

FIRM PROFILE

Infinite Client Centric Services



ABOUT US

“Law is not a profession at all, but rather a business service station and repair shop” Adlai .E. Stevenson

THE Technology Law Firm located in Westlands, Nairobi

LEADER in Real Estate, Start-up Law, Intellectual Property matters and Commercial Technology transactions.

LAWYERS with over 15 years collective experience at your service

PARTNERS with financial advisors, investors, technology wizards, and players in the business world.



OUR VISION & MISSION

VISION

To position ourselves as the leading full-service global law firm providing innovative, interactive, timely, cost-effective, tailor-made, effective and efficient legal solutions to our clients.

MISSION

To provide exemplary and client-centric solutions to all legal services consumers thereby transforming the legal profession and society.

CORE VALUES

Integrity | Service | Professionalism | Partnership | Innovation | Service

In acknowledging the ever-changing, multifaceted, multidimensional and multifunctional legal and business worlds the Firm is committed to providing customized one-stop, non-stop, end-to-end global services suited to the client needs as we grow our practice.

The Firm has positioned itself as a trusted legal partner for start-ups. We recognize that every business requires and deserves a legal brain that understands the ecosystem within which it operates.

- **Structuring the Business-** We advise on the best legal structure for the innovative enterprise including sole proprietorships, partnerships, companies, public private partnerships, and joint ventures;
- **Streamlining the Founder's Dynamics-** We examine the vision and growth objectives of the business vis-à-vis that of its people and advice, structure and secure the founder's interests. We also assist in navigating the murky waters of exit;
- **Compliance & Risk Assessment** relating to industry specific regulatory frameworks, obtaining the necessary licenses & approvals from the regulatory bodies, review of acts and documentation of the business, and market practices to ensure compliance;
- **Linkages with Accelerators-**Through our vast network, D&J Law acts as a conduit between start-ups and potential investors to secure the right seed capital for each business. We also undertake a vigorous due diligence assessment on the start up to ensure its affairs are in order prior to approaching any potential investor;
- **Intellectual Property Rights Protection-**We examine the start-up's services and products catalogue, branding & marketing strategies, business models, innovations and advice on the associated intellectual property rights;
- **Tax Advisory-**We advise start-ups on the initial considerations that relate to taxes affecting a start-up business depending on the vehicle and nature of business.
- **Talent Acquisition & Retention-** We take cognizance that the success of any business is heavily dependent on the human capital, as such, we explore the options to attract and retain the best talent. We structure employment contracts, set up Employment Share Ownership Plans (ESOPs), Employee Share Scheme (ESS), and the Phantom Stock Options (PSOs).





D&J Law strives to be the first truly African technology law firm. With Kenya as the Silicon Savannah, we aim at being a legal cornerstone for businesses in the tech space to enable them grow into world-leading technology entities that exploit the increasing opportunities in the interconnected ecosystem.

We lead our clients through the maze of commercial issues that arise in connection with;

- **The acquisition, development, adoption and commercialization of new technologies and IP assets** including Patent Applications, registration of copyright & trademarks, preparation of Non-Disclosure Agreements (NDAs);
- **Mergers and Acquisitions;**
- **Share capital variations** including capital and structural reorganizations, share transfers and allotments;
- **Tax considerations** depending on the vehicle and nature of the business;
- **Capital markets** offering transaction including Initial Public Offerings (IPOs), secondary and follow-on share offering, high yield debt and bridge financing, convertible debt offerings, equity-linked securities, private equity and mezzanine financing and asset backed securities;
- **Company Secretarial Services** including custody and maintenance of statutory books including the Register of Members, Directors and Secretaries, Minute Book and other statutory documents; and
- **Assessment of businesses' data privacy and protection strategies** and bring practical compliance solutions to the myriad data protection laws.

INTELLECTUAL PROPERTY LAW



We categorize Intellectual Property (IP) as a key asset for all businesses (especially startups) and thus recognize the need to protect these rights as a critical survival and growth strategy.

Consequently, the D&J Law Intellectual Property Team assists businesses and individuals in several key IP areas:

- Registration of IP including trademarks, patents, copyrights, industrial designs, utility models, trade secrets and trade names in Kenya via KIPI and the Kenya Copyright Board, regionally via ARIPO and OAPI and globally via WIPO;
- Drafting licensing, user, assignment, technology transfer, franchising and non-disclosure agreements pertaining to intellectual property;
- Advising on royalties;
- Conducting IP asset due diligence and audit to highlight related risks and identify opportunities;
- Advising on unfair competition relating to IPs such as trademark infringement, false advertising, unauthorized substitution, bait-and-switch tactics, misappropriation of trade secrets, below-cost selling, dumping, and rumor mongering;
- Brand protection and reputation management;
- Handling opposition actions, infringement and passing off actions, anti-counterfeits actions before the KIPI Tribunal as well as handling appeals before the High Court and the Court of Appeal and other jurisdictions;
- Advising on new laws and regulations governing the protection of unique ideas and innovations;
- Advising on new and creative ideas that increase the value of the clients' IP portfolios.



The Firm takes pride in its expertise to structure and handle the most complex real estate transactions including but not limited to mixed-use developments, joint venture real estate projects, sale & leaseback transactions etc.

D&J Law offers the following services under Real Estate;

- Conducting due diligence on properties, individuals and corporates in property acquisition and disposition;
- Representing developers in structuring real estate developments, negotiating sale agreements and leases and registration of the leases for unit buyers;
- Representing corporates and individuals in all forms of land sale and purchase transactions including financed purchases;
- Drafting and negotiating short term commercial leases and tenancy agreements;
- Advising and acting for various clients in the process of Amalgamation, Change of User, Extension of lease and Renewal of Leases;
- Rendering legal advisory services on all the relevant land use, land management, planning and zoning laws in Kenya;
- Legal advisory services on the core land laws such as the National Land Commission Act, the Land Act, the Land Registration Act and the Sectional Properties Act; and
- Obtaining the relevant consents, approvals, and permits as well facilitating payment of land rates and rent.

NOTABLE TRANSACTIONS



Over the years, the Partners and Associates in the Firm have handled the following notable transactions/projects;

A. REAL ESTATE

- The Pangani Estate Affordable Housing Project under the Big Four Agenda being realized through a **Joint Venture** basis to develop 1,000 mixed units;
- Structuring of a development along the beach in Malindi consisting of 24 residential units, hotel and conference facilities, thereby, handling the **concept of time share ownership**;
- Transfer of 77 freehold properties in a development to respective purchasers, facilitated the handover process, the incorporation of the management company, formulation of management rules and regulations, allotment of shares and issuance of share certificates;
- Extension & renewal of Leases, Change & extension of user over various properties;
- Restructuring of a Real Estate Development including the review of the development's legal structure with the end goal of making the estate a **controlled development**;
- Processing of Sub-leases in various developments in Nairobi, Kiambu and Mombasa;
- Overseeing to the preparation and registration of **Sectional Plans** and the consequent registration of **sectional titles**.
- Represented a client in disposing off its Property at Kshs. 230,000,000/= including the preparation of assignment of leases, discharge & indemnity agreements.
- Represented a purchaser in the acquisition of Property the subject value Kshs. 900,000,000/=

NOTABLE TRANSACTIONS

B. COMMERCIAL TECHNOLOGY & IP TRANSACTIONS

- Reviewed and advised a Netherlands based Lender with interests in Kenya, Uganda and Rwanda and saw to the setting up of security agent to enable the structuring of its lending.
- Handled Intellectual Property applications in East Africa, OAPI and ARIPO registries including patents, trademarks, service marks, utility models and industrial design and as an emerging area of law.
- Undertook the Transfer of the Business of a top cosmetic retailer the subject value of Kshs. 1,000,000,000;
- Undertook the setting up of a Private Security Firm and the consequent licensing by the Private Security Regulatory Authority;
- Has undertaken the setting up of Microfinance Institutions including obtaining the requisite approvals from the Central Bank of Kenya;
- Audited 25 affiliated Companies for a Client to ensure that they were fully and legally compliant and consequently prepared a Legal Compliance Advisory and Schedule;
- Acted for a Chinese Telecommunication company in its legal audit and due diligence to ensure compliance with the NICT Policy guidelines, 2020 on 30% local shareholding;
- Structured the acquisition and recapitalization of the shares of a company for a consideration of Kshs. 3 billion.



NOTABLE TRANSACTIONS

C. START-UP LAW & FINANCING TRANSACTIONS

- Working with several start-ups from pre-seed to seed financing, the firm has structured investments in the form of Debt, Equity and Convertible debt.
- The Firm has reviewed the term sheets and investment rights Agreement for Series A Financing with ticket sizes of \$100,000 to \$800,000.
- Audited over 100 start-ups to ensure that they are legally compliant prior to approaching any potential investors including VCs, PEs, Angel Investors, Banks and individual lenders.

Other notable financing & banking transactions include

- Advising and acting for a top retailer in a mezzanine financing transaction by an international investor the subject value of Kshs. 1,000,000,000.
- Advising on structuring of a syndicated cross-border facility the subject value of Kshs. 2 Billion;
- Drafting and perfection of securities in favour of Co-operative Bank of Kenya Limited including the registration of a charges ranging from Kshs. 670,000,000 to 1,000,000,000;
- Drafting and perfection of securities in favour of Equity Bank, KWFT, Mayfair Bank, Family Bank, Sidian Bank, Stanbic Bank, and BOA.
- Preparation and perfection of securities in favour of SACCOs including handling their debt collection services; Kenya Bankers SACCO; Chai SACCO; Jamii SACCO; Mwalimu National SACCO; Kenpipe SACCO; Ufanisi SACCO and the Youth Enterprise Development Fund.



OUR TEAM

*"On this team, we are united
in one common goal: to
achieve greatness together."*



**DIANA M.
NDUNG'U**

Founding Partner



**JACKLYNE W.
KANU**

Founding Partner



**MARION W.
GITHOGORI**

Associate



LET'S SIP TEA!

Phone: +254717574176/+254722168224

Email: info@dnjlaw.co.ke

Website: www.dnjlaw.co.ke



Aly's Center

6th Floor

Muthithi/Mpaka Junction

TESTIMONIALS

“D&J Law is client centric, the atmosphere in the firm is relaxing and accommodative. I was treated with great patience and care. They invested reasonable time to probe and understand my legal problems and offered quick and effective solutions.”

Dominique Kavuisya

CEO & Director, Taimba Limited

“D&J Law has an exemplary follow up on matters. I was amazed on how often they kept me updated till the completion of my matter. Noteworthy, in the whole updating process they put my opinions into consideration and offered me professional advice.”

Chrisanthus Silali

CEO & Director, Geneplus Global Limited

“D&J Law inputs diverse legal knowledge and skills in executing its work. Their services are beyond my expectation.”

Edwin Wachira

Founder & Director, Just Brands