

Profile

Overview

Isaac Ntombela is a Partner and Head of the Commercial Business Unit of the firm Minchin & Kelly (Botswana). Isaac has advised local and international companies on general commercial law (including all aspects of transactional law, mergers and acquisitions, competition law and tax law), employment law advisory, insurance, licensing and regulation, corporate law (including advising on company formations and registrations, corporate governance, general company law compliance aspects).

Isaac regularly advises clients on procurement law and has in-depth detailed knowledge regarding the Public Procurement Act and the Public Private Partnership Policy. He was involved and acts for the Government of Botswana in a multibillion-dollar proposed coal to liquid public private partnership project.



Experience

- Lead legal advisor in a multibillion-dollar proposed XTL PPP Project. Advised on structuring and implementation aspects including drafting and reviewing various documents for the Project such as the PPP Agreement, Implementation Agreement term sheet, conducting legal feasibility study, drafting legal risk matrix, and conducting bidder due diligence as well as dealing with overall management of the legal team
- Acting as advisor to an Australian listed mining company in its proposed development of a copper mine in the Ghanzi District in the western part of Botswana. Provided a full suite of advice including dealing with various listing aspects, financing, and mining licenses
- Local advisor to Botswana registered mining company in the proposed acquisition of the company's entire issued share capital including acquisition of the company's subsidiaries and related companies
- Advised a multinational beverages company in various transactions including the acquisition of the soft drinks business from a Botswana beverages company and the sale and acquisition of various intellectual properties

Contact

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Minchin & Kelly (Botswana)



Isaac Ntombela



- Lead advisor to a Netherlands headquartered tourism entity in its acquisition of three target enterprises in Botswana
- Drafting, reviewing, and advising extensively on various transactional documents including lease agreements, sale agreements, share sale agreements and construction contracts, as well as conducting various due diligence investigations
- Advising multinational companies on Botswana tax law, including advice on corporate taxation in Botswana, tax reliefs, double taxation agreements, exemptions on tax and special tax regimes
- Conducting due diligence investigations including on the following entities: Khoemacau (Pty) Ltd, Supa Swift Botswana (Pty) Ltd, Fluid Systems (Pty) Ltd, Fluid Systems North (Pty) Ltd, Espire (Botswana) (Pty) Ltd, Kubu Enterprises (Pty) Ltd and others
- Drafting varied employment contracts, advising on retrenchments, and advising on aspects of employment, employee benefits and immigration law related aspects in M&A transactions
- Advising a diamond machinery manufacturer on the infringement of a diamond cutting machine patent
- Advising on company conversions, including conversion of an external company to a local subsidiary, conversion of a foreign company into a local entity and conversion of a close company into a private company



Memberships

- Law Society of Botswana
- Botswana Qualifications Authority, Accredited Law Lecturer: 2010



Related practice areas

- **Capital Markets** – Debt and equity capital structuring. Establishment of Note, Programmes and introduction to the BSE Main Board
- **Energy and Infrastructure** – Project Structuring, Negotiating Government Support Arrangements, Drafting and negotiating PPAs and key subcontracts, Risk Allocation
- **Project Finance** – Acting for Sponsors and Lenders (including DFIs and multilaterals), Primary and Secondary Market limited recourse financing
- **Restructuring** – Pre-sale and post-merger, Leading experience in carve-out transactions, Transitional arrangements
- **Real Estate** – Diligence/title investigation, Change of control consents, Separation issues
- **M&A** – Shares and assets, Domestic and cross-border, Locked box/completion accounts Project/auction, management W&I insurance
- **IP/Technology** – Brand separation, IT transitioning, Diligence
- **Corporate** – Establishments of companies and OPV's Mergers and Acquisitions
- **Mining** – From startup, day-to-day operations to divestment or mine closure
- **Tax** – Deal structuring, Deal protection (warranties and indemnities), Diligence
- **Employment** – Employee consultation, Senior management contracts, Share schemes, Pensions
- **Regulatory** – Diligence: environmental, H&S, anti-bribery, white collar, Consents and approvals, Indemnification
- **Competition** – Merger clearance, Sell side anti-trust analysis, Diligence (contracts, working practices, etc.)



Education

- LLB (cum laude), University of Pretoria, 2009
- Certificate in Islamic Commercial Law, CIMA, 2014
- MBA in Organizational Leadership, The University of Zambia Institute of Distance Education, 2022



Admission

Attorney: 2011



Related sectors

- Consumer Goods and Retail
- Energy and Natural Resources
- Financial Services
- Industrials
- Infrastructure, Construction and Transport
- Aviation



- Insurance
- Life Sciences
- Media, Sport and Entertainment
- Real Estate
- Technology

Languages spoken

- English, Setswana

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