# **Nigeria**



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#### 1 Overview

1.1 What are the main trends/significant developments in the project finance market in your jurisdiction?

In recent times, the project finance landscape in Nigeria has witnessed a concerted effort from both federal and state governments to promote public-private partnerships. This strategic move is a direct response to the government's desire to leverage capital from the private sector and the prevailing infrastructure deficit in the country. Examples of these collaborative efforts include the initiation of the Highway Development and Management Initiative (HDMI), aimed at attracting private sector participation to provide expertise and financing for the construction and rehabilitation of roads in Nigeria.

Another noteworthy development involves the establishment of an infrastructure powerhouse: Infrastructure Corporation (InfraCorp), backed by \$15\$ trillion in assets and capital. InfraCorp, jointly owned by the Central Bank of Nigeria (CBN), the African Finance Corporation (AFC), and the Nigerian Sovereign Investment Authority (NSIA), is anticipated to secure capital from the CBN, NSIA, pension funds, and private-sector development financiers. The objective is to direct these funds towards the development of tangible infrastructure assets such as roads, ports, and bridges, as well as intangible assets such as broadband penetration.

Moreover, there has been an uptick in interest in infrastructure funds and a surge in private sector investments in expansive infrastructure projects in Nigeria, including ventures in ports and agricultural storage facilities, as well as refinery projects. Legislative reforms, exemplified by the recent enactment of the Petroleum Industry Act (PIA), have played a pivotal role in revitalising the project finance market.

1.2 What are the most significant project financings that have taken place in your jurisdiction in recent years?

Some of the most significant project financings that have taken place in Nigeria in recent years include the following:

 The Dangote Oil Refinery; an extensive project undertaken by the Dangote Group, which was officially inaugurated on May 22, 2023. This multibillion-dollar oil refinery,

- upon reaching full operational capacity, is projected to process approximately 650,000 barrels per day of crude oil. It is poised not only to fulfil 100% of Nigeria's domestic demand for all refined products but also to generate surplus quantities for export.
- b. The Lagos Blue Line Rail Project: The Blue Line represents a pioneering initiative, being the first of its kind, and estimated to cost about \$1.7 Billion encompassing a planned route spanning 27 kilometres. Its first phase was officially commissioned on January 24, 2023, and the ongoing construction of the second phase is expected to be finalised by 2027.
- c. The Azura-Edo Independent Power Plant: This represents a landmark construction of a 459 MW open cycle gas turbine power plant, known as the Azura-Edo Independent Power Plant, boasting a total generation capacity of 1,500 MW in Nigeria. This project stands as a benchmark for privately funded power generation initiatives, contributing significantly to the enhancement of independent power generation.

#### 2 Security

2.1 Is it possible to give asset security by means of a general security agreement or is an agreement required in relation to each type of asset? Briefly, what is the procedure?

It is possible to give asset security through a general security agreement typically referred to as "an all-asset debenture". Thus, it is not compulsory to have separate agreements for each type of asset.

This procedure typically involves due diligence on the assets before proceeding to negotiate and execute security documents.

2.2 Can security be taken over real property (land), plant, machinery and equipment (e.g. pipeline, whether underground or overground)? Briefly, what is the procedure?

These categories of assets are commonly known as tangible assets upon which security can be created. Various forms of security can be created, including legal mortgage, equitable mortgage, charge, and pledge.

- Legal Mortgage: A legal mortgage is created where a
  mortgagor conveys the legal title of a property to the
  mortgagee as security for an obligation with the condition
  that that title will be transferred back to the mortgagor when
  the obligation is discharged. It is formalised through a deed
  and requires perfection through the following broad steps:
  - obtaining the governor's consent as per the Land Use Act LFN 2004 (for real property);
  - assessment and payment of stamp duties on the security; and
  - registration of the stamped deed of mortgage, endorsed with the governor's consent, at the relevant registries, including the company's registry if either party is incorporated.
- 2. Equitable Mortgage: Here, the mortgagor does not transfer legal title in the asset to the mortgagee. Only an equitable interest is created in favour of the mortgagee. It is typically created by the deposit of title deeds with the mortgagee accompanied by an intention to create a legal mortgage or the execution of an agreement to create a legal mortgage.
- 3. Charge: This can be either a fixed charge over specific property attaching from its creation or a floating charge covering a company's whole or specified assets. A charge does not transfer title but creates a security interest enforceable under specified events.
- 4. Pledge: This is applicable only to tangible moveable property and involves the delivery of possession of the relevant property to the lender pledge involves depositing relevant goods, or sometimes related documents of title, as security for a debt. The pledged items are returned if the debt is repaid.
  - 2.3 Can security be taken over receivables where the chargor is free to collect the receivables in the absence of a default and the debtors are not notified of the security? Briefly, what is the procedure?

Security can be established over receivables without enforcement until a default via an assignment of receivables. An assignment requires notification to the underlying debtor. A floating charge may also be created over receivables without enforcement until default.

2.4 Can security be taken over cash deposited in bank accounts? Briefly, what is the procedure?

Security can be created over cash deposits, fixed deposits, current accounts, or savings accounts by a fixed or floating charge. A floating charge in this regard shall require registration with the Corporate Affairs Commission.

2.5 Can security be taken over shares in companies incorporated in your jurisdiction? Are the shares in certificated form? Briefly, what is the procedure?

It is possible to create security over shares in companies incorporated in Nigeria whether the shares are in a physical certificated form or dematerialised, by way of a mortgage or a charge.

A legal mortgage of shares is created where the mortgagor transfers its shares to the mortgagee on the condition that the shares will be re-conveyed when the loan is discharged. The mortgagee must be registered as a shareholder in the company's register of members until the loan is discharged.

An equitable mortgage of shares is usually created by depositing the shares certificate with the lender typically with an agreement to create a mortgage. Lenders often prefer the equitable mortgage as it is easier to create and does not require registration of the shareholder. However, notice of the interest may be issued to the company.

An alternative security option for shares is the utilisation of a fixed or floating charge, as a pledge of shares is not permissible under Nigerian law.

In the context of dematerialised shares, notification of the charge must be extended to the Central Securities Clearing System (CSCS) to officially document the lender's stake in the designated shares. To establish a valid security interest in these shares, both the lender and borrower are required to jointly execute a memorandum and submit the duly executed document to the CSCS.

- 2.6 What are the notarisation, registration, stamp duty and other fees (whether related to property value or otherwise) in relation to security over different types of assets (in particular, shares, real estate, receivables and chattels)?
- The stamp duty payable on a debenture deed, deed of share charge or a mortgage is 0.375% of the secured amount.
- Additionally, for security interests against a company's assets, CAC registration fees are levied. The rate is a maximum of 0.35% of the value of the secured amount.
- In the context of real estate, registration fees are payable at the pertinent state land registries and vary based on the location of the land.
  - 2.7 Do the filing, notification or registration requirements in relation to security over different types of assets involve a significant amount of time or expense?

Generally, registration of security over assets can typically be perfected within a timeframe of three weeks to a month. However, when it comes to real property, the perfection process may extend over a month. The category or kind of asset for which security is established significantly influences the duration and costs associated with its registration.

2.8 Are any regulatory or similar consents required with respect to the creation of security over real property (land), plant, machinery and equipment (e.g. pipeline, whether underground or overground), etc.?

Yes, the governor's consent is required for transfer of interest in land. Security over land also requires stamping and registration at the requisite Lands Registry, and if applicable, registration with the Corporate Affairs Commission (CAC).

#### 3 Security Trustee

3.1 Regardless of whether your jurisdiction recognises the concept of a "trust", will it recognise the role of a security trustee or agent and allow the security trustee or agent (rather than each lender acting separately) to enforce the security and to apply the proceeds from the security to the claims of all the lenders?

Security trustees are recognised in Nigeria and can enforce security on behalf of lenders.

3.2 If a security trust is not recognised in your jurisdiction, is an alternative mechanism available (such as a parallel debt or joint and several creditor status) to achieve the effect referred to above which would allow one party (either the security trustee or the facility agent) to enforce claims on behalf of all the lenders so that individual lenders do not need to enforce their security separately?

Security trusts are recognised in Nigeria.

# 4 Enforcement of Security

4.1 Are there any significant restrictions which may impact the timing and value of enforcement, such as (a) a requirement for a public auction or the availability of court blocking procedures to other creditors/the company (or its trustee in bankruptcy/liquidator), or (b) (in respect of regulated assets) regulatory consents?

Some forms of security may require court orders prior to enforcement. Hence, actions initiated by either the mortgagor or mortgagee could be restrictions that impact the timing and value of security enforcement. In situations where the security is auctioned under a court order, the resulting value could be substantially lower than the market value.

4.2 Do restrictions apply to foreign investors or creditors in the event of foreclosure on the project and related companies?

We are not aware of such restrictions.

# 5 Bankruptcy and Restructuring Proceedings

5.1 How does a bankruptcy proceeding in respect of the project company affect the ability of a project lender to enforce its rights as a secured party over the security?

When this procedure is set in motion, a project lender is compelled to suspend any enforcement rights until its completion. The Companies and Allied Matters Act 2020 outlines restrictions on creditors' right regarding a company undergoing winding up due to insolvency.

5.2 Are there any preference periods, clawback rights or other preferential creditors' rights (e.g. tax debts, employees' claims) with respect to the security?

A transaction entered into by the company within three months before the commencement of winding-up proceedings can be declared invalid in certain circumstances and if the preference was influenced by a desire to produce undue advantage.

Under the Bankruptcy Act of 1979, an apprentice is acknowledged as a preferential creditor in the process of winding up a company.

Nigerian company law also recognises the right of a secured creditor to realise or otherwise deal with his security during the winding-up of an insolvent company registered in Nigeria. Particularly, secured creditors rank in priority to all other claims, including any preferential payment or any other debts inclusive of expenses of winding-up.

5.3 Are there any entities that are excluded from bankruptcy proceedings and, if so, what is the applicable legislation?

Entities established by legislation are exempted from bankruptcy proceedings and are administered or dealt with, primarily in accordance with the provisions of the establishing legislation.

5.4 Are there any processes other than court proceedings that are available to a creditor to seize the assets of the project company in an enforcement?

For the purpose of asset seizure, a court order or some sort of court proceeding is generally required.

5.5 Are there any processes other than formal insolvency proceedings that are available to a project company to achieve a restructuring of its debts and/or cramdown of dissenting creditors?

Beyond the rules in the Companies and Allied Matters Act 2020 and the Bankruptcy Act, parties have room for creative solutions. Litigation can serve as a platform for negotiating and solidifying restructuring agreements, ultimately formalised through consent judgments. Alternatively, parties can engage in direct negotiations, crafting mutually agreeable terms documented in writing.

5.6 Please briefly describe the liabilities of directors (if any) for continuing to trade whilst a company is in financial difficulties in your jurisdiction.

Directors have duties under company law which extend to their actions during periods of financial difficulty for the company. For example, a company may only pay dividend out of available profits, and a company is not allowed to declare or pay dividend if there are reasonable grounds for believing that the company is or would be, after the payment, unable to pay its liabilities as they become due. To this end, a director would be required to recommend a dividend payment in the ordinary course of business, only if the company would remain solvent thereafter.

Additionally, every director of a company is required to discharge his or her duties honestly, in good faith and in the best interests of the company, and shall exercise that degree of care, diligence and skill which a reasonably prudent director would exercise in comparable circumstances.

# 6 Foreign Investment and Ownership Restrictions

6.1 Are there any restrictions, controls, fees and/or taxes on foreign ownership of a project company?

Under Nigerian law, 100% foreign ownership of companies (including project companies) is generally permitted. According to Section 17 of the Nigerian Investment Promotion Commission Act 2004, non-Nigerians are permitted to invest and engage in the operations of enterprises in Nigeria, except for activities listed on the negative list. Fees and taxes that apply to Nigerian-owned project companies also apply to those with foreign ownership.

6.2 Are there any bilateral investment treaties (or other international treaties) that would provide protection from such restrictions?

Please see preceding response. Foreign ownership of companies in Nigeria is permitted.

6.3 What laws exist regarding the nationalisation or expropriation of project companies and assets? Are any forms of investment specially protected?

The Nigerian Investment Promotion Commission Act prohibits the nationalisation or expropriation of any enterprise by any government in Nigeria. An enterprise may be compulsorily acquired by the Federal Government on the basis of national interest, or for public purpose. Such compulsory acquisitions shall be subject to payment of fair and adequate compensation, access to courts for determination of interest and adequate compensation, and prompt payment of compensation with provision for repatriation in a convertible currency, if applicable.

## 7 Government Approvals/Restrictions

7.1 What are the relevant government agencies or departments with authority over projects in the typical project sectors?

Relevant government agencies or departments with authority over projects in the typical project sectors include:

- Oil and Gas: This sector is regulated by the Nigerian Upstream Petroleum Regulatory Commission (NUPRC), and the Nigerian Downstream and Midstream Regulatory Authority (NDMRA).
- Electricity: The Nigerian Electricity Regulatory Commission.
- Infrastructure: The Infrastructure Concession Regulatory Commission; and the Federal Ministry of Works, Power and Housing
- Aviation: The Nigerian Civil Aviation Authority (NCAA).
- Mining: The Ministry of Mines and Steels development.

7.2 Must any of the financing or project documents be registered or filed with any government authority or otherwise comply with legal formalities to be valid or enforceable?

Security documents in relation to a financing or project must be stamped at the office of the Commissioner for Stamp Duties to ensure that the documents are admissible in evidence in civil proceedings if required.

Where applicable, e.g. security on the project company's assets, registration with the Corporate Affairs Commission would be required.

7.3 Does ownership of land, natural resources or a pipeline, or undertaking the business of ownership or operation of such assets, require a licence (and if so, can such a licence be held by a foreign entity)?

Yes, a licence is required and such can be held by a foreign entity.

- Ownership of land: Consent must be obtained from the relevant state governor pursuant to the Land Use Act 1978.
- Natural Resources or Pipeline: The ownership of petroleum is solely vested in the Federal Government. A licence is required for the exploration or exploitation of

petroleum resources. Mineral resources are also vested in the Federal Government and require a licence for their exploration. Companies incorporated in Nigeria with foreign ownership are eligible to hold these licences.

7.4 Are there any royalties, restrictions, fees and/ or taxes payable on the extraction or export of natural resources?

Yes, there are. Some of these include:

- Petroleum Profits Tax.
- Royalties for the extradition and exportation of natural resources, under the Minerals and Mining Act.
- Companies Income Tax.
- Royalties and taxes payable under the Petroleum Industry Act 2021 for the production of petroleum.

7.5 Are there any restrictions, controls, fees and/or taxes on foreign currency exchange?

There are no restrictions, fees, or taxes on foreign exchange transactions. However, investors bringing in capital are required to use authorised dealers recognised by the Central Bank of Nigeria and obtain evidence of importation in the form of a Certificate of Capital Importation (CCI).

7.6 Are there any restrictions, controls, fees and/ or taxes on the remittance and repatriation of investment returns or loan payments to parties in other jurisdictions?

There are no restrictions on the remittance and repatriation of investment returns or loan payments to other jurisdictions. Unconditional transferability of funds including dividends and loan repayments (net of all taxes) is allowed under Nigerian law.

7.7 Can project companies establish and maintain onshore foreign currency accounts and/or offshore accounts in other jurisdictions?

Yes, they can.

7.8 Is there any restriction (under corporate law, exchange control, other law or binding governmental practice or binding contract) on the payment of dividends from a project company to its parent company where the parent is incorporated in your jurisdiction or abroad?

There is no form of restriction on the payment of dividends by a project company to its parent company where a Certificate of Capital Importation has been obtained and the company's board of directors has declared payment of dividends.

7.9 Are there any material environmental, health and safety laws or regulations that would impact upon a project financing and which governmental authorities administer those laws or regulations?

Yes, there are. These include the Environmental Impact Assessment Act, the National Environmental Standards and Regulation Enforcement Agency (Establishment) Act, and the Petroleum Industry Act 2021. 7.10 Is there any specific legal/statutory framework for procurement by project companies?

Public procurement in Nigeria is governed by two key legislations, namely the Infrastructure Concession Regulatory Commission Act and the Public Procurement Act 2010. The former specifically grants ministries, departments, and agencies of the government the legal authority to engage in concession agreements with the private sector. The latter provides a comprehensive framework for procurement processes and applies to services conducted by the Federal Government of Nigeria and all procurement entities.

#### 8 Foreign Insurance

8.1 Are there any restrictions, controls, fees and/or taxes on insurance policies over project assets provided or guaranteed by foreign insurance companies?

Only companies registered under the Insurance Act are eligible to provide insurance or reinsurance cover in respect of any life, asset, interest, or other property in Nigeria. However, the National Insurance Commission may permit persons to effect such insurance or reinsurance with a foreign insurer or reinsurer if the risk cannot be insured with an insurer or reinsurer registered under the Insurance Act.

8.2 Are insurance policies over project assets payable to foreign (secured) creditors?

Yes, insurance policies over project assets are payable to foreign (secured) creditors.

#### 9 Foreign Employee Restrictions

9.1 Are there any restrictions on foreign workers, technicians, engineers or executives being employed by a project company?

Yes. A work permit is required for foreign employees. A foreign employee who intends to reside in Nigeria is required to also obtain a Combined Expatriate Resident Permit and Aliens Card (CERPAC).

Moreover, a company seeking to enlist the services of foreigners must obtain an Expatriate Quota which shall cover the intended number of foreign employees.

#### 10 Equipment Import Restrictions

10.1 Are there any restrictions, controls, fees and/or taxes on importing project equipment or equipment used by construction contractors?

There are no restrictions on the importation of project equipment utilised by construction contractors in Nigeria. However, import duties apply.

10.2 If so, what import duties are payable and are exceptions available?

The Nigerian Customs Services Common External Tariff determines the import duties applicable to all imports in Nigeria. Import Duty Exemption Certificates may be issued to eligible applicants for certain equipment including machinery, equipment and spare parts for the establishment of LPG Plants.

The exemptions provide the beneficiaries with an exemption from paying import duty and other statutory customs charges.

#### 11 Force Majeure

11.1 Are force majeure exclusions available and enforceable?

Yes, they are available and enforceable.

#### 12 Corrupt Practices

12.1 Are there any rules prohibiting corrupt business practices and bribery (particularly any rules targeting the projects sector)? What are the applicable civil or criminal penalties?

Yes there are and they include:

- the Money Laundering (Prevention and Prohibition) Act, 2022:
- the Advance Fee Fraud and Other Fraud Related Offences Act, 2006;
- the Economic and Financial Crime Commission Act, 2004;
- the Independent Corrupt Practices & Other Related Offences Act, 2000; and
- the Criminal and Penal Code.

Various penalties ranging from imprisonment to asset forfeiture are provided for under these laws.

# 13 Applicable Law

#### 13.1 What law typically governs project agreements?

In Nigeria, project agreements are primarily regulated by the general law of contract. The fundamental principles of contract which are derived from common law, doctrine of equity, and judicial precedent, would govern such agreements.

# 13.2 What law typically governs financing agreements?

Financing agreements are subject to the Nigerian law of contract and relevant statutes such as the Banks and Other Financial Institutions Act, 2020, the Companies and Allied Matters Act, 2020, the Stamp Duties Act, etc. Parties may also choose to adopt foreign laws e.g. English law, as the governing law of the financing agreement.

13.3 What matters are typically governed by domestic law?

Some of the matters governed by domestic law include taking security over movable and immovable properties, taxes, and foreign exchange controls, etc.

#### 14 Jurisdiction and Waiver of Immunity

14.1 Is a party's submission to a foreign jurisdiction and waiver of immunity legally binding and enforceable?

Yes, a party's submission to a foreign jurisdiction and waiver of immunity is legally binding and enforceable in Nigeria.

#### 15 International Arbitration

15.1 Are contractual provisions requiring submission of disputes to international arbitration and arbitral awards recognised by local courts?

Yes, this is possible under the Arbitration and Mediation Act, 2023.

15.2 Is your jurisdiction a contracting state to the New York Convention or other prominent dispute resolution conventions?

Yes, Nigeria has ratified and domesticated the New York Convention on the Recognition and Enforcement of Foreign Arbitral Awards.

15.3 Are any types of disputes not arbitrable under local law?

Yes. These include criminal matters, constitutional matters, and public policy litigation.

15.4 Are any types of disputes subject to mandatory domestic arbitration proceedings?

No, there are no disputes subject to mandatory domestic arbitration proceedings.

# 16 Change of Law / Political Risk

16.1 Has there been any call for political risk protections such as direct agreements with central government or political risk guarantees?

Yes, countries engaging in Capital Projects, particularly involving Foreign Direct Investment (FDI), commonly seek political risk protection agreements with governments. The primary objective is to provide a level of assurance and protection for investors against potential and unforeseen political risks that may impact the success and profitability of their capital projects.

## 17 Tax

17.1 Are there any requirements to deduct or withhold tax from (a) interest payable on loans made to domestic or foreign lenders, or (b) the proceeds of a claim under a guarantee or the proceeds of enforcing security?

Yes, there is a requirement to withhold tax on dividends and interest received on both domestic and foreign loans. This extends to proceeds of guarantee claims if such proceeds are interest payments. Withholding tax is generally at a rate of 10% but may be 7.5% if a double taxation treaty is applicable.

17.2 What tax incentives or other incentives are provided preferentially to foreign investors or creditors? What taxes apply to foreign investments, loans, mortgages or other security documents, either for the purposes of effectiveness or registration?

Several incentives are available to foreign investors (and domestic investors). These include:

- Pioneer Status: A project company has the option to seek pioneer status granting a tax holiday for a duration of up to five years, contingent upon meeting specific conditions and the relevant sector in which the project company plans to operate.
- Free Trade Zone Incentives: Operating within a free trade zone offers several advantages, including:
  - No requirement for import or export licences.
  - Repatriation of foreign capital investment in the zones at any time with capital appreciation of the investment.
  - Up to 100% foreign ownership of businesses is permissible in the zones.
  - Companies operating in the zones can employ foreign managers and qualified personnel.

It is imperative to note that a company with foreign ownership (whether 100% or partial) is required to register for a business permit.

#### 18 Other Matters

18.1 Are there any other material considerations which should be taken into account by either equity investors or lenders when participating in project financings in your jurisdiction?

Environmental, social and governance considerations should be considered by lenders and/or equity investors. This entails conducting due diligence prior to investments and audits on an ongoing basis (post-investment).

18.2 Are there any legal impositions to project companies issuing bonds or similar capital market instruments? Please briefly describe the local legal and regulatory requirements for the issuance of capital market instruments.

For a company issuing bonds or other capital market instruments, it is mandatory to be a public limited liability company. Additionally, the said capital market instruments must undergo registration with the Nigerian Securities and Exchange Commission (SEC) prior to issuance. According to SEC Rules, these capital market instruments must be rated by either a ratings agency registered with the SEC or an SEC-approved, internationally recognised rating agency.

Pension funds are a major investor in capital markets instruments and prospective issuances by project companies must meet requirements in the investment restrictions and guidelines for pension funds administrators.

#### 19 Islamic Finance

19.1 Explain how *Istina'a*, *Ijarah*, *Wakala* and *Murabaha* instruments might be used in the structuring of an Islamic project financing in your jurisdiction.

Islamic finance instruments may be deployed in structuring investments by infrastructure funds in the country. Additionally, Sukuks have been successfully issued by both the government and private entities, with the *Ijarah* structure being commonly deployed.

A brief summary of each instrument is provided below:

- *Istina'a*: This is typically deployed for construction projects and is a contract in which the buyer contracts with the seller to manufacture, produce or construct an asset in accordance with given specifications, descriptions, quality and quantity identified, and within a specified period.
- *Ijarah*: This is a contract or an arrangement whereby the lessor leases its asset(s) to lessees at a rental rate agreed by both parties with the lease running up to an agreed period.
- Wakala: This is an agency contract whereby one party is appointed to act as agent for the other party for the purpose of carrying out an action on behalf of the principal. Wakala is typically deployed with other Islamic finance structures.
- Murabaha: This is a form of sale contract where the cost

of goods, as well as a mark-up is known to the parties. It is used to provide financing for a customer e.g. an Islamic bank buys an asset on behalf of its client from a third-party and sells the asset to its client with an agreed mark-up.

19.2 In what circumstances may *Shari'ah* law become the governing law of a contract or a dispute? Have there been any recent notable cases on jurisdictional issues, the applicability of *Shari'ah* or the conflict of *Shari'ah* and local law relevant to the finance sector?

Parties can agree to be governed by *Shari'ah* law (which is recognised under Nigerian law). We are not aware of any such notable cases.

19.3 Could the inclusion of an interest payment obligation in a loan agreement affect its validity and/ or enforceability in your jurisdiction? If so, what steps could be taken to mitigate this risk?

An interest payment obligation under a *Shari'ah* governed agreement would be in breach of Islamic Finance principles. As a mitigating step, such agreements or structures are typically reviewed by Islamic Finance experts for compliance with the principles.

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