REQUEST FOR PROPOSAL

1. INVITATION TO TENDER

The Automotive Industry Transformation Fund (AITF) hereby invites suitably qualified and experienced legal firms to submit proposals for consideration and appointment to the AITF Panel of Legal Service Providers.

The objective of this RFP is to appoint a panel of competent legal firms to provide specialist legal advisory, transaction support, contract drafting, litigation management, securities related legal advice, governance support and other legal services on an as and when required basis. This RFP invites identified law firms to submit written proposals demonstrating their qualifications, experience, capacity, sector understanding, transformation credentials, service delivery approach and pricing in relation to the legal services required by AITF and, where relevant, support to AITF beneficiaries.

Appointment to the panel shall be for a period of three (3) years, subject to satisfactory performance, continued compliance with AITF requirements and the terms of appointment.

2. BACKGROUND

AITF is a strategic automotive sector development institution responsible for facilitating transformation, investment, localisation and industrial development initiatives within the South African automotive sector.

Given the complexity of funding transactions, investment structures, commercial agreements, governance requirements and dispute resolution matters, AITF requires access to a panel of external legal firms with demonstrated expertise across a broad range of legal disciplines. The panel will supplement internal capacity and provide specialist support where required.

3. SCOPE OF SERVICES

3.1. The appointed law firms will be expected to provide legal services to AITF on an as-and-when-required basis. Law firms may propose one or more service areas and must clearly indicate the practice areas in which they wish to be considered, together with the proposed lead partner, core team and relevant experience for each selected area:

3.1.1. Legal due diligence support relating to funding transactions, strategic partnerships, acquisitions, investments, and beneficiary-related engagements.

3.1.2. Corporate and commercial drafting, review, and negotiation, including term sheets, non-disclosure agreements, memoranda of understanding, service level agreements, funding agreements, shareholder arrangements, and related transactional documents.

3.1.3. Litigation and dispute resolution support, including court proceedings, arbitration, mediation, debt recovery, enforcement proceedings, settlement strategy and general contentious matters.

3.1.4. Regulatory, compliance, and governance advisory services relevant to AITF's operations and legal obligations.

3.1.5. Governance support and related advisory referrals for AITF beneficiaries, including governance frameworks and compliance-related guidance.

3.1.6. Ad hoc legal opinions, labour and employment matters, risk assessments, regulatory interpretation, contract management support and strategic legal support on matters referred by AITF from time to time.

Area of Work	Scope of Work	Skills Required
Due Diligence and Transaction Support	• Conduct legal due diligence for funding transactions, investments, acquisitions, and strategic partnerships. • Review corporate records, material contracts, compliance matters, employment matters, title or ownership issues, security arrangements, litigation exposure and regulatory risks. • Identify legal risks and provide actionable recommendations to support investment and funding decisions.	• Strong transaction due diligence experience. • Ability to identify, assess and prioritise legal, regulatory and commercial risk. • Clear written reporting and practical legal analysis.
Corporate and Commercial Law	• Draft, review, and negotiate commercial agreements, funding agreements, NDAs, MOUs, service contracts, and related legal instruments. • Provide advice on transaction structuring, contractual risk allocation, and enforcement rights. • Support AITF on strategic projects and commercial engagements.	• Excellent drafting and negotiation skills. • Experience with corporate and commercial transactions. • Understanding of legal issues affecting funders, developmental finance initiatives, portfolio companies, beneficiaries and project implementation.
Beneficiary Governance Support	• Provide or support referrals for governance and compliance advice to AITF beneficiaries. • Assist with governance frameworks, board-related matters, policy development, and basic corporate housekeeping. • Support beneficiary legal readiness where this aligns with AITF's developmental objectives.	• Experience advising small to mid-sized businesses or funding entities. • Practical understanding of governance implementation. • Ability to deliver clear, accessible, business-oriented legal support.

Employment and Workplace Advisory	• Advise AITF on employment contracts, executive appointments, secondments, restraint provisions, and related workplace arrangements. • Support disciplinary, grievance, incapacity, and workplace misconduct matters, including hearings, investigations, and dispute management. • Provide advice on HR policies, restructuring or organisational change, terminations, and labour disputes affecting AITF's operations.	• Experience in labour and employment law litigation. • Strong understanding of employment legislation for the purpose of providing legal opinions. • Ability to provide practical, commercially sound, and risk-based advice on sensitive employment matters. •
Litigation and Dispute Resolution	• Represent or support AITF in litigation, arbitration, mediation, debt recovery, and other dispute processes. • Advise on litigation strategy, settlement options, and risk exposure. • Manage pleadings, briefing counsel where necessary, and overseeing procedural compliance.	• Experience in civil and commercial litigation. • Knowledge of dispute resolution processes in relevant forums. • Ability to manage contentious matters efficiently and strategically.

4. RFP PROCESS AND SUBMISSION INSTRUCTIONS

4.1. Proposals must be submitted electronically via the following link https://autofund.co.za/tender-details-legal-panel.aspx.
4.2. **Closing Date: 7 August 2026**
4.3. Late submissions may not be accepted unless otherwise approved by AITF in writing.
4.4. Technical enquiries must be directed to: Legal@autofund.co.za

5. REQUIREMENTS

Each law firm is required to submit a comprehensive written proposal containing the information set out below -

5.1. Law firm profile, including ownership profile, office locations, practice areas, and a brief overview of the law firm’s history and capabilities.

5.2. Details of the proposed lead partner and core team members, including qualifications, years of post-admission experience, and short biographies highlighting relevant expertise.

5.3. Proof of Legal Practice Council registration, fidelity fund compliance where applicable, and confirmation of good standing for the law firm and relevant practitioners.

5.4. A description of the law firm’s relevant experience in the service areas for which it is proposing, including examples of comparable assignments completed.

5.5. A proposed service delivery approach, including turnaround times, team availability, escalation process, quality assurance measures, reporting lines, and proposed arrangements for urgent instructions.

5.6. A fee proposal, including hourly rates by practitioner level, blended rates where relevant, any proposed alternative fee arrangements, disbursement assumptions, billing practices, and any proposed discounts or value-add services.

5.7. At least three relevant references or case studies for comparable assignments, indicating the nature of the work performed, the applicable service area, the period of engagement, and the respondent’s role.

5.8. Confirmation of professional indemnity cover, cyber and data protection controls, document management practices, and confidentiality arrangements applicable to AITF matters.

5.9. Conflict of interest disclosure and confirmation of the law firm’s ability to act independently and in AITF’s best interests.

5.10. B-BBEE credentials and any other procurement or compliance documents that AITF may require.

6. MANDATORY REQUIREMENTS

Bidders must submit a complete proposal containing the documents listed below. AITF may disqualify incomplete submissions or request clarification where appropriate.

Category	Required Document	Submitted?
Administrative	Company registration documents.	☐ Yes ☐ No
Administrative	Valid Tax Compliance Status.	☐ Yes ☐ No
Administrative	B-BBEE certificate or sworn affidavit.	☐ Yes ☐ No
Administrative	Proof of Legal Practice Council registration and good standing.	☐ Yes ☐ No
Administrative	Professional indemnity insurance confirmation.	☐ Yes ☐ No
Administrative	Signed conflict of interest declaration.	☐ Yes ☐ No
Technical	Company profile.	☐ Yes ☐ No
Technical	Ownership structure.	☐ Yes ☐ No
Technical	Areas of legal expertise.	☐ Yes ☐ No
Technical	Organogram.	☐ Yes ☐ No
Technical	Profiles and CVs of key personnel.	☐ Yes ☐ No
Technical	Description of relevant experience.	☐ Yes ☐ No

Technical	At least three contactable references for comparable work.	☐ Yes ☐ No
Financial	Hourly rates by role.	☐ Yes ☐ No
Financial	Partner rates.	☐ Yes ☐ No
Financial	Associate rates.	☐ Yes ☐ No
Financial	Candidate attorney rates, where applicable.	☐ Yes ☐ No
Financial	Alternative fee arrangements.	☐ Yes ☐ No
Financial	Volume discount proposals, if any.	☐ Ye ☐ No

7. EVALUATION CRITERIA

7.1. Proposals will be evaluated using criteria determined by AITF to ensure a fair, transparent, and fit-for-purpose appointment process. Without limiting AITF's discretion, evaluation may include consideration of the following:

7.1.1. Compliance with mandatory submission and regulatory requirements.

7.1.2. Relevant experience and demonstrated capability in the practice areas for which the law firm is applying.

7.1.3. Qualifications and experience of the proposed lead partner and team.

7.1.4. AITF may apply indicative weightings to the evaluation criteria, including relevant experience and capability, proposed team strength, understanding of AITF's mandate, pricing and value for money, transformation objectives, service delivery approach, conflict management, and presentation outcomes where applicable. AITF may also appoint firms to different categories, tiers or service areas based on the outcome of the evaluation process.

7.1.5. Quality and relevance of references for comparable assignments.

7.1.6. Understanding of AITF's mandate, funding environment, and governance requirements.

7.1.7. Commercial practicality and value for money, including proposed pricing.

7.1.8. Transformation objectives, including B-BBEE status and contribution to supplier diversification.

7.1.9. Service delivery approach, responsiveness, availability and ability to meet AITF's turnaround requirements.

7.1.10. Conflict checks, due diligence outcomes, and internal approval processes.

Submissions will be evaluated in stages. Only bidders that meet the mandatory requirements will proceed to functionality evaluation. Bidders must achieve the minimum functionality threshold of 70% to proceed further.

Criteria	Weighting
Functionality / Technical Capability	60
Transaction and Securities Expertise	20
Litigation and Commercial Contracting Experience	10
Transformation and B-BBEE	10
Total	**100**

8. PRESENTATION AND ENGAGEMENT SESSIONS

8.1. Shortlisted law firms may be invited to participate in presentation and engagement sessions with AITF as part of the RFP process.

8.2. These sessions will provide firms with an opportunity to showcase their experience, introduce their proposed team, demonstrate their understanding of AITF's mandate and requirements, and outline their approach to delivering legal services to AITF and, where applicable, supporting beneficiary governance needs.

8.3. AITF may use these sessions to assess each firm's responsiveness, sector expertise, commercial practicality, alignment with transformation objectives, and overall suitability for inclusion on the panel**.**

9. PANEL APPOINTMENT TERMS

9.1. Appointment to the legal panel shall not create any obligation on AITF to allocate work to any appointed firm and shall not constitute an exclusive appointment. AITF may request quotations from panel members on a matter-by-matter basis, appoint firms for specific service areas or tiers only, and procure legal services from non-panel firms where required by the nature, urgency, complexity, conflict position or specialist requirements of a matter. Appointment to the panel does not guarantee any minimum volume or value of work.

9.2. AITF may review panel performance from time to time and may require appointed firms to comply with agreed reporting, billing, confidentiality, service-level and conflict management requirements. AITF reserves the right to suspend or remove a firm from the panel where performance, compliance, conflict or other material concerns arise.

10. CONFLICTS OF INTEREST

Each respondent must disclose any actual, potential or perceived conflict of interest that may affect its ability to act independently and in the best interests of AITF, its subsidiaries, beneficiaries, funders, shareholders, investees or counterparties. Respondents have a continuing obligation to disclose conflicts that arise during the RFP process and, if appointed, during the term of their appointment to the panel. AITF may disqualify or decline to instruct any firm where a conflict cannot be appropriately managed.

11. CONFIDENTIALITY AND DATA PROTECTION

All information made available to respondents in connection with this RFP must be treated as confidential and may only be used for the purpose of preparing and submitting a proposal. Respondents must comply with all applicable data protection laws, including the Protection of Personal Information Act, 2013, where any personal information is accessed, received or processed in connection with this RFP or any subsequent instruction. Respondents must also ensure that appropriate safeguards are in place for the secure handling, storage, transmission and return or destruction of AITF information.

12. RESERVATION OF RIGHTS

AITF reserves the right, in its sole discretion and without incurring any liability, to amend, suspend, cancel or withdraw this RFP; request clarification or additional information from any respondent; conduct due diligence on any respondent; accept or reject any proposal in whole or in part; appoint one or more firms; appoint firms to specific service categories only; or make no appointment at all.

13. NO COSTS AND NO REPRESENTATIONS

Respondents are responsible for all costs incurred in preparing and submitting their proposals and participating in any presentation, clarification or engagement session. Nothing in this RFP constitutes an offer, representation or commitment by AITF to appoint any respondent or to enter into any agreement with any respondent.