank of Nigeria, Securities and Exchange Commission and the requirements of the Investment and Securities Act, following its acquisition of 100% shareholding of FBN Holding in FBN Microfinance Bank Limited.
- She is the lead counsel to GAT Marketing Nigeria Limited in relation with the establishment of its Nigerian subsidiary and provides ongoing corporate and regulatory advice.
- Lead counsel to Tetra Pak West Africa Limited and provides several legal support on all aspects of its operations including company secretarial services, employment, data protection and immigration matters.

- Advised on the establishment of McKinsey Company Nigeria Global Limited and continues to provide legal and regulatory support in its Nigeria office and oversees corporate secretariat services.
- Nigerian counsel to Fonterra Co-operative Group Limited, a leading multinational dairy company and the world's largest exporter of dairy products. Specific assignments included; incorporation of the Nigerian entity, advising on legal and regulatory requirements for establishing and capitalizing the company, labour relations and employment contracts. She continues to oversee corporate secretariat services to the Nigerian subsidiary.

Employment and Labour

- Advised an international airline company in respect of the redundancy of some of its employees in Nigeria because of the shutdown of airports and international travels in Nigeria, occasioned by the COVID-19 pandemic. Specific responsibilities include negotiating a Collective Bargaining Agreement with the employee union, engaging with the union and the Ministry of Labour and Employment, engaging the Nigerian police on behalf of the airline with respect to the disruptions of the airline's economic activities by the union.
- Lead retained counsel to Seplat Energy Plc for labour and employment advice. She has advised on the termination of senior executive management employment contracts, advised on regulatory approvals process, drafted regulatory notification/approval correspondence in connection with the release of staff. She also provides general employment advice in relation to employee benefits and compensation, redeployment and secondment of employees. She also supervised the extensive review and updating of HR manual and policies for the client to conform to global standards.
- Advised a global Chinese oil and gas conglomerate on the negotiation of a collective bargaining agreement (CBA) with the Nigeria Union of Petroleum and Natural Gas Workers (NUPENG). Specific assignments included advising on the term of the CBA participating in CBA negotiations; advising on the DPR regulatory process for the release of staff; preparing and advising on correspondence to the DPR and NUPENG; ensured regulatory compliance by the client to avoid regulatory sanctions. She continues to be lead counsel to the company in Nigeria for general legal and regulatory advice.
- Part of the team advising an international oil servicing company in joint venture with Nigerian partners on the regulatory regime for the release of Nigerian employees and the impact of recent Nigerian court decisions on the validity of the guidelines and procedures on the release of staff in the oil and gas industry and on the validity of sanctions imposed by the regulator pursuant to the said guidelines.
- Provides ongoing legal advice and support to Bridge International Academies (Bridge) an educational services company with a focus on low income underserved children. She has advised on the legal regime for the termination of contracts of employment; statutory obligations of employers under Nigerian law; employee furlough during the covid-19 pandemic and practical measures for managing the impact of the pandemic on its business operations, data privacy regulations and legality of mask mandates and restriction of unvaccinated employees access to business premises.
- Team lead for advisory services to Commerzbank Representative Office on the establishment of the Commerzbank Nigerian entity. She continues to provide legal advisory services including but not limited to, advising on employment and labour issues, drafting/review of senior management contracts, procurement of immigration permits on behalf of the company's expatriate employees etc.
- Advised Siemens Limited in relation to general legal advice on Nigerian labour law, employer obligations, drafting and reviewing of employment contracts, advise on the personal income tax liabilities for the secondment of employees to Nigeria under short term employments. She also advised on its conditions of service (disciplinary policy procedure) for employees, due process in termination of employees, negotiation of termination agreements with employees and drafting of termination terms etc.
- Advised McKinsey Company Nigeria Limited on employment and labor issues, including: employer/employee obligations, employment of expatriate staff (permanent and temporary), and procurement of expatriate quotas and work permits for expatriate staff, personal income tax liabilities for

- the secondment of employees to Nigeria under short term employments, advice on the conditions of service (disciplinary policy procedure) for employees; due process in termination of employees; negotiation of termination agreements with employees; and drafting of termination terms.
- Advised Rolls Royce Limited in relation to the termination of employment of senior management employees, drafted and advised on mutual separation agreements; legality of non-compete and non-disparagement clauses; and disciplinary procedures under Nigerian law.
- Leads the team that provides general employment advice to Tetra Pak (West Africa) Ltd. Previous legal advice include advise in relation to the requirements for salary reviews, disciplinary procedures under the company's Human Resources Handbook review of employment contracts, advise on legislation that govern labour and employment law in Nigeria, statutory obligations of employers, advise on the personal income tax liabilities for the secondment of expatriate employees to Nigeria immigration permits and on global mobility arrangements for expatriate employees.
- Lead counsel to Bloomberg LLP in relation to drafting employment contracts, advice on labour laws, employer obligations, pension and personal income tax advice and other existing regulations/ requirements for Bloomberg employers.
- Lead counsel to Oriental Food Industry Limited. Specific assignments have included drafting/review of employment contracts, advice on the termination of employment contracts, on personal income tax, pension contributions, employee compensation contributions, national health insurance and other regulatory registrations required under Nigerian law.
- Led the team that advised GAT Marketing Nigeria Limited in relation with the general labour and employment law requirements for expatriate employees in Nigeria, including the disciplinary procedures applicable under Nigerian law.

Business Liquidation and Winding-Up

- Advised Roland Berger Holding GmbH on the winding up of its Nigerian subsidiary, Roland Berger Strategy Consultants Limited. Her responsibilities included providing legal advice on the voluntary winding up of a company in Nigeria, updating the company's corporate and tax records, interfacing with the CAC and the liquidator with respect to the winding up process.
- Advised Restrata Limited in connection with the members' voluntary winding up of Restrata Limited. Specific assignments included advising on the legal regime for the voluntary winding up procedure; acted as liquidator and engaged with the auditors for the final accounts for the winding up, interfacing with the CAC to complete the process and the tax regulator.
- Advised Rapid Blue Format Limited in connection with winding up its affairs by the high court. She engaged legal representation on behalf of the company to undertake the court procedures at the Federal High Court, assisted with procuring the company's tax records at the FIRS, assisted with the preparation of requisite legal processes/documentation in respect of the winding up proceedings; undertook the regulatory filing of the statutory notices and resolutions after the court orders to complete the liquidation at the CAC.
- Advising Noble Group Holdings in connection with the winding up of its Nigerian entity, Taruga Integrated Services Limited. Specific assignments include advising on the voluntary winding up procedure, updating the company's records at the CAC and the FIRS, acting as liquidator and procuring the liquidation. She is currently engaging with the account banks for the closure of the company's bank accounts and distributions to shareholders.
- Acted as counsel to Codisfood Limited in connection with the members' voluntary winding up of the entity. Her responsibilities included advising on the form of winding up process, advising on and the requisite winding up documents, She also interfaced with the liquidator in the closure of bank accounts of the company in Nigeria and distribution of outstanding assets to shareholders.
- She advised Tata in connection with the striking off of a subsidiary entity incorporated in Nigeria which was

- never utilised for the purpose it was established. The process was undertaken under the provisions of the new companies law which allows the striking off of companies yet to commence business from the register of companies. She is currently acting as liquidator for the voluntary winding up of a former trustee company which is one of the top 10 trustee companies in the sector. She has advised on the legal regime for voluntary liquidations; and on the pre-liquidation reorganisation of the company to ensure a seamless voluntary liquidation. She also advised on the transfer of its trusteeship obligations, notifications to beneficiary banks and appointment of replacement trustees for ongoing trust services; and sale of certain regulatory licences.

Non-Profit

- Advised African Philanthropy Forum Ltd/Gte in relation to the establishment of a company limited by guarantee including the undertaking the regulatory procedures and interfacing with the Attorney General's office and advising on the registration requirements of the National Planning Commission.
- Leads the team that advises Bill and Melinda Gates Foundation (BMGF) on the establishment of its Nigerian office on diverse matters including office premises leases, legal, regulatory approvals and permits. She advised on a cooperation agreement with the Nigerian National Planning Commission; and on labour and employment contracts, personal income tax, pension contributions, employee compensation, national health insurance and other regulatory registrations under Nigerian law. She continues to be lead Nigerian counsel to the BMGF.
- Advises Global Alliance for Improved Nutrition (GAIN), a foundation focused on tackling malnutrition on its Nigerian operations. She advised on the legal structures, undertook and the registration of the Nigerian branch, interfaced with the Attorney General of the Federation's office and the Corporate Affairs Commission for the formation of GAIN. She continues to provide legal advisory and company secretarial services to GAIN.
- Lead counsel to Aspire Coronation Trust Foundation, a non-profit entity, established by Access Bank Plc which is focused on supporting local, national and regional non – profit organizations working to address challenges and associated vulnerabilities across Africa. She provides corporate and legal advisory support to ACT on its contracts and operations.
- Led the team that advised on the establishment of the MTN Foundation. The team also advised MTN Foundation on the implementation of its Medical Support project for qualifying and selected medical institutions in Nigeria in connection with the establishment of 12 Hemodialysis centers to support people with kidney related diseases and 6 Mammography centers for screening for early detection and prevention of breast cancer.
- Lead counsel to African Business Coalition for Health (ABC Health), a partnership between Aliko Dangote Foundation and GBC Health, a global foundation with a focus on improving access to healthcare in Africa. She advised on and undertook the incorporation of two ABC Health limited by guarantee entities. She continues to advise ABC Health on labour and employment issues, immigration and other regulatory compliance matters and she supervises the company secretariat retainers
- Lead counsel to RTI International, a USAID funded entity dedicated to improving the human condition. Leader of the team that provides advice to the company on all legal and regulatory aspects of its business including but not limited to labour and employment relations, regulatory and compliance advice.
- Advised Tony Blair Foundation on country specific enquiries on the applicable non-profit legal and regulatory regime in Nigeria.
- Advised the North of England Zoological Society on its status as an incorporated trustee in Nigeria. She also advised the Society on its memorandum of understanding with the Nigerian National Planning Commission in respect of its collaboration with the Federal Government of Nigeria.