



**REQUEST FOR PROPOSAL:
CORPORATE GOVERNANCE CONSULTANCY**



Introduction

Cytonn Investments Management Limited 'Cytonn' is an investments and real estate firm, with offices in Nairobi - Kenya and DC Metro area - U.S. We are primarily focused on offering alternative investment solutions to global institutional investors, individual high net-worth investors, local institutional investors and diaspora investors interested in the East-African region. Our alternative investments solutions are based on three main products: real estate, structured solutions and private equity. We currently have over Kshs. 74 billion of investments and projects under mandate, mainly in real estate.

Below is an outline of the firm's structure:

Entity	Nature & Purpose of Entity
Cytonn Investments Management Limited (CIM)	<p>This is the parent company through which the administrative function of the group is executed.</p> <p>The company offers investments solutions whose objective is to offer clients the best investment returns on a risk adjusted basis. These investments solutions are classified into three groups: high yield privately placed solutions, privately placed real estate investment solutions and private equity investments.</p>
Cytonn Real Estate LLP (CRE)	<p>The entity is a Limited Liability Partnership and the real estate development affiliate of CIM, with all the necessary capabilities to deliver the very best real estate development products. CRE's activities include fund raising, market research and site acquisition, concept design, project management, quality control and assurance and sales & marketing.</p>
Special Purpose vehicles (SPVs)	<p>These are Limited Liability Partnerships through which the various projects managed by CRE are housed. Each SPV is run as a distinct legal entity with a separate governance structure and general ledger. There are currently twelve numbers of SPVs, and these will continue to grow.</p>
Cytonn Technologies (CT)	<p>This is a technology solutions company offering services in web application development, user interface design, e-commerce solutions, network design, network management and integrated business solutions.</p>
Cytonn Investment Co-operative Society (CICS)	<p>Cytonn Investment Co-operative Society offers Members' attractive returns, investment in real estate, and products to suit all individuals. The investment co-operative enables its Members to access high returning alternative investment areas such as real estate and private equity, which are usually not accessible to individual investors.</p>

Cytonn Properties	Cytonn Properties is a real estate agency.
Cytonn Diaspora	Cytonn Diaspora is a platform that enables East-Africans in the diaspora to invest back in Kenya, by being a trusted partner, offering attractive investment opportunities, and providing a safe and secure platform to invest.
Others	Being an Investment Company for both in-house and third-party investments, Cytonn may continue to form entities from time to time.

Cytonn seeks to solicit proposals and retain a reputable firm with adequate experience in corporate governance advisory, corporate governance audit, Board evaluation, conducting Board induction and training services including acting as a Corporate Governance Partner/Advisor to the Board of Directors.

Proposed scope of the Consultancy

- (i) Overview of Corporate Governance and the identification of an adequate institutional framework for good governance in line with emerging global best practice trends;
- (ii) The role of Corporate Governance practices under the Companies Act 2015, Capital Markets Authority Corporate Governance Guidelines, attendant/relevant Statutes and best practices. The parameters shall include:
 - Board independence and governance;
 - Transparency and Disclosure;
 - Compliance with relevant Laws and Regulations;
 - Communication with stakeholders;
 - Consistent shareholder and stakeholders' value enhancement; and
- (iii) Training on the role, responsibilities and liabilities of the Board, individual Board members, the Chairman, the Chief Executive Officer, the Company Secretary and various committees of the Board;
- (iv) Overview of the relationship between corporate governance and the current structure of Cytonn's Board of Directors;
- (v) Training on the statutory duties of directors including but not limited to oversight and the fiduciary duty of care, skill and diligence;
- (vi) An appreciation of management of meetings;
- (vii) Training on the relevance and implementation of a legal and corporate governance audit and evaluation;
- (viii) Training on the board induction process for new members and Board evaluation processes;
- (ix) Overview of the current Corporate Governance structure in relation to the holding company and its relationship to the various entities, review the strategic plan and the progress of its implementation;
- (x) General Training on Corporate Governance to management.

- (xi) Any other training that the consultant may deem fit and appropriate for the Board of Directors.

Proposal Submission

Firms meeting the above criteria are requested to submit their proposals in two categories as follows:

- a) Technical Proposal containing:
 - (i) A brief description of the firm's organization, confirmation of the firm's understanding of the Terms of Reference and its capacity and capability to deliver.
 - (ii) An outline of the firm's references to demonstrate experience in corporate governance advisory indicating inter alia, the duration of the assignment, contract amount and firm's involvement.
- b) Financial proposal indicating the proposed fees and expenses

Cytonn welcomes your firm to engage us before 22nd November 2016 for you to gain an understanding of our operations to enable you prepare the proposal.

The proposal should be submitted in soft copy to legal@cytonn.com by 5.00pm on 25th November 2016. No hard copies will be accepted.

In case of any queries, kindly contact the undersigned.

Your Faithfully,

For: **Cytonn Investments Management Limited**

Patricia N. Wanjama

Head of Legal and Company Secretary