







## PART I - THE FIRM

# ABOUT US

Breakthrough Attorneys is an ultramodern legal practice based in Tanzania having a spectrum of cross-borders practices that cater for local and multinational corporations, financial institutions, government entities as well as business private individuals concerning their legal needs around the globe. Breakthrough Attorneys offers;

- A competitive, commendable and timely capability in legal practice as regards the commercial and corporate practices.
- An in-depth advisory and representation capability in matters of regulatory framework, subsidies and taxes, corporate secretarial and finance issues as well as Antitrust and Competition, Anti Money Laundering, and Anti-Bribery matters.
- A way in to a well of understanding and knowledge to key industry sectors including but not limited to manufacturing, breweries, wildlife and tourism, infrastructure and transport, telecommunications, real estate and so forth.

We at Breakthrough Attorneys put the quality of the service that we offer our clients above all else. We know that, that is what is important to our clients and that knowledge and execution is what sets us apart from our competition.



Breakthrough Attorneys mission is to take interest in our clients, understand their business objectives, meet and exceed their expectations. We, therefore, commit ourselves to:

- provide our services diligently and with the highest level of professional integrity.
- ensure that our clients are satisfied with our services by:
  - (i) treating them in a proper, fair, impartial and courteous manner;
  - (ii) aiming, where possible to meet any exceptional needs for our clients;
- (iii) enhance speed, quality of our services, accuracy, efficiency and flexibility in provision of our services to our clients.
- be a solution oriented Law Firm.

Breakthrough Attorneys vision is to be the leading Law Firm of excellence in East and Central Africa, delivering world class legal expertise while focusing on innovation, high professional standards and results for our clients



Breakthrough Attorneys is constituted of excellent and well-groomed team members who guarantee strong analytical, representation and advocacy skills. Our team members are cultured to value the needs of the client and understand the essence of quality, reliability, and speed of delivery of the services offered by the Firm. Breakthrough Attorneys is hence an endearing team, ever growing and ever triumphing.

# PART II - PART OF THE TEAM



Vintan is a solid corporate lawyer. He is an Advocate of the High Court of Tanzania. He is currently the Lead Partner of Breakthrough Attorneys. Vintan boasts strong business acumen flavored by his long experience working with world-class companies in and outside Tanzania. Having worked with companies which are highly regulated, Vintan has a deep knowledge, understanding, expertise and experience in dealing with complicated regulatory and compliance issues.

For about eight years Vintan worked with Coopers & Lybrand and Price Water House-Coopers as a Legal consultant. Later on, Vintan joined Tanzania Cigarette Company Limited, as Director, Legal Affairs and Company Secretary, where he has been up until recently when he co-founded Breakthrough Attorneys

AREAS OF PRACTICE

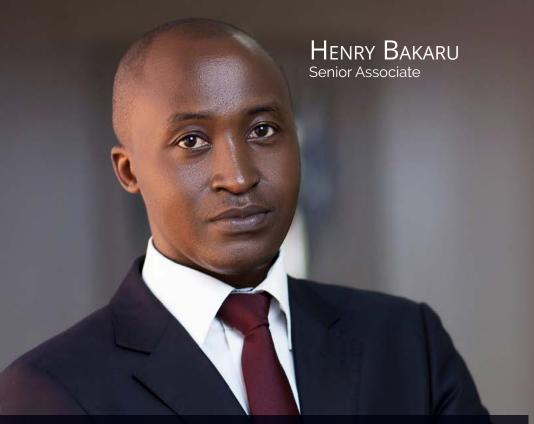
Corporate Secretarial Services and Support | Intellectual Property | Product Liability | Regulatory/Compliance | Immigration | Corporate - Commercial Laws | Receivership and Liquidations



Kheri R. Mbiro is the Partner in charge of Business Development as well as the Partner in charge of the Litigation and Arbitration Practice. With over ten (10) years of practical experience Kheri's work chiefly focuses on Dispute Settlement, as well as advising in Real Estate, Construction and Infrastructure projects. With his Arbitration training and strong background practice, he has advised, supervised as well as administered specialized models of construction contracts including FIDIC model Contracts, among others. Kheri has also advised and represented widely in Wildlife, Tourism and Natural Resources Laws including being instrumental in the negotiations, closing and sealing of major wildlife tourism investment agreements between international investors and the Government of Tanzania.

AREAS OF PRACTICE

Civil Litigation and Arbitration | Tax Consultancy and Litigation | Labour, Immigration and Employment Laws | Project and Contract Management | Real Estate and Construction | Corporate, Investment and Commercial Laws



Henry Bakaru's practice focuses on corporate, labour, banking, tax, investment, commercial and economic law. He has vast and peculiar experience in drafting, research, transactions, negotiation, consultancy and projects for the past four years. He also possesses distinguished litigation skills and experience in civil, labour, commercial, banking, land and tax matters. Additionally, he has immense experience in advising clients with respect to compliance, regulatory and corporate governance matters.

Before joining Breakthrough Attorneys, he worked as a Corporation Secretary at the State owned National Development Corporation (NDC). He has also worked with Japan Tobacco International's Tanzanian subsidiary, Tanzania Cigarette Company, as a Legal Counsel for the entity

#### AREAS OF PRACTICE

Litigation and Arbitration | Employment and Labour Laws | Corporate Management and Secretarial | Receivership and Liquidations



A very dedicated, solution oriented and competent Advocate, Asha is well versed with Investment Laws, Intellectual Properties, Private Equity and immigration practice.

Asha has over seven years of experience in legal practice. She has proven to be a solid advisor in her field of Practice and has been instrumental in solving countless expat movements into Tanzania. Her knowledge of the labour and immigration department infrastructure is vastly unmatched and has steered the firm's immigration and Relocation Department from strength to strength over the years. Asha also sits as Company Secretary for numerous companies in which her vast corporate management knowledge is widely in play.

AREAS OF PRACTICE

Corporate Management and Investment Law | Immigration and Relocation | Intellectual Property | Private Equity | International Trade and Finance



Jackson is a versatile litigation, taxation, commercial and corporate law practitioner. He is an avid tax adviser and well versed with the tax practice and regime in Tanzania. As a seasoned researcher, and litigant Jackson is well acquainted with handling and drawing varieties of legal instruments. As a complementary practice to Breakthrough Attorneys and its Clients, he also handles matters of regulatory authorities and compliance for corporate clients and other business setups alike.

Prior to joining Breakthrough Attorneys, Jackson had a solid legal practical experience on matters of corporate, commercial and civil nature at Nexlaw Advocates.

AREAS OF PRACTICE

Tax consultancy and Litigation | Corporate Regulatory Compliance | Civil Litigation and Arbitration | Real Estate and Conveyancing



Mr. Morren Ndunguru is a Lawyer graduated with a Bachelor of laws (LL.B) from the School of Law of the University of Dar es Salaam and a Postgraduate Diploma in Legal Practice at the Law School of Tanzania.

He is well acquainted with legal research, drafting of complex legal instruments, corporate and commercial aspects of law, Labour Laws, Immigration Laws, investment laws, as well as Litigation and Arbitration. Morren offers the firm and its clients a rich knowledge complemented with pacey response and real-time feedback and an ability to think on his feet.

Morren joined Breakthrough Attorneys from working with the University of Dar es Salaam's Legal Aid Unit.



AREAS OF PRACTICE

Immigration and Relocation | Corporate Regulatory Compliance | Labour and Employment Law | Competition and Capital Markets



Alice is a vibrant, motivated and an ambitious young lawyer with a strong business culture.

She has experience in corporate regulatory and compliance, Government Relations and Regulatory Practice as well as dispute resolution.

At Breakthrough Attorneys, Alice consults and advises on matters relating to Commercial Practice including but not limited to Labour and Employment Law and commercial transactions. Her practice is primarily focused on corporate law management, including assisting clients with regards to contracts, boardroom etiquette and company secretarial affairs, banking and finance, real estate, investment, taxation and providing general regulatory advice to clients.

#### AREAS OF PRACTICE

Corporate Commercial Laws | Banking and Finance Laws | Labour and Employment Law | Investment Law | Tax law



Angela is an energetic lawyer with cutting edge knowledge of the revolving issues in extractive industry sector. She was part of the team in the "Extractives Resource Hub Project" funded by the UK Department of International Development and implemented by Adam Smith International in partnership with the University of Dundee.

At Breakthrough Attorneys, Angela's practice covers corporate and commercial, oil and gas, mining, receivership, commercial contracts, banking and finance law. She has authored and advised on local content issues in extractive industries in Tanzania, transparency as well as the salient issues around PSA oil and gas agreements from the Tanzanian perspective vis-à-vis the international frameworks.



AREAS OF PRACTICE

Oil and Gas laws and Extractive Industries | Corporate Commercial Laws | Banking and Finance Laws | Investment Law | Tax law



Mariana, our Administrative Manager, is a charming pleasant character that manages the administrative wing of Breakthrough Attorneys. With her delightful charm and wit, she has managed to usher the Firm into smooth operation and allowed the Legal aspect of the firm to work in an environment of ease and effortless operations.

She has a solid background in Customer Service Management having worked in similar position for Tan Trade Tanzania and other businesses. She holds a Bachelor Degree in Business Administration – Marketing from the Open University of Tanzania.



Firm Management | Business Correspondence | Operations | Projects Coordination | Expansion and Recruitment "We provide our services diligently and with the highest level of professional integrity" Breakthrough Attorneys is a one stop center for basically all the legal needs one could encounter. Quoting from our Mission statement, we are a solution-oriented Firm and we are geared to provide solutions for those legal needs. Complimentary to that, Breakthrough Attorneys is an investment Firm that offers expansive possibilities for its clients. Our Practice therefore is not only limited to our clients' problems but also to their prosperity.

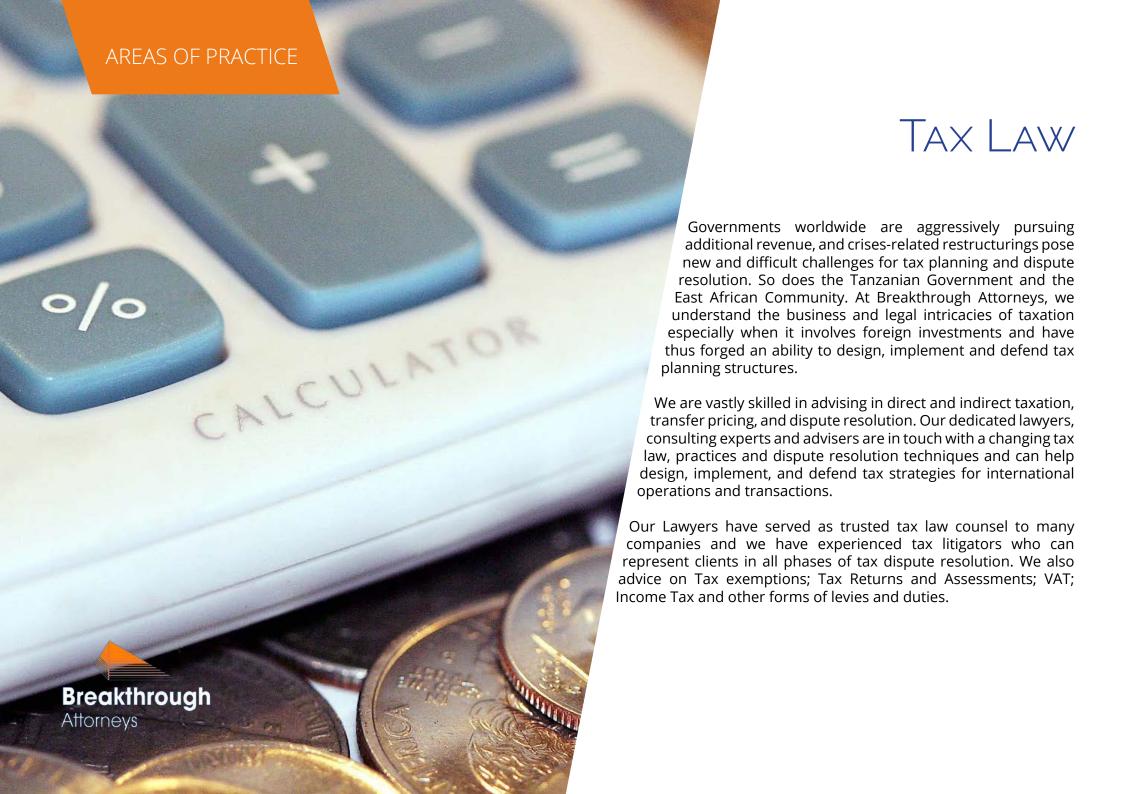
Part III - Areas of Practice



# CORPORATE SECRETARIAL SERVICES AND SUPPORT

Our Company Secretarial Division comprises of experienced and committed Lawyers. The Division provides Corporate Secretarial Services and Support and expert advice, practical assistance and value added services to local and multinational companies, their Boards of Directors and Managements. The Division advises on Company Law, Corporate Practice and other compliance issues.

The Services include: Corporate Advisory (services) on business structures and organizations, incorporation of all kinds of Companies under the Companies Act, 2012 and other organizations such as trust bodies, non-profit organizations and charities, partnerships etc, registration of branches of foreign companies, representative offices, associations/societies, registration with the Tanzania Investment Centre (TIC), re-registration and winding-up of Companies, maintenance of statutory records and record-books, providing business support services, such as conducting searches at various registries, e.g. Land, Brela, and more important, handling of all matters concerning shares: e.g. Allotment of shares, increase of paid up capital etc., attendance at meetings of directors and shareholders and acting as company secretaries of such companies.





## Immigration & Relocation Services (Destination Services Providers)

#### **Immigration Services**

Breakthrough Attorneys has all the requisite knowhow and resources that support our clients' immigration needs. Most of our clients share the common need as regards the status of their employees, experts and their respective families.

Akin to the employment law practice, in ensuring its clients' immigration status, Breakthrough Attorney actually is a one stop centre for all investment needs of its clients. Breakthrough Attorney therefore provides immigration services to clients such as; work and resident permits for clients, employees and dependents passes for their respective families, investment incentives for foreigners and other residential status needs of the clients.

#### Relocation – Destination Services Providers (DSP)

Breakthrough Attorneys delivers exceptional relocation experiences to our clients. We make it convenient for every client to be able to fully live the experience of their relocation to and from Tanzania. We are among the few reliable destination services provider (DSP) firms in Tanzania. We are associated with major global relocation services firms and companies. We act as their local services agents.

Breakthrough Attorneys has a wide societal outreach for our clients' comfortable adjustment and settlement to their new homes and workplaces. We provide our clients with relocation services from their arrival, airport pick-ups, temporary and permanent home search, school search, settling in services such as languages, communities clubs and departure services.



# EMPLOYMENT AND LABOUR LAW

Breakthrough Attorneys is aware that employment, labor and benefits issues are complex and challenging for every business — more so when operations cross borders and cultures as part of a multinational presence. Steering safely through complicated laws and regulations in home markets and abroad is critical to maintaining a competitive advantage.

Our lawyers with solid background in Employment and Labour Laws matters and practice provide seamless and integrated advice from recruitment to retirement, to help clients anticipate and avoid problems, as well as deal effectively and sensitively with collective bargaining and workers' trade union issues.

We are especially well-suited to facilitate the movement of people and work around the globe — from executive transfers to outsourcings as well as the implementation of global reorganizations with a specific bias on migration to Tanzania at all levels of employments. Our practice also features a package training programs to clients, especially on key executives and selected employees to understand their legal obligations. (See more about this in our Training link)



# REGULATORY, ANTI TRUST, COMPETITION AND MERGERS AND ACQUISITIONS

Antitrust compliance is becoming more complex and costly. Coordinated investigations between local authorities are increasingly frequent and enforcement, more aggressive. As penalties become more punitive, Breakthrough Attorneys can help navigate shifting antitrust and competition policies in the country with precision and ease. We have the systems and standards — and a team, which is rapidly growing in terms of advocates and consultants — to carry out the most complex, compliance strategies.

We exhibit fluent knowledge of procedural rules and legal systems and our advocates have a good firsthand track record of dealing and achieving results in; Competition investigations and inquiries, mergers and acquisitions, regulatory proceedings before the Fair Competition Commission, the Fair Competition Tribunal, EWURA, SUMATRA, TCRA and high profile private antitrust lawsuits before the High Court (Commercial Division and the Main Division) and the Court of Appeal of Tanzania.

This department also houses regulatory lawyers who have offered services to a wide range of local and international clients in the area of Tobacco (both downstream and upstream), Telecommunication, Energy, Water, Transport, and Maritime among others. We understand that compliance to the regulatory regime is important to the sustainability of a business. We usually work closely with the regulatory authorities in identifying the specific sector risks and advise our clients on how to manage such risks. In this regard, we boast a strong relationship with regulatory authorities in Tanzania.

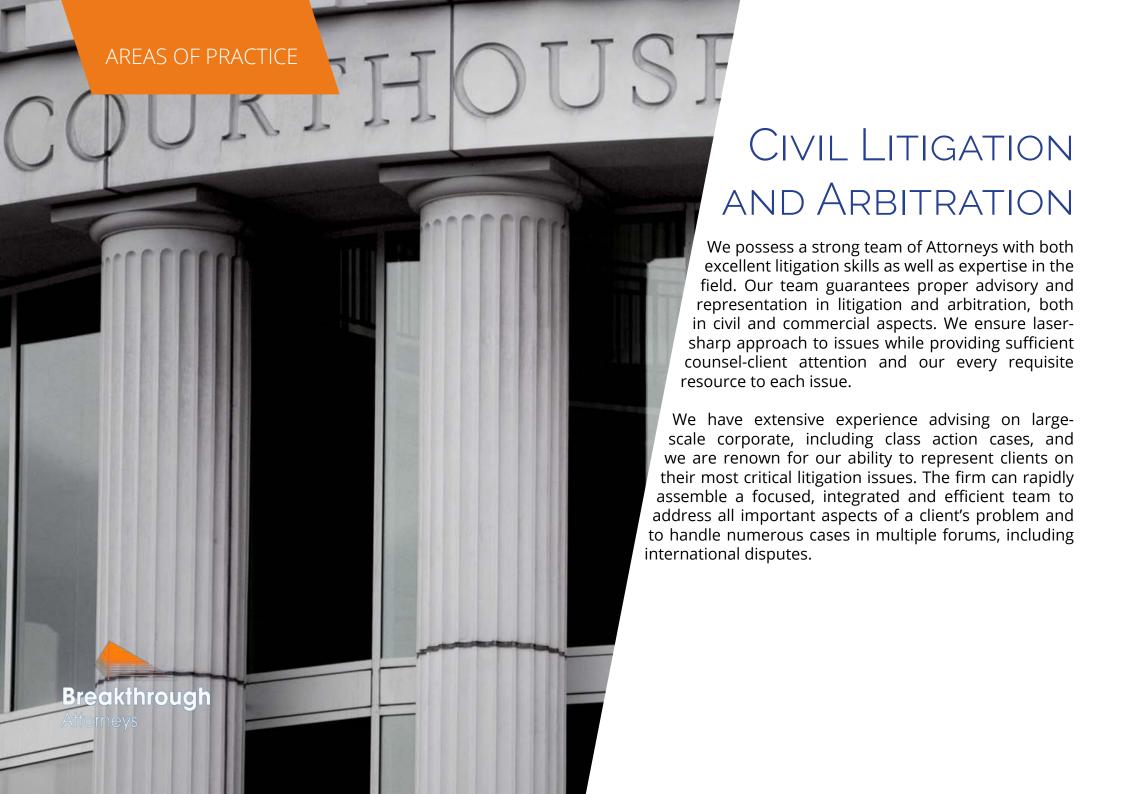
BANKRUP

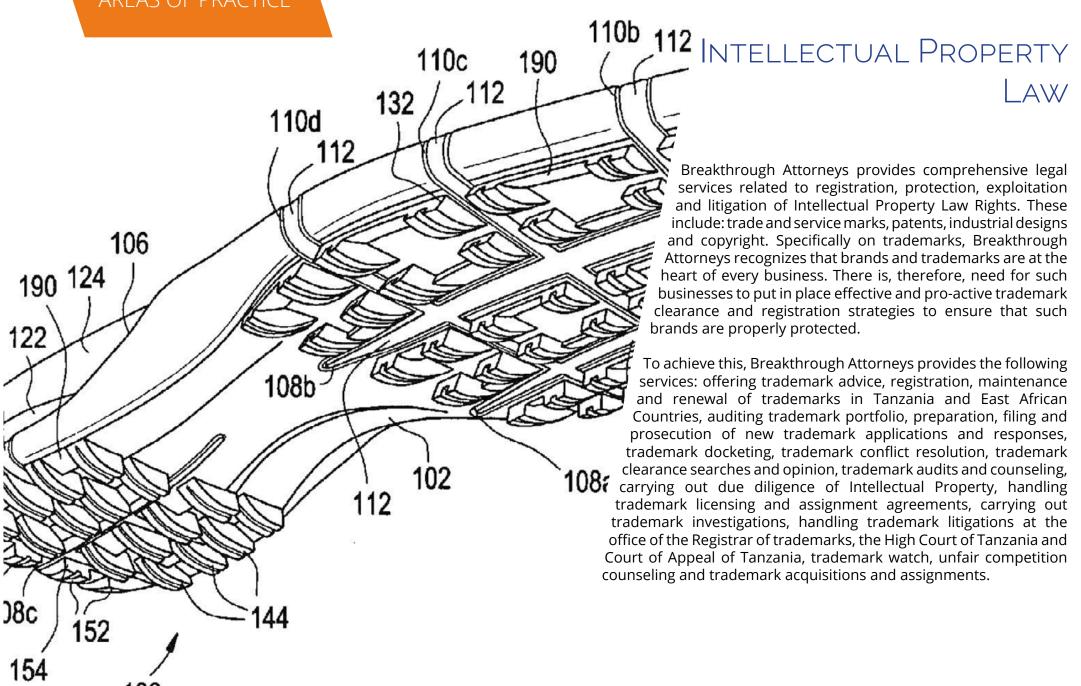
# Insolvency Law (Liquidations & Receiverships)

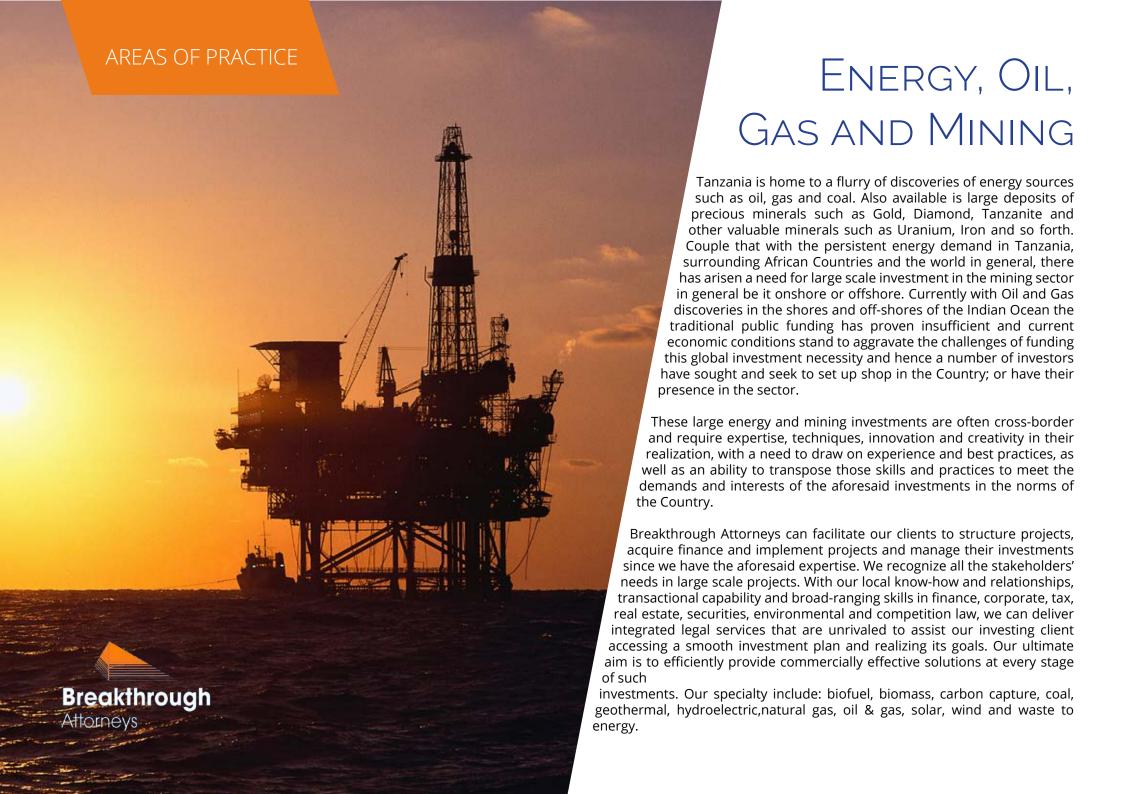
Insolvency law practice, featuring liquidations and receivership (among other aspects of insolvency law) offers a major practice area at Breakthrough Attorneys. We are renowned for our collaborative and practical outlook and our solutions-based approach to distressing insolvent situations.

Our insolvency practice is readily comprehensive and we do advise clients on the rights of creditors, best remedies for recovery of creditor's debt, the powers and responsibilities of liquidators and receivers. We have acted in liquidation matters on behalf of creditors.

Our overall goal is to provide and lend our broad-based experience and understanding of insolvency issues to formulate practical strategies for debt recovery and commercial disputes for secured and unsecured creditors, debtor companies, liquidators, receivers and managers in insolvencies under the Tanzanian law vis-à-vis other cross-border interested parties. We have acted as Receivers and Liquidators on behalf and at the interest of different clients, especially major Commercial and investment banks in Tanzania.













# Banking And Finance Law

There is an exceptional volatility in the global financial system which is subjecting market participants to extraordinary risk and uncertainty. The reassessment of risk by both lenders and borrowers has resulted in a less borrower-friendly environment and more restrictive terms in finance documents. Sporadic changes in the financial, institutional and regulatory framework have transformed the way banking business is conducted and are affecting legal arrangements. We are keen to assist and swiftly advising our clients to adapt to the new banking ways so as to help them to achieve their business objectives.

Breakthrough Attorneys has the experience and insight to help its clients navigate current financial markets in Banking and Finance Securities. We advise on all aspects of cross-border and domestic financing across a wide range of industries from manufacturing to everything in between. Our team is experienced in local and international banking and finance laws, regulations and customs. Our Advocates combined have worked for and advised over 15 local and international commercial banks, investment banks and merchant banks as well as financial institutions in all matters including drafting and execution of lending and securities documents; local banking compliance rules and regulations; bank-customer regulations; registration of securities at respective registries; and recovery and litigation proceedings at every level of the judiciary system.



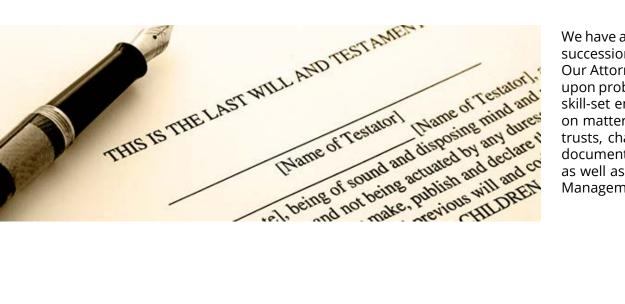
# SHIPPING AND INTERNATIONAL TRADE LAW

Our Shipping and International Trade Law practice embodies both domestic law governing maritime activities, and private international law governing the relationships between private entities and individuals that operate vessels on the oceans, also entails the rights, duties and relations between those individuals using such vessels for transportations of their goods as well as government agencies involved. Tanzania boasts an ever-growing international trade relationship with many developed countries, especially China, with the two having just signed major investment agreements worth multi-billion

Breakthrough Attorneys, in this aspect of international trade deals with matters including marine commerce, shipping, law of the sea generally, the transportation of passengers and goods by sea, and custom permits and rules as to tariffs and related matters. We also cover many commercial activities, although land based or occurring wholly on land, that are maritime in character.

Our work includes advice to clients on interpreting the scope and applicability of Tanzania's export controls, economic sanctions and determining the export and import classification of products and technologies, obtaining licenses and other authorizations, obtaining commodity jurisdiction determinations, and defending clients in tax, regulatory, be it environmental, healthy, energy, administrative and criminal enforcement actions. We frequently assist clients in the development and implementation of internal compliance programs, the conduct of internal investigations and the design of remedial

## Succession Laws and Management of Estates



We have a department composed of skilled team and experts who have handled succession matters at all levels including family negotiations to court litigations. Our Attorneys have the requisite experience in dealing with large estates either upon probate or without probate (administration of estate intestate). Our Firm's skill-set entails us providing basic and special services such as Advising clients on matters of succession and estates planning; designing and management of trusts, charities and wakfs; drafting and keeping of wills, codicils and related documents; act as trustees, executors and administrators of estates and trusts; as well as represent clients in litigious matters related to Succession Laws and Management of Estates.



# WILDLIFE AND TOURISM LAW

Being one of the richest countries in terms of the wildlife, Tanzania is home to a number of major investments related to Tourism and wildlife. With a number of Forests and Game Reserves to support tourism hunting as well as domestic Game hunting, investments in safaris, as in photographic and video safaris, trophy hunting safaris and plain tourism are booming. Equally the country has made strictest national law framework and policies in regulating such tourism and wildlife extraction.

Breakthrough Attorneys has lawyers who have experience in Wildlife and Tourism Laws and have taken part in major investment agreements in Tourism wildlife, negotiations, as well as litigation in major multi-million dollars wildlife cases. In that regard, our practice includes advising generally on wildlife issues and tourism; procuring and processing hunting permits for professional hunters as well as their business licenses (According to the new Business Licensing Act, Chapter 208 Regulations); Negotiating and Representing clients throughout whole process of bidding for hunting blocks and upon winning the bid through negotiating the investment agreement; processing tax and other regulatory requirements including environmental impact assessments on wildlife projects.



### Training



The Training wing of Breakthrough Attorneys comprises of well experienced Attorneys who have taught Law and worked with medium and large size local and International Companies. The Attorneys provide practical Legal trainings to their clients. Such trainings are aimed at adding value to clients' businesses. To this end, therefore, training programs can be designed and specifically tailored to ensure that our clients' executives and key employees understand their legal obligations as they relate to their businesses. Currently, the trainings focus on Employment Laws and practices, Corporate Governance particularly in assisting Board of Directors of various Companies to be effective and commercial matters generally.

Presentation Methodologies include: well tested case studies, role plays and team participation.

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## IMMIGRATION LAW

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## PRIVATE EQUITY

Breakthrough Attorneys has strong and dedicated private equity lawyers with vast experience in the areas of communication, energy, financial services, manufacturing, healthcare services and providers, mining & metals, and gaming & hospitality among others. We possess an in-depth local knowledge and an understanding of cross-border legal regimes through our associates and strategic partners across the globe. It is this global footprint which ensures that we have the resource to structure and assist our clients on multimillion private equity deals around the world.

# AREAS OF PRACTICE Breakthrough Attorneys

## TRANSPORT

#### AVIATION

Breakthrough Attorneys dedicated aviation lawyers are attheforefront of the industry providing a comprehensive legal service across finance, tax, corporate, dispute resolution and regulation to established and new entrants to the market including financiers, export credit agencies, arrangers, investors, manufacturers, airlines, owners and leasing companies.

Delivering local and cross-border advice and providing innovative solutions alongside associates across the globe, the firm's aviation team is at the heart of the industry combining insight and experience with technical expertise.

#### RAIL AND AUTOMOTIVE

The multi-disciplinary team of rail and automotive lawyers at Breakthrough Attorneys brings a fresh perspective to road and rail projects and transactions ranging from finance, leasing, development and regulation addressing the challenges of these markets as they continue to evolve around the world.

Our specialty include: Airports, Ports & Terminals, Automotive, Aviation, Corporate Jets, Helicopters, Rail, Roads & Bridges, Transport Asset Finance, Transport Disputes in both Arbitration and public forums.



# EMPLOYEES DISCIPLINARY PROCEEDINGS PRACTICE

Breakthrough Attorneys offers expert legal advice and assistance throughout the employment disciplinary hearing process, including preparation for the hearing, analysis of your case and how to respond, bringing related claims for unfair dismissal or discrimination where necessary; or negotiating a termination of employment.

We understand that the way a disciplinary hearing is run varies from employer to employer and can be anything from a simple meeting to a mini-trial. Summoning or being summoned to a disciplinary hearing can be distressing. There is a risk that the hearing could result in termination of employment, a formal warning that the employee must improve, or some kind of sanction being taken. The right legal case analysis and support for employers to ensure impeccable compliance with the law (as Tanzanian law is very strict and double edged in terms of mandatory and hundred percent requirement to adhere to procedures and also on reliance on a fairness of a reason for such proceedings).

Our Employment Law Department has advised widely and guided a multitude of employers and employees to help them understand more about the hearings and the procedures involved in disciplinary proceedings.



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