1. **Scope of Work**

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

* Risk Participation Agreement
* Senior / Subordinated/ Mezzanine Loan Facility
* Digital Credit Financing Facility
* Secondary Market Program
* Debt Capital Market and Equity Capital Market Transactions
* Private equity investment: Shareholder, Share Subscription and other prospective definitive agreements
* Securitization
* Guarantee Agreements
* Standalone Agreements/ Non Disclosures etc.
* 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 pre-qualification of law firms shall be initially for a period of 12 months. However, Karandaaz Pakistan may extend the pre-qualification for another 12 months at its discretion. Karandaaz also reserves the right to remove any firm from the list of pre-qualified firms.

1. **Contents of the Proposal**
2. Background of the Firm
   1. Credentials of the Firm (history, specialization, key relevant advisory engagements)
   2. Profile of previous clients and engagement details of five clients with their names
3. Details of Partners and Associates
   1. Office Locations in Pakistan with total number of Partners and Associates in each office
   2. Bios of the Partner and Associates who will work directly with Karandaaz Pakistan on transactions

*Please note: Karandaaz Pakistan will require direct engagement and access to the Partner*

*(Reasonable Response Time is Expected]*

1. Budget / Cost of Services
   1. Provide breakdown of rates (hourly or daily) for Partner(s), Associate(s) and Analysts(s) who will work directly on the transactions
   2. Indicative fee cap arrangement per type of agreement
2. **Evaluation Criteria**
3. The successful law firm shall have at least 5 years of experience in serving clients that may include one or more of the following:
   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.
4. Minimum two partners with at least 10 years of experience.
5. Strong bench of Associates with minimum Two Associates each having 5 years of experience
6. Specialization in following areas:
   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
7. Karandaaz Pakistan may use firm’s ratings from ww.chambersandpartners.com in its evaluation.