



ORARO & COMPANY
ADVOCATES

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Firm Profile

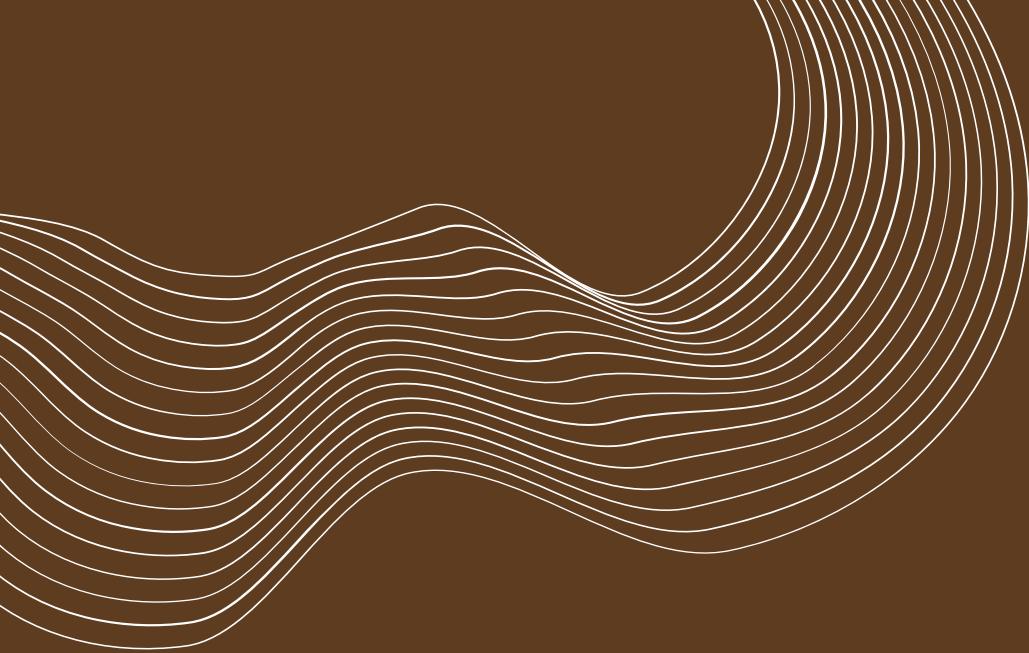
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Oraro & Company Advocates





Our Reputation & Accolades

CHAMBERS GLOBAL 2021

Oraro & Company Advocates bagged recognition in four practice areas – Dispute Resolution (Band 1), Employment & Labour (Band 2), Banking & Finance (Band 3), and a new area - Real Estate (Band 3). Chambers Global also recognized six of the firm's advocates as notable practitioners in their areas of specialization, which include Corporate & M&A, Banking & Finance, Dispute Resolution, Employment and Dispute Resolution: Arbitrators.

Chambers quoted clients who enthused that our team "...do not compromise on the quality of legal representation they offer, no matter the importance or value of a matter."

LEGAL 500 2020

Oraro & Company Advocates was ranked a Top Tier Firm in the Dispute Resolution and Employment practice areas. In addition, our Banking, Finance and Capital Markets practice area was highly recommended by the directory. Two of the firm's Partners were recognized as Leading Individuals, while two others were recognised as Next Generation Partners in their fields.

Legal 500 EMEA affirmed our continued 'exceptional record in big-ticket disputes' and noted that our firm remains a notable name in insolvency and tax disputes, in addition to handling major arbitration matters.

IFLR1000 30TH EDITION

Oraro & Company Advocates was ranked by IFLR1000 as a Tier 2 firm in Project Development: Mining and Project Development: Infrastructure, Tier 3 in Project Development: Power and Tier 4 in Financial and Corporate.

IFLR in its 2020 rankings noted a source saying that "the firm provides quality work and sound legal advice. They are professional and provide commendable services."

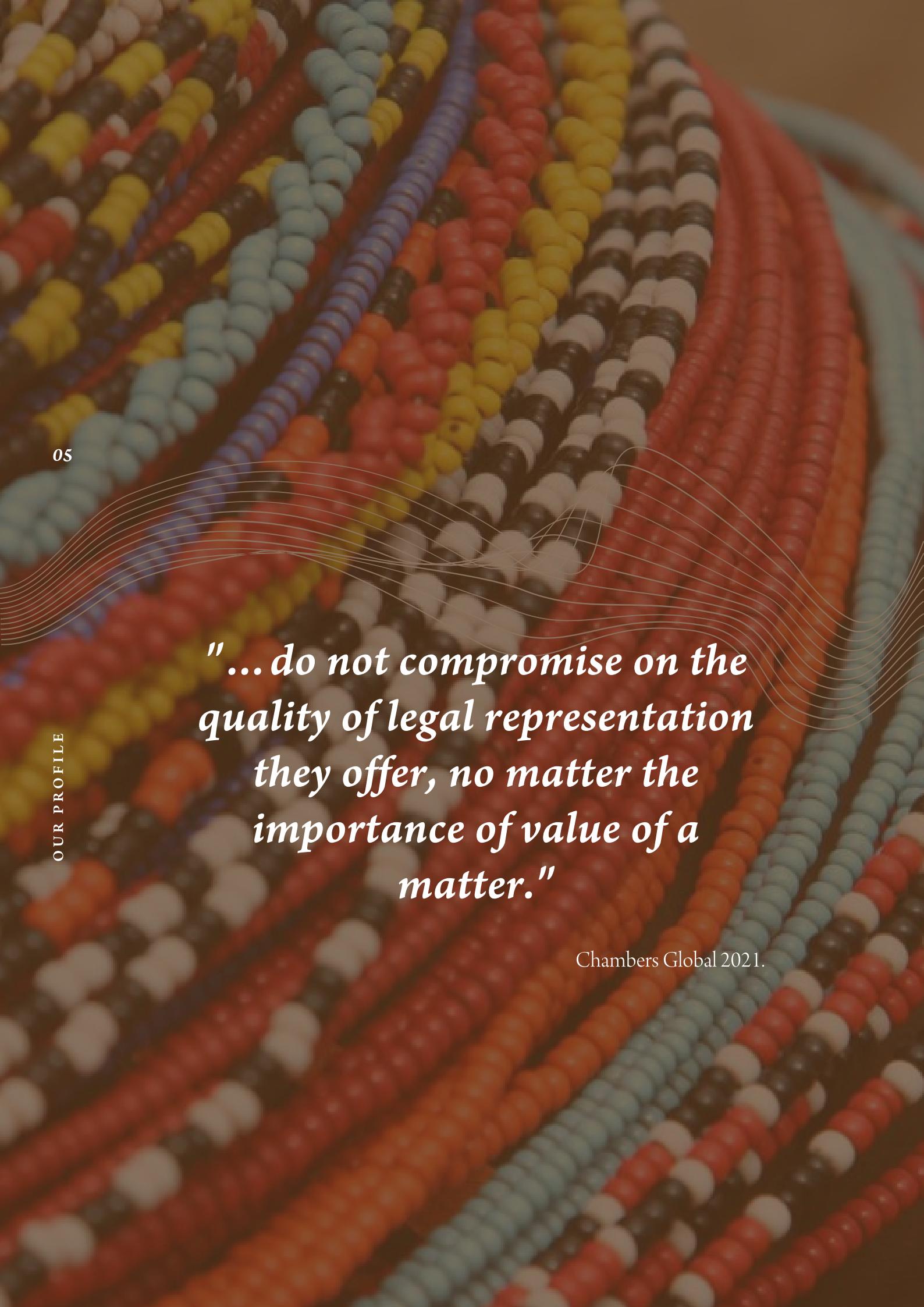
About Us

Oraro & Company Advocates is a full-service market-leading African law firm established in 1977 with a strong focus on dispute resolution and corporate & commercial law. With a dedicated team of 12 partners, 17 associates and 39 support staff, the firm has been consistently ranked by leading legal directories such as Chambers Global, IFLR 1000 and Legal 500 as a top-tier firm in Kenya.

We provide specialist legal services both locally and regionally in Arbitration, Asset Tracing & Recoveries, Banking & Finance, Capital Markets, Corporate & Commercial, Conveyancing & Real Estate, Dispute Resolution, Employment & Labour, Infrastructure, Private Client, Projects and PPP, Restructuring & Insolvency and Tax. Over the years, we have represented both local and foreign clients, governments, regulators, and not-for-profit organisations from target industry sectors including construction, education, energy, financial services, manufacturing & industries and the public sector.

We provide both local and cross-jurisdictional legal services, either directly or through the extensive relationships that we have established with leading firms across the globe, which enable us to offer cross-jurisdictional legal advice in a seamless manner while maintaining the highest professional standards.

Oraro & Company Advocates prides itself in its deeply-rooted client relationships by providing quality legal services through its partner-led approach, drawing from local knowledge and global perspectives.



"... do not compromise on the quality of legal representation they offer, no matter the importance of value of a matter."

Chambers Global 2021.

Arbitration

Our arbitration practice has been at the forefront of both domestic and international arbitration practice in Kenya. The practice area has represented clients before both local and international arbitral tribunals such as the International Centre for Settlement of Investment Disputes (ICSID), the London Court of International Arbitration (LCIA) and the International Chamber of Commerce (ICC). The firm has advised clients in various sectors including construction, banking & financial services, manufacturing and energy.

Some of our recent work highlights include:

- Successfully represented a Pan-African Bank in a USD 25 million claim brought by a Zambian borrower who claims he never authorised the bank to disburse funds to the borrower. It was an ICC administered arbitration and the seat was in London.
- Represented a Canadian-based energy company as co-counsel in the ICSID proceedings brought against the Government of Kenya in respect to the unlawful revocation of the company's geothermal licence worth USD 312.7 million.
- Advising and representing an international civil engineering company to enforce an international arbitral award of USD 13 million in Kenya issued under an ICC arbitration with its seat in London.
- Advised a major American private equity fund on their legal options and remedies against former directors and shareholders of a leading East African civil engineering and construction company with a view of recovering an arbitral award of USD 23.2 million from the LCIA.
- Representing an English Investment Company and an energy company involved in methane gas production



in an arbitration matter where the Claimants brought arbitration proceedings against the Respondent at the ICC for breach of contract. The ICC entered an award in favour of the Claimants in an Arbitral Award of USD 12.8 million rendered on 9th August 2017. The firm was thereafter engaged by the Claimants in having the arbitral award recorded as a judgment of the High Court of Kenya before enforcements proceedings can be commenced against the Respondent, which is a company registered in Kenya.

- Successfully represented a Japanese electrical equipment company (the "Company") in a construction dispute suit filed by a leading engineering and construction company in East and Central Africa, seeking interim measures of protection pending referral of the matter to the ICC by restraining the Company from appointing a third-party contractor to replace it in the construction of a geothermal power plant in Olkaria, Kenya.
- Acting for an Insurance Company in a potential claim of approximately USD 12 million for impaired assets against three insolvent companies, where it invested in notes and commercial paper.

Asset Tracing & Recoveries

Our Asset Tracing & Recoveries practice area is a recognised leader in advising on both complex contentious and non-contentious tracing and recovering of assets and in restructuring insolvencies. The practice area is led by a team of Partners with specialist know-how and deep experience in offering strategies for obtaining effective and time-critical legal remedies to secure and recover assets, including freezing injunctions, disclosure orders and protection of assets. For instance, the practice area is currently acting in one of the largest banking fraud disputes in the country involving the tracing and recovery of about USD 340 million. They succeeded in obtaining a mareva injunction (freezing order) which is currently in force to preserve the subject matter of the suit.

Some of our recent work highlights include:



- Acting for the monetary authority of Kenya in the recovery of funds in the “Goldenberg” related cases, in excess of USD 1 billion.
- Representing a Kenya government corporation as lead counsel. We also obtained a mareva injunction/freezing order, which is currently in force to preserve the subject matter of the suit. This is a recovery action as well as the tracing of assets worth USD 70 million from individuals and companies alleged to have defrauded a commercial Bank in Kenya, leading up to its receivership.
- Representing a commercial bank in Kenya, which is Under Receivership, in a claim that seeks the tracing and recovery of approximately USD 340 million which was defalcated from a Bank. We obtained a mareva injunction/freezing order, which is currently in force to preserve the subject matter of the suit. We also successfully defended the client against a claim

by the shareholders seeking to be enjoined in this suit despite stiff opposition.

- Representing a leading regional bank in a claim of USD 52 million arising from a facility of USD 300 million advanced to the defendants to fund the construction of the Nairobi – Mombasa oil pipeline. We obtained a mareva injunction/freezing order, which is currently in force to preserve the subject matter of the suit and secured an admission of liability for USD 25 million from the defendants with the balance being referred to an independent expert for determination.
- Representing an accused person for actions done while executing duties when acting as a senior official in the Government of Kenya (GoK). The accused was charged with abuse of office and conspiring to defraud the GoK. The saga has come to be known as the Anglo-leasing saga.
- Advised a major American private equity fund on their legal options and remedies against former directors and shareholders of a leading East African civil engineering and construction company with a view of recovering an arbitral award of USD 23.2 million from the LCIA.

Banking & Finance

Our Banking & Finance practise area is well regarded for its expertise in advising in both contentious and non-contentious matters. The practice area has vast expertise advising on asset finance, structuring and drafting lending and security documentation for corporate and retail lending including cross border and syndicated loans, structured finance, SME financing and trade finance. With a good reputation in handling complex banking disputes debt recovery and asset tracing, the practice area has represented clients the Court of Appeal and the Supreme Court. The practice area has advised and represented local and regional banks, regulators and international financial institutions.

Some of our notable work highlights include:



- Advised and drafted financing and security documents for the construction of East African Development Bank's 10-storey, 3-tower office complex in Westlands, Nairobi.
- Advising a Kenyan commercial bank in banking facilities to a leading manufacturing company. The borrower was financed by our client to acquire three prime industrial properties to facilitate an expansion of its operations.
- Drafting a variety of security documentation for a large telecommunication company in Kenya operating and maintaining the infrastructure over which various telecoms service providers operate to secure lending worth USD 30 million from a bank based in the United Kingdom including inter-creditor agreements and facility agreements and conducting a legal due diligence. We also provided a legal opinion for the financier.
- Acting for a multinational bank in a representative action challenging the levying of increased bank charges.
- Acting for a Kenyan investment bank in a USD 557, 000 suit in which a customer alleges that the bank failed to act in accordance with his instructions, with respect to a sale order on Safaricom shares that he had purchased.
- Successfully represented a foreign commercial bank based in Kenya in a dispute with Intercom (a landmark case in banking law and illegality).
- Representing the Kenyan and Nigerian subsidiaries of a Pan Africa bank in a claim worth USD 52 million arising from a facility of USD 300 million advanced to a Lebanese engineering firm to fund the construction of the Nairobi-Mombasa oil pipeline.
- Acted in a suit against one of the largest banks in the Netherlands and its officers, in a matter involving fraudulent claims and liability by officers of the bank in making advances to the bank.

Capital Markets

Our Capital Markets practice has years of experience in advising on a broad spectrum of capital markets products and incorporates specialist expertise in debt and equity capital markets. The practice area is highly regarded for offering clients commercially insightful advice, technical expertise and complete understanding of both sides of a transaction.

Some of our recent work highlights include:



Kenya (CBK) and the GoK and reviewing all the transaction documents to ensure that they complied with Kenyan law.

- Advising ICDC and the GoK on the amendment of the Memorandum and Articles of Association and application to both CMA and NSE for increase of Capital and Rights Issue. Our roles included; legal advisors to the different agents of the offer for sale, preparation of different transaction documents including the technical management agreement, reviewing the legal issues affecting ICDC's Information Memorandum, preparation of the necessary company forms at the Companies Registry and amendment of the company's Memorandum and Articles of Association.
- Legal advisor to a Kenyan commercial bank rights issue in 2004 and 2010. Tasks included participating in the preparation of a confidentiality agreement and information memorandum together with the other technical advisors, conducting legal due diligence, providing a legal opinion, obtaining approvals on behalf of KCB from the CMA, NSE, Central Bank of Kenya (CBK) and the GoK and reviewing all the transaction documents to ensure that they complied with Kenyan law.
- Advising on three successful and heavily subscribed rights issues for a top-tier bank (2006, 2007 and 2012). Our responsibilities in this transaction included conducting legal due diligence on the Bank, drafting confidentiality and agency agreements, preparing a legal opinion for inclusion in the information memorandum, ensuring legal compliance in the information memorandum and transaction, assisted in negotiations with various consultants, drafting the respective contracts for the different advisors and assisting the client obtain approval from the regulatory authorities CBK, CMA and NSE.
- Advising on a Kenyan publicly listed commercial bank Rights Issue in 2014. Tasks included participating in the preparation of a confidentiality agreement and information memorandum together with the other technical advisors, conducting legal due diligence, providing a legal opinion to be included in the information memorandum, obtaining approvals on behalf of the bank from the CMA, NSE, CBK and reviewing all the transaction documents to ensure that their compliance with the laws of Kenya.
- Advised an insurance and investment group in a successful private placement of 11,000,000 Class "A" Shares and 9,000,000 Class "B" Shares with a par value of KES 20 each of CIC at the price of KES 22.50.

Corporate & Commercial

Our Corporate & Commercial practice area is known for its wealth of experience and commercial awareness to every transaction. The practice area has been involved in giving strategic and practical advice on complex mergers, acquisitions, joint ventures, private equity transactions and commercial contracts. The practice area has been actively involved in advising clients in sectors such as manufacturing, real estate & construction, energy, financial services, including most of the recent consolidations and acquisitions within Kenya's banking sector.

Some of our notable work highlights include:

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- Acting for the National Bank of Kenya Limited (the Company) on the take-over of 100% of the Company's shares by KCB Group PLC. Our role included undertaking a detailed legal due diligence on the Company, advising on the proposed project structure, drafting and reviewing all the agreements and documents concerning the transaction which included the statement of offer, the actual offer document, the shareholders circular, the notices to be released to the shareholders for consideration at the General Meeting, assisting in obtaining regulatory approval from the Capital Markets Authority, the CBK and the Competition Authority of Kenya (CAK), attending to and defending the Company in litigation and administrative proceedings arising from the transaction, advising on the proposed delisting of the Company and attending to all completion and registration formalities in relation to the transaction.
 - Advising Prime Bank Limited on and assisting in obtaining regulatory approvals from the Central Bank of Kenya, CAK and the Insurance Regulatory Authority in connection with the acquisition of a significant minority stake in the Bank by AfricInvest and Catalyst Principal Partners.
 - Acting for Art-Caffe Coffee & Bakery Limited (the Company) and the shareholders in relation to the sale of the entire share capital of the company to Emerging Capital Partners, a private equity fund established in the United States of America.
 - Advised in the acquisition of an interest in Insta Products (EPZ) and Nitro Manufacturing (EPZ) by Proparco and IFU. Our role involved undertaking a high-level due diligence on Insta Products (EPZ) and Nitro Manufacturing (EPZ) – the target.
 - Advised the Government of Kenya (through the office of the Attorney General) on the proposed capital restructuring of Kenya Airways Plc, in which the Government of Kenya is a significant shareholder, including the legal implications of relinquishing its security. The matter value is USD 2.3 billion.
 - Advising Transnational Bank and its shareholders in the sale and purchase of at least ninety-three per cent (93%) shares to a Nigerian multinational commercial bank.

Conveyancing & Real Estate

Our Conveyancing & Real Estate practice area is keen on the growth of the Kenyan real estate market. The practice is well versed in complex development projects, conveyancing, leasing and licenses, joint ventures and project finance. We also advise on joint ventures, leases, preparation of licenses, structuring of complex development projects and transfer of land (purchase and sale).

We are largely involved in Kenya's Big Four Agenda on affordable housing, an ambitious five- year plan by the government which aims to develop 500,000 housing units in the current President Uhuru Kenyatta's last term in office.

Some of our notable work highlights include:



- Advising a client in the letting of commercial space in its business park situated along the upmarket Riverside Drive in Nairobi.
- Acting for a leading investment management company in the sale of 10 high-end five bedroom villas in a gated estate known as Amara Ridge in Karen, a suburb approximately 20 km away from the Nairobi CBD.
- Assisting in the preparation of leases for commercial premises for a pensions division of a Kenyan commercial bank.
- Representing a landlord in a claim in excess of USD 1 million arising from the termination of a lease agreement and incidental license agreements.
- Acting for a leading Turkish construction company in partnership with a German investment firm in a joint venture project with landowners for the development of a multi- million-dollar mixed-use project on Ngong Road, Nairobi.

- Acting for a leading Chinese property development company in a partnership project with landowners for the development of a block of residential apartments comprising of over 300 units in Kilimani.
- Acted for a leading Kenyan investments and real estate company in the sale of 10 high-end five-bedroom villas worth USD 100 million in a gated estate in Karen. We advised the parties on the joint venture arrangement and facilitated the negotiation of the joint venture agreement and the transfer of the land to the joint venture reference.
- Advising one of Kenya's largest public universities in a major real estate project including conducting a detailed legal due diligence on approximately 1,000 acres of land to be purchased.

Dispute Resolution

Our Dispute Resolution practice area is well regarded for its in-depth understanding of the judicial process. The practice area has represented both local and international clients in complex banking litigation, highly complex commercial disputes, constitutional law, election petitions, environmental litigation, employment and labour law, family law, public procurement and property disputes. The practice area has represented a full spectrum of clients in sectors such as banking & financial services, manufacturing, construction, public sector and energy.

Some of our notable work highlights include:



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- Acting for a Kenyan company which transmits, distributes and retails electricity in a case which seeks to stop an alleged payment of USD 20 billion in respect of power purchase agreements.
- Successfully represented a Kenyan commercial bank in a rare application seeking to have the Court of Appeal re-open, re-examine and set aside its decision. In addition, we sought to have the Court of Appeal declare its earlier decision a nullity and direct that the appeal be heard afresh.
- Acting in a claim seeking the tracing and recovery of approximately USD 340 million which was fraudulently siphoned from a Kenyan bank (It is one of the largest banking fraud disputes in Kenya). We successfully defended the client against a claim by the shareholders seeking to be enjoined in this suit, against stiff competition.
- Successfully represented a Kenyan commercial bank in a dispute with Intercom (a landmark case in banking law and illegality).
- Representing the the monetary authority of Kenya in a case in which the represented petitioner sought to challenge the legality of contracts for the printing of currency, which had been awarded to De La Rue (Kenya) Ltd.
- Advising and acting for a Kenyan solar technology firm in a judicial review application under the Fair Administrative Actions Act, 2013 against the Kenya Revenue Authority (KRA). The suit resulted in favourable Judgment against tax demands in excess of USD 350,000 issued by the KRA.
- Acting for a leading commercial bank (under receivership) in a claim seeking the recovery of USD 40 million. We obtained a mareva injunction/freezing order, which is currently in force to preserve the subject matter of the suit. We also successfully defended the client against a claim by the shareholders. The matter value is USD 47.4 million.
- Acting for a real estate developer in respect to a challenging the decision by the Nairobi City County in awarding a tender for the development of a mega housing project valued at USD 195 million.

Employment & Labour

Our Employment & Labour practice area has been recognised for its advice on contentious and non-contentious matters relating termination & dismissal, redundancy and discrimination and non-contentious matters including advisory on employment contracts, employment policies and procedures review of HR manuals & policies, advising on termination on account of redundancy. The practice advises clients in various sectors including banking & financial services, health services, non-governmental organisations, telecommunications and hospitality.

Some of our notable work highlights include:

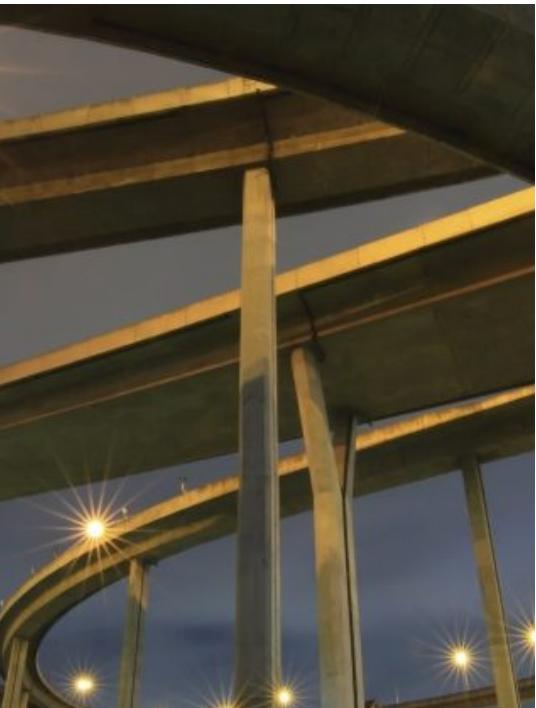


- Defending a Kenyan commercial bank in a sexual harassment claim within the workplace worth USD 680,000.
- Representing a Kenyan bank against a claim for constructive dismissal and discrimination of an employee. The award is set at USD 200,000.
- Acting and advising for a Kenyan pension scheme in defending a judgement by the retirement benefits tribunal for the sum of in excess of KES 7 billion by former employees of Telkom as being the total of their unpaid retirement dues.
- Representing a railway corporation in a claim worth USD 4.3 million brought by its former employees to enforce an award made by the Industrial Court and a claim for unfair dismissal after a strike which led to their dismissal.
- Representing a leading Kenyan bank against 3 separate class action claims in the ELRC, for the retabulation of terminal benefits arising from voluntary early retirement taken by the claimants. The claimants are praying for additional payments based on redundancy. The matter value is USD 8 million.
- Representing a leading multinational bank in a case involving alleged wrongful dismissal and malicious prosecution (claim value: KES 6 million, excluding the interest).
- Representing a leading manufacturer of Fast-Moving Consumer Goods against a class action suit/claim worth USD 2.2 million of over 300 employees who were terminated from employment following a staff organisation process and conversion from casual employees to permanent employees. Those terminated refused to take up the employment contracts and stopped coming to work.
- Acting for one of the largest trade unions in Kenya in a trade dispute against the employer, with respect to the historical 2015/2016 nationwide teachers' strike.
- Advised a non-governmental organisation regulated in the United States of America with an office in Nairobi on the termination of contracts of employees on fixed-term contracts that were coming to an end.

Infrastructure, Projects & PPP

Our Infrastructure, Projects & PPP practice area has legal and sector expertise in advising on all stages of infrastructure projects. The practice area advises on structuring, drafting & negotiating project agreements, and project finance. The practice area has advised clients in the transport, telecommunications, power generation, mining and energy sectors.

Some of our notable work highlights include:



- Advising on the proposed construction of a 2,000 km road in Kenya via a PPP arrangement known as an annuity scheme.
 - Advising KCB Limited in relation to an annuity term loan facility worth USD 60 million to facilitate the 75% direct cost of road construction of the Ngong-Kiserian-Isinya Road and Kajiado-Imaroro Road.
 - Acted for one of the bidders with respect to Lot 6, of the 10,000 km Kenyan annuity road project, before the PPP Petition Committee.
 - Advising the government-to-government collaboration between the GoK and China National Petroleum Corporation on a proposed USD 1.8 billion project to develop up to 350 MW of geothermal power plant.
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- Advised an Independent Power Producer in respect of a USD 146 million power purchase agreement (involving a syndicated loan with international financiers).
 - Acted for the owner of five (5) SPVs entitled to generating 40 MW of solar energy each in a transaction to sell the SPVs as well as all the rights and licenses required to generate such power, as well as transferring the land which is subject to the licenses.
 - Assisted a team advising the developer of a 250 MW onshore wind farm in Kenya which was in part-financed by the forward sale of Clean Development Mechanism credits.
 - Advised an independent power producer in Kenya in relation to the establishment of a 360 MW dual diesel and solar generating plant.
 - Advising a leading international real estate and development company, the lead member of the consortium that won the bid to re-develop the NCC Old Housing Estate on Ngong Road.
 - Represented a consortium in a dispute before the Petitions committee in with regards to the development of a 960 MW coal-fired power plant at Lamu by private investors.

Restructuring & Insolvency

Our Restructuring and Insolvency practice area is well regarded for its expertise in advising on restructuring process and their in-depth understanding of the newly enacted Insolvency law. The practice area advises on both contentious and non-contentious aspects of insolvency law and regularly work closely with a broad range of stakeholders including banks, financial intermediaries, distressed companies, creditors, private equity sponsors and governments.

Some of our notable work highlights include:



- Advising an East African Government (through the office of the Attorney General) on the proposed capital restructuring of its national carrier, in which the Government is a significant shareholder, including the legal implications of relinquishing its security. The matter value is USD 2.3 billion and is the country's largest and most complex debt and equity restructuring which aimed at repositioning the National carrier for long-term growth and business sustainability.
- Acting for a consortium of banks involved in a non-contentious insolvency matter with a value of USD 64.5 million. Our role includes advising the consortia on their legal options under contract including drafting agreements.
- Representing a Holding company and a leading Kenyan based commercial bank in insolvency proceedings in the matter of Nakumatt Holdings Limited (under administration) where it seeks to exercise its right of forfeiture, repossession and peaceable re-entry of its premises. The matter value is USD 38, 000.

- Advising a leading commercial bank on its rights as a lender against a leading supermarket currently in insolvency; and in particular on the right of a lender to enforce third party securities under the Insolvency Act, 2015. The matter value is USD 7 million.
- Advising in relation to the proposed restructuring of the target (in receivership). The scope of work includes advising on the power of the receiver under the proposed restructuring, alternative restructuring options and undertaking a limited vendor due diligence in respect of the target.
- Advising in the corporate restructuring of middle size Kenyan commercial bank (in receivership). Our role includes advising on the powers of the Kenya Deposit Insurance Company under the Kenya Deposit Insurance Act, 2012 to undertake the proposed restructuring, including, the powers to require the shareholders in the company to sell their shares and the company to issue additional shares to third party investors.

Tax

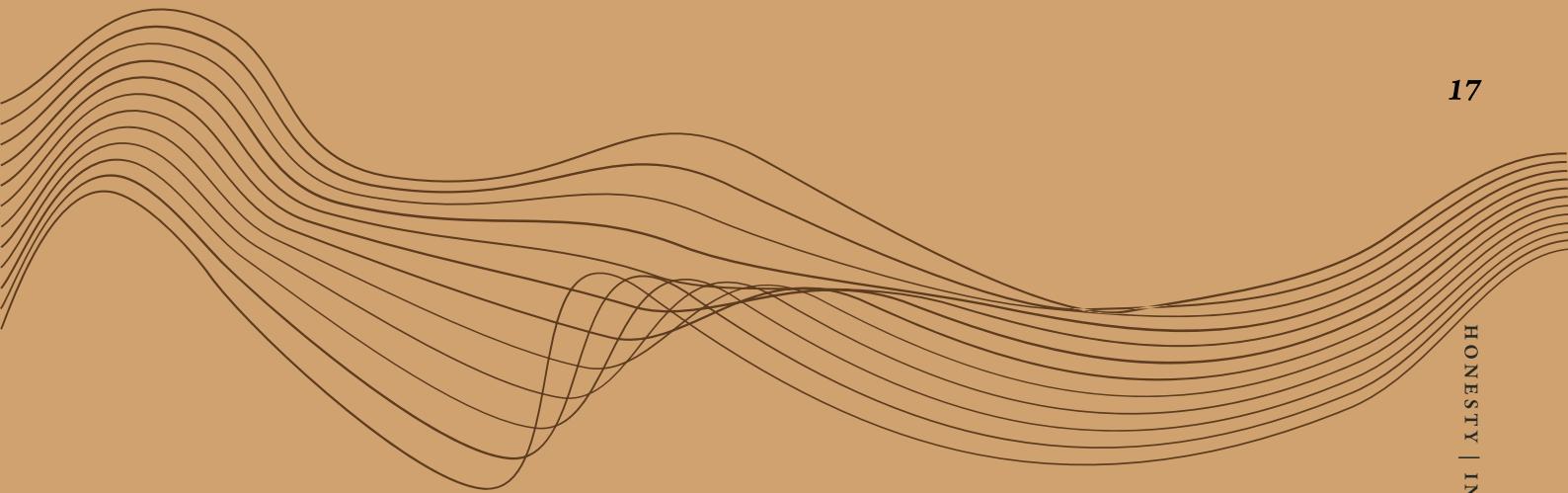
Our Tax practice area is well known for its comprehensive understanding of the Kenyan tax laws. The practice area is regarded for its expertise in handling both contentious and non-contentious tax matters, developing solutions that are both tax-efficient and practical to help our clients maximise opportunities while minimising risks.

The practice area provides advice on domestic and international tax, value-added tax, income tax, capital gains tax and transfer pricing. We also advise on the tax implications of mergers and acquisitions and capital markets transactions. In tax disputes, the tax practice is renowned for its creative approach and is forward-thinking in tax litigation due to the complexity of Kenyan tax laws.

Some of our notable work highlights include:



- Acting for a Kenyan based company that manufactures branded beer, spirits, and non alcoholic beverages in an appeal against Excise Duty and VAT assessment on alcoholic beverages amounting to USD 180 million. We are currently representing our client at the Tax Appeal Tribunal.
- Advising and successfully acted for a Kenyan solar technology firm in a Judicial Review application under the Fair Administrative Actions Act, 2013 against the KRA resulting in setting aside of tax demands in excess of USD 350 thousand issued by the KRA.
- Acting for a leading provider of supply chain solutions in a Judicial Review application before the High Court against actions of the KRA which effectively deny the client a right to claim and receive substantial VAT refunds in respect of zero-rated transactions.
- Successfully represented an Investment company in an appeal at the Court of Appeal against a Judicial Review decision of the High Court with an income tax aspect to it.
- Representing a regional international school in an appeal at the High Court and at the Kenyan Tax Appeals Tribunal in an income tax dispute.
- Successfully represented the KRA in an appeal at the Court of Appeal matter in which the applicant, a leading tobacco company was challenging a demand for payment of excise duty of USD 2.48 million.
- Acting for a Kenyan mining company in a matter that involved an assessment raised against the company in respect of VAT, Withholding tax and Corporation tax (resulting from an intercompany transaction). The matter value is USD 10 million.
- Successfully represented a leading provider of supply chain solutions in an appeal before the High Court against a determination of the Tax Appeals Tribunal, which effectively denied the client a right to claim substantial VAT refunds in respect of zero-rated transactions.



OUR PARTNERS



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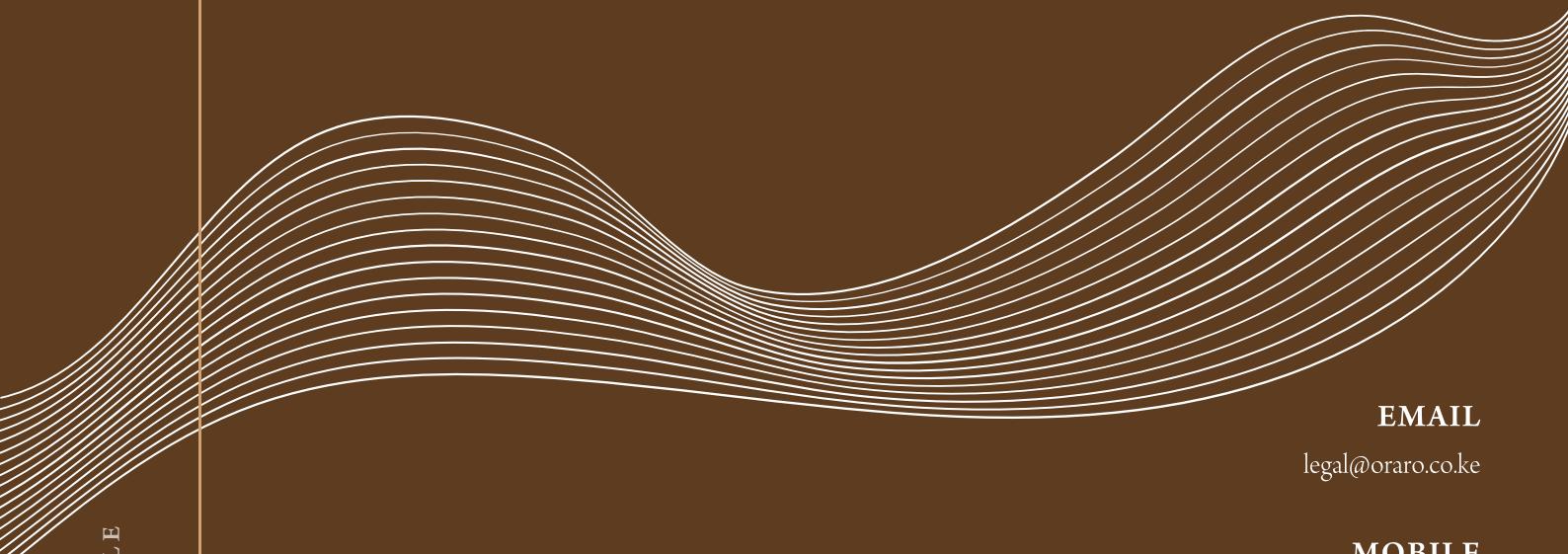


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