



**APPOINTMENT OF A PANEL OF SERVICE PROVIDERS FOR TRANSACTION ADVISORY SERVICES FOR AFRICAN EXPLORATION MINING AND FINANCE CORPORATION (“AEMFC”) (SOC) LTD FOR THIRTY-SIX (36) MONTHS.**

**AE/VALK012/2024**

CONFIDENTIAL



## SECTION 1

<b>DESCRIPTION</b>	<b>APPOINTMENT OF A PANEL OF SERVICE PROVIDERS FOR TRANSACTION ADVISORY SERVICES FOR AFRICAN EXPLORATION MINING AND FINANCE CORPORATION (“AEMFC”) (SOC) LTD FOR THIRTY-SIX (36) MONTHS.</b>
<b>BID NUMBER:</b>	<b>AE/VALK012/2024</b>
<b>BID ISSUE DATE</b>	<b>07 March 2025</b>
<b>BID AVAILABLE</b>	This RFP may be downloaded directly from the National Treasury’s e-Tender Publication Portal at <a href="http://www.etenders.gov.za">www.etenders.gov.za</a> , and African Exploration Mining and Finance Corporation at <a href="http://www.aemfc.co.za">www.aemfc.co.za</a> . At no cost.
<b>BRIEFING SESSION DATE AND TIME</b>	<p>A <b>compulsory pre-proposal</b> RFP briefing will be conducted online via Microsoft Teams. On <b>13 March 2025</b> at <b>10:00</b> for a period of <b>± 2 hours</b>.</p> <p>The briefing session will start punctually, and information will not be repeated for the benefit of Respondents arriving late.</p> <p><b>[Bidders are to bring with them their own Personal Protective Equipment (PPE) at the non - compulsory physical visit].</b></p> <p><b>Note: The onus is upon the bidders to ensure attendance.</b></p>
<b>CLOSING DATE</b>	<b>01 April 2025</b>
<b>CLOSING TIME</b>	<b>12:00 PM</b> Bidders must ensure that bids are delivered timeously to the correct address. As a general rule, if a bid is late or delivered to the incorrect address, it will not be accepted for consideration.
<b>CLARIFICATION ON ENQUIRY DOCUMENTS</b>	Bidders will notify of any clarifications required before the closing time for clarification queries, which is by <b>12:00</b> mid-day on <b>20 March 2025</b> Clarifications are to be submitted to <a href="mailto:tender@aemfc.co.za">tender@aemfc.co.za</a>
<b>BID VALIDITY PERIOD:</b>	<b>120 days from closing.</b> Bidders are to note that they may be requested to extend the validity period of their bid, at the same terms and conditions, if the internal evaluation process has not been finalised within the validity period. However, once the adjudication body has approved the process and award of the business to the successful bidder(s), the validity of the successful bidder(s)’ bid will be deemed to remain valid until a final contract has been concluded.

## SECTION 1 *Continued*

<b>BID VALIDITY PERIOD:</b>	<p><b>120 days from closing.</b> Bidders are to note that they may be requested to extend the validity period of their bid, at the same terms and conditions, if the internal evaluation process has not been finalised within the validity period. However, once the adjudication body has approved the process and award of the business to the successful bidder(s), the validity of the successful bidder(s)' bid will be deemed to remain valid until a final contract has been concluded.</p>
<b>DELIVERY INSTRUCTIONS BY HAND</b>	<p><b>Bid documents should be deposited in the Bid Box situated at:</b></p> <p>African Exploration Mining and Finance Corporation (SOC) Ltd          Building 1, 1<sup>st</sup> Floor          74 Waterfall Drive          Waterfall City          Gauteng, 2090</p> <p>Access to the Bid Box is limited to the following hours:  <b>Monday to Friday: 08:00 to 17:00</b></p> <p>Late Tenders/Bids will not be accepted.          Bidders must ensure that bids are delivered on time to the correct address. Bids received late and to incorrect addresses shall not be accepted for consideration. <b>All Tenders/Bids must be submitted on the official forms provided by – (not to be modified)</b></p>
<b>DELIVERY INSTRUCTIONS BY COURIER</b>	<p>If dispatched by courier, the envelope must be addressed as follows:</p> <p><b>The Compliance Secretariat, Bid AE/VLAK006/2024.</b> and a signature obtained from that Office.          African Exploration Mining and Finance Corporation (SOC) Ltd          Building 1, 1<sup>st</sup> Floor          74 Waterfall Drive          Waterfall City, Gauteng, 2090</p>

## SECTION 2: NOTICE TO BIDDERS

### 1. RFP INSTRUCTIONS

- 1.1. Respondents are to sign documents [sign and date the bottom of each page] before submitting the proposal document. The person or persons signing the submission must be legally authorised by the respondent to do so. A duplicate set of documents is required. This second set must be a copy of the original proposal.
- 1.2. Respondents are to note that AEMFC is utilising a two-envelope system for the purpose of receiving this bid. Bidders are required to submit technical/functionality and Commercial and Financial proposals in two separate envelopes.
- 1.3. Proposals must be submitted in duplicate hard copies [**Commercial response 1 original and 1 copy**] [Functional response 1 original and **1 copy**] [ and must be in a file or bound. **Note:** The original document must be clearly marked as an original version and must be in a file or bound. Each envelope shall state on the outside the employer's address and identification details stated in the page 1 above, as well as the bid/tenderer's name and contact address.
- 1.4. Both sets of documents are to be submitted to the address specified **in page 1 above**, and Bidders must ensure that the original and copies (where applicable) are identical in all respects as AEMFC will not accept any liability for having disqualified a bidder for failing to provide a mandatory returnable document in either the original or the copy of the RFP albeit that it was included in the other.
- 1.5. Unless otherwise expressly stated, all Proposals furnished pursuant to this RFP shall be deemed to be offers. Any exceptions to this statement must be clearly and specifically indicated.
- 1.6. Any additional conditions must be embodied in an accompanying letter. Subject only to **paragraph 9 below** (Legal Review) and, alterations additions or deletions must not be made by the Respondent to the actual RFP documents.
- 1.7. Submit alternative bid offers only if a main bid offer, strictly in accordance with all the requirements of the bid documents is also submitted. The alternative bid offer is to be submitted with the main bid offer together with a schedule that compares the requirements of the bid documents with the alternative requirements the bid proposes.

## SECTION 2: NOTICE TO BIDDERS *Continued*

### 2. COMMUNICATION

- 2.1. Respondents are to note that changes to its submission will not be considered after the closing date.
- 2.2. For specific queries relating to this RFP, an RFP Clarification Request should be submitted to the name of delegated individual stated in the SBD 1 form before the closing time for clarification queries, which is by 12:00 mid-day on **20 March 2025** deadline for tender/bid submission. In the interest of fairness and transparency, AEMFC's response to such a query will be published on the e-tender portal and AEMFC website.
- 2.3. After the closing date of the RFP, a Respondent may only communicate with the delegated individual, at email [lulamam@aemfc.co.za](mailto:lulamam@aemfc.co.za) on any matter relating to its RFP Proposal.
- 2.4. It is prohibited for Respondents to attempt, either directly or indirectly, to canvass any officer or employee of AEMFC in respect of this RFP between the closing date and the date of the award of the business.
- 2.5. Respondents found to be in collusion with one another will be automatically disqualified and restricted from doing business with organs of state for a specified period.
- 2.6. Bidders will be disqualified if the entity or any of its directors is listed on the register of Bid Defaulters in terms of the Prevention and Combating of Corruption Activities Act of 2004 as a person prohibited from doing business with the public sector.
- 2.7. AEMFC will publish the outcome of this RFP in the National Treasury e-tender portal and AEMFC website within 10 days after the award has been finalised. Respondents are required to check the National Treasury e-tender Portal and AEMFC website for the results of the tender/bid process. All unsuccessful bidders have a right to request AEMFC to furnish individual reasons for their bid not being successful. This requested must be directed to the contact person stated in the SBD 1 form.
- 2.8. There shall be no public opening of the Bid received, however, the list of Bids received may be published on the AEMFC website or National Treasury e-tender portal unless specifically provided for in the RFP.

## SECTION 2: NOTICE TO BIDDERS *Continued*

### 3. VALIDITY PERIOD

- 3.1. Respondents are to note that they may be requested to extend the validity period of their bid, on the same terms and conditions, if the internal evaluation process has not been finalised within the validity period. However, once the adjudication body has approved the process and award of the business to the successful bidder(s), the validity of the successful bidder(s)' bid will be deemed to remain valid until a final contract.
- 3.2. AEMFC requires a validity period of **(120 days)** from closing date against this RFP, excluding the first day and including the last day
- 3.3. Respondents are to note that should the internal evaluation process not be finalised within the validity period of **120 days**, the validity period of extension will be published on the National Treasury's e-Tender Publication Portal at [www.etenders.gov.za](http://www.etenders.gov.za), and African Exploration Mining and Finance Corporation at [www.aemfc.co.za](http://www.aemfc.co.za).

### 4. BROAD-BASED ECONOMIC EMPOWERMENT (B-BBEE) & SOCIO- ECONOMIC OBLIGATIONS

- 4.1. AEMFC fully endorses and supports the Government's objective of Broad Based Black Economic Empowerment and is strongly of the opinion that all South African business enterprises have an equal obligation to redress the imbalances of the past.

### 5. SPECIFIC GOALS AND PREFERENCE POINTS

- 5.1. As prescribed in terms of the Preferential Procurement Policy Framework Act (PPPFA), Act 5 of 2000 and Preferential Procurement Regulations 2022, Bidders are to note that the following preference point systems:
  - **the 80/20 system for requirements with a Rand value of up to R50,000,000 (all applicable taxes included) OR**
  - **the 90/10 system for requirements with a Rand value above R50,000,000 (all applicable taxes included)**
- 5.2. When AEMFC association invites prospective Suppliers/Service Providers to submit Proposals for its Specific Goals, it requires bidders to complete **(Section 8)** [the B-BBEE Preference Point Claim Form] and submit it together with proof of their documents as stipulated in the Claim Form in order to obtain Specific Goal Points.

**Note: Failure to submit a valid and certified copy B-BBEE certificate or Sworn Affidavit or any other documents specified (as evidence for Specific Goals) at the Closing Date of this RFP will result in a score of zero being allocated for Specific Goals.**

## SECTION 2: NOTICE TO BIDDERS *Continued*

### 6. JOINT VENTURES OR CONSORTIUMS

- 6.1. If the bidder is a Joint Venture or Consortium, a Joint Venture / Consortium agreement signed by all member entities of the Joint Venture or Consortium must be attached together with the registration document of all members entitled.
- 6.2. Respondents who would wish to respond to this RFP as a Joint Venture [JV] or consortium with B-BBEE entities, must state their intention to do so in their RFP submission. Such Respondents must also submit a signed JV or consortium agreement between the parties clearly stating the percentage [%] split of business and the associated responsibilities of each party. If at the time of the bid submission such a JV or consortium agreement has not been concluded, the partners must submit confirmation in writing of their intention to enter into a JV or consortium agreement should they be awarded business by AEMFC through this RFP process. This written confirmation must clearly indicate the percentage [%] split of business and the responsibilities of each party. In such cases, award of business will only take place once a signed copy of a JV or consortium agreement is submitted to AEMFC.
- 6.3. Respondents are to note that for the purpose of Evaluation, a JV will be evaluated based on one consolidated B-BBEE score card (a consolidated B-BBEE Status Level verification certificate). Preference points will be awarded to a bidder for attaining the specific goals requirements as per the B-BBEE Preferential Procurement Regulations, 2022 preference point scoring.
- 6.4. Failure to provide a consolidated BBEE Certificate from a SANAS Accredited Service Provider will result in a score of zero.

## SECTION 2: NOTICE TO BIDDERS *Continued*

### 9. DISCLAIMERS

- 9.1. Respondents are hereby advised that AEMFC is not committed to any course of action as a result of its issuance of this RFP and/or its receipt of Proposals. In particular, please note that AEMFC reserves the right in its absolute discretion at any time to:
- 9.1.1. modify the RFP's Goods/Services and request Respondents to re- bid on any such changes;
  - 9.1.2. reject any Proposal which does not conform to instructions and specifications which are detailed herein;
  - 9.1.3. reject alternative bid offers if it does not comply with clause 1.7;
  - 9.1.4. disqualify Proposals submitted after the stated submission deadline [closing date];
  - 9.1.5. award a contract in connection with this Proposal at any time after the RFP's closing date;
  - 9.1.6. award a contract for only a portion of the proposed Goods/ Services which are reflected in the scope of this RFP;
  - 9.1.7. split the award of the contract between more than one Supplier/Service Provider should it at AEMFC's discretion be more advantageous in terms of amongst others, cost or development considerations;
  - 9.1.8. cancel the bid;
  - 9.1.9. validate any information submitted by Respondents in response to this. This would include, but is not limited to, requesting the Respondents to provide supporting evidence. By submitting a bid, Respondents hereby irrevocably grant the necessary consent to AEMFC to do so
  - 9.1.10. Conduct evaluation process in parallel. The evaluation of bids at any given stage must therefore not be interpreted to mean that Respondent/s have necessarily passed any previous stage/s;
  - 9.1.11. Not be held liable if Respondent/s do not continuously check the e-tender portal, AEMFC website or do not provide the correct contact details during the briefing session and do not receive communication with regard to latest information regarding this RFP with the possible consequence of being disadvantaged or disqualified as a result thereof;

## SECTION 2: NOTICE TO BIDDERS *Continued*

- 9.1.12. not accept any changes or purported changes by the Respondent to the bid rates after the closing date and/or after award of the business, unless the contract specifically provided for;
- 9.1.13. to award the business to the next ranked bidder, provided that he/she is prepared to provide the required Goods at the quoted price, should the preferred bidder fail to sign or commence with the contract within reasonable period after being requested to do so. Under such circumstances, the validity of the bids of the next ranked bidder(s) will be deemed to remain valid, irrespective of whether the outcome of the tender/bid has been published the outcome of the bid process on the National Treasury (NT) e-tender Portal and AEMFC website. Bidders may therefore be requested to advise whether they would still be prepared to provide the required Goods/Services at their quoted price.
- 9.1.14. request audited financial statements or other documentation for the purposes of a due diligence exercise
- 9.1.15. Should the Respondent/s be awarded business on the strength of information furnished by the Respondent/s, which after conclusion of the contract is proved to have been incorrect, AEMFC reserves the right to terminate the contract.
- 9.1.16. AEMFC reserves the right to conduct a risk assessment on the preferred tenderer/s to ascertain if any of the following might present an unacceptable commercial risk to AEMFC: unduly high or unduly low tendered rates / price in the tender offer;
  - 9.1.16.1. unduly high or unduly low rates / bid price in the bid offer;
  - 9.1.16.2. changes in the contract data of contract provided by the tenderer; and/or
  - 9.1.16.3. the contents of the tender returnable documents which are to be included in the contract.

**Note: that AEMFC will not reimburse any Respondent for any preparatory costs or other work performed in connection with its Proposal, whether or not the Respondent is awarded a contract.**

## SECTION 2: NOTICE TO BIDDERS *Continued*

### 10. LEGAL REVIEW

- 10.1. A Proposal submitted by a Respondent will be subjected to review and acceptance or rejection of its proposed contractual terms and conditions by AEMFC's Legal Counsel, prior to consideration for an award of business. A material deviation from the Standard terms or conditions could result in disqualification.

### 11. NATIONAL TREASURY'S CENTRAL SUPPLIER DATABASE (CSD) REGISTRATION

- 11.1. Respondents are required to self-register on National Treasury's Central Supplier Database (CSD) which has been established to centrally administer supplier information for all organs of state and facilitate the verification of certain key supplier information. Respondents must register on the CSD prior to submitting their bids. Business may not be awarded to a Respondent who has failed to register on the CSD. Only foreign suppliers with no local registered entity need not register on the CSD.
- 11.2. Registration can be completed online at [www.csd.gov.za](http://www.csd.gov.za).
- 11.3. Bidders must submit proof of registration on the National Treasury's Central Supplier Database (CSD) Supplier Number: MAAA..... and the Unique Registration Reference number .....

**Note: For this purpose, the attached SBD 1 form must be completed and submitted as a mandatory returnable document by the closing date and time of the bid.**

## SECTION 2: NOTICE TO BIDDERS *Continued*

### 12. TAX COMPLIANCE

- 12.1. Respondents must be compliant when submitting a proposal to AEMFC and remain compliant for the entire contract term with all applicable tax legislation, including but not limited to the Income Tax Act, 1962 (Act No. 58 of 1962) and Value Added Tax Act, 1991 (Act No. 89 of 199);
- 12.2. It is a condition of this bid that the tax matters of the successful Respondents be in order, or that satisfactory arrangements have been made with South African Revenue Service (SARS) to meet the Respondents tax obligations;
- 12.3. The Tax Compliance status requirements are also applicable to foreign Respondents/ individuals who wish to submit bids;
- 12.4. Where Consortia / Joint Ventures / Sub-contractors are involved, each party must be registered on the Central Supplier Database and their tax compliance status will be verified through the Central Supplier Database.

## SECTION 3:

# BACKGROUND OVERVIEW AND SCOPE OF WORK (SOW) SPECIFICATION

## 14. INTRODUCTION

14.1. African Exploration Mining and Finance Corporation (SOC) Ltd (“AEMFC”) is a state-owned Mining Company established to secure South Africa’s energy supply primarily through the mining and supply of coal for the generation of electricity, as well as securing other resources that will provide energy for the future, including key minerals for beneficiation in the energy and steel value chain. Coal sampling analysis assist in meeting predetermined product quality specifications. AEMFC is currently operating an opencast coal mine (Vlakfontein Mine- Coordinates: Latitude 26° 0'42.15"S, Longitude 28° 57'47.72"E) established in 2011 which is located near Ogies in Mpumalanga Province with its Head Office at Waterfall City in Johannesburg.

## 15. BACKGROUND SCOPE OF WORK (SOW) SPECIFICATION

15.1. African Exploration Mining and Finance Corporation (AEMFC) intends to appoint a Service Provider for a Panel of Service Providers for Transaction Advisory Services for thirty-six (36) months.

15.2. These terms of reference invite proposals from a Transaction Advisory firm resourced with a team of suitably qualified and experienced Financial, Technical, Commercial, Environmental, and Legal Advisors to assist AEMFC in undertaking comprehensive due diligence on various opportunity projects.

15.3. Thus, Respondent/s are hereby requested to provide a detailed (all-inclusive) proposal for the Appointment of a Panel of Service Providers for Transaction Advisory Services for African Exploration Mining and Finance Corporation (“AEMFC”) (SOC) LTD for Thirty-Six (36) months based on the Scope of work (SOW) detailed below.

# SECTION 3: BACKGROUND OVERVIEW AND SCOPE OF WORK (SOW) SPECIFICATION

## 15.4. OVERVIEW

AEMFC is seeking a partner(s) to provide a Panel of Service Providers for Transaction Advisory Services as stipulated in the scope of work.

The selected Supplier/Service provider(s) must share in the mission and business objectives of AEMFC. These mutual goals will be met by meeting contractual requirements and new challenges in an environment of teamwork, joint participation, flexibility, innovation, and open communications. In this spirit of partnership, AEMFC and its Supplier/Service provider(s) will study the current ways they do business to enhance current practices and support processes and systems. Such a partnership will allow AEMFC to reach higher levels of quality, service, and profitability. AEMFC seeks to benefit from this partnership in the following ways:

# SECTION 3: BACKGROUND OVERVIEW AND SCOPE OF WORK (SOW) SPECIFICATION

## 15.5. SCOPE OF WORK / SPECIFICATION

15.5.1. The Transaction Advisory Services will be utilised for the following categories as per the table below:

NO.	CATEGORY SERVICE	TICK (✓)
1.	Financial and Tax Due Diligence	
2.	Capital Advisory, Structuring, and Allocation	
3.	Valuation of Projects, Assets, and Potential Acquisitions	
4.	Capital Raising	
5.	Technical and Operational Due Diligence	
6.	Transaction Structuring Including Divestures	
7.	Environmental Specialist	
8.	Commercial Agreement Advisory	
9.	Project Feasibility Studies	

# SECTION 3: BACKGROUND OVERVIEW AND SCOPE OF WORK (SOW) SPECIFICATION

NO.	CATEGORY SERVICE	SCOPE OF WORK	SKILLS REQUIRED
1.	Financial and Tax Due Diligence	<ul style="list-style-type: none"> <li>• Conduct financial and tax due diligence on target companies.</li> <li>• Identify tax risks and provide recommendations on how to mitigate them during the M&amp;A process.</li> <li>• Analysis of the target's current tax position.</li> <li>• Analysis of Quality of Earnings, Net Working Capital, Cashflows, and Net debt.</li> <li>• Analysis to identify transaction risks.</li> <li>• Analysis of capital expenditure including maintenance and replacement expenditure.</li> </ul>	<ul style="list-style-type: none"> <li>• Financial analysis</li> <li>• Knowledge of tax legislation in various jurisdictions</li> <li>• Risk assessment</li> </ul>
2.	Capital Advisory, Structuring, and Allocation	<ul style="list-style-type: none"> <li>• Assessing a company's capital needs, optimal capitalization, and sources of incremental capital.</li> <li>• Advice on public-private partnership projects.</li> <li>• Advice on restructuring financing sources, including an independent business review.</li> <li>• Capital strategic advisory.</li> <li>• Perform 'what-if' analyses and run a series of scenarios through interactive dashboards.</li> <li>• Alignment of the capital structure to the company strategy.</li> <li>• Quantify benefits through financial analysis (e.g. multi-criteria valuation methods)</li> <li>• Capture 'portfolio effects' such as project interdependencies, alternative funding levels, multi-year funding, and planning horizons.</li> </ul>	<ul style="list-style-type: none"> <li>• Financial modelling</li> <li>• Capital budgeting</li> <li>• Economic analysis</li> <li>• Financial products</li> <li>• Capital structuring</li> <li>• Scenario financial modelling</li> <li>• Risk assessment</li> <li>• Capital optimization</li> </ul>

# SECTION 3: BACKGROUND OVERVIEW AND SCOPE OF WORK (SOW) SPECIFICATION

NO.	CATEGORY SERVICE	SCOPE OF WORK	SKILLS REQUIRED
3.	Valuation of Projects, Assets, and Potential Acquisitions	<ul style="list-style-type: none"> <li>• Conduct valuations of projects, assets, and target companies for acquisition and purchase price determination.</li> <li>• Hostile takeover defence strategies.</li> <li>• Offer / Purchase price assessment or evaluation.</li> <li>• Review of strategic opinions.</li> </ul>	<ul style="list-style-type: none"> <li>• Financial analysis</li> <li>• Financial valuation modelling</li> </ul>
4.	Capital Raising	<ul style="list-style-type: none"> <li>• Developing a targeted prospective investor/lender group and effectively positioning the company's story to potential partners.</li> <li>• Developing teasers, confidential information memorandums, management presentations, and other communication or marketing documents as needed.</li> <li>• Negotiating with prospective investors/lenders on structuring, timing, pricing, and potential financing terms.</li> <li>• Assisting with documentation review to execute a successful and timely capital raise.</li> <li>• Identifying and engaging with banks, alternative lenders, and investors.</li> <li>• Capital raising.</li> </ul>	<ul style="list-style-type: none"> <li>• Strong relationships with potential lenders, investment companies, and multi-lateral funding agencies</li> <li>• Optimal capital structuring</li> <li>• Vendor financing</li> <li>• Capital raising for public and state-owned companies</li> </ul>

# SECTION 3: BACKGROUND OVERVIEW AND SCOPE OF WORK (SOW) SPECIFICATION

NO.	CATEGORY SERVICE	SCOPE OF WORK	SKILLS REQUIRED
5.	Technical and Operational Due Diligence	<ul style="list-style-type: none"> <li>• Market analysis including mapping, segmentation, and sizing.</li> <li>• Assess the sustainability of the target's operations into the future, without additional investment on top of management's business plan.</li> <li>• Identify actions and investments needed, not seen or considered by target management, to accelerate value creation moving forward.</li> <li>• Advise the deal team on the strategic fit of the contemplated transaction.</li> <li>• Operational upsides and assessment of the full potential of the target.</li> <li>• Assessment of the competitive position of the target.</li> <li>• Testing for deal synergies.</li> <li>• Testing key inputs to the deal valuation.</li> <li>• Vetting the investment thesis.</li> <li>• Industry dynamics and competitor behaviour.</li> <li>• Customer portfolio development and customer referencing.</li> <li>• Commercial viability of the target and state of its assets.</li> </ul>	<ul style="list-style-type: none"> <li>• Technical and operational analysis (Mining Sector)</li> <li>• Micro and macro economics</li> <li>• Specialised geological and mining knowledge</li> <li>• Understanding of the operational needs of a mine</li> </ul>

# SECTION 3: BACKGROUND OVERVIEW AND SCOPE OF WORK (SOW) SPECIFICATION

NO.	CATEGORY SERVICE	SCOPE OF WORK	SKILLS REQUIRED
6.	Transaction Structuring Including Divestures	<ul style="list-style-type: none"> <li>• Transaction process planning and preparation of timelines.</li> <li>• Tax advisory based on effect on transaction.</li> <li>• Transaction structuring</li> <li>• Identify and select acquisition targets or potential investors for disposals.</li> <li>• Develop strategies and assist with negotiations.</li> <li>• Prepare a takeover bid in the purchase process.</li> <li>• Negotiation of transaction structure and financial and commercial documentation.</li> <li>• Support during negotiations of key transaction documents.</li> <li>• Deal closure support.</li> </ul>	<ul style="list-style-type: none"> <li>• Mergers &amp; Acquisitions expertise</li> <li>• Innovative and optimal structuring of transactions</li> <li>• Optimisation of funding structures and efficient capital allocation</li> <li>• Transaction closure abilities</li> </ul>

# SECTION 3: BACKGROUND OVERVIEW AND SCOPE OF WORK (SOW) SPECIFICATION

NO.	CATEGORY SERVICE	SCOPE OF WORK	SKILLS REQUIRED
7.	Environmental Specialist	<ul style="list-style-type: none"> <li>• Environmental Legal Compliance</li> <li>• Financial Provision Determination for Rehabilitation Costs (Mining and Quarry Closure)</li> <li>• Permitting for mining and associated operations</li> <li>• Environmental and social impact assessment</li> <li>• Environmental, Social, Governance (ESG) and Health and Safety Due Diligence</li> <li>• Environmental liability assessments and financial assurance</li> <li>• Stakeholder involvement and consultation</li> <li>• Environmental risk assessment</li> <li>• Audits and reviews</li> <li>• Resettlement planning, compensation plans and implementation</li> </ul>	<ul style="list-style-type: none"> <li>• Risk analysis</li> <li>• Environmental assessment</li> <li>• Environmental regulations and legislation</li> <li>• Mining charter</li> </ul>

# SECTION 3: BACKGROUND OVERVIEW AND SCOPE OF WORK (SOW) SPECIFICATION

NO.	CATEGORY SERVICE	SCOPE OF WORK	SKILLS REQUIRED
8.	Commercial Agreement Advisory	<ul style="list-style-type: none"> <li>• Identify adjustments between Enterprise Value and Equity Value and in formulating arguments and counter-arguments required to justify your proposed approach.</li> <li>• Determination of the appropriate financial benchmarks (or appropriate adjustments to price in the case of a 'locked box' (fixed price) mechanism) and related arguments, for the purposes of contract negotiation and drafting the commercial agreement.</li> <li>• Analysis of the working capital requirements of the business with a view to you determining the normalised working capital for purposes of your negotiation of the SPA.</li> <li>• Advisory on comprehensive transaction/ project risk assessment and optimal risk mitigation and allocation</li> <li>• Assist in mitigating the risks identified during the due diligence phase.</li> <li>• Advise in negotiations of the accounting aspects of the SPA. Such advice would include commentary on the pricing mechanism, relevant representations, and warranties (if any), any other accounting related clauses of the SPA and any dispute resolution mechanisms related to the purchase price adjustment (including as appropriate, consideration of tax related items).</li> <li>• Buy or Lease analysis based on company needs.</li> </ul>	<ul style="list-style-type: none"> <li>• Financial Analysis</li> <li>• Financial Modelling</li> <li>• Scenario Analysis</li> <li>• Sale and Purchase agreements experience</li> <li>• Offtake agreements experience</li> <li>• Public and Private Partnership contract structures experience e.g. Build/Own/Operate &amp; Transfer (BOOT),BOO, Service agreements or ownership agreements</li> <li>• Risk analysis and management</li> </ul>

# SECTION 3: BACKGROUND OVERVIEW AND SCOPE OF WORK (SOW) SPECIFICATION

NO.	CATEGORY SERVICE	SCOPE OF WORK	SKILLS REQUIRED
9.	Project Feasibility Studies	<ul style="list-style-type: none"> <li>• Advice on preparing feasibility studies and business plans.</li> <li>• Preparation of bankable feasibility studies.</li> <li>• Preparation of project information memorandum.</li> <li>• Structuring of projects and contractual framework.</li> <li>• Determination of financial resources needed for the project.</li> <li>• Assessment of market opportunity.</li> <li>• Government regulations applicable and effect.</li> <li>• Risk factors to the project.</li> <li>• Strengths and weaknesses of the project.</li> <li>• Assessment of the management team and resources required.</li> <li>• Evaluate the ability of project management to raise the necessary funds for the proposed project.</li> <li>• Cost-benefit analysis: assess the financial viability of a new investment project.</li> </ul>	<ul style="list-style-type: none"> <li>• Financial analysis</li> <li>• Financial Modelling</li> <li>• Risk Analysis</li> <li>• Capital Budgeting</li> <li>• Regulatory approvals</li> <li>• Environmental approvals</li> <li>• Technical and Geological assessments</li> <li>• PFMA and Mining Charter knowledge</li> <li>• Market identification and analysis</li> <li>• Business Analysis</li> <li>• Report writing</li> </ul>

## SECTION 3:

# BACKGROUND OVERVIEW AND SCOPE OF WORK (SOW) SPECIFICATION

### 16. SERVICES, FACILITIES, AND INFORMATION TO BE SUPPLIED BY THE BIDDER

- 16.1. Own (Service Provider's) resources and skills to perform the advisory services relating to the project activities;
- 16.2. Own laptops, electronics, and information technology required to perform the work; and
- 16.3. Own data, Wi-Fi, or internet connectivity.

### 17. SERVICES, FACILITIES, AND INFORMATION TO BE SUPPLIED BY AEMFC

- 17.1. Access to the offices if needed; and
- 17.2. Access to the applicable data rooms.

# SECTION 4: PRICING SCHEDULE AND DELIVERY SCHEDULE

BIDDING COMPANY NAME						
ITEM NO.	DESCRIPTION OF ITEM	UNIT	QUANTITY	RATE	PRICE (EXCL VAT)	PRICE (INC.VAT)
1.	Engagement Partner/Director	Hour	1	R	R	R
2.	Mining Engineer	Hour	1	R	R	R
3.	Geologist	Hour	1	R	R	R
4.	Environmentalist	Hour	1	R	R	R
5.	Chartered Accountant	Hour	1	R	R	R
6.	Chartered Financial Analyst	Hour	1	R	R	R
7.	Legal Advisors	Hour	1	R	R	R
8.	Economist	Hour	1	R	R	R
9.	Mine Planner	Hour	1	R	R	R
10	Junior Partner	Hour	1	R	R	R
11.	Senior Associate	Hour	1	R	R	R
12.	Associate	Hour	1	R	R	R
13.	Analyst	Hour	1	R	R	R
	<b>Reporting</b>	Each		R	R	R
	<b>Other Costs (To be Specified)</b>	Each		R	R	R

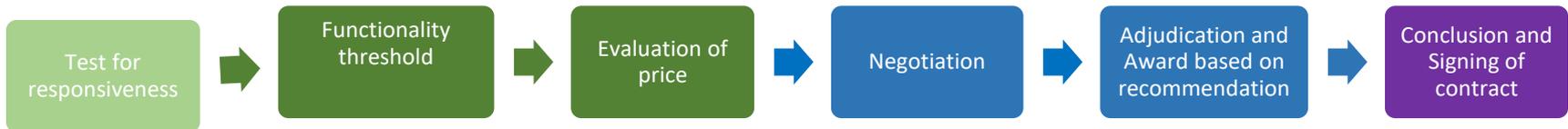
# SECTION 5: GENERAL SERVICE PROVIDER OBLIGATIONS

## 20. SERVICE PROVIDER

- 20.1. The Service Provider(s) shall be responsible to AEMFC for the acts or omissions of persons directly or indirectly employed by them.
- 20.2. The Service Provider(s) must comply with the requirements stated in this RFP.

## 21. EVALUATION METHODOLOGY, CRITERIA

- 21.1. **AEMFC will utilize the following methodology and criteria in selecting a preferred Service Provider.**



## SECTION 8: SPECIFIC GOALS

AEMFC has identified in its Supply Chain Management Policy, **Specific Goals**, which will be used to promote transformation and empowerment. **The Specific Goal/s applicable to the tender/bid is stated in the table 1 below:**

No	The specific goals points in terms of this bid	Number of points allocated (90/10 system) by AEMFC	Number of points Claimed (90/10) by the bidder	Documents to be submitted for verification
1	<b>Economic Reconstruction and Recovery Programmes</b>	<b>Points (5)</b>	<b>Bidder</b>	<ul style="list-style-type: none"> <li>• ID Copy of Owner / Director;</li> <li>• B-BBEE Certificate / Sworn Affidavit;</li> <li>• Company Registration Documents; and</li> <li>• Proof of registered address of entity/ municipal account / Affidavit</li> </ul>
	Promotion of business located closer to site in the town where goods, services and works are required	5		
	Promotion of business located in the province where goods, services and work are required	2,5		
	Promotion of business located in South Africa	2,5		



**THANK YOU....**



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