

To: Lectori Salutem
From: Mr Ennis Rimawi
Catalyst Investment Management
Jordan

CC: International Climate Finance Accelerator (ICFA)
9, Rue du Laboratoire, L-1911 Luxembourg
Luxembourg

Date: May 16th, 2024

Description: Request for proposal: Legal Services

Introduction

Catalyst Investment Management is a specialized Middle East and North Africa (MENA) climate infrastructure fund management company, based in Jordan. Catalyst developed one of the MENA region's first utility scale solar PV projects on a commercial basis with non-recourse financing. Catalyst also developed the first utility scale sector solar PV project for a corporate (private sector) off-taker.

Catalyst's goal is to help create, invest in, and grow a world class base of renewable energy, energy efficiency and water projects and platforms. Catalyst adheres to global best practices on ESG, gender and climate impact.

The Catalyst MENA Clean Energy Fund (CMCF), launched in 2016, is the MENA region's first dedicated renewable energy fund. 90% of the CMCF portfolio was sold in 2023. As a result, Catalyst track record makes it one of the top performers versus its peers internationally.

CMCF2 will invest in renewable energy, energy storage and efficiency and water treatment projects and platforms.

Scope of Services

Catalyst Investment Management is seeking proposals for legal services with extensive knowledge of the Luxembourg legal and regulatory environment for CMCF2 (Hereinafter referred to as "**Legal Party**"), focusing on:

A. General Partner's incorporation

- Meeting with a Luxembourg civil notary;
- Coordination with the enacting Luxembourg civil notary with respect to the registration of the General Partner with the Register of Trade and Companies of Luxembourg (RCSL); and

B. AIFM registration of the General Partner with the Commission de Surveillance du Secteur Financier (CSSF)

- Assistance with (i) the filling-out of the registration form for an alternative investment fund manager, (ii) the AIFM EMIR questionnaire and (iii) the AML/CFT AIFM market entry form;
- Filing of the application with the CSSF; and
- Addressing one round of comments from the CSSF.

C. Establishment of the Fund

Fund's documentation

- Including certain regulatory disclosures in the LPA in relation to SFDR.
- Adding the US tax section to the draft limited partnership agreement (the LPA) of the Fund.
- Drafting of an investment advisory agreement with respect to the Fund;
- High-level review of the domiciliation and corporate services agreement of the Fund; and
- Drafting of the minutes of the meeting of the board of managers of the General Partner with respect to the launching of the Fund.

D. Closing of the Fund

- The review of, commenting on and negotiation of a draft investor side letter;
- Assistance with the admission of investors into the Fund and the collecting of supporting documents from investors; and
- Drafting of the minutes of the meeting of the board of managers of the Fund with respect to the closing of the Fund.

E. Establishment of a carry-vehicle under the form of a SCSp

- Drafting of a standard LPA of SCSp to be admitted into the Fund as carried-interest partner and that will be managed by the same General Partner as the Fund's (the **Carry Vehicle**); it will include standard terms relating to eligibility criteria, vesting period, lock-up clause, exercise rights, good/bad leaver clause, pre-emption rights, call and put options, based on a term sheet that the Fund Manager will provide the Legal Party with;
- Assistance with the execution of the LPA; and
- Registration of the Carry Vehicle with the RCSL.

F. Closing Legal Opinion (Optional)

- Drafting and issuance of a standard legal opinion to the first closing investor(s) contemplated to be admitted in the Fund, and includes:

- Drafting of a standard closing legal opinion (including capacity and enforceability) for the Fund;
- RCSL searches; and
- Issuance of the closing legal opinion.

G. Assistance with the downstream structuring (SPVs) for the acquisition of assets

H. Review other advisors' agreements as needed.

Pro-active interaction with the Fund manager is essential, executed in:

- Understanding the key differentiator and value proposition of the Fund Manager.
- Monthly updated status table.

Proposal submission

The service offered is to start as soon as possible and will run for 12 months with the option to extend the contract, and the right to terminate with one month notice.

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 scope
- Relevant experience
- Workplan and timeline for completing work

Financial proposal

- Fee and workload estimate based around the Scope of Work set out, split by workstream.

Interested service providers shall submit their proposal in writing to ennisr@catalystpe.com & mirah@catalystpe.com copying info@icfa.lu, by 17h00 CET on the 30th May 2024.

Contact Catalyst Investment Management:

Ennis Rimawi – Founder and Manager Director, ennisr@catalystpe.com, +962 7777 50 680

Mira Alhaj - ESG and Impact Lead, mirah@catalystpe.com, +962 7989 05 234