



COMPANY PROFILE

*Your Commercial Attorney
with a personal touch...*





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COMPANY INTRODUCTION AND HISTORY

Company History

On the 02nd of April 2009, J. Klopper Attorneys, Myburgh Attorneys Incorporated and Senyema Gwangwa Attorneys merged to form a new generation and energetic law firm to practice under the name and style of Klopper, Myburgh, Gwangwa and Associates Incorporated (KMG & Associates Incorporated). In 2011, KMG and Associates merged with Van Vuuren Attorneys. The firm has a well-established client base and is growing in step with South Africa's development and burgeoning economy. A rich and successful history and well-established client base support the former firms that make up KMG & Associates Incorporated.

About KMG & Associates Incorporated

With two Directors and four Lawyers, KMG is a well-established, medium-size business law firm with significant national capacity through a network of associates, giving us sizable influence in key financial centres throughout the Republic of South Africa.

We offer a full range of corporate and commercial legal services, including but not limited to, a comprehensive BEE consulting service, dispute resolution, litigation, arbitration, employment, finance, company restructuring, real estate, tax, trusts and estates.

The firm's client base includes local, national and international companies across a broad range of sectors, ranging from emerging business to multi-nationals, as well as public sector organisations. As a new generation law firm, we have faced the challenges of empowerment and transformation by taking a leading role through the creation of a new generation multi-disciplinary law firm that addresses the needs of their clients following a holistic approach. We acknowledge diversity and equal opportunity as key issues for meaningful and sustainable participation in the Broad-Based Black Economic Empowerment initiative. For this purpose, the firm has a well-established transformation policy.



Company focus and approach

As a corporate and commercial law firm, we focus strongly on the needs of our clients and their respective businesses. Our client base requires a rapid response, appropriate advice and innovative legal solutions based on a full understanding of their individual business needs. The practice is built on its reputation of exceptional service delivery coupled with appropriate and outstanding skills and expertise. We believe in following a holistic approach to ensure that our clients receive best advice at all times.

Our firm is geared for efficiency and accessibility through the range of services we offer and how we interact with our clients. Through our effective network of associates, we can respond swiftly to address the needs of our clients locally and abroad. In search of excellence for the benefit of our clients, we continually seek to find a balance between appropriate legal services and cost-efficiency. We have a keen understanding of global economic and market trends and combined with our commitment to excellence, we have the ability to cut straight to the chase in any matter.

Transformation

The firm firmly believes in practicing what they preach and as specialists in Broad-Based Black Economic Empowerment, we have embarked on an empowerment initiative following the seven dimensional approach, as contained in the Codes of Good Practice issued by the Department of Trade and Industry.

We currently enjoy a Level 4 status in terms of the firms Black Economic Empowerment contribution and will continue to build upon our transformation profile to ensure that we reflect the demographics of the South African population and we will further use our best endeavours to align ourselves with the requirements of the legal sector Black Economic Empowerment charter.

CORPORATE CITIZENSHIP

Our law firm is committed to play our full part in society, making positive contributions to the communities in which we operate by harnessing both our people skills and passions.

Some of the social responsibility initiatives we support include: *Organising African Societies in Struggle (Section 21 Company)*



As part of our firm's corporate social investment, the Directors formed this Section 21 Company which embarks on a number of public benefit activities, including but not limited to:

- Social upliftment of historically disadvantaged communities;
- Feeding the hungry;
- Subsidising primary health care to communities in need;
- Rendering pro bono legal services in matters of public significance, with special reference to the rights of children and communities in rural areas.

OUR SERVICES

Client Services

As a corporate and commercial law firm, we offer a full spectrum of legal services. These services are structured into two main business divisions:

1. Corporate and commercial legal services, focusing on transactional and regulatory services;
2. Litigation and dispute resolution, focusing on litigation and alternative dispute resolution in the form of mediation and arbitration.

The following is an executive summary of our legal services:

- Business Rescue
- Collections Services
- Company & Secretarial Services



- Comprehensive BEE Consulting
- Construction Law
- Criminal Law (Fraud Investigation)
- Employment Law
- Environmental Law
- Insolvency Law
- Litigation & Dispute Resolution
- Merger & Acquisitions
- Property Law

Description of Services:

Business Rescue

In 1926 South Africa was the first country after the USA to have introduced business rescue legislation. Judicial management, however, proved to be ineffective and on 1 May 2011 was replaced with the business rescue provisions in Chapter 6 of the new company legislation.

Chapter 6 business rescue legislations represent a codification of the turnaround procedures followed in the informal sector, but are designed to overcome a number of practical problems faced, and to protect the interests of all stakeholders. It comes with its own problems though, and financially distressed companies will always have to make the choice between informal turnaround (workout) and Chapter 6 turnaround (business rescue) based on the specific circumstances they face.



That notwithstanding, new business rescue legislation implemented on 1 May 2011 represents an important new era in the South African turnaround industry with the potential of saving many more financially distressed but economically viable companies from liquidation.

Collection Services

KMG & Associates specialises in high volume debt collection.

A genuine understanding of our clients' needs, values and priorities empowers us to deliver, efficient, tailor-made debt collection services at competitive rates.

Company & Secretarial Services

KMG & Associates provides the following services:

- Planning and administrative services in respect of trusts and estates;
- The formation of trusts;
- KMG & Associates accepts appointments as independent trustee on our clients' trusts;
- Comprehensive company secretarial services to clients of the KMG & Associates group of companies;
- The formation and conversion of companies and close corporations;
- Shelf companies are kept available in order to expedite our clients' business developments;
- The company secretarial implementation of shareholders' and members' agreements; and
- Submissions to and communication with the Masters of High Court, the Registrar of Companies and Close Corporations (CIPC).

Comprehensive BEE Consulting

KMG & Associates provides consulting services to its clients with all aspects of Broad-Based Black Economic Empowerment (BBBEE). We partner with our clients to enable them to meet their BBEE commitments and objectives.

We provide our clients with business consulting services and as well as expert advice on BBBEE objectives. We aim to embed ourselves to our clients' teams and processes in order to deliver on our clients' BBBEE objectives.

Our BBBEE consulting services are as follows:



- Assessments and monitoring;
- Scenario planning and context briefings;
- Implementation support;
- BBBEE ready for rating;
- Broad-based BEE training;
- Enterprise and Socio-Economic Development beneficiary management.

Construction Law

KMG & Associates have extensive experience pertaining to the following:

- JBCC, FIDIC, GCC or NEC contracts;
- Defective drawings or specifications;
- Delays on the critical path;
- Defects caused by other contractors;
- Insufficient or unclear instructions;
- Variation orders;
- Payment Issues;
- Extension of time claims;
- Inability to obtain a completion certificate.

Criminal Law (Fraud Investigation)

Criminal Law is the name given to the branch of law that governs an individual's relationship to the state. It includes the definitions of criminal offenses, which are usually established by Congress or state legislatures.

The term "criminal law" also encompasses the rights of an accused and the criminal process, including arrest, pleas, discovery, pre-trial hearings, trials, evidence, motions, and post-trial remedies. The main purpose of the criminal law is to set forth the punishment for criminal offenses.

In order to prove any crime, no matter how serious, the prosecutor must prove that the accused committed a criminal act with intent beyond a reasonable doubt.

Crimes are classified as misdemeanours, less serious offenses that are normally punishable by a fine like some traffic violations, petty theft or possession of a small amount of marijuana. And



felonies-more serious offenses that warrant imprisonment of one or more years, such as rape, theft, assault with intent, assault with a deadly weapon, or homicide/murder. KMG & Associates can assist clients in the application for bail, defence and investigation of Criminal charges.

Employment Law

KMG & Associates offers comprehensive, effective, progressive and innovative advice to a large and growing number of major clients in all aspects of employment law in South Africa including:

- General Employment Law;
- Arbitration and Mediation;
- Collective Bargaining Issues and Strike Management;
- Disciplinary investigations and enquiries;
- Due Diligence Exercises and Corporate Transactions;
- Employment Contracts;
- Employment Discrimination;
- Employment Legislation;
- Employment Litigation (Labour and High Court litigation);
- Litigation: Alternative Dispute Resolutions;
- Policy development and drafting;
- Public law employment issues;
- Restructuring and retrenchment planning;
- Pension Law and Employee Benefits;
- Training, Seminars and Employment Law Updates.

Environmental Law

KMG & Associates provides high quality definitive advice that keeps our clients at the forefront of the green economy and sustainable development.

In recognition of the growing contribution of green businesses to sustainability we have expanded our capacity to offer corporate law services to green entrepreneurs and businesses such as renewable energy, clean technology and sustainable investment enterprises.



Our clients have the advantage of being advised by lawyers that combine extensive commercial law expertise with a specialist knowledge of the green economy, have a reputation for innovation and imagination and who share a commitment to creating ecologically sustainable communities.

Insolvency Law

Insolvency Law governs aspects of financial debt. Insolvency occurs when a company is no longer able to pay debt due. The two main types are that of the inability to pay debt when due and is thus related cash flow problems and balance sheet insolvencies when the liabilities of a company far exceed the assets.

According to Insolvency Law a company that has illiquid assets and thus a positive balance sheet, but is unable to pay the short term debts is thus in a cash flow insolvency state. When a company's assets fall into a negative state where the liabilities become more than the assets, the company can still have enough cash flow for day to day running, but not to pay off the long term debt.

One should understand that bankruptcy is not the same as insolvency. According to the law, bankruptcy occurs when a court determines that the insolvent state cannot be resolved without legal actions and thus declares a company bankrupt.

With the numerous insolvencies that have occurred over the past few years, the focus has shifted from liquidation of assets to assistance of businesses in financial trouble. The reason is simple. Not only the business, but its suppliers, clients, shareholders, and employees are all affected. To minimize the effect is better and as such debt restructuring steps can be taken to help rehabilitate a company. KMG & Associates can assist you with all your Insolvency Law needs.

Litigation & Dispute Resolution

KMG & Associates litigation services both broad and deep, our Litigation & Dispute Resolution practice form the core of our services to our clients. Focusing on disputes that either reach the High Court or are resolved by arbitration, we are involved in many high-profile commercial litigation and arbitration matters in South Africa.

Geared for rapid response, the Litigation & Dispute Resolution team can be called upon at short notice to resolve large-scale and complex litigation matters. This includes urgent applications and discovery-driven trial and arbitration matters.



Merger & Acquisitions

KMG & Associates conducts merger reviews in terms of Chapter 3 of the Act. Firms entering into Intermediate or Large mergers are required in terms of Section 13A of the Competition Act 89 of 1998 ('the Act') to notify the Commission of the merger in a prescribed manner and form and may not implement the merger until it has been approved with or without conditions by either the Commission (Intermediate mergers) or the tribunal (Large mergers) or Competition Appeal Court.

KMG & Associates investigate and analyse the likely effects of the notified merger and conclude whether or not the merger is likely to substantially prevent or lessen competition in any of the markets in which the parties compete. In addition the will consider the likely impact that the transaction is likely to have on the following public interest grounds:

- A particular industrial sector or region;
- Employment;
- The ability of small businesses, or firms controlled or owned by historically disadvantaged persons, to become competitive; and
- The ability of national industries to compete in international markets.

Property Law

The Conveyancing Department of KMG & Associates handles all aspects relating to property and property law in South Africa. The services provided by the conveyancing department include:

- Advising on and drafting of commercial and residential leases;
- Commercial and residential developments, including township establishment and sectional title developments;
- Conventional transfers of properties, as well as transfers as a result of or in terms of liquidations, auctions, court orders, foreclosures, divorces, donations and deceased and insolvent estates;
- Financial planning and structuring of share block and time share schemes;
- Financial structuring of property transactions;
- Miscellaneous applications, consents and endorsements required in the conveyancing process;
- Negotiating and drafting agreements relating to the sale of properties, both residential and commercial;



- Project and commercial property development finance;
- Property finance
- Registration and cancellation of all types of bonds, including mortgage, surety, collateral and notarial bonds;
- Registration of all types of servitudes; Subdivision and consolidation properties.

Commercial practice

We assist clients with all commercial and corporate aspects of their business. Commercial transactions are the heartbeat of the firm and the majority of our lawyers are primarily involved in assisting clients with a wide variety of commercial transactions. Our services are not limited to the draft and settlement of a composite range of commercial contracts but also include advising on the tax and other implications of commercial transactions, conducting due diligence investigations, advising on the implication of Broad-Based Black Economic Empowerment and assisting with the implementation of commercial transactions.

Especially Black Economic Empowerment transactions, which have been the main catalyst for a number of merger and acquisitions activities within South Africa, have played a major role in transactions in which we as a firm are involved. We are further involved in a number of private equity transactions dealing mostly with the BEE side of the transaction. Closely connected to our success in mergers and acquisitions and Black Economic Empowerment activity has been our success in banking and finance transactions related to BEE transactions. As a result of our ability to conclude complex BEE transactions, we represent most of the banks in South Africa in BEE transactions on a regular basis.

OUR LEADERSHIP

The Board of Directors of the firm consists of the following members:

Chairman: Rudi Janse Van Rensburg

Executive Director: Arno Jansen Van Vuuren



OUR PEOPLE

KMG is a medium-size corporate law firm with two Directors, four lawyers and approximately sixteen staff members in total.

As a law firm, we use our best endeavours to be progressive, friendly and relationship driven. This way, we make every effort to build open and honest relationship with each other and our client base. We encourage our staff members to be individuals and we use every opportunity to unlock and develop the potential of our staff members for the benefit of the firm and our client base.

OUR CONTACT DETAILS

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