

Scope of Work

Legal Advisory Services for the Establishment and Launch of the Oryx Impact Fund

15th December 2025

Background:

Oryx Impact SL, a Spanish limited liability company, is raising a US\$250 million fund of funds (the “Oryx Impact Fund” or the “Fund”) for African impact funds investing along the impact themes of i) job creation and economic development, ii) climate change adaptation and resilience, and iii) gender equality. The objective of the Fund is to break down the barriers for investment in Africa by: de-risking through diversification, giving access to and providing knowledge about funds and allowing for scale and ecosystem building. The Oryx Impact Fund will be domiciled in Luxembourg as RAI.

Oryx Impact SL has a strong partnership with Innpect Fund Management SA (“Innpect”), a licensed fund manager headquartered in Luxembourg and recognized for its expertise in IMM and ESG. The Fund will appoint Innpect to act as its external authorized fund manager (AIFM). Innpect holds a European Alternative Investment Fund Management license granted by the CSSF and qualifies as a Fund Manager. Given that the Fund will invest into other funds, it will hold securities and falls under MIFID regulation. For this reason, the GP to be incorporated in Luxembourg (the “GP”) will be advised by Oryx Impact SL through a subsidiary advisory agreement and in turn the GP will be part of the investment committee organised and run by Innpect to provide its knowledge and analysis on individual transaction. Additionally, Oryx Impact SL will provide advice to Innpect on impact and strategic matters. Activities of the Fund will involve multiple jurisdictions, namely Luxembourg (fund domicile and management), various jurisdictions for its LPs (including Morocco, Qatar, USA, EU and other African countries) and fund domiciliation jurisdictions for underlying funds (among others, Mauritius, Delaware, etc.). Oryx Impact SL is also setting up a Technical Assistance Facility (“TAF”) which will be set-up in parallel with philanthropic funds to support the underlying fund managers.

Oryx Impact SL invites reputable law firms with demonstrable expertise in fund formation to submit an Expression of Interest and Proposal to provide legal advisory and documentation services for the establishment and launch of the Fund in Luxembourg.

Objective:

The objective of this Request for Proposal (RFP) is to engage a qualified law firm with demonstrated expertise in fund structuring to provide a clear, practical and regulatorily compliant fund structure for the establishment of the Fund under Luxembourg law. Prepare and negotiate all core fund documentation required to achieve fund closing; Ensure effective alignment and coordination with related legal work streams in other relevant jurisdictions. The overall objective is to deliver an efficient, legally sound, and operationally coherent fund structure that enables the Fund to meet its investment, governance, and compliance objectives.

Scope of Work

The Scope of work is set out in phases, but the phases will take place in parallel rather than consecutively

Phase 1 – Drafting of Fund Issuing Document and LPA

- Drafting/Reviewing/Finalising of Fund Issuing Document and LPA
- Negotiation support with LPs of Fund documentation
- Subscription Agreement
- Signature process for LPA
- Any regulatory requirements in relation to publication, CSSF, etc.

Phase 2 – GP Set-up

- Checking availability of GP names with Luxembourg Trade Register
- Drafting/Reviewing/Finalising of GP articles
- Drafting proxies and declaration of UBO for incorporation of GP
- Incorporation of GP and all related steps and formalisation
- Filling in of CSSF forms and liaising with CSSF and obtain CSSF' confirmation of registration

Phase 3 – Service Agreements

- Check AIFM, Depositary, Admin and other service agreements
- Support on negotiation of service agreements
- Closing of service agreements

Phase 4 – Other agreements and documents

- Commitment letter for interested investors
- Potential side letters required for the LPA in line with certain investor requirements
- Carried interest structure and agreements

Phase 5 – Technical Assistance facility

- Legal documentation for donors of the TAF
- Set-up of structure around separate bank account in co-ordination with service providers

Deliverable:

The full set up of the Fund and the TAF with all documentation and all necessary publications, regulatory requirements and signatures of all parties involved.

Timeline

Proposal submission deadline: within 3 working days of receipt of this RFP

Execution of the whole legal Process should be completed by 20th of February 2026 with Phase 1 to be shared with cornerstone investors by 20 January 2026.

Detailed workflow and sequencing to be discussed with awardee.

Submission of Proposal and Queries

Your proposal should identify a breakdown of each phase and the related proposed fees for each of the phases. Please submit your queries and final proposal by email in PDF format by **Thursday 8 January 2026** to:- sebastian@oryximpact.com, teresa@oryximpact.com and eva@oryximpact.com and CC programme@isfa.lu