PROFILE

MUNYASYA & Co.
ADVOCATES

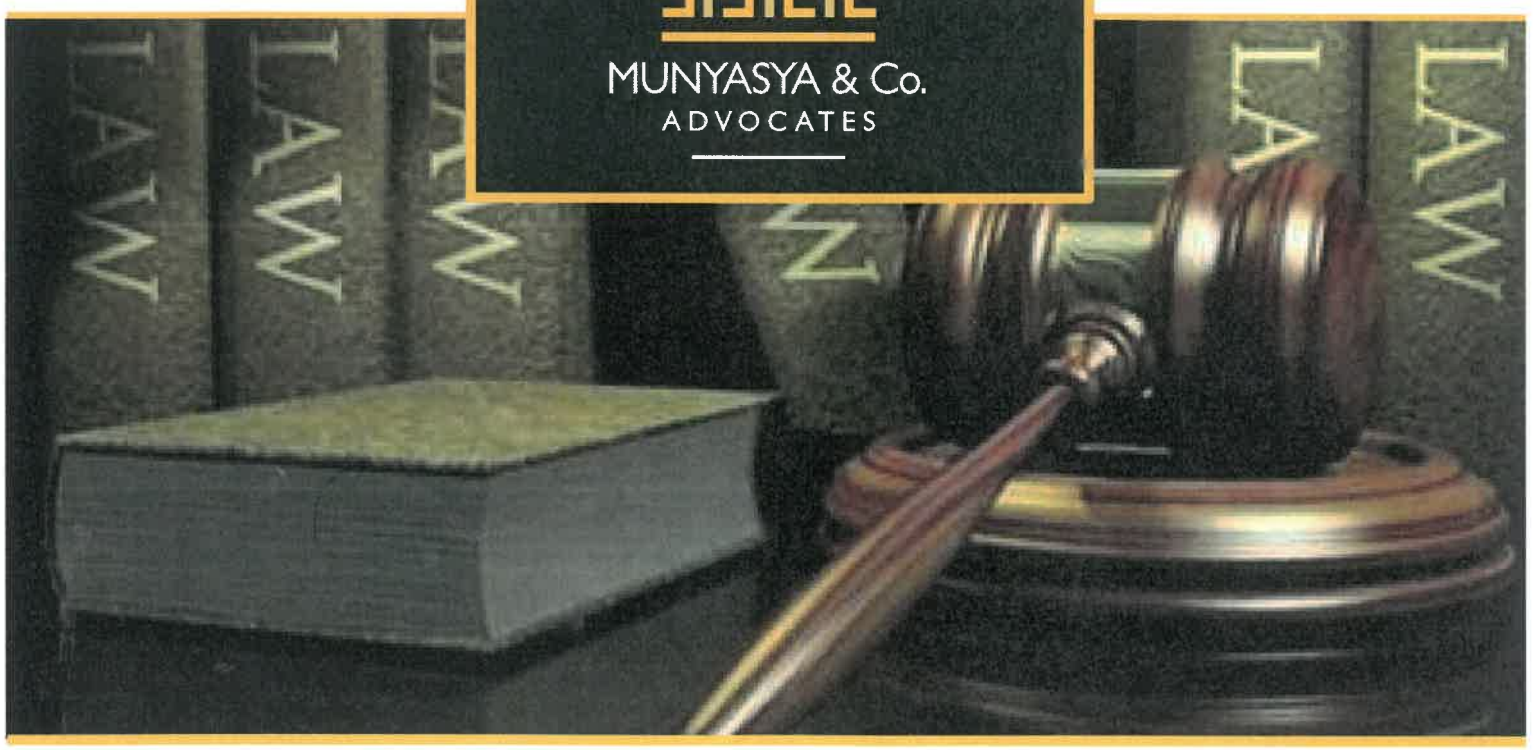


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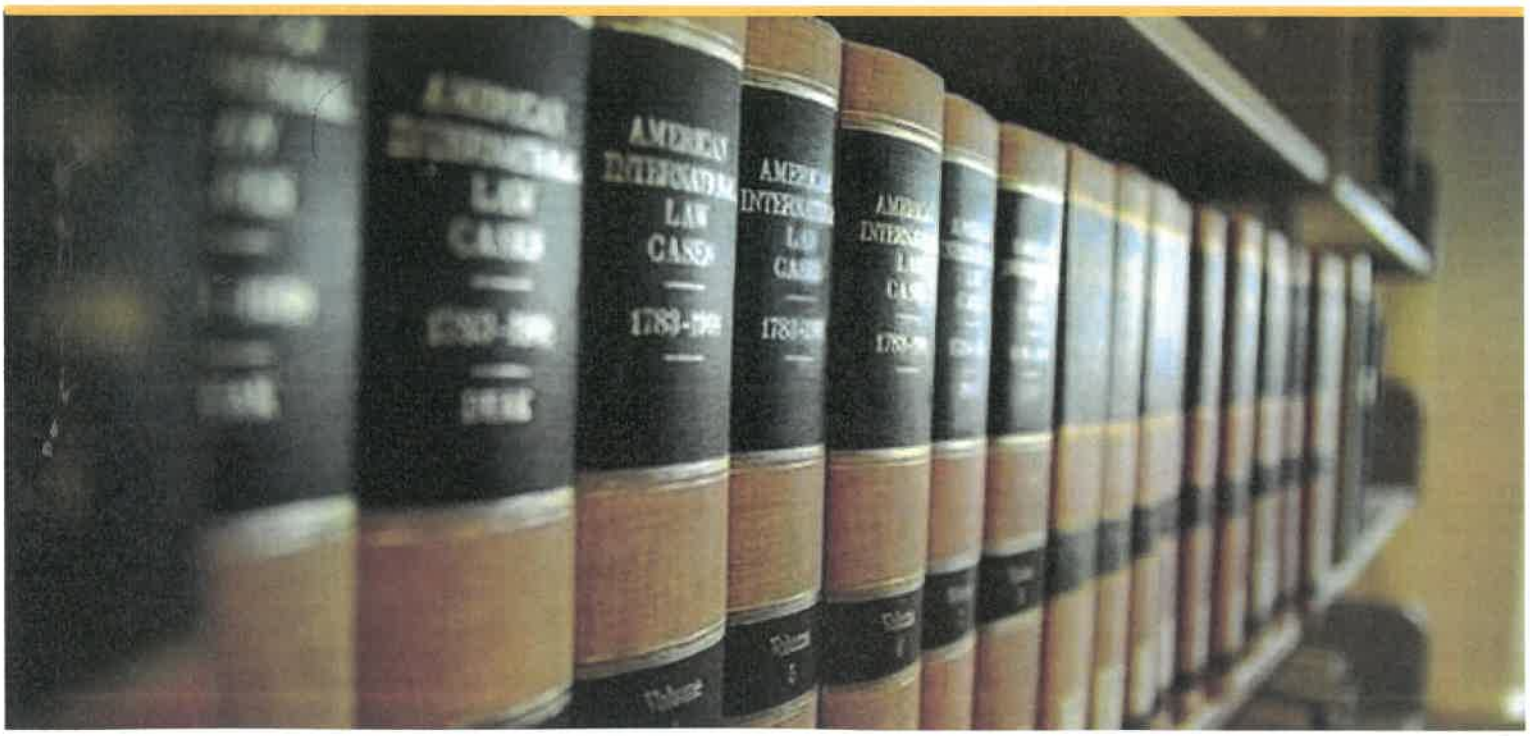
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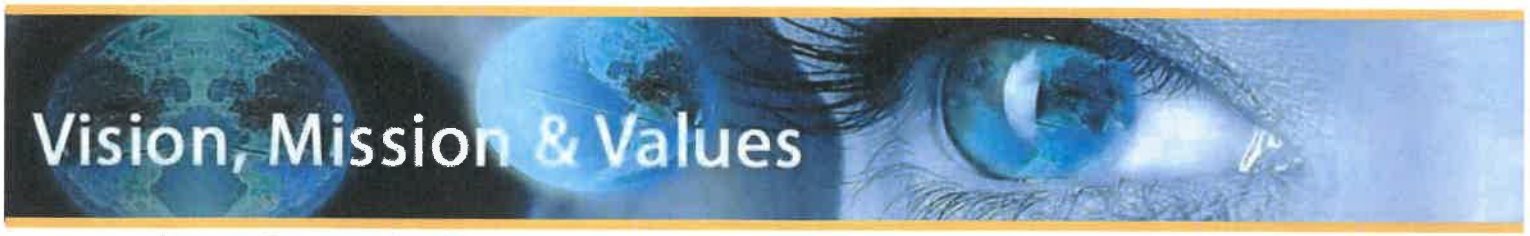
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Introduction

Munyasya & Co. Advocates is a medium sized Law firm Nairobi, Kenya. We offer a range of comprehensive legal services to corporate and individual clients in Kenya. Through our affiliations, we can offer legal services in the East African region. The firm has built a reliable team and profile to offer legal services in diverse areas including: - Conveyancing and securities Law, Corporate and Commercial Law, Constitutional Law, Civil and Commercial Litigation, Environmental Law, Media Law, Company Law, Debt Recovery, Probate and Administration and Alternative Dispute Resolution (ADR).

The firm has gained recognition as an effective pillar of Legal services in a fast and efficient manner. Members of the firm have gained wide experience in the legal practice. The firm has represented a wide range of clientele ranging from private individuals and small businesses to Large International organizations.



Our Foundation

A. Firm Vision

Our vision is to offer high value service oriented legal partner in Kenya and Eastern Africa region.

Our Mission is to build a reliable value oriented legal services and business growth partner in the region with highly specialized legal professionals.

Our firm is committed to be a premier Law firm in Kenya and the East African region, to build and sustain the confidence of our individual and institutional clients for the provision of high value, efficient, practical and business oriented legal services. We commit to build our professional profile on firm dedication to professional excellence, integrity and client satisfaction. Our vision is also driven through collegiate leveraging of our diverse skills, effective firm management, timely and open collaboration with our clients, cost management and integration of technology. We give prominent attention to continuous learning and community service through pro-bono work.

We are fully committed to work and deliver for our clients.

B. Our Service Commitment – Firm Values

- We **focus our utmost abilities and resources on our clients** and their interests at all times, combining high standards of professionalism with a keen understanding of their businesses so that we can help them solve any problems and surmount any challenges they may face.
- We pursue **excellence** in every aspect of our professional lives, aiming to deliver quality, innovation and consistency in all aspects of our service.
- We hold ourselves to high ethical standards, believing in **integrity.**
- We emphasize **teamwork** and effectively leverages on our diverse competencies.
- We value **energy**, as individuals and as a firm, in working hard and striving to be the best in all that we undertake.
- We draw upon the **diversity** of our lawyers and their talents. By collaborating with colleagues, we bring together ideas that represent various experiences, cultures and backgrounds around the globe. Our collegiate approach to each assignment bring this collective experience to bear when addressing the needs of our clients.



Practice Areas

Real Estate/Property law

Our work in this area is with land owners and developers, ranging from companies, large trusts and to individuals. We have capacity to assist clients in the development of commercial properties, trading centers, vacation resorts, shopping centers, business and industrial parks, raw land subdivisions and residential estates developments, both large mixed-use as well as two-unit projects.

Our real estate practice is broad-based and comprehensive, with lawyers in representing owners, lenders, developers and investors in:

- Purchases, sale, leases.
- Structuring real estate development projects
- Acquisitions and dispositions
- REIT transactions
- Joint ventures, partnerships and equity investments
- Financings, including syndicated lending, securitizations and other capital markets transactions
- Bankruptcy and restructuring work, including workouts, distressed real estate investment and loan restructurings
- Leisure, hospitality and gaming transactions
- Construction contracts
- Consumer credit
- Real property litigation
- Environmental
- Trusts and trust administration
- Mortgages.

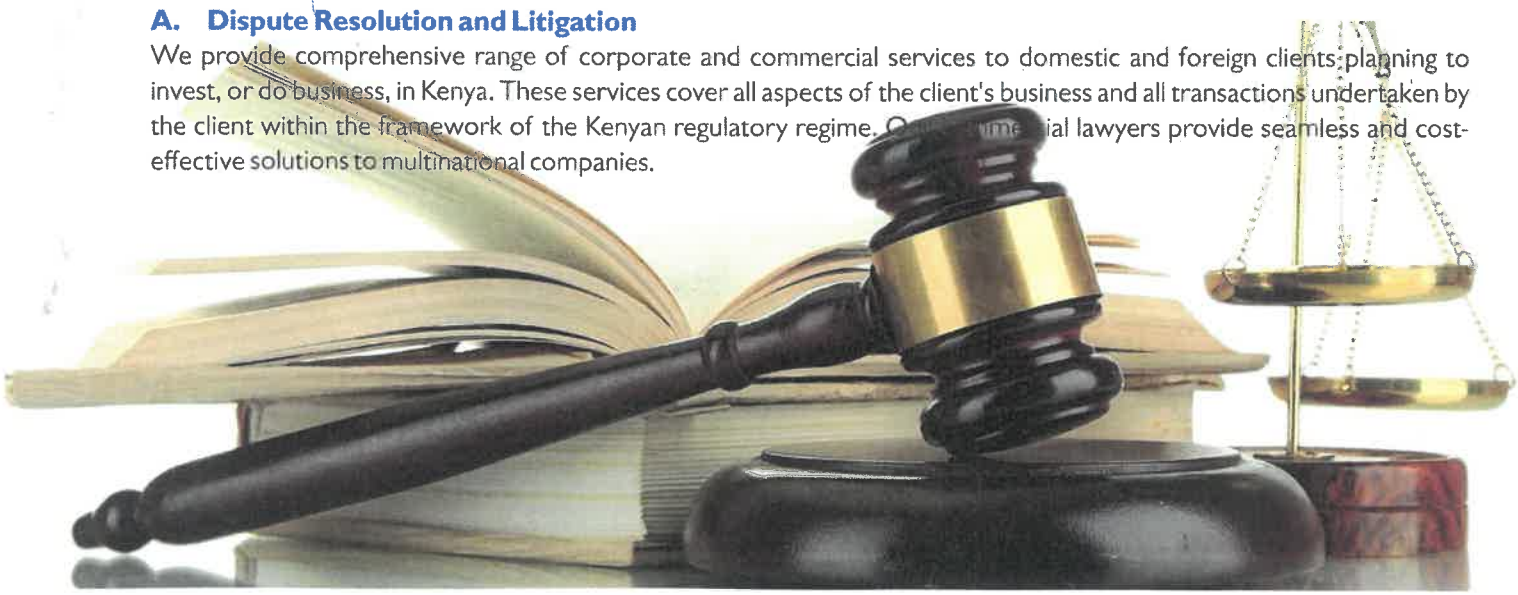
Conveyancing and Real Property Transactions

Our property team has extensive knowledge and experience of the real property transactions. We also take keen interest to keep abreast with the development of the law and marketplace. Our lawyers are responsive to the commercial objectives and understand the markets we work under. We have capacity to help the small retail buyer and the big estate property developer plan and execute their affairs in a manner that achieves their objectives. Our integrated approach enables us to provide a full range of real estate and property law services and, in addition, can advise on technical areas, such as tax, joint ventures and new investment vehicles (Real Estate Investment Trusts – REITS), finance, planning, litigation and environmental law issues.

Whatever service we offer, they all share one thing in common; we provide commercial, pragmatic solutions to complex real estate problems. We thrive on the challenge of maximizing opportunities for our clients to achieve their financial and commercial objectives, whilst – at the same time – identifying and managing the risks they face.

A. Dispute Resolution and Litigation

We provide comprehensive range of corporate and commercial services to domestic and foreign clients planning to invest, or do business, in Kenya. These services cover all aspects of the client's business and all transactions undertaken by the client within the framework of the Kenyan regulatory regime. Our commercial lawyers provide seamless and cost-effective solutions to multinational companies.





Our services include work relating to:

- advising on the legal framework for the proposed business activity, as well as on the preferred vehicle or structure for the investment, including the establishment of branches, subsidiaries, representative offices, regional headquarters, regional operating headquarters, and other types of business vehicles;
- advising on and obtaining special registrations for corporate entities to avail of tax and other incentives under Kenyan law;
- advising on and obtaining government approvals, permits, licenses and registrations for the client's operations;
- preparing, negotiating and reviewing contracts for various corporate and commercial transactions that may arise from the client's business; and
- advising on the Kenyan regulatory regime for various corporate and commercial transactions that may have implications on the client's business.
-

Our Dispute Resolution Practice Lawyers provides strategic dispute analysis and practical advice on realistic assessments of the outcomes and potential costs. We help you to make informed decisions consistent with your commercial objectives. Our dispute resolutions lawyers provides strategic counsel on all forms of dispute resolution, from negotiation and mediation, to arbitration and litigation.

1. Arbitration

- International and domestic
- Commercial arbitration
- Construction arbitration
- Commercial Litigation
- Corporate disputes, including
- Shareholders' actions and other inter-corporate and intra-corporate disputes
- Partnership and joint venture disputes
- International trade disputes
- Banking and finance disputes
- Distribution agreement disputes
- Insurance and reinsurance
- Actions
- Restraint of trade
- Intellectual property actions
- Construction disputes

2. Commercial and Civil litigation

- General commercial and civil litigation;
- Airline litigation (contract and tort liability claims), including representation of several of the world's largest air carriers before administrative agencies
- Professional negligence
- Contract and property disputes
- Enforcement of foreign judgments and multijurisdictional conflicts
- Tort claims

3. Criminal Litigation

- Specialized litigations
- Administrative, tax and customs litigation
- Mining litigation.
- Corporate compliance
- Corporate rehabilitation and insolvency

B. Employment and Immigration

We provide what clients seek: rigorous guidance on responsible employment practices. Munyasya and Co. Advocates helps employers develop sound and mutually beneficial internal employment policies, leveraging the deep knowledge of the dynamics of Kenyan and international labor laws and practices. Close collaboration with industry leaders enables us to better understand employers' needs and effectively address concerns about maintaining a workforce in Kenya.

We represent international and domestic companies in industries ranging from banking and financial services, business process outsourcing, information technology and telecommunications, to pharmaceuticals and healthcare, energy and mining, manufacturing and non governmental sector.

Clients turn to us for advice in employment procedures and labor laws including:

General employment law advice

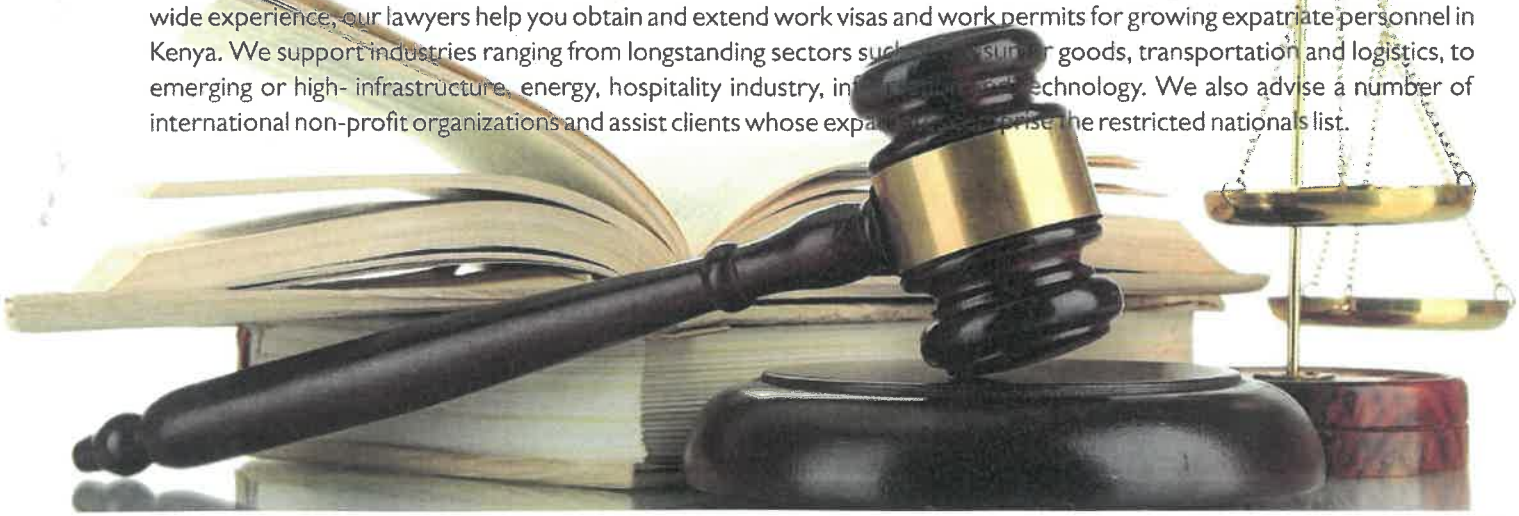
- Employment contract review and development
- Workmen's compensation
- Employee benefits
- Executive compensation and transfer
- Collective employment termination
- Collective bargaining agreements
- Discrimination and sexual harassment law advice
- Trade union recognition procedures
- Executive termination
- Employment litigation
- Immigration-related matters

1. Immigration

As the Kenya assumes a prominent role in the international labor market, and, increasingly, with the East African regional economic cooperation, movement of human capital across regions is more evident.

We offer comprehensive support for immigration related matters.

Munyasya and Company Advocates works closely with the Kenyan Immigration authorities, labour authorities, Chamber of commerce to advise on immigration procedures and help companies meet immigration requirements. With wide experience, our lawyers help you obtain and extend work visas and work permits for growing expatriate personnel in Kenya. We support industries ranging from longstanding sectors such as [illegible] goods, transportation and logistics, to emerging or high- infrastructure, energy, hospitality industry, in[illegible]echnology. We also advise a number of international non-profit organizations and assist clients whose expa[illegible]rise the restricted nationals list.





Our immigration advice covers:

- All visa-related procedures, including visa extension, visa conversion, exit or re-entry and visa downgrading
- Foreign employment-related procedures for special work permit, provisional permit to work and alien employment permit
- Residence permits,
- Dual citizenship and naturalization
- Deportation proceedings

C. Tax

We offer advice to help clients plan their affairs to minimize risks and maximize tax incentives. We help clients entering the Kenyan market design and implement tax structures that are practical and tailored to your local operations. We help address regulatory issues to protect your business from unforeseen exposure. We represent clients before pertinent government agencies, local government units and the courts in assessment and refund cases involving national taxes, local taxes and customs duties.

Our tax professionals work closely our clients to deliver tax and representation before tax authorities relating to tax reviews in all sectors including: information technology, telecommunications, pharmaceuticals, manufacturing, and mining industries. We execute proven strategies to help clients resolve tax and customs disputes. Our professional awareness and relationships with government agencies enable us to pursue the right remedies before the relevant tax authorities.

We regularly advise clients on:

- Corporate tax
- Tax structuring for mergers and acquisitions corporate reorganizations
- Tax incentives available to foreign investments
- Taxation of employee compensation and benefits
- Real estate transactions
- Income and withholding taxes
- Tax treaty issues
- Tax and customs audits
- Valuation and classification issues
- International trade and customs issues
- Trusts and wealth management
- Value-added tax
- Local business tax and real property tax issues

II. Firm professionals

A. Partners

1. Caroline Munyasya, Managing Partner

Caroline Munyasya holds an LLB degree from Moi University School of Law, Post Graduate Diploma in Law from the Kenya School of Law. Caroline has extensive experience in all areas of law. She trained and worked as an associate in the law firm of Kioko Munyithya Ngugi & Co. Advocates. At the Firm she led considerable conveyancing transactions and advised on litigation involving property disputes. She has experience working with land registries in Nairobi and up country and can turn complex transactions within strict timeframes. She has strong research and impeccable document management skills that makes her particularly useful in complex matters involving multiple parties or issues.

Areas of Practice

- Property law and conveyancing
- Company incorporation and advisory work
- Project finance and loan syndications
- Banking and securities
- Company and commercial practice
- Civil litigation

2. Mr. Moses Owuor, Consulting Partner

Moses Owuor has LLM from the University of London, Post-Graduate Diploma in Law from the Kenya School of Law and LLB from the University of London. Moses' post graduate studies focused on International Financial Regulation, Corporate Governance, Capital Markets, Securities Law and International Trade and Economic Law. Moses has in-depth knowledge of broad areas of corporate and commercial law, banking and international finance, securities law, international trade, international taxation and administrative law. Moses worked at Mohammed Muigai Advocates where he advised on major transactional and contentious matters. Moses has worked for the Kenyan Government under the Ministry of Justice and Constitutional Affairs where he advised on legislative development following the enactment of Constitution of Kenya in 2010. He has also consulted for KPMG in developing the structure, scheme of service including tax obligations of the Independent Electoral and Boundaries Commission. Moses has wide experience in constitutional law, election law and dispute resolution.

(a) Honours and Memberships

- Member, Law Society of Kenya
- Chevening Scholar, 2009/10

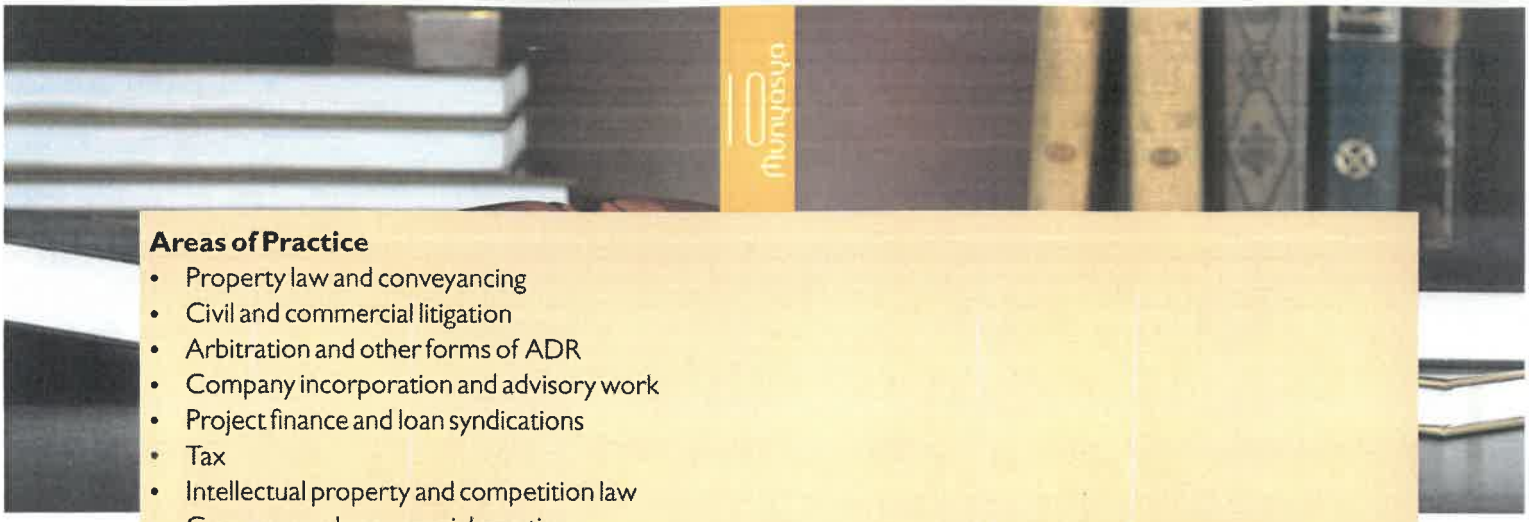
Main areas of practice

- Real property and conveyancing
- Banking and securities
- Project finance and loan syndications
- Structured finance
- Capital markets
- Company and commercial practice
- Insolvency and restructuring
- Finance leasing
- Civil litigation
- Administrative law and judicial review
- Public procurement
- Public finance
- International tax

3. Jared Omari, consulting Partner

Jared Omari holds an LLM degree in Public Finance from the University of Nairobi, LLB from the University of Nairobi and Post Graduate Diploma in Law from Kenya School of Law. Jared O[illegible] fully qualified Certified Public Secretary (CPS – K). Omari is a highly capable and experienced advocate [illegible] nd distinguished himself in a number of large firms including LJA Associates and Singh Gitau Advocates. [illegible] years of experience handling litigation in lower and appellate courts in Kenya including disputes in Industri[illegible]ourts and other Tribunals. Omari offers high value legal services in property transactions, intellectual property, immigration and other commercial transactions.





Areas of Practice

- Property law and conveyancing
- Civil and commercial litigation
- Arbitration and other forms of ADR
- Company incorporation and advisory work
- Project finance and loan syndications
- Tax
- Intellectual property and competition law
- Company and commercial practice
- Public and constitutional law
- Civil litigation

Associates

We have 4 experienced associate Advocates who have vast experience in commercial Law and Arbitration.

4. Administrative Staff

We have a very experienced office Administration Manager, an accounts clerk, one Legal secretary as well as two conveyance officers dealing with conveyancing works covering various Land registries all over Kenya. In addition we have two qualified court clerks, two process servers, and one office messenger as well as an office driver to supplement our professional staff.

B. References

Our firm has been providing legal services to some of the following corporate clients among others i.e.

- Family Bank
- National Bank
- Housing Finance Corporation of Kenya(HFCK)
- KCB Bank & Equity Bank (Kenya) Limited
- Itracom-Fomi Limited
- Itracom Fertilizers Limited
- Office of the County Government Nairobi
- AAD Real Estate
- Office of the Clerk Nairobi County Government
- Togen Holdings Limited
- Khweza Consulting Limited
- Nairobi County Assembly.
- Adwaa Alkalil Development Limited.
- Biozeq Limited.
- ADG Developers Limited.

You are welcome to contact any of our above named clients to confirm the quality of services we offer.

III. Relevant Firm Information

A. Insurance

We have a professional indemnity cover of 950,000,000/= with Fidelity Insurance to cushion us from professional liability.

B. Charges

Our charges are pocket friendly and reasonable and in keeping up with the charges stipulated in the Advocates Remuneration order but where the charges may not be provided for in the said rules our charges are negotiable and in keeping with the current market trends. Discounted rates are offered for large volumes of work in accordance with the Advocates Remuneration order.

C. Bankers

We operate Bank accounts with Family Bank, KCB Bank, Equity Bank, HFCK and National Bank.

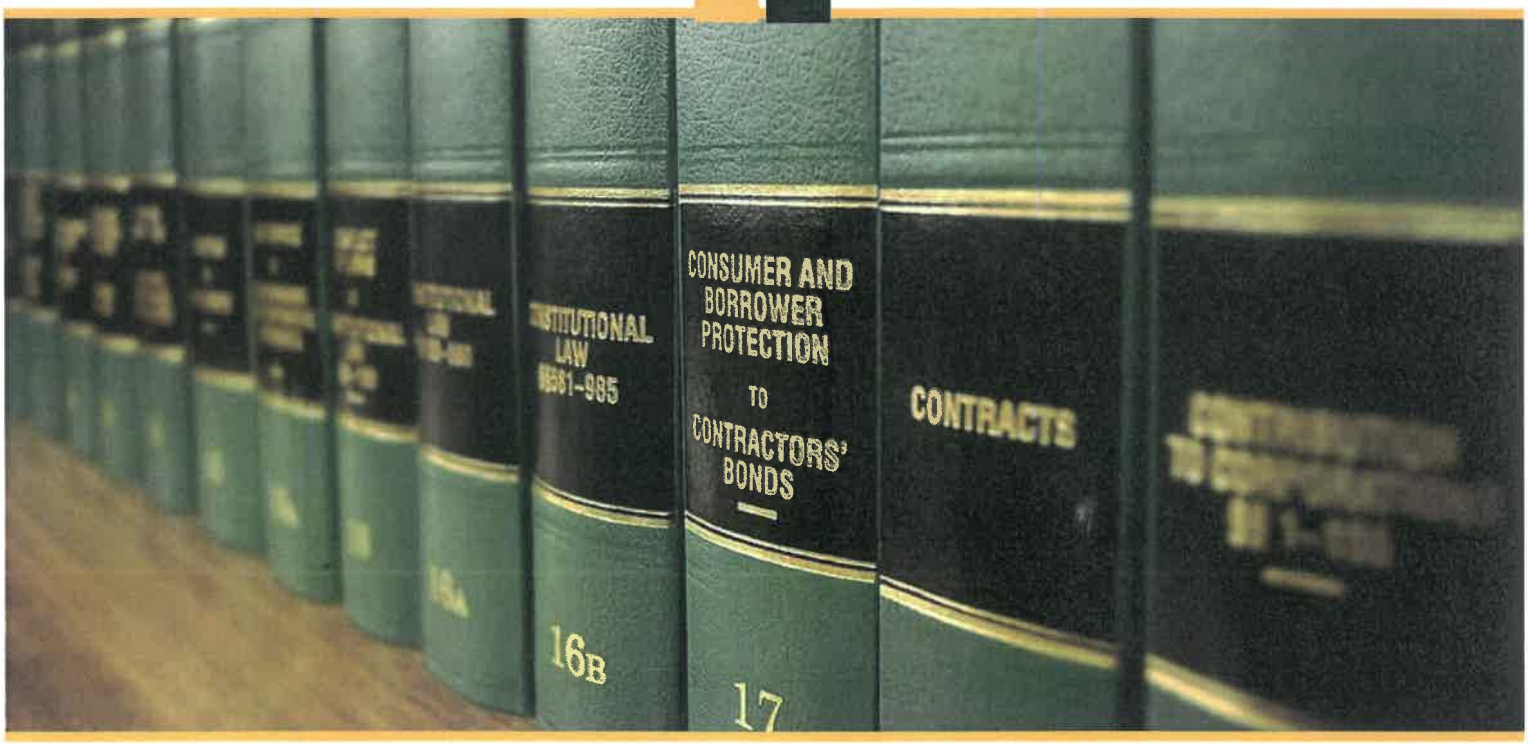
D. Offices

We have adequate and spacious office situated at Rehani House,7th Floor Koinange Street, Nairobi. Our Firm has branches in Kitengela, Ruiru, Machakos and Eldoret.

Yours Faithfully,
MUNYASYA & CO. ADVOCATES

Caroline Munyasya
Managing Partner

MUNYASYA & Co.
ADVOCATES



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