

## OIL AND GAS | AFRICA

*Gide is a premier international law firm and the first to have originated in France. Founded in Paris in 1920, the firm now operates from 14 offices worldwide, and has 600 lawyers drawn from 35 different nationalities. In each of its offices in Europe, Asia, North America and Africa, Gide places its comprehensive knowledge of local markets, its regional expertise and the resources of an international law firm in the service of its clients. Gide is regularly referenced in international legal guides, ranking consistently no. 1 in France.*

### An International Team dedicated to Oil and Gas Law in Africa

#### A Truly Specialised Team with Strong Sector Expertise

**Gide's Oil & Gas team has first-class expertise and experience in the oil and gas laws and regulations applicable in Africa for significant international and/or integrated transactions. The team not only has in-depth knowledge of oil and gas laws and regulations in force in Africa but also of the main specificities and features of the oil and gas industry across the continent.**

Through continued exposure to the sector, Gide's Oil & Gas team has developed specific expertise and experience in international oil and gas transactions and provides bespoke advice to a wide variety of clients active in the sector including oil and gas companies, financial institutions, investors and governments. Our lawyers are skilled in negotiating and drafting project documentation and have broad experience in drafting and negotiating exploration and exploitation contracts with African States. The team members can work in French, English, Italian, Spanish, Arabic and Chinese.

Our expertise and experience are widely recognised in Africa, both by private clients and African States and institutions. Gide is currently assisting the Republic of Congo in revising its Hydrocarbons Code and related application regulations. The assignment is taking place following performance of a comparative review and analysis of the oil and gas legislations and contracts in force in 16 member countries of the **African Petroleum Producers Association (A.P.P.A.)**. The aim of the review and analysis was to set a harmonised model contract, incorporating the main standards, rules and practices in force in the international petroleum industry. Operating out of our Paris and London offices, the Oil & Gas team is headed by partner **François Krotoff** who enjoys international recognition in the sector:

*« François Krotoff leads the firm's oil and gas practice and offers extensive project finance expertise, particularly in the energy and natural resources sectors. »*

**Chambers Global 2015**

*« Gide is especially strong in North Africa and the Francophone states, but is far from limited to these regions. It has more than 40 lawyers working full-time or very frequently on Africa matters. The firm has an especially strong record in mining and resources, as well as oil and gas. »*

**Legal 500 EMEA 2015**

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## Legal Services adapted to the Needs of the Oil and Gas Industry

Our Oil & Gas team provides tailored assistance throughout all stages of oil and gas projects in Africa. It advises oil and gas companies on structuring, securing and implementing acquisitions and disposals of, and subsequently managing oil and gas assets in Africa:

### M&A & Due Diligence Review

Our team provides legal advice in the course of sale and purchase transactions of oil and gas assets in Africa in order to confirm, inter alia, the validity and the extent of legal rights in, and titles to, oil and gas assets and subsequently to draft and negotiate the necessary contractual documentation, such as sale and purchase contracts and joint venture agreements. In this context, the team has already carried out significant cross-jurisdiction due diligence reviews for transactions in Africa.

### E&P Contracts & Awards

The team advises on the drafting and negotiation of oil and gas exploration and production contracts, such as concession agreements, production sharing contracts and the award of the exploration and exploitation permits and titles.

### Ancillary Contracts

Our lawyers assist in the drafting and negotiation of all contracts ancillary to E&P contracts, such as joint venture agreements, joint operating agreements, shareholders agreements as well as engineering, procurement and construction contracts, operation and maintenance contracts and lifting contracts. The team has been involved in major integrated projects for the development of oil and gas assets in Africa.

### Restructuring

The team advises clients on the review and improvement of the legal structure of oil and gas companies. It has managed significant restructuring operations in Europe and Africa. We combine first-tier international expertise with a great capacity for innovation in complex optimisation issues without detriment to the requisite compliance with local laws.

### Institutional and Regulatory Reforms

The team regularly provides legal advice to governments on institutional and regulatory reforms. It has assisted various governments in reviewing and/or drafting oil and gas laws and regulations as well as model concession and/or production-sharing agreements in order to encourage the development of oil and gas projects in Africa.

### Project Financing & Security

The team advises governments, international financial institutions, banks as well as oil and gas companies on all oil and gas financing and security issues. It has diversified experience in the field of financial structuring and offers customised solutions, adapted to the needs of its clients and the specifics of local oil and gas security laws and regulations. We have developed specialist expertise in reserve based lending.

### International Dispute Resolution

Through interdisciplinarity, and understanding of oil and gas laws, the team assists clients in preventing disputes but also managing disputes. In this context, our lawyers advise clients at all stages from prevention to pre-litigation and litigation proceedings and are involved in the drafting of arbitration agreements, strategic decision-making, and representation of clients during arbitral proceedings, as well as proceedings before state jurisdictions.

## Selected Oil & Gas Transactions in Africa include advising:

### E&P Contracts

- A Moroccan company on the structuring and implementation of a partnership for the development of hydrocarbons deposits in Morocco (2013-ongoing)
- A junior AIM listed oil & gas company on a unitisation issue in Tanzania and on the drafting and negotiation of a production sharing agreement in Benin (2011-2012).
- A North American hydrocarbons company for the assessment of its petroleum rights in Guinea (2011).
- A junior AIM listed company on contractual matters: addressing regulatory issues, reviewing the related PSC and JOA, negotiating with partners and the State of Gabon (extension and assignment of rights) and the State of Congo (withdrawal) (2011).
- The Republic of Guinea on the review and renegotiation of certain oil and gas rights in Guinea (2010).
- A junior independent American oil company in Cameroon and Morocco on the review and negotiation of an extension of its rights in a production sharing contract (2009).
- A large South African oil and gas company in Nigeria and in the Nigeria and Sao Tome & Principe Joint Development Zone on the due diligence review of all its production sharing contracts (2009).
- A major Russian gas company on the implementation of a gas structure in a competitive bidding process, organised by ALNAFT, for the exploration and exploitation of hydrocarbons in Algeria (2008-2009).
- A major Chinese oil and gas company on the acquisition of eight petroleum licences in a competitive bidding process, organised by ALNAFT, for the award of exploration and exploitation contracts in Algeria (2008).
- A North American oil and gas company on the development of the 350 million-barrel Agadem oil field in Niger (USD 5 billion), including drafting and negotiating the production sharing contract as well as refinery, power generation and transportation arrangements (2007-2008).
- A junior Spanish independent oil company in the Democratic Republic of Congo on drafting and negotiating a production sharing agreement for the Graben Albertine area (2008).



Active in most African countries, the Oil & Gas team can rely on Gide's strong international network, in particular 3 offices in North Africa (Algiers, Casablanca & Tunis) and 3 offices in China (Beijing, Shanghai & Hong Kong), as well as an extensive and well-established local network of contacts and leading law firms throughout Africa.

### Hydrocarbons Legislation in Africa

- The World Bank and the Federal Government of Somalia on the review of the legal, regulatory, and fiscal framework for petroleum activities in Somalia, in order to build the foundations for a federal approach to the development of natural resources in Somalia (2015-ongoing).
- The Republic of Congo in the context of renewing the legal framework applicable to upstream activities, for the review and drafting of the project of new hydrocarbons code and model of production sharing contract (2012-ongoing).
- The African Petroleum Producers Association (APPA) on the review and comparative study of the oil and gas legislation, regulations and model contracts in force in the 16 APPA member countries with the aim of incorporating standards, rules and practices into a harmonised model contract (2010-2012).
- The Republic of Somaliland on the review of the existing oil and mining contracts and the drafting and renegotiation of oil and mining contracts (2011-2012).
- The Republic of Madagascar on the review of existing oil and mining contracts and the drafting and renegotiation of those contracts (2010-2011).
- The Republic of Gabon on the drafting of a new Hydrocarbon Code (exploration, exploitation, transport, refining and distribution), its implementation provisions and a new production sharing contract model, as well as the conduct of a limited comparative study of the hydrocarbons legislation of some countries in Africa (2009).

### Acquisitions, Disposals & Due Diligence

- A significant European oil company on the acquisition of an oil company in Algeria (2013).
- An oil company on the acquisition of a stake in a company part of a joint venture in relation to a production-sharing contract in Benin (2012).
- An oil company on the acquisition of a stake in a company part of a joint venture in relation to a production-sharing contract in Gabon (2012).

- An Indonesian oil & gas company on the acquisition of a majority participating interest in two exploration and exploitation contracts for hydrocarbons in Algeria (2011-2012).
- A North American oil & gas company on the acquisition of oil and gas rights in Guinea Bissau and Senegal, including performance of a due diligence review, addressing regulatory issues, reviewing the farm-in and the related joint operation agreement (2011).
- A French major oil company on the sale of its affiliate in Cameroon (including the drafting and negotiation of a sale and purchase agreement) (2011).
- A junior independent European oil company in Nigeria on the structuring of a participating interest acquisition in a joint venture (2009).
- A major European oil company on the acquisition of a participating interest in four production sharing contracts in Gabon (2009).
- An Egyptian investment fund on the acquisition of a 40% stake in a listed UK oil company which included a due diligence review of participating interests in production sharing contracts in Algeria, Tunisia, Italy and Ireland (2008).
- An English and Arabian joint venture on the acquisition of a Canadian company conducting oil and gas activities in Algeria (2008).
- A major Chinese oil and gas company on the acquisition of a 20% participating interest in the Bloc 32 production sharing contract in Angola (2008).
- A major European oil and gas company on the acquisition of a participating interest in the production sharing contract on the Bemolanga permit in Madagascar (2007-2008).

### Restructuring

- A major Chinese oil and gas company on the restructuring of its affiliates holding participating interests in production-sharing contracts and refinery facilities in Algeria (2008).
- A major European oil company on its group restructuring in Congo, Gabon, Tanzania, Mali, Colombia and Venezuela (2007-2008).

### Disputes

- The government of Côte d'Ivoire on the negotiations and the dispute pending before the International Tribunal for the Law of the Sea (ITLOS) concerning the delimitation of the maritime border with Ghana, involving discovered offshore oil and gas deposits (2011-ongoing).
- A US independent oil company during an arbitration procedure against Sonatrach on the interpretation and implementation of production sharing contract provisions in Algeria further to the implementation of the 2006 Hydrocarbons Law (2012).

### Financing

- Macquarie Bank on a USD 60 million bridge facility granted to Petroceltic International PLC for the development and exploitation of hydrocarbons assets located mainly in Algeria (2011).
- An independent European company on negotiating a reserve based loan (RBL) of EUR 350 million to finance the development of oil assets in Gabon (2008-2010).
- An independent European company on negotiating an RBL of USD 350 million to finance the development of oil assets in Congo and Columbia (2006-2008).
- A major European bank on the limited recourse financing of the acquisition of participating interests in a production sharing contract for an oil field in Congo (drafting and negotiating loan agreements and security package) (USD 70 million) (2007).

### Your Oil & Gas Key Contact



**François Krotoff** heads Gide's Oil & Gas team. He specialises in project finance, with particular emphasis on the funding of infrastructure projects and oil, gas and mining-related transactions. He has extensive international experience, especially in emerging countries (North Africa and Sub-Saharan Africa). Previously, François was the partner in charge of Gide's offices in Riyadh and Algiers. He regularly advises major international companies on the acquisition of participating interests (farm in/out agreements and joint operating agreements) in production-sharing contracts. He also assists in the negotiation and drafting of hydrocarbons concession agreements, and advises bidders on hydrocarbons licences and/or new contracts in the course of tender offers. François is a member of the Association of International Petroleum Negotiators.

*« French giant involved in sophisticated energy matters, particularly on the projects side, with considerable activity in francophone Africa. Assists with nuclear, gas, mining and renewable energy projects and related regulatory and contentious matters. »*

*« François Krotoff garners appreciation from clients for his 'incredible capacity for immediately seeing the issues in any contract and proposing the right solution.' He focuses on projects, with particular experience across Africa. »*

**Chambers Europe 2015**

*« François Krotoff is an established name, well known for work in the energy and natural resources sector. He frequently assists governments on legislative and regulatory issues, and other clients include investors and developers. »*

**Chambers Global 2014**

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### CONTACT PARTNERS

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