

Rödl & Partner

# OPERATING SECURELY

Legal Services in Kenya



„Successful strategies do not fall out of the sky. They are well thought out. After all they serve as a fundamental basis for our actions and those of our clients. We are very well endowed with our strategy to meet future challenges.“

Rödl & Partner

# Our Legal Services – Munyaka Advocates LLP

---

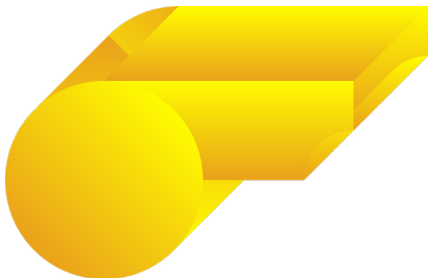
## M&A & COMMERCIAL LAW

We have long-standing experience and expertise in negotiating, advising on and preparing various types of commercial contracts and negotiating commercial transactions, and undertaking commercial transaction advisory work including the following:

- Joint venture agreements
- Supply and sale agreements
- Manufacturing contracts
- Distributorship and dealership agreements
- Sale and lease-back agreements

## FINANCE & SECURITIES LAW

- Advising on regulatory frameworks for banks and financial institutions
- Undertaking advisory
- Drafting financing and loan agreements, acting for lenders and borrowers as appropriate
- Reviewing financing and funding agreements
- Advising on legal requirements to perfect finance arrangements such as registration of debentures
- Perfecting securities in lending transactions, including drafting and registering charges and debentures



## RENEWABLE ENERGY, OIL & GAS

- Conducting due diligence on potential partners of new entrants into the market
- Review, negotiation and drafting various kinds such as the joint venture agreements, PSC, farm-in or farm-outs and other related documents
- Regulatory advice in relation to the relevant petroleum laws and licensing requirements
- Tax advice based on recent laws relating to sale of shares in oil companies

## CORPORATE LAW, COMPANY SECRETARIAL & COMPLIANCE

- Preparing shareholders and directors resolutions, attendance of company meetings and minute taking, advising the company on going and ad hoc compliance requirements under the Companies Act and company's Articles of Association, preparing and filing forms and documents required to be filled with the Company Registrar such as share transfer of documentation, changes to directors.
- Advising on and assisting in all legal matters relating to or affecting the company's mandate, constitution, representation and officials including changes and effect of amending Articles of Association, list of directors, register of shareholders
- Advising on, negotiating and preparing documentation required in
- transactions which involve changes to the company's mandate, constitution, representation and officials, including:
  - Legal and Tax due diligence in M&A transactions
  - Preparing warranties and representations in M&A, Sale & Purchase, and investment transactions
  - Preparing Share Purchase Agreements
  - Preparing and filing required documentation at the Companies Registry

## CONVEYANCING & LAND LAW

We have vast experience in real estate matters and we undertake the following legal processes:

- Conducting official and physical land searches
- Preparing sale agreements and agreements to lease
- Preparing land transfers and lease agreements
- Registration of rights in land
- Registration of subdivisions and easements on land
- Registration of encumbrances on properties including caveats
- Preparation and registration of securities against land titles including charges and mortgages
- Discharging and releasing encumbrances on land

## TRANSACTIONAL IP & TECHNOLOGY

Owing to our experience and expertise in dealing with intellectual property, our commercial IP team's work focuses on ensuring that intellectual property is characterised, identified and ring-fenced so as to deal with its commercial value accurately. We also substantially advise and guide our clients in emerging legal issues around technology including data privacy issues like data collection, retention, use and sharing. Our services and work includes preparing and negotiating:

- Development / creation agreements
- Franchise agreements
- Licensing agreements
- Distributorship agreements
- Assignment agreements
- Joint venture agreements
- Online and electronic agreements

## LABOUR, EMPLOYMENT & IMMIGRATION LAW

Our Labour and Employment team draws on our various strengths to provide the best guidance to our clients in dealing with their human resource. These services include:

- Advising on all legal issues concerning employees and consultants, from recruitment to termination
- Preparing employment and consultant contracts that are compliant with Kenyan laws
- Preparing and advising on secondment agreements and intra-company agreements relating to staff
- Advising on taxation of employees and consultants
- Providing legal advice and assistance in immigration matters including preparing and filing documents required for obtaining Work Permits, Dependant Passes, Residence Permits And Citizenship
- Advising, structuring, creating and administering Employee Share Option Schemes/plans (ESOP) including creating an appropriate vehicles (such as a trust), registering with relevant authorities, managing entry and exits from the ESOP, company secretarial services relating to the shares held by the ESOP.

## IP REGISTRATION & ENFORCEMENT

Our IP team is responsible for a large portfolio of trade marks, both registered locally in Kenya and also regionally through ARIPO and internationally via Madrid. In Africa, we are able to assist in registrations in over 20 countries, including all OAPI countries. Our main services under trade mark protection include:

- Trade mark and brand watch services for our clients and their portfolios
- Undertaking pre-filing searches at the trade marks and companies registries
- Trade mark prosecution involving filing, examination, advertisement and registration of trade marks
- Renewal of trade marks

Our IP team actively engages in assisting our clients to protect and enforce their IP rights, including patents, copyright, trade marks, design rights and rights to confidential information. These services include:

- Providing market investigation services for evidence of possible counterfeits
- Preparing and filing complaint against suspected counterfeiters and IP infringers with the Anti Counterfeit Agency , Kenya Copyright Board, Industrial Property Tribunal, High Court as the case may be
- Assisting clients in liaising with the Anti Counterfeit Agency and Kenya Copyright Board in anti-counterfeit raid actions
- Undertaking civil litigation in the courts against IP infringement

#### COMPETITION & CONSUMER PROTECTION

- Providing regulatory advice on competition and anti-trust matters in Kenya
- Advising on, preparing for and filing applications for exemptions from the Competition Authority
- Advising on and conducting the filing of a regulatory notification or exemption letter as the case may be
- Issuing opinion and advice on competition matters in Kenya and the applicability of COMESA regulations
- Advising on and notifying the Competition Authority in respect of certain notifiable transactions and proposed transactions
- Advising on manufacturer and producer liability for defective products including under the Consumer Protection laws and regulations on product recalls

#### FOOD & AGRO- PROCESSING LAW

We have expertise advising on regulatory framework in the agricultural industry supply chain, providing expert advise on:

- Advising on plant breeders rights and KEPHIS requirements
- Advising on requirements for food products labelling
- Advising on Kenya Standards for various food items, and regulatory frameworks for agro-processing and food safety
- Advising on consumer protection legislation and regulations

## TAX LAW

We have a team of tax lawyers whose specialist areas include Transfer Pricing and compliance. Our services include:

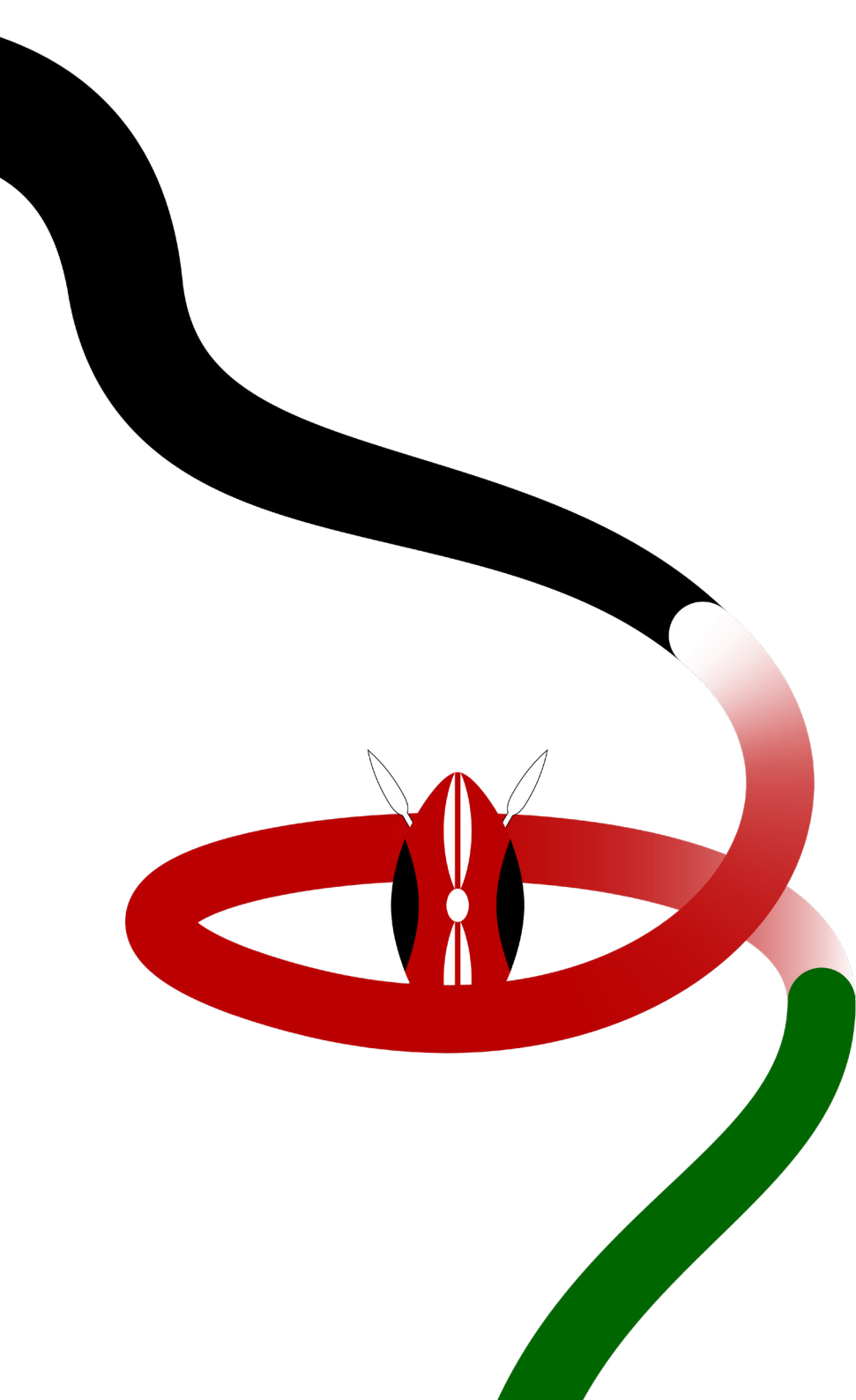
- Advising on various tax laws including income tax, value added tax, corporate tax, and personnel taxes
- Advising on tax implication of various models of doing business including limited liability partnerships, branches of foreign company, local subsidiary of foreign company
- Tax computation and compliances
- Transactional tax advisory

## RESTRUCTURING, INSOLVENCY & DEBT RECOVERY

We are experts in assisting our clients manage debt recovery and insolvency processes. We service clients in various sectors including venture funds, investment banks, commercial banks and government entities. Our customised services include:

- Preparing and analyzing security documentation
- Advising on restructuring and rescheduling of debts
- Advising on the most suited mode of debt recovery
- Advising on the available modes of debt recovery
- Advising and managing mediation, arbitration and court litigation
- Advising and managing rescue securitizations and insolvency proceedings





# Contact Nairobi



Penninah Munyaka

T +254 72 2480 825  
penninah.munyaka@roedl.com

Penninah Munyaka is a seasoned lawyer in Kenya with over 12 years of experience. She holds a Bachelor of Laws Degree and a Master of Business Administration from the University of Nairobi.

Penninah Munyaka specialises in Corporate and Commercial Law particularly in Mergers & Acquisitions, Joint Ventures, Private Equity, Corporate Restructuring & Insolvency, Banking and Project Finance, Securitisation, Real Estate and Land Law, Labour Law, Renewable Energy, Oil and Gas. She has advised on a number of local and multi-national transactions in M&A, Project Finance, Joint Ventures and Renewable Energy projects.

Penninah's strong client focus and client centricity in advising her clients has earned her a coveted role as a trusted advisor to many of her clients who can rely on her not only for strategic advice but also for precise execution.



Nairobi

● NAIROBI

3rd floor, K.A.M House  
(opp. Westgate Mall)  
Peponi Road  
P.O Box 2087-00606  
Nairobi

T +254 775 9740 50

Visit us!

[www.roedl.com/kenya](http://www.roedl.com/kenya)