

Request for Proposal (RFP) – Establishment of Warehousing Entity in Mauritius

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 Mauritius-based corporate and fund services providers to advise on and facilitate the full establishment and operationalisation of the warehousing entity. The scope of work covers the following areas:

a) Incorporation and Setup

- Incorporation of the warehousing entity as a Global Business Corporation (GBC) in Mauritius.
- Advice on the most appropriate licence type for a cross-border lending vehicle and preparation and submission of the FSC licence application.
- Preparation and filing of all constitutional documents, including the constitution, share register, and director and shareholder resolutions.
- Provision of registered office address, company secretary, and two resident directors.
- Support with opening a corporate bank account, including preparation of all required documentation.
- Obtaining a legal certificate, company seal, and all other items required to render the entity fully incorporated and operational.

b) Regulatory and Compliance Setup

- Advising on all KYC, AML, FATCA and CRS requirements applicable to the entity and its lending activities.
- FATCA and CRS registration and compliance setup as part of the establishment process.
- Obtaining the Tax Resident Certificate, essential to the cross-border lending structure from Mauritius into East Africa.
- Advising on ongoing regulatory and reporting obligations to ensure the entity maintains its licence and good standing.

c) First-Year Operationalisation

In order to bring the entity to full operational status, the following first-year services are considered part of the establishment scope:

- First-year company secretarial, management and administration services.
- First-year compliance services and compliance fee.
- First-year FSC annual licence fees and Registrar of Companies annual fees, required to maintain the entity's licence from the date of incorporation.
- Preparation of inaugural financial statements and audit support for the first financial year.
- Incidentals and MNS charges associated with the first year of operation.

3. Deliverables

The expected deliverables and outputs will include:

- Fully incorporated warehousing entity, including certificate of incorporation, FSC licence, and all constitutional documents.
- Corporate bank account opened and operational.
- Tax Resident Certificate obtained.
- FATCA and CRS registration completed.
- Template board and shareholder resolutions for standard corporate actions.
- Summary note on ongoing compliance obligations and fee schedule from Year 2 onwards.

Interested service providers are encouraged to engage with Agri Frontier before submission. Access to relevant documentation for the purposes of providing a comprehensive proposal will be granted upon the execution of a non-disclosure agreement.

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.