

Regenera Ventures

Request for Proposal: Investment Due Diligence

I. Introduction

SVX MX is an impact investment advisory firm established in 2015 specialized in climate finance, regenerative economy, gender equity, and transformative finance working in Mexico and Latin America.

SVX MX is launching **Regenera Ventures Fund I**, a pioneering investment vehicle designed to finance and accelerate companies committed to the regeneration of Mexican ecosystems. Regenera Ventures focuses on catalyzing systemic change by fostering a transition toward regenerative practices that generate measurable positive impacts for communities, landscapes, and biodiversity, while delivering competitive financial returns.

Fund Size	USD \$25M Hard Cap: USD \$30M
Timeline	10+1+1 years
Instrument	Equity, Redeemable Equity, and Mezzanine Debt
Exit	Redemption, Strategic acquisition, Repayment at Maturity
Investment Period	3 - 5 years for debt products / 5 - 7 years for equity products
Investment target	12 - 15 companies / Average ticket of USD \$1.1 million
	All rural Mexico Agriculture, cattle ranching, forestry, fishing, nature tourism, financial inclusion for small producers
Closing	First close: USD\$12.2 million during 2026
	Final close: 2028

II. Background

Regenera Ventures will deploy a blended finance strategy, using equity, redeemable equity, and mezzanine debt to serve companies in rural Mexico that are driving the regenerative transition.

Regenera Ventures is preparing to execute and warehouse its first portfolio investment ahead of the Fund's first close. The investment consists of a USD \$280,000 redeemable equity structure in a company operating in the rural/agriculture sector in Mexico, fully aligned with the Fund's regenerative investment thesis.

Given that the Fund has not yet reached its first close, this investment will be channeled through a warehousing investment facility. Under this arrangement, the investment will initially be made by a vehicle/entity outside the Fund structure, with the intention of subsequently reassigning (transferring) the investment to Regenera Ventures Fund I once the first close is achieved.

This structure requires careful legal design to ensure: (i) the initial investment is properly documented and enforceable, (ii) the redeemable equity instrument reflects the Fund's standard terms and protections, (iii) the subsequent assignment/transfer to the Fund can be executed cleanly from a corporate, tax, and regulatory standpoint, and (iv) the transaction complies with all applicable Mexican legal and regulatory requirements.

Regenera Ventures seeks a specialized law firm to lead the legal structuring, due diligence, documentation, and execution of this transaction within a four-month timeframe. Additionally, this engagement serves as a pilot project to develop standardized templates and operational tools. The consultant will be expected to document the transaction process and, after the transaction is complete, translate these insights into a comprehensive manual and template library, enabling the investment team to streamline future due diligence and optimize legal efficiency.

III. Scope of Services

1. Term Sheet Review:

- Use the existing draft term sheet for the redeemable equity investment and refine and finalize specific conditions (financial, governance, redemption, exit, and warehousing/assignment mechanics) prior to submission to the company.

2. Drafting and Submission of Transaction Documents:

- Draft and finalize all transaction documentation, including the shareholding agreement and/or redeemable equity agreement.
- Incorporate provisions enabling the warehousing structure and the subsequent assignment of the investment to Regenera Ventures Fund I upon first close.

- Coordinate document submission and negotiation rounds with the target company and its counsel.

3. Legal Due Diligence:

- Conduct legal due diligence on the target company to confirm compliance with applicable Mexican corporate and tax regulations.
- Review intellectual property/patents held by the company.
- Conduct background checks on the company and its key shareholders/officers.
- Identify and flag any legal risks or red flags relevant to the investment decision.

4. Legal Due Diligence:

- Support the review and satisfaction of conditions precedent.
- Provide ongoing legal support to ensure compliance with Mexican law throughout execution.
- Support closing logistics and signing of final documentation to make the investment effective.

5. Process Documentation and Setup for Future transactions:

- Develop a comprehensive, bilingual (English/Spanish) legal due diligence checklist for Mexican companies, with adaptations for other jurisdictions and organized by investment stage.
- Implement a stoplight compliance system within the checklist to prioritize pre- and post-investment legal actions.
- Create a user-friendly manual for the investment team, including relevant legal frameworks, practical scenarios, and guidance on when to consult legal counsel.

IV. Deliverables

The consultant will be required to deliver:

1. Finalized term sheet, ready for submission to the target company.

2. Final transaction documents, including the shareholding agreement and/or redeemable equity agreement, incorporating the warehousing and assignment mechanics.
3. Legal due diligence report covering corporate, tax, regulatory, IP/patents, and background check findings, including key risks and recommendations.
4. Conditions precedent checklist and execution support documentation.
5. A concise summary memo highlighting key findings, risks, and recommendations to facilitate decision-making by the Regenera Ventures investment committee.
6. Legal Due Diligence Checklist and Manual: A bilingual (English/Spanish) due diligence checklist tailored for Mexican companies with adaptations for other jurisdictions, organized by investment stage and featuring a stoplight compliance system. This deliverable includes a manual for the investment team, covering relevant legal/regulatory frameworks and practical case scenarios to guide legal consultations.

IV. Proposal Submission

Please provide a proposal that includes the following elements:

- Technical proposal
 - A brief summary of the firm, ideally with relevant project experience.
 - Names and bios of people that will work on the assignment.
 - Work plan and timeline for completion, including detailed information regarding the approach the consultant will take.
- Financial proposal
 - Fee estimate based around the Scope of Work set about above ideally with a capped fee estimate (expressed in terms of “max number of hours” x “hourly rate”).
 - For any components of the Scope of Work that are not included in the capped fee estimate an indication of the estimated time needed to perform that task and an hourly rate.



Interested service providers are encouraged to engage with the Regenera Ventures team before submission and shall submit their proposal in writing to alma@svx.mx by **July 3rd, 2026**, copying programme@icfa.lu.

