

# Sustainability



## Sector overview

At Cliffe Dekker Hofmeyr (CDH) we believe the right partnership can lead to great things.

Sustainability is at the core of any business's longevity, with success being fundamentally intertwined with impact. As corporations increasingly recognise the imperative to preserve, promote and protect environmental and social interests while advancing economic growth, there is a growing demand for legal counsel that understands the multifaceted nature of sustainable development.

At CDH we appreciate that navigating the sustainability landscape triggers a host of considerations across several legal disciplines. Whether the goal is to finance a renewable energy project, offset environmental impacts, trade in carbon credits, ensure permitting compliance, or benefit from tax incentives, any new venture requires tailored, innovative and trustworthy legal advice.

Our Sustainability sector services leverage and integrate expertise from across the firm and its operating jurisdictions, enabling comprehensive and innovative solutions through collaboration. This cross-disciplinary approach means we can deliver holistic advice that addresses environmental, social and economic considerations – all dimensions of sustainability that are essential to our clients' businesses.

*"Cliffe Dekker Hofmeyr offers valuable insights. The team is efficient and very thorough in the work it does."*

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## Why Sustainability?

For our clients, sustainability considerations have evolved from voluntary corporate social responsibility initiatives to fundamental business imperatives with significant legal implications. Regulators are imposing increasingly stringent environmental compliance obligations, climate disclosure requirements and extended producer responsibility mandates, with non-compliance resulting in operational restrictions, substantial penalties and potential director liability.

Simultaneously, investors, lenders and financiers have made sustainability performance a prerequisite for capital allocation, with environmental, social and governance (ESG) criteria now embedded in funding agreements, loan covenants and investment mandates. Companies seeking to access capital markets or secure project finance must demonstrate robust sustainability credentials and comprehensive legal compliance across their operations from cradle to grave.

Beyond regulatory and financial drivers, sustainability has become central to corporate reputation, stakeholder relations and competitive positioning. Clients face mounting pressure from suppliers, consumers, employees, shareholders, communities and civil society to demonstrate genuine environmental and social responsibility, while the risk of greenwashing allegations, shareholder activism and climate-related litigation has intensified scrutiny on corporate sustainability claims.

Supply chain requirements increasingly mandate sustainability compliance as a condition of doing business, particularly for companies operating in international markets or participating in public procurement. In this complex landscape, proactive legal advice on sustainability matters is essential to managing risk, maintaining social licence to operate and securing competitive advantage in a rapidly evolving regulatory and commercial environment.





## Key Focus Areas

CDH's Sustainability sector services bring together a host of multi-disciplinary experts who are well positioned to provide the necessary legal services across a range of sectors where sustainability has become a key driver for growth, including mining, energy, oil and gas, agriculture, industrials, manufacturing and trade.

Appreciating that sustainability is by its very nature multi-faceted, encompassing environmental, social and economic considerations, our value sits in bringing together experts from our existing practice areas who can speak to all the dimensions of sustainability.



### Environment and natural resources

We offer practical and focused advice on all areas of environmental legal compliance, including water use, waste management, air quality, heritage, biodiversity and protected areas, pollution, marine and coastal management, forestry, sustainable agriculture, and extended producer responsibility. Where clients are not legally compliant, we assist in developing programmes for achieving compliance within realistic timeframes.



### Climate change and carbon markets

Our team advises on the full spectrum of legal climate change issues, including the Just Energy Transition, net zero commitments, climate change litigation, shareholder activism, carbon tax, carbon credits, carbon offsets and sectoral carbon budget compliance. We help clients understand and navigate South Africa's evolving climate regulatory framework.



### Energy transition

We provide comprehensive legal support for energy projects, including renewable energy solutions, energy storage, green hydrogen, electric vehicles, environmental attributes, tax incentives, grid access and infrastructure, and wholesale market participation. Our substantial work in the energy sector positions us at the forefront of South Africa's energy transition.



## Key Focus Areas

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### Green finance and sustainable investment

Drawing on dedicated expertise from across the firm, including specialists in banking and finance, corporate transactions, tax and environmental law, our offering extends to sustainable finance transactions, including green bonds, sustainability-linked finance and impact investing. We help clients structure financial instruments that deliver measurable environmental and social outcomes while ensuring regulatory compliance.



### Corporate governance, transparency and ethics

We advise on governance matters central to sustainability, including director liability, ethics, business and human rights, shareholder activism, greenwashing risks, anti-bribery and anti-corruption compliance, stakeholder engagement and board management.



### Social justice and human rights

Sustainability considerations also encompass social dimensions that are critical to responsible business practices. We assist clients in developing sustainable employment policies that balance commercial objectives with social responsibility, ensuring their workforce practices contribute positively to broader transformation goals. We also deliver high-quality legal representation to deserving individuals, communities, NGOs and organisations focused on advancing human rights and serving the public interest.

*"The firm offers a high level of individual attention and care to each client, offering proactive and solution-based advice."*

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# Our Services



## Due diligence, transactional and corporate support

### Core deal support

Sustainability concerns are increasingly critical in mergers and acquisitions and in large commercial transactions. Our team works with developers, operators and consultants to identify material issues and assess their implications for a transaction, as well as providing practical advice on how best to manage any risk.

We are widely recognised as market-leading transaction-linked counsel, conducting due diligence investigations across multiple sectors including manufacturing, energy, mining, waste recovery, recycling and agriculture.

### Project development

We advise our clients across the full lifecycle of sustainable and climate-aligned projects, from concept and feasibility through to financing, construction, operation and decommissioning. Our services include legal structuring and procurement strategy; land rights and permitting; environmental and planning approvals; regulatory compliance; and the negotiation of key project documents such as EPC, O&M, supply, offtake and concession agreements. We further support project finance and investment structuring (including green and sustainability-linked financing), risk allocation and bankability reviews, and the integration of ESG, climate and governance requirements into contractual frameworks.



## Finance and investment

### Sustainable finance

Under our sustainable finance offering, we advise lenders, borrowers, sponsors and investors on the structuring, documentation and implementation of financing aligned with environmental, social and governance objectives. This would include legal support for green, social, sustainability and sustainability-linked loans and bonds; transition finance; and blended or impact finance structures.



## Regulatory and compliance

### Regulatory advisory

We assist clients in navigating the rapidly evolving legal and policy landscape regulating ESG matters across jurisdictions, with our services including monitoring and interpreting applicable legislation, regulations and standards and advising on compliance with environmental, mining, climate change, energy, carbon, waste, biodiversity and water regimes.

This is all tailored to our clients' sectors and operations, ensuring that businesses remain compliant, resilient and aligned with evolving regulatory expectations while enabling them to pursue sustainable growth and transition objectives.

**"We have experienced rapid, precise responses in time-sensitive situations, demonstrating the law firm's agility and unwavering dedication."**

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## Our Services...continued



### Risk, investigations and disputes

We support our clients in identifying, managing and resolving ESG and climate-related legal risks across their operations, transactions and supply chains. We offer advice on internal and third-party investigations into environmental incidents, regulatory non-compliance, governance failures, human rights and labour practice concerns, or alleged greenwashing; and advise on regulatory enforcement, remediation and stakeholder engagement.

Our teams also represent clients in litigation, arbitration and regulatory proceedings arising from environmental, climate, sustainability disclosure or transition-related matters, including shareholder and activist claims, contractual disputes in sustainable projects and director liability issues.



### Governance advisory

We assist boards, executives and in-house legal teams to embed environmental, social and governance considerations into corporate governance structures, decision-making and oversight in line with local legal and regulatory requirements.

Our services include advising on directors' duties and fiduciary obligations in relation to sustainability and climate risk under South African company law and King V; and developing or refining ESG governance frameworks, board and committee charters, policies and internal controls.



### Legal registers and compliance tools

We prepare and regularly update legal registers for clients across many different sectors by identifying, documenting and managing the full suite of environmental, social and governance legal obligations applicable to their operations across jurisdictions. Our teams are also able to support our clients with compliance audits, gap analyses and updates in response to regulatory changes.



### Training, capacity building and thought leadership

We prepare environmental and sustainability legal training material and present training workshops to industrial and public sector clients on many aspects of environmental, health and safety, and sustainability law.

The intention is to assist boards, executives and operational teams to understand and respond to evolving ESG, climate and sustainability-related legal and regulatory developments. Services include customised workshops, seminars and accredited training on select topics. Through these initiatives, we help build our clients' capability, support informed decision-making and position organisations to anticipate and adapt to the rapidly developing sustainability landscape.



*"They provide reliable, practical, and commercially sound legal advice that supports our business effectively."*

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## About Cliffe Dekker Hofmeyr

### An overview of our law firm

At CDH we believe the right partnership can lead to great things. The partnerships we cherish and value most are those we have forged through time and experience with our clients and, of course, our people. We are a full-service corporate and commercial law firm and provide experienced support wherever in the world you conduct business.

We offer an authentic, knowledge-based and cost-effective service for clients looking to do business in Africa. Our pan-African practice, with offices in South Africa, Kenya and Namibia, brings together the resources and expertise of leading business law firms across the continent. With first-hand, in-depth experience, our lawyers offer sector-specific insights and knowledge of regulatory nuances to provide an exceptional integrated service.

### Why us?

Doing business across Africa offers unique opportunities and challenges, and with these come a need to understand the cultural, economic and political nuances that exist across the vast continent.

Our firm is strongly positioned to serve your legal needs. Our team, together with our partner law firms across the continent, have hands-on experience acting for governments, state agencies and multinational private organisations across the continent. With first-hand, in-depth experience, we can offer sector-specific expertise and knowledge of regulatory nuances to provide an exceptional integrated service across the continent.



## Sector Experience

Our Sustainability sector work draws on a proven track record of advising clients across diverse industries on their most significant sustainability-related matters.

### Energy transition and renewable energy

We are trusted advisers on some of the most significant energy transition projects in South Africa. Our experience includes advising on the development of utility-scale clean energy projects, including behind-the-meter projects for major industrial clients seeking to achieve net zero carbon emissions. We are also playing a prominent role in the transition and transformation of the South African energy sector under the Electricity Regulation Act, as amended.

### Green hydrogen and new energy technologies

We are advising on the development and commercialisation of pioneering green hydrogen power plants, including utility-scale hybrid green hydrogen power plants comprising solar PV, battery energy storage and fuel cell systems. These projects address key environmental considerations, including the Just Energy Transition committed to under the Paris Agreement.

### Circular economy and extended producer responsibility

We support organisations operating in South Africa's extended producer responsibility (EPR) regime, advising on

day-to-day EPR compliance issues, fee governance and enforcement matters under the National Environmental Management: Waste Act and the EPR Regulations.

### Transaction-linked environmental counsel

We are widely recognised as market-leading environmental transaction-linked counsel and conduct due diligence investigations across multiple sectors including manufacturing, energy, mining, waste recovery, recycling and agriculture.

### Environmental compliance and enforcement

Our team advises clients in responding to compliance directives, preparing administrative appeals and engaging with regulators. We assist in navigating the interface between various environmental regulatory regimes.

### Cross-border and pan-African mandates

Our sustainability expertise extends across borders and we have experience co-ordinating and advising on matters in multiple African jurisdictions including Kenya, Namibia, Lesotho, Eswatini, Botswana, Uganda, Zambia and Mali.

## KEY CONTACTS

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## OUR PAN-AFRICAN REACH

CDH's Sustainability sector offering is strategically positioned for pan-African opportunities in green industrialisation.

### Kenya

Our Kenyan office has extensive sustainability experience, including in green finance policy reviews, energy regulatory development, carbon credit exchange feasibility studies and climate change advisory work.

### Namibia

Namibia is rapidly emerging as a leader on the African continent in green industrialisation, with major initiatives in green hydrogen, renewable energy, sustainable mining, and the circular economy. Our Namibian team holds the necessary experience to advise on environmental and energy matters in this dynamic market.

**BBBEE STATUS:** LEVEL ONE CONTRIBUTOR

Our BBBEE verification is one of several components of our transformation strategy and we continue to seek ways of improving it in a meaningful manner.

**PLEASE NOTE**

This information is published for general information purposes and is not intended to constitute legal advice. Specialist legal advice should always be sought in relation to any particular situation. Cliffe Dekker Hofmeyr will accept no responsibility for any actions taken or not taken on the basis of this publication.

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