GOVERNANCE, COMPLIANCE AND INVESTIGATIONS
Contents

04 Our Firm
05 Our Footprint in Africa
06 Our Governance, Compliance and Investigations Practice
07 Our Specialist Services
12 Accolades
14 Key Contacts
Our Firm

Bowmans is a leading Pan-African law firm. Our track record of providing specialist legal services, both domestic and cross-border, in the fields of corporate law, banking and finance law and dispute resolution, spans over a century.

With six offices in four African countries and over 400 specialised lawyers, we are differentiated by our geographical reach, independence and the quality of legal services we provide.

We draw on our unique knowledge of the African business environment and in-depth understanding of the socio-political climate to advise clients on a wide range of legal issues. Our aim is to assist our clients in achieving their objectives as smoothly and efficiently as possible while minimising the legal and regulatory risks.

Our clients include corporates, multinationals and state-owned enterprises across a range of industry sectors as well as financial institutions and governments.

Our expertise is frequently recognised by independent research organisations. We have been named African Legal Adviser by DealMakers for the last three consecutive years and South African Law Firm of the Year for 2016 by the Who’s Who Legal. Most recently, we won the Technology, Media and Telecommunications Team of the Year Award at the prestigious African Legal Awards hosted by Legal Week and the Corporate Counsel Association of South Africa in 2017. The firm was also ‘highly commended’ in the African Law Firm of the Year – Large Practice and Litigation and Dispute Resolution Team of the Year categories.
Our Footprint in Africa

We provide integrated legal services throughout Africa from six offices (Cape Town, Dar es Salaam, Durban, Johannesburg, Kampala and Nairobi) in four countries (Kenya, South Africa, Tanzania and Uganda).

We work closely with leading Nigerian firm Udo Udoma & Belo-Osagie, and Mozambique-based boutique firm, Taciana Peão Lopes & Advogados Associados. We also have strong relationships with other leading law firms across the rest of Africa.

We are representatives of Lex Mundi, a global association, with more than 160 independent law firms in all the major centres across the globe. This association gives us access to the best firms in each jurisdiction represented.
There has been a global shift towards the enforcement of anti-corruption legislation. This coupled with significant fines and penalties, highlights the need for specialised governance, compliance and investigation legal services.

Our Governance, Compliance and Investigations Practice represents a broad spectrum of private and public sector clients including major listed and unlisted domestic and international corporations and banking institutions, state-owned enterprises, government departments, local government institutions and development institutions.

We undertake specialist forensic investigations; provide governance, corruption and regulatory compliance advice; and complete risk management reviews.

We act for clients in investigations and proceedings by criminal and regulatory agencies and have been involved in several high profile and public interest cases. These include the largest Ponzi scheme investigation in Africa and one of the largest and most complex tax inquiries in South Africa to date.

Our specialist team can call upon more than 60 highly qualified and experienced lawyers, accountants, forensic investigators and computer forensic specialists.

All of our engagements are led by lawyers, who are able to compile teams of specialists as per the requirements of specific assignments. We are therefore able to implement recommendations flowing from any governance, compliance or investigative engagement immediately. These include initiating and defending civil proceedings; initiating disciplinary enquiries and criminal investigations; and taking remedial steps to address the risk of corporate criminal liability.

Our clients enjoy the protection of legal-professional privilege (while teams led by accountants do not). Our reports, client advice and attorney-client correspondence are therefore protected against subpoena or forced disclosure to third parties.

We generally instruct a forensic chartered accountant who plays an integral role in the investigation and acts as a specialist witness. This approach has proven extremely effective. Our expert witness is able to present the evidence in an understandable, clear and methodical way diminishing the importance of other non-expert witnesses who are usually called only to corroborate testimony of others.

Our reach is particularly significant in governance, compliance and investigations matters where our clients are increasingly affected by anti-corruption legislation with extra-territorial application (such as the US Foreign Corrupt Practices Act, the UK Bribery Act and the South African Prevention and Combating of Corrupt Activities Act) and by international conventions with wide application (for example, the OECD Convention on Combatting Bribery of Foreign Officials and the United Nations Convention against Corruption).
Our Specialist Services

Our main focus areas include:

**INVESTIGATIONS**
- forensic investigations (extending to those required in liquidations and business rescue) and forensic investigative assistance;
- criminal investigations and related proceedings;
- financial, economic and tax investigations;
- employment law related forensic issues;
- expert witness services;
- public and private sector procurement issues;
- asset tracing, commercial recoveries and other proceedings; and
- computer forensic services, electronic discovery and cyber crime.

**FRAUD RISK MANAGEMENT AND ADVISORY SERVICES**
- fraud prevention and detection;
- fraud risk analysis and due diligence;
- third party due diligence and corporate intelligence;
- employee and supplier vetting;
- development, implementation and evaluation of ethics and compliance programmes and related anti-fraud and corruption programmes and controls;
- counter industrial intelligence;
- asset tracing and recovery; and
- forensic data analytics.

**CORPORATE AND REGULATORY COMPLIANCE**
- anti-bribery and corruption compliance and due diligence;
- FCPA and UK Bribery Act compliance;
- anti-money laundering compliance; and
- training related to all relevant fraud, corruption and compliance subjects.

**DISPUTE RESOLUTION**
- forensic investigations (extending to those required in liquidations and business rescue) and forensic investigative assistance;
- criminal investigations and related proceedings;
- financial, economic and tax investigations;
- employment law related forensic issues;
- expert witness services;
- public and private sector procurement issues;
- asset tracing, commercial recoveries and other proceedings; and
- computer forensic services, electronic discovery and cyber crime.
INVESTIGATIONS

We have a proven track record in investigations into serious and complex commercial and regulatory fraud cases.

Our experience enables us to provide sound advice concerning the best course of action if wrongdoing is identified, including potential disclosure to authorities. We are also able to provide legal opinions on our findings, a service that non-legal firms are precluded from providing.

We ensure that investigations are conducted in compliance with all relevant laws and regulations, including privacy and data protection laws, and that all evidence collected is admissible and relevant for asserting or protecting the client’s rights.

Our experience enables us to provide sound advice concerning the best course of action if wrongdoing is identified, including potential disclosure to authorities.

All investigations are conducted discreetly and with a keen appreciation for the reputational risk associated with allegations of white collar crime or regulatory misconduct made against a company or public organisation. All information provided to us is treated in the strictest confidence.

Seamless service delivery is one of the benefits of retaining us to conduct internal or external investigations. Our clients often instruct us to initiate disciplinary proceedings, civil recovery processes or criminal investigations directly after concluding an investigation. This occurs without the need to refer our forensic report to any other service providers, which is a requirement when an audit firm or non-legal service provider conducts an investigation.

EXPERT WITNESS SERVICES

We have extensive experience in providing expert witness services in their capacities as attorneys, chartered accountants, forensic investigators or computer forensic experts.

PUBLIC PROCUREMENT

Public procurement remains a high risk area for fraud and corruption. Our Public Procurement team is able to assist clients in all matters relating to this area, including:

• public tenders (preferential procurement, tender regulations, invitations, adjudication, ethics, submission and competition);
• supply chain management (policy drafting and compliance assurance, and litigation);
• public procurement compliance audits of tender processes;
• legal opinions on procurement aspects and irregularities; and
• public procurement fraud.

COMMERCIAL RECOVERIES AND OTHER PROCEEDINGS

We recognise the commercial and reputational risks associated with regulatory, corruption and corporate crime issues and assist clients in mitigating these risks.

We offer a high degree of specialisation. Our clients receive the highest level of expertise when considering the commercial recovery of losses suffered on account of commercial crime.

The options available to clients for the recovery of losses include:

• mechanisms provided for in legislation, such as the Criminal Procedure Act and Prevention of Organised Crime Act in South Africa;
• the initiation of court proceedings aimed at freezing assets;
• the initiation of civil court proceedings; and
• alternative dispute resolution.
We have well-established relationships with law enforcement agencies and are also able to assist clients by liaising with police and law enforcement authorities to ensure that criminal prosecutions proceed without undue delay.

We are able to call on our full service in-house Litigation Practice to assist with complex litigation matters.

**FORENSIC IT SOLUTIONS**

Our services include:

- computer forensic services, including imaging of computers and devices;
- data recovery;
- fraud trend and database analysis (forensic data analytics); and
- electronic discovery.

**CORPORATE AND REGULATORY COMPLIANCE**

We regularly advise on matters concerning corruption compliance, regulatory oversight procedures and provide assistance to clients in developing internal compliance systems.

**ANTI-BRIBERY AND CORRUPTION COMPLIANCE AND DUE DILIGENCE**

Globally there is an increasing focus on corruption, and greater efforts are being made by businesses to avoid successor liability for anti-corruption violations.

Anti-corruption problems often arise during mergers, acquisitions and joint ventures and corporate counsel are increasingly insisting that anti-corruption due diligences be performed.

We conduct due diligence on corruption-related risks and corporate criminal liability. We work closely with our corporate law colleagues to ensure our firm provides comprehensive legal advice on corporate transactions.

We also routinely conduct detailed internal fraud risk analyses on behalf of clients. These are customised according to the clients’ specific requirements. They generally encompass a review of the:

- existing internal controls and established policies and procedures;
- monitoring and reporting processes; and
- existing compliance programmes.

**FCPA AND UK BRIBERY ACT COMPLIANCE**

The past decade has seen a significant increase in the number of prosecutions and financial penalties levied against corporate entities by international prosecutors and regulators. African jurisdictions do not fare well in terms of global corruption statistics.

We regularly provide due diligence and compliance services to ensure our international clients comply with the requirements of the US Foreign Corrupt Practices Act and the UK Bribery Act.

We also ensure that our clients’ global policies are aligned to South African corruption legislation and equivalent legislation in the broader African marketplace.

**ANTI-MONEY LAUNDERING COMPLIANCE**

We have advised on anti-money laundering, Know Your Client and sanctions processes for clients that are required to comply with both local and international legislation when conducting financial transactions or entering into contractual arrangements.
TRAINING

We are equipped to provide customised training courses designed around the clients’ business and specific requirements and have designed training programmes on fraud prevention.

We also provide training focused on enabling clients to deal appropriately with ‘dawn raids’ by regulatory and law enforcement authorities and can also provide specialist training aimed at building clients’ internal forensic investigative capacity. Training may take the form of lectures, seminars or workshops. Training material is provided to ensure a detailed understanding of the underlying concepts.

FRAUD RISK MANAGEMENT AND ADVISORY SERVICES

We advise clients on best practices in governance and in preventing fraud and corruption in global businesses. Our customised compliance programmes enable clients to identify, evaluate and limit potential criminal risks they may face.

We develop and draft policies and procedures, including those dealing with fraud and corruption, business entertainment and gifts, donations and incentives, and conflicts of interest.

| Our customised compliance programmes enable clients to identify, evaluate and limit potential criminal risks they may face. |

DUE DILIGENCE AND CORRUPTION RISK ANALYSIS

We undertake due diligence and assurance projects for clients globally and are well positioned to coordinate and obtain country-specific compliance and white collar crime related advice across different jurisdictions. We do this through our strong relationships with law firms throughout Africa and association with Lex Mundi.

VETTING AND ASSET TRACING

We have access to numerous statutory and proprietary databases and are able to undertake detailed background and conflict searches using the information available to us. We regularly undertake background searches, employee vetting, qualification audits and asset tracing on behalf of clients.

While we are able to provide clients with simple vetting reports that are efficient and cost effective, we also have the capacity to undertake complex multi-jurisdictional background searches and asset tracing.

ADVISORY SERVICES

We provide clients with detailed written legal advice and opinion on all matters related to governance, compliance and investigations. Issues that clients have sought our advice on, include:

• mandatory disclosure and reporting obligations;
• the risks of corporate criminal liability;
• corporate governance and internal controls issues;
• the implications of commercial arrangements entered into between parties;
• the regulatory and white collar crime implications of commercial terms in agreements;
• the lawfulness of specific incentive schemes;
• breaches of the Foreign Corrupt Practices Act and UK Bribery Act;
• sanctions;
• foreign corrupt payments issues; and
• the regulatory enforcement environment in South Africa and other African jurisdictions.

DISPUTE RESOLUTION

In this time of complex relationships among individuals, companies and other organisations, it is becoming increasingly important to consult a professional dispute resolution law firm to avoid costly disagreements.

We are well-placed to offer our clients outstanding advice coupled with professional and efficient legal service, whether in a court room, arbitration, tribunal hearing, dispute resolution forum or mediation setting.

‘Sources recognise that the firm “employs real experts in the field,” and praise the lawyers for their ability to” work according to strict project management principles.”’

- Chambers and Partners 2017
Accolades

AFRICAN LEGAL AWARDS 2017
We won the Technology, Media and Telecommunications Team of the Year Award at the prestigious African Legal Awards hosted by Legal Week and the Corporate Counsel Association of South Africa. The firm was also ‘highly commended’ in the African Law Firm of the Year – Large Practice and Litigation and Dispute Resolution Team of the Year categories.

DEALMAKERS AWARDS 2017
We were identified as the leading legal adviser in Africa by both deal value and deal volume for the third consecutive year. We also performed strongly in the South African awards for M&A by deal value and deal flow and Corporate Finance by deal flow.

INDIA BUSINESS LAW JOURNAL 2017
We were named as one of the leading international law firms for India work.

WHO’S WHO LEGAL AWARDS 2016
We were named South African Law Firm of the Year.
<table>
<thead>
<tr>
<th>CHAMBERS &amp; PARTNERS 2017 RANKED US IN THE FOLLOWING AREAS</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>BAND 1</strong></td>
</tr>
<tr>
<td><strong>KENYA</strong></td>
</tr>
<tr>
<td>Banking &amp; Finance</td>
</tr>
<tr>
<td>Corporate/ Commercial</td>
</tr>
<tr>
<td><strong>SOUTH AFRICA</strong></td>
</tr>
<tr>
<td>Capital Markets: Debt</td>
</tr>
<tr>
<td>Capital Markets: Equity</td>
</tr>
<tr>
<td>Competition</td>
</tr>
<tr>
<td>Corporate Investigations</td>
</tr>
<tr>
<td>Corporate/ M&amp;A</td>
</tr>
<tr>
<td>Employment</td>
</tr>
<tr>
<td>Environment</td>
</tr>
<tr>
<td>IT/ Telecommunications</td>
</tr>
<tr>
<td>Projects &amp; Energy</td>
</tr>
<tr>
<td>Shipping</td>
</tr>
<tr>
<td><strong>UGANDA</strong></td>
</tr>
<tr>
<td>General Business Law</td>
</tr>
</tbody>
</table>

| **BAND 2**                                               |
| **KENYA**                                                |
| Employment                                              |
| **SOUTH AFRICA**                                        |
| Banking & Finance                                       |
| Dispute Resolution                                      |
| Media & Broadcasting                                    |
| Tax                                                     |

<table>
<thead>
<tr>
<th>IFLR1000 2017 RANKED US IN THE FOLLOWING AREAS</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>TIER 1</strong></td>
</tr>
<tr>
<td><strong>KENYA</strong></td>
</tr>
<tr>
<td>Financial &amp; Corporate</td>
</tr>
<tr>
<td>Mining</td>
</tr>
<tr>
<td><strong>SOUTH AFRICA</strong></td>
</tr>
<tr>
<td>Capital Markets: Competition</td>
</tr>
<tr>
<td>Energy</td>
</tr>
<tr>
<td>M&amp;A</td>
</tr>
<tr>
<td><strong>UGANDA</strong></td>
</tr>
<tr>
<td>Energy &amp; Infrastructure</td>
</tr>
<tr>
<td>Financial &amp; Corporate</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>THE LEGAL 500 EMEA 2017 RANKED US IN THE FOLLOWING AREAS</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>TIER 1</strong></td>
</tr>
<tr>
<td><strong>KENYA</strong></td>
</tr>
<tr>
<td>Banking, Finance &amp; Capital Markets</td>
</tr>
<tr>
<td>Commercial, Corporate &amp; M&amp;A</td>
</tr>
<tr>
<td>Employment</td>
</tr>
<tr>
<td>Real Estate &amp; Construction</td>
</tr>
<tr>
<td><strong>SOUTH AFRICA</strong></td>
</tr>
<tr>
<td>Commercial, Corporate &amp; M&amp;A</td>
</tr>
<tr>
<td>Employment</td>
</tr>
<tr>
<td>Projects &amp; Infrastructure</td>
</tr>
<tr>
<td>Shipping &amp; Transport</td>
</tr>
</tbody>
</table>

| **TIER 2**                                               |
| **KENYA**                                                |
| Energy                                                   |
| Infrastructure                                           |
| **SOUTH AFRICA**                                        |
| Banking                                                  |
| Infrastructure                                           |
| Mining                                                   |
| Oil & Gas                                                |
| Project Finance                                         |

60 Recognised Lawyers

28 Recognised Lawyers

48 Recognised Lawyers
Key Contacts

JOHAN KRUGER
Head of Governance, Compliance and Investigations
Johannesburg, South Africa
T: +27 11 669 9637
E: johan.kruger@bowmanslaw.com

WILLIAM KASOZI
Managing Partner
Kampala, Uganda
T: +256 41 425 4540
E: william.kasozi@bowmanslaw.com

ANTHONY NJOGU
Partner
Nairobi, Kenya
T: +254 20 289 9000
E: anthony.njogu@bowmanslaw.com

DAVID DE VILLIERS
Partner
Johannesburg, South Africa
T: +27 11 669 9535
E: david.devilliers@bowmanslaw.com

DAVID MPANGA
Partner
Kampala, Uganda
T: +256 41 425 4540
E: david.mpanga@bowmanslaw.com

ERNEST K. WILTSHIRE
Partner
Kampala, Uganda
T: +256 41 425 4540
E: ernest.wiltshire@bowmanslaw.com

JOE DA SILVA
Partner
Johannesburg, South Africa
T: +27 11 669 9487
E: joe.dasilva@bowmanslaw.com

KAMANI CHRISTINE MICHIRA
Partner
Nairobi, Kenya
T: +254 20 289 9000
E: kamani.christine@bowmanslaw.com

MATTHEW PURCHASE
Partner
Johannesburg, South Africa
T: +27 11 669 9568
E: matthew.purchase@bowmanslaw.com

ANTHONY NJOGU
Of Counsel
Nairobi, Kenya
T: +254 20 289 9000
E: anthony.njogu@bowmanslaw.com

JACQUELINE LULE
Of Counsel
Kampala, Uganda
T: +256 41 425 4540
E: jacqueline.lule@bowmanslaw.com
CAMERON DUNSTAN-SMITH
Senior Associate
Johannesburg, South Africa

T: +27 11 669 9467
E: cameron.dunstan-smith@bowmanslaw.com

CHARMAINE COGLE
Senior Forensics Manager
Johannesburg, South Africa

T: +27 11 669 9570
E: charmaine.cogle@bowmanslaw.com

FRANCOIS TRICHARDT
Senior Associate
Johannesburg, South Africa

T: +27 11 669 9526
E: francois.trichardt@bowmanslaw.com

To view profiles of our lawyers, please visit www.bowmanslaw.com
Cape Town
T: +27 21 480 7800
E: info-cpt@bowmanslaw.com

Dar es Salaam
T: +255 76 898 8640
E: info-tz@bowmanslaw.com

Durban
T: +27 31 265 0651
E: info-dbn@bowmanslaw.com

Johannesburg
T: +27 11 669 9000
E: info-jhb@bowmanslaw.com

Kampala
T: +256 41 425 4540
E: info-ug@bowmanslaw.com

Nairobi
T: +254 20 289 9000
E: info-ke@bowmanslaw.com

Follow us on Twitter:
@Bowmans_Law

www.bowmanslaw.com