

FIRM PROFILE

Sorie & Bangura ("S&B") formed in 2011 is a dynamic law firm that is creative, attentive to client needs, forward thinking and results oriented. Offering a full range of services for its diverse clientele from its offices at 16 Adelaide Street in Freetown, the firm's practice includes civil and criminal litigation, mergers and acquisitions, corporate law, preparing and negotiating various contracts and agreements, renewable energy, admiralty/shipping law, debt collections, banking, mining, petroleum law, trademarks, providing end-to-end support in land lease processes for the private sector especially in the provinces of Sierra Leone where private sector companies engage with local chiefs and indigenous land owning families, family law, succession law including obtaining letters of administration and probate, and advising on all aspects of employment and labour law including contracts of employment, termination, dismissals, benefits and redundancies. S&B regularly provides regulatory and legal framework advisory services for various types of project-financed transactions, covering the full spectrum of work streams from structuring the transaction, legal due diligence, drafting and negotiating project documents, and managing and coordinating the closing process.

The firm's broad client base ranges from local businesses to foreign corporate/international entities; clientele includes renewable energy companies, telecom companies, construction companies, equipment leasing companies, agricultural companies, hotels, banks, microfinance institutions, mining companies, development agencies and international institutions as well as INGOs and NGOs. In the course of its representation of its clients the firm deals with several government ministries and other governmental institutions and interacts with senior government officials.

Chambers and Partners, a leading directory of law firms after conducting research and due diligence on our firm states: "It is a good firm; they work well, they do commercial work, and they are experienced." They further state: "The team has litigation experience and demonstrates notable activity in the energy sector." S&B has a team that is very conversant with energy projects as well as project financing transactions. Our experience enables us to advise on all aspects of energy projects and project financing transactions. This includes legal structuring and financial agreements that innovate, as well as energy and infrastructure projects that are driven by or developed for other sectors such as telecom providers. We are quite familiar with the legal and regulatory framework applicable to a variety of projects.

S&B is a full-fledged law firm with three partners. Our comprehensive and complementary capabilities combine to make S&B the clear choice as your retained legal Service Provider. This assertion is as a result of three factors; our approach, our team and our desire to produce results for our clients. Our approach to providing world class service is to develop an in-depth familiarity with your business and legal needs. We will continuously strive to understand your business practices and acquire critical insights into the issues that you will be facing. Our team has years of stellar and diverse experience and has handled major business, commercial and corporate transactions. Accordingly, we understand how to get deals done efficiently and at a cost that makes business sense. With S&B you are assured of dealing with experienced professionals who are poised to assist you with this important transition by applying our existing knowledge of the legal, business, and operational environment. Our goal will be to provide effective legal services in a manner that makes business and financial sense. We will be reliable in terms of our legal service commitments and accessibility to you.

The firm is a strong advocate for its clients and seeks to be Sierra Leone's premier law firm. The varied and combined experiences of the members of the firm make the firm a solid provider of legal services and the right choice to provide specialist legal support in transactions involving government ministries,

agencies and departments, local councils and administrators, international institutions as well as guiding investors and entrepreneurs through the process of setting up and registering a company in Sierra Leone as well as obtaining all the necessary clearances and permits that will enable a business to run effectively. Additionally, the firm's strong negotiating credentials are very useful in guiding through mergers and acquisitions, debt collection and obtaining favorable terms from the Government of Sierra Leone for concessions such as duty-free waivers and others in appropriate circumstances.

We constantly deal with transactional/business/commercial law issues and provide advisory and transaction specific advice on legal matters including providing legal review and advice on all variety of legal documents; providing country-specific policy and regulatory analysis and advice; conduct local due diligence on third parties; providing specific local law advice on agreements. We have participated in multi-million-dollar projects and been involved in project financing transactions with renown international development agencies/financial institutions in energy, mining and agriculture projects. We understand the regulatory and legal framework in which projects must operate and thrive and have a keen sense of the business climate. We provide fresh thinking and believe that every problem has a solution, enabling our clients to effectively fulfil their investment projects and programs.

Members of the firm have been engaged by the Millennium Challenge Coordinating Unit (MCCU) an autonomous entity with independent legal authority to oversee, manage, and implement a Threshold Program (THP) funded by the Millennium Challenge Corporation (MCC) to provide a host of consultancy services. MCC is a U.S. government agency focused on assisting countries dedicated to good governance, economic freedom, and investments in people. The MCC Threshold Program with Sierra Leone provides up to \$44.4 million to support significant policy reforms and improve governance in the water and electricity sectors. By establishing independent regulation, strengthening key institutions, and increasing transparency and accountability, the program has created a foundation for the financially sustainable provision of essential water and electricity services, as well as limit opportunities for corruption in service delivery. Members of our firm have been engaged to provide regulatory support services and program closure services to the MCCU threshold program as individual legal consultants. Likewise, our firm has been engaged by the United Nations Office for Project Services (UNOPS) to provide legal advisory services for a \$12.7 million 2.8MW renewable energy mini grid project that will provide electricity to 3,000 households, 350 industrial and commercial businesses, 200 health facilities and 500 schools including 50 school libraries.

S&B has experience advising and document preparation on Public Private Partnership ("PPP") projects. We have worked on several Power Purchase Agreements ("PPA") including the PPA between the main electricity generation and distribution companies and a PPA with the Government of Sierra Leone ("GoSL") on behalf of a client engaged in the renewable energy sector to provide solar energy to the cities of Bo and Kenema, Sierra Leone's second and third largest cities with a combined population of approximately 450,000 as well as to two constituent colleges of the University of Sierra Leone. We have also worked with a Middle Eastern company that has negotiated the sale of thermal plants to the Government of Sierra Leone for installation in several districts around the country. We have routinely provided consultancy services for electricity and energy projects.

S&B has a dynamic debt recovery practice and collects debts for commercial banks as well as companies (both foreign and local) and individuals using both a soft approach i.e. negotiating repayment terms and settling matters out of court where possible and a hard approach – litigation where it appears to be the most effective option. S&B continues to successfully recover significant sums of money for our clients including a \$19 million judgment against one of the largest mining companies in Sierra Leone. The firm has substantial experience in litigating all kinds of civil matters within the Superior Courts of Judicature of Sierra Leone. Our firm also has a dynamic admiralty/shipping law practice and we have

successfully arrested ships and negotiated settlements for our clients. We also have a successful successions and estates law practice where we deal with obtaining letters of administration as well as probate and litigating contentious succession/probate matters. Similarly, the firm has significant experience in family law matters ranging from divorce to adoption.

Our lawyers have taken a leading role in having laws passed relating to sexual violence and women’s rights working closely with all three arms of Government (Executive, Legislature & Judiciary) and in getting other regulations passed as part of our pro bono services. These efforts have gained both national recognition and international media coverage.

S&B is very attentive to deadlines. The firm serves as company secretary to some of its clients and currently maintains strong links with other law firms across the African continent particularly the West African sub region and with firms outside of Africa.

Tabular summary of experience and practice areas

Project Development	Corporate Law	Finance	M& A Private Equity Funds	Additional Practice
<input type="checkbox"/> PPP & Concessions	<input type="checkbox"/> Incorporations, Mergers and Acquisitions	<input type="checkbox"/> Capital raising.	<input type="checkbox"/> Strategic alliances	<input type="checkbox"/> Regulatory
<input type="checkbox"/> Tenders	<input type="checkbox"/> Sale & purchase of shares	<input type="checkbox"/> Project finance	<input type="checkbox"/> Joint-Ventures	<input type="checkbox"/> Litigation
<input type="checkbox"/> EPC, O&M and services agreements	<input type="checkbox"/> Company secretarial services, preparing and filing of resolutions, keeping minutes and records.	<input type="checkbox"/> Corporate finance	<input type="checkbox"/> Winding ups, divestments	<input type="checkbox"/> Arbitration
<input type="checkbox"/> Infrastructure	<input type="checkbox"/> Legal due diligence	<input type="checkbox"/> IPOs / ICOs	<input type="checkbox"/> Corporate transactions	<input type="checkbox"/> Family Law

<input type="checkbox"/> Power & renewables	<input type="checkbox"/> Employment and labour law	<input type="checkbox"/> Private Equity	<input type="checkbox"/> Shareholders agreements	<input type="checkbox"/> Environment
<input type="checkbox"/> Offtake agreements		<input type="checkbox"/> Securities	<input type="checkbox"/> Structuring & restructurings	<input type="checkbox"/> Real Estate & Succession
		<input type="checkbox"/> Asset debenture, asset verification and search for encumbrances	<input type="checkbox"/> Renegotiations	<input type="checkbox"/> Debt collection
			<input type="checkbox"/> Co-investments	<input type="checkbox"/> Admiralty/Shipping/Maritime