

Scope of Work

Legal Advisory Services for Investor Outreach in United States of America for 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 RAIF.

The Fund will appoint InnImpact to act as its external authorized fund manager (AIFM). InnImpact 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 InnImpact to provide its knowledge and analysis on individual transaction. Additionally, Oryx Impact SL will provide advice to InnImpact 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 supporting European Impact Funds in its marketing efforts in the USA.

Objective:

The objective of this Request for Proposal (RFP) is to engage a qualified law firm with demonstrated expertise in supporting European Impact Funds in its marketing efforts in the USA. The objective includes the setting out of the path to follow and the corresponding implementation.

Scope of Work

The Scope of work is not set out in detail as the different phases that are necessary should be defined by the legal counsel, but should include without limitation:

- Advice on decision which private offering exemption should be chosen
- Review and compliance check of commercial documentation (including PPM).
- Guidelines on VDR content and disclaimers

- Upon confirmed interest from US investors, review of subscription agreements and other documentation – potentially, light touch liaison with Luxembourg legal counsel
- Filing of relevant documentation including “blue sky” filing if necessary
- Advice on Investment Advisers Act exemptions

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:-

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