



CURRICULUM VITAE

Name of Staff: **NANCY TARIMO**
Nationality: Tanzanian
Profession: Lawyer/ Advocate of the High Court of Tanzania
Position: Senior Associate – Head of Secretarial Services at REX Advocates

Practice Areas:

- General Corporate Commercial Law Matters
- Company Secretarial Services
- Banking & Financial Services
- Labour & Employment Matters
- Immigration Law
- Competition Law

Name of Firm: **REX ADVOCATES**
Contact Details: **REX HOUSE**
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Years with the Firm & Practice: 8 years of experience practicing law in Tanzania.

Academic Qualifications: Bachelor of Laws (LL. B)
LL. B The University of Cape Town, Class of 2012
Post-graduate Diploma in Legal Practice Law School of Tanzania, 14th Cohort, Class of June 2015
Admitted as an Advocate of the High Court of Tanzania and the courts

subordinate thereto other than Primary courts.

Certificate of Competence in Corporate Governance Eastern and Southern African Management Institute (ESAMI) Eastern and Southern African Management Institute (ESAMI)

Apr 2021 - Dec 2021

LLM

Master of Laws in Corporate and Commercial Law (LL. M)

University of Dar es Salaam, Class of 2022

General Experience:

- Experience practice in general corporate commercial law matters, banking & financial services, labour & employment matters, immigration law, competition law, and intellectual property.
- Acted for local and international clients in a variety of industries on matters concerning commercial transactions, legal due diligence, mergers and acquisitions, immigration matters, and corporate compliance.
- Experience practice in employment and labour relations matters
- Experience in overseeing the provision of company secretarial services to clients
- Experience in conducting due diligence on the company and issuing detailed due diligence reports.
- Vast experience in the drafting and negotiation of several agreements including sale agreements, MOUs, transfer deeds, deeds of settlement, employment contracts, and services contracts, as well as advising on the incorporation of companies, non-governmental organizations, security documentation preparation, registration and perfection, and conveyancing.

My Key Skills:

- I am a pro-active, work on my own initiative, and results-oriented individual;
 - I am open-minded, collaborative, and ready to work with any team;
 - I am consistent, dependable, and loyal, and I always show up and go the extra mile to ensure that all tasks are dealt with accordingly;
 - I am adaptive, flexible, and accommodating and as such can attend to matters promptly as needed; and
 - I am a scrutinizer, organized, and attentive to details at all times ensuring delivery of quality of work/results.
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Transactions involved in:

Company Formation and ▪ Advising and assisting clients in incorporation and registration of legal entities including but not limited to companies, and charitable

Secretarial Matters:

organizations such as NGOs and societies, attending to their statutory compliance requirements for both local and international clients. This list includes the following companies CLHG Tanzania Limited, Engelhart Tanzania Limited AEE Power EPC SAU, CBEA PowerGen Assets Tanzania Limited, Luno Money Tanzania Limited, PG Glass Tanzania Limited, Luno Money Tanzania Limited, HJF Medical Research International Inc., SECOMOC Tanzania Limited, HD Consulting Limited, Huria Pharmacy Limited, Kuda Tanzania Limited, One Payment Zanzibar Limited

- Company secretarial matters such as preparing notices and agendas, attending meeting board and annual general meetings, and recording minutes. Preparation of requisite company resolutions and maintenance of company statutory books. Some of these clients include Vodacom Tanzania Plc, Gezaulole Tanzania Limited, Shomi Tanzania Limited, CLHG Tanzania Limited, Kabanga Nickel Company Limited, Kagera Mining Company Limited, Registered Trustees of the Jakaya Mrisho Kikwete Foundation, Marie Stopes International, Nokia Solutions Tanzania Limited, CBEA PowerGen Assets Tanzania Limited, Luno Money Tanzania Limited, PG Glass Tanzania Limited, Engelhart Tanzania Limited, Citibank Tanzania Limited, Reliance Insurance Company (T) Limited, Kuda Tanzania Limited, Royal Oven Limited, World Mobile Group Limited

Corporate Commercial Matters:

- Part of the team that advised Letshego Tanzania Limited on the legal, regulatory, and tax implications in Tanzania relating to the intended business amalgamation or sale of Letshego Tanzania limited t/a Faidika and Letshego Bank Tanzania.
- Part of the team that is advising CRDB on the revision of their corporate governance framework, drafting procedures for the bank's board nominations and election of Board members and their tenure, and revision and recommending changes to the bank's Memorandum and Articles of Association.
- Part of the team that advised ENSafrica and M. Firon & Co. Advocates, the representative of GVC Holdings PLC in connection with multinational transactions involving the purchase of several GVC companies operating in the Gaming Industry.
- Part of the team that advised ENSafrica and 3G Direct Pay Holdings Limited ("DPO Holdings") on the regulatory approvals and/or

notifications that may be required in Tanzania in the case of a transfer of shares in DPO Holdings, an entity incorporated in Ireland and the ultimate holding company of the group.

- Part of the team that advised MoneyGram on their operations and the regulatory approvals and/or notifications that may be required in Tanzania, this entailed the comprehensive review and analysis of the Banking Laws, Telecommunications Acts, and the National Payment Systems Act and its regulations.
- Part of the team that advised Canoe Technology Pte on the applicable legal and regulatory regime for ride-sharing companies during the launch of their Linkee App in Tanzania. This entailed a comprehensive review of the LATRA Act and Regulations and advice on whether their mode of operation would be legally recognized in Tanzania
- Part of the team that advised One Payment Tanzania Limited on their application services license application at the TCRA and their National Payment System License at the BoT.

Labour and Immigration Matters:

- Advising and processing work and residence permits applications for expatriates seconded to work in Tanzania and advising on various immigration matters for HJF Medical Research International Inc., Abbott Fund Tanzania Limited, Mbeya Cement Company Limited, JTI Leaf Services Limited, and Alliance One Tobacco Tanzania Limited, One Payment Tanzania Limited, CRDB Bank Tanzania Plc., Swiss Contact Tanzania.
- Advising local and international clients on the employment and labour relations matters as per the labour laws including but not limited to drafting of employment contracts, advising on termination procedures and retrenchment processes, clients such as Alliance One Tobacco Limited, Price Waterhouse Coopers, Plan International Tanzania, MIC Tanzania Limited, HJF Medical Research International Inc.

Competition Law:

- Advising on competition law matters including but not limited to the preparation of merger notification applications, filling applications, and liaison with the Fair Competition Commission. Part of the team representing Shoprite Checkers Tanzania Limited on the Fair Competition Commission Acquisition notification/ clearance and the

sale of all its assets to Nakumatt Tanzania Limited and also worked on the CBEA – PowerGen merger notification.

- Part of the team that provided legal advice about the competition notification assessment of the restructure of Distell Pyramid ownership structure by Remgro Limited. This entailed us reviewing the transaction structure conducting a competition notification assessment and advising on whether competition notification was required.
- Part of the team was involved in the registration of CLHG Tanzania Limited's standard terms and conditions at the Fair Competition Commission's Consumer Protection department. This assignment involved the analysis of the Fair Competition Act and the Standard Contract Terms Regulations and review of the CLHG standard terms and conditions, preparing and filing a registration application at the FCC, and consultative meetings with the FCC to understand their comments and feedback.

Corporate due diligence:

- Company statutory compliance matters such as overseeing the regularization of company secretarial records and updating company information on the new Companies' Registry online registration system (ORS). I worked on the regularization of Vodacom Tanzania Plc's and Howard Humphreys Tanzania Limited company statutory records.
- Conducting a review of company documentation as part of corporate due diligence on companies and issuing due diligence reports on the corporate and legal standing of companies. Some of the companies that I have conducted due diligence on include Coca-Cola Kwanza Ltd, Zanzibar Bottlers Ltd, Mountainside Farms Tanzania Limited, etc.
- Part of the team that was involved in the compilation of a comprehensive memorandum detailing the relevant legal or regulatory requirements of the small-scale energy / solar sector, and private generation and sale of power, in Tanzania including but not limited to the following (including the transfer of all relevant rights & responsibilities in the acquisition of the relevant projects from developers) CrossBoundary Energy Access 1, LP ("CBEA") and CrossBoundary Energy I, LP ("CBE").

- Part of the team that advised State General Reserve Fund-Oman (“SGRF”) in conducting legal, regulatory, and tax due diligence about an intended investment for the establishment of a major cage fish farm in Zanzibar. This assignment among other things involved our review of various laws that regulate the private sector in Zanzibar including but not limited to the ZIPA Act, Companies Act, Land Tenure Act, Income Tax Act, VAT Act, etc.
- Part of the team that conducted legal due diligence for Direct Pay Online (DPO) on its subsidiary in Tanzania i.e., One Payment Tanzania Limited. This entailed review of relevant documents and preparation of a report that summarized the key aspects of the relevant agreement/document/position for each of the aspects mentioned below in respect of the DPO group, that noted if any aspect of an agreement, process, etc. was not in compliance with relevant local laws, and that highlighted any risks/issues arising from the review.
- Part of the team that was engaged by Heidelberg Cement AG (HC) to conduct legal due diligence in respect of the contemplated proposed acquisition by either Tanzania Portland Cement Public Company Limited or Scancem International DA, of the shares in Tanga Cement, alternatively the assets of the Tanga Group or Tanga Cement. This entailed a limited, red-flag due diligence investigation into major legal issues which would be material to HC in the context of the contemplated transaction.
- Part of the team that was engaged by MTN Management Services (Pty) Limited to prepare a confirmation memorandum concerning raised queries and red flag issues arising out of local legal advice on the telecommunications legal and regulatory regime, IPO procedure, and other matters in relation thereto. This entailed a comprehensive review and documents provided by the client and the telecommunications laws and their implications on the contemplated transaction.

Legal drafting:

- Drafting among other things Share Purchase Agreements, Share Allotment Agreements, Lease Agreements, employment contracts, deeds of settlement, shareholders agreements, shareholder loan agreements, services level contracts security and conveyancing documentation, and Memorandums of Understanding (MoUs).

- Part of the team that advises the Registered Trustees of the Financial Sector Deepening Trust (FSDT). I have handled the review of contracts, and agreements with their various funders, donors, partners, and consultants. I was also involved in the extensive review and creation of new templates for consultancy, funding, memorandum of understanding, and non-disclosure agreements that are to be utilized by FSDT.

Banking and Finance:

- Part of the team that provided and conducted a comprehensive securities review for Stanbic Bank Tanzania Limited concerning loans and facilities issued to corporate and individual clients.
- Part of the team involved in the annual preparation of legal opinions based on annual surveys conducted on the area of custodian arrangements and applicable insolvency laws of the United Republic of Tanzania, for various clients of Baker & McKenzie such as Northern Trust, Citibank NA, State Street Bank, JP Morgan Chase Bank, N.A and BNP Paribas.
- Part of team that worked with Stanbic Bank Tanzania Limited, Standard Bank of South Africa Limited and Kenya Commercial Bank Group Limited, CRDB Bank Tanzania Limited, PTA Bank Limited, Nederlandse Financierings-Maatschappij Voor Ontwikkelingslanden N.V (“FMO”) and DEG-Deutsche Investitions-Und Entwicklungsgesellschaft MBH (“DEG”), in the drafting, perfection, and registration of security documentations such as Loan Agreements, Mortgage Deeds, Debenture Instruments, Deeds of Guarantee, and Deeds of Variation for several clients including the above mentioned. We also conducted corporate due diligence and issued legal opinions on the enforceability of registered securities.

Membership in Professional Societies

- Tanganyika Law Society (TLS), the Bar Association of Tanzania.
- East Africa Law Society (EALS), an association of legal practitioners and national Bar associations in East Africa.

Languages:

English	-	Excellent
Kiswahili	-	Excellent
