

Martha Mbugua

Partner



Martha Mbugua is a Partner in our Corporate & Commercial practice. Martha has more than 13 years, in three globally ranked law firms in Nairobi and her combination of wide-ranging experience in both corporate law firms and as in-house counsel, has provided Martha with a wealth of experience in Private Equity and Venture Capital structuring and investments, M&A, corporate and debt restructuring, and general corporate and commercial law.

About Martha

Martha trained and moved through the ranks from pupillage to partner in 3 top law firms in Nairobi, Kenya. She also worked briefly in the legal departments of Barclays Bank of Kenya (now Absa Bank Kenya Plc) and East Africa Breweries Limited. In 2018 Martha formed and was Managing Partner at Martha Mbugua & Associates LLP (t/a Law3Sixty) . She merged her firm with CDH Kenya in September 2022.

Credentials

Education

- LLM International Commercial Law (Financing International Trade, International Oil & Gas Law, and International Commercial Arbitration), University of Birmingham.
- LLB - Second Class Honours (Upper Division), University of Nairobi
- Advocates Training Program Diploma in Law, Kenya School of Law

Experience

- Basigo

Legal advisor to Basigo, Kenya's first electric bus company. In particular, she advised on restructuring the shareholding of the Kenyan entity so as to make it majority owned by the parent company in Delaware. This was to pave the way for investments into the group by funds such as Novastar. She was also involved in providing extensive tax and legal structuring advice during set up. She has also advised on and assisted in developing documents for Basigo's PAYD battery leasing structure. She continues to provide day to day legal advice to the company for Kenya law compliance purposes.

Contact Martha

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[Martha on LinkedIn](#)

Expertise

[Corporate & Commercial Law](#)

Location

Nairobi

Language

English

Kikuyu

Swahili

- **Proparco**

Advised Proparco on their pre-series A investment into Moringa Schools. This was done by way of a convertible note. Her role included advising Proparco on due diligence issues, recommending conditions to disbursement, monitoring for meeting of conditions, drafting and negotiating the convertible note and an agreed form of the shareholders agreement following conversion.

- **Creadev International S.A.S and ARAF**

CDH Kenya represented Creadev International S.A.S, a French private equity firm based in France and Acumen Resilient Agriculture Fund LP (ARAF), a VC fund designed to enhance the livelihood and climate resilience of people in Africa based in Kenya in their investment into Victory Farms, East Africa's fastest growing aquaculture venture. Creadev led the US\$ 35 million dollar Series B raise and was joined by ARAF, DOB Equity, Endeavour Catalyst Fund and Hesabu Capital.

- **TBL Mirror Fund B.V.**

Advised TBL Mirror Fund B.V. on their exit from Meridian Health Group. Her role involved reviewing and negotiating the share purchase agreement and advising the client on acceptable conditions precedent and warranties to issue as part of their exit. The transaction was occurring simultaneously with an internal corporate restructuring of the Target. She was involved in evaluating the potential impact of the restructuring on our client's exit. The COVID-19 pandemic not only highlighted the critical role of health facilities in Kenya, but also informed a strategic need for the transaction parties to work out solutions to ensure closing on this transaction effectively.

- **DOB Equity**

Advised DOB Equity on its convertible debt investment in Victory Farms. Her role included conducting an extensive legal and environmental due diligence on the target and advice on conditions to investment.

- **AgDevCo**

Subsequently advised AgDevCo on their investment into Victory Farms. Her role included updating the legal and environmental due diligence on the target and providing advice on conditions to investment. Victory Farms is one of the largest aquaculture farms in Kenya. The DOB and AgDevCo investment into Victory Farms went on to win small cap deal of the year at the East Africa Venture Capital Association Awards 2021.

- **TBL Mirror Fund B.V**

Advised TBL Mirror Fund B.V on a minority shareholder exit from Highlands Drinks Limited. She advised the company and its majority shareholder on the exit of a minority shareholder. The transaction included drafting and negotiating the relevant exit documents, advising on payment mechanisms and coordinating closing of the transaction with the company secretary.

- **DOB Equity**

Advised DOB Equity on a debt investment into Cinch Markets Limited. Her role included carrying out due diligence on the target, advising on legal issues arising and advising on proposed conditions precedent to the investment.

- **TBL Mirror Fund B.V**

Advised TBL Mirror Fund B.V on their acquisition of the entire issued share capital of Ma Cuisine Limited. Her role included carrying out due diligence on the target, drafting and negotiating transaction documents, monitoring meeting of conditions, advising on and applying for competition approval and attending to closing.

- **DOB Equity**

Advised DOB Equity on a debt investment into Ten Senses Limited Ten Senses Africa (EPZ) Limited. The transaction involved conducting due diligence on two entities in the midst of a transfer of business and operations to the EPZ facility. As the Target is a fairly mature entity, the list of conditions was fairly lengthy. Martha was involved in advising on the structure of the investment from a legal and tax standpoint, the debt conversion formula, an optimum securities package to match the fund flow.

- **Mawingu Networks**

Advised Mawingu Networks on both their Series A and Series B equity raise from two private equity funds. Her role in the Series A transaction included restructuring the companies' shareholding, reviewing and negotiating the subscription agreement, preparation of a disclosure letter, application for regulatory approval from the Competition Authority and the Communications Authority and coordinating with the Mauritius counsel. Her role in the Series B equity raise included negotiating the note purchase agreement, preparing a disclosure letter and negotiating it, advising on subordination agreements with existing lenders, assisting with conditions precedent and closing formalities.

News

[The impact of the fluctuation of the Kenyan currency with regards to investment in Kenya](#)

The Kenyan shilling dropped significantly in value (by approximately 22%) against the US dollar between March 2022 and January 2024. During this period there was a continuous drop in value with the lowest rate being KES 160.80 per dollar in January 2024. Various factors have been attributed to the depreciation of the shilling against the dollar, including the COVID-19 pandemic, which affected the global economy; rapid monetary policy tightening by the US Federal Reserve; the Russia-Ukraine war and the subsequent sanctions against Russia which disrupted supply chains; drought; and the Kenyan Government's heavy debt burden, which reduced Kenya's reserves below the required level of not less than the value of four months' worth of imports. In February 2024, the shilling gained against the dollar from KES 160 to KES 145 and, as at 6 March, the shilling stands at 142.8 against the dollar. It is not certain whether this upward trend will continue or if future declines/fluctuations are to be expected. In this article, we discuss the actions taken by the Government to mitigate this, look at the impact of fluctuation of the Kenyan currency on investments, and propose some solutions. Mitigation measures by the Government

[The Competition Authority of Kenya imposes the highest penalty in history for anti-competitive behaviour](#)

On 23 August 2023, the Competition Authority of Kenya (CAK) made a landmark announcement, revealing its imposition of a record penalty on nine (9) steel manufacturers totalling KES 338,848,427.89, the highest fine the CAK has meted out to date for engaging in price fixing and output restriction. In addition to the financial penalties, the CAK has mandated these companies to cease any participation in anti-competitive activities going forward. It has also required them to establish robust competition compliance programs to ensure adherence to fair market practices.

[What do we need to do to make e-mobility a reality in Africa?](#)

Investment in the automotive industry in Africa is on the rise as the world races to achieve Net Zero by 2050.

Podcasts

[Taxation of financial derivatives in Kenya](#)

On 19 January 2023, the Cabinet Secretary for the National Treasury and Economic Planning made The Income Tax (Financial Derivatives) Regulations, 2023. These Regulations are intended to provide a taxation framework for gains made from financial derivatives traded in Kenya. With the introduction of these Regulations, multiple questions have arisen regarding the nature of financial derivatives that befall the taxman's scope. CDH Kenya Partners, Alex Kanyi and Martha Mbugua provide some clarity on the taxation of gains from financial derivatives in Kenya and the implications to taxpayers.

[All news by Martha Mbugua →](#)

Recognition

- IFLR1000

- IFLR1000 2021–2023 ranked Martha Mbugua as a highly regarded lawyer in Private Equity, and M&A.
- IFLR1000 2017–2019 ranked her as a rising star in Private Equity, and M&A.
- The Legal 500 EMEA 2024 also recommended Martha for corporate, commercial/M&A.
- The Legal 500 EMEA 2018 listed Martha as a recommended lawyer.
- Martha was ranked by the Business Daily newspaper as one of the Top 40 under 40 Women for 2017 and noted as one of the youngest female partners specialising in Private Equity, and M&A.