



# Provia Akinyi Odhiambo

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

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## Background

Provia Odhiambo is a Senior Associate at ALN Kenya | Anjarwalla & Khanna with over nine years post admission experience in Banking and Finance transactions, real estate and private client work. Her area of focus is on project finance transactions, pre-contract due diligence, review of LMA governed financial documents, preparation of definitive loan agreements, providing transaction legal opinions and assisting with the fulfillment of any conditions precedents and conditions subsequent to finance transactions. She has a breadth of experience in investment banking, structured finance, financial restructuring, corporate advice, public sector financial transactions, financial contractual framework analysis and revision, commercial and legal risk analysis on various financial transactions, syndicated financing, revolving and derivatives facilities, development funding, private sector term loan facilities, purchase of business and working capital financing, currency swap arrangements between lenders and mortgage related transactions. She has experience in both domestic and cross border financial transactions including negotiating cross border financial deals and deal execution.

Provia is a seasoned lawyer in succession and probate work handling complex succession matters both contested and non-contested probate. She has represented large estates in probate matters involving assets spread across jurisdictions. She regularly works with High-Net-Worth Individuals in drafting complex wills and guiding them on succession planning and wealth management tools for their assets situated in various jurisdictions.

Provia is proficient in handling a wide range of commercial and corporate legal matters, demonstrating comprehensive expertise in contract drafting and negotiation, corporate governance, mergers and acquisitions, and regulatory compliance.

## Membership in Professional Societies

- East African Law Society
- Law Society of Kenya
- Institute of Certified Secretaries

## Professional Qualifications

2024: Certified Secretary

2019 ? Date: Doctor of Philosophy in Law (PhD), the University of Nairobi

2016: Master of Laws, University of Dar es Salaam

2013: Postgraduate Diploma in Law, Kenya School of Law

2012: Bachelor of Laws (LL. B) University of Nairobi

## Career Summary

April-2023 – Date: Senior Associate, Anjarwalla & Khanna Advocates

Jan-2020 – March 2023: 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 E-Marine PJSC, a specialised entity incorporated in Dubai, United Arab Emirates (the UAE) that is in the business of offering submarine cable installation, maintenance and other related services in relation to its geographical expansion plan to berth one of its vessels permanently at a port in Mombasa in order to have a cable-ship stationed in Kenya to facilitate high-speed submarine fibre connectivity and also maintain submarine cables and repairing faults. My role involved liaising with Kenya Maritime Authority on registration, licensing and manning requirements relating to E-Marine's presence in Kenya and also engaging other state related agencies such as Kenta Ports Authority, Special Economic Zone Authority and Kenya Marine Life and Fisheries Research Institute on the regulatory requirements for E-Marine's project.
- Acting on behalf of Absa Bank Kenya Plc in the release of multiple securities securing an aggregate sum of KES 600 million. The borrower had entered into a commercial agreement to sell its entire issued share capital, unencumbered, to a third party. Our responsibilities encompassed reviewing the commercial terms of the acquisition within the underlying transaction documents, including the share purchase agreement, advising Absa Bank Kenya Plc on various aspects of the commercial transaction such as party obligations, risk elements, and discharge processes. Additionally, we drafted and negotiated financial undertakings issued by the acquiring entity, as well as professional undertakings from the acquiring entity's advocates, and drafted discharges relating to the Absa Securities.
- Acting on behalf of I&M Bank Limited in a transaction related to additional financing for a prominent global exporter of horticultural products in Kenya, totaling USD 46 million. The borrower was in the process of acquiring assets from another entity, including land, equipment, and machinery, to be charged to I&M upon completion of the purchase at a future date and to further secure the facilities. Our responsibilities involved structuring the financing for I&M, negotiating agreements with the third entity's lender, advising on security arrangements, reviewing purchase documents to safeguard I&M's interests, scrutinising local authority approvals for asset acquisition and land subdivision, and overseeing the transaction's compliance with financing conditions. Upon completion, we will conducted due diligence and drafted security documents to finalise the arrangement.
- Acting for **Diamond Trust Bank** in connection with the financing of USD 6.5 million in a project financing deal to a regional leader in the manufacture of iron and steel industry, Including advising on structuring the facility from a Kenyan perspective noting that the facility was to be secured by, inter alia, immovable

- properties situate in Kenya and owned by individual third parties and a corporate guarantee by a Kenyan entity with the main security being an all-asset debenture over the Borrower's assets in Uganda, conducting due diligence on parties to the transaction, drafting minutes of the board and shareholders of the corporate guarantors, drafting security documents, and perfecting the securities from a Kenyan perspective.
- Acting for **JP Morgan and Chase** who required advice on regulatory requirements related to local payables and receivables (USD onshore, Local CCY ACH and mobile payments) arrangement through a local bank where the local bank would act as JP Morgan's partner bank and deal with JP Morgan's global corporate clients doing business in Kenya, including Our role was to review the proposed arrangement between JP Morgan and the local bank, reviewing JP Morgan's portfolio of products and services proposed to be offered within the Kenyan market, reviewing the regulatory framework on the banking products, securities, consumer protection, communication and data protection and advising on how the same would impact the operations of JP Morgan including the licensing requirements and also setting out various regulatory exemptions which JP Morgan could benefit from based on their proposed structure.
- Acting for **Absa Bank Kenya**, a leading Kenyan bank in relation to an aggregate of USD.33.0M syndicated financing for a leading manufacturer of wheat and maize flour and edible oils, including advising Absa on structuring the facility with Ecobank, who was the continuing lender, conducting due diligence on the Borrower and its affiliates and advising Absa on a suitable securities structure for the facility, drafting the security documents, negotiating the security sharing arrangement for Absa and Ecobank under the Security Sharing Agreement and ultimately perfecting the securities.
- 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, structuring 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 opinion 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.

- 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.