



Kagiso Mabutho

Associate

Mobile: +267 77 161 979

Email: kagiso@desailawgroup.co.bw

2024: Bachelor of Laws, University of Botswana

2025: Legal Aspects of Corporate Finance, University of Cape Town

2025: Postgraduate Certificate, Enterprise Risk Management, Botswana School of Business Sciences

2025: Master of Laws (Commercial law) Candidate, University of the Witwatersrand

BACKGROUND

Kagiso is an attorney in DLG's corporate-commercial department. She is admitted to practice as an attorney, conveyancer and notary public in the Republic of Botswana. Kagiso specialises in cross border corporate - commercial transactions spanning corporate finance, mergers and acquisitions, equity capital markets, tax, infrastructural projects, restructuring, corporate reorganisations and general business law. She has experience in advising large corporates, multinational investors, listed entities, financial institutions, and public sector bodies on complex commercial matters, and providing practical, commercially sound legal solutions.

LEGAL EXPERIENCE

- January 2025 – current: Associate, Desai Law Group
- June 2024 – January 2025: Candidate Attorney, Desai Law Group
- June 2022 – June 2024: Intern, Desai Law Group

TRANSACTIONAL HIGHLIGHTS

MERGERS AND ACQUISITIONS

Sale of shares transactions

- Part of the legal team that conducted a legal due diligence on a transaction for the acquisition of 15% working interest in a mining company listed on the Australian Stock Exchange and the foreign main board of the Botswana Stock Exchange by the Government of Botswana (through a section 40 special share).
- Part of the legal team advising on the proposed acquisition of the entire issued share capital of a South African manufacturing and supply company, by a local manufacturing company, including review of the draft share purchase agreement prepared by the sell-side.

- Part of the legal team acting for the buy-side in a transaction for the proposed acquisition of a controlling equity stake in a tourism and hospitality company.
- Part of the legal team advising on the acquisition of the entire issued share capital of a construction and infrastructure services company.

Sale of business/assets transactions

- Part of the legal team advising a bank on a transaction to acquire the business of another bank including providing advice on and assisting with all required regulatory approvals.
- Acted for a major listed retail group in acquiring the Botswana operations of a regional supermarket chain, including attending to the associated merger notification processes with the Competition and Consumer Authority.
- Part of the legal team conducting a legal due diligence on the acquisition of a microlender's loan book by a local institutional investor. This also included drafting the associated facility and security agreements (e.g., collateral and subordination agreements).
- Part of the legal team conducting a legal due diligence on the acquisition of the business of a retail company by a major listed retail group.

BANKING AND FINANCE

- Drafting a term loan facility agreement for a local institutional investor, together with related security documents, including subordination and collateral agreements.
- Advised a bank on the terms of a club facility agreement, assessing whether the borrower's decision to wind down its loan book constituted an Event of Default under the Cessation of Business and Material Adverse Effect provisions, and outlined the lender's enforcement options.
- Advising on legal aspects of vostro account maintenance, derivatives transactions under the ISDA framework, and repurchase agreements under the GMRA framework.
- Review of a bank's human resources manual and employment agreements with a view to assessing potential risks arising and advising on mitigation strategies.

CAPITAL MARKETS

- Acting for the sponsor in the listing of a special purpose acquisition company on the Botswana Stock Exchange at the pre-listing phase, including advising on the structure of the SPAC, strategy, board composition, and preparation of the sponsor to ensure compliant investor engagement (transaction underway).

INFRASTRUCTURE PROJECTS

- Part of the legal team involved in the drafting of a Framework Engineering, Procurement, Construction and Financing Contract (as part of a private-public partnership model) for an engineering and project management company, including incorporation of certain provisions of Conditions of Contract for EPC/Turnkey Projects (First Edition 1999; Second Edition 2017), commonly known as FIDIC SILVERBOOK.

RESTRUCTURING AND CORPORATE REORGANISATIONS

- Part of the legal team advising on an application for change of controller to the Non-Bank Financial Regulatory Authority, being the regulator.
- Part of the legal team advising on the regulatory and tax aspects of the proposed redomiciliation / migration of a property investment company into Botswana.
- Part of the legal team advising on an unbundling and corporatisation of a government entity.

TAX

- Advised on tax implications of commercial royalties under the Income Tax Act, including analysis of withholding tax obligations, commercial royalty classification, and applicability of the relevant Avoidance of Double Taxation Agreement (DTA).
- Advised on the tax implications of migrating a foreign company to Botswana, including analysis of corporate tax, International Financial Services Centre Company registration, associated tax incentives, withholding tax exemptions, and compliance with Botswana's Income Tax Act.
- Advised on the tax implications of the disposal of shares in a property-rich company, including the applicable DTA, capital gains tax under the Income Tax Act, and classification of movable versus immovable property under Botswana law

ARBITRATION

- Part of the legal team acting for the successor security trustee in an ongoing arbitration concerning the enforcement of rights under a loan note instrument and intercreditor arrangement. The matter involves complex issues regarding the appointment and vesting of powers in a successor security trustee, the interpretation of “successors and assigns” clauses, and related preliminary applications including dismissal on points of law and security for costs.
- Part of the legal team acting for the plaintiffs in an arbitration arising out of a dispute for contested purchase price obligations, repudiation of a sale agreement, and related lease termination and eviction claims. Assisted in preparing pleadings.

LITIGATION

- Part of the legal team acting for the plaintiff in a dispute for the enforcement of a restraint of trade provision in a contract of employment.
- Part of the legal team acting for the plaintiff in a dispute for breach of contract against a property development company by a body corporate.