



G. ELIAS

FIRM PROFILE

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Practice - • Arbitration • Capital Markets • Competition • Compliance • Corporate • Data Protection • Derivatives • Employment • Environmental • Fintech • Foreign Investment • Intellectual Property • Insolvency • Lending • Litigation • Mergers and Acquisitions • Tax • White Collar

Sectors - • Agribusiness • Commercial Banks • Commodities • Construction • Development Finance • Distribution • Electric Power • Entertainment • External Trade • Fintech • Healthcare • Infrastructure • Insurance • Investment Banking • Manufacturing • Media • Mining • Oil and Gas • Pension Managers • Private Equity and Venture Capital • Real Estate • Retail Distributorship • Services • Technology • Telecommunications • Transport

OUR PROFILE

“An excellent law firm”

“[E]xcellent service”

*“[f]riendly and always
helpful”*

*“[O]ne of the best out
there”*

About Us

We are a corps dedicated to addressing demanding clients' important legal challenges.

More broadly, we are a leading Nigerian business law firm founded nearly 30 years ago. We have always had an international outlook. If we may say so, we have a reputation for, and an outstanding record of, carrying out critical, innovative and complex work to the highest standards. We have advised on many significant developments in Nigerian business law.

Our practice areas are: mergers, acquisitions, strategic investments, re-organizations, foreign investment, compliance (including environmental, social and governance matters), lendings, derivatives, insolvency, capital markets, litigation, arbitration, "white collar" defence and investigations, tax, intellectual property, competition, data protection and employment law.

Our clients work in many industry sectors: agribusiness, commercial banking, Fintech, investment banking, insurance, private equity, pensions, fund managers, oil and gas, electric power, mining, real estate, construction, infrastructure, healthcare, transport, services, retail and distributorship, commodities, materials, manufacturing (capital goods, consumer goods), trade, technology, telecommunications, media and entertainment.

Our clients are of many nationalities and every size. They range from foremost global multinational enterprises to ambitious, home-grown fledglings. We also serve governments and government-controlled enterprises (we have advised on numerous privatizations) as well as private wealth clients.

We have and maintain complementary contacts in Nigerian business and government circles, and with law firms and lawyers' organizations in and outside Nigeria. We are a member of Multilaw, a leading global alliance of independent law firms. Multilaw has offices in 100 countries and over 11,000 lawyers.

"[A] respected firm sought after by domestic and international clients alike for the breadth and depth of its commercial and corporate knowledge".

"the preferred choice of several international firms".

SOME HIGHLIGHTS

We regularly advise and represent clients on several of the most sensitive, large, complex, novel, and critical matters in our market. Some highlights of our record include:

*“Leading Nigerian firm
G. Elias & Co., an
excellent, very
pragmatic and
solution-oriented firm”*

- The merger of the Sokoto Cement Company plc and the Kalambaina Cement company (the merged entity had a “market cap” just short of USD3bn)
- The acquisition of Union Bank of Nigeria Plc (Nigeria’s second oldest bank) by Titan Trust Bank Ltd
- Crude oil forward sale financings for an aggregate total of over USD3bn for Shell, Chevron, and Total petroleum entities
- Pioneering Investment treaty and commercial arbitrations for over USD2bn in aggregate value against Nigerian Federal governmental defendants
- The concessions and other documentation for the nation’s busiest “metro” rail system (estimated cost *circa* USD2bn)
- Over USD3bn worth of currency swaps and securities lending deals for leading global North American and Asian financial institutions
- The largest insolvencies, with an aggregate value of nearly USD3bn, in the Nigerian aviation (on the creditor side), telecommunications (mainly on the debtor side), and oil-and-gas (for the creditor) sectors
- The development of iconic malls and luxury residential properties in Lagos
- Initial public offerings for leading telecommunications and technology sector operators
- The then largest loans ever from a multilateral lender to a Nigerian bank (USD1.75bn in aggregate from the African Export-Import Bank to the Bank of Industry)
- Advice to supranational sponsors on a series of water infrastructure and world-class hospitals developments in several states

- A pioneering USD742mm transaction to exchange NNPC-First E&P crude oil for Schlumberger Group oilfield services
- The sale for USD800mm to a Kellogg entity of a controlling stake in a Nigeria's largest food products manufacturing and logistics business (Tolaram (Indomie Noodles))
- The acquisition by a leading global Chinese investor of a controlling stake in Nigeria's pioneering, USD1.5bn, deep-sea port developer
- The defence of a leading global manufacturer of consumer products in a series of product liability claims for an aggregate total of over USD25billion
- A large pioneering bond offering programme for the equivalent of over USD1bn by the Nigerian Mortgage Refinance Company, a government-backed secondary mortgage financier
- A thermal 950MW IPP in Northern Nigeria for the BUA Group-Siemens consortium
- Advice to a global multinational oil company on the disposal of a large portfolio of onshore upstream assets
- A large gas sales agreement to an independent power project owner (by Seplat Plc to the Azura IPP project)
- The over ₦1bn rehabilitation of NNPC depots, pipelines and other downstream facilities by a consortium of Nigerian and international investors and contractors
- The defence of a global consumer brand owner against the competition law regulator in long-running administrative proceedings
- An impact investment fund sponsored by a leading energy sector multinational on what has become by far the nation's most extensive programme of renewables sector investments (over 35 thus far, and counting)
- Advice to the Lagos State Government on the largest bond offering programme (USD1.1bn equivalent in general, "Sukuk" and "Green" bonds) in Nigerian history

OUR AGENDA

“Excellent”

Our Culture

We espouse the values, priorities, and psychology of a traditional professional services partnership. We use and celebrate the organizational resources and methods -- not least significant investment in specialist professionals and advanced technology -- that every ambitious modern institution should rely on.

*"[H]ighly principled,
disciplined"*

Our paramount aim is always to give our clients service of the very highest quality. That means that we emphasise technical proficiency, speed of response, attention to detail, and creativity in developing practical solutions to clients' challenges.

We especially value teamwork, responsiveness, imagination and technical rigour. We aim always to exceed our clients' expectations and to improve continuously in every aspect of what we do. It goes without saying that we work to the very highest ethical standards.

*"Very good
work ethic"*

We are deeply passionate about being the most proficient lawyers that we can be, about acquiring even more proficiency with every passing year, and about ensuring that each of our associates gets a superlative professional developmental experience with us.

*"The quality of legal
services is very
outstanding"*

We set high bars for ourselves and insist on raising those bars continually. We always insist on ability, commitment, and decency. Beyond these, we seek and encourage diversity in background and gender among our lawyers on the view that such diversity can only enrich our insights, outlook, experience, and capacity for empathy with our clients.

Our Mission

The agenda was and is to be an unusually closely-knit team of versatile experts doing the most challenging legal work of ambitious business clients in every sector, with passion and intensity, and to the highest standards.

“The firm has always been professional in its delivery of legal service”.

We are an orthodox professional partnership, slow to engage in lateral hiring and to depart from its “lockstep” system of recognizing our partners. Each of our partners is, and has always been, both a general partner and an equity partner.

We aim to do the most critical, complex, and innovative work of serious business clients, whether the clients are young or old, Nigerian or international, famous or self-effacing, big or small. We are certified by the International Organization for Standardization (ISO).

“[V]ery business-minded and creative”

We do not seek to be the largest law firm by headcount, and we do not necessarily prefer large clients to small ones. Our focus is on having clients who will challenge us and lawyers who in number and skill are able to discharge with excellence the consequential and challenging tasks that we take on.

Our Clients

We are known for our sensitivity to clients' business needs and concerns, and promptness in responding to and executing their requests in dealing with business law assignments of every consequence, complexity, magnitude and novelty.

*"[T]op-notch
response times
and the ability to
deliver desired
results"*

Every assignment that we take on is overseen by a partner who is responsible for the quality of the service that we render and liaising regularly with the client on the progress of the work.

We strive to develop our associates such that each of them will become both a general strategic counsellor and a specialized expert in one or more of the areas that we work in.

*"Very dynamic,
practical and
solution driven"*

We realize that for most clients, it is attractive, as much as possible, to have a single lawyer who will both master the business background to the full range of the client's work and plans and have the technical competence to advise on more than one of the practice areas that are relevant to the client.

*"Great response
time"*

We, therefore, insist that each of our more experienced associates must have more than one field of technical expertise and not many clients to look after. In this way, we remain versatile without loss of depth or expertise.

*"[E]fficient,
knowledgeable and
responsive"*

It is also important to us that we should not cause our clients unwelcome surprises. Every client should be carried along at every stage of their work, and agreements on fees and expenses with clients should be fully respected.

Our Associates: Training

We encourage, but do not require, every associate to have expertise in more than one practice area and sector to the extent that the individual can do so without impairing the level of his or her proficiency. Versatility is more than welcome as long as standards of excellence are maintained.

A programme of training courses has been developed for all our lawyers. A wide range of the courses are on areas that are at the core of our work and are conducted in-house by our own lawyers.

Our lawyers also attend both publicly-available and bespoke courses led by professional instructors from outside the firm both in Nigeria and abroad on other legal subjects and on non-law subjects such as basic accounting and investment banking.

Our Associates: Careers

Our strategy is to grow only as quickly as we can and to develop exceptionally-able lawyers who have the experience and temperament to be general partners to serve our clients well and lead our growth.

“[P]raised for the strength of [its] lawyers”.

We are also very much an independent business law practice led by a partnership into which associates who have served an “apprenticeship” with the practice may be admitted.

“Very clear”

The bases for admission to the partnership are lawyerly ability and seniority rather than cash purchases of partnership shares or short-term ‘rain-making’ prowess.

From inception, we have been committed to searching for and hiring talented and motivated young lawyers, and to training and promoting them through the ranks to become proficient, versatile and business-minded legal practitioners.

From the start, each of our associates works regularly with a partner and gets frequent contact with clients. These features of our practice enable our associates to develop a capacity for responsibility far more quickly than would otherwise be possible.

OUR LAWYERS**Partners****Fred Onuobia**

LL.M (London); LL.B (University of Nigeria, Nsukka). Sometime *proxime accessit* among graduating students at the University of Nigeria's law faculty. Member of the Nigerian Bar. A Notary Public and Senior Advocate of Nigeria. A Partner.

"He is just an embodiment and a reflection of the firm's positive attributes. He also possesses very diverse skills across transactional support and litigation."

"He was very responsive, provided candid advice, and had an extensive knowledge of law."

"He keeps to timelines and gives regular feedback."

Segun Omoregie

LL.M (London); LL.B (Lagos State University). Sometime top graduating student at the Lagos State University's Law Faculty. Member of the Nigerian Bar. A Partner.

"He was responsive, collaborative, technical, and insightful."

"His deep knowledge and positive attitude, particularly his very collaborative attitude meant that together we achieved great results."

Fidelis Adewole

LL.B (Ambrose Alli University, Ekpoma). Sometime top graduating student at that University's Law Faculty. Civil Procedure and Criminal Procedure Papers Prize Winner at the Nigerian Law School. Member of the Nigerian Bar. Fellow of the Chartered Institute of Arbitrators (UK) and the Chartered Institute of Taxation. A Notary Public. The Managing Partner.

"[R]ecommended"

"Communicates well, extremely knowledgeable and very responsive."

"He is responsive and reliable."

"[F]ought an excellent case throughout"

"We would not fail to recommend [him] for work in Nigeria and we would gladly work with [him] again"

Gbolahan Elias

MA BCL D.Phil. (Oxon.); sometime holder of the Oglethorpe and Underhill Exhibitions at Magdalen College, Oxford, and Junior Research Fellow of Merton College, Oxford. General Paper Prize Winner at the Nigerian Law School. Called to the Nigerian and New York Bars. Fellow of the Energy Institute. Fellow of the Chartered Institute of Taxation of Nigeria. Member of the Chartered Institute of Arbitrators (UK). Senior Advocate of Nigeria. A Partner.

"Very proactive, with broad industry knowledge and is very responsive to client requests."

"He maintains positive attributes across all service provisions."

"Professor Gbolahan Elias does everything, absolutely everything to a standard that is exemplary."

"Because of Professor Elias, I am unable to accept any standards below what I receive from him and his firm."

"Excellent industry knowledge."

Stephen Arubike

LL.B (University of Nigeria, Nsukka); graduated with First Class Honours at the Nigerian Law School. Top Graduating Student at the Nigerian Law School. Member of the Nigerian Bar and the Chartered Institute of Arbitrators (UK). A Fellow of the Chartered Institute of Taxation of Nigeria. A Partner.

Abubakar Anafi

LL.B (University of Ilorin); Member of the Nigerian Bar. A member of the Chartered Institute of Arbitrators (UK). A Partner.

Okechukwu Okoro

LL.B (Ebonyi State University); sometime Top Graduating Student at Ebonyi State University's Law Faculty. IFLR Africa Awards Rising Star of the Year 2021. Recognized as a Rising Star by both the IFLR and the Legal 500. The Deputy Managing Partner.

"Great knowledge of law, he provided detailed analysis and synthesis of ideas which added value to the deal."

"One of the best lawyers I have met in terms of knowledge and attitude to work."

"Extremely collaborative and extensive knowledge in the area that service is being provided to us."

Michelle Chikezie

LL.M. (New York University); LL.B. (University of Lagos); graduated with First Class Honours at the Nigerian Law School. Top Graduating Student at the University of Lagos and at the Nigerian Law School. Member of the Nigerian Bar. Admitted in New York. Recognized as a Rising Star Partner by both the IFLR and the Legal 500. A Partner.

"He keeps to timelines and gives regular feedback."

Similoluwa Oyelude

LL.M (University of Lagos); LL.B (Ambrose Alli University Ekpoma); Member of the Nigerian Bar and the International Trademark Association. A Partner.

Senior Associates**Ebi Jikenghan**

LL.B (University of Benin). Member of the Nigerian Bar.
Groups: New Economy; Finance.

Lisa Onianwa

LL.M (Kings College London); LL.B (University of Essex). An IFLR Rising Star and a Legal 500 Recommended lawyer. Member of the Nigerian Bar. Admitted as a Solicitor in England and Wales.
Groups: Corporate; Finance.

Japhet Eneh

LL.B (Ebonyi State University); sometime top graduating student at the Ebonyi State University law faculty. An IFLR Rising Star. Member of the Nigerian Bar.
Groups: Disputes; Commerce.

Ayodele Kadiri

LL.B (University of Lagos); graduated with First Class Honours at the Nigerian Law School. Top graduating student at the Nigerian Law School. An IFLR Rising Star. Member of the Nigerian Bar.
Groups: Disputes; NewEconomy.

Chimezie Onuzulike

LL.B (Anambra State University), graduated with First Class Honours as the best graduating student. Member of the Nigerian Bar; A member of the Chartered Institute of Arbitrators (UK).
Groups: Corporate; Disputes.

Ayodeji Adeyanju

LL.B (Obafemi Awolowo University). Member of the Nigerian Bar.
Groups: Disputes; Banking.

Lolia Biobele-Georgewill

LL.M (University of Dundee); LL.B (University of Hertfordshire).
Member of the Nigerian Bar.
Groups: Capital Markets; Projects.

Oluwafunmilayo Mayowa

LL.B (Obafemi Awolowo University); graduated with First Class Honours from the Nigerian Law School. Member of the Nigerian Bar.
Groups: Corporate, Projects.

Amarachi Ikevude

LL.B (University of Nigeria). An IFLR Rising Star. Member of the Nigerian Bar, the International Law Association.
Groups: Corporate; Finance.

Amanda Opara

LL.B (University of Nigeria); graduated with First Class Honours from the Nigerian Law School. An IFLR Rising Star. Member of the Nigerian Bar.
Groups: Corporate; Finance.

Kuburat Abubakar

LL.B (Igbinedion University), graduated with First Class Honours as the best graduating student. A Legal 500 Rising Star. Member of the Nigerian Bar.
Groups: Commerce; Projects.

Emeka Ezekwesiri

LL.B (University of Ibadan) graduated with First Class Honours; also graduated with First Class Honours at the Nigerian Law School. Top graduating student at the Nigerian Law School. Member of the Nigerian Bar.
Groups: Energy; Tax.

Associates

Fidelis Oguche

LL.B First Class Honours (University of Jos); also graduated with First Class Honours at the Nigerian Law School. Prize winner in Corporate Law Practice at the Nigerian Law School. Member of the Nigerian Bar.

Groups: Corporate; Commerce.

Kanzullahi Hibatullahi

LL.B (University of Ilorin); graduated with First Class Honours at the Nigerian Law School. Best graduating student of his University's Faculty of Law, University of Ilorin. Member of the Nigerian Bar.

Groups: Disputes; Commerce.

Athanasius Akor

LL.B (University of Nigeria Nsukka); graduated with First Class Honours at the Nigerian Law School and at the Faculty of Law, University of Nigeria Nsukka. Member of the Nigerian Bar.

Groups: Disputes; New Economy.

Groups: Capital Markets; Corporate.

Oluwaseyi Ebenezer Oso

LL.B First Class Honours (Obafemi Awolowo University). Member of the Nigerian Bar.

Groups: Disputes; Corporate.

Samuel Dunmade

LL.B First Class Honours (Bowen University); Member of the Nigerian Bar.

Groups: Commerce; Projects.

Faith Emmanuel

LL.B First Class Honours (University of Ibadan). Member of the Nigerian Bar.

Groups: Capital Markets; Projects.

Favour Ogini

LL.B First Class Honours (University of Benin); Best graduating student of her University's Faculty of Law, University of Benin; also graduated with First Class Honours at the Nigerian Law School. Member of the Nigerian Bar.

Groups: Capital Markets; Projects.

Victor Ayo-Odewale

LL.B First Class Honours (Obafemi Awolowo University). Member of the Nigerian Bar.

Groups: Energy; Finance.

Chidinma Egwu

LL.B (Anambra State University). Member of the Nigerian Bar.

Groups: Disputes; Corporate.

Utonwa Onwumelu

LL.B First Class Honours (Nnamdi Azikiwe University). Best Graduating Student of her Class. Member of the Nigerian Bar.

Groups: Banking; Tax.

Larry Chinedu Nkwor

LL.B First Class Honours (Benson Idahosa University). Also graduated with First Class Honours at the Nigerian Law School. Member of the Nigerian Bar.

Groups: Disputes; NewEconomy.

Chioma Egboh-Nwachukwu

LL.B First Class Honours (Afe Babalola University). Member of the Nigerian Bar.

Groups: Disputes; Commerce.

Abdurrahman Salis

LL.B First Class Honours (Bayero University). Member of the Nigerian Bar.

Groups: Disputes; Projects.

Eberechukwu Ezike

LL.B First Class Honours (University of Ibadan). Also graduated with First Class Honours at the Nigerian Law School. Member of the Nigerian Bar.

Groups: Corporate; Finance.

Taiye Adegoke

LL.B First Class Honours (University of Ibadan). Also graduated with First Class Honours at the Nigerian Law School. Member of the Nigerian Bar.

Groups: Commerce; Disputes.

Shukurat Oladejo

LL.B (Obafemi Awolowo University) graduated with First Class Honours; also graduated with First Class Honours at the Nigerian Law School. Member of the Nigerian Bar.

Groups: Disputes; Commerce

Timothy Davies

LL.B (University of Nigeria) graduated with First Class Honours at the Nigerian Law School. Member of the Nigerian Bar.

Groups: Corporate; Energy

Anita Ebbi

LL.B (Babcock University) graduated with First Class Honours.
Member of the Nigerian Bar.
Groups: Projects, Commerce

Kanyinsola Olukokun

LL.B (Crescent University) graduated with First Class Honours.
Member of the Nigerian Bar
Groups: Projects; NewEconomy

Ayomide Abiodun

LL.B (Crescent University) graduated with First Class Honours; also graduated with First Class Honours at the Nigerian Law School.
Member of the Nigerian Bar.
Groups: Commerce, Corporate

Chima Uzochukwu-Obi

LL.B (Nnamdi Azikiwe University) graduated with First Class Honours; also graduated with First Class Honours at the Nigerian Law School. Member of the Nigerian Bar.
Groups: Corporate; Capital Markets

Eberechi Onu

LL.B (Nnamdi Azikiwe University) graduated with First Class Honours. Member of the Nigerian Bar.
Groups: Finance; Energy

Ayomipo Adeniyi

LL.B (Obafemi Awolowo University) graduated with First Class Honours; also graduated with First Class Honours at the Nigerian Law School. Member of the Nigerian Bar.
Groups: Tax; NewEconomy

Precious Ayo

LL.B (Adekunle Ajasin University). Member of the Nigerian Bar.
Groups: Corporate; Tax

Oluwatosin Jinadu

LL.B (University of Lagos). Member of the Nigerian Bar.
Groups: Disputes; Commerce

Iyanuoluwa Adeyemo

LL.B (Obafemi Awolowo University) graduated with First Class Honours. Member of the Nigerian Bar.
Groups: Corporate; Tax

Somtochukwu Anekwe

LL.B (University of Nigeria). Member of the Nigerian Bar.
Groups: Disputes; Finance

Uchenna Ezeagu

LL.B (Nnamdi Azikiwe University). Member of the Nigerian Bar.
Groups: Corporate; Energy

Justice Uka-Ofor

LL.B (University of Nigeria). Member of the Nigerian Bar.
Groups: Energy, NewEconomy

Moyinoluwa Adegboye

LL.B (Afe Babalola University) graduated with First Class Honours. Member of the Nigerian Bar.
Groups: Disputes; Projects

Lilian Uche Ezekwu

LL.B (Obafemi Awolowo University). Member of the Nigerian Bar.
Groups: Corporate; NewEconomy

Owen Umeh

LL.B (University of Nigeria). Member of the Nigerian Bar.
Groups: Corporate; Arbitration

Khadijah Abdulwahab

LL.B (University of Ilorin); graduated with First Class Honours from the Nigerian Law School. Member of the Nigerian Bar.
Groups: Corporate; Finance

Our Work: Practices

Arbitration

We handle arbitration matters, whether in Nigeria or abroad, whether between commercial adversaries or by investors against states. We also do court proceedings relating to arbitration, including court applications to uphold arbitration agreements or to set awards aside. Most of our arbitration matters have an international dimension. We also handle mediations.

“[T]op notch”

“[E]xcellent service”

We have worked as lead counsel, as co-counsel in support of foreign law firms, as arbitrators, as expert witnesses and as registrars to arbitrators. In arbitration and mediation, our approach is the same approach that we take with litigation: speed, thoroughness, imagination, clarity from the start as to goals and strategy, and realism.

“[V]ery impressed with them, they’ve delivered exactly what they promised and the legal writing is all very high-quality. It’s been a very positive experience”

Our most significant work here has included advising and representing clients in the following areas:

- foreign investors in an investment treaty arbitration
- private equity firms in London-seated arbitration against their financial services sector investees
- Paris-seated arbitration against the Federal Government re-awarding a USD6bn power sector project
- banks in mediating claims filed against them by large creditor customers
- an international logistics company in arbitration claims filed by it against a pan-African business group
- a tanker charterer recovering from a sub-charterer over USD300mm in damages for breach
- a leading “GSM” telephone operator in more than one discrete arbitrations filed against it by its suppliers
- a dispute among the shareholders of a large telecommunications operator

Capital Markets

We have an outstanding record of capital markets work. Among other exploits, we have advised on Nigeria's largest "IPO", its largest debt offering, its first US Dollar Eurobond, its first offering to be listed simultaneously on stock exchanges in three countries, and its first Islamic finance unit trust.

"[I]ts strongest areas are banking, capital markets and M&A"

We have been advising on:

- initial public offerings
- corporate bonds
- government bonds
- Eurobonds
- convertibles offerings
- equity offers for sale
- rights offerings
- fund formations and offerings
- listings (on national and international stock exchanges)
- prime brokerage and custody arrangements
- global depositary receipts
- demutualization of stock exchanges
- securitizations
- establishing and developing trading platforms
- privatization offerings
- commercial paper offerings
- block trades (single tranche and multi-tranche)

"The firm demonstrated technical understanding and were solutions focused. They were also professional, providing effective communication and adequate speed with reasonable pricing."

Competition

We have a growing practice advising on Nigeria's new competition law statute and regulations, especially on transactions and other arrangements relating to subjects such as:

- merger control
- exclusive dealing arrangements
- price maintenance
- boycotts
- market division
- market dominance
- "gun-jumping"
- negative clearance
- applications for waivers and exemptions
- investigations and inquiries

Compliance

The law and practice relating to compliance increases in importance every day. We have significant experience in areas such as:

- environmental compliance
- social compliance
- governance compliance
- data protection and privacy
- anti-bribery and corruption compliance
- anti-terrorism regulation
- anti-money laundering regulation
- health and safety regulation
- investigations and audits
- legal aspects of reputational crisis management

Corporate

We have extensive experience in corporate work that is, strictly speaking, not mergers and acquisitions work because it involves no substantive change of control over a business. We mean here work relating to:

- spin-offs, split-offs and other de-mergers and divestitures
- foreign direct investment
- setting up in businesses
- strategic minority investments
- privatizations
- reconstructions
- re-organizations to develop group holding company structures
- corporate governance
- compliance
- solvent liquidations

Data Protection

Data protection has become a major and growing area of practice in the past several years. We have advised on:

- the development of company policy and process documents
- the development of contract clauses
- regulatory filings
- privacy regulations and policies
- applications for permits and exemptions
- advisory work
- “due diligence” work
- audits
- addressing the outcomes of data breaches

Derivatives

We were the first Nigerian law firm to join the International Swaps and Derivatives Association (ISDA) and have been at the forefront of adapting international standard form documentation on derivatives and “repos” to Nigerian law and practice. We advise on exchange-traded and complex OTC derivative deals, and routinely provide capacity and authority, collateral enforceability and netting opinions to our clients using ISDA forms.

Our derivatives lawyers regularly advise leading global and pan-African banks, non-bank corporates, broker-dealers, and multilateral financial institutions on: derivatives transactions involving currencies, interest rates, credit, and commodities, documented using ISDA and other standard form documentation structured as:

- securities repurchases
- commodity, currency and interest rate swaps, options, futures and forwards
- securities lendings
- the establishment of trading platforms
- the development and refinement of rules for the operations of trading platforms

“[H]as some of the best minds in the legal profession in Nigeria and Africa”

Fred Onuobia is “one of the leading experts”

Employment

The matters on which we work regularly include the following:

- executive employment agreements
- secondment (and intragroup “shared services”) arrangements
- developing and refining staff handbooks
- director engagement agreements
- “whistleblowing”
- liability insurance
- employee incentive schemes
- pension scheme structures, documentation and regulation
- expatriate employee remuneration remittances and taxes
- immigration regulation
- drafting, enforcing and resisting “non-compete” clauses
- litigation and arbitration

Environmental

Our team in this area of practice has advised on environmental law issues in respect of transactions, operations, filings, compliance and disputes in sectors such as:

- oil-and-gas
- manufacturing
- agribusiness and forestry
- mining
- maritime transport

Foreign Investment

We advise foreign investors of every size and in every industry on:

- incorporation and other organizations of vehicles
- restrictions on ownership and control
- applications for exemptions from restrictions
- structuring for corporate, tax and regulatory ends
- permits and procedure
- investment treaty protection
- tax treaty protection
- immigration regulation

"The firm did exemplary work."

"[C]ontributed a lot to the world of finance"

"An excellent law firm. [The] quality of the work is very good. They are quick and the work is always spot-on"

"[O]utstanding"

"[I]mpressive"

"[I]nnovative and think outside the box"

Intellectual Property

Our intellectual property (“IP”) practice is perhaps our most international and pan-African practice. We are recognized intellectual property experts and we work frequently to protect intellectual property rights in multiple jurisdictions where intellectual property rights are key, and on:

“[B]alance business issues alongside legal implications”

- the filing, registration and renewals of trademarks, patents, designs, copyright and domain names
- IP portfolio management
- searching and clearance
- privacy
- counterfeiting
- disputes and enforcement, both in the courts and administrationaly
- commercialization of IP rights (including franchising and other licensing)
- “due diligence” and IP audits
- drafting and negotiating of IP agreements
- currency remittances to foreign licensors

Insolvency

We have been advising on several of the largest, most complex and newsworthy insolvencies in Nigeria, especially in the aviation, banking, upstream oil-and-gas, power, insurance, real-estate, and telecommunications sectors. We have worked extensively with both borrowers and lenders and the Asset Management Corporation of Nigeria, a statutory entity for the management and resolution of distressed bank financial assets. Our experience extends to:

- the refinancing of debts
- the restructuring of equity
- reorganizations of debtor entities and groups
- sales, leases and other monetizing disposals of assets
- workouts
- concessions
- receiverships
- administration and business rescue
- administrative hearings
- insolvent liquidations
- controversial court proceedings

“Their turn-around time is particularly impressive. Industry knowledge and international network are also major plusses”

Lendings

We have been advising on many of Nigeria's largest, most complex and most creative banking transactions for more than two decades. We work regularly with leading banks (global, pan-African and Nigerian) on their most significant transactions in our market. We also advise borrowers, multilateral and hybrid lenders, development finance institutions and other public and private lenders on their most significant banking transactions.

We have advised extensively on:

- syndicated lendings
- Tier 2 capital loans
- participations, assignments and other "sell down" transactions
- project financings
- trade finance
- exchange control regulation
- acquisition financings
- structured and leveraged lending
- bank-to-bank lines of credit
- finance leases
- sector-support credit schemes sponsored by governmental institutions

"[P]rovides incisive advice on issues material to the deal"

"The firm's positive attributes were a depth of knowledge and experience, speedy delivery of work with an attention to detail but also dexterity in tasks, great professionalism, a good technological infrastructure, and a customer-centric attitude."

Litigation

We work with speed, precision, thoroughness and imagination, and with clarity as to goals, expectations, strategies and options, from as early in the life of a dispute as possible. We focus on achieving our clients' commercial aims and with an eye on what is realistic and practical. We also audit and manage large portfolios of disputes proceedings.

"[Fred Onuobia] is 'an excellent litigator who keeps his ears to the ground and is always well positioned to advise clients"

We have had notable success in the courts in, for example:

- defending leading multinational organizations in product liability litigation
- securing judicial recognition of the immunity status of multilateral development financial institutions
- representing government agencies in complex litigation involving the recovery of government assets
- resisting attempts to impose huge but illegal fines on multinational organizations
- resisting attempts to impose unconstitutional taxes on business organizations
- registering and enforcing in Nigeria judgments given by foreign courts
- resisting attempts to stop imminent capital markets transactions and critical shareholder meetings
- resisting attempts to stop imminent acquisitions transactions
- representing an inventor in seminal telecommunications software patents validity litigation
- representing employers in class and representative actions filed by employees
- representing financial institutions in suits and counterclaims filed by large bank debtors against banks
- representing the defence in criminal prosecutions on a *pro bono* basis

"[H]igh quality of their legal opinions and their analysis of legal issues"

Mergers and Acquisitions

The very first instruction that our firm ever handled was for the acquisition of an insurance company. Since then, we have advised sellers and buyers on more than 100 mergers and acquisitions transactions. We continue to advise leading business organizations – global, pan-African and Nigerian, for profit and non-profit trade associations – on consequential, complex and newsworthy mergers and acquisitions in virtually all sectors of the economy.

We have done extensive work in the following areas:

- mergers and amalgamations
- asset sales and acquisitions
- shares sales and acquisitions
- share buy backs
- takeovers
- management and other buy-outs
- corporatizations
- privatizations

"The firm has always been professional in its delivery of legal service"

"The firm does extremely well across all sectors and has many positive attributes."

"G. Elias advises on innovative M&A, capital reorganisations, spin-offs, liquidations and share capital reductions"

Tax

Three of our partners are Fellows of the Chartered Institute of Taxation. Our team has represented leading global clients in seminal tax litigation and advised on the tax dimension to numerous transformative corporate and financial transactions and commercial arrangements. We advise on every variety of tax: federal (chiefly income, capital gains, import duty, value-added tax and stamp duty), state and local government taxes.

We work closely with tax consultants who may not be lawyers as the occasion may arise. We are also active on aspects of tax that are typically not the focus of tax accountants -- for example, court litigation, advice on the constitutional aspects of taxation, the actual drawing up of agreements to achieve given tax goals and assessing and working around the rules on taxes payable to company and land registries. As lawyers, our communications with our clients enjoy unique legal privileges against disclosure.

Our work extends to:

- constitutional authority to impose, assess and collect taxes
- tax litigation and administrative proceedings
- tax law opinions and advice
- tax investigations and audits
- filing and prosecuting applications for tax exemptions and relief
- tax law reform
- the tax structuring of mergers, acquisitions and other corporate re-organizations
- the taxation of foreign investors and investment
- the tax aspects of perfecting security for debt
- transfer pricing reporting and re-characterization issues
- the tax structuring of petroleum acreage and real estate asset acquisitions
- the tax structuring of commercial contracts for goods and services
- the taxation of expatriate remuneration
- the taxation of trust structures
- the taxation of collective investment schemes
- the tax aspects of securitization structures and debt offering transactions
- the tax regulations for withholding tax and other "deductions at source"

“White Collar” Sanctions

We have experience in:

- criminal defence representation in court proceedings
- defence representation before supranational sanctions tribunals
- defence representation in Nigerian administrative proceedings
- representation in proceedings before committees of legislatures
- representation in negotiations with, and investigations by, law enforcement officers
- representation in court applications for compensation for violating civil rights
- representation in applications for the release of detained persons and assets
- the pursuit of assets abroad
- “due diligence” inquiries on the records of prospective directors and executives
- advisory work on all of the above
- legal aspects of reputational crisis management

Our Work: Sectors

Agribusiness

We have been advising on:

- acquisitions of farmland and forests
- government support arrangements for farmers
- the organization of trade associations
- contracts to buy and sell crops
- derivatives contracts
- arrangements to support trading on securities exchanges
- financings for farm developments and offtake
- corporate acquisitions
- strategic investments
- litigation

Commercial Banking

From our very earliest days, we have advised Nigerian and foreign commercial banks, specialist trade finance providers and other lenders on matters such as:

*“The blend of
commercial and
strict legal analysis
is great”*

- loans and guarantees
- buying and selling financial assets
- executive employment matters
- governance matters
- sector regulation
- data protection and privacy
- mergers and acquisitions
- raising debt and equity capital
- litigation and arbitration

Commodities

We advise on statutes, regulations, the structuring of transactions; and the contents of agreements and other documents relating to matters such as;

- agribusiness
- solid minerals
- industrial chemicals
- waste management
- forestry

Construction

Our construction sector work is wide-ranging and extends to:

- FIDIC standard form contracts
- other engineering, procurement and commissioning contracts
- project management contracts
- project legal feasibility studies and project development agreements
- bonds and guarantees
- permits and approvals
- bid agreements
- the submission and prosecution of bid filings
- public sector projects funding and procurement
- “public-private partnership” arrangements
- concessions
- litigation and arbitration

“[A]ssists local and foreign investors with development, financing, maintenance and construction of infrastructure”

“[H]as acted for local and foreign investors and some of Nigeria’s pre-eminent developers on ambitious construction projects”

“Always willing to find a solution, including trying new things which Nigerian law may not cater for”

Development Finance

We have advised Nigerian, foreign and supranational development finance institutions on:

- their constitutional documents and organizational structure
- getting domestic law exemptions and privileges
- shareholder matters
- raising debt capital
- employee matters
- lending and hedging transactions
- making, and exiting from, equity investments
- arbitration and litigation

Electric Power

We have been active with both thermal and renewable power clients in seminal developments in the electric power supply industry for more than two decades. Among other work, we have advised on:

“[E]xcellent”

*“[V]isible and
active in the field”*

- power sale and purchase agreements
- engineering, procurement and construction contracts
- technical support agreements
- licensing and licensing-driven structuring
- metering contracts and regulation
- tariff regulation and pricing
- import, income and other taxation
- mergers and acquisitions
- project and other finance documentation and structures
- strategic investments
- project and acquisition financings
- project leases, rights of way and other real estate arrangements
- gas sales and transport agreements and regulations
- joint development agreements and structuring
- litigation and arbitration

Entertainment

We serve players in the rapidly-growing sports, artworks, fashion apparel, movie-making, music production, gaming, lotteries and amusement park-operators sectors. Among other work, we have been advising both foreign and Nigerian clients on:

- setting up in business
- mergers and acquisitions
- production agreements
- distribution agreements
- licensing agreements
- artiste development and management agreements
- artwork sales and “lending”
- sales of assets
- raising debt capital
- arbitration and litigation

Fintech

We have been advising “Fintech” sub-sector players - - payments solutions providers, digital lenders, crypto currency trading platform providers and others - - on issues that are central to their plans. Among these have been:

- foreign investment
- corporate and tax structuring for “start-ups”
- banking sector regulation
- licensing agreements
- digital equity and debt investment
- data protection
- anti-money laundering
- cybersecurity
- telecommunications sector regulation
- executive employment matters
- structuring standardized business procedures and trade practices to address commercial risks

Foreign Trade

We advise regularly on structuring and documenting transactions to comply with and optimize opportunities under the law relating to trade beyond Nigeria's borders.

Specific areas that we have been working in here include:

- trade policy
- import procedure and regulations
- export procedure and regulations

and, increasingly, on

- the African Continental Free Trade Agreement (AfCFTA)
- double taxation treaties
- other treaties on commercial matters
- investment treaty protection
- arbitration and litigation

Healthcare

We have been active in:

- intellectual property protection
- federal regulation of pharmacies, drugs, hospitals and devices
- distribution and agency contracts
- regional regulation of healthcare facilities
- factory projects
- hospital projects and concessions
- mergers, acquisitions and corporate re-organizations
- bond offerings
- loan financings
- employment and immigration
- product liability and other litigation

Infrastructure

Our infrastructure work is wide-ranging and extends to:

- project legal feasibility studies and project development agreements
- road, rail, air and water transport infrastructure
- shopping malls
- “New towns” industrial and residential developments
- mass housing
- students’ hostels
- electric power plant and installations
- hospitals and schools
- bid agreements, and the submission and prosecution of bid filings
- water supply and sanitation projects
- telecommunications masts and cables
- public sector projects funding and procurement
- “Public-private partnership” arrangements
- concessions
- operations and maintenance agreements
- long-term service agreements
- finance agreements

“The team comes highly recommended and has been involved in some interesting projects”

“The firm is particularly strong in infrastructure development”

“They are responsive and provide sound legal advice.”

Insurance

Our very first instruction ever was for the acquisition of an insurance company. We have remained active in the sector since then. Our work for insurance industry players includes:

- advice on the regulations of insurers and professionals
- advice on the regulation of investments
- licensing
- investments and exits
- capital raises
- tax
- claims
- mergers and acquisitions
- litigation and arbitration
- executive employment

Investment Banking

We regularly advise Nigerian and foreign capital markets operators -- investment bankers, underwriters, issuing houses, managers, trustees, bourses and registrars -- on a wide range of matters including:

- vending, underwriting and other engagement contracts
- subscription and other purchase documentation
- block trades on bourses
- custodian, trustee, agent and registrar agreements
- tax
- managing debt and equity offerings
- managing mergers and acquisitions transactions
- executive employment matters
- sector regulation
- raising debt and equity capital
- administrative hearings
- litigation and arbitration

Manufacturing

We have been advising on the development and structuring of transaction documents concerning, and on statutes and regulations governing:

- food and beverage products
- personal and homecare products
- transport vehicles
- industrial and other business equipment
- consumer protection

"The firm provided prompt action, were professional and had good communication with us."

Media

Our most significant work for news, advertizing and other media companies has included:

- setting up in businesses
- executive employment agreements
- mergers and acquisitions
- corporate reorganizations
- dispute resolution
- agreements for promotions and advertizing
- intellectual property rights protection
- the regulation of advertizing
- the regulations of lotteries and promotions

Mining

We have done significant mining-related work including:

- setting up in business
- bidding agreements
- the acquisition and licensing of geological information
- getting licences, renewals, assignments and concessions
- seminal mergers acquisitions, joint ventures and other business combinations
- "due diligence" enquiries
- legal advisory services relating to mines and minerals
- dispute resolution
- corporate social responsibility (CSR)
- mining contracts
- financings

Oil and Gas

We advise on and represent international and Nigerian clients on a wide range of important oil-and gas sector work which includes but is not limited to the following:

- acquisitions, dispositions and developments of acreage, pipelines, facilities and plant
- host community arrangements and other corporate social responsibility schemes
- joint venture and joint operating agreements
- production sharing, risk service and other field development agreements
- shipping, pipeline, trucking and other transport agreements
- export and other sales of crude hydrocarbons and refined products
- “Local content”, licensing and other regulation
- engineering, procurement and construction contracts
- project management and consultancy agreements
- project and other structured financings
- refinancing and insolvency
- tax
- litigation and arbitration

“[E]xcellent firm G. Elias & Co. regularly handles mergers between upstream oil and gas companies, acreage acquisition agreements, project site acquisitions and project financings”

“They are very good at what they do and focus on quality”

“The firm demonstrated attention to detail, as well as specialist legal knowledge of the industry.”

“The firm made inputs that positively impacted both commercial and legal elements of our work and turned around reviews very quickly. Additionally, we had good access to senior sources in the firm.”

“They are always available for meetings even at very short notice and guided us through the transaction in a very professional way.”

“They were deeply knowledgeable in the area of our work which was critical to our success. They were also very prompt in responding to issues raised and offered valuable contributions.”

Pensions

Most of our work for pension fund managers and their clients includes:

- executive employment advice
- the regulation of managers
- advice on the regulation of investments and portfolio diversification
- licensing
- investments and exits
- tax
- mergers and acquisitions
- litigation and arbitration

Private Equity and Venture Capital

Nearly two decades ago, we advised on Nigeria's earliest and most successful private equity investment. Since then, we have worked extensively with private equity, venture capital and other fund managers varying greatly in size, shape, persuasion and origin. We also frequently advise founders and investee companies on private equity and venture capital transactions.

"Extremely knowledgeable and helpful"

"Great attention to detail and a quick response time."

We have done significant work on:

- fund formation and structure
- shareholder subscription and other investment agreements
- founder and other executive employment agreements
- executive incentive schemes
- tax
- compliance
- litigation and other disputes resolution
- exit sales, distributions, mergers and listings

"The firm provided detailed analytical support as well as great understanding of local laws and their impact on deal dynamics and elements."

Real Estate

We work with leading foreign and Nigerian investors and developers in all sub-sectors of the real estate sector: retail, offices, hospitality, logistics, and residential (including mass housing and student hostels).

We have done significant work in the following areas:

- “due diligence” work
- asset option, acquisitions and dispositions structures and documentation
- agreements to develop real estate collaboratively
- formation and structuring of investments and operations vehicles
- deal structuring
- debt and equity capital markets offerings, and loans
- securitizations financings
- zoning, planning, licensing and use regulatory matters
- litigation and arbitration
- engineering, procurement, and commissioning contracts
- project management and development contracts
- operations and management contracts
- concession agreements

Retail and Distributorship

We advise warehousemen, traders, transporters, wholesalers and retailers on their:

- franchising agreements
- distributorship agreements
- trade finance agreements
- NAFDAC and SON regulation
- competition law regulation
- real estate acquisition and fit-out agreements
- transport and logistics contracts
- insurance arrangements
- litigation and arbitration
- trade finance structures and documentation

Services

Services have for many years been the largest single block contributing to Nigeria's annual gross domestic product total. The services sub-sectors in which we work most frequently are:

- the transport of goods and persons
- the physical security of immovables, goods and persons
- the distribution of goods
- consultancy and professional services

Technology

We advise companies of every size on a wide-range of topical and novel issues including:

- ownership and management structures for start-ups and early-stage companies
- foreign investment
- shareholder and share subscription agreements
- strategic investment
- executive employment contracts
- “angel” and venture capital investments
- software and other technology licence agreements
- technical support agreements and foreign currency remittances
- data protection and privacy
- intellectual property rights protection
- crafting, enforcing and resisting “non-compete” clauses

Telecommunications

We advise both large international players and ambitious start-ups on a wide range of critical and novel matters to do with:

- co-location and leasing agreements
- ducting and rights of way
- fibre optic infrastructure
- licensing of operations and spectrum
- sales and leasebacks of masts and other transmission assets
- telecommunications regulation
- technical support and services agreements
- litigation, arbitration and administrative agreements
- private equity and strategic investments
- data protection and privacy
- drafting, enforcing and resisting "non-compete" clauses
- bids for spectrum

Transport

Our record of involvement in commercial agreements and pioneering transport infrastructure work is second to none in our market. We have advised on matters such as:

- contracts for the carriage of goods
- rail, road, sea, and air transport infrastructure projects
- project and other financings
- concessions
- “Public-private partnership” arrangements
- liability for accidents
- insolvency
- litigation and arbitration
- privatization
- mergers and acquisitions
- capital market offerings

“[P]rovides comfort to sponsors and lenders”

“[E]xtremely knowledgeable, pragmatic and solution oriented”

Our Work: Private Clients

We advise private clients, typically holding pools of assets both in Nigeria and abroad, on a wide range of matters:

- setting up family offices
- vehicle structures
- investments
- living trusts
- wills
- administrations of estates
- asset protection
- the “lending” and curatorship of artworks
- tax planning
- financings
- partial and total divestitures
- invasions of privacy
- defence against defamation
- foundations and charities

Our Work: Government

We advise governments, both Nigerian Federal, State and local governments, and foreign governments, departments, agencies and statutory corporations, on a wide range of matters. Among these are:

“[A]bility to structure complex transactions and negotiate with various segments of the government”

- law reform
- administrative rule-making
- privatizations and corporatizations
- “Public-private partnerships” and commercialization
- prosecuting applications for the grant of diplomatic immunities for supranationals
- acquisitions and sales of sites for diplomatic missions locations
- projects
- government bonds and other financings
- litigation and arbitration
- advisory work on constitutional, statutory and regulatory issues

Contacting Us

Not all the areas in which we have experience and expertise are indicated in the foregoing pages.

You may contact us for fuller statements of our capabilities in any given area of law or practice, whether mentioned in the foregoing pages or not.

We have offices in Lagos and Abuja. Inquiries on any subject should be directed to our partners Fidelis Adewole (Managing Partner) and Segun Omoregie.

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CAREERS

If you seek a career with us, please write and send your transcript to careers@gelias.com.

If you would like to do an internship with us, please write and send your resume to internships@gelias.com. We do not do internships for lawyers who have already been called to the Bar.

Our criteria for taking lawyers on for the NYSC year are the same as our criteria for employing lawyers full-time after the NYSC year.

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