Matanataki

Scope of Work

Pipeline Development and Investment Committee Readiness

27th October 2025

Background:

Matanataki Pte Ltd (MPL), a woman-founded business developer and emerging fund manager in Fiji, is raising a US$50 million blended finance climate adaptation fund for the Pacific, Matanataki Pacific Fund 1 (MPF1 or Fund).

MPF1 provides investors with access to community-serving, gender equitable businesses that deliver climate resilience to Pacific communities, with coral reefs as the guiding star indicating the health and climate resilience of the whole.

MPF1 aims to bring together development financing institutions and private investors with aligned values, and channel investment into long term Pacific-owned businesses which will deliver climate resilience for our ocean communities.

Objective:

To expedite the delivery of targeted investments, MPL seeks a Singapore-based CMS-licensed fund manager to prepare pipeline investments for Investment Committee (IC) review in compliance with MPL's established investment management SOPs, which are endorsed by its potential Limited Partners (LPs).

The primary objective is to guide and prepare selected investment opportunities to full Investment Committee readiness, ensuring each meets all documentation, analysis, and due diligence standards as defined in Matanataki's SOPs. The fund manager may be engaged on a deliverables-based or capped retainer basis.

Scope of Work:

1. Investment Preparation and Project Management

- Lead and coordinate the IC readiness process for designated investments within MPF1's pipeline, following MPL's SOPs for investment screening, structuring, and documentation.
- Advise on deal structuring, financial modeling, risk assessment, and compliance with relevant regulatory and fund protocols.

- Oversee stakeholder engagement, including portfolio companies, technical advisors, and legal teams, to ensure timely progress and IC package completion.
- The bidding firm is expected to advise on the number of companies that can be realistically prepared within a three-month period, to be confirmed following discussions with MPL.

2. Due Diligence and IC Documentation

- Manage comprehensive due diligence, including commercial, financial, and ESG analysis, for each investment.
- Prepare and finalise all required IC documentation (internal memos, due diligence reports, risk assessments, as well as the updating of company-level financial models, business plans, impact metrics and presentation decks), ensuring alignment with IC review standards.

3. Process Integration and Quality Assurance

- Integrate MPL's investment SOPs into each workstream, guaranteeing consistent quality and compliance.
- Ensure timely delivery of all documentation and stakeholder reviews so that each investment is ready for IC consideration on schedule.

4. Ad Hoc Support

- Our firm may require ad hoc support from the Fund Manager firm to address dynamic and evolving requirements as we progress toward first closing. We expect the Fund Manager firm to demonstrate flexibility in accommodating such needs. Should any Ad Hoc Support be required, then if changes to the main scope become necessary to accommodate the Ad Hoc Support, these will be discussed and mutually agreed upon in writing prior to implementation.

Deliverables:

1. Timeline and Inception Plan:

- Submission outlining the proposed methodology, stakeholder engagement plan, and detailed timeline for investment readiness milestones.

2. Investment Committee Packages (number TBC):

- Complete IC documentation sets (one per investment), covering required analyses, memos, models, and supporting attachments as per the MPL investment SOPs.

3. Progress Reports:

- Periodic briefings or written reports summarizing progress, risks, and next steps (frequency and format as agreed).

27 Waikalou Road, Deuba, PO Box 526, Pacific Harbour, Fiji
+679 345 0215, info@matanataki.com

Payment Structure

Proposals must indicate desired payment structure:

- Deliverables-based (upon submission of each completed IC package),
- Retainer basis (with deliverables tracked against staged payment milestones).

Total payments will be capped as agreed in contract negotiations.

Timeline:

The entire assignment should be completed within a mutually agreed period, not to exceed six months from contract signing, unless approved in writing.

Expertise:

Singapore fund management license required.

Firm must be an Accredited Entity with the Green Climate Fund (GCF), one of the potential cornerstone investors of MPF1 or have at least obtained preliminary approval from GCF to be an accredited entity through the PSAA process.

Demonstrated experience preparing transactions for investment committee review in private equity, blended finance, or impact investing.

Sound working knowledge of ESG integration and blended finance mechanisms is strongly preferred.

Experience in Pacific regional markets is essential.

Experience and proven track record of working and contracting with Luxembourg based investor(s).

Track record of collaborative work with technical advisors, legal counsel, and cross-border investment teams.

Strong analytical, project management, and stakeholder communication skills.

Master's degree in finance/business or related discipline and at least five years' relevant experience within the team.

Submission of Proposal and Queries:

- Identify scope and fee breakdown for each phase of work and payment milestones.
- Proposals must be submitted by email in PDF format by 31st October 2025 to:

rimash@matanataki.com

jodi@matanataki.com

and CC programme@icfa.lu