

OIL AND GAS | AFRICA

Gide is a leading international law firm and the first to have originated in France. Founded in Paris in 1920, the firm now operates out of 12 offices worldwide, and has 550 lawyers drawn from 35 different nationalities. In each of its offices in Europe, Asia, North America, Africa and the Middle East, 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's Oil & Gas team regularly advises major and junior companies, such as Chevron, Kosmos Energy LLC, Chariot Oil & Gas Ltd, Total or Engie, as well as the government of Mauritania on the Grand Tortue / Ahmeyim offshore cross-border gas project.

Our Oil & Gas team enjoys international recognition in the sector:

“Strong French firm with an enviable presence in francophone Africa. Established name in the representation of state-owned companies, as well as advising international financial institutions and private sponsors and developers on renewable energy projects and infrastructure developments concerning ports and municipal services. The Paris-based team is equally highly adept in oil and gas projects and transactions and demonstrates notable ability in advising Asian clients on Africa-bound investments.”

Chambers Global 2019

ALGIERS

BEIJING

BRUSSELS

CAIRO

CASABLANCA

ISTANBUL

LONDON

NEW YORK

PARIS

SHANGHAI

TUNIS

WARSAW

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:

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.

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, farm-in and farm-out and joint venture agreements. In this context, the team has already carried out significant cross-jurisdiction due diligence reviews for transactions in Africa.

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.

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.

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.

International Dispute Resolution

Through interdisciplinarity and in-depth 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.

“Widely regarded practice group with particular proficiency operating in francophone regions and in OHADA law. Represents a number of international conglomerates and equity firms on their acquisitions and divestments on the continent. Active in sectors including manufacturing, energy, oil and gas and hospitality with experience advising government entities. The practice is run from offices in locations including Paris, London, Algiers, Casablanca and Tunis.”

Chambers Global 2018

Selected Oil & Gas Transactions in Africa include advising:

E&P Contracts

- The Islamic Republic of Mauritania on the review and finalisation of the Intergovernmental Cooperation Agreement with the Republic of Senegal and the Unitisation and Unit Operating Agreement relating to the Grand Tortue / Ahmeyim (GTA) offshore cross-border gas field (2017-ongoing).
- An English company on the acquisition of gas exploitation concessions and its exploration and exploitation activities in Morocco together with related corporate, financing and regulatory matters (2017-ongoing).
- The Islamic Republic of Mauritania on an integrated gas-to-power project to sell the electricity produced to Senegal and Mali (2016-2018).
- A Moroccan company on the structuring and implementation of a partnership for the development of hydrocarbons deposits in Morocco (2013-2014).
- 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 Canadian independent oil company on developing their activities in Chad (2011-2012).
- 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).



Active in most African countries, the Oil & Gas team can rely on Gide's strong international network, in particular 4 offices in North Africa and the Middle East (Algiers, Cairo, Casablanca & Tunis) and 2 offices in China (Beijing & Shanghai), as well as an extensive and well-established local network of contacts and leading law firms throughout Africa.

Acquisitions, Disposals & Due Diligence

- A major American company on a farm-out agreement regarding three offshore deep-water exploration zones in Morocco (2016).
- 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 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, 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).
- 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).
- A major Chinese oil and gas company on the acquisition of a 20% participating interest in the Block 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).

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 (2015-2016).
- The Republic of the Congo on renewing the legal framework applicable to upstream activities, and on reviewing and drafting a new hydrocarbons code project and production-sharing contract template (2011-2013).
- The African Petroleum Producers Association (APPA) on the review and comparative study of the oil and gas legislation, regulations and template contracts in force in the 16 APPA member countries in order to incorporate standards, rules and practices into a harmonised template contract (2010-2012).
- The Republic of Somaliland on reviewing existing oil and mining contracts and drafting and renegotiating oil and mining contracts (2011-2012).
- The Republic of Madagascar on reviewing existing oil and mining contracts, and drafting and renegotiating those contracts (2010-2011).
- The Republic of Gabon on drafting a new Hydrocarbon Code (exploration, exploitation, transport, refining and distribution), its implementation provisions and a new production-sharing contract template, as well as conducting a limited comparative study of hydrocarbons legislation existing in various countries in Africa (2009).

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 (2017).
- 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

- The Refining Ivorian Company on refinancing its commercial debt (EUR 500 million) with a pool of lenders (EUR and XOF) (2018-ongoing).
- 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 Colombia (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).

“Stéphane Vernay is an ‘outstanding business lawyer,’ according to clients, who add: ‘He has broad experience in terms of jurisdictions and industries. As a result, he is able to provide high-value advice for structuring complex industrial projects.’ He handles energy and transportation projects, with particular expertise in African matters.”

Chambers Global 2019

“Samy Laghouati of Gide Loyrette Nouel has developed a strong practice in the energy sector, recently advising Repsol on the acquisition of two Algerian production-sharing contracts as well as assisting Total Refining & Chemical with two major petrochemical projects.”

Gide Cuatrecasas Casablanca delivers ‘very good service in a timely fashion’. It has ‘in-depth knowledge of the Moroccan oil and gas sector’ and ‘a strong multi-disciplinary team of specialist partners’ such as Wacef Bentaibi.”

Legal 500 EMEA 2018

KEY CONTACTS

WACEF BENTAIBI
Partner

tel. +212 (0)5 22 48 90 00
wacef.bentaibi@gide.com

NICOLAS JEAN
Partner

tel. +33 (0)1 40 75 94 79
nicolas.jean@gide.com

SAMY LAGHOUATI
Partner

tel. +213 (0)21 23 94 94
laghouati@gide.com

STÉPHANE VERNAY
Partner

tel. +33 (0)1 40 75 22 99
vernay@gide.com

ALIX DEFFRENNES
Counsel

tel. +33 (0)1 40 75 94 85
deffrennes@gide.com