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The International Comparative Legal Guide to:

Mining Law 2018

5th Edition

A practical cross-border insight into mining law

Published by Global Legal Group, with contributions from:

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Published by
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Email: info@glgroup.co.uk
URL: www.glgroup.co.uk

GLG Cover Design
F&F Studio Design

GLG Cover Image Source
iStockphoto

Printed by
Ashford Colour Press Ltd
September 2017

ISBN 978-1-911367-74-1
ISSN 2052-5427

Strategic Partners

MIX
Paper from responsible sources
FSC® C011748

General Chapter:

Country Question and Answer Chapters:

Chapter 2

Angola

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1 Relevant Authorities and Legislation

1.1 What regulates mining law?

The Mining Code, approved by Law 31/11, of 23 September 2011 ("**Mining Code**"), is the cornerstone of the legal regime of the mining industry. This statute regulates the activities of exploration, evaluation, reconnaissance, mining and marketing of mineral resources in general. In addition to the above statute, other relevant statutory and regulatory acts need to be considered, including: (i) Presidential Decree 231/16, of 8 December 2016, which classifies rare metals and rare earth elements as strategic minerals; (ii) Presidential Decree 163/16, of 29 August 2016, which approves the policy for the marketing of rough diamonds; (iii) Presidential Decree 158/16, of 10 August 2016, which approves the mineral administrative infringements regime; (iv) Order 255/14 of 28 January 2014 of the Ministry of Geology and Mines, on monitoring of posting of bonds and payments of surface fee and royalties under the Mining Code; (v) Presidential Decree 2/14 of 2 January 2014, on the Market Regulation Agency for Gold, whose main purpose is to organise, regulate and supervise the gold market; and (vi) Order 2/03 of 28 February 2003 of the National Bank of Angola, which establishes the foreign exchange regime for holders of mineral rights.

1.2 Which Government body/ies administer the mining industry?

The main regulatory bodies are the Head of the Government ("**HOG**"), the Ministry of Geology and Mines ("**MGM**"), the Ministry of Finance and the Angolan Central Bank ("**BNA**").

Empresa Nacional de Diamantes de Angola – Endiama E.P. ("**Endiama**" – which is deemed as the national concessionaire for diamonds, rare metals and rare earth elements) and *Empresa Nacional de Ferro de Angola* – Ferrangol – E.P. ("**Ferrangol**" – which is the national concessionaire for iron, gold and other miscellaneous minerals) have certain regulatory and supervisory powers. It is also worth mentioning the Market Regulatory Agency for Gold (approved by Presidential Decree 2/14, of 2 January 2014), but this is still waiting for effective implementation, which has as a main purpose to organise, regulate and supervise the gold market.

1.3 Describe any other sources of law affecting the mining industry.

There are many other miscellaneous statutes applicable to the mining industry, such as the private investment law (Law 14/15 of 11 August 2011), the general labour law (Law 7/15 of 15 June 2015), the foreign exchange law (Law 5/97 of 27 June 1997) and the environmental law (Law 5/98 of 19 June 1998), among others.

2 Mechanics of Acquisition of Rights

2.1 What rights are required to conduct reconnaissance?

There is no specific title to carry out isolated reconnaissance activities (please see our comments in question 2.2 below).

However, under the Mining Code, private entities may carry out geological mineral investigations and produce geological information under a public-private partnership structure and under the methodological supervision of the Public Geological-Mineral Services, provided that (i) such public-private partnership is duly justified (since, as a rule, the Government is the entity responsible for this activity), and (ii) a proper authorisation is obtained from the MGM.

2.2 What rights are required to conduct exploration?

As a rule, to carry out exploration activities, the investor is required to negotiate and enter into with the MGM and/or a national concessionaire entity for a given mineral a mineral investment contract ("**MIC**"). However, for exploration and mining of mineral resources used in civil construction and public works, a mineral permit suffices. In respect of artisanal activities, only a mineral ticket is required.

Focusing now on industrial mining, the Mining Code adopted a single-contract model (the MIC) under which mineral rights are granted, from the outset, for the whole mineral process (exploration, evaluation, reconnaissance, mining and marketing). The Mining Code divides the mineral activities into three phases (reconnaissance and exploration stage, appraisal stage and mining stage), although explicitly stating that the rules, rights and obligations covering the three phases are to be set forth in the relevant MIC.

MICs may be entered into further to either (i) a spontaneous application, or (ii) a public tender. Public tenders may be optional or compulsory, depending on the geological potential of the relevant area and/or the qualification of the mineral to be exploited as strategic or non-strategic. Minerals may be classified as strategic by the Government depending on their economic relevance, its use for strategic purposes or other specific technical mining aspects. Other relevant criteria to qualify a mineral as strategic are its

rarity, its impact on economic development, the demand on the international market, the impact on its exploitation on job creation, its technological relevance, the impact of its exploitation in the balance of payments and/or its relevance for the military industry. Diamonds, gold and radioactive minerals are expressly qualified as strategic minerals in the Mining Code. Presidential Decree 231/16, of 8 December 2016, recently also classified rare metals and rare earth elements as strategic minerals.

In the absence of mandatory public tender, according to the requirements set forth in the Mining Code, the mineral rights may be granted on a first-come, first-served basis to the applicant who evidences the technical and financial capability required to carry out the relevant mineral activities.

Although all mineral rights (from exploration to marketing) are formally granted from the outset by means of a MIC, the holder of the mineral rights must obtain an exploration title – to be issued upon the approval of the MIC – and, subsequently, a mining title, in order to commence the mining activities in relation to each phase.

The transition from the exploration phase to the mining phase depends on the preparation and approval of a technical, economic and financial viability study (which must include an environmental impact study). Upon approval of this study by the MGM, a mining title should be issued.

2.3 What rights are required to conduct mining?

Please see our comments in question 2.2 above.

2.4 Are different procedures applicable to different minerals and on different types of land?

Depending on the geological potential of the relevant area and/or the qualification of the mineral to be exploited, the mineral rights may be granted further to either (i) spontaneous applications, or (ii) public tenders. The type of land is not a criterion to take into consideration for this purpose.

2.5 Are different procedures applicable to natural oil and gas?

Yes. The award of mineral rights for oil and gas exploitation is subject to a specific and comprehensive set of rules. The most relevant legal statute in this respect is the petroleum activities law (approved by Law 10/04 of 12 November 2004).

3 Foreign Ownership and Indigenous Ownership Requirements and Restrictions

3.1 What types of entity can own reconnaissance, exploration and mining rights?

Pursuant to the relevant provisions of the Mining Code, mineral rights for exploration and mining may be granted to any entities associated under structures foreseen in the law (such as incorporated or unincorporated JVs), provided that the following requirements are met: (a) the associates satisfy the conditions established in the Mining Code to access mineral rights; and (b) the associates are jointly and severally liability for compliance with the mineral obligations.

3.2 Can the entity owning the rights be a foreign entity or owned (directly or indirectly) by a foreign entity and are there special rules for foreign applicants?

As a rule, mineral rights may be owned directly or indirectly by a foreign entity. However, the latter are required to either register a branch or incorporate a company in the country to carry their business activities.

There are no special rules for foreign applicants. All the above apply to both national and foreign applicants. However, there are certain rights that may only be granted to Angolan citizens/entities (please see our comments in question 3.4 below) and foreign applicants may be required to engage national entities in their activities.

3.3 Are there any change of control restrictions applicable?

No express change of control restrictions are provided for in the law. However, the assignment, transfer or, more broadly, the disposal of mineral rights, is subject to a number of restrictions (please see our comments in question 5.1 below).

3.4 Are there requirements for ownership by indigenous persons or entities?

As a rule, no local content requirements apply to the mining industry. However, there are some exceptions, as in the case of mining artisanal activities, which may only be carried out by Angolan citizens, and mineral rights for civil construction and public works minerals and mineral-medicinal waters exploitation, which may only be granted to either Angolan citizens or legal persons having at least two thirds of its share capital owned by Angolan citizens.

As concerns diamonds, Endiama has been acting as the (exclusive) national concessionaire and is consistently engaged in projects as both a member of unincorporated joint ventures for the exploration stage and shareholder of the companies incorporated for the mining stage, either directly (prior to the enactment of the Mining Code) or through an Angolan subsidiary company wholly owned by Endiama. Recently, Endiama has also become the national concessionaire for rare metals and rare earth elements.

Ferrangol is a State-owned company and the national concessionaire for iron, gold and other miscellaneous minerals. Ferrangol usually associates itself with both national and foreign partners, through either unincorporated or incorporated joint ventures.

3.5 Does the State have free carry rights or options to acquire shareholdings?

As a consideration for the granting of the mineral rights for mining and marketing, the State is entitled to participate in mineral production (i) through a State-owned company holding an equity of at least 10% in the company to be set up for the mining phase, and/or (ii) receiving a share of the production in kind, in terms to be negotiated and defined taking into consideration the production cycles (as a rule, the State's share should increase along with the increase of the internal rate of return of the project).

4 Processing, Refining, Beneficiation and Export

4.1 Are there special regulatory provisions relating to processing, refining and further beneficiation of mined minerals?

Specific provisions apply to diamond cutting.

4.2 Are there restrictions on the export of minerals and levies payable in respect thereof?

The exportation of minerals is subject to licensing/clearance by the relevant body of the Ministry of Commerce and the Customs National Service, as well as notification to the MGM.

Prior to the export, strategic minerals must be valued and sorted using, whenever the circumstances or the nature of the minerals so require, an internationally renowned evaluation entity retained for such purpose. The producer has the right to use its own evaluator in all stages of the valuation process.

All minerals extracted in and exported from Angola must have a certificate of origin issued by the relevant authorities.

The exportation of minerals legally extracted and processed is not, in principle, subject to payment of duties or other customs charges, except for stamp duty and the customs officers' personal fees. However, mineral resources that are exported without being processed are subject to a 5% custom duty of their market value.

5 Transfer and Encumbrance

5.1 Are there restrictions on the transfer of rights to conduct reconnaissance, exploration and mining?

Mineral rights may be transferred to third parties, provided such transfer is previously authorised by the MGM or HOG, as the case may be. Transfer of mineral rights may only be authorised if the projected assignee meets the same technical and financial requirements of the transferor and is subject to the payment of fees and charges.

The transfer of mineral titles (i) must be recorded in the relevant exploration and/or mining title, with an express reference to the new holder and the transfer authorisation, and (ii) is subject to the same publication requirements as the original rights award.

5.2 Are the rights to conduct reconnaissance, exploration and mining capable of being mortgaged or otherwise secured to raise finance?

Mining rights may only be pledged to secure loans taken by the concessionaire to fund the geological mineral activities covered by the concession title.

6 Dealing in Rights by Means of Transferring Subdivisions, Ceding Undivided Shares and Mining of Mixed Minerals

6.1 Are rights to conduct reconnaissance, exploration and mining capable of being subdivided?

No, they are not.

6.2 Are rights to conduct reconnaissance, exploration and mining capable of being held in undivided shares?

No, they are not.

6.3 Is the holder of rights to explore for or mine a primary mineral entitled to explore or mine for secondary minerals?

Rights over accessory minerals must be expressly mentioned in the titles. Otherwise, the holder of the mineral rights does not have the right to exploit them. The exception relates to strategic minerals or minerals subject to a special framework, which are always subject to a new award procedure.

It is also worth noting that primary and secondary diamond deposits are deemed, from a legal standpoint, as different minerals and therefore, mineral rights over each one of these types of deposits must be expressly granted under the relevant MICs and mineral licences.

6.4 Is the holder of a right to conduct reconnaissance, exploration and mining entitled to exercise rights also over residue deposits on the land concerned?

Mineral rights cover a specific mineral or minerals (main and/or accessory) discovered within a specific area. If the residue deposits, cumulatively, are related to one of the minerals covered by the title and are located within the relevant area, the holder is allowed to exploit them.

6.5 Are there any special rules relating to offshore exploration and mining?

Yes. The Mining Code contains specific rules for mineral activities in the sea.

7 Rights to Use Surface of Land

7.1 Does the holder of a right to conduct reconnaissance, exploration or mining automatically own the right to use the surface of land?

The granting of mineral rights does not imply the transfer of ownership over the areas awarded for geological mineral investigation or over the land where mineral occurrences are located, but grants the holder of the relevant mineral rights the right to use and exploit such land against payment of surface fees.

In the case of privately owned land and areas in the private domain of the State or a public entity, the holder of mineral rights may only use the land upon obtaining the consent of the owners and/or possessors, in terms to be agreed between the holder and the owner (consent is deemed to be granted upon deposit of the annual rent and the posting of a provisional bond).

In case the concessionaire fails to reach an agreement with the owners and/or possessors during the mining phase, operations may not commence until the land is acquired by the holder or expropriated by the State on grounds of public interest.

Holders of mineral rights are entitled to request the creation of easements required for full exercise of their rights, rights of way included.

7.2 What obligations does the holder of a reconnaissance right, exploration right or mining right have *vis-à-vis* the landowner or lawful occupier?

Please see our comments in question 7.1 above.

7.3 What rights of expropriation exist?

Please see our comments in question 7.1 above.

8 Environmental

8.1 What environmental authorisations are required in order to conduct reconnaissance, exploration and mining operations?

All projects that by nature, dimension or location may have an impact on the environment and social balance and harmony are subject to an environmental impact assessment ("**EIA**"), made on a case-by-case basis. In the case of the mining industry, holders of mineral rights are required to complete and obtain approval of a mandatory EIA prior to transitioning into the mining phase.

8.2 What provisions need to be made for storage of tailings and other waste products and for the closure of mines?

The mandatory EIA mentioned in question 8.1 above must contain, among other information, a waste management plan and an abandonment plan. Mining companies are also required to create legal reserves in an amount of 5% of the capital invested in the relevant project for mine closure and environmental restoration.

Mining companies are also subject to the requirements provided for in the general environmental statutes applicable to all industries, such as, without limitation, the waste management regulations, approved by Presidential Decree No. 190/12, of 24 August 2012.

8.3 What are the closure obligations of the holder of a reconnaissance right, exploration right or mining right?

Upon completion of the works, the holders of mineral rights must restore the land and landscape in the terms approved under the EIA. Prior to the definitive abandonment of the concession area, holders of mineral rights must request the MGM to inspect the area of the mineral operations. This inspection must be carried out in accordance with the plan for closure and abandonment of the mineral operations approved by the MGM as provided for in the Mining Code and the EIA.

8.4 Are there any zoning or planning requirements applicable to the exercise of a reconnaissance, exploration or mining right?

Areas subject to reconnaissance and exploration operations are subject to demarcation by the MGM. Holders of mining rights are required to demarcate the area with easily identifiable concrete markers, no later than 90 days as from the mineral title being issued or any change to the area being made. Mineral production areas are divided into (i) restricted areas, (ii) protection areas, and (iii) reserve areas, as follows:

(i) Restricted areas comprise mining areas, including the deposits or beds and the respective dressing facilities in a radius of up to 1,000 metres.

(ii) Protection areas comprise: (a) the areas corresponding to the strips of land around restricted areas in a radius of up to 5km, to be established at the prudent discretion of the relevant body, as from the outer limits of the deposits protected by mineral demarcation; and (b) the areas corresponding to mineral occurrences discovered under an exploration title, plus a surrounding strip of up to 5km, to be established at the prudent discretion of the relevant body, as from the outer limits of the protected beds or deposits, during the period from the discovery of the occurrences to the granting of mining rights.

(iii) Mineral reserve areas are areas of the national territory in relation to which no mineral rights have been previously awarded, but already allocated to future mining development.

Each type of area is subject to different rules concerning the movement of persons or goods, allowed business activities and residency rules.

9 Native Title and Land Rights

9.1 Does the holding of native title or other statutory surface use rights have an impact upon reconnaissance, exploration or mining operations?

No. The impact of land rights is as mentioned in question 7.1 above.

10 Health and Safety

10.1 What legislation governs health and safety in mining?

Although specially regulated in the Mining Code, health and safety requirements for mineral activities are also subject to the general statutes applicable to other activities, such as the general labour law (approved by Law 7/15 of 15 June 2015).

10.2 Are there obligations imposed upon owners, employers, managers and employees in relation to health and safety?

Yes. The Mining Code contains a broad provision requiring holders of mineral rights to adopt measures to ensure hygiene, health and safety at work, as well as to prevent occupational hazards and accidents at work, as set forth in specific regulations issued by the relevant bodies and approved by the MGM, the Ministry of Public Administration, Employment and Social Security and the Ministry of Health.

11 Administrative Aspects

11.1 Is there a central titles registration office?

Yes. The award, modification, transfer and expiry of mineral rights must be recorded with the Public Geological-Mineral Service.

11.2 Is there a system of appeals against administrative decisions in terms of the relevant mining legislation?

There is a system of administrative appeals provided for in the general administrative law, which also applies to mineral activities. The Mining Code also contains some specific rules on this matter (namely, without limitation, for the exercise of the rights of opposition and/or challenge to the requests for award of mineral rights).

12 Constitutional Law

12.1 Is there a constitution which has an impact upon rights to conduct reconnaissance, exploration and mining?

Yes. The Constitution of the Republic of Angola sets forth that natural resources are exclusively owned by the State, who determines the terms under which they may be exploited.

12.2 Are there any State investment treaties which are applicable?

The Angolan National Assembly has approved bilateral investment treaties between Angola and various countries, such as Cuba, Germany, Italy, Namibia, Portugal, Russia, South Africa, Switzerland and the United States.

13 Taxes and Royalties

13.1 Are there any special rules applicable to taxation of exploration and mining entities?

The Mining Code provides for special rules on taxation of mineral activities, from which we highlight the following:

a) an industry-specific industrial tax rate of 25% (lower than the general industrial tax rate of 30%);

b) a number of additional costs and expenses may be deductible to determine the taxable income, such as all the authorised exploration, evaluation and reconnaissance costs; and

c) a surface fee (ranging from US$2 to US$40 per square kilometre). In case of extension of the exploration period, the above amounts are doubled.

Special customs rules are also included in the Mining Code.

13.2 Are there royalties payable to the State over and above any taxes?

A royalty to be levied on the value of extracted mineral resources is due at the following rates: strategic minerals and precious metallic minerals and stones – 5%; semi-precious stones – 4%; non-precious metallic minerals – 3%; and construction materials of mining origin and other minerals – 2%.

14 Regional and Local Rules and Laws

14.1 Are there any local provincial or municipal laws that need to be taken account of by a mining company over and above National Legislation?

No, there are not.

14.2 Are there any regional rules, protocols, policies or laws relating to several countries in the particular region that need to be taken account of by an exploration or mining company?

No, there are not.

15 Cancellation, Abandonment and Relinquishment

15.1 Are there any provisions in mining laws entitling the holder of a right to abandon it either totally or partially?

Without prejudice to the terms and conditions provided for in the relevant MICs, the holder of mining rights may abandon the mineral area, in whole or in part, at any time with a prior notice of no less than 180 days to the MGM.

The abandonment only becomes effective on the date it is approved by the MGM and may not take place in fewer than three months or after the prior notice period has expired.

In case the mineral area is abandoned entirely, the mining title expires. In case the mineral area is abandoned only in part, the holder must update the boundaries of the newly reduced area and promote the registration of such reduction and update the mining title.

The abandonment of any area pursuant to the preceding paragraphs does not release the holder from: (a) paying taxes, charges, fines or any compensation due up to the date of the abandonment formally acknowledged by the MGM; (b) complying with all obligations relating to environmental matters; and (c) complying with any obligations imposed by law or by the MIC until the effective date of the abandonment.

15.2 Are there obligations upon the holder of an exploration right or a mining right to relinquish a part thereof after a certain period of time?

At the term of the initial five-year exploration period, the holder of the mineral rights must relinquish 50% of the concession area and, at the end of each extension, must relinquish an area to be defined by the MGM upon assessment of the results obtained during the relevant extension period.

15.3 Are there any entitlements in the law for the State to cancel an exploration or mining right on the basis of failure to comply with conditions?

Failure to comply with all the obligations deriving from the law or the MIC allows the State or the national concessionaire company, as the case may be, to terminate the MIC and cancel the relevant title. However, (i) failure by concessionaires to comply with its obligations under the law or the MIC may only be invoked as grounds for termination in case of repeated default, and (ii) unilateral termination by the State must be preceded by notice to the concessionaire, stating the legal and factual grounds for termination and granting the holders of the minerals rights a minimum 60-day period to exercise its right of defence and oppose the termination.

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A frequent speaker in international mining and oil & gas upstream and downstream events, João has a detailed and comprehensive understanding of all typical projects and transactions of both industries. In particular, as concerns the mining industry, he has been involved in the abovementioned jurisdictions on behalf of both major and junior companies and a wide-range of service and supply companies.

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- *The Mining Law Review*, Law Business Research, 2013.
- *Why Angola is the Right Country in which to Expand your Mining Business*, Africa Law Today, Issue 3 (2013).
- *The Mining Law Review*, Law Business Research, 2012.
- *Minerals and Mining*, Globe Law and Business, 2012.
- *Getting the Deal Through Mining* 2011 to 2014.
- *The Future of the Angola Mining Sector*, Jornal Sol (weekly newspaper), 2010.

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Before joining VdA, Marília was an Associate with another law firm where she advised mining industry clients for seven years.

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The Angola Counsel team is comprised of lawyers with a high level of expertise and experience and in-depth knowledge of the market and Angolan practice, who can deliver the most pragmatic solutions for any matter. Our lawyers have offered strong leadership in some of the most high-profile operations and projects in Angola over the last years, and provided legal assistance in a number of matters, particularly in the Oil&Gas, Mining, Banking&Finance and Telecommunications sectors.

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