

Request for Proposal (RFP)

Legal Review and Certification for Investment Advisory Setup

1. Introduction

Miarakap (<https://miarakap.com/>) is a private malagasy organization, created in 2018, and a specialist of blended finance for entrepreneurs in Madagascar, whose mission is to contribute to the economic, social development and environmental conservation of Madagascar. We finance, support and promote a new generation of ambitious and responsible impact entrepreneurs willing to be actors of positive change with three complementary business lines: Equity investment, Program Management and Advisory.

Kinomé, a French consulting firm, specializes in biodiversity conservation, climate adaptation, and sustainable development. With over 19 years of experience, Kinomé works across Africa and Latin America, supporting projects that enhance ecosystems and empower local communities. The company provides expertise in designing and implementing nature-based solutions, focusing on reforestation, agroforestry, and social impact projects. Through its work, Kinomé integrates business performance with measurable environmental and social benefits.

Mitsiry is a blended finance fund created to support Small and Medium Enterprises working at the intersection of climate resilience, biodiversity conservation, and sustainable livelihoods across Madagascar and the broader South-West Indian Ocean region. The fund is jointly initiated by Miarakap and Kinomé. Together, Miarakap and Kinomé are forming a new joint entity, a NewCo, which will act as the Investment Advisor for Mitsiry Fund.

As part of Mitsiry's operational launch, the fund sponsors are in the final stages of establishing the Investment Advisory company to be domiciled in Mauritius. To ensure full compliance with legal and regulatory frameworks, Mitsiry is seeking the services of a **Mauritius-based law firm to review and certify the legal documentation** prior to submission to the relevant regulatory authorities.

2. Objective of the Assignment

The objective of this assignment is to secure the services of a qualified law firm based in Mauritius to support the legal finalization and certification of Mitsiry's Investment Advisory entity. This includes a legal review of all incorporation documents and the provision of necessary certifications for regulatory filings.

3. Scope of Work

The selected law firm will be responsible for the following tasks:

- **Review of Legal Documentation:**
 - Constitutional documents (Constitution, Shareholders Agreement, etc.)

- Service contracts (including agreements between shareholders, management, investment advisory agreement and advisors)
- Domiciliation agreements and any third-party service arrangements
- Application pack
- **Regulatory Certification:**
 - Provide legal certification of the above documentation as required by Mauritian authorities at the time of submission
 - Ensure full compliance with Mauritian legal and regulatory requirements related to the setup and licensing of investment advisory entities
- **Liaison with Authorities:**
 - Assist in submitting and following up on the documentation with the relevant regulatory bodies (e.g., Financial Services Commission, Registrar of Companies)
- **Advisory Support (as needed):**
 - Advise Mitsiry and its founding partners on regulatory compliance matters related to company law, investment advisory regulation, and fund structuring in Mauritius

4. Proposal Requirements

Interested law firms are invited to submit a proposal including the following:

- **Firm Overview:**
 - Brief description of the firm and its expertise in corporate, investment, and financial regulatory law in Mauritius
 - Experience supporting fund managers or investment advisory firms
- **Approach and Methodology:**
 - Description of how your firm will execute the scope of work, including steps for legal review and certification
- **Team Composition:**
 - Names, qualifications, and relevant experience of the key personnel assigned to the project
- **Timeline:**
 - The full scope of work, including legal review and certification, is expected to be completed within **four weeks** from the date of engagement.
- **Financial Proposal:**
 - The total budget for this assignment is capped at **USD 3,500** (inclusive of all fees and out-of-pocket expenses).

- Fee structure (fixed fee preferred; hourly rates optional for reference)

5. Submission Details

- **Deadline for submission:** 20/06/2025
- **Submission email addresses:**
 - Koloina Ramaromandray: *k.ramaromandray@miarakap.com*
 - Léa Meleard: *l.meleard@miarakap.com*

Please use the subject line: "**Proposal – Legal Services for Mitsiry Investment Advisory**"

7. Contact for Queries

For further information or clarification, please contact:

- Léa Meleard: *l.meleard@miarakap.com*