



# Njeri Wagacha

## Partner

Njeri Wagacha is a Partner in our Corporate & Commercial practice and specialises in Mergers & Acquisitions, Private Equity, Competition Law, Employment Law, and Technology, Media & Telecommunications. Njeri runs the podcast NjeriTalks Law.

### Practice areas


Corporate & Commercial  
Competition Law  
Employment Law  
Technology, Media &  
Telecommunications

### Sectors

Private Equity  
Technology & Communications  
Oil & Gas  
Healthcare & Pharmaceuticals  
Consumer Goods, Services & Retail  
Gambling & Regulatory Compliance  
Industrials, Manufacturing & Trade

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### Career

Njeri started off as Trainee Solicitor at Orrick, Herrington & Sutcliffe (Europe) LLP. She later joined Anjarwalla & Khanna LLP, Nairobi as an Associate. She was a Seconded at Anjarwalla, Collins & Haidermota, Dubai. In 2018 she was appointed as a Senior Associate at Anjarwalla & Khanna LLP, Nairobi. In 2020, Njeri joined Kieti Advocates LLP as a Partner.

### Experience

#### Private Equity

- Acting for Creadev, a global long-term investment firm wholly funded by the Mulliez family in its secondary investment of USD 5 million in Twiga Foods, a Kenyan-based technology based B2B platform that aggregates retail demand and efficiently provides low cost access to better quality food.
- Acting for Kuramo Capital Management, an independent investment management firm, in connection with its investment of 24.99% of the shares in Trans-century, a company listed on the Nairobi Securities Exchange, including coordinating legal due diligences of the target group of companies in Uganda, Rwanda, Tanzania, South Sudan, South Africa, Mauritius, Zambia and the Democratic Republic of Congo; seeking regulatory approvals from the Competition Authority of Kenya, Tanzania's Fair Competition Commission, and Capital Markets Authority; and preparing and negotiating the transaction documents, such as the share subscription agreements and loan agreement.



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- Acting for Kuramo Capital Management in connection with Kuramo Capital Management's acquisition of 90.84% of the shares in GenAfrica Asset Managers Limited.
- Acting for Orbit Chemicals Industries, one of the largest East African contract manufacturers of chemical products, in connection with an investment into Orbit and its related companies by Catalyst OCL Investment, a private equity fund based in Mauritius, including advising on a series of internal and deal related restructurings resulting in the creation of two new Mauritian entities and one new Kenyan entity into which certain productive assets of Orbit, would be transferred and the Catalyst investment channeled through and drafting the relevant documents for structuring the deal such as term loan, convertible loan and share warrants.
- Acting for the Rise Fund and Certify in connection with the acquisition of 100% of the shares of Cellulant Corporation operating in Botswana, Ghana, Kenya, Malawi, Mozambique, Nigeria, Tanzania, Uganda, Zambia and Zimbabwe
- Acting for Novastar Ventures East Africa Fund in connection with an equity investment in SolarNow.

### **Corporate Commercial/ Mergers and Acquisitions**

- Acting for shareholders of Espanola de Investments a company in the restaurant industry in Kenya, in relation to their shareholder agreement.
- Acting for PayGo Energy Limited in negotiating the terms of their supply agreements and services agreements.
- Acting for Persistent Capital LLP in its investment into Ecobodaa Kenya Limited a company pioneering electronic motorbike taxis in Kenya.
- Acting for I&M Holdings PLC for the sale of 90% of the issued share capital of Orient Bank Limited, in Uganda.
- Working for Bharti Airtel, as the lead Africa legal adviser coordinating advice over 14 jurisdictions in Africa in relation to a USD 1.25 billion investment in a newly formed holding company Airtel Africa by six leading global investors including Warburg Pincus, Softbank, Temasek and Singtel. Airtel Africa is the second largest telecom operator in Africa, with operations in 14 countries and a customer base of 91 million.
- Acting for Access Bank, a full-service commercial bank operating through a network of about 305 branches and service outlets located in major centres across Nigeria, Sub Saharan Africa and the United Kingdom, in connection with the acquisition of 100% of the shares of Transnational Bank, a commercial Bank in Kenya.
- Acting for Garda World, a Canadian headquartered global company and one of the world's largest security companies, in connection with their acquisition of KK Security, a Kenya-based security company operating in eight African countries throughout Africa, comprising of Kenya, Uganda, Tanzania, Burundi, Rwanda, Mauritius, Malawi and the Democratic Republic of Congo, including conducting due diligence, negotiating all transaction documents and coordinating advice from law firms in all eight jurisdictions.
- Acting for Vivo Energy Holding in connection with the proposed acquisition of 100% of the shares of Engen Holdings.
- Acting for Simba Corporation in connection with their subscription for 35% of the shares of Hemingways Holdings.



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- Acting for Royal Dutch Shell in connection with Kenyan law matters in its takeover bid for British Gas.
- Acting for Econet Wireless in connection with its acquisition of Telecel Globe and its subsidiaries U-Com Burundi and TelecelCentralafrique mobile operators in Burundi and Central African Republic respectively, from Global Telecom.

### Competition Law

- Advising the companies below in obtaining regulatory approval from the Competition Authority of Kenya (CAK) and COMESA Competition Commission (CCC) in relation to their transactions (some of which are described above) in the region:
  - Shell;
  - Transcentury PLC;
  - Access Bank PLC;
  - Vivo Energy;
  - Econet Wireless;
  - The Rise Fund;
  - Koko Networks;
  - PayGo Energy;
  - Kuramo Capital Management;
  - Safarilink; and
  - GAPCO.
- Advising on the impact of the Competition Law of the UAE on M&A transactions in the UAE for a transaction involving UAE entities and Kenya entities.

### Employment Law

- Advising a popular East Africa (EA) chain of restaurants on the considerations and risks of varying employee contracts during the COVID pandemic. As a result, created a guidebook for COVID response in different EA jurisdictions.
- Advising TransUnion on practical employment considerations and options in finding “ways of working” during the COVID pandemic.
- Acting for KK Security Services (KK) in connection with payment of overtime to unionised employees, including advising on the legality and interpretation of the provisions of various Collective Bargaining Agreements (CBAs) entered into by KK and the security workers’ unions; advising on the calculation of overtime based on the various CBAs; and advising on the calculation of the effective date for the payment of overtime under the various CBAs.
- Acting for International Planned Parenthood Federation in connection with disciplinary proceedings against a senior employee in its Africa Regional Office. Collaborated with inhouse team to ensure to develop whistleblowing policy as a result.



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- Acting for Kenya Airways in connection with a strike threatened by Kenya Aviation Workers Union (KAWU) directing its members not to crew the inaugural direct flight from Nairobi to New York.
- Acting for Kenya Airways in connection with a suit before the Employment and Labour Relations Court against the Kenya Aviation Workers Union (KAWU) challenging an illegal threatened industrial action including, successfully filing an application stopping the illegal industrial action pending the hearing and determination of a suit in this regard and preparing for and attending conciliation sessions by a team constituted by the Cabinet Secretary of the Ministry of Labour and Social Security.
- Advising Barclays on the transfer of its pension scheme for its senior employees including advising on the tax consequences of the transfer.
- Acting for Kuramo Capital Management in connection with renegotiating and drafting of employment contracts for senior management.
- Acting for Bank of Baroda in connection with the procedures of the termination process of employees, including reviewing the bank's employment policies, developing disciplinary procedure and appeal procedure, reviewing the bank's employment contracts, and assisting the bank.
- Acting for Solar Panda in connection with employment compliance, including termination procedures and drafting related documents according to the employment laws in Kenya.
- Advising L'Oréal and managing the exit of a senior employee including considerations relating to taxation and repatriation of funds.
- Representing PayGo Energy, a leading Kenya-based distribution service which is developing smart metering systems on its disciplinary procedures to ensure that they are compliant with the Employment Act, 2007.
- Representing Murray & Roberts, a leading Ghana-based company which offers building, industrial civil construction, multi-disciplinary engineering, procurement, operations, maintenance and equipment supply services on the redundancy procedure in Ghana and severance package.
- Representing Stitch Money, a leading South Africa-based fintech company on-boarding of independent contractors in Kenya and Nigeria.
- Representing Shara Inc, a leading US-based developer of community-driven finance software solutions on independent contractor contracts for their Kenyan operations.
- Representing KOKO Networks, a leading Kenya-based venture-backed technology company with the review of employment contract and job advertisements for a senior employee.
- Carrying out an employment due diligence over a Kenyan arm of a multinational construction company by reviewing its employment documents and employment related information.

## Oil and Gas

- Advising Vivo Energy Holding in connection with the acquisition of 100% of the shares of Engen Holdings.
- Advising Royal Dutch Shell, in connection with its takeover bid in relation to the entire issued and to be issued share capital of British Gas (BG), including advising on the impact of the transaction on BG's assets in Kenya and advising on the transfer of interests held by BG in production sharing contracts in Kenya.



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- Advising Oman Trading International Limited on the acquisition of Hass Petroleum in a deal worth USD35 million.
- Advising Africa Oil Corporation in connection with its sale of 50% of its interests in Blocks 10BB, 13T and 10BA in Kenya and the Rift Basin and South Omo Blocks in Ethiopia, to Maersk Oil.
- Advising Africa Oil Corporation in connection with an investment agreement to issue 52,623,377 shares in Africa Oil. Corp., for US 100 million to Stampede Natural Resources International for future exploration.
- Advising Tullow Oil in connection with the development of a pipeline in Kenya.

## Market Recognition

- Awarded the East African Student Scholarship to Middlesex University, England
- Nominated in the Lawyer of the Year category in the 4th Edition of the Nairobi Legal Awards - The Phoenix Edition

## Education

- Legal Practice Course, Nottingham Law School
- Graduate Diploma in Law, Nottingham Law School (Commendation)
- LLM, University of London (School of Oriental and African Studies) (Merit)
- BA Honours Law and French, Middlesex University (1st Class Honours and East African Student Scholarship)
- Completed Legal Practice Course with a Commendation
- Completed Graduate Diploma in Law with a Commendation

## Memberships

- Law Society of England and Wales
- Law Society of Kenya

## Languages

English, French



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