



TERMS OF REFERENCE

Consultancy for Provision of Fund Management Services for the Ngwee Ngwee Ngwee Fund

Programme	Accelerating Sustainable and Clean Energy Access Transformation in Malawi (ASCENT Malawi) Project
Financed by	World Bank – IDA and ESMAP Grant of USD 250.8 Million
Implementing Entity	Ministry of Energy (MoE)
Contract Type	Firm Consultancy – Time Based
Assignment Duration	Forty Eight (48) Calendar Months
Expected Start	1 st January 2027
Date	25 September 2026

1. Introduction and Project Context

The Government of Malawi is implementing the Accelerating Sustainable and Clean Energy Access Transformation in Malawi (ASCENT Malawi) Project with funding from the World Bank. The Ministry of Energy (MoE) and the Electricity Supply Corporation of Malawi (ESCOM) Limited are implementing the project for a period of five years (from January 2025 to December 2030). The project's development objective is to increase clean and sustainable energy access in Malawi, aligning with ASCENT's Program Development Objective of increasing clean and sustainable energy access in Eastern and Southern Africa.

1.1 Project Components

The project has five components as follows:

- i. Component 1 - Last Mile Grid Connection (USD 150 million) which will be implemented by ESCOM;
- ii. Component 2 - Off-grid Connection through Solar Home System (USD 60 million), consisting of a results-based financing (RBF) and loan facility, which will be implemented by MoE *targeting 811,000 SHS connections*;
- iii. Component 3 - Energy Access for Schools and Health Facilities (USD 20 million), consisting in the electrification of these facilities through either grid connections or off-grid Energy Service Companies (ESCOs), which will be implemented by MoE *targeting 1,000 schools and 280 health facilities*;
- iv. Component 4 - Clean Cooking Solutions (USD 10 million), consisting in a loan facility linked to carbon revenues, which will be implemented by the MoE *targeting 150,000 households*; and
- v. Component 5 - Technical Assistance and capacity building (USD 10.8 million). Which will be implemented by both MoE and ESCOM.

The ASCENT project is a successor of the World Bank-funded Malawi Electricity Access Project (MEAP), which was implemented for 5 years by the MoE and ESCOM to increase access to electricity with grid densification and off-grid solar home systems solutions. The Project concluded on 31st December 2025. Through this project, the MoE implemented the off-grid market development component, which connected around 257,000 households to electricity with solar home systems.

1.2 The Ngwee Ngwee Ngwee Fund (NNNF)

An off-grid market development fund called 'Ngwee Ngwee Ngwee Fund' (NNNF) was established to deliver MEAP's off-grid market development component and sustain energy access activities beyond the project. Under MEAP, the fund provided loans and grants to off-grid solar companies. The Fund was established with a sum of USD 20 million, with USD 14 million allocated for the debt window and USD 6 million allocated for the Result Based Financing (RBF) grant window under the MEAP.

The NNNF will deliver components 2, 3 and 4 of ASCENT Malawi (USD 90 million in total). The Fund is overseen and its activities are approved by the MoE through the Project Implementation Unit (PIU) of ASCENT Malawi. The operational management of the Fund is the responsibility of the Fund Manager

(FM), hired by the MoE under the ASCENT Malawi Project. The MoE is undertaking the process to institutionalise the Fund into a standalone sustainable revolving fund with broadened scope.

The Fund Manager of the NNNF is required to support deliver the ASCENT Malawi Project and prepare the transition to an Institutionalised NNNF, over a period from 1st January 2027 to 31st December 2030. During this transition period, the NNNF will continue to provide loans and grants to participating organisations under components 2, 3 and 4 of the ASCENT Malawi Project, as well as collect loan repayments from loans issued under both MEAP and ASCENT.

1.3 Status at Commencement and Scope Boundary

This Terms of Reference are for a Consulting Firm to provide Fund Management services for the NNNF, including support to the MoE in (i) delivering ASCENT Malawi (components 2, 3 and 4), (ii) prepare the transition to an institutionalized revolving fund that will operate beyond the scope of ASCENT Malawi, and (iii) help finalize collection of loan repayments issued under MEAP.

The previous Fund Manager of the NNNF, consulting firm IDCOL, helped deliver the scope of MEAP and the preparation activities of ASCENT Malawi. These Terms of Reference are for a Fund Manager to continue their activities as seamlessly as possible. Activities completed by the previous Fund Manager as of 31st December 2026 shall become inputs for this assignment and shall not be repeated but refined where necessary. The incoming Fund Manager shall take over approved agreements, portfolios, systems, records and unresolved actions through a structured inception process. The following outputs (will) have been completed by the former Fund Manager by 31 December 2026:

- a) Preparation and approval of the Project Operations Manual for Components 2, 3 and 4.
- b) For component 2:
 - i. Initial call for business plans, screening, detailed evaluation, due diligence and first-round selection of Participating Organizations (POs), leading to the allocation of funds available in component 2 across shortlisted and successful POs.
 - ii. Initial negotiation and preparation or execution of financing agreements with these POs.
- c) For Component 3:
 - i. Initial consultations and tender documents preparation for the procurement of ESCOs
- d) For Component 4:
 - i. Initial market outreach calls for business plans, screening, detailed evaluation, due diligence and first-round selection of Participating Organizations (POs).
 - ii. Initial negotiation and preparation or execution of financing agreements.
- e) Initial ESMS orientation and first review cycles for Component 2 and 4 participating organisations.
- f) Original MEAP Fund design, company selection, debt disbursement and achievement of the original installation target.

1.4 Fund Manager Scope of Work from January 2027 (this ToR)

The following work is expected from 1st January 2027:

- a) Administration of Component 2 debt and RBF facilities, including disbursements, milestone verification (in coordination with the Independent Verification Agent, IVA), repayments and portfolio risk.

- b) Implementation and payment administration for Component 3 public facility electrification.
- c) Administration of Component 4 clean cooking financing and carbon-related obligations.
- d) Legacy MEAP collections, arrears, recoveries and residual close-out actions.
- e) Closure of outstanding environmental, social, financial, legal, data and contractual corrective actions.
- f) Institutionalization, capacity transfer and final handover of the NNNF.

2. Objective of the Assignment

The objective is to deliver specialized fund management services to achieve the expected market development and energy access results of ASCENT Malawi and help prepare for the continuity of activities through an institutionalized NNNF. To do so, the fund manager will set up mechanisms to ensure timely, compliant and well-secured disbursement to eligible Participating Organizations; sound portfolio, safeguards and fiduciary performance across Components 2, 3 and 4; and the orderly institutionalization and handover of the NNNF as a sustainable standalone fund. Specifically, the Fund Manager shall:

- a) Disburse financing only against approved agreements, eligible expenditures, verified milestones and satisfied conditions precedent.
- b) Ensure participating organisations meet installation, repayment, reporting, customer protection and safeguard commitments.
- c) Troubleshoot and manage changes in design and implementation modalities as needed, to ensure energy access and market development objectives of ASCENT, and the NNNF more widely, are met.
- d) Proactively support the growth and diversification of the NNNF portfolio and the market reach of Participating Organisations, including origination support, pipeline development and market outreach, so that prudent risk management is balanced with, and does not unduly constrain, the Fund's energy-access and market-development mandate.
- e) Actively protect and enforce the Fund's creditor rights, collateral and security.
- f) Maintain reliable financial, operational, beneficiary and compliance records.
- g) Strengthen NNNF systems, staff capacity and long-term sustainability.

The following Fund Windows shall be Managed:

Window	Implementation focus
Component 2 Debt to off-grid solar companies	Foreign currency financing, local-currency financing, drawdowns, collateral, repayments and portfolio risk.
Component 2 RBF to off-grid solar companies	Verified end-user subsidies and approved market-development grants.
Component 3 Public Facilities electrified by ESCOs and connection to grid	Milestone and performance-linked payments for off-grid solar electrification of schools and health facilities via ESCOs, and grid electrification.

Window	Implementation focus
Component 4 Clean Cooking loans to clean cooking companies	Loans, deployment, repayment and carbon-finance interfaces.
Legacy MEAP loan collections	Collections, arrears, recoveries, grant close-out and surviving obligations.
Technical Assistance	Targeted implementation, NNNF institutionalization and capacity support

3. Detailed Scope of Services and Tasks

3.1 Inception and portfolio takeover

- Review approved manuals, agreements, business plans, verification protocols, safeguard instruments, registers, digital systems and prior reports.
- Meet with project implementation stakeholders (PIU, WB task team, IVA, dMRV provider, etc) for a complete understanding of the project status and expectations.
- Prepare an inception report and dated handover register for every active facility, commitment, condition precedent, covenant, safeguard action, dispute and arrear.
- Reconcile opening loan, grant, bank, receivable, repayment, commitment and beneficiary records.
- Prepare an action plan and identify inherited exceptions requiring focused resolution.

3.2 Cross-cutting fund administration

- Administer assigned windows in accordance with approved agreements, the Project Operations Manual and Ministry instructions.
- Assess drawdown and payment requests and submit evidence-based recommendations for approval.
- Maintain facility, beneficiary, transaction, verification, covenant, safeguard and correspondence records.
- Maintain commitment and disbursement forecasts, portfolio ageing, arrears schedules and risk registers.
- Coordinate with the PIU, IVA, legal advisers, auditors and technical specialists.
- Support quarterly and annual portfolio review, reallocation, amendment and corrective-action decisions.
- Actively identify and pursue opportunities to grow and diversify the portfolio and accelerate market development, including supporting the pipeline of eligible Participating Organisations and transactions, alongside the Fund's risk-management and fiduciary duties.
- Report on portfolio growth performance against annual targets agreed with the Ministry, alongside the risk, safeguards and fiduciary metrics already tracked.

3.3 Component 2: Debt and RBF Portfolio for Solar Home Systems

- a) Administer loan agreements, supplier payments, drawdowns and repayments.
- b) Validate invoices, shipping and customs documents, eligible inventory, insurance and use of proceeds.
- c) Monitor sales, inventory, receivables, collection performance, portfolio-at-risk and financial covenants.
- d) Support coordination of RBF claims and verification, calculate eligible payments and investigate duplicate, ineligible or anomalous claims.
- e) Monitor product certification, approved pricing, warranties, after-sales service and inclusion commitments.
- f) Apply early-warning, restructuring, suspension, default and recovery processes.

3.4 Component 3: Electrification of Public Facilities

The Fund Manager shall implement Component 3 activities in close coordination with, and under the technical guidance of, the Power Engineer in the ASCENT PIU. The Fund Manager shall verify financial and contractual compliance and recommend payments. Technical certification of milestones shall remain the responsibility of the PIU Power Engineer or designated technical verifier. Subject to that guidance and approval, the Fund Manager shall:

- a) Administer all Performance-Based Service Agreements (PBSAs), Site Access Agreements, Asset Register Protocols and related project agreements executed under Component 3.
- b) Monitor compliance with contractual obligations, milestone requirements, performance guarantees, insurance obligations and maintenance commitments.
- c) Monitor adequacy and validity of performance bonds, advance payment guarantees and other contractual securities.
- d) Track obligations of participating ministries relating to operations and maintenance contributions and promptly report actual or anticipated funding shortfalls.
- e) Support administration of contractual remedies including notices, cure periods, liquidated damages, suspension and step-in procedures, where authorised by the Ministry.

3.5 Component 4: Clean Cooking

The Fund Manager shall:

- a) Administer approved loans, drawdowns, repayments, security and performance conditions.
- b) Monitor eligible technologies, distribution, customer finance, warranties, service life and after-sales support.
- c) Maintain deployment, usage, inclusion and digital-monitoring data.
- d) Coordinate carbon-related data, rights, claims, validation, verification, issuance and transaction support with designated specialists.
- e) Monitor portfolio quality and initiate corrective or recovery action for breaches.
- f) Maintain a register of carbon-credit assignments, carbon receivables and related security interests established under Component 4 financing arrangements.
- g) Monitor borrower compliance with carbon-credit transfer obligations and related covenants.
- h) Track carbon-credit generation, verification, issuance, transfer and monetisation activities.

- i) Monitor compliance with approved revenue-waterfall arrangements.
- j) Report material carbon-credit performance risks and recommend corrective actions.
- k) Coordinate with the Legal Advisor and Carbon Consultant on matters relating to ERPAs, CCPAs, Article 6 transactions and carbon-credit enforcement events.

3.6 Loan Collateral, Security and Enforcement

- a) The Fund Manager shall maintain and administer Conditions Precedent (CP) Checklists prepared by the Legal Advisor and shall not recommend disbursement until all applicable legal, financial, safeguards, technical and contractual conditions have been satisfied or formally waived by the Ministry.
- b) The Fund Manager shall maintain documentary evidence supporting satisfaction of each condition precedent and ensure complete audit trails for all approvals and disbursements.
- c) The Fund Manager shall actively protect the Fund's creditor position. Collateral and security management shall be a continuous portfolio-management obligation and not only a pre-disbursement check.
- d) Specifically, the Fund Manager shall:
 - i. Maintain a complete security register for each borrower showing the security package, perfection and registration status, priority, location of original documents, valuation, insurance, expiry dates, outstanding conditions and responsible follow-up actions.
 - ii. Before recommending any disbursement, verify that required loan and security documents have been validly executed, stamped, registered and perfected and that all security-related conditions precedent have been satisfied or expressly waived in writing by the Ministry.
 - iii. Monitor the validity, adequacy and enforceability of charges over assets, inventory, equipment, receivables, operating and proceeds accounts, mobile-money accounts, debt-service reserve arrangements, insurance proceeds, guarantees and other agreed security.
 - iv. Conduct risk-based collateral inspections and reconciliations, obtain updated valuations where required, confirm insurance renewal and assignment of proceeds, and identify unauthorised disposal, deterioration or further encumbrance of secured assets.
 - v. Issue breach notices and administer contractual cure periods for failure to perfect, maintain, replenish or protect security. Recommend suspension of undisbursed commitments and further disbursements until the breach is remedied.
 - vi. Upon an event of default, prepare a written enforcement recommendation setting out exposure, breach, notices, available security, estimated recoverable value, priority, enforcement options, expected costs, legal and safeguards risks and the proposed action.
 - vii. After receiving written Ministry approval, coordinate enforcement with authorised legal advisers, registries, banks, insurers, valuers, receivers, auctioneers and other relevant parties. This may include account control, guarantee demands, repossession, receivership, sale or other lawful remedies.
 - viii. Ensure enforcement proceeds are paid into the designated Fund account, reconciled and applied in the contractual order. Continue pursuing any shortfall and account for any surplus in accordance with the financing documents and applicable law.
 - ix. Maintain a monthly collateral enforcement and recovery tracker until each case is cured, restructured, recovered, written off through required approvals or otherwise closed.

- x. Do not release, subordinate, substitute or materially vary security, or commence, compromise or discontinue enforcement, without prior written Ministry approval and any other required approval or no-objection.

3.7 Legacy MEAP portfolio

- a) Continue collection and reconciliation of outstanding principal, interest, fees and charges.
- b) Manage arrears, restructurings, security enforcement and legal recovery authorised by the Ministry.
- c) Complete residual verification, eligible disbursement, recovery and close-out actions transferred at handover.
- d) Preserve records and prepare closure certificates when obligations are discharged.

3.8 Data and monitoring

- a) Maintain reliable portfolio and beneficiary databases and compatibility with approved digital platforms.
- b) Validate data completeness, uniqueness, geolocation and reconciliation between financial and operational records.
- c) Produce dashboards covering commitments, disbursements, installations, collections, arrears, collateral, safeguards, grievances and inclusion.
- d) Provide supporting evidence for audits, missions, evaluations and disclosure requirements.

3.9 Fraud, Corruption, Reporting Obligations

- a) Implement and maintain policies and procedures to prevent, detect and respond to fraud, corruption, collusion, coercion and obstruction in the administration of the NNNF, consistent with the World Bank Anti-Corruption Guidelines.
- b) Require staff, contractors and Participating Organisations to disclose actual, potential and perceived conflicts of interest, and maintain a conflicts-of-interest register with agreed mitigation measures.
- c) Promptly report to the Ministry and, where required, to the World Bank, any credible allegation or finding of fraud, corruption or misconduct affecting the Fund, together with proposed remedial action.
- d) Cooperate fully with any investigation, audit or inspection conducted by the Ministry, the World Bank or their authorised representatives, including providing access to records, systems and personnel.
- e) The Fund Manager and its affiliates shall not provide advisory, audit, investment, lending, ownership, brokerage or related services to Participating Organisations receiving financing under the NNNF during the contract period unless expressly approved by the Ministry and the World Bank where required.

3.10 Data Protection, Cybersecurity and Database Ownership

- a) Protect the confidentiality, integrity and availability of Fund, beneficiary and Participating Organisation data, and comply with applicable Malawi data protection law and Ministry data-security requirements.

- b) Maintain appropriate cybersecurity controls over all systems, platforms and databases used to administer the Fund, including access controls, backup and incident-response procedures, and promptly notify the Ministry of any data breach or security incident.
- c) Acknowledge that all databases, systems configurations, models and data compiled or maintained in the course of the assignment are the property of the Government of Malawi, and ensure their orderly transfer, in usable format with full documentation, at handover or contract termination.

3.11 Coordination with Other Consultants

The Fund Manager shall work closely with consultants and advisers engaged by the Ministry under ASCENT, including the Legal Advisor, Independent Verification Agent (IVA), Carbon Consultant, DMRV Platform providers, Financial Management Specialists and the Power Engineer.

The Fund Manager shall:

- a) Provide all operational, portfolio and transaction information reasonably required by such consultants.
- b) Participate in transaction structuring, due diligence, negotiations and contract administration processes.
- c) Ensure recommendations to the Ministry are informed by legal, technical, financial and safeguards advice where applicable.
- d) Maintain a transaction tracker showing the status of financing approvals, legal documentation, conditions precedent, safeguards requirements, disbursements and recoveries.
- e) Coordinate implementation of recommendations arising from legal due diligence reports, legal opinions, independent verification reports, audits and safeguards reviews.

3.12. Environmental and Social Management

The Fund Manager shall support implementation of the approved NNNF ESMS, the World Bank Environmental and Social Framework (ESF), the applicable Environmental and Social Standards (ESSs), the Environmental and Social Commitment Plan (ESCP) for the ASCENT Malawi Project, and Malawi law, and shall

- a) Maintain a qualified Environmental and Social Safeguards Expert.
- b) Maintain the Fund-level ESMS, exclusion list, screening procedures, risk register and reporting arrangements.
- c) Ensure participating organisations maintain required, Malawi-specific systems and instruments before relevant disbursements.
- d) Monitor labour, OHS, community safety, e-waste, stakeholder engagement, grievance, land and vulnerable-group risks.
- e) Ensure incident notification, investigation, corrective action and escalation.
- f) Conduct risk-based site monitoring and prepare quarterly and annual E&S reports.
- g) Close unresolved E&S conditions and corrective actions transferred at commencement without repeating general introductory orientation completed in 2026.

3.13. Capacity Development and Handover

- a) Support the Ministry in designing governance arrangements for the institutionalised NNNF, including its legal form, oversight/board structure and decision-making processes.

- b) Develop options and recommendations for the long-term capitalisation and business model of the institutionalised NNNF, including revenue sustainability, cost recovery and potential co-financing or blended-finance sources.
- c) Support development of a long-term sustainability strategy for the institutionalised NNNF covering staffing, systems, funding and financial self-sufficiency beyond the ASCENT Malawi Project.
- d) Prepare an annual capacity-development plan and deliver practical coaching in credit, disbursement control, portfolio analysis, collateral, recovery, safeguards, data and reporting.
- e) Support implementation of the approved transition plan for a sustainable standalone NNNF.
- f) Transfer registers, reconciliations, agreements, security records, models, manuals, systems and pending actions.
- g) Prepare a final portfolio, recovery, training and handover report and conduct a final debriefing.

3.14. Local Content, National Participation and Skills Transfer

The Ministry attaches high importance to Malawian participation in the delivery of this assignment and to building enduring national capacity to operate the NNNF after institutionalisation. The consultant is expected to implement a local content and skills transfer plan.

4. Deliverables and Reporting Schedule

No.	Deliverable	Timing	Minimum content
1	Inception and handover report	Within 30 days	Opening portfolio, security register, systems assessment, exceptions and 100-day plan.
2	Monthly implementation dashboard	5th working day after the reporting month	Commitments, disbursements, installations, collections, arrears, collateral, safeguards and actions.
3	Quarterly progress and financial report	Within 10 days after a quarter	Window performance, reconciliation, forecast, portfolio quality, security coverage, enforcement, E&S and decisions.
4	Transaction review memoranda	Before approval	Eligibility, conditions precedent, security, verification, risk and recommendation.
5	Annual portfolio review	Within 20 days after year-end	Portfolio quality, provisioning, collateral adequacy, recoveries, reallocations and next-year plan.
6	Transaction and Conditions	Monthly	Progress of all financing transactions from approval through disbursement, ensuring that no funds are released before all required legal,

No.	Deliverable	Timing	Minimum content
	Precedent Status Report		technical, fiduciary, safeguards, and contractual conditions have been satisfied.
7	Carbon Portfolio Performance Report (Component 4)	Quarterly	Monitor the performance of the Clean Cooking carbon-finance portfolio and assess whether expected carbon revenues remain sufficient to support the NNNF lending model.
8	Institutionalization Progress Report	Semi-Annual	NNNF Institutionalization Roadmap; Governance Framework; Operating Model; Business Plan; Sustainability Strategy; and Handover Plan.
9	Institutional Governance Framework, Capitalization Plan and Sustainability Strategy	Before completion	a) Governance Framework • Structure & Accountability: Clear roles, responsibilities, and decision-making processes. • Compliance & Oversight: Legal/regulatory alignment and monitoring systems. • Stakeholder Engagement: Mechanisms for inclusive participation and transparency. • Risk Management: Policies to anticipate and mitigate institutional risks. b) Capitalization Plan • Resource Mobilization: Initial capital sources and diversified revenue streams. • Financial Strategy: Investment approaches, reserves, and projections. • Partnerships: Leveraging donor, government, and private sector support. • Efficiency & Controls: Cost management and contingency planning. c) Sustainability Strategy • Operational Resilience: Capacity building, succession planning, and knowledge systems. • Financial Sustainability: Long-term funding diversification and reinvestment. • ESG Integration: Environmental, social, and governance principles embedded. • Growth & Adaptation: Policy alignment, innovation, and scaling models.

No.	Deliverable	Timing	Minimum content
10	Final completion and handover report	Before completion	Reconciled portfolio, security custody, unresolved actions, knowledge transfer and recommendations.

Periodic reports shall include a collateral and security schedule showing perfection status, security coverage, valuations, insurance, covenant breaches, enforcement actions, recoveries, legal costs, next steps and approvals required.

Performance indicators shall also include ASCENT development outcomes: (i) number of households connected through SHS, (ii) number of schools and health facilities electrified, (iii) clean cooking systems deployed, and (iv) portfolio growth relative to targets. These indicators shall be tracked alongside fiduciary metrics in quarterly and annual reports.

The Ministry shall review each deliverable and provide written comments or notice of acceptance within fifteen (15) working days of submission for the Inception and Handover Report, the Quarterly Progress and Financial Report, the Annual Portfolio Review and the Final Completion and Handover Report, and within five (5) working days for the Monthly Implementation Dashboard and Transaction Review Memoranda. The Fund Manager shall revise and resubmit a deliverable within the period specified in the Ministry's comments. A deliverable not rejected in writing within the applicable review period shall be deemed accepted.

5. Governance, Reporting and Working Arrangements

5.1 Reporting line and institutional relationships

The Fund Manager reports directly to the ASCENT Project Manager in the Ministry of Energy. The following institutional relationships govern the assignment:

Institution	Relationship and interface
ASCENT PIU (MoE)	a) Direct supervisor. All deliverables require Project Manager approval. The Fund Manager attends PIU weekly coordination meetings as required. b) The Ministry, through the PIU, retains authority to approve financing, disbursement, amendment, restructuring, security release, enforcement, write-off and other reserved matters. c) The Fund Manager shall work as an integrated implementation support team with PIU specialists. d) The Fund Manager shall not create commitments or vary approved terms without written Ministry approval.

Institution	Relationship and interface
	e) The Fund Manager shall attend periodic coordination meetings convened by the ASCENT Project Manager and shall collaborate closely with: i. The Power Engineer on Component 3 implementation and certification matters; ii. The Legal Advisor on financing agreements, enforcement actions and legal compliance; iii. The Environmental and Social Specialist on ESMS implementation; iv. The Independent Verification Agent regarding verification of outputs and results; v. The Carbon Consultant regarding carbon-credit monitoring and reporting; vi. Other consultants engaged under ASCENT as may be required. f) All official communication with the World Bank shall be coordinated through the Project Manager and PIU.
Power Engineer (PE)	Peer collaboration on Component 3 instruments. PE drafts all technical schedules; Legal Advisor integrates them into legal frameworks. Neither supervises the other. Disagreements on legal / technical boundaries escalate to Project Manager.
World Bank Task Team	The Legal Advisor supports PIU in preparing and submitting World Bank no-objection requests at each required procurement and contract stage. All World Bank correspondence is routed through the Project Manager.
Attorney General's Office	The Legal Advisor coordinates all AG review and countersignature processes, engaging AG office informally during drafting to reduce review turnaround time.
MoF, MoEST, MoH	Legal Advisor interfaces on specific instruments (MOU, budget line confirmations, AG process). All engagement coordinated through PIU.
Ministry of Natural Resources and Climate Change/DNA	Legal Advisor coordinates on Article 6 / ITMO sovereign rights carve-out language and HCAL/LoA template approval.

5.2 Location, missions, and language

- a) Location: The Fund Manager shall maintain a staffed local presence in Malawi, with key personnel available for regular engagement with the PIU, participating organisations, and stakeholders. During the first 12 months, a higher level of effort is expected to support portfolio growth,

institutional strengthening, and transition activities. The Consultant is expected to reflect this into their work plan and staffing plan in the technical and financial proposals.

- b) All physical meetings require Project Manager pre-approval and are included in the financial proposal as reimbursable costs.
- c) Working language: English. All deliverables shall be submitted in English.
- d) Document management: all draft and final instruments submitted in editable Word format, with a tracked-changes version for each revision cycle. Final executed versions archived with the PIU document management system.

5.3. Conflicts of Interest and Post-Assignment Restrictions

The Fund Manager, its affiliates and key personnel shall:

- a) not provide advisory, ownership, lending, investment, audit or brokerage services to Participating Organisations receiving financing under NNNF during the term of this assignment.
- b) disclose any existing or proposed relationship with Participating Organisations, carbon project developers, carbon aggregators, registries, lenders or service providers participating in NNNF-supported activities.
- c) not represent any Participating Organisation in disputes arising from NNNF-financed transactions during the assignment and for two years after contract completion.
- d) maintain and periodically update a conflicts-of-interest register available to the Ministry upon request.
- e) disclose conflicts, maintain confidentiality and preserve auditable approval trails.

Failure to disclose conflicts of interest may constitute grounds for contract termination.

6. Qualifications of the Firm

The Consultant will be a firm or consortium of firms with not less than 5 years organizational capability and demonstrated experience and a track record of managing and structuring similar RBF grant and Debt Financing facilities in similar markets, including off-grid solar and clean cooking sub sectors. Participation of firms registered and operating in Malawi is encouraged, whether as part of consortium (joint venture or sub-consultancy) or individual firms..

The Fund Manager in its role as a financial intermediary will be subject to selection criteria to ensure compliance with the World Bank Directive on Investment Project Financing (formerly OP 10.00). The FM will (a) have ownership and management that is ‘fit and proper’ and exhibits quality governance; (c) have good standing with the supervisor; (d) exhibit sufficient capital adequacy, liquidity, profitability, and asset quality and provisions; (e) have established policies and risk management practices; and (f) employ an adequate management information System (MIS) and internal audit and controls. These requirements underscore the importance of responsible lending that operates in a context conducive to efficient resource allocation.

The Consultant will propose a team of key experts with the required technical capabilities to design, structure, implement, manage and report on all aspects of the Services outlined in this ToR. The following qualifications should be clearly demonstrated:

- a) Experience in, and understanding of, the off-grid solar and clean cooking market in Sub Saharan Africa, including Energy As Service and PAYGO solar model with (minimum of five years);
- b) Experience in, and understanding of, the Malawi off-grid solar and clean cooking market;
- c) A track record of structuring and managing RBF Grant facilities aimed at market stimulation, ideally facilities funded by multilateral development banks and/or development finance institutions and/or bi-lateral development assistance agencies (minimum of three years);
- d) A track record of providing debt financing to off-grid solar and clean cooking distribution businesses and/or consumer finance businesses (including, for instance, MFIs) (minimum of three years);
- e) Understanding of success factors of for-profit businesses;
- f) Experience managing reporting relationships with government stakeholders and large development finance organizations is highly desirable;
- g) Participation of Malawi nationals among the key experts is encouraged.

7. Team Composition, Level of Effort and Qualifications

The assignment is expected to be carried out over a period of 48 months until ASCENT Project closing date of 31st December 2030. The estimated level of effort for the Key Experts required under this assignment is approximately 140 person-months in total.

The consulting firm shall propose a dedicated team of experts with the following key expert positions. The distribution of time input across the various experts and roles should align with the proposed work plan, scope of services, and implementation schedule. The breakdown of person-months among the key positions (to be detailed in the technical proposal) should be sufficient to ensure delivery of the expected outputs and management of fund operations in an efficient and effective manner.

Position	Estimated Input	Minimum Qualifications	Key Experience Requirements
K-1: Team Leader	30 person-months	Advanced University Degree in finance, business administration, international development, management or related field	1. A minimum of 10 years or more in managing corporations, investment funds or government-funded programs. 2. Demonstrated experience in managing funds, preferably in the promotion of off-grid renewable energy. 3. Experience in, and understanding of, the off-grid solar market in Sub-Saharan Africa, ideally including PAYG

Position	Estimated Input	Minimum Qualifications	Key Experience Requirements
			solar. PAYG solar experience in Malawi will be an advantage. - Experience in, and understanding of, the Malawi market is strongly preferred. - A track record of providing debt financing to rural/off-grid home appliance distribution businesses and/or consumer finance businesses. - A track record of structuring and managing RBF facilities aimed at market stimulation, ideally facilities funded by multilateral development banks and/or development finance institutions and/or bilateral development assistance agencies. - Experience managing reporting relationships with government stakeholders and large development finance organizations is highly desirable.
K-2: Investment and Portfolio Expert (Debt and RBF)	30 person-months	Advanced degree in finance, economics, business administration, or related field.	- A minimum of seven years experience in debt origination, due diligence, structuring, or portfolio management. - Strong business acumen, developed through experience with start-ups, credit assessment, and bad debt management. - Proficient in financial modelling and portfolio management. - A minimum of three years experience in the off-grid solar

Position	Estimated Input	Minimum Qualifications	Key Experience Requirements
			market, ideally including PAYG solar. PAYG solar experience in Malawi will be an advantage. • Design and management of loan servicing and loan portfolio monitoring and evaluation processes. • Have excellent oral and written communication with the ability to interface with community, public, private and other sector players.
K-3: Energy Access (Off-grid Solar) Expert	15 person-months	Advanced degree in finance, economics, business administration, international development, renewable energy, or electrical engineering	1. A minimum of five years' experience in the development, implementation and management of results-based financing or other grant-oriented transactions. 2. A minimum of three years' experience in the off-grid solar market, ideally including PAYG solar. PAYG solar experience in Malawi will be an advantage. • Understanding of success factors of for-profit businesses. • Design and management of monitoring and evaluation processes. • Have excellent oral and written communication with the ability to interface with community, public, private and other sector players.
K-4: Energy Access (Clean	15 person-months	Advanced degree in finance, economics,	1. A minimum of seven years experience in managing and

Position	Estimated Input	Minimum Qualifications	Key Experience Requirements
Cooking) Expert		business administration, or international development	implementing clean cooking solutions. • Track record of working with small and medium-sized companies offering modern energy cooking solutions. • Track record of working with the carbon credit market including hands-on experiences in securing carbon credit in the voluntary and regulatory market. • Well-connected with a network of third-party carbon accreditation consultancy firms. Expert understanding of the latest Article 6 regulations and interpretations • Design and management of loan servicing and loan portfolio monitoring and evaluation processes. • Have excellent oral and written communication with the ability to interface with community, public, private and other sector players.
K-5: Environmental and Social Safeguards Expert	30 person-months	Master's Degree in any of the following; Environmental or Social Sciences, Environmental Management; Environmental Policy and Analysis; or Natural Resources Management.	1. Have 5 years of progressive experience in environmental and social risk management and integration of safeguards in World Bank or other donor-funded projects in Malawi. 2. Have demonstrated working knowledge of World Bank

Position	Estimated Input	Minimum Qualifications	Key Experience Requirements
			environmental and social safeguards policies and World Bank Environmental and Social Framework (ESF). - Have demonstrated experience in the management of Environmental and Social Management Systems and in the preparation and review of environmental and social instruments. - Have experience with designing and delivering capacity building programs on environmental, gender and social safeguards. - Be familiar with the environmental, social, gender and GBV/SEA/SH issues in Malawi. - Have a good understanding of Malawian legislation and regulatory requirements on environmental, social and gender. - Have excellent oral and written communication including proficiency in at least 1 local language (Chichewa, Tumbuka or Yao) with the ability to interface with community, public, private and other sector players.
K-6: Institutional Development Specialist	20 person-months	Master's degree in any of the following: Organizational Development; Public Administration; Business Administration (MBA); Development Studies;	A minimum of 8 years of experience in institutional strengthening, capacity development, governance, and change management.

Position	Estimated Input	Minimum Qualifications	Key Experience Requirements
		Governance and Leadership; Economics; or Social Sciences	2. Demonstrated expertise in developing policies, procedures, systems, and sustainability frameworks that embed project outcomes into organizational structures. 3. Proven ability to lead organizational assessments, facilitate stakeholder engagement, and support long-term institutional effectiveness and resilience.

The firm may propose additional non-key experts (e.g. a junior associate or paralegal) at its discretion. Non-key experts are not evaluated but must be costed in the financial proposal under reimbursables.

8. Duration and Performance Management

The assignment is expected to run for Forty-Eight months from the contract commencement date of 1st January 2027 to 31st December 2030, subject to the signed contract and availability of financing. Performance will be reviewed after six months and at least annually thereafter.

Assessment will consider timeliness, accuracy, disbursement control, portfolio quality, collateral perfection and preservation, enforcement and recovery performance, safeguards, data quality, capacity transfer and stakeholder responsiveness.

Performance shall be measured against the following contract performance indicators, in addition to the assessment criteria above:

- a) Progress toward meeting ASCENT Malawi KPIs (off-grid solar connection delivery, public facility electrification, clean cooking deployment)
- b) At least 90% of payment requests processed within the agreed service-level timeframe.
- c) Collection efficiency ratio maintained at or above 95%.
- d) Portfolio-at-risk over 90 days (PAR90) maintained at below 15%.
- e) 100% Environmental and social incidents resolved within agreed timelines.
- f) Audit findings closed within agreed timelines.
- g) Quarterly reports submitted on time in every reporting period.
- h) Forecast variance below 10%.
- i) Portfolio growth: value and number of active financing agreements and disbursed commitments under Components 2, 3 and 4, measured against annual targets agreed with the Ministry.

9. Intellectual Property and Ownership of Reports and Data

All reports, data, databases, systems, models, registers and other materials prepared, compiled or maintained by the Fund Manager in the performance of this assignment shall be and remain the property of the Government of Malawi. The Fund Manager shall not use, publish, disclose or retain copies of such materials for any purpose other than the performance of this assignment without the prior written consent of the Ministry, and shall deliver all such materials, in full and in usable electronic format, to the Ministry at handover or upon termination of the contract, whichever is earlier.

10. Compliance with World Bank Requirements and Selection Method

This assignment shall be procured, and the Fund Manager selected, using the Quality and Cost Based Selection (QCBS) method under the World Bank Procurement Regulations for IPF Borrowers, in view of the specialised, complex and fiduciary nature of the services required. The Fund Manager shall at all times comply with the World Bank Procurement Regulations, the Environmental and Social Commitment Plan (ESCP), the World Bank Anti-Corruption Guidelines and the Financing Agreement for the ASCENT Malawi Project, as each may be amended from time to time.

Annex A. Scope Exclusions and Transition Assumptions

Excluded predecessor activity	Treatment from January 2027
Initial POM drafting	Apply the approved manual and recommend targeted amendments only when necessary.
First Component 2 call, screening and selection	Manage the selected and contracted portfolio; do not repeat the process.
First-round negotiations scheduled through December 2026	Administer executed documents, drawdowns, monitoring, security and enforcement.
Initial Component 3 consultations	Administer implementation, payment, performance and sustainability arrangements.
Initial Component 4 call and shortlisting	Manage selected providers; conduct further rounds only if separately approved.
Initial ESMS orientation and review cycles	Close corrective actions and maintain ongoing compliance.
Original MEAP design, selection and debt disbursement	Manage residual collections, collateral, recoveries and surviving obligations only.

Annex B. Inception Handover Register

- a) Window, borrower, agreement and effective date
- b) Approved, disbursed and undisbursed amounts and currency
- c) Outstanding principal, interest, fees, arrears and payment date
- d) Conditions precedent, covenants and security status
- e) Collateral description, registration, priority, valuation, insurance and document custody
- f) Outstanding verification, grant, grievance, safeguard and corrective actions
- g) Dispute, restructuring, recovery, enforcement or legal risk
- h) Next action, responsible party, approval and deadline
- i) Source documents and storage location