

# STBB



STBB COMMERCIAL DEPARTMENT  
**CAPABILITY STATEMENT**







# The Firm

Established in 1900, STBB is a national firm of more than 100 business-minded lawyers practicing from 13 offices throughout South Africa. By understanding our clients' needs and objectives, we strive to deliver cost-effective, creative and result-driven legal solutions for all business and personal matters.

We are committed to developing lasting, trusted and close working relationships with our clients.

**13**

**BRANCHES**

**44**

**DIRECTORS**

**119**

**PROFESSIONALS**

**358**

**SUPPORT STAFF**



# Our Corporate & Commercial Services

Our skilled and experienced Corporate and Commercial team provides proactive and commercially focused advice to a diverse range of clients, ranging from start-up businesses to listed companies. With our expertise, knowledge and commercial awareness, we specialise in advising on commercial negotiations and transactions spanning a wide range of sectors. We assist our clients in realising their objectives by adding value in the most practical and cost-effective way, and above all, by our commitment to the success of the deal.

We offer the following services:

## STRUCTURING AND CORPORATE GOVERNANCE

- General structuring of companies (private and public), close corporations, non-profit companies and public benefit organisations, trusts, joint ventures, partnerships, agency and other forms of business associations and strategic alliances;
- Broad-Based Black Economic Empowerment structures and advice;
- Group and related party reorganisations under the Income Tax Act;
- Delisting of listed companies;
- Advising on the responsibilities and fiduciary duties of directors of private and public companies and other corporate governance related matters;
- Director removals;
- Business rescue; and
- Assisting foreign clients to establish businesses in South Africa and the rest of Africa.

## MERGERS AND ACQUISITIONS

- Due diligence reviews and reports;
- Sale and purchase agreements, including in respect of shares, members' interest, assets and businesses;
- Subscription and share buy-back agreements;
- Management buy-out;
- Schemes of arrangement;
- Takeover Regulation Panel submissions;
- Shareholders' agreements;
- Memoranda of Incorporation;
- Employment agreements;
- Restraints of trade;
- Security instruments; and
- Board, shareholders' and trustees' resolutions.





## HOSPITALITY AND LEISURE

We assist developers, owners and operators of lodges, hotels, resorts, casinos, serviced apartments, and conference and convention centres, homeowners associations, sectional title schemes and rental pools, local and international branded and third party hotel management companies in the hospitality and leisure sector with:

- Agreements relating to the development phase including building and development agreements;
- Franchise agreements;
- Hotel management agreements;
- Marketing and licence agreements;
- Technical services and pre-opening agreements;
- Lease agreements; and
- Contracts with suppliers and service providers.

## IMMOVABLE PROPERTY

- Acquisitions and disposals, including of rental enterprises;
- Property finance agreements and security instruments;
- Commercial, industrial and residential property developments;
- Residential, commercial and development lease agreements;
- Property company and joint venture structures, including residential property funds;
- Retirement schemes, sectional title and share block schemes;
- Lease agreements;
- Share blocks;
- Lease development agreements;
- Property and development management agreements;
- Options and rights of first refusal agreements;
- Fractional ownership and co-ownership agreements; and
- Homeowners' associations.



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CHINA



## OTHER AREAS OF EXPERTISE

- Legal opinions;
- Mandates;
- Non-disclosure and confidentiality agreements;
- Letters of intent and memoranda of understanding;
- Loan agreements;
- Escrow agreements;
- Angel, venture capital and private equity investments;
- Convertible notes and SAFE agreements;
- Project finance agreements;
- Employee share and other incentive schemes;
- Agency agreements;
- Supply and distribution agreements;
- Manufacturing agreements;
- Information technology;
- Renewable energy projects, including developer project development agreements, PPA and EPC agreements;
- Indemnity agreements;
- Franchise and licence agreements; and
- Service level agreements.

# Meet the Directors



## ADAM ISMAIL

Mergers & Acquisitions

**Position** Director  
**Location** STBB Claremont  
**Tel** +27 (0)21 673 4700  
**Email** adami@stbb.co.za

Adam serves as head of STBB's Corporate & Commercial Department.

He graduated from the University of Cape Town with BA (1995) and LLB degrees (1998). Adam specialises in mergers and acquisitions in South Africa and Africa and he has acted for a range of clients in the local and international arena, both in the listed and unlisted environment.

He has extensive experience in Black Economic Empowerment (BEE) transactions and has advised on a number of significant BEE deals. Adam has substantial experience in commercial real estate transactions where he has been involved in the structuring and implementation of a number of high-profile property development transactions and sales as well as assisting multinationals investing in both South Africa and sub-Saharan Africa. In addition, Adam has experience in employee share incentive schemes. His expertise has been recognised by various international research organisations over the last two decades, including Chambers Global, Legal 500, IFLR1000 and Best Lawyers.

## ANDREAS TSANGARAKIS

Mergers & Acquisitions

**Position** Director  
**Location** STBB Claremont  
**Tel** +27 (0)21 673 4700  
**Email** andreast@stbb.co.za

Andreas graduated from Rhodes University with an LLB and has an LLM (specialising in Commercial Law) from the University of Cape Town. Andreas is a Director in STBB's Corporate and Commercial department. He has experience in drafting various contracts and resolutions for commercial transactions, including mergers and acquisitions in the private sector. He specialises in advising on internal company group restructuring transactions, as well as commercial property and finance related transactions.





## JACQUES BLIGNAUT

Mergers & Acquisitions, Labour Law,  
Tax and Estates

**Position** Director  
**Location** STBB Claremont  
**Tel** +27 (0)21 673 4700  
**Email** jacquesb@stbb.co.za

Jacques graduated with a BCom and LLB from Stellenbosch University and holds an LLM in Commercial Law from UNISA. He joined STBB from CK Friedlander when the two firms merged in 2012. He practices in all aspects of Commercial Law, which includes drafting of all types of commercial agreements, advising on commercial structures, and restructuring of companies and other business entities. He also advises on estate planning, general aspects of tax and trusts.



## MICHAEL BROMLEY

Mergers and Acquisitions &  
Hospitality and Leisure

**Position** Director  
**Location** STBB Claremont  
**Tel** +27 (0)21 673 4700  
**Email** michaelb@stbb.co.za

Michael's key focus areas for providing legal services are the development and operation of green and brown field projects such as convention centres, casinos, hotels, resorts, game farms, lodges and tented camps.

His specialist services include advising on and drafting agreements relating to the corporate structuring of developers and owners, establishment of special purpose vehicles, shareholder relationships and financing, land tenure issues, and structuring relationships with stakeholders during the development (tender and construction) and operational phases.

The agreements ordinarily associated with projects of that nature consist of lending and security instruments, development agreements, shareholders' agreements, leases, license agreements, and franchise and hotel management agreements.

Michael has negotiated for and against various international branded hotel management companies and third party operators. He has over many years of practice in this sector built up considerable experience and in-depth knowledge of their standard form agreements. These include Accor, Starwood/Marriott, Hilton, Hyatt, Radisson and Club Med.

# Senior Associates



CANDICE  
ROBERTS



CLAUDIA  
GEES



SAMANTHA  
FISH

# Contact Us

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## JOHANNESBURG

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