

Issue 41 - March 2022

# African Footprint

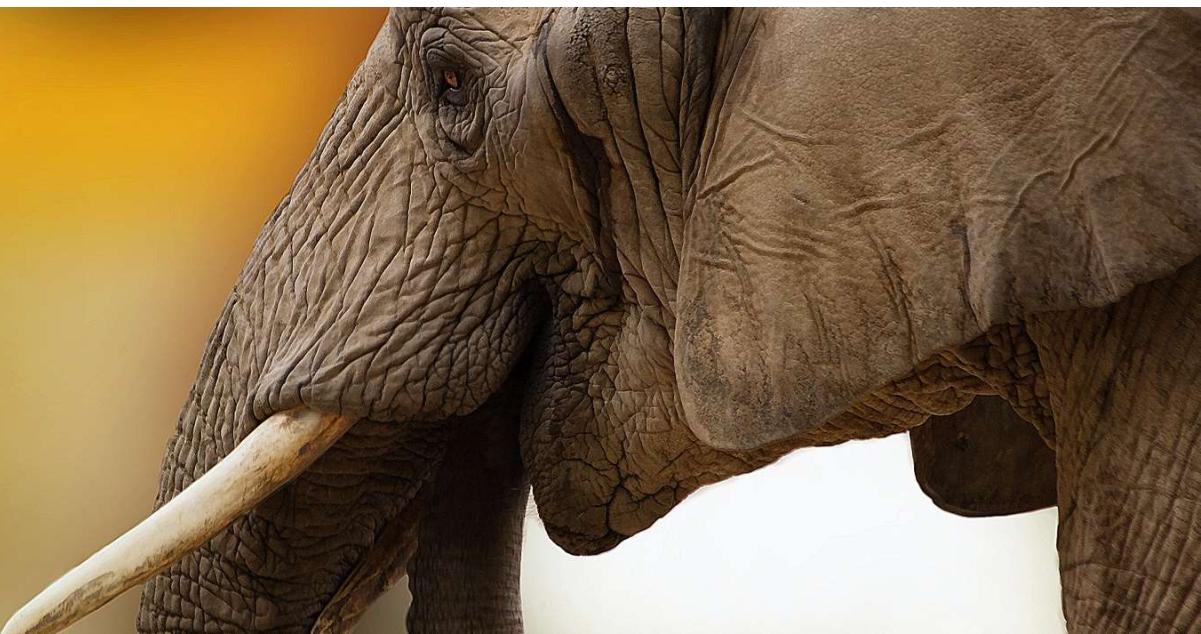
Newsletter from the Crowe Global African firms



**Audit / Tax / Advisory**

# Inside this Issue

Caring for our People	3
ESG and Sustainability - The New Frontier	4
Creating Engaged Businesses that Thrive	6
Legal Due Diligence and PPPs - What you need to know	8
Introduction of Corporate Tax and Transfer Pricing - UAE	12
Internal Brand Behaviour	15



# Caring for our People

As one of Crowe Global's values, the concept of **Caring** is something we aim to do in our daily work. That might be checking in with our colleagues, sharing business opportunities that will help another member, or working in our local communities to make them a better place. In those moments, the act of letting others know that you are thinking of them, looking out for them, and helping them feels good for everyone involved.

Then, there are those times where the level of care becomes elevated. The last couple of years has required that we act quickly to show that we care and are concerned for others.

The pandemic also showed us it is impossible to predict what is coming next and what to do when it does arrive. However, we learned to adapt and become nimble. Showing care and concern was virtual, but we found a way to reach out and support each other.

Before we could fully recover from the pandemic, the next crisis appeared in Ukraine. New concerns have appeared daily. As I write this message to you in mid-March, I realize that, by publication date, much more change is likely to have happened in the region. For now, I can only share what we have done to date to help those in Ukraine that we care so much about.

Since the end of February, we have been focused on what we can do to help our colleagues in Ukraine:

- Finding out ways to assist with existing clients and cross-border projects;
- Remaining in touch with our Ukraine colleagues to provide support and let them know that the Network is hoping they are safe;
- Working with members in the region to actively support the movement and repositioning of staff from our affected Ukraine members;
- Addressing a wide range of risks that all member firms may face and providing guidance on how to minimize these risks; and
- Sharing information on how and where all of us can send monetary and in-kind donations.

On a local level in Africa, I would be remiss not to mention the many positive things that serve as bright spots amongst all the global issues. I am reminded of some of the many accomplishments in recent months among member firms. Although Crowe Botswana joined us in 2021, I recently recorded a celebratory video since I could not attend their in-person event. Along with this celebration, I am pleased to see the increase in talent, including the growing ranks of women entering the accounting, audit, and tax professions

Throughout it all, it's the Crowe Global value of **Caring** that has kept us strong and united.

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# ESG and Sustainability - The New Frontier

ESG describes a set of environmental, social and governance factors used to evaluate the impacts of companies beyond the traditional financial measures. This applies to entities operating in both the public and private sector.

From 2021, sustainability and ESG issues have taken greater prominence, consideration and focus by regulators, customers, stakeholders and the greater public. In Kenya, for instance, the Capital Markets Authority (CMA), through gazette notice No. 1420 revised the Code of Corporate Governance Practices for issuers of securities to the public to require the Board to ensure that their strategies promote the sustainability of the Company. The revision requires that the Board shall take formal strategies to promote sustainability with attention being given to Environmental, Social and Governance (ESG) aspects of the business which underpin sustainability.

In November 2021, the Nairobi Securities Exchange with support from the Global Reporting Initiative (GRI) developed the Nairobi Securities Exchange ESG Disclosures Guidance manual. Headquartered at The Hague, Netherlands GRI is the premier international body that helps businesses, governments and other organizations understand and communicate their impacts on issues such as climate change, human rights and corruption. By issuing the guidelines, the Nairobi Securities Exchange aims at improving and standardizing ESG information reported by listed entities in Kenya.



Elsewhere across Africa, there are initiatives by the African Securities Exchange Association (ASEA) aimed at enhancing the integration of ESG issues and disclosures within capital markets in Africa.

Regulatory changes that make environmental, social and governance disclosure a mandatory requirement are on the rise. The IFRS Trustees have set out an intention to develop enterprise value standards so that financial reporting is inclusive of risks and opportunities presented by a Company's sustainability performance.

The not for profit sector has benefited from ESG as recipients of grant funding and sponsorships as companies seek reputable partners in the race to align themselves with ESG reporting requirements by taking part in pertinent social issues. However, NFP's have been slow to embrace ESG reporting. This is bound to change in the near future as ESG advocates argue that not for profit organizations have a unique need for transparency and accountability. This is largely because charities operate with a variety of tax benefits. In addition, donors are increasingly paying attention to how civil society organizations conduct their work rather than simply what they do in the communities, the how question being what provides an answer to ESG considerations.

This article was written by Joe Anunda who works as Audit Director at Crowe COR LLP. Joe holds a CPA, CFE, Master of Arts Degree in Project Planning and Management.

Crowe COR LLP Advisory Practice helps clients to develop ESG strategies and reporting guides that safeguard corporate reputation, mitigate risk and leverage opportunities.

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# Creating Engaged Businesses that Thrive

We define engagement as the state of being '**present, focused and energised**'. The challenge that most practice firms and companies face is the capability to accurately track, measure and improve engagement levels amongst their teams, which in turn negatively impacts on performance and growth.

At Crowe DNA, we use Engage Multiplier (EM), a digital state of the art technology platform that provides this capability, that uses both quantitative and qualitative insights gained from years of experience and global benchmarking exercises. Critical to the platform is how our team of consultants work directly alongside business and practice owners to create engaged teams which gives rise to developing happier, more productive, purpose driven places to work. Naturally this commitment to a true engagement process supports the crucial requirement and need that all businesses must pay careful attention to attracting and retaining human capital and talented team members.

The Engage Multiplier (EM) platform was created to meet the growing need and appetite for a robust technology solution to measure and predictably improve employee engagement. Since then, the appetite, appreciation and understanding that business leaders and HR professionals have of the importance of employee engagement has grown exponentially.

Employee engagement is both measurable and transformational. Crowe DNA as a licensed partner of the EM platform can enable any business and practice to harness the power of this technology to engage their team to grow their business. We bring the digital solution that enables organisations to effectively communicate with their employees and measurably improve culture, morale, productivity, performance and ultimately profitability. EM is fully accessible to anyone who has internet access, anywhere in the world. Through EM we are helping our clients harness the power of engaged teams, attract and retain productive talent, and become great places to work.

## Unlocking potential and improving lives

To get going all prospective clients are granted an initial free trial, without any obligation or commitment. This no risk approach means they can complete a full assessment on the experience of working with Crowe DNA and then receive and appreciate the meaningful data and insights the EM technology provides across their entire business. Over 80% of organisations that take a free trial become clients, such is the power of the insights received. When companies sign up to use the technology, less than 26% are initially scored, anonymously, as 'engaged' by their staff. In less than 12 months, that percentage climbs to over 93%.

Dan Sullivan, America's leading entrepreneurial coach, has described the EM platform technology as "democratically transformative".

At Crowe DNA we are passionate about improving the lives of business and practice owners, leaders and employees. We aim to give life to the Crowe values every day and it is in the spirit of these values, to Care, Share, Invest and Grow that we want to offer all Crowe firms the opportunity to experience the EM technology.

Today more than ever, employees have a voice and need to be heard. Research is conclusive that there is a direct correlation between growth and client retention when more staff are engaged and committed to the business goals and purpose. We know that a human touch is more important than a technology solution, but our consultants truly understand the power that comes from combining the two.

Contact Susan Smith of Crowe DNA. You have nothing to lose and everything to gain from adopting a leadership attitude and approach that places employee engagement and satisfaction at the top of your board room agenda.

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***"Engagement Multiplier is a Game Changer...and I say that as a veteran of almost every survey option that we have utilised having fostered disappointment, frustration and inertia.***

***The beauty of Engagement Multiplier is that it is not onerous for the staff to complete, is revelatory in its results and offers a tangible guide to management as to what is necessary to fully engage its most precious asset – the workforce.***

***It is a dynamic tool, rather than retrospective, and the participants actually believe it gives them a say and involvement in the future of the company.***

***It is not often that simplicity can engender such sophistication and positivity. I have never before truly felt that I knew the wishes of my staff so incontrovertibly."***  
- Jeremy King, Corbin & King.

# Legal Due Diligence and PPPs - What you need to know

Crowe Infrastructure Africa (Crowe Infra) is Crowe Global's member firm specializing in infrastructure advisory with a regional focus on Africa.

It works with multidisciplinary and highly specialized teams of experts. This allows Crowe Infra to provide due diligence services for complex infrastructure projects which require full-scale feasibility studies and building on a thorough due diligence of all the legal, technical, and financial aspects of the project together with all the environmental and social impacts. Crowe Infra helps developing and securing financial sources for projects particularly in the energy and transport sectors, but also in social infrastructure, such as affordable housing.

In this article, I would like to shed some light on the particular aspects of legal due diligence and explain the importance of having access to dedicated and qualified professionals to conduct a comprehensive legal due diligence for any infrastructure project.

Due diligence is an integral step before any large-scale infrastructure project can be executed and, particularly, attract funding from institutional investors and lenders.

The due diligence process typically informs the feasibility assessment of a project in terms of viability and bankability of a project. The lack of legal due diligence or a superficial and hasty assessment of potential legal risks affecting a project can lead to significant losses for a developer and a project either being stopped at development stage or being vulnerable to extensive liabilities through litigation processes during its operational phase.

It is therefore prudent and a good investment to choose a qualified team for your legal due diligence at an early project development stage, ideally through a consulting firm that can offer the complete range of due diligence services required in other disciplines, i.e., financial, technical, environmental and social impact aspects.

Due diligence may be described as an exercise of care that a project sponsor or developer is expected to conduct before investing in or embarking on a new project. When investors and lenders consider financing a project, they carry out their own, often extensive, due diligence focusing on the legal, financial, technical, and environmental and social impact aspects. Lenders' due diligence is intended to ensure that the investment into the project company, or the special purpose vehicle (SPV), is supported by a robust business plan, reliable and solid projections of financial returns and, particularly, a thorough understanding and allocation of risks.

From a legal perspective, there are various factors a project developer should consider when deciding in which jurisdiction to invest. There needs to be a conducive environment for private or public investment, in general, provided through a robust legal and institutional framework that is, ideally, supported by development finance institutions (DFIs), such as the World Bank or African Development Bank. This will ensure accountability and predictability of processes. A thorough legal due diligence would look at the capacity of government organizations, funding constraints, lender issues, land environmental and social issues, currency exchange controls, labor laws, dispute resolutions systems available, sovereign immunity, regulated sectors, contract laws and their limitations, insolvency laws, insurance, taxation, standards, public liability as well as health and safety laws.

Typically, a due diligence takes place in three stages:

- preparation stage;
- investigation stage; and
- presentation stage.

At preparation stage, the legal team is setting goals and priorities and identifying major perceived legal risks to be investigated. Prioritizing is important, as there may be one or two significant risks, for example arising from the legal and regulatory framework and a few other less significant risks associated with other issues. Legal due diligence investigations are often limited by time and budget constraints and therefore need to be focused and set on a strategic path right at the beginning.

During the investigation stage, the legal team is collecting all the necessary facts and documents which will enable them to formulate a proper legal opinion on whether there are any potential red flags or dealbreakers affecting the project. The investigation will look at the documents presented, preparation of the tender documents, the contract(s), and applicable lease agreements. It will ascertain the best possible method of procurement or bidding following the government procurement rules (if applicable) and applicable laws. Legal matters involving relevant taxation, property rights, building and planning regulations, environmental law, and legal provisions in any other relevant laws (such as bankruptcy law, competition law, etc.) need to be considered in the tender documents.

The team will develop an understanding for the requirements of future contracts and lease agreements, contract negotiations and any other legal aspects related to the possible renegotiation of the contract(s) and other agreements due to unforeseen circumstances.

It is at presentation stage when the legal team will list the relevant legal and regulatory risks the project may be exposed to and, in the most concise way possible, point out discoveries, provide analysis and an opinion on the project from a legal due diligence perspective. The legal team will propose adequate measures for addressing or mitigating perceived risks, which will then be incorporated into the overall, multidisciplinary due diligence and feasibility assessment and, for example, quantified in the financial model.

It is important to identify and carefully examine all legal and regulatory issues during the project planning stage, as they can critically impact the project structure and project design. Also, a concession agreement cannot be considered in isolation from the legal system of the jurisdiction.

Civil law-based countries generally have a separate category of laws dealing with contracts and concessions. The rights of the parties to the contract or concession may have been clearly specified in such laws.

Private sector investors and developers also need to be aware that in common law countries a contract awarded or a concession granted can often be revoked at the will of the government. Project developers and sponsors should therefore consider, based on the advice of their legal advisors, the extent to which such a legal framework affects their commercial rights and may require some special provisions in the contract to protect and enforce such commercial rights.

Generally, private sector developers and sponsors need to keep in mind that Public Private Partnership (PPP) projects need to be designed in line with the legal and regulatory restrictions and requirements of the country and that, if these restrictions and requirements are not assessed and addressed early on and a project is not designed accordingly, the project will not pass the lenders' due diligence process and not be able to access financing.

Below is an example of a typical and very basic due diligence document checklist for a given infrastructure project:

- Tender documents;
- Contracts and applicable lease agreements;
- Procurement contracts;
- Government procurement rules/laws;
- Legal matters on tax applicable to that jurisdiction;
- Property rights;
- Building and planning regulations;
- Environmental law;
- Bankruptcy law;
- Competition law, etc.

A best practice legal due diligence report identifies risks arising from the legal and regulatory framework, and proposes adequate mitigation measures to ensure clear and transparent contracts from project initiation. Legal due diligence is, thus, highly important for any large-scale infrastructure investment project as it identifies and assesses risks in both qualitative and quantitative terms and helps to ensure that the project is bankable.

At Crowe Infra, we pride ourselves on having access to a reliable and vast network of experienced and multidisciplinary professionals with a proven track record in conducting due diligence and feasibility studies, including technical, economic, as well as financial, legal, social, and environmental aspects. We would be glad to support your infrastructure project through the critical due diligence and feasibility stages in compliance with World Bank and IFC standards best practice approach.

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# Introduction of Corporate Tax and Transfer Pricing - UAE

On 8 October 2021, the United Arab Emirates ('UAE') (amongst 137 countries) agreed to implement the Organisation of Economic Co-Operation and Development's (OECD) Two-Pillar approach to reform its International Tax framework and to implement a minimum Corporate Tax starting 2023.

Following this development, on 31 January 2022, the Ministry of Finance of UAE announced the introduction of a Federal Corporate Tax regime on business profits effective for financial years starting on or after 1 June 2023.

## Coverage and Exclusions

Corporate Tax is a form of direct tax levied on the net income or projects of corporations and other businesses. UAE's Corporate Tax will be applicable at federal level and therefore, it will apply to all Emirates. We have summarised below the coverage of and exclusions from the corporate tax regime.

### Coverage

- All UAE businesses and commercial activities alike (except for the extraction of natural resources which will remain subject to Emirate level corporate taxation)
- Any businesses carried out by legal entities
- Activities carried out under a freelance licence/permit
- Individual persons who have a commercial licence and who derive business income



## **Exclusions**

- Businesses and commercial activities of extraction of natural resources
- Interest and other income earned by an individual from bank deposits or saving schemes
- Salary or employment income earned by individual persons
- Dividend, Capital Gains and other income earned from owning shares or other securities in the personal capacity of individual persons
- Dividends and capital gains earned by a UAE business from its qualifying shareholdings
- Qualifying intra-group transactions and reorganizations – we await further clarity on this aspect

It is imperative to note that the availability of the aforementioned exclusions will be subject to certain conditions that will be laid down by way of regulation and guidance.

## **Applicability to free zones and financial free zones**

- Free zone (including financial free zones) businesses in UAE will be subject to Corporate Tax. However, it is clarified that the Corporate Tax regime will continue to honour the corporate tax incentives currently being offered to free zone businesses that comply with all regulatory requirements and that do not conduct business with mainland UAE.
- Having said this, businesses established in a free zone will be required to register and file a corporate tax return.

## **Applicability to foreign persons**

- Foreign entities and foreign individuals will be subject to Corporate Tax only if they conduct a trade or business in the UAE in an ongoing or regular manner.



## Corporate Tax Rate

Corporate Tax Rate will be as follows -

Sr. No.	Taxable Income/ Category	Corporate Tax Rate (%)
1	Taxable income up to AED 375,000	0%
2	Taxable income over AED 375,000	9%
3	Large multinationals (having consolidated global revenue exceeding Euro 750 million equivalent to AED 3.15 billion) that meet specific criteria set with reference to 'Pillar Two' of the OECD Base Erosion and Profit Shifting project	Different tax rate

## Transfer Pricing

Taxpayers having intra-group transactions will need to comply with Transfer Pricing rules. Transfer pricing rules and documentation requirements will be aligned with OECD Transfer Pricing Guidelines i.e. Master File and Local File.

Transfer Pricing Documentation will require the performance of benchmarking searches to justify the pricing policy of inter-company transactions. We await further details/clarification on potential exemption for qualified intra-group transactions and other compliance steps that may need to be undertaken.

## Way Forward

Undoubtedly, this is an historic tax reform in UAE's tax regime to introduce a corporate tax for all businesses (subject to certain exceptions) in UAE. It is a welcome move by the UAE ministry of finance to provide ample time to multinational corporations having operations in UAE to prepare for the corporate tax regime before the effective date of applicability.

Moreover, multinational enterprises having intra-group transactions are required to re-assess their existing pricing policy to ensure it meets with arm's length principles. In the absence of robust transfer pricing documentation, intra-group transactions can be considered to not meet the arm's length price test and taxpayers may be subject to significant additions to their taxable income which may result in the additional burden of taxes and penalties.

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# Internal Brand Behaviour

A behavioural perspective on internal branding, and tools to achieve and manage brand employee consistent behaviour.

Marketing is an intricate, and interdisciplinary function, defining its position within an organisation that involves interlinked stakeholder relationships. Internal marketing is a growing discipline in the context of behavioural branding, which uses tools to obtain brand consistent employee behaviour, governed by the principles of branding. Behavioural branding, which is broadly characterised as internal marketing, is a dimension of brand management.

Behavioural branding is considered an essential new - fangled business strategy. The paradigm shift from product to services, building stakeholder relationships and inclusivity, has transformed how businesses perceive branding. The objective is to align the company's external brand promise with employees. It is an integral part of a company's overall branding strategy. A brand's value is dependent on the alignment of symbiotic tasks between a company's employees, which are relied on by management, to communicate the brand promise to external stakeholders.

An entity's affiliate, subsidiary, and strategic business units, such as human resources, organisational leadership, and operational support, are essential components of an organisation's internal brand management success. Corporate behavioural branding should operate like an ecosystem; culture and brand must converge to create a healthy ecosystem which constitutes brand culture. Defining the organisation's culture is not merely the communication of brand philosophies, such as brand vision, mission, and values. It is the alignment of an employee's personal and corporate values.

Establishing congruence between internal stakeholders, such as employees and the organisation's levels of management, unravels deep and complex issues. These issues become challenging, having a domino effect on organisational performance and culture making it difficult to implement and action brand consistent employee behaviour.

In recent years, corporate entities' reputation has been tarnished by allegations of bribery and corruption conducted by internal stakeholders. Since then, there has been an increasing interest in reputation and brand management within the services industry. Therefore, entities have taken remedial action towards employee brand consistent behaviour.

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## About Crowe Global

Ranked eighth largest accounting network in the world, Crowe Global has over 200 independent accounting and advisory firms in 130 countries.

For more than 100 years, Crowe has made smart decisions for multinational clients working across borders.

Our leaders work with governments, regulatory bodies and industry groups to shape the future of the profession worldwide. Their exceptional knowledge of business, local laws and customs provide lasting value to clients undertaking international projects.

Crowe provides global reach on a personal scale. Crowe firms focus on the future, the client experience and working with clients to build something valuable, substantial, and enduring. Close working relationships are at the heart of our effective service delivery.

At Crowe, our professionals all share one commitment, to deliver excellence.