



2019



MEHRTEAB LEUL &  
ASSOCIATES LAW OFFICE  
*striving for excellence*

# OFFICE PROFILE



[www.mehrteableul.com](http://www.mehrteableul.com)

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# ABOUT MLA

Founded by Mehrteab Leul Kokeb (Mr.), Mehrteab Leul & Associates Law Office (“MLA”) is a leading full-service law office in Ethiopia that provides quality legal services to foreign investors and local businesses. MLA’s service areas include, Corporate and Tax, Intellectual Property, Employment, Mining and Energy, Charities and Societies, Immigration, Aviation, Real Estate, Conveyancing, and International Arbitration.

All practice areas are staffed with high-caliber lawyers who are accomplished in their fields of expertise as well as support staff which include legal assistants and other office personnel. Our quality services have allowed us to work on some of the most complex transactions and legal matters and with global and multinational companies.

MLA’s primary focus is to optimize clients’ investment based on compliance driven legal strategies, and creative options. MLA lawyers work very closely with their clients to proactively structure deals in the best interest of the clients drawing from the rich experience the office has developed over the many years.

MLA works with a number of reputable international law firms. MLA is also a member of the International Bar Association, the Ethiopian Lawyers’ Association, and the International Trademark Association. Moreover, MLA is a founding member of the African Business Law Firms Association.



*We strive for excellence!*

# RECOGNITIONS AND ACCOLADES



Mehrteab Leul & Associates



## **MISSION AND CORE VALUES**

Serve as a law office of choice in Ethiopia and the wider region, help our clients make the best out of Ethiopia's investment opportunities and provide efficient legal services marked by excellence, integrity and accountability.

**EXCELLENCE**

**HONESTY & INTEGRITY**

**TEAMWORK &  
COLLABORATION**

**DIVERSITY**

# OUR SERVICES

MLA provides clients with comprehensive legal advisory services tailored around clients' needs with a primary focus on corporate and business law issues

The Office has distinguished itself for providing high-end legal services to foreign and domestic investors and helping clients navigate complicated legal terrain

MLA has a dedicated team of legal professionals with the capacity to understand intricate legal issues and deliver sound and reliable legal advice to clients

The Office is committed to helping foreign and domestic investors take full advantage of the Ethiopian economy.



# INVESTMENT & CORPORATE

Ethiopia's growing economy has attracted an increasing number of foreign investors. MLA provides first-class advisory service regarding the Ethiopian investment environment, including conducting jurisdictional legal due diligence and optimizing foreign investment. Once a foreign investor decides to invest in Ethiopia, MLA incorporates and registers subsidiary companies, branches, trade representative and project offices on behalf of foreign companies.



## Our services include:

Providing legal advisory services on Ethiopian investment law, commercial registration, business licensing and tax laws;

Preparing jurisdictional legal due diligence opinion based on the operational sector of an investor;

Authenticating and registering documents coming from abroad;

Drafting and reviewing power of attorney, minutes of board resolutions and minutes of subscribers meeting, memorandum of association and articles of associations for the purpose of company registration;

Processing and obtaining investment permit, commercial registration certificate, business licenses and tax registrations;

Opening blocked bank accounts on behalf of investors and registering the capital of foreign investors;

Providing investment-related legal services, such as acquiring land and access to utilities;

Processing special investment approvals for foreign investors investing in restricted areas of investment; and

Providing de-registration services for foreign investors exiting from the Ethiopian jurisdiction.



Our lawyers have been involved in incorporating different forms of entities for major multinational corporations from the US, UK, the Netherlands, France, Singapore, South Africa etc.

These companies are engaged in manufacturing, technology, power and services sectors.



Some of the services MLA has provided include:

Incorporating subsidiary companies for multinational electrical, electronics, engines and medical equipment manufacturing conglomerate from the US;

Incorporating a packaging manufacturing company from South Africa;

Incorporating a chemical manufacturing company from the Netherlands;

Incorporating a product quality verification company from France;

Registering trade representative offices for a liquors manufacturing company from the UK, a satellite services company from Luxembourg and a sewing machines manufacturing company from Singapore;

Registering project offices for a well-known railway engineering consultancy company from France and a construction company from the UAE; and

Processing a special investment approval for a UK visa processing services provider company.

## KEY CONTACTS

Mehrteab Leul and Dr. Taddese Lencho

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# PRIVATE EQUITY

MLA has emerged as a leader in providing a range of legal services to private equity investors. Our lawyers have been at the forefront of some of the major private equity investments of recent times in Ethiopia.



## Our services include:

- Producing legal due diligence reports on Ethiopian laws affecting equity investment;

- Conducting and producing legal due diligence reports on target Ethiopian companies;

- Drafting, reviewing, and negotiating investment agreements and share purchase agreements;

- Registering capital invested by international equity investors before the Ethiopian Investment Commission; and

- Providing legal advisory services on potential legal issues affecting international equity investors (tax, repatriation, foreign currency, etc.).

Our lawyers were closely involved in advising a target cement manufacturing company in connection with an equity investment and a prominent private equity firm in connection with its investment in a major local food processing company. Our lawyers have assisted in relation to an investment by a private equity firm in a major medical supplies manufacturing company and FMCG company.



Some of the services MLA has provided include:

Reviewing investment and share purchase agreements for an international private equity firm in Ethiopia in connection with the acquisition of a major food complex company;

Drafting, negotiating and concluding investment and share purchase agreements on behalf of a private equity firm from UAE in connection with the acquisition of a major medical supplies manufacturing company in Ethiopia; and

Negotiating a joint investment agreement on behalf of a known multinational conglomerate from Japan in connection with the establishment of a joint venture company in the steel manufacturing industry.

## KEY CONTACTS

Mehrteab Leul and Getu Shiferaw

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# MERGERS & ACQUISITIONS

MLA is a well-sought out Law Office in preparing legal due diligence reports on behalf of companies seeking to acquire existing companies in Ethiopia or entering into legal transactions (such as loan agreements) with companies in Ethiopia. Our Office produces legal due diligence reports that are reliable, objective and that help companies assess the legal risks involved in the acquisition of existing companies in Ethiopia or in the extension of loans to companies in Ethiopia. MLA lawyers are well experienced in drafting and negotiating term sheets, shareholder and subscription agreements, restructuring target or joint venture companies in line with agreements and Ethiopian laws, and protecting investors interest post acquisitions and mergers.



Some of the services MLA has provided include:

Conducting legal due diligence and drafting transactional documents for an acquisition of a construction materials manufacturing company by a German investor;

Conducting merger and tax fillings and processing all the required approvals for the acquisition of interest in an Ethiopian company; and

Conducting legal due diligence on a detergent manufacturer in Ethiopia for the 100% acquisition of the company by a local investor.

## KEY CONTACTS

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# INTELLECTUAL PROPERTY

Marked by profound understanding of clients' needs and provision of dependable, first-rate professional services, MLA's Intellectual Property practice has earned an excellent reputation.



Some of the services MLA has provided include:

MLA has successfully defended an invalidation claim brought against a world renowned hotel brand owned by an international hotels group in Ethiopia. The dispute which started at the Ethiopian Intellectual Property Office and went up to the Cassation Court of the Country was finally decided by the House of Federations of the F.D.R.E. and it certainly is the most high profile intellectual property case yet;

MLA currently manages more than 1,500 trademarks and is proud to represent owners of some of the world's leading brands in Ethiopia;

MLA reviewed a franchise agreement concluded between a world famous footwear manufacturer and a local distributor and provided legal advice on a wide range of matters;

MLA successfully represented a giant global chocolate manufacturer in a negotiation that aimed at ending unauthorized use by a local manufacturer of a well-known trademark in Ethiopia.

## KEY CONTACTS

Mehrteab Leul and Benyam Tafesse  
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# EMPLOYMENT AND IMMIGRATION

MLA has extensive experience in the Employment and Immigration area, and advises local and international clients from various industries. MLA's employment team assists clients with providing specific advice on labour and immigration laws, preparing or localizing employment contracts, advising on termination of employment and assisting in obtaining visas, work and residence permits.



## Some of the services MLA has provided include:

Assisted Japan Tobacco International (JTI S.A) on wide range of employment matters including, but not limited to, reviewing employment agreements, drafting notice of termination, drafting separation and severance agreements, and legal advice on termination of employment, notice period required for termination, revision of employment benefits, and retirement;

Assisted a US Electrical, Electronics, Engine and Medical Equipment Manufacturer in relation to wide range of employment matters including, but not limited, to drafting employment agreements, legal advice on termination, separation agreement, and transfer of employees;

Conducted employment due diligence investigation on five cooperative unions for one of world's leading manufacturers and exporters of fertilizers based in Morocco, and drafted employee transfer agreements;

Assisted one of world's leading suppliers of disposable personal hygiene products based in Belgium on wide range of employment matters including, but not limited to, drafting and localizing employment agreements, drafting notice of termination, drafting separation agreements, reviewing work rules, and legal advice on termination and termination benefits; and

Assisted several foraging nationals in obtaining visas, work and residence permits.

## KEY CONTACTS

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# TAX

MLA provides reliable tax advisory services and represents clients before tax dispute resolution tribunals and courts. MLA's tax advice is informed by intimate knowledge of Ethiopian tax laws as these laws are understood on the ground.

MLA lawyers have represented multinational construction contractors in connection with sizeable tax assessments, advised on the contents of Double Taxation Treaties and assisted on applications of Mutual Agreement Procedures (MAP).



Some of the services MLA has provided include:

- Advising a number of clients on the tax implications of their investments in Ethiopia;

- Producing legal tax due diligence reports in connection with several M&A transactions;

- Reviewing contracts and agreements in relation to their tax implications;

- Negotiating on behalf of clients and writing legal opinions on tax disputes against the Ethiopian Ministry of Revenues (MoR); and

- Representing clients before the MoR's Tax Review Departments and the Federal Tax Appeal Commission.

## KEY CONTACTS

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# ENERGY AND POWER

At MLA, we have a growing and reliable energy practice spurred by the increasing interest of independent power producers (IPPs) in the generation of power in Ethiopia (hydro, wind, geothermal and solar). MLA lawyers also advise EPC contractors and other players in the energy sector.



Some of the services MLA has provided include:

- Drafting and reviewing hot PPAs and PPAs;

- Negotiating terms of hot PPAs and PPAs with the relevant government authorities ;

- Advising clients on the optimal legal structuring of PPAs;

- Advising clients on investment, company registration and licensing, permits, employment, tax, capital registration, foreign loans, and repatriation in the post-PPA period; and

- Drafting and reviewing, Implementation Agreements.

## KEY CONTACTS

Mehrteab Leul and Zelalem Yibrah

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# CHARITIES AND SOCIETIES

MLA provides a range of services to charities and societies with an up-to-date understanding of the laws and institutions governing charities and societies in Ethiopia.

MLA's service in this regard includes advisory and registration as well as facilitation of dissolution and winding up of charities and societies in Ethiopia. MLA also provides advisory services on legal compliance of charitable contributions and giving in Ethiopia.



Some of the services MLA has provided include:

- Facilitating the establishment of a religious society chapter in Ethiopia;

- Providing legal services on compliance with Ethiopian charities and societies law to an international charitable organization from Australia;

- Providing legal services on funding and terminating charitable projects running in Ethiopia funded by an international charity from Australia;

- Providing legal advisory services on employment and governance to a US based international NGO working on housing for the poor; and

- Providing legal advisory service on dissolution and winding up of Ethiopian branch of a US based international NGO working on universal access to health services.

## KEY CONTACTS

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# HOSPITALITY AND LEISURE

MLA is proud to be involved in some of the most notable developments in the hospitality and leisure sector of Ethiopia. Our lawyers have advised and/or represented prominent players in the growing Ethiopian hospitality and leisure industry.



Some of the services MLA has provided include:

Advising an international corporation in connection with its global reorganization affecting its subsidiary in Ethiopia;

Advising a leading international hospitality and leisure corporation in its deals with a local developer;

Advising an international hotels group on corporate restructuring issues in the Ethiopian jurisdiction;

Reviewing and advising on hotel management and technical service agreements involving an international hotels group from the US;

Advising an international hotels group from the US on intellectual property regime of Ethiopia and defending invalidation claim directed against the franchising of its trademarks in Ethiopia; and

Developing optimal legal strategies on transactions, agreements and deals in the hospitality and leisure sector.

## KEY CONTACTS

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# MINING, OIL AND GAS

MLA has a reliable Oil and Gas practice that has been spurred by the increasing interests of the government to develop and utilize Ethiopia's plentiful, but untapped, mineral and energy resources.



Some of the services MLA has provided include:

- Advising and guiding a mining company on the transfer of a mining license;

- Advising and guiding on provision of mining exploration services;

- Conducting due diligence on an international petroleum company for an insurer and a bank;

- Advising and guiding an oil company on drafting and compliance requirements in relation to a farmout agreement; and

- Advising and guiding several mining and energy companies on incorporation, investment, licensing and other compliance related matters.

## KEY CONTACTS

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# REAL ESTATE AND LAND LAW

MLA provides first class legal advisory service on Ethiopian land law, foreign investors access to lease land, and on requirements for foreign investors and real estate developers to engage in the real estate sector.

MLA has advised clients on immovable property registration, mortgage and land lease. MLA also drafts and reviews land lease contracts.



Some of the services which MLA has provided include:

- Reviewing and negotiating Industrial Park lease agreements;

- Providing incorporation service to a U.S based Real Estate development company and assisting it in the acquiring land;

- Drafting and registering lease agreements;

- Advising clients on rules applicable to mortgage of immovable property; and

- Advising clients on rules applicable to transfer and registration of immovable property.

## KEY CONTACTS

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# FINANCIAL SERVICES

Ethiopia has seen some of the most eye-catching infrastructure developments in its history. Spearheaded by a Government committed to developing its infrastructure to support the country's rapid economic development, many of these mega infrastructure developments in highways, railways and energy have been possible because of the multibillion loans extended to developers and guarantees provided by the Ethiopian Government. MLA lawyers have been at the forefront of advising lenders of sovereign debt on the validity and enforceability of sovereign loans and guarantees.



Some of the services MLA has provided include:

- Advising foreign lenders over the extension of sovereign debt, loan credit facilities and sovereign debt guarantees in connection with the construction of railways in Ethiopia;

- Advising on facility agreements, hedging and financial derivatives;

- Advising on the validity perfection and enforceability of sovereign debt guarantees and loan credit facilities under Ethiopian law;

- Reviewing sovereign debt guarantee documents and loan credit facilities;

- Writing confirmation letters in relation to buyer credit loan agreements; and

- Writing legal opinions on the validity perfection and enforceability of sovereign debt guarantees and loan credit facilities under Ethiopian law.

## KEY CONTACTS

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# AVIATION

MLA has a vast experience in the aviation sector relating specifically to acquisition, sale, financing and leasing of new and used aircrafts, engines and parts. MLA's aviation team also assists clients with processing local filings and registrations and processing landing permits. Our clients include major jet and engine leasing companies, financiers and insurers.



## Some of the Services MLA has provided include:

Advised a major European Bank that provided a debt facility to a buyer/lessor in a major sale and lease back of an aircraft;

Represented a known engine lease company on an engine sale-and-lease-back transaction;

Advised a major aircraft leasing company on the sale of two aircrafts that were leased to an Ethiopian operator;

Advised a major aircraft leasing company on the lease of one Aircraft to an Ethiopian operator;

Regularly advises clients on local law requirements in relation to aircraft leasing and local registrations, de-registration, repossession, and export of aircrafts;

Advised a major aircraft leasing company on the lease of one Aircraft to an Ethiopian operator;

Assisted Development Bank of a European Country with substitution of an aircraft under a mortgage agreement; and

Authored the Ethiopian Chapter on Aircraft Finance Online, a publication by Tomson Reuters Corporation.

## KEY CONTACTS

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# DISPUTE RESOLUTION AND ARBITRATION

MLA understands that litigation should not be the only solution to conflict resolution, especially in today's highly globalized economy. Complex agreements between individuals, companies, organizations, and government entities render disagreements almost inevitable. As a result, the risk that cross-border business and trade activities will result in disputes giving rise to litigation or arbitration in unfamiliar jurisdictions is real. The reality in Ethiopia is no exception in this regard.

For years, MLA has represented clients in domestic arbitral proceedings. The Principal Lawyer, Mehrteab Leul, has represented large corporations in domestic disputes and has also served as a party-appointed arbitrator. In 2017, MLA launched an international practice wing by building stronger alliances with several reputable international law firms and by bringing into our midst lawyers with years of experience in the field in a consultancy arrangement.



Some of the services MLA has provided include:

Represented local construction contractors before an arbitral tribunal in their disputes with an international contractor during the Addis Ababa Bole International Airport expansion project;

Represented a furniture making company before an arbitral tribunal in its dispute with a major insurance company; and

Represented transport companies before an arbitral tribunal in their disputes against a supplier of trucks.

## KEY CONTACTS

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## KEY CONTACTS



Mehrteab Leul  
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Mehrteab is the founder and principal of MLA. With over 25 years of experience in corporate and transactional matters, Mehrteab's major areas of expertise are project finance and corporate matters.



Dr. Taddese Lencho  
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Tadesse is the head of Corporate and Tax Practice. He advises clients on a number of M&A transactions, including conducting legal due diligence, representing acquirers, and negotiating share purchase agreements. Dr. Tadesse is a leading expert on Ethiopian tax law.



Benyam Tafesse  
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Benyam is the head of Employment & Immigration, Intellectual Property and Aviation practice groups. Benyam advises local and foreign companies on employment & immigration law issues, and on wide range of intellectual property matters.



Zelalem Yibrah  
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Zelalem is the head of Mining & Energy and Real Estate Practices. He advises a host of multinational mining, energy and IPP companies on matters involving Ethiopian Jurisdictions. Zelalem authored the Ethiopian Chapter of Mining Law on the International Comparative Legal Guide.



Getu Shiferaw  
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Getu is a Lead Associate in the corporate practice group. He advises a number of foreign investors on Ethiopian investment law, commercial registration, business licensing and post-registration regulatory issues.



Yared Getachew  
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Yared Getachew, an Of-counsel, leads MLA's international arbitration practice group. Yared regularly assists clients in negotiation and mediation often with Ethiopian government entities.



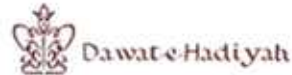
# SOME OF OUR CLIENTS



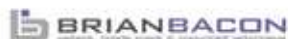
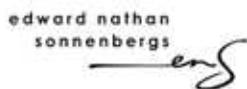
GEMFIELDS



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