

Mirova's multimillion-dollar financing deal with Ghana-based ManoCap Energy

DEAL BRIEF

Mirova, an ESG-focused investment firm and affiliate of French investment manager Natixis, has provided USD 20 million in long-term debt financing to ManoCap Energy, a Ghana-based independent power producer (IPP). The deal, part of the Mirova Gigaton Fund, will support ManoCap's expansion and accelerate the transition from fossil fuels to renewable energy in West and sub-Saharan Africa.

Established in 2019, ManoCap Energy specializes in financing and managing energy infrastructure for commercial and industrial (C&I) clients, focusing on replacing diesel generators with solar, hybrid, and energy storage systems. The financing will enable ManoCap to strengthen its presence in Ghana and Sierra Leone and expand into neighboring markets. This transaction highlights Mirova's continued commitment to sustainable infrastructure, leveraging its B-Corp accreditation to drive ethical investments in the global energy transition.

International law firm Charles Russell Speechlys (CRS) advised Mirova on the transaction, with local legal support from Macauley, Bangura & Co in Sierra Leone, N. Dowuona and Company in Ghana, and C&A Law in Mauritius. Mirova's investment director, John Kimotho, emphasized that the investment aligns with the fund's mission to support high-impact clean energy projects in emerging markets.

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ADVISORS



MACAULEY, BANGURA & CO.

Charles
Russell
Speechlys

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& company



Legal Advisors to Mirova



An Exclusive Interview with:

Centus Macauley Esq.

Managing Partner, Macauley, Bangura & Co.

Can you expand on your role and how your team was integrated in the support system for Mirova?

The Firm was appointed by Mirova through its instructing solicitors, Messrs Charles Russell Speechlys LLP in 2023 to provide legal advisory and other ancillary advice in a cross-border transaction. Our team worked very closely with Charles Russell Speechlys LLP in providing the required legal, legal advisory, corporate and other ancillary services. The advice was crucial in achieving a transaction close on time and on budget. This brief was handled within the Firm by the Corporate Advisory Department on cross border transactions which is led by the Managing Partner Centus Macauley Esq. and assisted by Isatu Jalloh Esq. the Supervising Partner. As a rule of thumb at the Firm, no two transactions are the same even if one is led or tempted to believe so on account of some similarities. The peculiarity with every cross-border transaction as with this case is that the shopping list was quite unique. In short, it came with its own peculiar needs and wants. In this regard therefore, understanding the transaction, what must be taken into consideration, conditions precedent and conditions subsequent for the transaction, the legal and regulatory framework, and generally the transaction ecosystem was of utmost importance in providing advice that was not only relevant but mattered. Our advice addressed a broad spectrum of issues including mitigation of risk and or risk management, financing, default of payment obligations, repatriation of assets and liquid financial assets out of Sierra Leone, exchange control, currency risks, banking, anti-money laundering, the drafting and or review of agreements such as the security documentation, perfection and registration of instruments



and security documentation and transaction management. The repertoire and depth of our expertise was showcased with this transaction yet again.

Do you have a system to conduct a thorough due diligence, and can you walk us through this?

The Firm, working with several international law firms including but not limited to Messrs Herbert Smith Freehills LLP, Baker & McKenzie LLP, Akin Gump Straus & Feld LLP, Freshfields, Eversheds LLP, Norton Rose Fulbright LLP, Dentons, Mayer Brown, Allen & Overy LLP and Baker & McKenzie regularly undertakes due diligence and risk analysis for clients. The process of firstly designing and then, undertaking and or conducting a due diligence exercise is considered a sacred task at the Firm as the advice that you ultimately provide to the client has the power to determine the future of an entity and or a transaction. It has the power to facilitate market growth

of an entity on the one hand or gloom and or decline on the other hand. The minimising of risk and or redirection of risk and or reallocation of risk and or the exercise of derisking is only possible where the risk has been identified in the first place. Conducting a proper due diligence exercise (whether it be financial, business or legal) is of the utmost importance. The identification of non-compliance issues, ongoing litigation, liabilities and a good number of other potential exposures will usually be unearthed from the due diligence exercises that we conduct. It is for this reason (whether dealing with a data room or in person meetings) obtaining corporate records, licenses, permits, contracts, HR and the like are at the bedrock of our information checklist request. That any thorough due diligence exercise will be demanding and time-consuming, intricate and sometimes maze-like especially when dealing with variables, unknowns and inconsistencies, comes with the territory.

At Macauley, Bangura & Co, we take great pride in stating that designing the appropriate and or relevant parameters

is therefore key to providing the client with a current and or real-time overview that is independent and objective in order that its decision is well advised and based on facts. Due diligence exercises are in this regard therefore structured to meet and or respond to a particular need or target and because there are invariably variables sometimes masked by the unavailability of information in some cases and in other cases well thought-out plan to mislead and or misinform, knowing your way around is a special skill set that helps in the deciphering process.

Whereas some due diligence exercises would be high level and limited in scope, others have been far reaching, requiring issues to be colour flagged. Issues like non-compliance, regulatory, liabilities, litigations are quite standard ordinarily, but the peculiarity of cross border transactions had illuminated the enormity of the task at hand. In practice and depending on the remit of the client, a Due Diligence Checklist is designed and put together. This in turn allows the Due Diligence team to take a step-by-step approach as to the information that is required as opposed to what is available

in order for the Firm to be able to provide a detailed Due Diligence report that meets scrutiny. Although how much risk can actually be foreseen at the end of the exercise is sometimes an elusive task, our experience in crafting the appropriate screening tools and the depth of our expertise has been key in overcoming challenges that usually accompany any Due Diligence exercise.

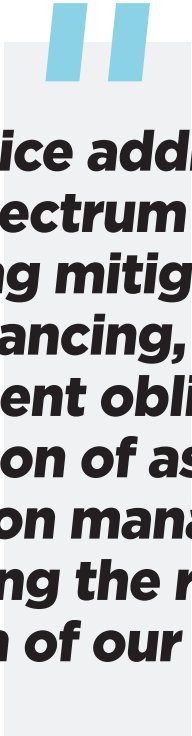
What are some of the unique legal challenges you've encountered when advising on cross-border transactions, particularly in emerging markets like West Africa?

Cross-border transactions usually come with their own unique challenges. Advising on cross border transactions in West Africa in particular usually comes with a peculiar class and or category of challenges it appears stemming from doing business in an environment that

has a multiplicity of challenges. Navigating these challenges and providing answers to the myriads of questions that will inevitably arise is at the core of what we do. So, for example, in a transaction which involves due diligence on land and the interest therein, Sierra Leone does not have a titled registry as it exists in the UK and elsewhere. Therefore, proving and or establishing title requires the deploying of a matrix other than just conducting a search at the registry of the Registrar-General where the instrument would have been registered. In addition, records at the Registry may not be fully computerised and or automated. Undertaking a search at a particular registry can be a herculean task. In registries where the records are fully computerised and searches are automated, overcoming the hurdle of undertaking a search and obtaining the necessary results would perhaps be just the first of a number of legal issues that may need to be addressed especially in cases for example where the client not only requires a full understanding of the various scenarios that are likely to occur in a default situation, but also requires security and other agreements to be drafted in a way that affords the client maximum protection. Overcoming all these challenges and providing solutions that are relevant to the needs of the client is what sets the Firm apart.

Can you share insights into how local law firms like yours collaborate with international legal teams on complex transactions?

The firm of MBC has an established track record in collaborating with international law firms and a network of partner firms in the African continent. This collaboration has been tried and tested through some twenty (20) years of existence and providing solutions that matter. Relationships that have been established over the years, of course, do play a part in the uptake of referrals that the firm continues to enjoy.



Our advice addressed a broad spectrum of issues including mitigation of risk, financing, default of payment obligations, repatriation of assets, and transaction management, showcasing the repertoire and depth of our expertise.