**Resume**



**Name of Firm**: Websters’ Legal.

**Name:** Philip Webster

**Profession**: Lawyer – Solicitor of the Senior Courts of England & Wales

**Status:** Partner/Director

**Years qualified:** 33 years

**Nationality**: English/ Irish/ South African permanent resident status

**Membership in Professional Societies**:

The Law Society

City of London, Law Society

 Member of the Institute of Directors, London, England.

 Member of the Commercial Panel of the Arbitration Foundation of Southern Africa.

 Director of MEARC Management (Pty) Limited, a Lloyds accredited Open Market Correspondent (OMC) and a registered financial service provider.

**Alumni**: Norton Rose

 Dewey & Leboeuf \*

 White & Case

**Admitted Freeman of** **the Worshipful Company of Solicitors of the**

**City of London**

**Website:** [www.websterslegal.com](http://www.websterslegal.com)

**Experience:**

Philip Webster is the Managing Partner of the Southern African office of the International and African focused firm Websters’ Legal.

**Philip Webster**, qualified as a Solicitor of the Supreme Court of England & Wales, in England in 1987 (now referred to as the ‘Senior Courts of England & Wales’). He practices as a **specialist project finance lawyer**, having gained his experiences over many years within the corporate and commercial property and finance departments of leading ‘blue chip’ legal firmssuch as **Norton Rose (London-England) (now Norton Rose Fulbright), White & Case (USA)**, **LeBoeuf, Lamb, Greene & MacRae (USA) (**\*later Dewey & Leboeuf before ceasing to operate**),** **Fasken Martineau DuMoulin (Canada), Asafo & Co. (Paris-France/ Sandton- South Africas)** and within legal departmentsas **In-House Counsel to leading banks** such as **Natwest Securities Limited ( London-England)** and **Société Générale S.A.,** and **Société Générale Energie S.A. (Paris- France).**

 Advice provided over the years to the African Development Bank, the Development Bank of Southern Africa Limited, BNP, Barclays, ABSA Bank Limited, Investec, Nova Capital Partners, Deutsche Bank, HSBC Investment Services (Africa) (Proprietary) Limited, HSBC Equator Bank Privatization, JP Morgan, Morgan Grenfell, the Standard Bank of South Africa Limited and Standard Chartered Bank Zambia PLC, as well as the IFC and the World Bank, notably the privatisation unit responsible for Africa and the Indian Ocean.

 **Project Finance and general Commercial and International cross border Transactional experience:**

1. **Mozambique: Project Finance** advice to **Nacala Power Lda** in relation to a **$ I billion** **USD 400 MW gas power station** (comprising two gas plants of 200 MW each); the enhancement of the northern electric **transmission grid transmission;** and the **establishment of a LNG terminal** and **LNG delivery hub** in Nacala, in the province of Nampula, Mozambique; **2012-to date;**
2. **Mozambique: ‘Maputo Port’. Project Finance** adviceprovided to the **Development Bank of Southern Africa (DBSA),** a member of the lending syndicate of banks, as to legal, and regulatory issues concerning the implementation of a limited recourse project financing structure bearing in mind South African, English and Mozambican legal constraints:**2001**;
3. **Mozambique: Project Finance Advice to** Fieldstone, US financial advisers**,** advising the Mozambican government, in respect of legal agreement between the government of Portugal and Mozambique relative to theCahora Bassadam development**:1999;**
4. Mozambique: ‘Pande’ Gas Pipeline: Project advice to the Central Energy Fund in South Africa, in respect of the drafting of pipeline agreement and proposed project financing of the Mozambican / South African Pande gas pipeline project:1998-1999;
5. Eswatini or eSwatini (formerly Swaziland): Advising CANHAM Corporation International Limited and CANHAM Mining International Limited in respect of the establishment of Power stations generating an aggregate output of 10,000 MW in Eswatini , involving an estimated $40 Billion USD non- recourse Project Financing structures, supported by way of agreements including a power purchase Agreement entered into with the South African state owned power utility Eskom: February 2020 to date;
6. Namibia: Project Finance and PPP advice to the Namibian Government (Ministry of Mines and Energy) as regards regulatory, legal and project financing issues raised by a feasibility study in respect of the proposed billion dollar, Nampower, ‘Kudu’ development gas power project:2001;
7. Namibia: Project Finance and Due Diligence advice to China Nuclear Engineering regarding a proposed off-grid 100 MW solar power project in Namibia; June 2019 to April 2020;
8. Namibia: Due Diligence advice given to KPMG regarding a transaction involving the proposed acquisition of 100% of the shares of a Namibian, European owned, subsidiary solar power company by a European client company of KPMG; September 2019 to February 2020;
9. **South Africa:** Advice to **ZY Holdings (Pty) Limited**, regarding billion-dollar jet fuel tender application to South African Airways and related insurance matters; **2016 -2017;**
10. **Equatorial Guinea:** Advice to the Government of Equatorial Guinea in respect of the setting up of a national petroleum company and related regulatory and financial matters**; 2001;**
11. **South Africa**: **Project Finance** advice provided to **Transnet International Holdings** and various South African commercial banks as legal advisor to a advisory consortium, led by the leading Dutch financial advisory and investment firm ‘**Rebel’** regarding a project finance based non-recourse bankable lending structure to enable a possible **400 Million USD** investment in railway concessions in Zimbabwe and Zambia**; 2019 to May 2020**;
12. **South Africa**: Member of the advisory panel advising the **National Department of Human Settlements** and related agencies: **2018 to date;**
13. **South Africa:**  Advising **Questar** **Holdings** in respect of the establishment in South Africa of commercially effective national and international cross-border structures, permitting unincorporated Joint Venture collaboration agreement(s) with the Nigerian money transfer and remittances firm, **e-Tranzact** and state owned entities in South Africa as well as potentially elsewhere in Africa using state of the art money transfer technologies and a bespoke electronic card payment system in a project estimated at $60 Million USD: **February to 2020 to date;**
14. South Africa/Nigeria: Project Finance and PPP advice to South African State-owned energy company ‘Eskom’ regarding the establishment of a corporate structure for investment in Nigeria and regulatory matters concerning proposed investment in the Nigerian electricity market and drafting of documentation in respect thereof:2001-2002;
15. **South Africa: Project Finance** advice to the **Development Bank of Southern Africa Limited (“DBSA”)** in respect of Financial loan involving **DBSA and Rand Merchant Bank** as regards an export finance **(COFACE)** driven 74 million rand industrial water treatment, limited recourse, project financing in Durban, South Africa (sponsored by *Ominium de Traitement et de Valorisation* (“OTV”); a subsidiary of the **French industrial concern** **Vivendi**): **1999- 2000;**
16. **South Africa:** **Project Fnance** advice to the **DBSA**, **Investec** and **ABSA** Corporate Bank in respect of a 600-million-rand consumer water utility supply project in Nelspruit, South Africa (sponsored by the **English** industrial concern, **Biwater plc**):**1999;**
17. **South Africa/Africa/USA**: **Product Liability** advice to a large global USA based company **Greenberg Traurig**, regarding the recall of a petroleum machinery related product from 11 countries in Africa, including South Africa; **2017 to March 2019;**
18. **South Africa/Africa:** Advice to members of the **Emerging Payment Association- Africa (‘EPA-Africa’)** as regards payment issues in Africa; **2017 to date;**
19. **South Africa:** Insurance and reinsurance advice to **Coniston Capital Partners (Pty) Limited** about mine rehabilitation matters: **2017 to date;**
20. **South Africa:** Advice to **Hambrook Films (Pty) Limited** on entertainment **law** and ongoing advice in matters relating to production and co-production contracts involving film producers: **2014 to date**;
21. South Africa/England: Advice to MEARC Management (Pty) Limited, a Lloyds backed, managing general Agency (‘MGA’) and accredited Open market Correspondent (‘OMC’), a financial service provider, as regards insurance underwriting matters and notably in relation to agreements with London based brokers EC3 and reinsurance company Aspen Re: 2016-to date;
* **South Africa:** Advice to **Coniston Capital Partners (Pty) Limited** in the general area of insurance and notably **mine liability rehabilitation insurance: 2014 to date;**
1. **South Africa/DRC:** Advice to **Bunengi Holdings (Pty) Limited.** A South African mining exploration company, in respect of **proposed JV** and drafting the same with **Société Minière de Kilo- Moto SARL** in relation to the **Kibali gold mining exploration** transaction in the DRC: **2013;**
2. **South Africa/Canada: Mining and regulatory advice** provided to Peter Hooper (Executive Chairman) and Canadian Investors regarding **rules and regulations relating to prospecting and mining permits in South Africa** as well as **submitting applications to the DMR** and dealing with related Black Economic Empowerment regulations and associated matter; **2003- 2005;**
3. **South Africa: Project Finance** and **mining** **regulatory** advice provide to **Ntuhuko Exploration & Mining (Pty) Limited; 2015 to date;**
4. **South Africa: Capital markets** advice to the **DBSA** as issuing bank in respect of a 1-billion-rand fixed rate bond issue lead managed (out of London) **by JP Morgan** and **Standard Corporate and Merchant Bank**:**1998-1999**;
* **South Africa/ England**: Advice to **Exchange 4 Free**: International Remittance Company registered in England, South Africa, Australia and New Zealand and approved by the South African Reserve Bank:**2011 -2015;**
* **South Africa/ Tanzania**: Advice to South African, Durban based engineering and manufacturing company ‘Elgin Engineering Group’ as regards a joint venture with company established by the Government of Tanzania: **2011-2013**;
* **South Africa/Hong Kong:** Advice to Transact 24 (Pty) Limited, the South African subsidiary of Chinese company (Hong Kong) Transact 24 Limited and advice to Transact 24 Limited as regards their financial services operations in South Africa in the areas of Mobile wallets and pre-paid cards:**2011-2013**;
* **South Africa/Zambia:** Successfullyadvising **Ox- Drilling Limited**, a leading **mine drilling company** in regard to arbitration proceedings with Jindal Mining relating to a mining dispute arising in Zambia with the arbitration taking place in South Africa before the Arbitration Foundation of Southern Africa, sitting in Sandton, Johannesburg:**2012-2014;**
1. England: Advice to RKH, Reinsurance London based reinsurance Brokers, concerning insurance legal issues, notably in Uganda: 2016-to date;
2. Democratic Republic of the Congo (‘DRC’)/Australia/Mauritius: Project finance Advice to Ivanhoe Mines Limited. A Canadian publicly listed (Toronto) exploration and mining company, in respect of their activities in the DRC and Gabon including the drafting of an ‘Earn-in’ based JV established in Mauritius with Australian listed mining and exploration company Regal Resources Limited: 2013- 2015;
3. **DRC:** Project finance and PPP advice to the **Development Bank of Southern Africa** concerning investments in the DRC, Mozambique, South Africa and elsewhere in Africa:**1999 to 2016;**
4. Central Africa/France: Advice to the leading French engineering consultancy firm Coyné & Bellier (known since 2009 as Tractebele- Engie (FRANCE) (as part of a consortium advising the African Development Bank) in respect of all regulatory, legal project finance and PPP matters in respect of a feasibility study concerning a proposed hydroelectric project spanning Gambia, Senegal, Guinea, and Guinea-Bissau: 2006-2007;
5. Madagascar: Air Madagascar: project finance, PPP and transactional and regulatory privatisation advice to a consortium led by HSBC Equator Bank plc in relation to the sale of the state airline company “Air Madagascar” and to the Government of Madagascar and the Privatisation Unit of the World Bank (responsible for Africa and the Indian Ocean) in respect of the overall privatisation process in Madagascar with particular reference to the differences between legal systems based on the Napoleonic Code and those based on the common law system. Further advice also provided in collaboration with IOS Partners to Malagasy aviation authorities as to regulatory and safety issues: 2001—2003;
6. Nigeria: Project finance advice to Econet Wireless Nigeria Limited and HSBC in respect of a $200 million-dollar financing package in relation to a GSM cellular licence acquisition in Nigeria: 2002;
* **Rwanda:** Project finance and PPP advice to relevant municipal authorities as regards regulatory, funding and technical issues related to the possible construction of a toll road around the capital, Kigali taking into account World Bank ‘HIPC’ (Heavily Indebted Poorer Country) guidelines: **2002;**
1. Uganda: Project Finance and PPP advice to Fieldstone (Africa) Pty Limited and the Ugandan Government and the World Bank as to all regulatory, legal and project finance matters in respect of the privatisation of the Ugandan Electricity Board into three separate entities concerned with generation, transportation and distribution of electricity: 2003-2004;
2. **Zambia: General corporate** advice to **His Excellency Kenneth Kaunda First President of the Republic of Zambia** in relation to a potential mining transaction in Angola:**2003-2005;**
* Angola: Legal representative in South Africa for BAI- ‘Banco Angolano de Investimentos’. Advised BAI as regards the establishment of an office in South Africa and have provided general advice to other Angolan citizens/corporations, notably, as regards their possible collaboration with corporate entities wishing to invest and undertake projects in Angola: 2007-2014;
* Angola: Advice to Banco Africano de Investimentos (‘BAI’), perhaps the largest Angolan bank in Angola in respect of a US$20 million term loan facility involving Investec (Mauritius) and Grinaker LTA and in respect of the establishment of a representative office in South Africa: 2006-2008;
* China/Angola: Provided Advice to Pan Asian Oasis Inc. and drafted and concluded exclusive distribution agreement between Pan Asian Oasis Inc and Caledonian Mining Corporation. Further advice provided to Pan Asian Oasis Inc. in respect of certain contracts in Angola: 2003-2005;
1. **China/DRC:** Advice to **Pan Asian Oasis Inc.** in respect of proposed copper related trading transactions in the DRC as well as mining investment opportunities: **2003-2004;**
2. **DRC:** General advice to the **Development Bank of Southern Africa (DBSA)** as regards investments in the DRC**: 20013—20015;**
3. **DRC:** General advice to **Nathalex (Pty) Limited** and **Nathalex SARL** a Congolese corporate and strategic advisory firm as regards the legal aspects of cross-border corporate transactions involving international firms investing into the DRC:**2013- 2015;**
4. **England**: **Project Finance** advice to **Lovat Inc**. and the **Royal Bank of Scotland** in connection with documents relating to the design, manufacture and delivery to AMEC Group Ltd. of billion-dollar tunnel boring machine for use in the Woolwich to Arsenal extension of the Docklands Light-Railway: **2004;**
* England: Advice to Morgan Grenfell and various local authorities and health authorities as Senior Solicitor with Norton Rose-London (see below) in respect of PPP projects and particularly off-balance sheet finance and projects.1988-1991;
* England/Gabon: Advice to AegisDefence services ltd.as regards financial transactions in Gabon: 2011-2012;
* England/Holland/Ghana: Advice to Unity Link Financial Services Limited and Unity Monetary Services BV (both of which companies are regulated by the relevant authorities in England and Holland) as regards financial remittance and the launching of pre-paid cards and related services in Europe, (including the UK), USA, Ghana and elsewhere in Africa and Asia.2011-2015;
1. **Ghana/India/UK:** Advising UK subsidiary of **leading Indian firm ‘Financial Software and Systems Limited (FSS)’** in respect of its relationship with Ghana Interbank Settlement Systems Limited **(‘GhIPSS’**), a subsidiary of the **Bank of Ghana (i.e. the central bank of Ghana)**:**2012-2015;**
2. **Ghana:** International banking, trade finance and **derivative commodities trading advice to Ashanti,** a leading Ghanaian mining concern and to **ABSA** (a South Africa bank) in respect of **export credit linked trading with the government of Ghana:1998;**
3. **Lebanon: Middle East Airlines:** acted as **legal adviser to the International Finance Corporation (‘IFC’)** in respect of the drafting of the due diligence report concerning the privatisation of Middle East Airlines: **1999;**
4. **Mali/France:** Advice to investment bank, **Société Générale** in respect of the Canadian firm Barrick Gold Mines (200 million United States dollars **derivatives commodity hedging transaction)** and project finance and regulatory advice in respect of the **Sadiola Mining project in Mali: 1994;**
* **Rwanda:** Advice to **‘Rwandatel’** the State telecommunications company in Rwanda in respect of its telecommunication contractual arrangements with **MTN: 2003;**
* **Switzerland:** Appointed to the panel of lawyers advising **‘Geneva Wealth Capital Management’:2014 to date;**
* Tanzania: Air Tanzania: Provided advice to HSBC Consortium bidding in respect of proposal relating to the privatisation of Air Tanzania and co-ordinator as regards the request by the Tanzanian Government for legal advisers in respect of the proposed privatisation of Air Tanzania: 1999;
* Tanzania: Provided advice to Elgin Engineering Group in relation to the establishment of a joint venture company with a company owned by the government of Tanzania: 2012;
* **Turkey/South Africa:** Provided initial preliminary regulatory advice to Sumo Coal – Turkish mining and coal trading company with extensive coal mining interests in South Africa and elsewhere in Africa. **2009;**
* **USA/South Africa** Advice to **DBI Broadband USA LLC** (Tampa, Florida) regarding telecommunications licence applications in South Africa and proposed nation-wide roll-out of broadband telecommunications infrastructure network:**2002-2004;**
1. **Madagascar:** Provided initial preliminary regulatory and transactional telecommunications advice to **TELMA** (the Malagasy Telecommunications Authority):2000-2001;

 Further General Corporate, Project Finance and Privatisation Experience

1. **Natural gas, oil and commodities:** Advice to Elf, Société Générale Energie S.A. and others in respect of commodity related margin contracts and contracts for differences generally, notably in the areas of precious metals and UK (“Network Code”) **downstream natural gas sale and power purchase contracts.1993-1996;**
2. **Municipal authorities:** Project finance, derivative products and regulatory advice to financial institutions on the most efficient way of assisting public authorities and municipalities in meeting their obligations within the context of annual financial targets, considering budgetary, financial, legislative and regulatory constraints.**1987-1992;**
3. **Project finance/privatisation, energy, utilities:** Advising banks, industrial entities and public authorities on matters relating to the financing of energy (hydro, thermal and solar power) and infrastructure projects such as schools, roads, airports and telecommunications:**1988-to date;**
4. **Utilities:** Corporate restructuring and European law public procurement advice to various public authorities and water utility companies:**1988-1992;**
* **Capital Markets:** Advice to banks (such as NatWest Securities Limited, Société Générale S.A. and the Development Bank of Southern Africa) in the areas of bond issues, warrant programs, custodianship arrangements and emerging market securities sale and purchase contracts as well as structured finance and fiscal advice to venture capital entities:**1993-1997**.

**Academic Education:**

Institut Européen des Hautes Études Internationales *(European Institute of Advanced International Studies),* Postgraduate *(M. Phil. equivalent)* University of Nice, France. 1984-85

Post graduate *(“Trosieme cycle”)* Diploma *(“DEA”)* in Law and International Relations *(M.Phil.equivalent)*.1983-84

Masters in European Law, Leeds Business School, England and Nice University, France. 1982-83,(*mention ‘bien’)*

Law Society Final Exams, College of Law, England. 1981-82

Law LL.B. *(Honours 2:1 cum laude)*, Leeds University, England. 1978-81

**Professional Experience:**

**Websters’ Legal.: July 2021 – to present: Founding Partner, CEO, Controlling Shareholder.**

* Specialising in general corporate cross-border transactions in Africa notably as regards **project finance** structuring of investments in energy and infrastructure and utilities e.g., electricity, water, railways, roads, aviation and telecommunication as well as providing advice on general legal aspects of cross -border non- recourse project finance and privatisation related matters.

**ASAFO& Co.: June 2019 – June 2021 Founding Partner: Director - Southern Africa office.**

* Specialising in general corporate cross-border transactions in Africa notably as regards project finance structuring of investments in energy and infrastructure and utilities e.g., electricity, water, railways, roads, aviation and telecommunication as well as providing advice on general legal aspects of cross -border non- recourse project finance and privatisation related matters.

**Dentons Legal: November 2018 to June 2019 – Partner and Head of Project Finance in the South African office.**

* Specialising in and overseeing the, financial and legal aspects of non- recourse project finance, mining, privatisation related matters and lobbying.

**Websters’ Legal: January 2006 – November 2018. CEO and controlling shareholder.**

* Specialising in general corporate and capital markets law, Insurance, corporate investment, energy, utilities e.g. aviation/ telecommunication/water/electricity, financial and legal aspects of non- recourse project finance, mining, privatisation related matters and lobbying.

**Fasken, Martineau, DuMoulin, July 2004 – December 2005 – Director-Partner**

* Specialising in corporate, project finance, mining and privatisation related matters.

**Dewy, LeBoeuf, January 2001 – July 2004 – Partner**

* Specialising in project finance, aviation, energy, privatisation and corporate finance matters.

**White & Case, 1997 – 2001 – Senior Solicitor**

* Responsible for privatisation, regulatory and corporate and project finance.

**Legal Counsel, Equities Division of Natwest Securities Limited, 1996 – 1997**

* Specialised in oil and gas sales and energy linked derivative sales contracts.

**Legal Counsel, Société Générale Energie S.A., Paris, 1993 – 1996**

* Specialised in oil and gas sales and energy linked derivative sales contracts.

**Norton Rose, 1987 – 1993**

* Senior Solicitor in the London office of the Commercial Property, Banking and Capital Markets Group of Norton Rose, a leading City of London firm, specialising in international infrastructure transactions as well as in project finance, commercial property and property finance and venture capital and capital markets related transactions.

**Languages:**

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| **Language** | ***Reading*** | ***Speaking*** | ***Writing*** |
| English | Excellent | Excellent | Excellent |
| French | Excellent | Excellent | Excellent |
| Spanish | Excellent | Good | Fair |
| Portuguese | Good | Fair | Fair |

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