

International Climate Finance Accelerator Luxembourg SARL

Wangara Capital Partners – Request for Proposals : Development of Fund Structuring and Drafting of Legal Documentation

Wangara Capital Partners (“Wangara”) is establishing a \$50 million Wangara Growth Fund (“the Fund”) with aims to address the challenges posed by climate change on food security and gender inequality, while creating jobs for the youth and improving livelihoods in Africa.

The Fund will be set up with a GP/LP structure domiciled in Mauritius or Luxembourg, with investors including development finance institutions, foundations, high-net worth individuals, pension funds, and corporates.

Wangara is seeking proposals from potential legal advisors to support it, guide the development of Fund structuring and draft the relevant documentation according to the below Scope of Services.

Scope of Services

Wangara is seeking proposals to achieve the objective of being ‘investor ready’ and to take the Fund to first closing that includes as a minimum the following list of service provision features:

- Phase 0 - Fund structuring
 - o High level review of the proposed Fund structure; proposed regulatory approach, organisational structure, corporate form and governance
 - o High level tax/ VAT analysis to identify potential pitfalls the Fund may face given it’s proposed structure and intended investor base (if full tax analysis requested, separate quote to be provided)
 - o Review of the Fund term sheet, and provision of standard clauses as required based on the review of the Fund structure prior to drafting of the legal documentation

- Phase 1 - Drafting of legal documentation
 - o Limited Partnership Agreement of the Fund
 - o Subscription Agreement / Offer document template
 - o Articles of incorporation of the General Partner (GP)
 - o Investment Advisory Agreement

- Phase 2 – Closing and launch - first closing:
 - o Incorporation of the GP and the Fund in the appropriate manner and preparation of all relevant corporate formalities; signing in front of notary, preparation of proxies and other corporate formalities
 - o Drafting of the first board resolutions; approving the PPM, the subscription agreement, side letters (if applicable), service providers agreements and other documentation
 - o Legal assistance during the first closing
 - o Issuance of legal opinion(s) (optional)

Proposal submission

Please note that only service providers with expertise in the Mauritius and Luxembourg ecosystem are eligible to provide proposals for the scope of work included in this RFP.

Please provide a proposal that includes the following components:

Technical proposal

- A brief summary of the firm
- Names and bios of people who will work on the assignment
- Workplan and timeline for completing work

Financial proposal

- Fee estimate based around the Scope of Work set out above ideally with a capped fee estimate up to first close (expressed in terms of 'max number of hours' x 'hourly rate').
- For any components of the Scope of Work that are not included in the capped fee estimate, an indication of the estimated time needed to perform the task and an hourly rate.

Interested service providers are encouraged to engage with the Wangara team before submission and shall submit their proposal in writing to info@icfa.lu, copying e.arthur@wangaracapital.com, by 17h00 CET on 30 January 2023.

Contact Wangara:

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