



# Salimatou Diallo

## Managing Partner and Founding Partner | ADNA

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## Background

Salimatou is ADNA's Managing Partner. Her practice focuses primarily on complex project development and project finance, M&A, general corporate and commercial and other matters, principally in the energy and mining sectors in Francophone Africa, advising both DFIs and sponsors.

Having graduated from the University of Paris I – Pantheon Sorbonne and the American University of Washington DC with an LL.M, Salimatou began her career in the Paris offices of major UK and international law firm Hogan Lovells and later Herbert Smith Freehills, where she was promoted to Of Counsel.

After 10 years' experience working on African projects, particularly on cross-border transactions across all sectors, contract negotiation and structuring partnerships with African government bodies, Salimatou decided to establish her own independent law practice in Conakry.

Salimatou Diallo is ranked as a tier one lawyer by both Chambers Global and IFLR1000.

## Professional Membership

- Member of the Conakry Bar
- Member of the Paris Bar
- Member of the New York Bar

## Professional Qualifications

2002: JD equivalent in International law, University of Paris I, Pantheon Sorbonne

2003: Master in International Economic Law, University of Paris I, Pantheon Sorbonne

2004: Master of Laws (LLM), American University of Washington DC

## Career Summary

2021 – Date: Managing Partner, ADNA

2013 – 2021: Partner, SD Avocats (Conakry, Republic of Guinea)

2006 – 2013: Of Counsel, Herbert Smith Freehills (Paris, France)

2005 – 2006: Associate, Hogan Lovells (Paris, France)

## 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, reviewing the SPA, and drafting the corporate resolutions.
- Acting for Banque Centrale Populaire in connection with the financing of the Societe Miniere de Mandania, a subsidiary of the Managem Group, including advising on the financial structure of the transaction and reviewing from a Guinean law perspective the due diligence report and the finance documents (loan agreement, security documents, direct agreements).
- 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 negotiating with the Guinean State, reviewing 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 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, including all the permits and authorisation process in cooperation with the Guinean administration.
- 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, which include details of the key approvals, licenses or registrations required for the implementation of the project.
- Acting for ib vogt GmbH in connection with 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 purchase agreement) and providing general legal assistance on the project and any related documents.
- Acting for China Development Bank in connection with the USD 830 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.
- Acting for European Investment Bank, Proparco and several other development finance institutions in connection with the USD115 million financing of the IPT Powertech Group in Lebanon, the Republic of Guinea and Nigeria, 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 in connection with the USD25 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 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 USD32 million granted to Cellcom Guinée, 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 Société Générale in connection with the USD 76.895 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 authorisations 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's 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 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 Export-Import Bank of China "China Exim Bank" in connection with the development and project financing of the Souapiti and Kaleta hydropower projects in Guinea, including carrying out the legal due diligence of the project, advising on the legal framework applicable to the projects and advising on key issues of the financing structure.
- Acting for Proparco in connection with the USD 50 million trade finance guarantee for Ecobank subsidiaries, including reviewing the English law financing agreements, the board resolutions governed by OHADA corporate law, the conditions precedent and issuing a legal opinion for Ecobank Guinea.
- Acting for Proparco in connection with a subscription agreement and put option agreement for the shares held by Activa Finances with a guarantee from a Guinean subsidiary, including drafting the share pledge agreement and reviewing the conditions precedent.
- Acting for Endeavor Energy in connection with the development and project financing of a brownfield and greenfield power project in Guinea, including drafting of an investment convention, reviewing and commenting on the PPA, drafting of a land use agreement, advising on permitting requirements for the project and assisting the sponsor in the context of the financing by institutional lenders.
- Acting for Agence Française de Développement in connection with the EUR 30 million facility agreement to the Republic of Guinea regarding the financing of the National Water Company (Société des Eaux de Guinée), including reviewing of credit agreements and issuing a legal opinion in the context of the financing.
- Acting for Agence Française de Développement in connection with the financing (Loan and Grant), intended for the rehabilitation and extension of Conakry's electricity transport and distribution network,

- including drafting of a legal memorandum, reviewing of the credit agreement, retrocession deeds and issuing a legal opinion in the context of the financing.
- Acting for an European client in connection with preliminary regulatory advice applicable to the development of a solar and hydro power project in Guinea.
- Acting for CleanPowerGeneration GmbH 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 advising on the legal framework applicable.
- Acting for a Mauritius power company in connection with its supply of electricity to the Republic of Guinea, including drafting the power purchase agreement and advising on regulatory issues, tax and customs in light of the new investment code.
- Acting for Mauritius power company in connection with the acquisition of major stake in a hydropower project.
- Acting for Solve?o Energie in connection with the development of a renewable energy photovoltaic project in Guinea.
- Acting for China Geo-Engineering Corporation and China New Era Group Corporation in connection with the due diligence of Forward Africa Resources SA, a mining company incorporated in Guinea (corporate, infrastructure and mining assets).
- Acting for Onomo International through its local subsidiary in connection with the construction of a 3-star hotel in Conakry, including advising on the approval procedure under the investment code, drafting and negotiating the investment convention with the Republic of Guinea, and permitting regulatory issues.
- Acting for IFC in connection with some Ebola-related financings.
- Acting Pala Investments in connection with the USD 10 million financing of the exploitation of a bauxite mine in Guinea, including mining and corporate due diligence of the project and drafting of Guinean security documents including the first pledge over an exploitation permit under the new Guinean Mining Code, issuing a legal opinion on the validity and enforceability of the financing documents (foreign and Guinean law)).
- Acting for African Export-Import Bank (Afrexim) in connection with several industrial and real estate project financings in Guinea, including reviewing and commenting on the facility agreement governed by French law, Guinean law security interests' documents, follow-up and checking of conditions precedent to the financing relating to the Guinean borrower and issuing a legal opinion on the validity and enforceability of Guinean law financing documents.
- Acting for an international financial institution in the context of the financing of various Guinean banks, including establishing the conditions precedents list in particular regulatory exchange control authorisations of the Central Bank of Guinea, advising on the validity and enforceability of Guinean law financing documents.
- Acting for European commercial bank in connection with the context of a loan agreement to a Guinean company, including issuing a legal opinion on the validity and enforceability of foreign law financing documents in Guinea.
- Acting for a client in connection with an acquisition of shares in the banking and insurance sectors in Guinea, including conducting a comprehensive due diligence of the local companies.