

## SECTION 1: FIRM'S PROFILE

### 1.1 Details of the Firm

**Tanzania's fastest  
growing law firm**

Mark & Associates Attorneys is considered to be one of the most respected and fastest growing law firms in Tanzania.

The Firm was founded in 2004 as an international corporate, commercial and financial practice. Over a short period of time, the Firm has grown steadily to its current compliment of 10 staff including 3 partners, 4 associates and 3 supporting staff. The background experience of the Firm's members allows them to offer the best legal services in the country in all aspects of law. The Firm currently works in association with several other international law firms countrywide and abroad. The Firm's lawyers come from the biggest law firms and parastatals in Tanzania such as Rex Attorneys, Mkono & Co. Advocates and the Presidential Parastatal Sector Reform Commission (PSRC). As such, the Firm is composed of young, energetic and well exposed team with strong diverse experiences which enables it to provide legal advice of the highest calibre in an industry-focused manner.

Close client contact combined with its partnership with other leading law firms has enabled Mark & Associates Attorneys to handle wide-ranging matters for the

**Mark & Associates  
Attorneys has  
strengthened its  
position as a quality  
Firm**

Government, public and private companies, non-governmental organisations and individuals. The Firm offers its services across different sectors of expertise, such as company law, banking and finance, mining and energy, public and private finance, taxation, employment relations, privatisation, public private partnerships and litigation. We also have a niche in offering legal advisory services on legislative drafting, law reform work, trust funds and various other charitable bodies. Over the few years of its existence, Mark & Associates Attorneys

has formed a number of alliances with other law firms practicing in Tanzania and abroad and we currently have affiliated offices in Arusha and Zanzibar.

An ambition to be the country's premier law firm underpins our business strategy. To us, quality of service and output is of paramount importance. Every lawyer at Mark & Associates Attorneys is attached to a particular practice group. The lead partner of each practice group is responsible for establishing the highest professional standards of competence within the relevant specialist area. Each practice group is responsible for recruitment, legal training, non-legal development, know-how and research. In every work that we do, we ensure quality and excellence in the realm of customer satisfaction, leadership, strategic planning and benchmarking.

## **1.2 Main Practice Areas**

Although our Firm is structured in the practice areas mentioned below, we are used to assemble multi-disciplinary teams with experienced corporate, commercial, finance and dispute resolution lawyers from across the Firm, all with extensive experience in a dedicated client's sector. These lawyers then act as a team, able to provide services such as contract drafting, negotiation and review, compliance advice and representation in litigious matters and arbitration proceedings. The advantage of such team approach to the clientele is the highest calibre of legal advice and unique in-depth industry knowledge.

### ***1. The Corporate and Commercial Practice***

- In this practice, we advise public and private companies and institutions on all aspects of corporate activities, including company formation and management, joint ventures, management buy-outs, employment, negotiating and drafting of all types of commercial contracts and insurance just to mention a few. The members of this department are comfortable and conversant with all kinds of contractual arrangements such as non-disclosure and secrecy, licensing,

distribution, outsourcing, agency and franchising, leasing and factoring, sales and commercial leases. The team is uniquely qualified to negotiate and prepare highly specialized contractual documents.

- Members of this department have longstanding reputation for their representation of major public and private companies and institutions on all aspects of corporate activity, including privatization, mergers and acquisition, joint ventures, management buy-outs, etc. as well as providing specialist support in areas such as pensions and employee benefits. This department also advises on corporate and securities regulatory issues, disclosure and corporate governance matters and on transactional structuring. This practice is also actively involved in creating and developing sophisticated corporate structures and financial instruments.

## ***2. The Banking and Finance Practice***

- We advise on all aspects of commercial banking and lending business. The Firm supports borrowers, lenders, issuers, lead managers and trustees on debts, syndicated lending, drafting and registration of security documents, trade finance, structured asset, project finance, debt recovery, receivership and liquidation. Our banking and projects experience, combined with strengths in areas such as outsourcing, construction, property development, facilities management and utilities has put us firmly at the forefront of this field. The Firm is actively involved in creating and developing sophisticated corporate structures and financial instruments. Our team is uniquely qualified to negotiate and prepare highly specialized contractual documents.

- In addition to the foregoing, the Firm has the capabilities in working in diverse capital markets and venues. These include initial public offerings and private placements of securities. Some of our members have previously been at the centre of establishing collective investment schemes.

### ***3. The Intellectual & Real Property Practice***

- Mark & Associates Attorneys is one of the leading firms in the protection of intellectual property rights. The firm is actively involved in handling applications for trademarks and patents, including contentious and non-contentious work, such as licensing and franchising, trademark infringement, passing off, opposition proceedings, copyright and design right, confidential information disputes and protection.
- In addition, the Firm has, since its inception, provided services to commercial and private clients in a wide variety of transactions involving real property. The services include conveyance, mortgages of land, leases and title opinions and title actions.

### ***4. Litigation & Dispute Resolution Practice***

- The Firm handles a wide variety of domestic and international commercial disputes relating to construction, defamation, employment, financial and corporate matters, insolvency, insurance, etc. Our litigation department has substantial experience in a wide variety of business and commercial litigation and arbitration including in sectors such as infrastructure, banking and financial institutions, construction, communications and insurance.

### ***5. Projects***

- The Firm has the capabilities of representing government bodies, private companies, borrowers, insurance companies, investment and merchant banking

firms and other financing institutions, corporate lenders and venture capital investors and developers across a range of industry sectors such as mining, real estate, transportation, oil, gas, utilities, telecoms, construction and engineering. We understand that every transaction presents unique demands. We therefore, work closely with our clients to understand their businesses, objectives and approach to their deals. Our clients rely on us to provide the in-depth industry knowledge, local market expertise, practical solutions and clear strategies necessary to make their deals work.

#### ***6. The Regulatory Compliance Practice***

- In this area of practice, we advise boards of directors, trustees and management teams in commercial banks, financial institutions, private companies, trust funds, religious institutions, non governmental organizations and various other commercial and charitable bodies on how they can effectively discharge their duties particularly in the current environment where regulators increasingly seek to hold directors/trustees/managers accountable for failures in their organizations or products.
- The Firm is composed of the members who possess vast experience in advising various clients on matters ranging from the regulatory aspects of their registrations, restructurings, annual statutory filings, taxation and employment. In response to an increased demand from clients for advice and assistance on matters relating to compliance, we have established a dedicated regulatory compliance advisory practice.
- We provide advice and assistance to our clients in relation to changes in the country's laws and regulations. Tanzania being a growing nation in a changing world, new laws and or regulatory requirements arise and change regularly. In such circumstances, our legal team works to update clients on the likely impact

of those changes in their operations with practical suggestions for solutions and adjustments to their systems to ensure compliance with them.

- We also conduct regulatory audits as a "stand alone" request, or as part of preparation of directors' or trustees' compliance statements under the relevant laws establishing their organizations or as a supplement to internal audit or legal and compliance teams. The focus is to advise and assist clients in reviewing and amending their compliance systems and procedures to enable them satisfy themselves that they comply with all the country's and their organizational legal and regulatory requirements.

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## **SECTION 2: Experience**

### **2.1. Firm's Relevant Experience & Clients**

Here below is a brief list of some of the very recent assignments that the Firm has and is still undertaking under its consultancy practice:

- Providing legal advisory services to Stanbic Bank Tanzania Limited on the validity and enforcement of various security documents in relation to numerous multi-billion loan transactions. Assisting this Client in drafting and registering various security documents such as debentures, mortgages, guarantees, security sharing agreements, share pledges, loan agreements, notices of deposit and caveats just to mention a few.
- Providing legal advisory services to the Government of the United Republic of Tanzania through the Consolidated Holding Corporation in litigation and arbitration matters.
- Acting as legal consultants to the World Bank through Emerging Markets Group and First Initiative both of Washington DC, USA in the project for updating the accounting and auditing legislation in Tanzania. Preparing the draft Act (the Financial Reporting Act) which is intended to revamp the legal framework of the accounting and auditing practice in Tanzania.
- Providing Legal Advisory Services to Unit Trust of Tanzania (“UTT”) on compliance matters to the Capital Markets and Securities Authority (“CMSA”) with regard to UTT’s intention to launch two schemes namely Children Career Plan (“CPP”) and the Regular Income Scheme (“RIS”).

- Acting as legal consultants to Transparency International through Kilimanjaro International Corporation in respect of an on going project of introducing anti-corruption systems in construction industry in Tanzania. Reviewing and advising the Client on all aspects of procurement and construction laws and regulations in Tanzania and proposing a feasible method of introducing the proposed system.
- Acting as legal consultants to the Ministry of Works and Infrastructure Development through DANIDA & Carl Bro International in advising on and drafting the Roads Act (Environmental Management) Regulations. The Regulations are intended to protect, preserve and ensure compliance of the environmental regulations during undertaking of roads construction projects.
- Other Clients for whom the Firm is working for include, Massawe Ernst & Young, CRDB Bank Limited, Oil Com Tanzania Limited, Tanzania Railways Corporation, Geological Drilling Company Limited, Carl-Bro International, Mastermind Tobacco Tanzania Limited, Burundi Tobacco Company Limited, East Africa Consulting Group Limited, Campaign International and Health & Development International Consultants, African Field Epidemiology Network Limited, Royal Media Services Ltd (Kenya), Ugachick Poultry Breeders, Azania Floor Mills Limited, Lake Oil Company Limited, Mikoani Traders Limited, TANCEM Tanzania Limited, Freight and Logistics East Africa Limited, Kilimanjaro Television and Radio Network just to mention a few.

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## SECTION 3: Personnel

### 3.1. Introduction

The Firm is comprised of specialists with long experience in the legal profession and has the right mix that may very well cater our Client's legal services requirements.

### 3.2. Team Composition

- **Anthony Mark:** He is the Firm's Managing Partner. He handles the Firm's Litigation & Dispute Resolution Department. Prior to founding the Firm, Anthony worked with Epitome Advocates which later merged with Maajar, Rwechungura, Nguluma and Makani Advocates to form Rex Attorneys. His practice focuses on litigation and arbitration of complex commercial disputes, including claims arising from government restructurings, insurance, capital investments, shareholder class actions and derivative cases, business torts and intellectual property. He has broad experience in litigation matters before the Court of Appeal of Tanzania, Commercial and Land Divisions of the High Court of Tanzania and at the Tax and Labour tribunals. He also has extensive experience in commercial arbitrations before various arbitration and mediation tribunals.
- **Thobias Laizer:** Heads the Firm's Corporate and Commercial Department. Prior to joining the Firm he was the Principal Legal Consultant at the Presidential Parastatal Sector Reform Commission (PSRC) for a period spanning 8 years. He focuses his practice in areas of company formation and management, competition law, mergers and acquisitions, joint-ventures, public offerings, corporate take-overs, privatization, restructurings and dissolutions. He also has a niche in rendering legal advisory services in connection with mining and energy and he now advises Tanzanian and international clients in relation to the regulation of investment services, establishment of investment funds, listing of investment funds, offer and sale of investment instruments and investment products.

- **Honest J. Lugalla:** A partner in the Firm's Banking and Finance Department. Prior to joining the Firm he was employed as an Advocate at Mkono & Co Advocates for five years. He is at the centre of offering practical legal advice and assistance in relation to banking & finance, project financing, aircraft finance, drafting and registration of security documents, capital markets transactions, insurance and legislative drafting. He also possesses vast experience in conveyance issues, leases, mortgages of land and ships, debt recovery, receivership and liquidation.
- **David Nzaligo:** David is a resident Consultant in the Firm. He is a lecturer at Tumaini University in Dar es Salaam and a specialist in corporate and commercial law with particular expertise in intellectual property, international business transactions and securities regulation. He also advises on all aspects of outsourcing, information technology law and e-commerce law, with specific focus on the requirements of financial institutions and financial services providers in these areas. David possesses a Masters degree from the University of San-Francisco School of Law, California, USA and has worked for three years as a Senior Legal Officer at Law Offices of Kaizer U. Khan in San-Francisco.
- **Godwin Nyaisa:** He is an Associate in the Firm. He practices general corporate law focusing primarily in the areas of banking, corporate finance, company formation and management, drafting of commercial contracts and litigation. He is responsible for preparation of pleadings and various other court documents and does most of the ground work on research and legal opinions rendered by the Firm in various practice areas.
- **Humphrey Mtuy:** Joined the Firm as an Associate in July 2006. He is a professional draftsman and tax law expert. He has drafted numerous constitutions for charity organizations, memorandum and articles of association for charity and commercial companies, staff employment manuals, codes of conduct and by-laws. He also

advises commercial banks, financial institutions, public and private companies on all aspects of corporate restructuring and tax law. He is as well involved in providing the Firm's clients with advice and support on internal and external enquiries arising from corporate and regulatory requirements.

- **Diana Matondane:** Diana is an associate in the Banking and Finance Department. She provides practical advice and assistance in relation the impact of new regulations and assists clients in the effective and timely implementation of any required changes. She advises boards of directors, senior management, in-house counsel and compliance officers on their obligations under new and existing banking and financial institutions regulations, assisting in implementing risk management programmes and compliance systems. She assists clients with the authorisation of new entities such as banks and investment services firms and the expansion of the activities of existing entities.

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**SECTION 4:****4.1 Why we have the edge**

We believe that our Firm has an edge above the rest. Our understanding and experience of the legal climate of Tanzania and the laws and procedures governing Regulatory authorities, corporate matters, employment, taxation and various other areas of relevance to regulatory authorities will give value to our Client's legal service requirements. We have the right mix of expertise and capabilities to advice and support our Clients in their various legal matters for the following reasons:

***1. First – the knowledge and experience of the Firm***

- The Firm brings the assurance of dealing with one of Tanzania's leading law practice with extensive knowledge. Our team is comprised of the members who have an excellent grasp and understanding of the legal and regulatory framework.
- Our Firm has been involved in providing various legal services to the Government of the United Republic of Tanzania and its institutions.
- We can draw upon our extensive manpower resources from within the Firm to support the carrying out of this assignment. We can also draw on additional international experience where necessary.

***2. Second – the quality and experience of the individuals***

- Our proposed first-rate multidisciplinary team consists of highly experienced experts in providing legal advisory services. There are no gaps in our knowledge or experience.

- Our proposed team consists of Tanzanian specialists with both local and international experience in legal issues associated with banking and finance matters.

### ***3. Third – our approach***

- At all times we aim at providing services, which are consistent with our clients' commercial requirements and long term needs. We provide clear, immediate, concise and timely advice, which is directed at identifying the simplest and most cost-effective route to achieving our clients' objectives.
- We analyse our clients' needs and develop methodologies that suit the environment in which they operate. In doing so we also help our clients take advantage of opportunity while protecting them from risk
- In order to ensure that our clients' desires are fulfilled in a timely and orderly fashion, the Firm is interlinked and associated with renowned consultants with experiences in a wide range of practice areas, thus making it possible for the Firm to call upon their expertise in rendering well-rounded opinion to its clients.

### ***4. Fourth – our philosophy***

- Our philosophy is that the role of a legal adviser is to do more than provide technical legal advice. We combine analysis of legal issues with a flexible, commercial and business-like approach as to how those issues should be addressed. We believe it is a part of the role of a legal adviser to be proactive and to participate in commercial and financial discussions, and not merely to advice on compliance, liability and risk.
- We are committed to providing an efficient and economical high quality service, which represents value for money in all respects.