



## INTRODUCTION

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With increased worldwide awareness of food security and sustainable food production, agriculture is rapidly growing as one of the key industries on both a global and local level. In Africa the sector employs over two thirds of the continent's labour force, and accounts for between 30-40 percent of gross domestic product. The World Bank estimates that agriculture and agribusiness together will make up a US\$ 1 trillion presence in Africa's regional economy by 2030.

There are a myriad of factors that are driving the projected growth in the agriculture sector in Africa, such as a rising middle class and domestic market which means food demand is expected to exceed US\$ 400 billion by 2030 requiring major agribusiness investment in processing, logistics, market infrastructure and retail networks, the fact that Africa has 45 % of the global total of land suitable for sustainable agriculture and African farmers being far from the technological frontier meaning there is significant potential for investment and growth. These are all factors which continue to attract ever-increasing levels of foreign investment in agribusiness and food production.

Undoubtedly however, challenges remain. Much of the continent's transport, technology and financial services infrastructure is in need of development and, despite vast natural resources, power production is inefficient and unreliable, restricting the growth of reliable agriculture value-chains.

AG is a leader in providing legal services to clients operating in the agricultural sector and food value chain globally, and in Africa. We have an extensive and diverse range of food and agribusiness clients drawn from a cross-section of industries including horticulture, forestry, meat and food processing, as well as logistics, distribution and warehousing. We collaborate extensively with our clients (through know-how, precedent and market intelligence sharing) and we have honed a strong process-orientated delivery model which means we are collectively focused on the client's objectives, achieving their goals, whilst minimising risk.

We look forward to discussing how we can help you and your business achieve its growth ambitions in Africa's fast growing markets.



**AG'S KNOWLEDGE OF THE COMPLEX POLITICAL, GEOGRAPHICAL AND SOCIAL CHALLENGES BUSINESSES FACE IN AFRICA IS BEYOND THAT OF ANY OTHER LAW FIRM I HAVE WORKED WITH. I PARTICULARLY VALUE THE WAY IN WHICH COMPLEX ISSUES ARE SIMPLIFIED AND THEY WILL SET OUT THE PROS AND CONS OF POSSIBLE ROUTES AND RECOMMEND A SPECIFIC LINE OF ACTION - THIS APPROACH HELPS INFORM THE EVENTUAL DECISION.**

(DIAGEO AFRICA)



## LEGAL SPECIALISMS

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Our dedicated team of food and agribusiness specialists work across all parts of our business including:

- Mergers and Acquisitions
- Corporate finance
- Project Finance
- Technology and Outsourcing
- Intellectual Property
- Commercial services
- Competition and Regulation
- Advertising and Marketing
- Private Equity, Impact Funds, Impact Investment and Asset Management

Our clients' success is personal to each and every one of the team, so we support our clients through every stage of their development.

Our approach is the opposite of one size fits all; it is bespoke, it is client centric and most of all it is delivered by a team who live the sector with you, day in, day out. On the following pages, we set out some of the services we provide to companies, individuals and governmental bodies working in the food and agribusiness sector.

This is not an exhaustive list, but provides an overview of the wide range of skills and expertise that we can provide to your business. We are happy to discuss your specific needs or services so we can tailor our offering and introduce you to the right people.

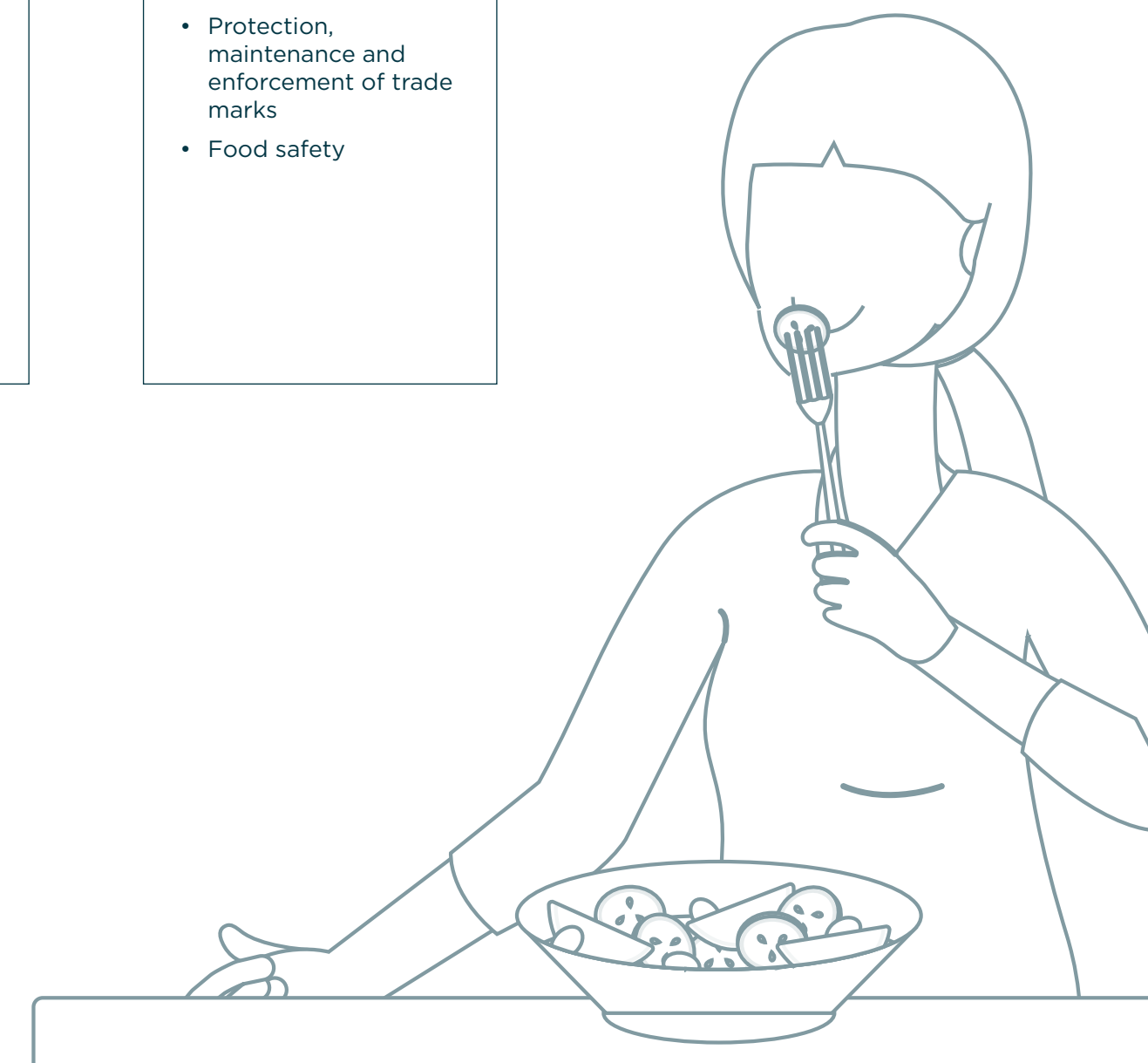
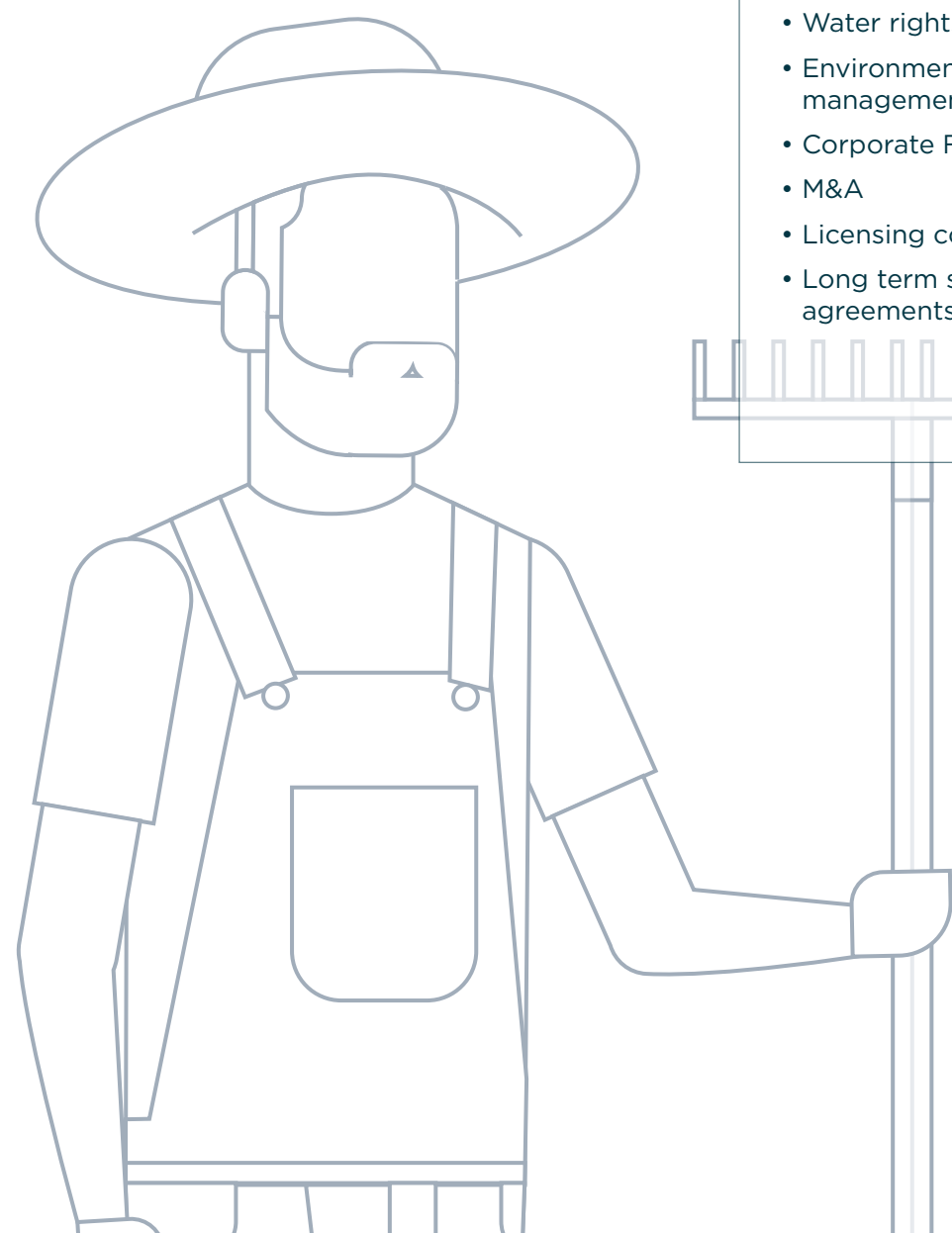
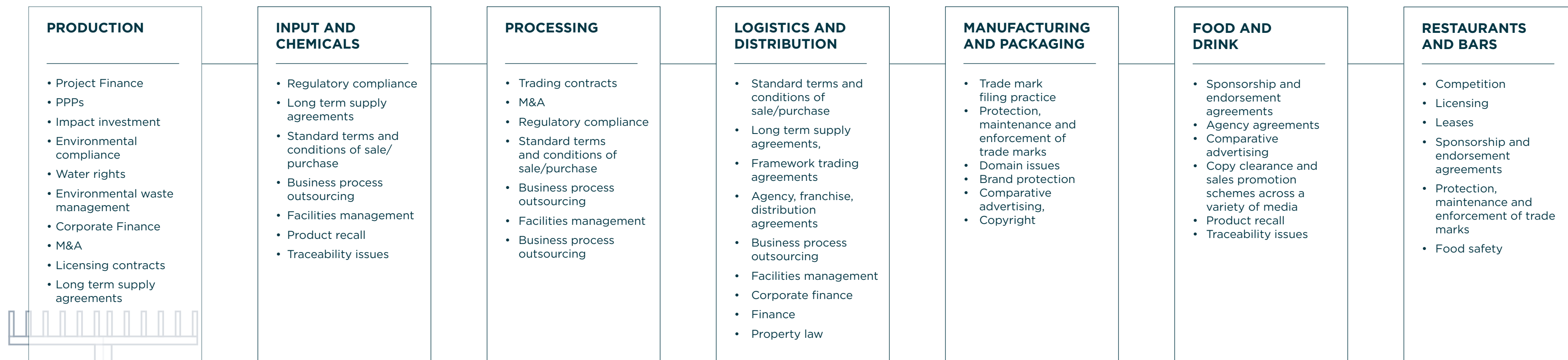


# OUR SERVICES IN THE AGRICULTURE SECTOR

## FARM TO FORK EXPERTISE

Agribusiness systems are currently undergoing a rapid transformation driven by climate change, urbanisation, globalisation, diet diversification, concentration, and expansion of food markets and trade, among other underlying trends. Coping with these changes requires an understanding of how value chains interact, and value chain coordination.

Whether you are a producer, processor, distributor, storage provider, cooperative, restaurant and/or beverage business, at Addleshaw Goddard our **food and agribusiness specialists** have deep sector knowledge across the value chain and can advise you on all **'farm-to-fork'** issues. Whether you need assistance in relation to the equity investment into a macadamia farm in Malawi, or the acquisition of a brewery in Ethiopia, our lawyers will guide you through all stages of your business development.



# PRODUCTION AND PROCESSING

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Each agribusiness faces a different set of challenges and opportunities. We have advised clients in M&A transactions, private equity, commercial contracts and financing across the primary agriculture sector, including vertical farming, horticulture, forestry, poultry, dairy and aquaculture.

You may be focusing on fine-tuning your business model or supply chain, accessing government support initiatives, or securing capital that will drive your growth. Whatever your business stage, AG can provide the support you need to unlock challenges and maximise grow.

## OUR RECENT EXPERIENCE INCLUDES:

- Advising CDC and AgDevCo on their investments in Jacoma Estates, an agribusiness based in Malawi
- Advising UAE headquartered client in respect of its capital raising and joint venture in relation to the establishment of a USD 40 million Coffee Production Factory in Uganda
- Advising the Government of Tanzania /African Legal Support Facility in relation to the development of a US\$ 500m agricultural PPP project outgrower scheme with an integrated biomass-to-power project, which was a pilot project for up to 16 additional projects
- Advising Diageo on its acquisition of a sorghum farm in Tanzania
- Advising CDC and Finnfund on their debt and equity investment in Miro Forrestry Developments Limited, a sustainable forestry business with operations in Ghana and Sierra Leone
- Advising British American Tobacco on the restructuring of its Zimbabwean leaf operations and long term leaf supply agreements with corporate security structures
- Advising Illovo on its acquisition of a distillery and molasses business in Tanzania
- Advising a private equity house in relation to the potential acquisition of an Egyptian based dairy business
- Advising ETG, a pan-African agro-commodities business, a European-listed company, and an international development bank, establishing an African-based business for processing plants for infants in Rwanda, Ethiopia, and other African countries.
- Advising Dhunseri on the purchase of Makandi/Kawalazi tea and coffee estates in Malawi
- Advising Emirates Flight Catering on its equity investment in a USD 40 million JV with Crop One for the construction and operation of the world's largest vertical farm
- Advising a Dubai Government entity on the establishment of a leafy greens vertical farming joint venture in Dubai
- Advising Semac Consultants, an international engineering consultancy firm, on its entry into of an agreement with Al Namaa Poultry Company to establish a poultry project in Oman, with a meat production capacity of 60,000 metric tonnes per annum
- Advising on Gulf Japan Food Fund (GJFF) on its equity investment in a JV to create the largest egg farming business in the GCC
- Advising a GCC investor on the establishment of a commercial fish farm and processing plant in Dubai
- Advising Arla Foods on the acquisition of all major plant and technology required on the construction of Europe's most advanced dairy facility, including contracts for processing plant, bottle manufacturing and supply and filling equipment
- Advising a European global producer of animal nutrition, fish and shrimp feed on various corporate and commercial matters in Thailand and Myanmar
- Advising a European animal feed company on an acquisition in South Asia
- Advising the Rassam family, a prominent Jordanian family, in relation to the disposal of a significant minority interest in their food processing business, Nabil Foods, to Carlyle private equity group
- Advising a Dutch global producer and supplier of animal nutrition on the establishment of a feed mill and chicken processing plant in Cambodia
- Advising a US distributor of premium fish and seafood products on its expansion in Asia
- Advising a Singapore based conglomerate on various sustainable aqua farming projects in Vietnam, Malaysia and Mexico
- Advising a premium winery in the Western Cape, South Africa in relation to a claim in professional negligence against a former winemaker arising from the winemaker's negligent failure to ensure that various Bordeaux blends and Methode Cap Classique wines were of sufficient quality to be properly certifiable by the South African Wine and Spirit Board.
- Providing litigation support and advisory input to a broad-based black economic empowerment investor in relation to a c. £250m (equivalent) transaction involving the acquisition of a major dairy producer in South Africa.
- Advising BlackIvy on all legal aspects of the acquisition of the majority stake in an existing flour mill based in Tanzania to establish a joint venture with the seller to invest in an integrated flour and pasta manufacturing facility to provide the local market with pasta products.

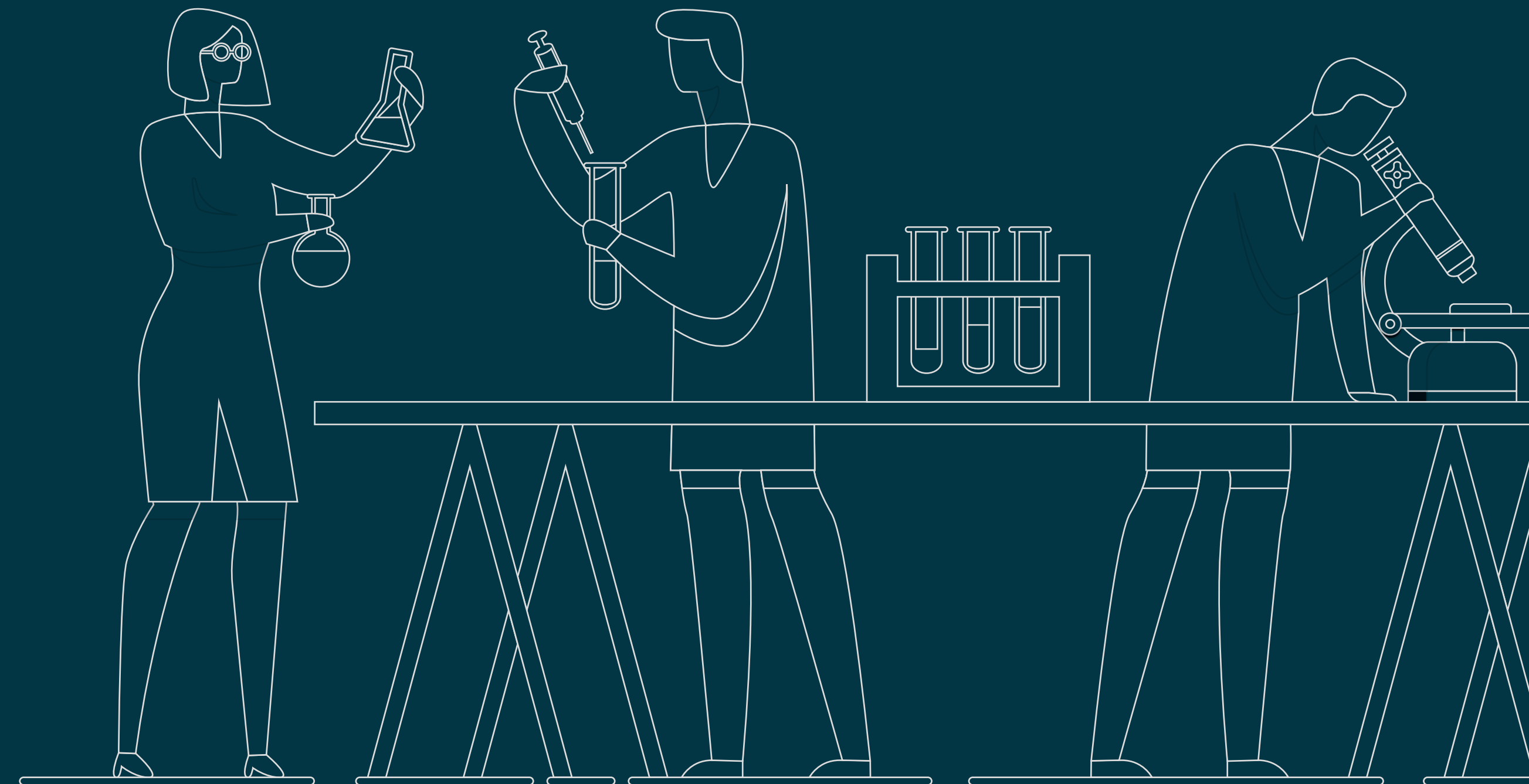
# INPUTS AND CHEMICALS

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Our chemicals clients vary from household names to farm and industrial essentials providers. We have an impressive track record advising major corporates in this sector on key transactions, commercial arrangements and employment matters.

## OUR RECENT EXPERIENCE INCLUDES:

- Advising Export Trading Group, a leading Pan-African commodities trading business in the corporate restructuring of its fertilizer business and in negotiations with potential investors for the fertilizer business line. The work included the corporate structuring, advice in relation to joint venture negotiations, as well as the transfer of assets and businesses in 14 countries including Benin, Kenya, Malawi, Mozambique, Nigeria, Senegal, Sierra Leone, South Africa, Tanzania, and Zambia with the corporate headquarters being established in Dubai
- Advising the international consortium of Ferrostaal (Germany), Fauji (Pakistan), and Holdor Topsoe (Denmark) on a US\$ 2.0 billion ammonia/urea fertilizer plant in Tanzania.
- Advising Vireol plc on its project to generate ethanol from renewable sources, including equity investment, debt funding, EPC and technology agreements
- Advising a FTSE100 company on the business critical expansion of an enzyme manufacturing facility
- Advising an international high street retailer on the application of an EU-wide chemicals regulatory regime to a number of its products
- Advising a British-based chemicals company on various matters, including contractual arrangements, procurement and employment litigation
- Advising a chemicals recycling business following the significant loss of containment of a solvent to groundwater
- Advising Tata Chemicals on its purchase of E.ON's combined heat and power plant and outsourcing arrangements, including on the employment aspects of the sale and purchase
- Advising Barclays as co-ordinator to a six bank club on a \$200million facility to Innospec Inc, a global speciality chemicals company
- Advising MYCELX, the clean water technology and engineering company providing patented solutions for commercial industrial markets worldwide, its secondary fundraising on AIM worth £7.2 million



# LOGISTICS AND DISTRIBUTION

As global economic dynamics change and consumer demands evolve, the requirements of retailers and distributors change accordingly. High demand for state-of-the-art logistics centres (from big-box to central hubs) and suppliers of innovative last mile solutions provides substantial opportunities for a wide range of investors, developers and providers.

At AG, we help our clients make the most of these opportunities, as well as navigate any challenges - such as maximising the benefit of rail freight in a complex practical and regulatory environment, protecting supply chains, anticipating and reacting to the latest developments in the use of IT, and complying with the myriad of regulatory constraints on data, employment and health & safety.

## OUR RECENT EXPERIENCE INCLUDES:

- Advising a major South African distributor of tractor bearings in the successful enforcement of a restraint of trade agreement
- Advising PZ Cussons on a joint venture for the production and distribution of dairy products in Africa
- Advising Diageo on its joint venture with Refriango in Angola to create a distilled spirits facility and distribution arrangement
- Advising Agility Logistics on joint ventures in Senegal and the Ivory Coast
- Advising Illovo Sugar on its sugar and distillery acquisitions from ED&F Man in Tanzania
- Advising Threadneedle equity club on its acquisition of the Galahad portfolio comprising light industrial warehouses for £190million
- Advising Prologis in connection with its leading Prologis RFI DIRFT development including the recent letting of DC240 to Eddie Stobart, the letting of circa 1million sq ft to Sainsbury's, and the letting of and advising in connection with the regularisation of the private railway network in compliance with the ORR requirements to facilitate the connection into DIRFT III
- Advising Kajima Properties (Europe) on several joint ventures with Panattoni in relation to logistics developments in Poland and Czech Republic
- Advising a UK property developer on its circa £40million JV in relation to the acquisition and development of logistics assets in Eastern Europe
- Advising a membership warehouse distribution group with respect to its investments and development projects in France through acquisitions, construction of warehouses or long term lease contracts
- Advising DP World - London Gateway Logistics Park in connection with the pre-let of a 107,155 sq ft, state-of-the-art cold store facility to CMA CGM
- Advising DB Symmetry on the build of a new warehouse and placing Amazon on site
- Advising Redsun Developments on the acquisition of an industrial site known as Hooton Park in Ellesmere Port from the Homes & Communities Agency
- Advising Sainsbury's on the development of three regional distribution centres (each circa 500,000sq ft) in the UK including the acquisition of land required for the development and the development agreements
- Advising on various matters for international cargo owners, charterers and shipbuilders in relation to admiralty proceedings and arbitration proceedings, under English law and South African law.
- Advising John West on Global fish farming logistics and warehousing services
- Advising a major distributor of farming machinery (and wholly owned subsidiary of a JSE-listed company) in a dispute regarding enforceability of a c. 100 year old exclusive distribution agreement with a European producer of tractors



## FOOD AND DRINK

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The ongoing Covid-19 pandemic has put an enormous strain on the global economy and we are yet to see the true scale of its damage. The food and drink industry has been particularly hit hard and it has forced a large number of suppliers to adapt in order to survive as supply chains are disrupted. This is particularly true across Africa where lock-down restrictions and borders closures have been constantly changing. However, this has also meant an interesting acceleration and adoption of new strategies and technologies which might otherwise have taken considerably longer to happen or indeed not have happened at all, and we see huge opportunities ahead for those businesses who are able to pivot and adapt.

We work with some of the sector's biggest food and drink companies providing a full-service offering to our clients. Our experience of working with major listed companies alongside smaller businesses means we have encountered most scenarios in the food and

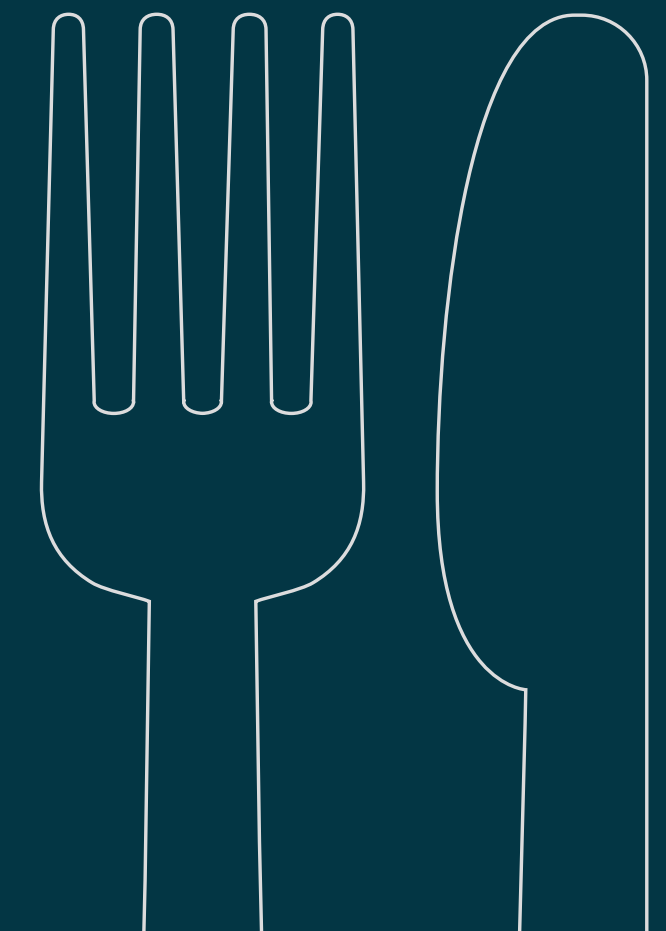
### OUR RECENT EXPERIENCE INCLUDES:

- Advising Diageo on various strategic investments and disposals, including the break-up of South African joint ventures with Heineken and Namibia Breweries and the disposal of the Gleneagles Hotel.
- Advising Associated British Foods on restructuring and funding of Illovo Sugar in Southern Africa
- Advising Diageo Plc on its acquisitions of the Meta Abo brewery in Ethiopia and Serengeti Breweries in Tanzania
- Advising One54 on securing IP protections across Africa for its fruit drink brand and its toll manufacturing arrangements in Ghana
- Advising a prominent Dubai-headquartered private equity house in relation to its proposed sale of one of its catering and food delivery businesses
- Advising Britvic Soft Drinks on brand management agreements, outsourcing transfers and commercial litigation issues including supplier disputes advertising
- Advising Kettle Foods on a wide range of distribution and agency arrangements assisting Kettle on bringing product to market
- Advising Blacklvy on all legal aspects of the acquisition of the majority stake in an existing flour mill based in Tanzania to establish a joint venture with the seller to invest in an integrated flour and pasta manufacturing facility to provide the local market with pasta products.
- Advising Al Nasser Holdings LLC on the establishment of its joint venture with Minor Food Group (Minor Food Group, a Thai based leading food operator, which is a wholly owned subsidiary of Minor International) which operates in the food and beverage sector.
- Advising Yum! Restaurants International in connection with the acquisition by Adeptio of a majority stake in Americana
- Advising Associated British Foods on acquisition of ethnic flour brand Elephant Atta from Premier Foods
- Advising the Shareholders of Invicta on the USD 340 million sale of BRF's European and Thai operations to US based Tyson Foods Inc
- Numerous food and drink clients on a full range of sector-specific commercial agreements (including precedent development) from key supply agreements and various types of contract manufacturing agreements to licensing, distribution, warehousing, outsourcing and logistics agreements
- Advising a British food manufacturer in various complex supply chain disputes including in relation to the supply by a German manufacturer of defective equipment used to determine seal integrity in long-life products and the wastage of significant product volumes to the professional negligence of an analytical laboratory which incorrectly detected the presence of nut traces in various lines.



**IN A CROWDED MARKET FOR LEGAL SERVICES, BEING ABLE TO RELY ON THE TRUST, EXPERTISE AND STRONG COMMERCIAL ACUMEN OF YOUR ADVISORS IS A KEY CONSIDERATION. THE TEAM AT ADDLESHAW GODDARD BRINGS THESE QUALITIES TO THE TABLE EVERY TIME, AND THEY CONTINUE TO BE A DYNAMIC, GO-TO ADVISOR FOR OUR BUSINESS NEEDS ACROSS THE MIDDLE EAST REGION'**

**(YUM RESTAURANTS INTERNATIONAL)**





# RESTAURANTS AND BARS

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There is no doubt that the restaurant and bars sector will be operating in a difficult and turbulent environment post pandemic. That said, there are numerous opportunities out there for savvy operators and investors both during the pandemic and once countries begin to emerge. For example, unsurprisingly, there has been a significant rise in the number of home delivery services and whilst the online food ordering market in Africa is still in its infancy, the pandemic might just change this. Responding quickly to exploit these opportunities is key. We help our clients do just this and more, applying our knowledge from markets across the world.

## OUR RECENT EXPERIENCE INCLUDES:

- Advising Admiral Taverns Group on its £36m funding to finance the purchase of a portfolio of tenanted pubs from Heineken's Star Pubs and Bars
- Advising a private equity buyer on the acquisition of the Alchemist cocktail bar and restaurant chain
- Advising Byron Burgers on general property matters
- Advising Bleeding Heart Group on the opening of new restaurants
- Advising Chaophraya on its term and capex facilities
- Advising Cirrus Inns on various acquisitions and disposals and on a broad range of employment issues
- Advising Giggling Squid on the £6.4m investment in the Thai restaurant chain by the Business Growth Fund to support future expansion
- Advising Gusto Restaurants on the acquisition by Palatine Private Equity of the Gusto chain, sited across the North of England and Scotland
- Advising Hammerson on several key pre-lets to national restaurant chains including Frankie & Benny's, Nandos & Prezzo
- Advising Las Iguanas on its £24m secondary management buy-out and sale of to Bowmark Capital
- Advising Meadowhall Retail Park on lettings to restaurant operators including 5 Guys, Carluccios, Ed's Easy Diner, Giraffe, TGI Friday, Wagamama and Yo! Sushi
- Advising Patisserie Valerie on the recapitalisation of the business, including roll-out and bolt-on acquisitions
- Advising Pho on its term and capex facilities provided to the Vietnamese restaurant chain
- Advising Red's True Barbecue on various investments by private investors into the UK-wide chain of American-style Barbecue restaurants
- Advising Seafood Pub Company on general property acquisitions and PE investment from Penta Capital
- Conducting written and oral advocacy before a South African parliamentary select committee on behalf of a consortium of listed and privately owned franchisors, in the restaurant and retail sector, in relation to proposed licensing arrangements under the Copyright Amendment Bill
- Advising several restaurant groups in South Africa in the successful enforcement of intellectual property rights including the prevention of unlawful trading, copyright infringement and passing-off through urgent, injunctive relief.
- Advising a South African exporter in securing the release of several consignments detained under the Customs and Excise Act (South Africa) and obtaining injunctive relief against the South African Police Service prohibiting unlawful searches and seizures, purportedly conducted in terms of the Second-Hand Goods Act (South Africa)



# CORE AGRIBUSINESS GROUP



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Associate, (South African Qualified)  
Commercial Disputes,  
Leeds



**THE AG TEAM WERE PHENOMENAL. THEY WORKED INCREDIBLY HARD TO DRIVE A COMPLEX MULTI-PARTY TRANSACTION TO COMPLETION IN A VERY DEMANDING TIMESCALE AND PROVIDED CLEAR, PRAGMATIC AND COMMERCIALY-DRIVEN ADVICE THROUGHOUT.**

CDC GROUP PLC



**PROBLEMS. POSSIBILITIES.  
COMPLEXITY. CLARITY.  
OBSTACLES. OPPORTUNITIES.  
THE DIFFERENCE IS IMAGINATION.**



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