



DLAMINI ATTORNEYS



Taking Africa out of the Box

1. FIRM OVERVIEW

OUR STORY

Situated in the gateway to Southern Africa, Dlamini Attorneys is a Johannesburg based corporate law firm whose attorneys have over 20 years' combined experience. The core areas of expertise at Dlamini Attorneys include Project Finance, Corporate Finance and Structured Finance. Dlamini Attorneys has positioned itself to become the leading Africa-focused corporate law firm on the continent in the energy, infrastructure and utilities space by providing an innovative and complete solution for all its clients. Dlamini Attorneys has a presence in a number of African countries through its established networks.

Since establishment, Dlamini Attorneys has evolved from providing general commercial legal services to various institutions within South Africa, to become the law firm of choice for various institutions both within South Africa and across the African continent. Today, the business conducted by Dlamini Attorneys includes originating, arranging, facilitating, and advising on significant infrastructure development projects on the continent.

OUR EXPERTISE

Dlamini Attorneys possesses extensive experience enabling the firm to provide quality advice to its clients. The philosophy at Dlamini Attorneys is to consolidate and integrate high quality human capital and create innovative legal solutions and value for its clients.

The success of Dlamini Attorneys is built upon the depth of the teams' experience in the energy, infrastructure and utilities sectors. The team has been involved in energy and infrastructure related projects in South Africa and the Southern African Development Community region in particular, and on the African continent in general. The attorneys at Dlamini Attorneys have both worked and trained with international law firms.

OUR PASSION FOR AFRICA

Dlamini Attorneys appreciates the depth of the infrastructure gap on the African continent and is firmly possessed to add impetus to the wave of development through contribution towards the implementation of bankable projects on the African continent.

The firm prides itself as being one of the few law firms in Southern Africa that provides a service across Africa through a team with a strong African flavour. Dlamini Attorneys is staffed by individuals from South Africa, the Democratic Republic of Congo, Nigeria and Zimbabwe, and continues to expand the reach of its team within the African continent.

Dlamini Attorneys also possesses established networks across of the African continent, all of which contribute to the distinctly "African flavour" that clients may enjoy at Dlamini Attorneys.

OUR DIFFERENTIATOR

Dlamini Attorneys takes a holistic perspective of the business of providing legal solutions and appreciates that "the deal is king" and drives solutions with a view to ensuring that the deal takes place. Dlamini Attorneys is alive to the realities on the

ground and has an appreciation for the social, political and economic impact related to the infrastructure outlay.

Dlamini Attorneys is therefore able to assume position as the central point of contact for all the advisors involved in a transaction by aligning interests and roles of the different parties in a project.

OUR APPROACH

Dlamini Attorneys follows the approach of establishing long-term, mutually beneficial relationships with its stakeholders, with a primary focus placed on its clients and other advisors within the infrastructure space. The model applied by Dlamini Attorneys seeks to manage the value chain for infrastructure development projects from end-to-end, in a manner that results in increased values and sustainability for all the parties concerned.

In servicing its clientele, Dlamini Attorneys works closely with international law firms and local counsel in various jurisdictions, thereby ensuring that it is ahead by keeping abreast of the developments across the globe. In addition, Dlamini Attorneys has developed extensive networks and forged solid partnerships with professionals in various sectors including, but not limited to, financial services, energy, infrastructure and utilities, in order to provide its clients with integrated and holistic solutions. Dlamini Attorneys is therefore well possessed to offer the best of international and local expertise to its clients across the African continent.

OUR APPROACH TO RISKS

Dlamini Attorneys possesses a strong understanding of the risks associated in conducting business on the African continent, together with the implementation of major infrastructure development projects, and has incorporated appropriate pro-active tools to manage the same within its processes and procedures.

Dlamini Attorneys further possesses a focused and growing research arm which ensures that it remains ahead of the market in its approach participating in infrastructure development projects on the African continent.

OUR CLIENTS

The clients of Dlamini Attorneys include royal houses, government departments, state owned enterprises, municipalities and municipal owned enterprises, such as the Royal Bafokeng Nation, the Industrial Development Group, Transnet Limited, City of Johannesburg and Trans-Tropical Development (Ghana).

Dlamini Attorneys also advises various local and international private sector clients operating in the financial services, energy and resources sectors.

OUR TEAM

Dlamini Attorneys operates on the basis of a flat team structure, and places a strong focus on the contributions made by every individual in the team.

OUR GOVERNANCE

Dlamini Attorneys conducts its business on the basis of international best practice corporate governance standards, and possesses a broad range of policies and procedures that support the corporate governance framework.

2. OUR CREDENTIALS

2.1 CORPORATE & COMMERCIAL

Dlamini Attorneys team members have been involved in various corporate transactions involving public entities, international corporations and local firms. Advisory work includes business set up and incorporation, acquisitions and disposals as well as restructurings – both BEE and non-BEE related transactions.

Relevant experience includes:

- Currently advising the Industrial Development Corporation (IDC) with the acquisition of the National Empowerment fund (NEF) which our mandates further includes the competition law filing.
- Currently advising Smile Telecoms Holding Ltd (Smile) on the acquisition of funds from the Industrial Development Corporation (IDC) in exchange of IDC acquiring shares from Smile. Our mandate includes drafting and reviewing agreement(s) on behalf of Smile and attending negotiations. Further, our mandate includes undertaking a comprehensive due diligence on IDC.
- Drafting and reviewing on behalf of the Industrial Development Corporation regarding the proposed toll manufacturing arrangement of billets and blooms with Arcelor Mittal South Africa;
- Drafting and reviewing various commercial agreements on behalf of Thebe Investment (Pty) Limited which included grant agreements to the University of Johannesburg and Sol Paatjie which required compliance with various provision of the Income Tax Act 58 of 1962 as amended from time to time;
- Reviewing the Interactive Digital Centre (IDC) Hub Master Agreement for the establishment of a Virtual Learning Centre between the City of Tshwane Metropolitan Municipality and EON USA;
- Advising Intersite Asset Investment SOC Ltd on the implementation of the Universal Service and Access Agency of South Africa's national universal service and access strategy and telecommunication services strategy;
- Standardizing various Rail Transport Agreements for Transnet Freight Rail;
- Advised Piotrans Pty Ltd (Rea Vaya) on sale of shares and corporate structuring;
- Advising Transnet on the disposal of its heritage assets;
- Advised the Royal Bafokeng Nation on the establishment of the Royal Bafokeng Nation BBB-EE Platinum Trust in developing mechanisms to assist and enable members of Royal Bafokeng Nation to participate in empowerment transactions;
- Advised Royal Bafokeng Nation on the Unbundling of the Royal Bafokeng Administration by creating stand-alone entities, such as Infraco & Securico;

- Advised Royal Bafokeng Nation on corporatising the Nation by transferring assets into corporate entities;
- Advised Royal Bafokeng Nation on a proposed implementation of the Infrastructure Development Master Plan with Surbana, a Singapore based company;
- Incorporated the Royal Bafokeng Institute;
- Advised on the incorporation of the Queen Mother Semane Bonolo Molotlegi Foundation;
- Advised Transnet Freight Rail on the establishment of an advisory board for the School of Rail;
- Advised Transnet Freight Rail on negotiations with various mining companies on Haulage Agreements;
- Advised Pan African Web Solution on an interconnection agreement with Vodacom;
- Advised OMT Drilling on its joint venture and BBBEE transaction with Geosearch;
- Advised OSR Holdings on a cement prospecting transactions with Shree Cement, India based company;
- Advised on and drafted various agreements, including but not limited to employment contracts, lease agreements, memorandum of understanding and service level agreements for Medispace Wellness Centre;
- Advised Royal Bafokeng Brick and Tile on a sale of shares to Concor;
- Advised Transnet on its proposed restructuring with regard to its international funding obligations;
- Advising and drafting sale of property agreements for Luengo Investments;
- Advising Africa Foundation for Sustainable Development on a contract termination dispute with Sasol;
- Advising Akula Trading 228 (Pty) Ltd on the heads of agreement;
- Drafted various opinions for the Air Traffic Navigation Services regarding rental disputes, late tender submissions, credit terms offered to their clients, fees and amendment of their corporate documents;
- Drafting opinion for Blue IQ;
- Advising and drafting of shareholders' agreements for Precious Prospects;
- Advising client consortium on lottery bidding processes;
- Consumer Goods Council of South Africa: An opinion on the tax exemption status of the Council;

- Drafting the Master Service Agreement on behalf the City of Tshwane Metropolitan Municipality on the Security of Revenue Project, to be concluded with a service provider.
- Assisted the Billion Group in the acquisition of aircraft for South Jets and drafted the following commercial agreements including the Sale of Aircrafts, Sale of Shares and Shareholders Agreement.
- Advising a private client with respect to an equity purchase into a local Rolls Royce entity and attending to the drafting of a memorandum of agreement for a private client with respect to their relationship with Rolls Royce for the manufacturing and distribution of airplane major parts as well as the procurement of alternative energy engines for use in airplanes; and
- Advising the African Women Co-ordinated Investments Ltd on various projects being undertaken through the African Women Liquidity Fund and drafting the various project agreements; and
- Drafting and reviewing various commercial agreements on behalf of Thebe Investment (Pty) Limited which included grant agreements to the University of Johannesburg and Sol Paatjie which required compliance with various provision of the Income Tax Act 58 of 1962 as amended from time to time.

2.2 FINANCE & INFRASTRUCTURE

Dlamini Attorneys team members have extensive experience in the provision of legal advisory services to public and private sector entities in respect of infrastructure related projects.

Relevant experience includes:

- Currently undertaking a feasibility study on behalf of the Merafong City Local Municipality for the development of Solar Energy Cluster Project which includes preparation of needs and options analysis, undertaking a due diligence and advise on the appropriate procurement mechanism to undertake the project to fruition.
- Currently undertaking a Section 78 of the Municipal Systems Act 32 of 2000 on the Leeto la Polokwane Project – BRT on behalf of the City of Polokwane, which our mandate includes a full assessment of the external and internal mechanisms which the municipality can undertake to carry out the Leeto la Polokwane Project.
- Advising Transnet SOC Ltd and preparing a legal review report on various gas and electricity legislation and policy documents relating to the supply of electricity through conversion of natural gas into liquid fuels Project, including procurement of electricity through IPPs;
- Transaction advisors to the Department of Police, Roads and Transport of the Free State Province with respect to the N8 Corridor Rail Link which involved undertaking a feasibility study to assess the mainline passenger rail service to operate throughout the province;
- Advising the City of Tshwane Metropolitan Municipality on the structuring of the Bus Operating Company for the Bus Rapid Transport (“BRT”) Project;

- ECA roadshow to source funding for the funding of a fleet for the BRT Project in the City of Tshwane;
- Advising the Tshwane Rapid Transit on the bus acquisition agreement and maintenance agreement thereto;
- Advised the National Treasury and the Provincial Government of Limpopo through its Department of Health and Social Development on the market failure in regard to the public-private partnership agreement concluded between the Department and Clinix Phalaborwa Private Hospital (Pty) Ltd, including the parties' performance in terms of the PPP agreement;
- Advised the National Treasury and the Provincial Government of Limpopo through its Department of Health and Social Development on an exit strategy and management arrangements of the Limpopo Renal Dialysis Unit post termination of the PPP project;
- Advising the City of Tshwane on the PPP process in respect of the lease of a fleet of vehicles, drafting the PPP Agreement and attending to negotiations on behalf of the City.
- Advising Transnet SOC Ltd on the procurement of service providers on a regional and national level for the provision of long term and short term leasing and management services for its fleet requirements;
- Advising the Public Investment Corporation SOC Ltd on a transaction involving a debt and equity acquisition in Betram (Pty) Ltd, including the incorporation and structuring of a BBBEE SPV as shareholder therein and an Employee Share Trust Scheme;
- Advising Transnet Freight Rail on the Maputo Corridor Project in its role as a member of the JOC established for the promotion and facilitation of transportation of goods by rail to and from South Africa, Swaziland and Mozambique;
- Advising Transnet on various aspects of the development of the New Multi Product Pipeline;
- Advising the Transaction Advisor on the drafting and negotiation of project structure and project agreements including the BOT agreement in respect of a R1.5 billion broadband network to be developed on behalf of the City of Johannesburg;
- Advising Intersite Asset Investment SOC Ltd and preparing a legal review report on transport legislation and policy documents relating to the Polokwane Intermodal Public Transport Facilities Project;
- Advised a consortium on a debt transaction with the Department of Foreign Affairs and the Development Bank of Southern Africa in a Public Private Partnership Project;
- Advising a consortium on accommodation PPP with the Department of Environmental Affairs and Tourism;
- Advising the Limpopo Department of Health and Social Development on a Hospital Revitalization Project through a PPP;

- Advising the Greater Tubatse Municipality and undertaking an options analysis for a Bulk Raw Water Services and Reticulation project;
- Advising the project consortium in the development of a plant to extract, exploit and convert methane gas into liquid fuels in the Lake Kivu region in the Republic of Rwanda;
- Advising Anglo-Platinum on its infrastructure development strategy with focus on bulk services rendered by municipalities;
- Advising Royal Bafokeng Nation on negotiations with National Treasury and Rustenburg Municipalities on the funding and the upgrade of a Stadium for 2010 FIFA World Cup;
- Advising the Royal Bafokeng Nation on the rehabilitation and upgrade of provincial roads on communal land with the Department of Transport and Roads Community Safety;
- Advising a sponsor on the development of a housing and bulk services infrastructure project in Angola;
- Advising a local constituency in the development of an integrated water, sanitation and energy project in Nairobi;
- Advising the project consortium in its proposed bid for the Uganda police accommodation PPP;
- Advising the National Housing Finance Corporation in their project finance application and compliance for funding with the French Development Agency and the French Development Bank;
- Advising a co-sponsor on the project management of the Continental Region Projects and Island Region Projects on behalf of Geoprojectors in Equatorial Guinea; and
- Advising the developer in a multipurpose property development on 3000 acres of land in Akuse, Ghana.

2.3 ENERGY & RESOURCES

Dlamini Attorney's team members have over the years participated in and continue to advise on various energy transactions.

Relevant experience includes:

ENERGY

- Advised the Department of Energy and National Treasury on the Renewable Energy IPP Procurement Programme for Solar PV, Wind, Hydropower, Biomass, Landfill gas and Concentrated Solar Power. Advised as part of the team that evaluated the Bid Responses, involved in the selection of the Preferred Bidders and in the drafting of the Implementation Agreements, Distribution Agreements and Power Purchase Agreements.

- Advised the Department of Energy and National Treasury on the evaluation of submissions received from potential developers for energy projects in the technologies of Co-generation, Coal, Natural Gas and Imported Hydro.
- Advised BP Southern Africa (“BPSA”) on various transactions including drafting the Supply Agreements, Distribution Agreements, Lease Agreements, Franchise Agreements and Wholesale Agreements.
- Advised Oryx Energies in respect of its acquisition of the Liquefied Petroleum Gas (LPG) distribution businesses in South Africa of BPSA and Masana Petroleum Solutions in which BPSA had a 45% stake.
- Advised Eskom on various aspects of the construction and operation of the Medupi, Kusile and Camden Power Stations.
- Advised the Department of Energy on the proposed amendments to the Gas Act, 48 of 2001.

MINING

- Advising Transnet SOC Ltd on the MECA II process in respect of manganese allocation to prospective mining customers for the conclusion of take or pay rail contracts for export manganese and negotiating and drafting the Main Transport Agreement and Service Agreement for various type of customers on behalf of Transnet with special focus on Transnet Freight Rail Services, Transnet Port Terminal Services and Transnet National Ports Authority Services;
- Advised Transnet Group Commercial on a Concession Agreement to be concluded between National Ports Authority, a division of Transnet SOC Ltd and Oil Tanking Grindrod Calulo (Pty) Ltd with regards to the planning, design, funding, construction of new liquid terminal bulk handling and storage facility for petroleum and chemical products at the Ngqura Port;
- Advising Transnet National Ports Authority, a division of Transnet SOC Ltd on the process of Section 56 of the National Ports Act 12 of 2005 regarding the handling of liquid bulk cargo at the Port of East London which our mandate includes reviewing and drafting the Request for Proposal and Concession Agreement, to design, develop, finance, construct, operate, maintain and transfer a liquid bulk terminal;
- Advised Transnet National Ports Authority, a division of Transnet SOC Ltd on the process of Section 56 of the National Ports Act 12 of 2005 relating to port services and operations on the following properties:
 - LOT100 Port of Durban, portion of Erf 689, Bluff, formerly known as Portion 100 of Erf 689, measuring in extent approximately 13321m², located within the eThekweni Metropolitan Municipality; and
 - Multipurpose Port of Port Elizabeth, a portion of Erf 5635 measuring in extent approximately 8000m², located within the Nelson Mandela Bay Municipality.

Our mandate included amongst others, reviewing and drafting of the Request for Proposals and Concession Agreements, to design, construct, rehabilitate, develop, finance, maintain, and operate, for concession periods over 25 years.

- Advising Transnet Freight Rail, a division of Transnet SOC Ltd, on the allocation process in respect of exportation of Magnetite including drafting the take or pay agreements and engagement in negotiations with the prospective customers;
- Advising Transnet Freight Rail, a division of Transnet SOC Ltd, on the allocation process in respect of exportation of Magnetite including drafting the take or pay agreements and engagement in negotiations with the prospective customers;
- Advised African Transmission Corporation, through Central Transmission Corridor, in upgrading and constructing high voltage Transmission Lines and various Static VAR Compensators in Zimbabwe;
- Undertaking to assist Transnet SOC Ltd with feasibility study which included but not limited to preparation of a needs, options and due diligence report and further assisting on the preparation of a legal review report on various gas and electricity legislation and policy documents relating to the supply of electricity through conversion of natural gas into liquid fuels Project, including procurement of electricity through IPPs;
- Advised Eskom Holdings on various licensing and regulatory matters including the drafting of proposed licences for the new generation electricity wholesale and retail licences for submission to NERSA;
- Undertook and conducted land and mineral audits for Royal Bafokeng Nation;
 - Preparing reports on land ownership;
 - Land lease and conditions thereto; and
 - Mineral content;
- Advising a local community on the application of mining prospecting rights;
- Advising Transnet Freight Rail on rail capacity allocation to Eskom; and
- Advising Sikhuliso Resources on mining transaction with Harmony Gold Mining;
- Conducted a due diligence on behalf of Globe Specialty Metals Inc. (NASDAQ: GSM) in a transaction that saw the merging of two of the largest steel companies in the world. This was a merger of equals where the one company was based in the United States of America and the other company was based in Spain, with South African subsidiaries.
- Advised Standard Bank in relation to its investment into a mining company listed on the Johannesburg Stock Exchange (“JSE”) and Australian Stock

Exchange (“ASX”) with regards to a coal mine being established in the Limpopo Province.

- Advised Village Main Reef on whether it may transfer its rehabilitation liabilities in line with the provisions of the Mineral and Petroleum Resources Development Act, 2002.
- Advised Butsanani Energy Investment Holding, a joint venture between Anglo American Zimele (Proprietary) Limited and Vunani Mining (Proprietary) Limited in its acquisition of certain coal assets from Exxaro Resources Limited (“Exxaro”). Conducted a due diligence exercise on coal assets at Exxaro’s Inyanda Mine.
- Advised the Joint Provisional Liquidators (“JPLS”) on a number of matters in connection with the liquidation of the Blyvooruitzicht Gold Mining Company Limited (“Blyvoor”), a company in provisional liquidation, and the disposal of Blyvoor Mine and mine assets.
- Advised the Joint Provisional Liquidators of Cons Murch Mining Company Limited (in provisional liquidation) (“Cons Murch”) on a number of matters in connection with the disposal of the Cons Murch Mine and the mine assets to Stibium Mining (Proprietary) Limited.
- Advised Keaton Energy Holdings Limited in respect of the establishment of the Vanggatfontein Colliery and drafted Mining Contractorships required for the development and operation of the Keaton Energy Mine situated near Delmas, Mpumalanga Province.
- Advised Platinum Mile (Proprietary) Limited and Mineral Capital Assets (Proprietary) Limited in an Appeal and Objection lodged against a prospecting right application submitted by Writer Star, a subsidiary of Sable Platinum (Proprietary) Limited.

2.4 CORPORATE GOVERNANCE

Relevant experience includes:

- Advised on and developed the Delegation of Authority Framework Handbook and Shareholders’ Compact for the Tshwane Economic Development Agency, a municipal entity of the City of Tshwane Metropolitan Municipality;
- Advised Transnet Freight Rail on aligning corporate governance structures with Transnet Limited;
- Advised Royal Bafokeng Nation on corporate governance code for both tribal and corporate entities;
- Advising the Bakubung Ba Ratheo on various traditional legal matters including but not limited to implementation and configurations of the traditional governance structure and corporate entities;
- Advised the First Bank Nigeria Limited, a representative office based in Johannesburg, South Africa with an opinion on the applicability and effects of complying with the Federal Bank of Nigeria’s new compliance laws relating to the Bank Verification Number in South African context.

- Advised Blue IQ on Corporate Governance; and
- Advising Small Enterprise Development Agency on their Compliance strategy and implementation plan with respect to that compliance plan in line with the provisions of the Companies Act, 2008 and King III on Corporate Governance.

2.5 PFMA & MFMA COMPLIANCE

Relevant experience includes:

- Assisted the City of Tshwane Metropolitan Municipality with an opinion on compliance of section 33 of the MFMA on the lease of a fleet of vehicles Project;
- Advised the City of Tshwane Metropolitan Municipality with regards to requirements of Section 78 of the Municipal Systems Act on the Security of Revenue Project;
- Conducted an audit on contracts between the various Departments within the City of Tshwane Metropolitan Municipality and their suppliers;
- Advised and negotiated on behalf of Royal Bafokeng Nation the upgrade of the Royal Bafokeng Nation Stadium selected to host tournament matches for the 2010 FIFA World Cup and drafted and commented on related agreements;
- Advised RBN on MFMA compliance regarding the upgrade of the Royal Bafokeng Nation Stadium.
- Advised Anglo-Platinum on infrastructure development strategy on bulk services with focus on Rustenburg, Moses Kotane and Thabazimbi municipalities;
- Advised Transnet on the disposal of heritage Assets;
- Advised COJ on the MFMA compliance matters in the development of the Johannesburg Broadband Network Project;
- Advised the Greater Tubatse Municipality in its needs and options analysis in respect of a water and sanitation Project;
- Advised the Department of Health and Social Development on a feasibility study for Hospital Revitalization Project;
- Advised Intersite Asset Investment SOC Ltd on PFMA implications on an advertising and broadcasting concession; and
- Advising on and litigating in all aspects relating to local government law, including municipal public transport, procurement, housing, waste management, municipal PPPs, municipal Asset Transfer Regulations and general compliance with municipal legislations and Treasury Regulations.
- Advised the City of Johannesburg Metropolitan Municipal in respect of its unbundling of the Johannesburg Metropolitan Bus Service (“Metrobus”).

2.6 LEGISLATIVE & PUBLIC POLICY

Dlamini Attorneys has represented various private sector clients in the procurement processes before various public enterprises on a PPP basis. We have advised provincial government departments and various local municipalities on compliance issues related to their procurement processes under the Public Finance Management Act and the Municipal Finance Management Act. Finally, the Firm regularly facilitates in-house workshops and seminars tailor-made to each client's needs and aimed at addressing the impact of new legislation on the client's operations and the sectors within which it operates.

Relevant experience includes:

- Managing a tender process for the procurement of a fleet of buses for the City of Tshwane BRT Project ensuring compliance with various legislative requirements including the DTI Local Content requirements;
- Adjudicated on the appointment of various service providers for the Mangaung Municipality on behalf of Intersite Asset Investment SOC Ltd;
- Conducting workshops for various clients on new legislation including, most recently, the Companies Act 71 of 2008 and the Consumer Protection Act, 2008;
- Advising clients and giving workshops on the Broad Based Black Economic Empowerment Act and the various charters and codes; prepared a gap analysis for clients on the Broad Based Black Economic Empowerment Act and advised on how to achieve the desired BEE credentials for rating;
- Drafted By-laws for the Royal Bafokeng Nation in line with various new provincial and national legislation;
- Drafted Rules and Orders for the Supreme Council of the Royal Bafokeng Nation;
- Advised Transnet Rail Engineering on internal procurement policies and compliance on various matters under the Public Finance Management Act;
- Advising Royal Bafokeng Nation on the water services legal framework and the municipalities' role as a water service authority and a water service provider.
- Reviewed the following on behalf of RBN:
 - Safety at Sports and Recreation Events Bill;
 - Special Measures Bill (13 B and 16 B);
 - drafted opinions and presenting written and oral submission to Parliament on the:
 - the Communal Land Rights Bill;

- the Customary Law and Related Matters Bill,
 - the Traditional Leadership and Governance Framework Amendment Bill
 - the National House of Traditional Leadership Bill, and
 - the Traditional Courts Bill.
 - defending land claim;
- Defended Land Claims on behalf of Royal Bafokeng Nation:
 - Appearing before the Commission on Restitution of Land Rights;
 - Attending stakeholders meeting on behalf of various clients; and
 - Drafting Settlement Agreements;
 - Corporate governance for tribal and corporate entities;
 - Drafted various By-Laws for tribal structures.
 - Advised the Royal Bafokeng Nation on the invalidity of various provisions of the Communal Land Rights Act 11 of 2004;
 - Advised and submitted comments on behalf of the Royal Bafokeng Nation on various legislating impacting them which includes but not to the Expropriation Bill 2016, the Review of the Broad-Based Black Economic Empowerment Mining Charter etc.
 - Approached court on a declaration of land ownership for various communities;
 - Advised the Presidential Review Committee on State-Owned Entities on the need of a single legislation regarding State Owned Entities;
 - Advising Transnet Property on all types of evictions, rental recovery matters and the impact of the Consumer Protection Act 68 of 2008; and
 - Advising Transnet Property on Prevention of Illegal Eviction from and Unlawful Occupation of Land Act No. 19 of 1998;

2.7 DUE DILIGENCE

Dlamini Attorney's team members have over the years participated in and continue to advise on various projects requiring due diligences to be undertaken.

Relevant experience includes:

- Conducted a due diligence on behalf of Public Investment Corporation on the National Empowerment fund, regarding a proposed transaction to provide funding for small & medium enterprises;
- Conducting a due diligence on behalf of the City of Johannesburg Metropolitan Municipality on the development of the Johannesburg

Broadband Network for its constituents with Ericsson South Africa by way of a Build, Operate and Transfer Agreement;

- Conducting a land audit for the City of Tshwane Metropolitan Municipality to assess the alienation of land in Tshwane;
- Conducted various legal due diligence in the Public Sector, Private Sector, Mining Sector; and the Health sector;
- Conducted legal due diligence on behalf of Sikhuliso Resources (Pty) Ltd for the acquisition of tailing facilities;
- Conducted a due diligence on land and mineral audit investigation for Royal Bafokeng Nation;
- Conducted a due diligence investigation on the African Kingdom Federation of Ghana on behalf of the Royal Bafokeng Nation;
- Conducted a due diligence investigation on behalf of BP on the proposed Sasol and Engen merger;
- Conducted a due diligence and compiled a telecommunication license matrix containing information on VSAT and Sub-marine Licences in the African continent gathered during the research for clients;
- Conducted due diligence investigation and report, drafting of term sheet and sale of business agreement on behalf of Industrial Development Corporation for the funding of the purchase of the business of Union Carriage and Wagon Proprietary Limited from Murray & Roberts; and
- Conducted a due diligence on Kego Mining for the purchase of equity by client.

2.8 CONSTRUCTION

Dlamini Attorneys' team members have over the years participated in and continue to advise on various construction transactions

Relevant experience includes:

FRONT-END

- Advised the Passenger Rail Agency of South Africa on the review and merger of their contract with Siemens Limited on the design, construction and implementation of a new Railway Signaling System Gauteng and the design, construction and installing for the Gauteng Nerve Centre, using FIDIC.
- Assisted the capital arm of Transnet SOC Limited, Transnet Capital Projects, in the contract negotiations for the appointment an EPCM service provider for the Manganese 16mtpa Expansion Project: Rail Phase 2: Hotazel to Ngqura.
- Assisted the capital arm of Transnet SOC Limited, Transnet Capital Projects, in the contract negotiations for the appointment of an EPCM service provider for the Manganese 16mtpa Expansion Project: Port of

Ngqura Manganese Export Terminal. The preferred bidders negotiated with, were FLAG JV and H2N JV.

- Review of a Self-Build Agreement for the Tippler 3 project, a section of the existing Eskom 66 kV overhead power lines to the port, extending over approximately 1.0 km, where the counterparty was Eskom.
- Advised Eskom in a quality assurance, legal, technical, safety and operation review on all its past and present control and instrumentation contracts.
- Advised ACSA in a review of the NEC3 Term Service Contract, in relation to a project for King Shaka International.
- Advised Regiments Capital (Pty) Limited on a Development Management Agreement for the development above the Sandton Gautrain Station.
- Advised Consolidated Power Projects in a contract negotiation with the City Of Johannesburg in relation to the commercial terms of the NEC3 Engineering and Construction Contract.
- Advised clients on JBCC and FIDIC.

BACK-END

- Acted on behalf of Passenger Rail Authority of South Africa, in an Arbitration against Bombardier Africa Alliance, in the New Railway Signaling System and Installation of the New Durban Centralised Traffic Control Project.
- Part of Transnet SOC Limited Dispute Team for the Manganese Project. Provide ad hoc legal services upon request (including back-end and front-end).
- Acted on behalf of Transnet SOC Limited, Transnet Capital Projects, in several adjudications brought by the EPCM, FLAG JV, in the Manganese 16mtpa Expansion Project: Ngqura Manganese Export Terminal. The disputes emanated from the NEC3 PSC.
- Acted on behalf of Transnet SOC Limited, Transnet Capital Projects, in several adjudications brought by the contractor, Steffanutti Stocks Marine, in a project for Works for the East London Ports Revetment. The disputes emanated from the NEC3 ECC.
- Acted on behalf of Passenger Rail Authority of South Africa, in an adjudication against Bombardier Africa Alliance, in the New Railway Signaling System and Installation of the New Durban Centralised Traffic Control Project.
- Acted on behalf of Transnet SOC Limited, Transnet Capital Projects, in several adjudications brought by the EPCM, AECOM, stemming from different projects in Cape Town and Saldanha areas. The disputes emanated from the NEC3 PSC.
- Acted on behalf of Transnet SOC Limited, Transnet Capital Projects, in several adjudications brought by the contractor, Group Five, in the Sands

Bypass Project a “A” Berth in the Port of Durban. The disputes emanated from the NEC3 ECC.

2.9 COMPETITION LAW

Dlamini Attorneys has experience in Competition Law matters relating to Mergers and Acquisitions as well as Enforcements and Exemptions. Our Team members have been involved in merger investigations in the following Industries:

- Mining Ventilation,
- Coal Mining,
- Automotive,
- Health,
- Logistics; and
- Newspaper industries amongst others.

Our team members have also advised clients on merger notifications as well as notifying mergers on behalf of our clients. Some of our team members have worked for the Competition Commission as analysts and have drafted recommendation reports for consideration by the Executive Committee of the Competition Commission and have appeared before the Competition Tribunal.

Dlamini Attorneys team members have advised clients on Competition Law compliance, conducted Competition Law audits and drafted legal opinions on various competition law topics.

More specifically, our team members have advised clients on Competition Law as follows:

- Advised clients such as the Public Investment Corporation on merger notifications as well as notified mergers on behalf of our clients with the Competition Commission of South Africa;
- Conducted training sessions for clients such as Public Investment Corporation on certain Competition Law topics;
- Advised clients such as National Empowerment Fund and Passenger Rail Agency South Africa on certain Competition Law topics;
- Undertook a competition law analysis on behalf of the Passenger Rail Agency South Africa (“PRASA”) and provided a legal opinion on whether PRASA is dominant or has market power (as envisaged in Section 8 of the Competition Act) in the market for passenger rail services;
- Advised Transnet Freight Rail on competition law implications on whether exclusion of traders from the MECA 2 process can be justified on Constitutional and/or Competition Law grounds;
- Advised Transnet Freight Rail on the Maputo Corridor Project in its role as a member of the JOC established for the promotion and facilitation of transportation of goods by rail to and from South Africa, Swaziland and

Mozambique with regards to implications of disclosing and agreeing on the tariffs charged for the provision of railway services/facilities in the respective corridors and the horizontal and vertical competition concerns related to the disclosure of such tariffs were considered by analyzing the Competition Act 89 of 1998;

- Undertook a competition law analysis to define the market within which Transnet Freight Rail is active in so far as it relates to the provision of railway services to its customers operating in the Timber, Ammonia, Chrome, Ferrochrome, Fuel and Gas markets.
- Undertook a competition law analysis in to the steel and cement market as well as the rail and motor industry on behalf of Transnet Freight Rail;
- Conducted Competition Law Audits for clients such as Transnet Freight Rail as well as advised Transnet Freight Rail on Competition Law compliance within the context of core commodity allocations processes; and
- Reviewed commercial agreements for Competition Law compliance and drafted legal opinions on various competition law topics including remedial steps necessary for compliance with Competition Law legislation.

2.10 INTELLECTUAL PROPERTY

Dlamini Attorney's team members have over the years registered and continue to advise on the registration of Intellectual Property, including trademarks and patents.

Relevant experience includes:

- Advising on and registering various marks over four classes for the Royal Bafokeng Nation Queen Mother Semane Bonolo Molotlegi Foundation and the Queen Mother Polo Charity Cup; and
- Advising on and registering various marks over five classes for Kasapreko, a Ghanaian company.

2.11 CORPORATE LITIGATION

Dlamini Attorneys litigation practice offers clients innovative solutions to disputes arising in all areas of law.

Relevant experience includes:

- Litigating on behalf of the City of Tshwane Metropolitan Municipality in a Heritage Impact Assessment dispute pertaining to the Caledonian Stadium and the Inner City Rejuvenation Project.
- Litigating on behalf of the Loliwe Companies on the Gautrain Rapid Rail Link against the Bombela consortium;
- Litigating on behalf of The City of Tshwane Municipality on matters involving Tender process irregularities, tender reviews, electricity disconnections; commercial evictions land development rights;

- Advising Municipalities on the Promotion of Administrative Justice Act 3 of 2000 proceedings with specific emphasis of the fair exercise of public power as well as compliance with applicable legislation such as the Municipal Finance Management Act, Municipal Systems Act and National Treasury Regulations;
- Acted on behalf of the City of Tshwane Metropolitan Municipality, in a Constitutional Court application, against Link Africa (Pty) Ltd, Minister of Justice and Constitutional Development, Minister of Communications, Dark Fibre Africa (Pty) Ltd, Telkom SA Soc Limited, Neotel (Pty) Ltd, Neotel (Pty) Ltd, Mobile Telephone Networks (Pty) Ltd and SMI Trading CC with regards to a telecommunications matter.
- Advising on various evictions and collections for purposes of disposal of the property portfolio of Transnet Property;
- Advising and mediating on Landlord and Tenant disputes;
- Arbitrated on behalf of Roshcon SOC in respect of construction contract dispute;
- Litigated on behalf of the Local Municipality of Ditsobotla in respect of a construction contract disputes;
- Litigated on behalf of Thyssenkrupp Elevators South Africa in respect of a fraudulent matter;
- Litigated on behalf of Mutual and Federal in respect of a breach of a commercial contract;
- Representing the Bakubung Ba Ratheo with various litigious matters, which includes but not limited dispute between members of the Royal Family.
- Litigated on behalf of South African Airways in respect of a commercial contract dispute;
- Litigated on behalf of Aon Insurance South Africa (Pty) Limited; and
- Representing Pikitup Johannesburg (Pty) Limited in respect of dispute arising out of commercial contract.

2.12 LABOUR PRACTICE

- Acting as chairperson in a disciplinary hearing on behalf of City Power Johannesburg (SOC) Ltd
- Advising clients such as the City of Tshwane, S Group CC and SETA on Labour Law related issues including disciplinary proceedings and suspension of junior and senior management level employees as well as general administration of Human Resources;
- Drafting Labour Law related documents such as Charge Sheets, Notices of Suspension as well as Disciplinary Codes;

- Leading evidence on behalf of employer clients at Disciplinary Hearings; and
- Drafting Labour Law opinions on a variety of Labour related matters including the interpretation of the Labour Relations Act, Collective Bargaining Agreements, Senior Manager Hand Book Guidelines and Regulations.

2.13 CONVEYANCING PRACTICE

- Transfer and registration of property on behalf of the Department of Human Settlement
- Provision of Notarial services to ABSA Capital
- Drafting and registration of notarial bonds on behalf of Industrial Development Corporation
- Transfer and registration of properties and servitudes on behalf of Transnet SOC Ltd;
- Transfer of various properties on behalf of the City of Tshwane from former municipal bodies to the current Metropolitan Municipality;
- Transfer and registration of residential properties and mortgages;
- Registration of Estate Transfers;
- Registered Opening of townships and Sectional Title Registers;
- Drafting Notarial lease agreements, servitudes and Antenuptial Contracts;
- Financial Administration of proceeds from Seller to Buyer and accounting to clients; and
- Drafting Legal opinions relating to immovable property.

2.14 TAX LAW

- Provision of legal opinion and advice to PRASA in respect of an Amalgamation transaction
- Provision of legal opinion and advice to Industrial Development Corporation in respect of tax implication and planning regarding transfer of shares to public benefit organisations
- Providing Legal opinions on Tax Implication of several Commercial Transactions;
- Raising objections and appeals to SARS; and
- Tax Litigation in the Tax Court.

2.15 AFRICA PRACTICE

Relevant experience includes:

ANGOLA

Advising a sponsor on the development of a housing and bulk services infrastructure project.

EQUATORIAL GUINEA

Advising a co-sponsor on the project management of the Continental Region Projects and Island Region Projects on behalf of Geoprojectors in Equatorial Guinea.

GHANA

Advising the developer on a multipurpose property development on 3000 acres of land in Akuse, Ghana;

KENYA

Advising a local constituency in Kenya on the development, structuring and financing of an integrated water, sanitation and energy project.

MOZAMBIQUE/SWAZILAND

Advising Transnet on joint operations with Mozambique and Swaziland in respect of the Maputo Corridor.

RWANDA

Advising the project consortium in the development of the methane gas to liquids project in Lake Kivu in Rwanda.

UGANDA

Advising the project consortium in its proposed bid for the Uganda police accommodation PPP.

ZIMBABWE

Advising African Transmission Corporation, through Central Transmission Corridor, on negotiations for the upgrade and construction of high voltage transmission lines and various static VAR compensators in Zimbabwe.

REST OF THE CONTINENT

Compiling a telecommunication license matrix containing information on VSAT and Sub-marine Licences in the African continent gathered during the research for clients.

3. OUR COMMITMENT

DREAMS COMING TRUE FOR THE YOUTH...

As a Firm we recognise the fortunate position we operate in as leading lawyers and have undertaken various corporate social responsibilities. One of our initiatives is the annual Leading Future Leaders event, a thought leadership seminar which hosts more than a 200 learners from various schools in previously disadvantaged communities. The event is about inspiring thought leadership and provides a motivational platform for through talks by established speaker and thought leaders. The firm also donates generously to various Educational Trusts.

Dlamini Attorneys also offers bursaries to learners and university students in various fields of study. Dlamini Attorneys remains firmly committed to excellence, especially academic excellence and creation of future thought leaders.