



# ZEP-RE

## (PTA Reinsurance Company)

### SYNOPSIS OF THE REQUEST FOR PROPOSAL

Solicitation Reference No.	<b>ZEPRE/RFP/008/2026</b>
Title of Solicitation	Establishment of a Panel of External Law Firms for Legal Advisory Services Across ZEP-RE Operational Jurisdictions
Issued by	Group Corporate Services Department - Legal  ZEP-RE (PTA Reinsurance Company) Address: ZEP-RE Place Longonot Road, Upper Hill P.O Box 45277 - 00100 Nairobi, Kenya  Website: <a href="https://zep-re.com">https://zep-re.com</a>
Solicitation Issue Date	29 <sup>th</sup> June 2026
Point of contact for clarifications, questions and amendments	Procurement Desk Email: <a href="mailto:procurement@zep-re.com">procurement@zep-re.com</a> Cc: <a href="mailto:vhirani@zep-re.com">vhirani@zep-re.com</a>
Deadline for Answering questions and clarifications	7 <sup>th</sup> July 2026, 1400 hours, East African Time
Amendments to RFP Documents	At any time prior to the deadline for submission of proposals, ZEP-RE may, for any reason, whether at its own initiative or in response to a clarification requested by a prospective proposer, modify the RFP documents by amendment.  The amendments will also be posted on ZEP-RE websites and/or communicated via email.
Language of Proposals	The proposals prepared by the proposer and all correspondence and documents relating to the proposal exchanged by the proposer and ZEP-RE, shall be written in English.
Conflict of Interest	In their proposal, proposers must confirm that, based on their current best knowledge, there are no real or potential conflicts of interest involved in rendering Services for ZEP-RE.
Email Address for submission of Proposals/ Quotes	To: Procurement Desk Email: <a href="mailto:procurement@zep-re.com">procurement@zep-re.com</a> Cc: <a href="mailto:vhirani@zep-re.com">vhirani@zep-re.com</a>
Deadline for Submission of Proposals	17 <sup>th</sup> July 2026, 1700 hours, East African Time  Please include the subject line "ZEPRE/RFP/008/2026" of the email.
Selection Method	<b>Quality and Cost Based Selection (QCBS)</b>
Minimum Technical score required to qualify for financial evaluation	75 points

**"Growing Africa's Resilience"**

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Email: [mail@zep-re.com](mailto:mail@zep-re.com), Website: [www.zep-re.com](http://www.zep-re.com)

Type of consultant	<b>LAW FIRMS WITH MINIMUM 5 YEARS OF EXPERIENCE IN CORPORATE AND COMMERCIAL LEGAL PRACTICE</b>
Anticipated Award Type	<b>SERVICE BASED AGREEMENT</b>
Mandatory Submission and Evaluation Criteria	<p><b>Mandatory Eligibility Requirement</b></p> <ul style="list-style-type: none"> <li>a) Operating license or valid certificate of incorporation</li> <li>b) Copy of ID/Passport of Company Director/Managing Partner</li> <li>c) Tax Compliance Certificate (Applicable to firms originating from COMESA Member States)</li> <li>d) Shall not be sanctioned or blacklisted by any government or institution</li> <li>e) Current Practicing Certificates for Advocates/Partners</li> </ul> <p><b>Evaluation Criteria</b></p> <ul style="list-style-type: none"> <li>a) Proven experience in similar assignments and Organizational capacity .....60% <ul style="list-style-type: none"> <li>i. 5+ years of experience.....40%</li> <li>ii. Atleast three (3) references.....20%</li> </ul> </li> <li>b) Team Expertise.....40%</li> </ul> <p><b>Weightage</b></p> <ul style="list-style-type: none"> <li>1. Technical Proposal will be weighted out of 80%</li> <li>2. Financial Proposal will be weighted out of 20%</li> </ul>

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# TERMS OF REFERENCE (TOR) FOR THE APPOINTMENT OF A PANEL OF EXTERNAL LAW FIRMS IN ZEP-RE OPERATIONAL JURISDICTIONS

## 1.0 Background

ZEP-RE is a specialized institution of the Common Market for Eastern and Southern Africa (COMESA) mandated to work with governments and local players in the region to develop the insurance business and support capacity building. The Company was established on 23rd November 1990 in Mbabane, Swaziland through an Agreement of Heads of State and Governments.

The current signatories to the Company's charter include Angola, Burundi, Comoros, Democratic Republic of Congo, Djibouti, Kenya, Eritrea, Ethiopia, Lesotho, Madagascar, Malawi, Mauritius, Mozambique, Rwanda, Somalia, Sudan, Tanzania, Uganda, Zambia, and Zimbabwe.

ZEP-RE is currently operational in the following jurisdictions: Kenya, Uganda, Ivory Coast, Zimbabwe, Cameroon, Zambia, Rwanda, Democratic Republic of Congo, and Ethiopia.

As a regional reinsurance institution operating across multiple jurisdictions, ZEP-RE requires access to reliable, responsive, and high-quality external legal counsel to support its operations, transactions, governance, regulatory compliance, and dispute resolution needs in the countries in which it operates.

To strengthen its legal support framework, ZEP-RE intends to establish a panel of qualified law firms across its operational jurisdictions with demonstrated expertise in a broad range of legal practice areas.

## 2.0 Purpose

This Terms of Reference (TOR) document sets out the scope, objectives, requirements, and evaluation criteria for the establishment of a panel of qualified law firms to provide legal advisory and representation services to ZEP-RE across the jurisdictions in which it operates.

The purpose of this engagement is to establish a flexible and scalable legal support structure that enables ZEP-RE to obtain timely, practical, and commercially sound legal services across its operational jurisdictions.

## 3.0 Objectives of the Assignment

The objective of this assignment is to establish a panel of external law firms capable of providing specialized legal services to ZEP-RE in a timely, efficient, and cost-effective manner across multiple jurisdictions.

The panel will consist of law firms with demonstrated expertise in one or more of the following areas:

- Corporate and commercial law
- Employment and labor law
- Mergers and acquisitions (M&A)
- Banking and finance
- Insurance and reinsurance law
- Commercial transactions and contract advisory
- Dispute resolution and litigation
- Arbitration and alternative dispute resolution
- Tax advisory and structuring
- Intellectual property law
- Data protection and privacy
- Public procurement and public-private partnerships
- Competition and anti-trust law

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The purpose of this engagement is to establish a flexible and scalable legal support structure that enables ZEP-RE to obtain timely, practical, and commercially sound legal services across its operational jurisdictions.

Through this panel arrangement, ZEP-RE seeks to:

- Obtain access to high-quality legal expertise across diverse practice areas relevant to its operations;
- Enhance legal risk management and corporate governance;
- Ensure compliance with applicable local, regional, and international legal and regulatory frameworks;
- Support business operations, strategic transactions, and expansion initiatives;
- Secure efficient representation in litigation, arbitration, and regulatory proceedings;
- Improve turnaround times for legal advisory and transaction support;
- Establish long-term relationships with reputable law firms familiar with the insurance and financial services sectors.

ZEP-RE invites proposals from experienced law firms with proven expertise in the relevant practice areas and jurisdictions.

#### **4.0 Scope of Assignment**

The selected law firms shall provide legal advisory and representation services on an as-needed basis across one or more jurisdictions in which ZEP-RE operates.

The scope of work may include, but shall not be limited to, the following:

##### **4.1 Corporate and Commercial Advisory**

- Drafting, reviewing, and negotiating commercial agreements;
- Advising on corporate restructurings, joint ventures, partnerships, and strategic alliances;
- Legal support for procurement, vendor, and service agreements;

##### **4.2 Employment and Labour Law Advisory**

- Drafting and reviewing employment contracts;
- Advising on disciplinary matters, employee disputes, and terminations;
- Advising on employment law compliance and labour regulations;
- Supporting negotiations and settlements involving employees or labour unions;
- Representation in employment-related disputes and proceedings.

##### **4.3 Mergers, Acquisitions, and Corporate Transactions**

- Conducting legal due diligence exercises;
- Structuring and advising on mergers, acquisitions, disposals, and investments;
- Preparing transaction documents, registrations and regulatory filings;
- Supporting transaction negotiations and closings;
- Advising on transaction-related regulatory approvals.

##### **4.4 Insurance and Reinsurance Law**

- Advising on insurance and reinsurance regulatory frameworks;
- Reviewing and drafting insurance and reinsurance contracts;
- Advising on claims disputes and recovery matters;
- Supporting compliance with insurance supervisory authorities;
- Advising on cross-border insurance and reinsurance arrangements.

##### **4.5 Banking, Finance, and Tax Advisory**

- Advising on financing arrangements and securities;
- Reviewing loan agreements and financing documentation;
- Advising on tax implications of transactions and operations;

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- Supporting regulatory compliance in banking and financial services matters.

#### 4.6 Litigation, Arbitration, and Dispute Resolution

- Representing ZEP-RE in litigation, arbitration, and mediation proceedings;
- Preparing legal opinions and case assessments;
- Advising on dispute avoidance and settlement strategies;
- Managing debt recovery and enforcement proceedings.

#### 4.7 General Legal Advisory Services

- Providing legal opinions and memoranda;
- Conducting legal research;
- Providing updates on significant legal developments affecting ZEP-RE operations;
- Attending meetings and negotiations as may be required.

### 5.0 Timeline

The appointment to the panel is anticipated to last for a period of three (3) years, renewable subject to satisfactory performance, business requirements, and mutual agreement.

Appointment to the panel does not guarantee work allocation. Assignments shall be issued on an as-needed basis at the sole discretion of ZEP-RE.

### 6.0 Reporting and Governance

The appointed law firms shall report to the Group Corporate Services Department - Legal.

The firms shall be required to

- Provide timely updates on all assigned matters;
- Maintain strict confidentiality of all ZEP-RE information;
- Respond promptly to instructions and requests;
- Attend meetings, negotiations, hearings, and consultations when required;
- Maintain professional indemnity insurance where applicable;
- Adhere to applicable ethical and professional standards in all jurisdictions.

ZEP-RE will conduct annual performance reviews covering quality, responsiveness, efficiency, and compliance.

### 7.0 Evaluation Criteria

#### Technical Evaluation

ZEP-RE requires proposals from law firms with demonstrated experience in corporate, commercial, and cross-border legal advisory services. Proposals must include:

- a) **Proven experience in similar assignments and Organizational capacity.....60%**
  - i. 5+ years of experience delivering legal services in various areas of the law. (40%)
  - ii. Include at least three references from recent, relevant assignments, detailing client name, scope of work, project outcomes, duration, and any additional complexities managed (20%)

- b) **Key personnel - 40%**

Experienced professionals in the areas of law specified above in ZEP-RE's operational jurisdictions. Include CVs of all key team members including the Managing Partner and key associates.

### 8.0 Application Process & Submission Requirements

#### A. Mandatory Submittals

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- a) Operating license or certificate of incorporation
- b) Copy of ID/Passport of Company Director/Managing Partner
- c) TAX compliance certificates (Applicable to firms originating from COMESA Member States)
- d) Confirmation/ declaration that the firm has not be sanctioned or blacklisted by any government or institution
- e) Current Practicing Certificates for proposed team members and/or department heads.

#### **B. Technical Proposal**

- a) Firm's profile and portfolio with a detailed track record of similar assignments, including the scope and magnitude, contract amount, date, and client contacts for similar assignments carried out.
- b) Please indicate all ZEP-RE operational countries in which your firm maintains an office, branch, affiliate, or other established operational presence.
- c) References/testimonials from previous clients.
- d) CVs of key personnel.

#### **C. Financial Proposal**

- a) The consultant shall provide a comprehensive budget, itemized by deliverable, covering the fees, documentation costs, and anticipated resources.
- b) The financial proposal shall be inclusive of the applicable VAT taxes. **If the financial proposal is silent on taxes, ZEP-RE shall assume that these are inclusive.**
- c) Fees must be quoted in United States Dollars (USD).
- d) Fees must be quoted using the firms standard hourly rates and/or fees determined in accordance with the applicable advocates' remuneration laws, regulations, or prescribed fee schedules in each jurisdiction where your firm has an operational presence

### **9.0 Guidelines for Preparations and Submission of Proposals**

- a) The proposals shall be submitted to [procurement@zep-re.com](mailto:procurement@zep-re.com) and cc: [vhirani@zep-re.com](mailto:vhirani@zep-re.com) **by deadline indicated in the synopsis.**
- b) The proposal and all Attachments submitted via email **shall be in PDF format via email.**

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