



# Provia Akinyi Odhiambo

**Principal Associate | ALN Kenya | Anjarwalla & Khanna**

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## Background

Provia is a Principal Associate with Anjarwalla & Khanna. She is part of the Corporate Team and her practice focuses mainly on banking & finance, real estate, corporate law, intellectual property and private client work.

## Membership in Professional Societies

- East African Law Society
- Law Society of Kenya
- Federation of Women Lawyers

## Professional Qualifications

2016: Master of Laws, University of Dar es Salaam

2013: Postgraduate Diploma in Law, Kenya School of Law

2012: Bachelor of Laws Degree, LL.B, University Of Nairobi

## Career Summary

Jan-2020 – Date : Principal Associate, Anjarwalla & Khanna Advocates

Jan-2015 – Dec 2019 : Associate, Anjarwalla & Khanna Advocates

Sep – Dec 2014: Trainee Lawyer, Anjarwalla & Khanna Advocates

Jan – July 2014: Pupil, Kenya Ports Authority-Kipevu Headquarters

## Top Matters

- Acting for an international law firm, which is providing legal services to a subsidiary of the leading pay-TV group in France and the leading provider of premium channels and themed content in France, in

- connection with the proposed acquisition of the Sub-Saharan Africa business of a premium pay-tv company (excluding South Africa) through the acquisition of a Dutch holding company that owns the company's Sub-Saharan Africa assets. Structured in two phases the proposed transaction phase one includes, regulatory review and provision of detailed advice on the relevant regulatory regimes including the Communications Industry regulations affecting DTT, DTH and SVOD operations in Kenya and the Competition regulations. Phase two includes providing local transactional advice including undertaking a legal due diligence on the basis of information provided in a vendor due diligence report and a virtual data room and the necessary jurisdictions regulatory work with a view to making a binding offer to be signed.
- Acting for Standard Chartered Bank Kenya in connection with an aggregate of USD 51 million syndicated financing for a leading manufacturer of Ready-To-Use Therapeutic Food globally, including advising the local lender on structuring facility with a syndicate of other lenders, both local and offshore, conducting due diligence and advising the local lender on a suitable securities structure for the facility, drafting and perfecting security documents under a debenture and charges, negotiating the trust arrangement for a local lender with MTC Trust & Corporate Services under the Intercreditor and Security Sharing Agreement, the security trustee that was already acting for the other participating lenders namely, Investeringssonden For Udviklingslande and International Finance Corporation.
- Acting for Standard Chartered Bank Kenya in connection with a financing transaction for an aggregate of USD 2.6 million to a leading distributor of portfolio of cigarettes for British American Tobacco in East Africa including advising on the takeover from another local lender, reviewing and negotiating transaction documents which included several third party charges, corporate and individual guarantees and debentures and perfecting the securities.
- Acting for Stanbic Bank Kenya in connection with the proposed structuring of a syndicated banking facility of approximately USD 23.3 million to the fastest growing, fully integrated tea, coffee and macadamia group of companies offering a range of services at all stages of the supply chain. Other banks involved in the syndication were Citi Bank and Gulf African Bank.
- Acting for Diamond Trust Bank in connection with a financing transaction for an aggregate of USD 2.7 million to two related five-star luxury hotels in Kenya including drafting and perfecting security documents in relation to the facilities and liaising with each of the borrowers' company secretaries to ensure that the requisite resolutions were passed by each of the borrowers.
- Acting as local counsel for Société Générale, a French multinational investment bank and financial services entity, in connection to a legal due diligence and legal advice on derivative contracts, ISDA master agreement, offering of securities and financial products in Kenya, capital markets regulations and setting up business in Kenya and local laws.
- Providing opinions to several foreign lenders on derivative contracts, ISDA master agreement, offering of securities and financial products in Kenya, capital markets regulations and setting up business in Kenya.
- Acting for various lenders generally in relation to the perfection of securities as relates to financing of working capital, asset financing, property acquisitions, syndicated financing, collateral management and the subordination of shareholders and/or directors loans.
- Acting as local counsel for Danske Bank International, a leading international lender with headquarters in Luxembourg in relation to a due diligence on the conditions for marketing foreign investment fund (Alternative Investment Fund or UCITS) and other aspects of products caught by the definition of "securities".
- Undertaking a legal due diligence for a private investor on its proposed acquisition of a major stake in a telecommunications company.
- Acting as local counsel for Société Générale, a French multinational investment bank and financial services entity, in connection with an aggregate of USD 12 million uncommitted and commodities finance lending arrangement with a leading oil & gas company with operations across Africa. The transactions involved delivering a Kenyan legal opinions on the capacity of the borrower, legality and enforceability of the securities.

- Acting for Stanbic Bank Kenya in relation to banking facilities of USD 4 million to a global dealer in petroleum products including cooking gas in conducting a due diligence on the Borrower and two corporate guarantors, one local entity affiliated to the Borrower and another from a Dubai based entity, advising Stanbic on various aspects of the transaction and drafting the various securities that the Borrower offered to secure the facilities such as an all asset debenture, two charges over land, cash collateral from third parties supported by letters of lien and set off, letter of instructions and custody agreements, Treasury Securities, pledge over foreign currencies in various accounts including third party accounts, deed of assignments, deed of receivables, deed of subordinations.
- Acting for Ecobank Kenya in relation to an aggregate of USD 34 million syndicated financing for a leading manufacturer of edible oils, home products and detergents in East Africa in conducting due diligence and advising Ecobank on the takeover of facilities from NCBA which had advanced facilities to the Borrower and including drafting and negotiating a suitable undertakings to be issued to NCBA by Ecobank, drafting and perfecting security documents under a debenture and a charge and negotiating the Intercreditor and Security Sharing Agreement with Citibank which had made available banking facilities to the Borrower and was making available additional facilities to the Borrower to make an aggregate of the facilities from Citibank USD 25 million.
- Acting for Universal Properties, a real estate development company, on its residential development comprising of 24 apartments of 2 bedrooms in Mombasa, including advising on the legal and management structure in respect of the development as well as achieving tax efficiencies, drafting and preparing all the relevant documents in respect of sale of the apartments such as the letter of offer, Agreement for Lease, Agreement for Sale and Sub-Lease.
- Acting for Vishwa Developers, a professionally managed real estate development company specialising in the development of residential and commercial layouts, in connection with its multi-purpose development located in South C, Nairobi known as the “DG Oasis” comprising of a total of 368 Apartments of 1800 sqft each, a shopping centre and a school day care centre, including structuring the transaction and the management company; considering tax consequences and efficiencies on the structures; dealing with the main construction contract and disputes arising from it; advising on the acquisition and change of user in respect of the property; advising on the legal and management structure in respect of the development; drafting and preparing all the relevant documents in respect of sale of the apartments such as the letter of offer, agreement for lease and the lease itself.
- Acting for various international lenders and private equity companies to conduct due diligence exercises in respect of the laws and regulations governing the financial and Capital Markets Industry in Kenya.
- Acted for clients in drafting complex wills covering cross-border assets of high net worth estates and advising on succession planning structures.
- Acting for various clients in probate and succession matters including applying for and attending to the hearing of succession matters up to the issuance of grants and the transfer of assets from estates to the ultimate beneficiaries.
- Acting for several landlords of shopping malls and commercial buildings, preparing leases and advising on landlord and tenant laws.