



ORARO & COMPANY
ADVOCATES

An Affiliate Member of AB & DAVID AFRICA

BANKING & FINANCE

A Legacy African Firm with a Fresh Take on Business



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About Us

Oraro & Company Advocates is a full-service, market-leading African law firm established in 1977 with a strong focus on dispute resolution and corporate & commercial law. With a dedicated team of partners, senior associates, associates, lawyers and support staff, the firm has been consistently ranked by leading legal directories such as Chambers Global, IFLR1000 and Legal 500 as a top-tier firm in Kenya.

We provide specialist legal services both locally and regionally in Arbitration, Asset Tracing & Recoveries, Banking & Finance, Capital Markets, Conveyancing & Real Estate, Corporate & Commercial, Dispute Resolution, Employment & Labour, FinTech, Infrastructure, Projects & PPP, Private Client, Restructuring & Insolvency and Tax.

Over the years, we have represented both local and foreign clients, governments, regulators, and not-for-profit organisations from target industry sectors including retail, construction, education, energy, financial services, manufacturing & industries. We provide both local and cross-jurisdictional legal services, either directly or through the extensive relationships that we have established with leading firms across the globe.

Oraro & Company Advocates is a full Affiliate of [AB & David Africa](#), a Pan-African business law network committed to ensuring that businesses and projects succeed in Africa by helping clients minimize the risks associated with doing business on the continent. This enables us to offer cross-jurisdictional legal advice in a seamless manner while maintaining the highest professional standards.

Oraro & Company Advocates prides itself on its deeply rooted client relationships by providing quality legal services through its partner-led approach, drawing from local knowledge and global perspectives.

“The lawyers are always up to date with emerging issues, and the legal advice given is always accurate and very comprehensive.”

Chambers Global, 2023.



Our Banking & Finance Practice



With increased oversight in the banking sector and the growth of Islamic finance and fintech in Kenya, we leverage on the trusted legal advice we provide to regulators to help clients make sense of what may be complex transactions in an increasingly competitive market.

Our Banking & Finance practice area is well-known for its years of experience in advising clients in banking & finance law in contentious and non-contentious matters. The practice area actively advises on asset finance, structuring and drafting lending and security documentation for corporate and retail lending, including cross-border and syndicated loans, structured finance, and trade finance for local and regional banks, regulators and international financial institutions. In addition, our firm is the principal legal advisor to the Central Bank of Kenya.

The practice area is also highly regarded for its expertise in handling and advising on insolvency matters based on the recently enacted Insolvency Act, 2015.

Our practice area encompasses the full spectrum of contentious matters, including:

- Lending and securities
- Corporate lending
- Structured finance
- Syndicated loans
- Trade finance
- Islamic finance

“Professional Team.”

Legal 500, 2023.

Our Recent Market Recognition





Our Experience

AVIATION

- Conducting jurisdiction analysis for Engine Lease Finance Corporation, Ireland, relating to the lease of the aircraft engines in Kenya, review of the draft GTA and Lease Agreement, drafting a Letter of Comfort for the Company's lease and liaising with the Kenya Civil Aviation Authority on the registration of the leased aircraft engines.

ACQUISITION

- Advised a leading private bank in Kenya on the purchase of shares worth USD 92,000 from a target company that provides insurance financing products. Our role involved advising the bank on the legal implications of the acquisition, including the applicable law, and assisting in obtaining approval from the Competition Authority of Kenya (CAK) with regards to the acquisition.
- Acting for a publicly listed commercial bank (the "Company") in relation to the takeover of 100% of the Company's shares by one of Kenya's largest commercial banks. Our role included undertaking a detailed legal due diligence on the Company, advising on the proposed project structure, drafting and reviewing all the agreements and documents in relation to the transaction which included the statement of offer, the actual offer document, the shareholders circular, the notices to be released to the shareholders for consideration at the General Meeting, assisting in obtaining regulatory approval from the Capital Markets Authority (CMA), the Central Bank of Kenya (CBK) and the CAK, attending to and defending the Company in litigation and administrative proceedings arising from the transaction, advising on the proposed delisting of the Company and attending to all completion and registration formalities in relation to the transaction.



Our Experience

- Advising a Kenyan commercial bank and its shareholders in the sale and purchase of at least ninety-three percent (93%) of its shares to a Nigerian multinational commercial bank. Our role involves reviewing and negotiating the Heads of Agreement, drafting/reviewing and negotiating the Share Purchase Agreement and other transactional documents, including the tax deed, disclosure letter, related party deposit side letters/bilateral agreements, escrow agreement, assisting with fulfilment of the conditions precedent, including assisting in applying for regulatory approvals from the CBK and CAK, drafting and reviewing the completion documents, and assisting with the completion of the transaction.
- Advising one of the leading private banks in Kenya on and assisting in obtaining regulatory approvals from the CBK, CAK and the Insurance Regulatory Authority in connection with the acquisition of a significant minority stake in the Bank by two private equity firms.

BANKING DISPUTES

- Acting for a multinational bank in a representative action challenging the levying of increased bank charges.
- Acting for a Kenyan investment bank in a USD 557,000 suit in which a customer alleges that the bank failed to act in accordance with his instructions with respect to a sale order on Safaricom shares that he had purchased. The bank contends that owing to certain discrepancies in the identity of the customer at the time the sale instructions were received, it was put on enquiry as to whether it was faced with a potential fraud and took reasonable steps (Know Your Customer) in order to avert the same.
- Successfully represented a foreign commercial bank based in Kenya in a dispute with an American software company (a landmark case in banking law and illegality).



Our Experience

BANKING FACILITY

- Advised a corporate bank in advancing a facility to Kenya's top provider of roofing and building solutions alongside five other Pan-African and multinational banks operating in Kenya. The matter's value was USD 14 million.
- Advising a commercial bank on the proposed security structure, which included the preparation and perfection of a security over the receivables due to Rentworks East Africa Limited (the Borrower) under contracts between the Borrower and an automotive company.

CLAIMS

- Acting in a claim seeking the tracing and recovery of approximately USD 340 million which was fraudulently syphoned from a Kenyan bank (It is one of the largest banking fraud disputes in Kenya). We successfully defended the client against a claim by the shareholders seeking to be enjoined in this suit against stiff competition.
- Successfully represented a Pan-African bank in a claim for USD 25 million brought by a Zambian borrower who claims he never authorised the bank to disburse funds to the borrower. It was an International Chamber of Commerce matter, and the seat is in London.
- Representing the Kenyan and Nigerian subsidiaries of a Pan-African bank in a claim worth USD 52 million arising from a facility of USD 300 million advanced to a Lebanese engineering firm to fund the construction of the Nairobi-Mombasa oil pipeline.
- Acted in a suit against one of the largest banks in the Netherlands and its officers in a matter involving fraudulent claims and liability by officers of the bank in making advances to the bank.



Our Experience

EQUITY FINANCE

- Advised a leading cement manufacturer in relation to financial facilities worth USD 35 million.

FACILITY AGREEMENT

- Advising a leading regional manufacturer of Fast-Moving Consumer Goods in their USD 50 million facility agreement with several lenders, including top-tier banks in the country and an international financial institution. We drafted several facility agreements for the manufacturer for the development of its infrastructure and working capital.

PROJECT FINANCE

- Advised an international private limited liability company (in the medical care business) on a project finance worth USD 30.5 million for the construction of a hospital on land in Kenya. Our tasks involved the drafting and review of the transaction documentation, including the facility agreement, the sponsor support agreement, the memorandum of deposit of shares, the charge, and the project documents assignment agreement. We also reviewed the recourse agreement, the irrevocable standby letter of credit, the consent letter, and the project agreements with individual service providers.
- Advised and drafted financing and security documents for the construction of a development finance institution's 10-storey, 3-tower office complex in Westlands, Nairobi.
- Drafted asset finance agreements for a Pan-African trade finance institution on a USD 2 billion pre-delivery and delivery financing for a national airline.
- Advising a Kenyan commercial bank in a financing transaction involving two hoteliers, including drafting and registering the security documents and generally safeguarding our client's interests.



Our Experience

RECOVERY

- Acting for the monetary authority of Kenya in the recovery of all amounts in the "Goldenberg" related cases in excess of USD 1 billion.
- Advised and acted for a state corporation that provides a deposits insurance system and for the receivership and liquidation of deposit-taking institutions in matters relating to the recovery of debts owed to several collapsed financial institutions.

RIGHTS ISSUE

- Advising a top-tier lender on a rights issue. Our role included providing comprehensive legal due diligence, assisting the Transaction Advisor to draft the Information Memorandum to ensure full legal compliance, and drafting a legal opinion for inclusion in the Information Memorandum for purposes of making independent decisions by investors. We are also assisting the client obtain regulatory approvals. The matter's value is USD 2 million.
- Advising a commercial bank in the restructuring of debt for East Africa's leading supplier of international reputable brands in power generation, automotive, construction and industrial engineering products. The matter's value is USD 4.6 million.

SECURITY DOCUMENTATION

- Drafting a variety of security documentation for a large telecommunications company in Kenya, operating and maintaining the infrastructure over which various telecoms service providers operate to secure lending worth USD 30 million from a bank based in the United Kingdom, including inter-creditor agreements and facility agreements and conducting legal due diligence. We also provided a legal opinion for the financier.



Our Experience



- Advised a Tanzanian bank in the preparation and perfection of securities. Our role included conducting legal due diligence on the borrower and the corporate guarantors at the Companies Registries on the assets provided by the corporate guarantors as security. We drafted security documents, being a debenture, charges and corporate guarantees, together with the accompanying resolutions. We worked closely with Tanzanian counsel with regard to the due diligence on the Tanzanian borrower and obtained a legal opinion as to the capacity of the borrower and the enforceability of the security documents. The bank had advanced some facilities to the Tanzanian arm of a regional private educational institution to finance its expansion plans by opening a school in Dar es Salaam, Tanzania, and for general working capital. The facilities would be secured by assets within Kenya owned by the Kenyan companies and by corporate guarantees to be issued by the Kenyan companies. The matter's value was USD 5.23 million.
- Advised a lender on a suitable structure for the upstamping of the existing securities as well as advising the lender on the additional security documentation to secure the lender's interest. We were involved in the preparation and perfection of supplemental securities, being an all-assets debenture, a charge on land owned by the borrowers and cross-corporate guarantees, to secure the additional amount of USD 6 million that was being advanced to the borrower by the lender.
- Advising East Africa's leading manufacturer of Fast-Moving Consumer Goods, in their USD 50 million facility with several lenders, including top-tier banks in the country. This involved drafting several facility agreements worth USD 50 million for the development of its infrastructure and working capital. There were several lenders, including a Bretton Woods institution.
- Acting on behalf of a commercial bank in the perfection of the security advanced to a leading petroleum distributor in the East African region. The borrower was financed by our client to import and distribute petroleum and petroleum products in the East African region to cater to the growing demand within the region. We drafted and registered the security documents and generally safeguarded our client's interests. The matter was valued at USD 12 million.

Team Contacts



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