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To: Offerors

Date: October 11, 2024

From: Prosper Africa Executive Secretariat (PAES)

**Subject: Solicitation for Applications for a Catalytic Contribution Agreement:
PAES-TRADE-001**

Due: November 8, 2024

Dear Offerors:

Prosper Africa invites firms to submit an application to support the implementation of Prosper Africa's Critical Minerals Trade Activity, **"Mineral Partnerships for Africa-US Collaborative Trade (MIN-PACT)."**

a. Submission of Questions – Questions must be submitted no later than **5:00 PM Eastern Standard Time on October 18, 2024**, via email prospertrade@usaid.gov.

b. Submission of Applications – Applications must be submitted no later than **5:00 PM Eastern Standard Time on November 8, 2024**, via email prospertrade@usaid.gov.

The subject line of the email should be your organization name, followed by **"Prosper Africa: Mineral Partnerships for Africa-US Collaborative Trade (MIN-PACT)."**

Incorrect subject line may lead to the application misdirection, rejection and/or omission.

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c. Please certify in your submission email a validity period of 90 days for the application and milestone payment(s) provided. Please limit file submissions to 10 megabytes or less.

d. Your organization will require a Unique Entity Identity Number (instructions on UEID application via SAM.GOV) prior to award. See Section IV.1., below. If your UEID is available at the time of submission, please provide it upon submission.

Thank you,

Prosper Africa Trade Team

prospertrade@usaid.gov

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Prosper Africa Catalytic Contribution Agreement Solicitation: PAES-TRADE-001 October 11, 2024

I. Process and Deadlines

This solicitation will result in the award of a Catalytic Contribution Agreement (CCA). We anticipate issuing one (1) Catalytic Contribution Agreement (CCA) with a budget range of up to **USD 5,000,000**.

II. Composition of Application

The application should include the following single submission document: a technical proposal and a milestone proposal. The technical proposal and milestone proposal should be prepared in a single presentation with two (2) parts, as follows below.

1. The technical proposal, Part I, should be submitted as a presentation with up to fifteen (15) slides, and
2. The Milestone and milestone payment proposal, Part 2, should be submitted in the same presentation, with up to three (3) slides.

All presentations must use 12-point standard Calibri font size. Graphics may be included, so long as the text is clearly legible. If text or graphics are of poor resolution, the information provided may be excluded from consideration. Submissions in a slide PowerPoint presentation or PDF are acceptable, although submission of both is preferred.

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All submissions must be in English.

Part 1 – Technical Proposal

The technical proposal is composed of the following four (4) sections:

1. **Technical Approach** – Offerors will detail their approach to fulfilling the Statement of Objectives (SOO) at Annex 1. The approach will clearly indicate how the proposed activities will result in the successful completion of the activity in furtherance of Prosper’s objectives.

2. **Institutional Capacity** – Offerors should provide details about the experience, expertise, and capacity of their firm (or firms if partners are proposed) to implement the proposed approach and complete the work as described.

3. **Management Plan/Staffing Structure** – Offerors should include details of personnel who will be assigned to activities as proposed in the technical approach, their specific roles, level of effort, and the management plan for delineating roles and responsibilities throughout implementation, and for the development, review, and submission of all associated deliverables included in the milestone schedule. Additionally, as an addendum to the technical proposal, please submit detailed CVs for members of the management team and other key individuals. The technical lead must have at least 5 years’ experience. (Limited to two (2) pages per individual CV and should be submitted as pdfs).

Offerors are permitted to engage in partnering arrangements if it will aid in providing best value to Prosper Africa. If a partnering arrangement is being proposed, please describe the nature of the arrangement, the specific technical

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value being contributed by each member of the team, and the appropriate management controls to ensure successful delivery.

4. **Past Performance** – In addition to the above, the Offeror must include two (2) examples of past performance (i.e., case studies) relevant to this activity evidencing a track record of similar work for at least 5 years. (Limited to one (1) slide per example). Examples should be within the last 5 years and submitted as part of the presentation.

No additional annexes or documentation are requested, nor should they be submitted.

Part 2 – Milestone Proposal

The award type for the presumptive work will be a fixed price, milestone based Catalytic Contribution Agreement (CCA) awarded directly by Prosper Africa. The offerors should indicate up to 10 milestones, along with the associated payment for each milestone, within the structured trade process/cycle that can realistically be achieved within the activity time frame and clearly lay out an achievable progression towards trade deal close, noting sources of EMMs, funding, and uses of funds from both Prosper Africa and their own sources along the way.

III. Evaluation of Proposal

Prosper Africa will use best value determination for the award of this solicitation. A best value determination means that, in Prosper Africa's estimation, the selected offer will provide the greatest overall benefit to the US Government (USG) in response to the requirements stated in the SOO, Annex 1, for the milestone payments proposed.

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Prosper Africa may exclude an offer from consideration if it determines that an Offeror is "not responsible," i.e., that it does not have the management and financial capabilities required to perform the work required. Prosper Africa reserves the right to conduct due diligence and check the past performance, references, and other pertinent Offeror information in making award decisions.

Applications will be evaluated against a stated number of factors including: the overall technical proposed approach, institutional capacity, the management/staffing plan, past performance, specific qualifications in the identified approach and sectors, and other evidence substantiating the Offeror's ability to deliver, including budget and time frame considerations.

1. Technical Proposal: The Technical Proposal will be scored and evaluated separately from the milestone proposal. Technical panel reviewers will evaluate Offerors on the basis of:

a. Technical Approach: The quality of an innovative technical approach and well thought-out methodology to meet the objectives of the Statement of Objectives (SOO).

b. Institutional Capacity: The experience, expertise, and capacity to implement the proposed approach detailed in the proposal.

c. Management Plan/Staffing Structure: The quality and comprehensiveness of the proposed management and staffing to meet the technical approach.

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d. **Past Performance:** The extent to which past performance information demonstrates the Offeror's track record of successful performance of similar activities and relevant experience critical to the success of this work.

2. Milestone Proposal: The milestone proposal will be evaluated with the technical approach, with due consideration for realism given the timeframe and the complexities of the transactions. Evaluation for this section will depend upon all information presented by the Offeror in their deliverable table, as well as its alignment with the proposed technical approach.

IV. Offeror's Agreement with Terms and Conditions

The completion of all solicitation requirements in accordance with the instructions in this solicitation and submission to Prosper Africa of the technical and milestone proposals will constitute an offer and indicate the Offeror's agreement to the terms and conditions in this solicitation and any attachments hereto. Prosper Africa is not required to accept and/or evaluate proposals that do not conform to the instructions of the solicitation, and additionally, Prosper Africa may reject all proposals and not make an award for this solicitation. Prosper Africa reserves the right to make an award without discussion and/or negotiation; however, Prosper Africa also reserves the right to conduct discussions and/or negotiations, which among other things may require an Offeror(s) to revise its proposals (technical and/or milestones). By submitting an offer, Offerors agree to comply with the general terms and conditions for an award.

Prosper will work closely with the partner to determine the partnership and agreement structure, including final timelines and deliverables, and on the overall learning agenda, including the appropriate cadence for reporting,

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communications, and other general ongoing project management activities, as well as be a resource to help the partner achieve overall objectives.

1. Unique Entity Identification

Offerors must be registered in the System for Award Management (SAM.gov)(SAM) and must provide a Unique Entity ID (UEID) prior to award. Prosper Africa cannot deem an Offeror “responsible” and therefore, Prosper Africa will not enter into an award with any organization that has not registered in SAM and provided a UEID.

Obtaining a UEID from SAM may take up to 3 weeks or more. Therefore, offerors are strongly encouraged to initiate the process to obtain a UEID prior to submitting an offer. It is preferred that the UEID is submitted along with the Technical and Milestone Proposals.

2. Geographic Code

The authorized geographic code for the procurement of goods and services under this solicitation is 935-Special Free World. Under this geographical code, the Recipient may procure goods or services from vendors in any country including the cooperating country but excluding the “Prohibited Countries” as defined below, and must meet the source and nationality requirements set forth in 22 CFR 228.

3. Prohibited Activities

By submitting an offer, Offeror certifies that it will not engage in any of the Prohibited Conduct or Utilization, and will ensure Responsible Business Practices, as provided in [Annex 2](#).

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By submitting an offer, Offerors certify that they have not/will not attempt to bribe or make any payment to Prosper Africa employees in return for preference.

4. Eligibility

To be eligible under this activity, potential offerors must meet the following qualifications:

- o Private sector entity with strong networks and connections with international critical minerals buyers and investors of varying types, e.g., commercial banks, investment banks, funds;
- o Demonstrated strong networks and connections with international critical minerals miners, suppliers, and developers in Africa;
- o Demonstrated experience in investing or financing EMM transactions in Africa (North Africa/sub-Saharan Africa);
- o Demonstrated capacity for advising on and structuring complex EMM trade and investments in Africa; and
- o The ability to form partnerships with and leverage the risk mitigation tools of US, African and international development finance institutions.

5. Monitoring, Evaluation & Learning (MEL)

Following the award, Prosper will work closely with the partner to define appropriate indicators for the overall interventions based on applicable MEL indicators as identified by Prosper Africa, and develop the MEL plan. MEL plans can be revised as needed during implementation (e.g., if additional transactions are added). The partner will be required to reasonably maintain and report on relevant data quarterly throughout the term of the award, and for up to 6 months following the end of the award in order to accurately capture transactions that close after the end of the award.

6. Place of Performance

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The place of performance is continental Africa (North Africa and sub-Saharan Africa) and the US. Offerors should provide details on their approach to working in relevant countries as the activity requires.

7. Implementation Timeframe

Offerors should propose a timeline commensurate with their technical approach.

8. Consortium

Recognizing that fulfilling this statement of objectives (SOO) may require diverse expertise, resources, and capabilities, Prosper Africa welcomes proposals from consortiums that bring together complementary skill sets, technologies, and experience. Offerors may form consortiums with other organizations to create a unified team capable of addressing the full range of requirements.

9. No Obligation

Issuance of this solicitation in no way obligates Prosper Africa to make an award, nor does it commit Prosper Africa to pay any costs incurred by the Offeror in preparing and submitting the application. Prosper Africa reserves the right to make an award to one organization or to issue multiple awards to different organizations based on the results of our evaluation.

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ANNEX 1

Statement of Objectives (SOO)

Enhancing and Strengthening Engagement in the Critical Minerals Sector

Introduction and Background

Prosper Africa (Prosper) is a U.S. Presidential-level national security initiative to scale two-way trade and investment between the United States and Africa to transformative and strategic levels. Prosper takes a whole U.S. government (USG) approach to reaching scale in order to strengthen our economic and strategic partnerships. Coordinating across 17 USG departments and agencies, Prosper aims to integrate USG resources that have been traditionally siloed and utilize them all together to dramatically affect the success of a single trade or investment transaction.

The purpose of this statement of objectives (SOO) is to find a private sector partner to facilitate buyer-supplier linkages between Africa and the U.S., and structure mineral trade transactions for essential metal and minerals (EMM). EMMs are defined solely for the purposes of this SOO as follows: strategic metals (e.g. copper, aluminum); critical minerals (e.g. cobalt, lithium); precious metals (e.g. gold, silver) and rare earth elements (e.g. niobium, tantalum), in the sectors and geographies as indicated below:

<u>Target Sectors</u>	<u>Target Geographies</u>
<ul style="list-style-type: none">All essential metals and minerals produced in Africa.	<ul style="list-style-type: none">Countries: All eligible African countries (not subject to U.S. sanctions or restrictions).

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<ul style="list-style-type: none">• Enhancing processing capabilities and exports of essential metals and minerals with a U.S. nexus.	<ul style="list-style-type: none">• All priority special economic processing zones in Africa, including the Lobito Corridor.
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Africa offers a diverse supply of natural resources and is home to 30% of the world’s critical mineral reserves including cobalt, lithium, manganese, graphite, and nickel - essential to renewable and low-carbon technologies. Many African countries are leaders in exportation of critical minerals (e.g., DRC in cobalt export, Zambia in copper export, Mozambique in natural graphite export, and Guinea in aluminum export). Despite the significant export volume of raw mineral commodities, many African nations are not presently maximizing their potential economic growth from mineral trade. Further, the opportunity to trade with the US can be more fully realized within the African Growth and Opportunities Act (AGOA). Many of the AGOA eligible countries are presently leaders in mineral export and there are multiple tariff free product lines available which offer trade preferences with the US.

Demand for many of these essential minerals and metals (EMMs) is projected to surge over the next two decades, particularly as the world moves to eliminate net carbon emissions by 2050. For example, global demand for lithium and graphite, two of the most important materials for electric vehicle batteries, is estimated to grow by more than 4,000% by 2040 in a scenario where the world achieves its climate goals, with graphite projected to grow nearly 2,500%. Given this projected demand, the US wishes to consolidate more access to the 30 out of the 50 critical minerals which the US Government has signaled as essential to the U.S. economy. Additionally, the US Government is committed to enabling value addition from mineral trade in Africa and encouraging a move towards semi-processed and processed mineral products, which offer more economic prosperity for African suppliers and local communities.

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Critical minerals are essential components of clean energy transition technologies, including electric vehicles, battery systems, wind turbines, solar panels and hydrogen and fuel cells. Prosper Africa has identified seven minerals which are both critical to the U.S. energy transition and for which the African continent holds a comparative advantage. These are cobalt, nickel, manganese, copper, lithium, natural graphite, and aluminum. Additionally, rare earths (niobium, tantalum, vanadium or zirconium) offer inputs into energy transition technology and are minerals for which multiple African countries hold significant reserves.

Building a robust and secure critical mineral supply chain for these transition materials is vital to achieving the two-pronged goals of advancing local economic prosperity among African nations and climate objectives in the U.S. as part of the energy transition.

Prosper's Objectives

Prosper focuses on three main trade objectives: 1) advancing deals, 2) unlocking market opportunities, and 3) strengthening business and investment climates. Prosper Africa works to scale trade at transformative levels between the US and African countries in order to promote global supply chain security, better integrate African producers and suppliers into global markets including the US, create jobs and support inclusive economic growth. Scaling trade requires up-leveling the trade ecosystem through enterprise-led solutions, technology innovation, greater coordination across trading platforms and market players.

Prosper is advancing a two-pronged goal of promoting the interests of both the US and African nations and enabling the origination and closing of strategic EMM trade deals through structured trade deal support to buyer-supplier market actors. The first goal is greater responsible economic prosperity and maximization of revenues for African economies and local communities from the continent's

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vast potential critical mineral wealth, and the second is the security of EMM supply for the U.S. energy transition and climate mitigation goals.

Prosper Africa's trade intervention consists of partnering with private sector actors in support of its Buyer-Supplier Model. Buyer-Supplier is aimed at linking vetted, informed US demand with aggregated, capacitated African suppliers. An improved US-Africa trade ecosystem will drive increased results, supporting the United States Government's (USG) Strategy for Africa, including scaling AGOA utilization and promoting increased production and product beneficiation in Africa.

It is critical to the success of Prosper to coordinate among the full range of USG trade promotion efforts and resources that are operational on the African Continent (Continent) that advance the Administration's Prosper Africa Initiative in order to address market gaps or opportunities by coordinating with or augmenting those efforts, and deconflicting for overlap or replication. This includes but is not limited to trade promotions activities implemented by the United States Agency for International Development (USAID) Missions, the US Trade and Development Agency (USTDA) feasibility and reverse trade mission resources, the US Export Import Bank's (EXIM) trade finance programs, the US Development Finance Corporations's (DFC) financing instruments, the US Department of Commerce US export promotion services, the US Department of Energy critical minerals programs, US Geological Survey (USGS), and the US Department of Defense critical minerals programs. Equally important is coordination and collaboration with African multilateral institutions, such the Africa Finance Corporation (AFC), the African Development Bank (AfDB), Afreximbank, the African Continental Free Trade Area (AfCFTA) Secretariat, among others.

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Through this lens, Prosper Africa is committed to forging partnerships aimed at supporting transition mineral supply chains (i.e., mineral chains) and improving enabling environments with the goal of contributing to the global energy transition. Prosper Africa and the selected partner will use a data driven approach to establish activities which generate higher levels of EMM export sales between Africa and the U.S, while maintaining commitment to the highest possible responsible mining standards and striving for optimal value creation and local prosperity within African economies.

Prosper Africa’s sphere of proposed intervention in critical mineral value chains is presented in the graphic below taking on a structured trade deal focus. The graphic also charts the lifecycle from mine activity through to end-user consumption and re-use and recycle. Prosper Africa is committed to focus on those activities that derive greater levels of on-continent value addition inside mineral value chains.

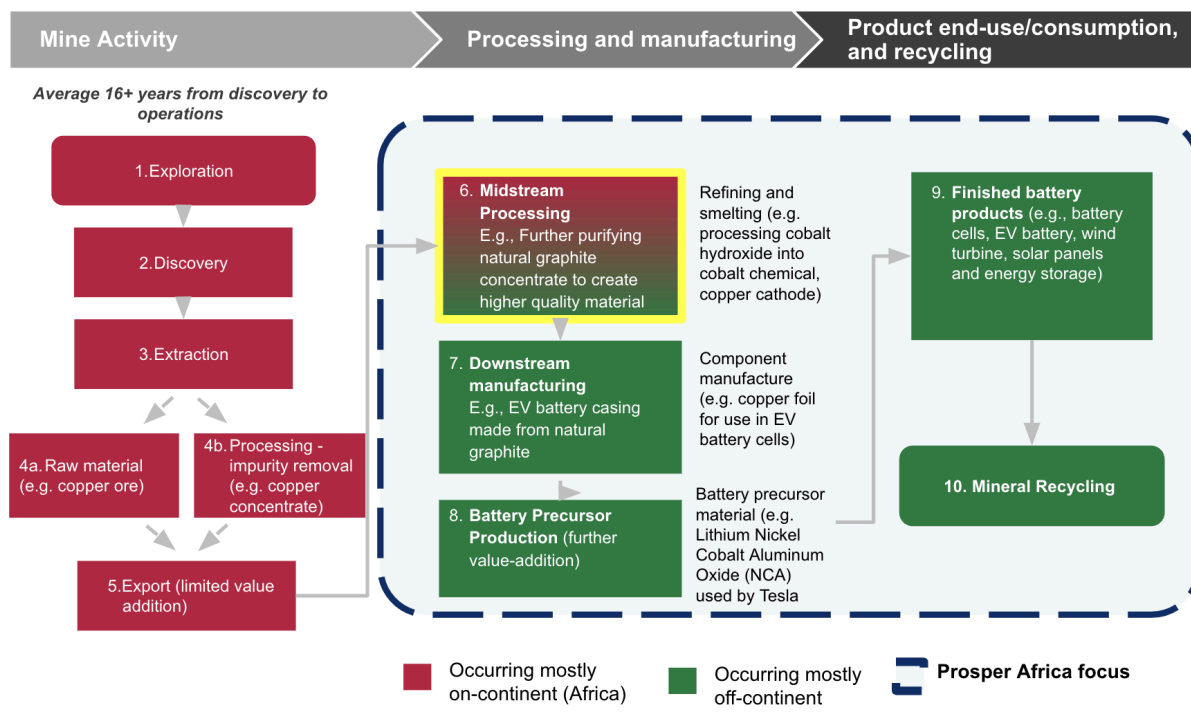


Figure 1: Prosper Africa Trade focus for intervention within mineral lifecycles and value chains.

Transactions must have a US nexus (examples could include., a US company is the offtaker (midstream or downstream), project sponsor, financial sponsor, or the project will result in the integration of African EMM in the US supply chain) and must exclude malign and illicit actors.

Selected trade transaction(s) must have significant prospects including, but not limited to, the following impact metrics:

- Jobs supported or to be created, especially for youth and women;
- African regional integration;
- Processing of EMMs in Africa;

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- Expansion of African EMMs exported to the U.S. or with high potential to export to the U.S. market; and
- Increased access to essential services (energy, water/sanitation, finance).

Activities

Prosper Africa is looking to build on previous critical mineral supply chain work through a data-driven partnership model to support the energy transition by enabling clean mineral chains that demonstrate responsible mining standards and strive for optimal value creation and local prosperity within African economies.

Prosper Africa is seeking a market actor partner that has capacity to offer structured critical mineral trade deal support, connecting buyers and suppliers and investors that can finance the closure of significant buyer-supplier deals. The selected partner needs to have capacity in both the U.S. and Africa and demonstrate a track record in facilitating and closing EMM deals on the Continent.

As part of its offer under this Statement of Objectives (SOO), the Offeror must provide details of its partnership model to develop structured trade deal support activities in line with four pillars, outlined below, developed based on rigorous research, data collection, and targeted structured deal support.

1. **Promotion of Mineral Processing Capabilities:** Support increased mineral processing capabilities on the Continent to encourage further on-continent value adding mineral processing capabilities for the different stages in the processing chain, including higher value

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component assembly/manufacture that are exported to technology off-takers (e.g., electric vehicle batteries, solar systems).

2. **Buyer/Supplier Linkages:** As part of de-risking overreliance on highly concentrated mineral supply chains, facilitate supplier development activities to ensure traceability of sourced minerals, identify opportunities to promote and establish deal pipelines, close trade deals in responsibly mined products, strengthen ESG standards in artisanal and small-scale mining (ASM), and encourage interest in and accessibility to African critical mineral supply as partners of choice for U.S. and global investors.
3. **Due Diligence:** Ensure that there is thorough due diligence and vetting on a pipeline of projects and potential investors and financiers, support certification of responsible mineral practices.
4. **Trade Deals:** Facilitate and close EMM structured trade transactions. “Transactions” is defined as a single buyer-supplier transaction or a portfolio of disparate transactions with their own separate timelines for trade deal closure. While the focus is on trade deal closure, the inclusion of investment elements that enhance the trade deal closure is acceptable. Transactions must fall within the EMM subsectors and the entire African continent with a U.S. nexus highlighted above. In all cases, Offerors should demonstrate they already have a pipeline of transactions already under consideration. “Closure” and “Close” is defined to include legally binding commitments including commitment letters and term sheets to execute financing and trade deals, the execution of financing documents, the execution of EMM trade off-take agreements.

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In addition, the Offeror must:

1. Provide a trade deal pipeline of opportunities in need of structured trade transaction support. On an anonymized basis, the pipeline will specify the trade deal type, size, EMM subsector, potential impact, specific barriers to trade deal closure, environmental, social inclusion, and governance (ESG) considerations, market opportunity, U.S. linkages, status of the proposed trade transaction and realistic timelines to commitment; and
2. Indicate the anticipated type of structured trade advisory services required to bring the trade transaction(s) to close e.g., advise on structure and approach, conduct due diligence and risk assessment exercises, develop buyer-supplier fundraising materials, map, and engage targeted buyers, investors and financiers, support negotiations on terms and conditions of the trade deal and associated financing.

Illustrative activities include:

1. **Promotion of Mineral Processing Capabilities:**
 - Identify and promote mineral processing capabilities on-continent in Africa;
 - Contribute to multi-country mineral value chain opportunities (e.g., battery manufacturing in the Lobito Corridor);
 - Build multi-sector upstream trade linkages, including but not limited to EV market, energy storage, and wind turbines;
 - Propose critical mineral supply chain opportunities via the Minerals Security Partnership (MSP);
 - Analyze Continental trade using mapping and quantitative methods.

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- Create models for the entire supply chain of important minerals, covering finding, extracting, refining, and transporting them.
- Set up methods to collect data to improve the accuracy of the models mentioned above.

2. Buyer/Supplier Linkages:

- Connect US downstream buyers of EMMs to African suppliers (e.g., electric vehicle, wind turbine and battery storage manufacturers);
- Expose US midstream technology providers and investors to responsible mineral projects in Africa to build motivation for investing in and doing business in Africa;
- Promote investment attractiveness of African markets as destinations for sourcing and processing critical minerals;
- Forge multi-stakeholder deals that secure anchor buyers;
- Secure strategic Continental critical mineral trade and investment deals;
- Stimulate business and job creation opportunities in African economies and local communities;
- Promote responsible mining standards and ESG in African countries in all transactions;
- Provide product aggregation services;

3. Due Diligence:

- Conduct investor, financier due diligence, verify the identity, suitability, and risks involved with maintaining a business relationship with a potential investor.
- Conduct African supplier due diligence, including but not limited to supporting responsible mineral certification, ESG, labor and human

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rights standards, traceability, regional customs and border compliance.

Measures of Success

Success will be measured by the offeror's demonstrated ability to facilitate and mobilize EMM buyers and capital into qualifying EMM projects. Compelling proposals will include the offeror's previous Africa experience, capacity in the US and Africa, and team to advance strategic high-value opportunities and close deals.

Identified approach(es) and structure(s) should be in line with industry best practices and demonstrate suitability and realistic assumptions, in line with structuring EMM trade deals in the current geopolitical environment.

Prosper Africa will review and agree upon the scope, timeline, performance metrics, and fee structure for the engagement. Success fee arrangements upon the successful close of trade deals, as is widely accepted in the global trade and investment industry, are encouraged as part of any proposal.

Illustrative milestones that the offeror would be expected to provide include:

- 1. Engagement Deliverable Documents:** The offeror may submit periodic progress reports and deliverables (as agreed to with activity stakeholders) to demonstrate progress toward activity objectives. Deliverables may include commitment letters, technical assistance, and structured trade transaction advisory services outputs such as pitch decks, trade and financial projections, and buyer and investor engagements, among others. ***Note an invoicing breakdown will take place during the detailed workplan development stage; payments to the offeror to be invoiced upon attainment of milestones specified in the engagement.***

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2. Buyer Approval of Trade Deal or Equivalent Buyer Commitment: Offeror must provide proof that the selected transaction(s) have received buyer commitment.
3. Trade Deal Transaction Close Report: At trade deal transaction close, the offeror will prepare a trade deal transaction closeout report and secure letters of confirmation and commitment from the buyers, suppliers, and financiers, with supporting documentation such as buyer-supplier agreements, term sheets, shareholders agreements, Investment Committee resolutions or other supporting documents, as appropriate.

Please note, specific deliverables will depend on the selected Offeror's proposed approach for achieving the activity's objectives. In addition, the Offerors will be required to provide incremental activity updates on routine check-in calls and emails as required by Prosper Africa. A meeting and reporting cadence will be established during activity kickoff.

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ANNEX 2

Prohibited Conduct and Utilization, and Responsible Business Practices

1. Prohibited Conduct

Prohibited Conduct is defined as the following, engaged in by the Company or the Contribution Recipient, its officers or employees:

(1) Trafficking in persons (as defined in the Protocol to Prevent, Suppress, and Punish Trafficking in Persons, especially Women and Children, supplementing the UN Convention against Transnational Organized Crime);

(2) Procurement of a commercial sex act;

(3) Use of forced labor in the performance of this award;

(4) Promote, support, or advocate the legalization or practice of prostitution;

(5) Actions in violation of any applicable anti-bribery laws, including the U.S. Foreign Corrupt Practices Act of 1977 and the UK Bribery Act of 2010, which prohibit corrupt offers of anything of value, either directly or indirectly to anyone, including government officials, to obtain or keep business or to secure any other improper commercial advantage. "Government officials" include any government employee; candidate for public office; and employees of government-owned or government-controlled companies, public international organizations, and political parties. Furthermore, no party will make any facilitation payments, which are payments to induce officials to perform routine functions they are otherwise obligated to perform;

(6) Engage in discrimination, defined as excluding from participation in, denying the benefits of, or be otherwise subjecting any U.S. citizen or U.S. legal resident on the basis of race, color, national origin, age, disability, or sex under any program or activity funded by under this Agreement;

(7) Engage in transactions with, or provide resources or support to, individuals and organizations associated with terrorism, including those individuals or entities that appear on the Specially Designated Nationals and Blocked Persons List maintained by the U.S. Treasury (online at: <http://www.treasury.gov/resource-center/sanctions/SDNList/Pages/default.aspx>) or the United Nations Security designation list (online at: http://www.un.org/sc/committees/1267/aq_sanctions_list.shtml);

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(8) Acquire any supplies or services if any proclamation, Executive order, or statute administered by OFAC, or if OFAC's implementing regulations at 31 CFR Chapter V, would prohibit such a transaction by a person subject to the jurisdiction of the United States; or

(9) Engage in any illicit and criminal activity under applicable U.S. Federal law.

(10) USAID's Contribution Amount may not be used for the purchase of securities, a capital share, or to take or hold equity of any type on USAID's behalf. USAID agrees that the Contribution Amount, once contributed to Company, shall be deemed to be the property of Company and any investment by the Contribution Amount by the Company in the USATD or its assets shall not be considered to be an investment on USAID's behalf.

To the extent funds are expended for Prohibited Conduct, the Company shall notify USAID as soon as reasonably practicable thereof and the circumstances thereof, and shall discuss with USAID ways to remedy the Prohibited Conduct. To the extent USAID is not reasonably satisfied with the Company's plan to remedy the Prohibited Conduct, USAID, at USAID's option, may direct the reallocation of assets as provided under Section 1.6 of the Agreement and the Company shall use reasonable endeavors to return the disbursed amount of the Contribution Amount to USAID as soon as reasonably practicable.

2. Prohibited Utilization

Abortion Restrictions

(1) Requirements for Voluntary Sterilization Programs

USAID Funds made available under this Agreement must not be used to pay for the performance of involuntary sterilization as a method of family planning or to coerce or provide any financial incentive to any individual to practice sterilization.

(2) Prohibition on Abortion-Related Activities:

(a) No USAID Funds made available under this Agreement will be used to finance, support, or be attributed to the following activities: (i) procurement or distribution of equipment intended to be used for the purpose of inducing abortions as a method of family planning; (ii) special fees or incentives to any person to coerce or motivate them to have abortions; (iii) payments to persons to perform abortions or to solicit persons to undergo abortions; (iv) information, education, training, or communication programs that seek to promote abortion as a method of family planning; and (v) lobbying for or against abortion. The term "motivate," as it relates to

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family planning assistance, must not be construed to prohibit the provision, consistent with local law, of information or counseling about all pregnancy options.

(b) No USAID Funds made available under this Agreement will be disbursed to pay for any biomedical research which relates, in whole or in part, to methods of, or the performance of, abortions or involuntary sterilizations as a means of family planning. Epidemiologic or descriptive research to assess the incidence, extent or consequences of abortions is not precluded.

3. Responsible Business Practices

Company will ensure that all work under the Agreement adheres to its Global Code of Conduct, which sets forth policies and guidelines on labor, health and safety, environmental, ethics, management systems, and ongoing assessments, monitoring and continued Improvement. Company will promptly investigate and address any claims of violation of the Global Code of Conduct related to the USATD and will transparently report to USAID on any findings of significance and actions taken to address violations.