AGRI FRONTIER

Request for Proposal (RFP) – Legal Documentation Support for Warehousing Facility

1. Background

Agri Frontier is a specialist agri-investment and advisory firm operating across East Africa, focused on the sustainable growth and development of the agribusiness sector across the value chain.

Building on its deep sector experience, Agri Frontier is launching the Agri Frontier Growth Fund (AFGF), a blended finance vehicle targeting $50m to invest in growth-stage Agri SMEs across East Africa through a range of debt instruments. The fund has an impact focus on climate adaptation and gender equity. Targeted investors include DFIs, impact-focused fund of funds, foundations, family offices and other private investors.

As a key step towards first close, Agri Frontier is establishing a warehousing facility to originate and hold initial portfolio investments. The warehousing vehicle will be incorporated in Mauritius and will deploy capital into Agri SME transactions across Kenya, Uganda and Tanzania, providing proof of concept and pipeline ahead of first close.

2. Request for Proposal

Agri Frontier is seeking proposals from legal firms or advisers with experience in cross-border fund and lending structures in Sub-Saharan Africa to provide legal documentation support for the warehousing facility. The scope of work covers three areas:

a) Standardised Transaction Documentation

- Development of standardised template documentation to support the initial warehoused deals, including term sheets, loan agreements, and security documentation.
- Templates should be suitable for use across Kenya, Uganda and Tanzania and adaptable to a range of debt lending instruments.
- Documentation should reflect the cross-border lending structure (Mauritius HoldCo lending into East Africa), with appropriate governing law and enforcement provisions.

b) Transaction Execution

- Legal support and guidance for the execution of the first two warehoused transactions (Kenya and Uganda).
- Review and finalisation of transaction documents for each deal through to completion, including borrower due diligence checklist, adapting facility and security documents, conditions precedent and requisite notifications and approvals.
- Security creation and perfection.

c) Structuring and Legal Architecture

- Advising on the cross-border lending structure, specifically the Mauritius HoldCo lending into Kenya, Uganda and Tanzania.
- Ensuring a clean and consistent approach to enforceability, lender protections, and cashflows across jurisdictions.
- Advising on any regulatory, tax or exchange control considerations relevant to the cross-border structure.
- Recommending structural improvements or risk mitigants ahead of the first close of AFGF.

3. Deliverables

The expected deliverables and outputs will include:

- Standardised term sheet template for use across warehoused deals.
- Standard form loan agreement(s) suitable for use across Kenya, Uganda and Tanzania (term loan, working capital, mezzanine)
- Security framework documentation templates appropriate to each jurisdiction, including guarantees.

- Legal memorandum on cross-border structure, enforceability, and lender protections.
- Transaction execution support for the first two warehoused deals, including conditions precedent checklist and final document review through to completion.

Interested service providers are encouraged to engage with Agri Frontier before submission.

Interested service providers shall submit their proposal, including a capped or fixed fee and timelines, in writing to info@icfa.lu, copying Andrew Ritchie: aritchie@agrifrontier.com. Applications will be reviewed on a rolling basis and no later than 28th August.