SOUL CITY
BROAD-BASED EMPOWERMENT COMPANY

Reg. no.: 2005/011277/07

TERMS OF REFERENCE (TOR)

Appointment of an Investment Manager

Soul City Broad-Based Empowerment Company (Pty) Ltd (SCBBEC)

Project / Assignment	Appointment of an Investment Manager
Contracting Entity	Soul City Broad-Based Empowerment Company (Pty) Ltd (SCBBEC)
Non-Compulsory Briefing Session	**04 December 2026 at 12:00.** **Teams Link:** **https://teams.microsoft.com/meet/3102983851251525?p=s3YWdB4qc8R3XcqFEC**
Contract Period	Three (3) years, commencing upon approval by the SCBBEC Board of Directors and execution of the appointment agreement, subject to an initial six (6) month probationary period. Continuation of the appointment beyond the probationary period will be subject to satisfactory performance review and written confirmation by SCBBEC.
Issue and Closing Details	**Issue date**: 23 November 2026 | **Closing date**: 22 December 2026 at 16:00

1. BACKGROUND

The Soul City Broad-Based Empowerment Company (SCBBEC or the Company) was established in 2006 to build and manage an investment portfolio that will enable sustainable annual financial contributions to the social justice work of its sole shareholder, the Soul City Institute for Social Justice (SCI). The Company is 100% black-owned, has an independent Board of Directors and is a Level 1 B-BBEE contributor.

The Soul City Institute for Social Justice (SCI) was formed in 1996 as a non-profit company without shareholders. SCI relies on local and international donor funding that supports its vision for a just society for young women and girls and their communities.

SCBBEC's main goal is to support SCI's sustainability and reduce its dependence on donor funding, enabling SCI to continue its work despite the volatile nature of the donor funding environment. SCBBEC's investment portfolio currently consists of eight investments, with a combined value of more than R300 million.

2. PURPOSE OF THE ASSIGNMENT

The purpose of the appointment is to provide professional investment management services to SCBBEC to ensure the effective stewardship, optimisation, growth, governance and sustainability of the Company's investment portfolio.

The Investment Manager shall act as SCBBEC's strategic investment advisor and portfolio manager and shall support the Board in achieving the objectives of the approved Investment Strategy and Investment Policy.

3. OBJECTIVES

The Investment Manager shall:

- Preserve and enhance the value of SCBBEC's investment portfolio.
- Generate sustainable dividend and investment income.
- Identify and execute value-accretive investment opportunities.
- Support portfolio diversification.
- Improve portfolio governance and performance.
- Develop and manage an investment pipeline.
- Provide professional investment, transaction and capital allocation advice.

- Maximise long-term shareholder value for SCBBEC and its sole shareholder the Soul City Institute for Social Justice (SCI).

4. SCOPE OF SERVICES

The appointed Investment Manager shall provide the following services:

4.1 INVESTMENT PORTFOLIO MANAGEMENT

The Investment Manager shall provide ongoing management and oversight of SCBBEC's investment portfolio.

Portfolio Monitoring

The Investment Manager shall:

- Review the performance of all portfolio investments.
- Monitor financial performance against approved plans and budgets.
- Assess dividend generation and cash flow performance.
- Review capital appreciation and valuation movements.
- Monitor debt obligations and financing arrangements.
- Identify emerging risks and opportunities.

Portfolio Reviews

The Investment Manager shall conduct:

- Quarterly portfolio reviews.
- Annual strategic portfolio assessments.
- Periodic valuation reviews.
- Portfolio optimisation assessments.

Portfolio Recommendations

Provide recommendations regarding:

- Holding, buying or selling investments.
- Capital restructuring opportunities.
- Refinancing opportunities.
- Portfolio diversification initiatives.
- Dividend and distribution strategies.
- Exit opportunities.

4.2 GOVERNANCE OVERSIGHT

The Investment Manager shall support the governance of portfolio investments.

Responsibilities include:

- Participation in investee company governance structures where appropriate.
- Attendance at shareholder meetings.
- Attendance at board meetings as approved by SCBBEC.
- Monitoring governance compliance of investee companies.
- Monitoring shareholder agreements and investment rights.
- Protecting SCBBEC's shareholder interests.

The Investment Manager shall immediately advise SCBBEC of:

- Material governance concerns.
- Compliance breaches.
- Regulatory matters.
- Material litigation.
- Significant operational issues.

4.3 INVESTMENT ORIGINATION

The Investment Manager shall continuously identify and develop investment opportunities.

Opportunity Development

This shall include:

- Industry and sector research.
- Market scanning and intelligence gathering.
- Relationship management with advisers and financiers.
- Participation in investment and empowerment networks.
- Identification of strategic partnerships.

Investment Pipeline

The Investment Manager shall maintain a documented investment pipeline comprising:

- New acquisition opportunities.
- Empowerment transactions.
- Strategic partnerships.
- Infrastructure opportunities.
- Renewable energy opportunities.
- Private equity opportunities.

A minimum of five screened opportunities per annum shall be presented to the Board or Investment Committee.

4.4 INVESTMENT EVALUATION AND DUE DILIGENCE

The Investment Manager shall undertake detailed evaluation of all potential investments.

Financial Due Diligence

Including:

- Historical financial review.
- Financial statement analysis.
- Quality of earnings assessment.
- Cash flow analysis.
- Working capital assessment.
- Financial modelling.
- Forecast reviews.

Commercial Due Diligence

Including:

- Industry attractiveness.
- Competitive positioning.
- Market growth prospects.
- Revenue sustainability.
- Customer concentration.
- Supplier dependency.

Legal and Regulatory Due Diligence

Including:

- Corporate structure review.
- Material contract review.
- Litigation review.
- Regulatory compliance review.
- Shareholder agreement review.

ESG Due Diligence

Including:

- Environmental risks.
- Social and community impacts.
- Governance assessment.
- Transformation and empowerment considerations.

4.5 INVESTMENT VALUATION

The Investment Manager shall:

- Perform investment valuations.
- Review third-party valuation reports.
- Assess fair value methodologies.
- Monitor valuation movements.
- Prepare annual valuation reports.

Valuations shall comply with:

- International Private Equity and Venture Capital Valuation Guidelines (IPEV).
- International Financial Reporting Standards (IFRS).
- Applicable South African accounting standards.

4.6 TRANSACTION EXECUTION

The Investment Manager shall manage approved transaction processes from initiation to completion.

Activities include:

Acquisition Transactions

- Deal structuring.
- Term sheet negotiations.
- Due diligence management.
- Advisor coordination.
- Transaction implementation.

Disposal Transactions

- Exit planning.
- Buyer identification.
- Sale process management.
- Transaction negotiation.
- Completion management.

Restructuring Transactions

- Refinancing transactions.
- Capital restructuring.
- Shareholder restructuring.
- Debt optimisation.

4.7 CAPITAL RAISING AND FUNDING

The Investment Manager shall support funding and capital raising activities.

Responsibilities include:

- Identifying funding sources.
- Engaging financiers and investors.
- Developing funding structures.
- Preparing investment memoranda.
- Supporting debt raising processes.

- Supporting equity raising processes.
- Negotiating funding arrangements.

Potential funding sources may include:

- Commercial banks.
- Development finance institutions.
- Private investors.
- Institutional investors.
- Strategic partners.

4.8 VALUE CREATION INITIATIVES

The Investment Manager shall actively pursue value enhancement opportunities across the portfolio.

Activities may include:

- Revenue growth initiatives.
- Operational efficiency improvements.
- Working capital optimisation.
- Capital structure optimisation.
- Strategic partnership development.
- New market development.
- Mergers and acquisition opportunities.
- Exit-readiness planning.

4.9 RISK MANAGEMENT

The Investment Manager shall maintain a portfolio risk management framework.

The framework shall monitor:

Financial Risks

- Liquidity risk.
- Credit risk.
- Interest rate risk.
- Leverage risk.

Market Risks

- Sector concentration risk.
- Economic risk.
- Industry risk.
- Competitive risk.

Operational Risks

- Management risks.
- Key person risks.
- Business continuity risks.

Governance Risks

- Compliance risk.
- Legal risk.
- Reputational risk.

A quarterly risk report shall be submitted to SCBBEC.

4.10 REPORTING REQUIREMENTS

MONTHLY REPORTING

A concise dashboard covering:

- Portfolio valuation.
- Investment performance.
- Cash position.
- Dividend receipts.
- Material developments.

QUARTERLY REPORTING

A comprehensive report covering:

- Portfolio performance.
- Investment valuations.
- Risk analysis.
- Governance matters.
- Investment pipeline.
- Transaction activity.
- Capital deployment.
- Strategic recommendations.

ANNUAL REPORTING

The Investment Manager shall prepare:

- Annual portfolio review.
- Portfolio valuation report.
- Investment strategy review.
- Performance assessment.
- Three-year investment outlook.

5. KEY PERFORMANCE INDICATORS (KPIS)

The Investment Manager shall be evaluated against the following measures:

PORTFOLIO PERFORMANCE

- Growth in Net Asset Value (NAV).
- Capital preservation.
- Improvement in portfolio returns.
- Growth in dividend income.

INVESTMENT ORIGINATION

- Minimum five investment opportunities presented annually.
- Minimum two fully assessed investment opportunities annually.

TRANSACTION EXECUTION

- Successful implementation of approved transactions.
- Timely transaction completion.

GOVERNANCE AND REPORTING

- 100% compliance with reporting requirements.
- Timely submission of reports.
- No material governance breaches.

PORTFOLIO DEVELOPMENT

- Portfolio diversification achievements.
- Successful value creation initiatives.
- Improved investment performance.

6. DELIVERABLES

The Investment Manager shall deliver the following:

1. Annual Portfolio Strategy and Work Plan.
2. Monthly Portfolio Dashboard.
3. Quarterly Investment Performance Reports.
4. Annual Portfolio Valuation Report.
5. Annual Investment Strategy Review.
6. Investment Opportunity Assessments.
7. Due Diligence Reports.
8. Transaction Recommendation Memoranda.
9. Risk Management Reports.
10. Exit Strategy Reports (where applicable).

The reporting requirements specified in the source scope are:

- Monthly: a concise dashboard covering portfolio valuation, investment performance, cash position, dividend receipts and material developments.
- Quarterly: a comprehensive report covering portfolio performance, investment valuations, risk analysis, governance matters, investment pipeline, transaction activity, capital deployment and strategic recommendations. A quarterly risk report shall also be submitted.
- Annually: an annual portfolio review, portfolio valuation report, investment strategy review, performance assessment and three-year investment outlook.

The source scope proposes an initial appointment period of three (3) years, renewable subject to satisfactory performance against agreed Key Performance Indicators and Board approval.

- Company profile and details of ownership / directors.
- Technical proposal explaining understanding of the assignment and proposed investment-management approach.
- Proposed methodology, work plan and approach to portfolio monitoring, origination, due diligence, valuation, transactions, risk and reporting.
- CVs and qualifications of key personnel who will perform the services.
- Relevant investment-management track record and case studies / references.
- Disclosure of actual, potential or perceived conflicts of interest.
- Financial proposal / fee schedule, clearly setting out all fees, rates, expenses and applicable taxes.

Interested service providers are invited to submit proposals electronically as follows:

Late submissions will not be considered. [End user / Procurement to confirm any additional submission instructions, including file format, email size limits and clarification-question deadline.]

The Investment Manager will be deemed successful where SCBBEC achieves:

- Sustainable growth in portfolio Net Asset Value.
- Increased dividend income and cash generation.
- Improved portfolio diversification.
- Enhanced governance and risk management.
- Successful execution of strategic transactions.
- Long-term financial sustainability in support of the objectives of the Soul City Institute for Social Justice (SCI).

7. TECHNICAL AND PROFESSIONAL REQUIREMENTS

7.1 QUALIFICATIONS, REGISTRATIONS, EXPERIENCE AND TEAM COMPOSITION

The following capabilities are relevant to the assignment. Unless expressly identified as an administrative or statutory requirement, qualifications, registrations and experience will be treated as added advantages and assessed through the technical evaluation. Bidders must identify the regulatory permissions applicable to the services they propose to perform and explain how they will ensure compliance with applicable legislation.

Requirement category	Specification	Treatment
Regulatory licenses and registrations	An active FSCA license under the FAIS Act (including the relevant category and approved key individuals), FIC registration and related compliance capability, where applicable to the proposed services. Bidders must disclose the regulatory status of the bidding entity and any consortium member that will perform regulated activities.	Added advantage / applicable legal requirement
Tax compliance	Valid SARS Tax Compliance Status (TCS) PIN for verification.	Mandatory administrative requirement
B-BBEE credentials	Valid B-BBEE certificate or, where applicable, a sworn affidavit. The contributor level and ownership information will be used for preference-point scoring. No minimum Level 1 or Level 2 status is prescribed as an eligibility threshold.	Mandatory administrative requirement
Academic and professional qualifications	Postgraduate qualification in Finance, Investments, Economics, Accounting or Commerce (or equivalent relevant qualification). Professional designations such as CFA, CA(SA), FRM or similar are advantageous.	Added advantage / scored
Relevant experience	Experience of the firm in investment or asset management, corporate finance advisory or management of institutional, endowment, trust or B-BBEE portfolios. Senior experience of the proposed lead investment manager in portfolio management, private equity or institutional asset management.	Added advantage / scored
Track record and scale	Verifiable experience managing portfolios of a comparable nature and scale, including portfolios with a value of R250 million or more, and evidence of capital preservation, income generation and investment performance. SCBBEC's current portfolio has a combined value of more than R300 million.	Added advantage / scored
Sector and asset-class expertise	Experience in unlisted/private equity investments, B-BBEE transactions and multi-asset portfolios, including listed equities, fixed income, money market and alternative assets. Experience in endowment funding models, impact and ESG investing is advantageous.	Added advantage / scored
Proposed team	Identify the Key Individual (where applicable), lead investment manager, analysts and compliance/risk resources. Include roles, responsibilities, availability and continuity arrangements. Resources may be internal or appropriately outsourced.	Scored

7.2 SYSTEMS, TOOLS, METHODOLOGIES AND TECHNICAL REQUIREMENTS

- Portfolio management and valuation systems capable of tracking listed instruments and illiquid/unlisted private equity holdings, portfolio performance, risk and valuations.
- Financial modelling and valuation tools suitable for discounted cash flow (DCF), market multiple and net asset value (NAV) valuations. Examples may include Bloomberg, S&P Capital IQ, Iress or equivalent tools.
- A structured investment management approach covering strategic asset allocation, liquidity management, downside risk protection and the planning of sustainable distributions to SCI in accordance with the approved investment strategy and available portfolio cash flows.
- Environmental, Social and Governance (ESG) and impact-screening methodology that considers SCBBEC's and SCI's social justice objectives and applicable investment restrictions.
- Due diligence, deal structuring and post-investment monitoring procedures, including appropriate governance and shareholder value-add for unlisted investee companies.
- Portfolio valuations and financial reporting prepared in accordance with applicable IFRS requirements, including IFRS 9 and IFRS 13 where applicable, and IPEV Valuation Guidelines for private equity investments where appropriate.
- Performance reporting against benchmarks agreed with SCBBEC. Bidders should describe proposed benchmarks and methodology; no specific investment return or annual distribution target is prescribed in this TOR.
- Governance and information-security arrangements consistent with applicable law, King IV principles where relevant, POPIA and the confidentiality requirements in this TOR.
- Secure electronic document management and record-keeping, appropriate access controls and an auditable record of investment recommendations, approvals and transactions.

8. SERVICE DELIVERY, REPORTING AND PERFORMANCE MANAGEMENT

The Investment Manager shall provide the monthly, quarterly and annual reporting and deliverables set out in Sections 4 and 6. Reports must be accurate, sufficiently detailed for Board and Investment Committee oversight, and submitted in an agreed electronic format.

The Investment Manager will be accountable to the SCBBEC Board of Directors. The Board Chairperson will act as the formal contract manager. The Investment Manager must also provide reports and attend meetings of the Investment Committee as required by SCBBEC's governance arrangements. The Board Chairperson may designate an appropriate representative for day-to-day coordination without changing the formal contract-management accountability.

The following service expectations will apply. Detailed service levels, meeting schedules, reporting dates and escalation arrangements will be finalised in the appointment agreement and service level agreement (SLA).

Service category	Broad service expectation
Urgent matters	Acknowledge and escalate time-sensitive market developments, material liquidity concerns, investee-company crises and critical regulatory or compliance matters promptly, with an initial assessment and proposed action plan.
Ad hoc advice	Respond to routine market commentary, portfolio queries, dividend/yield projections and governance or shareholder requests within a reasonable period agreed with SCBBEC.
Investment assessments	Provide timely screening, financial modelling, valuation reviews, risk assessments and investment memoranda, taking account of the complexity of the opportunity and availability of information.
Transaction support	Agree transaction-specific milestones and provide timely support for due diligence, structuring, negotiations, documentation and completion of approved transactions.
Scheduled reporting	Submit monthly, quarterly and annual reports in accordance with the reporting calendar agreed with SCBBEC and sufficiently in advance of relevant Board or Investment Committee meetings.
Escalation	Notify the Board Chairperson promptly of material delays, emerging risks, conflicts, regulatory matters or circumstances that may affect delivery. Any revised delivery date must be agreed with SCBBEC.

The Investment Manager's performance will be assessed against the KPIs in Section 5, the approved investment strategy, the agreed work plan, quality and timeliness of deliverables, responsiveness, governance compliance and the service levels agreed in the contract.

9. CONTRACT DURATION

The appointment will be for a period of three (3) years, commencing upon approval by the SCBBEC Board of Directors and execution of the appointment agreement. Any extension or further appointment will be subject to satisfactory performance, the availability of funding, applicable procurement requirements and prior Board approval. No automatic renewal is implied.

10. MINIMUM REQUIREMENTS AND EXPERIENCE

Bidders must submit the administrative documents listed in Section 11.1 and demonstrate their ability to perform the services described in this TOR. Regulatory licenses and registrations must be held where required by law for the specific activities to be performed. FSCA licensing, FIC registration, relevant qualifications, professional designations, organisational experience, portfolio track record and proposed team capacity will otherwise be considered as added advantages and assessed under the technical criteria.

Bidders must disclose actual, potential or perceived conflicts of interest and explain the controls they will apply. Where a bidder proposes a consortium or subcontractor, the lead bidder remains responsible for the delivery of the mandate and must clearly identify the regulated activities and responsibilities of each party.

11. PROPOSAL SUBMISSION REQUIREMENTS

Bidders must submit a complete proposal comprising the administrative, technical and financial information below. The financial proposal must be clearly separated from the technical proposal.

11.1 ADMINISTRATIVE AND COMPLIANCE DOCUMENTS

- CIPC company registration documents and details of directors and ownership/shareholding.
- Valid SARS Tax Compliance Status (TCS) PIN.
- Valid B-BBEE certificate or, where applicable, a commissioned sworn affidavit. This is required for preference-point consideration; no minimum contributor level is an eligibility condition.
- Proof of professional indemnity and fidelity insurance, where held, including the level of cover. The adequacy of available cover will be considered as part of the bidder's capability and risk profile.
- Declaration of Interest disclosing any actual, potential or perceived conflict involving SCBBEC, SCI, their directors, employees or investee companies.
- POPIA and confidentiality undertaking/declaration in the form required by SCBBEC.
- Details of applicable FSCA licensing, approved key individuals and FIC registration, where relevant to the services proposed. These are not automatic disqualification requirements where not legally applicable to the proposed service.

11.2 TECHNICAL PROPOSAL

- Company profile, ownership structure, governance arrangements and relevant investment-management focus areas.
- Understanding of SCBBEC's mandate and the proposed approach to managing its existing portfolio and supporting its investment objectives.
- Proposed methodology and work plan for portfolio monitoring, origination, due diligence, valuation, transactions, risk management, reporting and value creation.
- Proposed team structure, roles and responsibilities, availability, CVs and relevant academic/professional qualifications of key personnel.
- Firm and key-personnel track record, including comparable mandates, portfolio size, asset classes, role performed and duration. Include at least three contactable institutional, endowment, trust or B-BBEE client references where available.
- Approach to investment performance measurement, portfolio liquidity and sustainable income/distributions, including proposed benchmarks. Bidders must not assume that SCBBEC has prescribed a guaranteed investment return.

- Overview of portfolio management, valuation, risk management and information-security systems and tools.
- Redacted sample quarterly portfolio or Board/Investment Committee reporting pack.
- Disclosure of actual, potential or perceived conflicts of interest and proposed mitigation measures.
- Details of any consortium, joint venture or subcontracting arrangement, including each party's role and share of the work.

11.3 FINANCIAL / COMMERCIAL PROPOSAL

Bidders must submit a separate financial proposal in South African Rand (ZAR), clearly distinguishing fees excluding VAT, VAT and fees including VAT. The proposal must include:

- A fixed retainer fee for management and oversight of SCBBEC's existing investment portfolio, quoted monthly and annually.
- A percentage fee for new investments sourced by the Investment Manager. The bidder must state the percentage, the basis on which it is calculated, the event that triggers payment and any exclusions or conditions. The fee will only be payable in respect of a new investment sourced by the Investment Manager and subsequently approved and completed by SCBBEC, subject to the agreed contract terms.
- Any proposed additional transaction or advisory fees for work outside the routine portfolio-management retainer. Such fees must be separately identified and will require prior written approval by SCBBEC before the work is undertaken.
- All disbursements and third-party costs, clearly identifying which are included in the retainer and which may be charged separately. No third-party expenditure may be incurred for SCBBEC without prior written approval.
- Any proposed annual escalation, the proposed escalation date and basis.
- Confirmation that the pricing will remain valid for at least 90 calendar days from the closing date.

11.4 PROPOSAL FORMAT AND SUPPORTING DOCUMENTS

The technical proposal should not exceed 25 pages, excluding the cover page, table of contents, CVs and statutory/compliance annexures. CVs should not exceed two pages per proposed team member. A sample reporting pack should not exceed 10 pages. The financial proposal should not exceed five pages, excluding its pricing schedule and supporting calculations.

Bidders should index supporting documents and include company registration and ownership information, applicable regulatory credentials, tax compliance, B-BBEE evidence, insurance evidence, signed declarations, CVs and qualifications, references and the sample reporting pack.

11.5 CONSORTIUM, JOINT VENTURE AND SUBCONTRACTING ARRANGEMENTS

- Consortium, joint venture and subcontracting arrangements are permitted, provided that all parties and their respective roles are fully disclosed in the proposal.
- One entity must be designated as the lead bidder and will remain accountable to SCBBEC for the full delivery of the mandate and all contractual obligations.
- Each consortium member or subcontractor must provide relevant company, tax, B-BBEE and conflict-of-interest information. Regulatory permissions must be held by the entity performing the regulated activity, where required by law.
- Any replacement of a consortium member or subcontractor, or material change to the proposed delivery arrangement, requires SCBBEC's prior written approval.

12. EVALUATION CRITERIA

Proposals will be evaluated through administrative screening, technical/functionality evaluation and price and B-BBEE evaluation. The evaluation will be conducted in accordance with the criteria and weightings below.

12.1 STAGE 1: ADMINISTRATIVE SCREENING

The administrative screening will be conducted on a pass/fail basis. Bidders must submit the documents identified as mandatory in Section 11.1, including company registration, tax compliance, B-BBEE evidence for preference-point purposes, and signed declarations. A bidder may be disqualified for failure to submit a mandatory document or for a material misrepresentation. FSCA and FIC credentials will be assessed where applicable to the activities proposed and will not be applied as blanket mandatory gatekeeping requirements.

12.2 STAGE 2: TECHNICAL / FUNCTIONALITY EVALUATION

Compliant proposals will be evaluated out of 100 points against the following five criteria. The minimum qualifying threshold is 75 points out of 100. Bidders scoring below 75 points will not proceed to the price and B-BBEE evaluation.

No.	Evaluation criterion	Assessment focus	Weight	Scoring guide
1	Understanding of the scope of work and proposed methodology	Understanding of SCBBEC's investment-management requirements; proposed approach to portfolio management; implementation of the Investment Strategy and Investment Policy; work planning; performance monitoring; delivery of required services.	20	0–6 Poor; 7–13 Adequate; 14–20 Excellent
2	Investment and portfolio management experience	Experience managing investment portfolios; monitoring performance; portfolio valuations; asset allocation; diversification; value creation; generating sustainable investment returns and income.	25	0–8 Poor; 9–16 Adequate; 17–25 Excellent
3	Investment origination, due diligence and transaction execution	Ability to identify and assess opportunities; conduct financial and commercial due diligence; undertake valuations; structure transactions; manage acquisitions, disposals and other investment transactions.	20	0–6 Poor; 7–13 Adequate; 14–20 Excellent
4	Governance, risk management and reporting capability	Ability to implement investment governance and risk processes; monitor portfolio risks; provide recommendations; produce comprehensive monthly, quarterly and annual reports.	15	0–4 Poor; 5–9 Adequate; 10–15 Excellent
5	Relevant organisational experience, qualifications and proposed team capacity	Relevant organisational track record; qualifications and professional credentials of the proposed team; experience of key personnel; availability of adequate resources to deliver the services.	20	0–6 Poor; 7–13 Adequate; 14–20 Excellent
	TOTAL		**100**	

The technical evaluation will assess experience, qualifications, professional designations, portfolio scale and regulatory registrations as evidence of capability and added advantage. These matters will not be treated as separate minimum eligibility requirements unless a particular license or registration is legally required for a regulated activity proposed by the bidder.

12.3 STAGE 3: PRICE AND B-BBEE EVALUATION

Bidders who achieve at least 75 points in the technical evaluation will proceed to the price and B-BBEE evaluation, scored out of 100 points: 80 points for price and 20 points for B-BBEE status.

Price points will be assessed using the bidder's quoted fixed retainer and percentage fee for new investments. For consistency, the price evaluation will score the two fee components separately: 60 points for the annual fixed retainer and 20 points for the percentage fee on new investments. The lowest acceptable fee in each component will receive the maximum points for that component; other bids will be scored proportionately using the applicable preference-point formula. Any additional fees and disbursements will also be considered in assessing the overall reasonableness and completeness of the proposal.

For each price component, the following formula will apply:

$Ps = W \times (Pmin / Pt)$

Where Ps = points scored; W = maximum points allocated to the relevant price component; Pmin = lowest acceptable price for that component; and Pt = price of the proposal under consideration.

B-BBEE contributor level / status	Points (out of 20)
Level 1 with 51% or more black ownership	20
Level 1 with less than 51% black ownership	18
Level 2	16
Level 3	12
Level 4	8
Levels 5–8	4
Non-compliant contributor / no valid proof	0

For a consortium or joint venture, B-BBEE points will be based on a consolidated B-BBEE certificate issued for the JV, where available. Where no consolidated certificate is available, the bidder must submit the relevant members' B-BBEE evidence and a signed JV agreement showing the ownership and participation structure; the applicable preference-point treatment will be determined in accordance with the procurement rules governing this process.

12.4 STAGE 4: RECOMMENDATION AND AWARD

The bidder achieving the highest combined score will be considered for recommendation, subject to verification of submitted information, reference checks, applicable regulatory checks, confirmation of conflicts and finalisation of the appointment agreement and SLA. SCBBEC reserves the right not to appoint the highest-scoring bidder where justified by the evaluation outcome and applicable governance requirements, and reserves the right to cancel the process in accordance with applicable procurement rules.

13. INTELLECTUAL PROPERTY AND OWNERSHIP

All bespoke deliverables specifically prepared for SCBBEC under the appointment, including reports, valuations, financial models, due diligence reports, investment memoranda, transaction files and governance documentation, will vest in SCBBEC upon creation and payment of the applicable fees.

The Investment Manager will retain ownership of intellectual property, software, generic templates, tools and methodologies developed independently of the appointment. Where these are embedded in a deliverable, the Investment Manager grants SCBBEC a perpetual, royalty-free, non-exclusive license to use the embedded material internally for governance, audit, regulatory and shareholder-reporting purposes.

Third-party research and database outputs remain subject to the relevant third-party license terms. The Investment Manager must ensure lawful access and may only provide extracts or outputs to SCBBEC to the extent permitted by those licenses.

On expiry or termination, the Investment Manager must hand over SCBBEC's records, deliverables, editable valuation models, transaction files and portfolio documentation in an organised electronic format within 10 business days, subject to applicable law and legitimate third-party licensing restrictions.

14. CONFIDENTIALITY AND CONFLICTS OF INTEREST

- All information relating to SCBBEC, SCI, the investment portfolio and investee companies must be treated as confidential and used only for the purposes of the appointment. The confidentiality obligation will continue after termination.
- The Investment Manager must comply with POPIA and applicable information-security requirements when processing personal or confidential information. Any actual or suspected data breach affecting SCBBEC information must be reported to SCBBEC without undue delay and in accordance with the contract and applicable law.
- The Investment Manager must maintain appropriate technical and organisational safeguards, access controls and secure record-keeping, and must ensure that personnel and approved subcontractors are bound by confidentiality obligations.
- Bidders must disclose actual, potential or perceived conflicts of interest at proposal stage and throughout the appointment. The Investment Manager must maintain and implement appropriate conflict-management procedures, including disclosure, mitigation, recusal and escalation where required.
- The Investment Manager must not misuse non-public information, engage in front-running or insider trading, or provide services to an investee company where, doing so creates a conflict, unless the conflict has been fully disclosed and prior written approval has been obtained from SCBBEC.
- Any restriction on other clients must be proportionate to the conflict concerned and must not prevent the Investment Manager from conducting its ordinary business where no actual or material potential conflict exists.

15. FEES AND PAYMENT TERMS

15.1 FEE STRUCTURE

The commercial proposal must comprise: (a) a fixed retainer for management of the existing investment portfolio; and (b) a percentage fee for new investments sourced by the Investment Manager. The current portfolio has a combined value of more than R300 million.

The fixed retainer must cover routine portfolio monitoring, reporting, strategic advice, governance support and the other ongoing services described in this TOR. Bidders must quote a monthly and annual retainer.

The new-investment sourcing fee must be quoted as a percentage and must specify the calculation basis. It will only become payable where the opportunity was sourced by the Investment Manager, the investment was approved by the relevant SCBBEC governance structures, and the investment transaction has completed. No fee is payable for opportunities not approved or not completed. The detailed calculation basis, payment trigger and any exclusions must be agreed in the appointment agreement before commencement.

Any additional transaction or advisory fee outside the retainer must be separately quoted and approved in writing by SCBBEC before the relevant work is undertaken. No performance fee is requested under this TOR.

15.2 VAT AND EXPENSES

- All fees and disbursements must be quoted in South African Rand (ZAR), excluding VAT and including VAT at the applicable statutory rate.
- Routine operating costs and ordinary administrative overheads must be included in the retainer.
- Third-party due diligence, legal, tax, valuation and other external costs require prior written approval from SCBBEC before they are incurred.
- Approved expenses will be reimbursed at actual cost against valid supporting invoices and within any pre-approved budget.

15.3 INVOICING AND PAYMENT

The retainer will be invoiced monthly in arrears. A sourcing fee may be invoiced only after the relevant approved investment has completed and the agreed fee trigger has been met. Invoices must include a clear description of the services or transaction and supporting documentation. Valid, correctly rendered invoices will be paid within 30 calendar days of receipt, subject to the appointment agreement and applicable financial controls.

16. CONTRACT MANAGEMENT AND GOVERNANCE

16.1 GOVERNANCE STRUCTURES

- SCBBEC Board of Directors: the governing body responsible for strategic direction, governance, risk oversight and approval of material investment decisions and corporate actions.

- Investment Committee: the Board committee responsible for investment oversight, reviewing investment strategy, considering investment proposals and making recommendations to the Board in accordance with its terms of reference and delegated authority.
- Board Chairperson: formal contract manager for the appointment and principal point of accountability for contract performance and escalation.
- Sole shareholder – Soul City Institute for Social Justice (SCI): consulted on matters requiring shareholder consideration or approval in terms of the Companies Act, SCBBEC's Memorandum of Incorporation and applicable governance arrangements.

16.2 ROLE AND AUTHORITY OF THE INVESTMENT MANAGER

The Investment Manager will provide advisory, portfolio-management, origination, due diligence and transaction-execution support within the approved mandate. For purposes of this TOR, the mandate is non-discretionary: the Investment Manager may investigate opportunities, make recommendations, conduct due diligence and undertake preliminary negotiations, but may not make final investment decisions or commit SCBBEC to any investment, disposal, financing, expenditure or binding agreement without the required prior written approval.

All investment decisions, capital allocations, acquisitions, disposals, restructurings and material commitments remain subject to the applicable Investment Committee review and SCBBEC Board approval. The Investment Manager must maintain a clear record of recommendations, approvals and transaction steps and must not represent that it has authority beyond that expressly granted in writing by SCBBEC.

17. SUBMISSION OF PROPOSALS

Interested service providers are invited to submit proposals electronically to **procurement@soulcity.org.za**

Closing date: 22 December 2026 at 16:00. Late submissions will not be considered.

Email subject: *Appointment of an Investment Manager – RFP202611_SCBBEC_IM.*

A non-compulsory online briefing session will be held on 04 December 2026 at 12:00. The meeting link and any further joining details will be communicated to interested bidders through the procurement process. Questions must be submitted in writing to procurement@soulcity.org.za. Responses of general relevance will be shared with all bidders to ensure equal access to information.

18. SUCCESS OUTCOMES

The Investment Manager will be deemed successful where SCBBEC achieves progress against its approved investment strategy and the following outcomes:

- Sustainable growth in portfolio Net Asset Value, having regard to market conditions and the risk profile of the portfolio.
- Capital preservation and improved investment performance over an appropriate investment horizon.
- Increased dividend income and cash generation to support sustainable contributions to SCI, subject to portfolio performance and available cash flows.
- Improved portfolio diversification and effective management of concentration and other material risks.
- Successful identification, assessment and execution of strategic transactions approved by SCBBEC.
- Enhanced investment governance, risk management, reporting and accountability.
- Long-term financial sustainability in support of the objectives of SCBBEC and its sole shareholder, the Soul City Institute for Social Justice (SCI).

19. INFORMATION AND DOCUMENTS TO BE MADE AVAILABLE TO BIDDERS

SCBBEC will make information available on a controlled and equal-access basis to support the preparation of proposals. The RFP pack may include the TOR, an organisational overview and a high-level summary of the eight portfolio investments and relevant asset classes.

More detailed confidential information, including the approved Investment Strategy and Investment Policy, detailed portfolio schedules, historical valuations, share registers, capital structures, dividend history, audited financial statements, management accounts, SCBBEC's Memorandum of Incorporation, Board Charter, Investment Committee terms of reference and relevant existing service arrangements, may be made available to shortlisted bidders through a secure data room.

Access to confidential information will be subject to execution of SCBBEC's confidentiality undertaking or non-disclosure agreement. All bidders must protect information received, use it solely for preparing and delivering the

proposal, and comply with POPIA and applicable confidentiality requirements. Information will be shared to the extent approved for release by SCBBEC and may be redacted where necessary.

Directors: T Ntoi (Chairperson), KS Onyango, C Teffo, T May
Company Secretary: M Maphai

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