

TERMS OF REFERENCE (TOR)

REQUEST FOR PROPOSALS TO PROVIDE ASSET MANAGEMENT OPERATIONAL READINESS CONSULTANCY SERVICES

1. BACKGROUND

Eastern and Southern African Trade and Development Bank (referred to as “**TDB**”) is a multilateral, investment-grade development finance institution established in 1985 by international charter signed by its Member States. With 41 sovereign and institutional shareholders and approximately USD 8 billion in assets, TDB serves 25 economies in eastern, southern, and western Africa. Its mandate is to foster trade, regional economic integration, and sustainable development.

More information on TDB is available on its website: <https://www.tdbgroup.org/>

2. ABOUT TDB ASSET MANAGEMENT

TDB’s Asset Management function is focused on the conceptualization, design, promotion, launch, management and growth of stand-alone investment vehicles for a wide range of investors and development partners, with the aim of crowding in global capital to support the development needs of the region, in addition to what is achieved through TDB’s own balance sheet.

In furtherance of this objective, TDB has established a subsidiary fund manager – Eastern and Southern African Trade Advisers Limited (“**ESATAL**” or the “**Fund Manager**”) - which is a Mauritius private company limited by shares.

ESATAL is licensed by the Financial Services Commission of Mauritius (the “**FSC**”) to manage collective investment schemes (“**CIS**”) (i.e. to be a fund manager) and currently, its primary business is to manage the Eastern and Southern African Trade Fund (“**ESATF**”), which is the embodiment of the trade financing fund contemplated in Article 9 of the TDB Charter and which is incorporated as a Mauritius public company limited by shares that is licensed by the FSC to operate as a CIS.

ESATAL launched ESATF’s commercial operations in August 2019 and as of October 2023, ESATF has over US\$ 134 million in assets under management (AUM).

Both ESATAL and ESATF are duly supported by a Mauritius licensed administrator (the “**Administrator**”) and more information on ESATAL and ESATF is available on the ESATAL website: <http://esatal.org/>

TDB, ESATAL and other TDB subsidiaries are collectively referred to as “**TDB Group**”, and

a shared services model is applied within the group whereby subsidiaries source available support services (e.g. Legal, IT, logistics...etc) from TDB, before procuring such services from the open market.

Alongside the celebration of ESTAF's 4th Anniversary in H2 2023, TDB Group has approved an Asset Management Strategy that seeks to scale up this business space by promoting and launching various new Africa-focused investment funds. The intention is to structure, set-up and launch these new Africa-focused investment funds that would have a regional or country investment mandate over time (the “**New Funds Initiative**”) and to leverage ESATAL as an existing fund management platform in Mauritius.

For ESATAL and for TDB Asset Management, a transition from promoting, launching and managing a single pan-African private debt fund (ESATF) to multiple Africa-focused investment funds has various operational implications (i.e. structure, processes, policies, systems & people).

Accordingly, the need has been identified to source a suitably qualified and experienced consultant, to help TDB Group make this transition successfully in line with international market-best-practice, so that TDB Group can set-up and roll-out a new operational architecture for ESATAL and for TDB Asset Management (i.e. structure, processes, policies, systems & people) that is fit for the purpose of executing and delivering the growth-oriented Asset Management Strategy, in the context of the group shared services model.

3. OBJECTIVE AND SCOPE OF WORK

Objective – Operational Readiness

The objective of this consultancy is to finalize a dynamic SMART action (project management) plan (i.e. in Microsoft Project (MS Project), Smartsheet or a similar professional project management software to be agreed) for TDB Group's successful transition and change management to a multi-fund management business, and to prepare an accompanying comprehensive policies and procedures manual for a multi-fund manager, so that TDB Group can set-up and roll-out a new scalable operational architecture for ESATAL and for TDB Asset Management (i.e. structure, processes, policies, systems & people), in line with international market-best-practice, that is fit for the execution and delivery of our growth-oriented Asset Management Strategy, in the context of the group shared services model.

Scope of Work - PHASE 1 – Information gathering to clarify the current “as-is” operational architecture of ESATAL and of TDB Asset Management (i.e. structure, processes, policies, systems & people), and the desired future business end-goals under the Asset Management Strategy

It is anticipated that the successful consultant's activities under Phase 1 would be conducted virtually and would include:

- 1) a kick-off video-conference call with the TDB Group team;

- 2) information gathering to clarify the current operational architecture for ESATAL and for TDB Asset Management (i.e. structure, processes, policies, systems & people);
- 3) information gathering to clarify the desired future business end-goals under the Asset Management Strategy;
- 4) preparing and issuing a draft report on the PHASE 1 outcomes / findings to TDB Group for review, processing feedback / comments received on the draft report (maximum two (2) rounds of comments), and then issuing a final PHASE 1 outcomes / findings report.

Scope of Work - PHASE 2 – Gap analysis that would clarify: (i) options for a new operational design / architecture that are fit-for-purpose to deliver the desired future business end-goals under the Asset Management Strategy, in line with international market-best-practice and in the context of the group shared services model; (ii) the preferred new operational design / architecture for ESATAL and for TDB Asset Management; and (iii) the operational changes required for ESATAL and for TDB Asset Management (i.e. structure, risks & mitigants, processes, policies, systems & people) to close the gaps between the current as-is operational architecture, and the preferred new operational design / architecture.

It is anticipated that the successful consultant’s activities under Phase 2 would be conducted partly virtually, and partly in-person, and would include:

- 1) for Phase 2 items (i) & (ii) above, a presentation of the proposed options for a new operational design / architecture, highlighting how each option fits with international market-best-practice and with the context of the group shared services model;
- 2) for Phase 2 item (iii) above, a 2 day in-person physical engagement (workshop) with the TDB Group team at their Nairobi Regional Office or Mauritius Headquarters Office;
- 3) preparing and issuing a draft report on the PHASE 2 outcomes / findings to TDB Group for review, processing feedback / comments received on the draft report (maximum two (2) rounds of comments), and then issuing a final PHASE 2 outcomes / findings report.

Scope of Work - PHASE 3 – Finalize a dynamic SMART action (project management) plan (i.e. in Microsoft Project (MS Project), Smartsheet or a similar professional project management software to be agreed) for TDB Group’s successful transition and change management to a multi-fund management business and prepare an accompanying comprehensive policies and procedures manual with relevant process maps for a multi-fund manager, so that TDB Group can set-up and roll-out a new scalable operational architecture for ESATAL and for TDB Asset Management (i.e. structure, processes, policies, systems & people) in line with the outcome of the PHASE 2 Scope of Work

It is anticipated that the successful consultant’s activities under Phase 3 would be conducted partly virtually, and partly in person, and would include:

- 1) preparing and issuing a draft dynamic SMART action (project management) plan (i.e. ideally in MS Project or a similar professional project management software) for TDB Group’s successful transition and change management to a multi-fund management business;
- 2) preparing and issuing a draft comprehensive policies and procedures manual for a multi-fund manager;

- 3) processing feedback / comments received on the drafts (maximum two (2) rounds of comments on each draft); and
- 4) a one (1) day in-person physical engagement (workshop) with the TDB Group team at their Nairobi Regional Office or Mauritius Headquarters Office to present and hand-over the final (i) dynamic SMART action (project management) plan and (ii) comprehensive policies and procedures manual.
- 5) preparing and issuing a draft closing-out report on the entire assignment to TDB Group for review, processing feedback / comments received on the draft closing-out report (maximum two (2) rounds of comments), and then issuing a final closing-out report on the entire assignment.

4. EXPECTED OUTPUTS / DELIVERABLES

The expected physical outputs / deliverables of this consultancy are each of the reports / presentations / action (project management) plans set out in the Scope of Work.

- All such outputs / deliverables are to be received by TDB Group in English.
- All draft reports are to be received by TDB Group in soft copy, freely editable Microsoft Word.
- All final reports are to be received by TDB Group: (i) in three (3x) hard-copy, bound, originals signed in wet-ink by a principal / director / partner of the successful consultant; and also (ii) a scanned Adobe Acrobat.pdf soft copy of the wet-ink signed original.
- All presentations (draft / final) are to be received by TDB Group in Microsoft PowerPoint .
- All versions (draft / final) of the dynamic SMART action (project management) plan are to be in Microsoft Project (MS Project), Smartsheet or a similar professional project management software to be agreed.

5. KEY COMPETENCIES

The successful consultant should possess the following attributes:

- A minimum of 15 years of combined relevant experience across asset / investment management, banking, finance, strategy / operations consulting, and/or other relevant fields;
- Demonstrated experience with running / leading multi-fund manager businesses operations, preferably in emerging markets;
- Demonstrated experience with similar operational readiness / transition / change management assignments in the financial services sector generally, and preferably in the asset management industry;
- Relevant professional accreditations, such as ACCA, CIMA, CPA, MBA, CFA, PMP are required;
- Demonstrated experience with change management;
- Familiarity with international development financial institutions (DFIs) would be an added advantage.

6. TIMELINES FOR THE ASSIGNMENT

It is anticipated that each Phase of the above Scope of Work would be completed within the period of time indicated in the following table:

Phase under the Scope of Work	Expected Timelines to Complete
PHASE 1	4-5 weeks
PHASE 2	4-5 weeks
PHASE 3	4-5 weeks

7. REPORTING

The successful consultant will report jointly to the **CEO, TDB Asset Management** and the CEO, ESATAL, with the Head: Asset Management serving as the successful consultant's focal point for communication, scheduling & overall coordination.

8. SUBMISSION OF PROPOSALS

Duly experienced and suitably qualified persons / firms are invited and requested to submit a written proposal to TDB Group to provide the above mentioned consultancy services. Such proposals should include the following requirements / conditions:

The proposal should consist of two separate documents, with the first document labeled "Technical Proposal" and addressing the items 1, 2, 3, 4 & 5 below, and the second document labeled "Financial Proposal" and addressing the items 6,7 & 8 below.

The Financial Proposal should breakdown costs for professional services, travel and any other envisioned costs.

- 1) Profile/Curriculum Vitae of the specific individual(s) in the core team to undertake the work and any other individuals who would be involved in specific legs of the assignment. The proposal may refer to personal information that is freely accessible online (e.g. CV's / profiles of team members on business websites, LinkedIn pages...etc);
- 2) How the proposed consultancy team collectively carries the relevant background and above Key Competencies;
- 3) Any preliminary observations or comments on the Scope of Work, and a description of the manner in which the proposed consultancy team intends to execute the assignment, including full and frank disclosure of any sub-contracting;
- 4) If the applicant is a consortium (i.e. is not a single legal person), the full legal identify and contact details of all members of the consortium and of the lead consortium member who would be fully and irrevocably legally authorized by all other consortium members to represent them vis-à-vis TDB Group for all matters pertaining to the

assignment, should the consortium be successful;

- 5) A designated contact person, and their contact details, for all future communication in relation to this ToR and the delivery of the consultancy services (should the applicant be successful);
- 6) Detailed breakdown of fees and expenses in US\$, including the all-inclusive US\$ fee, for PHASE 1 of the above Scope of Work;
- 7) Detailed breakdown of fees and expenses in US\$, including the all-inclusive US\$ fee, for PHASE 2 of the above Scope of Work;
- 8) Detailed breakdown of fees and expenses in US\$, including the all-inclusive US\$ fee, for PHASE 3 of the above Scope of Work.

Your written proposal (the Technical Proposal read together with the Financial Proposal) should:

- (a) not exceed twenty-two (22) pages from cover-to-cover;
- (b) be sent in Adobe Acrobat pdf soft copy via email to <procurement@tdbgroup.org>;
- (c) be entitled / referenced as: “**Asset Management Operational Readiness Consultancy**” (i.e. this text should be the first part of the email heading); and
- (d) be received not later than 5:30 pm (Mauritius time) on the date Friday 10th May 2024 (extended).

For any questions or clarification, kindly send the enquiry to the following email: <zorodzo.chuma@tdbgroup.org>, with the enquiry email being entitled / referenced as: “**Enquiry - Asset Management Operational Readiness Consultancy**” (i.e. this text should be the first part of the email heading).

9. DISCLAIMER

TDB Group reserves the right to independently verify submitted documents, listed clients and similar works. TDB Group is not obliged to give reason for not selecting any persons/ firm. TDB Group reserves the right to discontinue this process without reference to any person / entity.