

## Representative Legal Matters

Chantel van Zyl

Prior to and since joining the Firm, Chantel acted for clients in relation to the following transactions:

### **Corporate and syndicated lending**

- Advised Sibanye Stillwater Limited and certain of its subsidiaries (an international gold and platinum metals mining group) on South African and English law issues in connection with the refinancing of the group's revolving credit facilities in the amounts of USD 600 million and ZAR 5.5 billion.
- Advised Sibanye Stillwater Limited and certain of its subsidiaries regarding a ZAR 1.372 billion guarantee facility agreement in connection with the silicosis settlement agreement.
- Advised the Aspen Pharmaceuticals group of companies in relation to a Euro 600 million term loan facility and group guarantee with the International Finance Corporation (IFC) as arranger and each of the IFC, Deutsche Investitions- Und Entwicklungsgesellschaft MBH (DEG), Société De Promotion Et De Participation Pour La Coopération Économique (Proparco) S.A. and United States International Development Finance Corporation, as lenders.
- Advised a group of international and domestic banks in relation to the refinancing and restructuring of credit facilities made available to Petra Diamonds Limited, certain of its subsidiaries and BEE affiliates and related security.
- Advised Aspen Pharmacare Group in relation to the refinancing of ZAR, Euro and AUD denominated term and revolving credit facilities provided by a syndicate of domestic and international lenders to borrowers in South Africa, Mauritius and Australia.
- Advised an international syndicate of lenders in relation to USD 1.43 billion credit facilities provided to Ziraat Bank (Turkey).
- Advised a South African treasury company, drafted and negotiated a bilateral term loan facility agreement for the amount of ZAR 750 million with Investec Bank Limited.
- Represented Bank of America Merrill Lynch International Limited and The Bank of Tokyo-Mitsubishi UFJ, Ltd. as Agent on behalf of a syndicate of international lenders with respect to a syndicated USD700 million dual currency loan for FirstRand Bank Limited (acting through its London branch).
- Advised a consortium of banks in respect of the local law aspects on various syndicated term loan facilities made available to Investec Bank Limited from time to time.
- Advised a South African bank as lender in relation to the refinancing and extension of a ZAR 1.05 billion facilities agreement and related security made available to a Namibian beverage manufacturing company.

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- Represented three large national commercial banks in negotiating financing agreements in relation to a ZAR 4 billion term loan and revolving credit facilities to an international group of real estate investment companies.

## Acquisition finance

- Acted for an international energy company in acquiring partially developed renewable energy projects with a view to bid submission in round 3 of the REIPPP Programme.
- Advised an international bank in relation to USD 55 million financing for the acquisition by a Mauritian borrower (with a South African parent company) of shares in a Ghanaian company operating in the oil and gas industry as a joint venture with the Ghanaian government.
- Acted for an international energy company in a due diligence of a portfolio of wind energy projects for possible acquisition.
- Advised a South African based investment group regarding EUR 70 million acquisition financing for the acquisition of a European group of companies in the road infrastructure sector. The project included acquiring and releasing the target group from a South African seller entity in business rescue.
- Advised Impala Platinum Holdings Limited on acquisition financing for its acquisition of North American Platinum, the Canadian-based primary platinum group metals producer listed on the TSX and the US OTC market, for a cash consideration of USD 758 million.

## Energy and infrastructure finance

- Advised lenders and sponsors in relation to the financing of (photovoltaic and concentrated solar power) and wind power renewable energy projects under bid submission rounds 3 and 4 of the Renewable Energy Independent Power Producer Procurement (REIPPP) Programme. This has included conducting due diligence for lenders and sponsors in relation to compliance with REIPPP Programme requirements and various legal aspects relating to the structure and financing of such solar and wind power projects.
- Advising domestic and international banks regarding financing arrangements with and the commercial activities of South African state owned entities in various sectors including the airports and municipal infrastructure, petroleum and electricity sectors.
- Advising Nedbank in respect of the Zeerust solar photovoltaic project and the Droogfontein II solar PV projects which have been awarded preferred bidder status in the fourth bidding phase of the REIPPP Programme, and in respect of which Old Mutual Life Assurance Company (SA) Limited is the lead equity member.
- Advised the project company, a joint venture between the French utility SUEZ Group and the Turkish waste management firm ALTAŞ, in connection with the financing of a full scale integrated solid waste management system in the Çanakkale region of Turkey. The financing comprised a loan from EBRD in the amount of TRY 57.5 million, or EUR 9 million equivalent.

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- Advised Suez, Itochu Corporation and Marguerite as the successful sponsors and their joint venture company Beo Čista Energija on the EUR 290 million project financing of the 25-year Public-Private-Partnership to develop a new system to treat the municipal waste of the City of Belgrade.
- Advised an international mining group in relation to various types of off-balance sheet financing.
- Advised an international company specialising in natural resources development regarding amendments to a EUR 550 million facilities agreement and related security pursuant to restructuring of the group.
- Advised an international investment bank in relation to USD 100 million facilities granted to an international mining company.

## **Trade Finance**

- Advised a South African bank in relation to receivables financing agreements to be entered into with a South African corporate.
- Advised an international tyre manufacturer regarding sale of receivables to a South African bank for the purpose of off-balance sheet financing.
- Advised a Dutch bank and the South African branch of a commodities trading house in respect of an uncommitted, borrowing base facility to finance the purchase of agricultural commodities, related security arrangements and the storage of such commodities at third party storage locations.
- Advised the London branch of a leading international investment bank in Russia in respect of EUR 50,000,000 secured term facilities made available to a Serbian company for the production and trade of soya beans.
- Advising an Indian bank in connection with trade finance to be provided to an international vehicle manufacturer in the form of an English law letter of credit facility to be made available to a Singapore holding company, which may be drawn on to support receivables financing provided by various local banks to subsidiaries in Ghana, Nigeria, Kenya, Tanzania, Zambia and South Africa.
- Advised Bank One Limited in relation to an English law governed bank to bank loan facility made available to Rwandan bank for on-lending, as well as a participation agreement in terms of which other Mauritian banks participated in the financing.

## **Insolvency and Restructuring**

- Acted for the bank lenders to Petra Diamonds Limited and its subsidiaries regarding the financial restructuring of Petra Diamonds Limited.
- Advised a full-service computer consulting business in the Middle East on its investment in, and guarantee for, the debt of a mobile broadband network company with operations in

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the UK, Nigeria, Uganda, Tanzania and the DRC, and which was undertaking formal restructuring in relation to multiple cross-border loan agreements.

- Advised Consolidated Infrastructure Group in relation to the restructuring of their debt facilities and notes programme including negotiation of a standstill agreement.
- Advised a Dubai based holding company regarding their investment in a South African subsidiary, which was in financial distress, including dealing with the interaction between laws relating to insolvency and business rescue, contract law and directors duties.
- Advised an Asian export import bank on certain debt restructuring scenarios pursuant to its loan made available to a South African mining company.

## Regulatory

- Provided regulatory advice to international banks and major corporates with regard to banking, payment systems, capital markets and financial sector regulation.
- Advised Caixa Bank on the setting up of a representative office in South Africa and the regulated activities of the representative office.
- Advice to a European Bank on South African equivalent criteria for compliance with Know Your Customer requirements.
- Advising Commerzbank AG in connection with the South African regulatory aspects of providing lead manager and arranger services for debt capital markets transactions to South African companies.
- Advising Standard Chartered Bank on disclosure requirements for listed securities in South Africa as compared to the UK.
- Advising international investors on financial regulatory requirements relating to the acquisition of shares in a bank, market infrastructure or financial services provider in South Africa.
- Providing annual opinions in relation to South African law applicable to cross-border custody arrangements between international bank custodians and local subcustodians.

## Capital Markets

- Advised a Sibanye Stillwater group in relation to their offshore notes programme for up to USD 2 billion.
- Advised FirstRand Bank Limited (acting through its Rand Merchant Bank division) in updating the iNguza ZAR25 billion asset-backed note programme.
- Advised international arrangers on South African law aspects of an English law securitisation where the originator and seller is the London branch of a South African bank.

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- Advised Aveng Limited and its subsidiaries in relation to the early redemption of the notes issued under iNguza Investments (RF) Limited's ZAR25 000,000,000 asset-backed note programme either in cash; or in exchange for a combination of (i) either shares in Aveng Limited or cash, and (ii) a new loan claim against Aveng Africa.
- Advised Impala Platinum Holdings Limited in connection with the potential cash incentivized early repurchase of its ZAR 3,250,000,000 6.375% coupon senior unsecured convertible bonds due 2022.