1. **Scope of Work**

The selected law firm shall advise on the following indicative type and number of transactions:

1. Risk Participation Agreement
2. Senior / Subordinated/ Mezzanine Loan Facility
3. Digital Credit Financing Facility
4. Secondary Market Program
5. Debt Capital Market and Equity Capital Market Transactions
6. Private equity investment: Shareholder, Share Subscription and other prospective definitive agreements
7. Securitization
8. Guarantee Agreements
9. Standalone Agreements/ Non Disclosures etc.
10. Establishing Special Purpose Vehicles

The scope of advisory services will broadly cover the following types of agreements and associated functions:

**Structuring:** Advise on the structuring of Karandaaz’ investment and financing transactions in order to optimize the investment from legal and regulatory aspects of:

* 1. Equity/ Quasi equity and debt investments by Karandaaz in SMEs
  2. Funding/ risk sharing agreements with various financial institutions
  3. Guarantee Agreements with various financial institutions/ Corporations

**Due Diligence:** The legal advisor will conduct legal due diligence of targets including but not limited to review of legal and regulatory aspects of the transaction, review of material contracts with regards to their scope and impact, management control and corporate affairs, legal issues in relation to human resource related matters including any employee stock options, any pending or expected litigation and any such matter that may pose a material risk to Karandaaz’ investment or reputation

**Definitive Legal Agreements:** The Legal Advisor will draft, negotiate, review and finalize a legal agreement based on a Term Sheet or transaction structure provided by the CIC team. Legal Agreements shall include all documentation required to close the transaction and ensure the protection of Karandaaz’ investments. Documents shall include but not be limited to:

* + 1. Financing Agreements: Senior and Subordinated Loan
    2. Financing Agreements: Risk Participation
    3. Financing Agreements: Securitization
    4. Debt Capital Market and Equity Capital Market Transaction Agreements
    5. Shareholders Agreements
    6. Share Subscription Agreements
    7. Share Purchase Agreements
    8. Put/ Call Option Agreements
    9. Other definitive agreement customary in private equity transactions (non-compete, service etc.)
    10. Guarantee Agreements
    11. Standalone Agreements / Non- Disclosures etc.
* **Legal Opinion(s):** The Legal Advisor shall, where requested, provide a comprehensive legal opinion, covering, inter alia, the valid existence of the target Company or partner institution and the validity and enforceability of the legal agreements. The specific structure of the Legal Opinion document shall be agreed in advance between the Legal Advisor and Karandaaz. Shall assist in Non-Pakistani law related matters as required.

**Registration and Approvals:**  The legal advisor shall assist Karandaaz in obtaining all necessary regulatory and other approvals and certifications required to successfully close any aspect of investment and financing transactions.

**Grant Agreements:** The legal advisor shall assist Karandaaz in all legal advice pertaining to grant agreements

1. **Engagement Period**

The duration for the engagement shall be 12 months. Karandaz Pakistan may terminate the engagement by giving one-month prior notice.

1. **Legal Advisor Proposal Contents**
2. Credentials & Profile of the Firm
   1. Credentials of the Firm (history, specialization, key relevant advisory engagements)
   2. Profile with clients and project details
3. Composition and Bios of the Partner and Associates that will work directly on the Karandaaz transactions
   1. Require direct engagement and access to the Partner ( Expected response within an hour)
4. Budget / Cost of Services
   1. Provide breakdown of rates (hourly or daily) for Partner(s), Associate(s) and Analysts(s) that will work directly on the transactions
   2. Indicative fee cap arrangement per type of agreement
   3. Fixed cost arrangement
5. **Evaluation Criteria**

The successful law firm shall have over twenty years of experience in serving clients that include:

1. Leading international development finance institutions investing in Pakistan;
2. Reputable international financial sponsors (private equity fund managers and sovereign wealth funds) investing in Pakistan;
3. Impact investor(s) investing in Pakistan;
4. Multinational corporate and investment banks that have financed companies in Pakistan through structured credit and capital market transactions.

The successful law firm shall qualify with the following accessibility criteria:

1. Corporate offices in Karachi, Lahore and Islamabad;
2. Strong bench of partners and associates;
3. Personal time and access to Managing Partners, who will lead transaction teams.

Specifically the law firm and the managing partner bidding for the engagement and who will lead each transaction will have around fifteen years experience in the following specializations of corporate and structured finance, which are pre-requisite to be qualified for this engagement:

1. Legal due diligence with respect to private equity transactions;
2. Advising on and structuring of private equity investment transactions through offshore and onshore structures;
3. Shareholder, share purchase, share subscription, put option, call option, non-compete, other customary definitive agreements used in private equity transactions;
4. Structured finance transactions, including securitization(s) and risk participation agreements;
5. Debt Capital Market and Equity Capital Market Transaction Agreements;
6. Senior and subordinated loan agreements; and
7. Corporate bond transactions and subscription agreements (term financing certificates).
8. Information Memorandums
9. Prior experience with Karandaaz Pakistan shall be evaluated on below: in case of no prior experience, Firms ratings shall be referred from ww.chambersandpartners.com.

* Technical legal ability,
* Professional conduct,
* Client service,
* Commercial astuteness,
* Diligence,
* Commitment,
* Other qualities most valued by the Karandaaz Pakistan.

1. In the event of any conflict or inconsistency in terms and conditions of the request for proposal, Karandaaz Pakistan procurement policies and procedures shall prevail.