

## Proposal for Corporate Governance and Statement of Work

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| <b>Summary.</b>             | Gazelle Finance Armenia is seeking an individual or an audit/consulting firm with legal/audit/HR background to provide outsourced, third-party legal audit services to Gazelle Finance Armenia's portfolio companies to ensure those follow RA laws and regulations, enhance corporate governance standards, as well as to identify possible violations, discrepancies, suggesting steps to address and resolve those deficiencies. The ultimate goal is to make portfolio companies more attractive to third party investors/public financing, by gradually developing corporate governance along with financial development. This will maximize the company's value of stakeholders.  |
| <b>Engagement Duration.</b> | Ongoing   |
| <b>Background.</b>          | Gazelle Finance (GF) is the manager of the Gazelle Fund ("Fund") that invests in SMEs using mezzanine financing instruments and operates in two countries: Armenia and Georgia.   |
| <b>Scope of Work.</b>       | <p><i>Overview:</i></p> <p>An independent legal audit will enable the legal entity to provide maximum legal protection to the companies and to its stakeholders within the framework of the competition in the market, to identify possible vulnerabilities of the business, including in terms of subjecting the legal entity to administrative, criminal or tax liability. Namely,</p> <ol style="list-style-type: none"><li>1. Inspect statutory documents of the company, which are necessary for the registration of a legal entity in accordance with the laws of the Republic of Armenia.</li><li>2. Check the legal content of the contracts and agreements that are the result of any transactions.</li><li>3. Verify the compliance of the employment and service rendering contracts with the laws of the Republic of Armenia.</li><li>4. Obtain objective information from independent experts on the compliance of the enterprise with the current laws of the Republic of Armenia.</li><li>5. Check how the company effectively applies the provisions of existing legislation in practice.</li><li>6. Correct deficiencies and inconsistencies in company documents based on the legal audit results reports.</li><li>7. Depending on the stage of company development suggest the optimal corporate structure for increasing the transparency and protecting the right of different stakeholders, including employees, equity (including founders, minority and financial investors) and debt holders.</li><li>8. In collaboration with Floating CFO suggest optimal finance/tax structure and develop clear methodology for portfolio companies, that will best reflect portfolio company's and Gazelle Finance's interests.</li><li>9. Suggest and implement measures to remove the "key stakeholder risks", which is typical to SME's.</li></ol> |
| <b>Proposals.</b>           | Please submit a proposal that outlines your approach to how you would complete the scope of work. The proposal must include the pricing preferably calculated per company basis.  |
| <b>Deadline</b>             | 14 <sup>th</sup> of May, 2022<br>Please submit your proposal at <a href="mailto:armenia@gazellefinance.com">armenia@gazellefinance.com</a>  |