

## **LOA - Advogados Associados**

### ***Law. Oath. Action***

#### **Corporate and Commercial**

The corporate services cover a large spectrum of legal matters including: incorporation of companies, JVs, foundations, associations, registration of foreign commercial representations/branch offices, operating licenses, winding up of companies, competition law and provide secretariat services for corporations.

We draft various type of contracts, assist in mergers and acquisitions (M&A), in private and public equity and debt offerings; we support clients through all stages of their transactions to ensure successful deal outcomes.

Our clients benefit from a valuable combination of international insight and local knowledge that allows us to handle all aspects of complex domestic and cross-border corporate transactions. Understanding the industry and the day-to-day issues faced by our clients is critical to our success.

#### **Banking, Foreign Exchange and Insurance**

Our work consists on assisting clients in all aspects of local and cross-border financing, financial products including debt securities.

In this area, in addition to the incorporation and registration of Credit Institutions and Financial Companies, including the authorisation process, incorporation and registration, we assist clients in terms of corporate governance, compliance, authorisation for the usage of new banking products and negotiations with the commercial banking regulatory authority, and legal due diligence to Credit Institutions and Financial Companies.

**Foreign Exchange Controls:** For any capital transactions involving domestic and foreign entities.

**Financing:** We assist clients with various types of financing, from simple loans to Project Finance, and corporate loans, debt restructuring, trade and export of commodities. Our assistance consists on the drafting of various facility agreements, security documents and registrations, analysis of facility agreements governed by foreign laws from a Mozambican perspective, assisting with the compliance of conditions precedent, due diligences, among others.

**Equity capital:** We provide assistance with matters as company registrations with the Mozambican Stock Exchange, regulatory matters related to Mozambican Stock Exchange, assistance in regulatory matters

related to insurance.

We participate in the drafting and negotiation of projects and financing documents that involve different jurisdictions in order to assure that the agreements comply with Mozambican law, without deviating from commercial international practices.

We also assist clients in the insurance sector, which has a peculiar feature in Mozambique which provide as a general rule that local risks shall be covered by a locally licensed insurer company. There are exceptions to the rule.

## **Energy**

We represent clients in any type of power projects, representing sponsors, developers or lenders. In particular, we represent clients in the full scope of transactions, from bidding to licensing to farm-outs and other related transactions. We are particularly recognised by our experience in negotiating project documents, including the concession agreement, the power purchase agreements, the tolling agreements as well as the operation and installation licenses.

We have done coal, gas, solar and wind renewable power projects in Mozambique.

Our track record in power projects - extensively advising on the development, operation, and financing of a range of projects - includes many "milestone projects" in Mozambique.

Our clients will take advantage of our local market knowledge and relationships, first mover advantage for new opportunities and introductions to key local regulators and industry players. Our comprehensive industry knowledge, local reach and world-class abilities enable us to bring the right people, with the right skills, wherever you operate.

## **Mining**

Our capabilities include:

- Assisting clients obtaining mining titles (exploration and concession titles) or negotiating mining agreements, drafting and execution of contracts across the entire value chain, including farms in and out, reporting obligations as well as operatorships.
- Legal due diligence on holders of concessions, licenses or assets, either for the purpose of monitoring and assessing the fulfillment of their statutory obligations or in connection with merger and

acquisition transactions, transfers of participating interests or assets and financing.

- Issuing legal opinions on issues emerging out of concession contracts, licenses and permits, relationship with stakeholders and others.
- Advising on the application processes emerging out of environmental legislation in the monitoring and evaluation of compliance with their environmental statutory obligations, including resettlement action plans.
- Representation of concessionaires and operators in legal reform public consultation processes by making submissions on behalf of the industry on various bills and draft regulations — always for the benefit of the industry and with a view towards making Mozambique a more competitive destination for investment.
- We have good relationship with the regulatory authorities, which enables us to easily and lawfully unlock any glitch along the process.

## **Oil & Gas**

Our capabilities include:

- Assisting clients from cradle to grave, i.e. from bidding to licensing and beyond. This entail negotiating concession contracts, licensing and obtaining permits, drafting and execution of contracts across the entire value chain.
- Legal due diligence on concessionaires, licenses or assets in Mozambique, either for the purpose of monitoring and assessing the fulfillment of their statutory obligations or in connection with merger and acquisition transactions, transfers of participating interests or assets and financing.
- Issuing legal opinions on issues emerging out of concession contracts, licenses and permits, relationship with co-ventures and others.
- Advising on the application processes emerging out of environmental legislation in the monitoring and evaluation of compliance with their environmental statutory obligations, including resettlement action plans.
- Representation of concessionaires and operators in legal reform public consultation processes by making submissions on behalf of the industry on various bills and draft regulations - always for the benefit of the industry and with a view towards making Mozambique a more competitive destination for investment.
- We have good relationship with the regulatory authorities which enable us to easily and lawfully unlock any glitch along the process.

Our managing partner is a leader in oil and gas projects in Mozambique, with vast experience on negotiating of project documents and financing, as well as on licensing. His industry expertise includes the full range of oil and

gas transactions throughout the entire value chain, from upstream to downstream, including production, distribution and trading.

### **Transport and Telecommunications**

Under this sector we cover all types of transportation, including road, rail, maritime, ports and aviation.

With 14 million mobile users in Mozambique (2020) the telecommunication sector is evolving and presents with many opportunities, hence we being here to assist you along the entire value chain.

### **Intellectual Property and Technology**

LOA's managing partner is part of the first group licensed as trade mark agents in Mozambique, with license No. 13 from 1999.

**Industrial Property:** We provide advice on protection and defence of industrial property assets, such as trademarks, commercial names, logos, patents and others. We also provide advice on national, regional and international registration procedures.

### **Real Estate**

**Land:** We provide a wide range of advisory services relating to land matters, including assistance regarding applicable legislation and advice as to procedures for the obtaining and renewal of land rights ("DUAT"), detachment of land, including the drafting of various documents needed in this context, interaction with the relevant authorities, the drafting of manuals and guides regarding this process, advice as to matters connected with compensation and the resettlement of local populations, use plans, public consultation, environmental assessment, and opinions from technical services, inter alia.

We also assist with the drafting of promissory agreements and relevant definitive public deeds of purchase and sale, and on other ways of transferring immovable property, such as donation, contributions to share capital and exchanges, inter alia, and have drafted various supporting contractual documents, such as guarantees, powers of attorney, acknowledgments of debt and corporate resolutions.

We offer a full range of real estate services, including single asset and portfolio acquisitions and dispositions, single asset and multi-property/programmatically JVs, operating company investments, cross-border

investments, financing, construction and design, leasing, zoning/land-use, environmental law, real estate litigation and tax.

Our clients benefit from our significant experience in orchestrating complex, long-term projects that involve drafting documentation, facilitating negotiations, navigating legal and regulatory issues and, when necessary, litigating on their behalf.

Our team assists clients throughout the entire life cycle of their investments, wherever in the Mozambique business takes them.

### **Environmental and Climate Change**

Growing environmental awareness and historic developments like the Paris Agreement, the World Bank Environmental Social Framework, the International Finance Corporation Performance Standards are changing the way companies operate and infrastructure projects are financed. From emissions trading to harnessing clean and renewable energy sources, sustainable business initiatives are gaining ground in markets across the world. At the same time, accountability standards are rising higher and sanctions growing more severe, creating greater repercussions for noncompliance.

Environmental matters in Mozambique are gaining prominence particular with the natural resources exploitation, hence we being prepared to assist our clients throughout the project cycle to avoid or minimise an environment risk. We help clients getting their environmental licenses, undertake environmental audits, resettlement action plans, etc.

We address issues related to climate change, carbon markets and water treatment practices, we take a holistic approach that reflects the way our clients and governments view these issues.

### **Tourism and Conservation**

Mozambique boast large tracks of pristine coastal line and natural parks and protected areas, which are licensed or concessioned to private investors for sustainable tourism. Because land cannot be lawfully sold or encumbered in Mozambique and those areas are subject to special licensing, it is important to consult a legal practitioner to navigate the legal framework before venturing into this business.

Commercial tourism makes an ecologically significant net positive contribution to the effective conservation of biological diversity hence it has to be encouraged and guided for sustainable operation to biodiversity conservation. We are here to help add and gain value from nature in a sustainable way.

## **Employment**

We advise clients in Mozambique on all matters related to employment legislation, from the recruitment stage to retirement - helping them meet their workforce goals.

Our services include compliance with employers' initial and periodic statutory obligations, drafting employment contracts, assisting clients with structuring of working hours' schedules, conducting disciplinary proceedings, compliance with rules of hygiene and safety at work, the termination of employment contracts whether contentious or non-contentious, and pensions and social security regulations.

## **Immigration**

We work with clients on all aspects of immigration, including assisting throughout the life-cycle of an immigration application and handling visas and residence permits and other compliance related issues.

We also assist clients in the hiring of international staff and secondments.

## **Arbitration, Conciliation and Mediation**

For its strategic and commercial advantages, we advise our client to use institutional or private alternative dispute resolution mechanisms when doing business in Mozambique. The overall advantages are well known, in particular in terms of speedy resolution, controlling the proceedings and costs.