

Scope of Work

Legal Advisory Services for the Matanataki Pacific Fund 1 (MPF1)

20th January 2026

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) to be domiciled in Singapore. 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.

Matanataki Pte Ltd has an exclusive strategic partnership with Enyorra Private Equity, a licensed fund manager headquartered in Singapore, and recognized for its expertise in ESG management, impact and gender investing. The Fund will appoint Enyorra Private Equity Pte Ltd to act as its external authorized fund manager (the “FM”). The FM holds a Capital Market Services license and qualifies as a FM in accordance with the Singapore, SFA 2001 Act. The FM shall delegate deal origination and portfolio management functions of the Fund to Matanataki Pte Ltd, a private company limited by shares incorporated under the laws of Fiji (the “Portfolio Advisor”), pursuant to a portfolio management agreement. MPF1 will be a private equity/venture capital impact blended finance fund focused on investments in Fiji and selected Pacific Island Countries. Activities related to the Fund will involve multiple jurisdictions, namely Singapore (fund domicile and management), Luxembourg (single investor requirements), and Fiji and selected Pacific Island Countries (portfolio investments).

Matanataki invites reputable law firms with demonstrable expertise in fund formation and cross-border investment structures to submit an Expression of Interest and Proposal to provide legal advisory and documentation services for the establishment and launch of MPF1 in Singapore, with a feeder fund in Luxembourg for European investors. The bidding firm may operate across more than one jurisdiction, and if operating in a single jurisdiction, may engage experienced third-party advisors and the scope may be adjusted accordingly.

Objective:

The objective of this Request for Proposal (RFP) is to engage a qualified Fiji law firm to provide legal advisory and documentation support for:

1. Revision of a 2021 investment considerations matrix previously provided to MPL, and for a review and validation of the proposed fund structure from a Fiji legal and regulatory perspective to be included in the updated matrix.
2. Review of a sample debt term sheet (at the portfolio company level) and advice on Fiji-specific legal provisions.

Scope of Work:

1. Investment considerations matrix and fund structure (Fiji)

- Review and update the 2021 investment considerations matrix previously prepared for Matanataki Pte Ltd to reflect the current MPF1 structure and latest Fiji legal and regulatory framework.
- Validate the proposed MPF1 fund structure from a Fiji law perspective, focusing on:
 - o Capacity and status of Matanataki Pte Ltd as Portfolio Advisor under Fiji law.
 - o Any Fiji approvals, notifications or constraints relevant to MPF1's operation and cross-border investment flows.
- advising on the process and implications of Fiji residents acquiring shares in Singapore entities (if any)
- advising on the implications of incorporating the Fiji advisory company (if any)
- advising on the legality of proposed equity arrangements and veto rights in Fiji entities
- advising on any foreign investment implications, including restrictions on foreign participation in certain sectors or activities
- Integrate the Fiji legal and regulatory analysis into an updated investment considerations matrix, clearly setting out key issues, mitigants and any recommended actions for the fund manager and sponsors.

Deliverables:

(i) Updated Investment Considerations Matrix (Fiji)

Revised version of the 2021 matrix, incorporating:

- o Updated Fiji legal and regulatory considerations relevant to MPF1 and its proposed structure.
- o Clear validation (or qualifications) of the proposed fund structure from a Fiji law perspective.
- o Any red-flag items and recommended mitigations.

(ii) Short Fiji Law Note on Fund Structure (if not fully captured in the matrix)

- o 2–4 page memorandum or embedded commentary explaining key Fiji law conclusions relied upon in the matrix, for use with sponsors and other counsel if required.

(iii) Other general Legal Opinion as per scope

2. Sample debt term sheet (portfolio company level)

- Review the sample portfolio company debt term sheet and identify Fiji law issues, including:
 - o Enforceability of key provisions (events of default, acceleration, security, guarantees, covenants).
 - o Any mandatory Fiji law requirements or limitations impacting interest, fees, security over assets, governing law and jurisdiction.
 - o Any applicable regulatory, foreign exchange or tax considerations at the borrower level (e.g. withholding on interest or other payments).

- Propose revised wording and/or additional clauses to ensure the term sheet is compliant with Fiji law and consistent with local practice for similar credit transactions.

Deliverables:

- (i) Annotated Sample Debt Term Sheet
 - o Marked-up version of the sample term sheet showing suggested changes, additions and deletions from a Fiji law perspective.
- (ii) Fiji Law Commentary on Debt Term Sheet
 - o 2–3 page note summarising main Fiji law issues identified, rationale for key changes and any residual risks or points to be addressed at full documentation stage.

3. Annex 9 Green Climate Fund (GCF) Legal Opinion Review

- Review Annex 9 and identify all statements and assumptions that relate to Fiji entities, Fiji law, Fiji regulatory approvals, tax, foreign exchange, and enforcement of awards.
- Confirm, from a Fiji law perspective, the accuracy of statements about Matanataki Pte Ltd's incorporation, capacity, and ability to enter into the contemplated arrangements and to receive and reflow funds.
- Recommend any additions or changes needed to describe Fiji regulatory approvals, portfolio-level licenses and permits (including land and environmental aspects), and high-level tax and FX issues relevant to MPF1's activities in Fiji.
- Comment on the enforceability in Fiji of foreign arbitral awards in the form contemplated for MPF1's contractual arrangements.

Deliverables:

- (i) a concise mark-up or comments list for the Fiji-related text in Annex 9 and
- (ii) a short Fiji counsel note summarising key Fiji conclusions, assumptions and any limitations on reliance.

Timeline

Proposal submission deadline: within 5 working days of receipt of this RFP.

Engagement start: Within 5 working days of appointment.

Draft updated investment considerations matrix and Fiji law note: Within 2 weeks of engagement start (subject to timely access to the 2021 matrix, current structure chart and related documents).

Draft annotated debt term sheet and commentary: Within 2 weeks of receiving the final sample term sheet and any background on the intended use at portfolio level.

Draft overall legal opinion: Within 2 weeks of receiving the final sample term sheet and any background on the intended use at portfolio level.

Final versions: Within 1 week after receiving consolidated comments from Matanataki and other counsel on the drafts.

It is expected the assignment will be completed by 28th February 2026.

Fees and Proposal Requirements

Proposals should, at a minimum, include:

- (i) Fee structure and estimates
 - Indicate whether fees will be on a fixed-fee, capped-fee, or hourly basis.
 - Provide a separate fee indication for:
 - o Updating the 2021 investment considerations matrix and associated Fiji law note.
 - o Reviewing and commenting on the sample debt term sheet (including mark-up and commentary).
 - o Reviewing and commenting on Annex 9 GCF Legal Opinion.
 - o Other general Legal Opinion per scope.
 - Identify hourly rates (in FJD and/or USD) for key team members if hourly or blended approaches are proposed.
- (ii) Assumptions and scope boundaries
 - Any assumptions made (e.g. number of drafting rounds, length/complexity limits, reliance on Singapore/Luxembourg counsel for non-Fiji questions).
 - Any items not included in the quoted scope (e.g. drafting of full loan/security documentation, tax opinions beyond high-level comments).
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- (iii) Experience and team
 - Brief description of relevant Fiji experience in:
 - Cross-border investment and financing transactions.
 - Work for funds, DFIs, MDBs or impact investors.
 - Names, roles and experience of the proposed lead partner and key team members.
- (iv) Availability and delivery approach
 - Confirmation of ability to meet the proposed timelines.
 - Proposed approach to coordinating with Matanataki and other counsel.

Submission of Proposal and Queries

Your proposal should identify the scope breakdown and proposed fees for each of the phases of this assignment as contained herein. Please submit your queries and final proposal by email in PDF format by 30th January 2026 to: jodi@matanataki.com and CC programme@icfa.lu