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REQUEST FOR EXPRESSION OF INTEREST (REOI) FOR THE PROVISION OF CONSULTANCY SERVICES FOR LENDER'S TECHNICAL AND FINANCIAL ADVISOR (LTFA): PATHFINDER DEMONSTRATION FOR THE PROPOSED NIGERIA INFRASTRUCTURE FINANCE AND GUARANTEE (NIFG) GROUP FOR NSIA

PROJECT: NIGERIA INFRASTRUCTURE FINANCE AND GUARANTEE PLATFORM (P182128)

REF NO: NG-NSIA-541017-CS-QCBS

1. ABOUT NIGERIA SOVEREIGN INVESTMENT AUTHORITY (NSIA)

The Nigeria Sovereign Investment Authority (NSIA) is an investment institution established by the NSIA (Establishment, Etc) Act 2011 and co-owned by all the federating units of Nigeria. The Authority was established to achieve three broad mandates, which essentially are to:

- build a savings base for the Nigerian people
- enhance the development of Nigerian infrastructure, and
- provide stabilization support in times of economic stress.

These mandates are to be achieved through the management and investment of three statutorily fixed and ring-fenced funds, via the Nigeria Infrastructure Fund, the Future Generations Fund, and the Stabilization Fund.

2. PROJECT OVERVIEW

The Nigeria Sovereign Investment Authority (NSIA), in partnership with the World Bank Group, is in the process of establishing the proposed Nigeria Infrastructure Finance and Guarantee (NIFG) Group: a purpose-built, full-stack de-risking platform that moves infrastructure projects through an integrated conveyor belt of bankability under a consolidated Group structure.

To mobilize private capital at scale, the NIFG Group functions through four distinct but interlinked institutional Facilities:

- Project Preparation Facility (PPF)** – The "Factory": Revolving fund dedicated to financing pre-investment activities to ensure project bankability.
- Viability Gap Fund (VGF)** – The "Bridge": Specialized entity designed to bridge the affordability gap for priority social projects.
- Risk Capital Facility (RCF)** – The "Investor": Catalytic, risk-tolerant arm providing anchor equity, quasi-equity and first loss capital.
- Credit Guarantee Vehicle (CGV)** – The "Guarantor": Final link. Provides a comprehensive suite of credit enhancement products to de-risk senior debt.

To mitigate implementation complexity, the NSIA has adopted a reverse-engineered modular strategy that prioritizes the launch of the downstream Facilities (RCF and CGV). By securing the exit (financial close) first, the Platform creates a demand-pull effect that incentivizes rigorous upstream preparation, delivers early wins, and leverages pathfinder projects to catalyze necessary policy reforms.

Accordingly, NSIA seeks to engage an experienced Lender's Technical & Financial Advisor (LTFA) ("the Consultant") to conduct comprehensive due diligence on a curated shortlist of seven (7) high-impact pathfinder transactions. The Consultant's mandate is to drive at least three (3) of these projects to financial close while simultaneously standardizing the Platform's operational templates, generating institutional learning, and documenting the policy feedback loops necessary for NIFG's long-term reform agenda.

3. SCOPE OF SERVICES

The scope of services includes but is not limited to:

- Transaction Execution:** Finalize bankable capital structures and layered de-risking arrangements for pathfinder projects, achieving signed commitment letters or financial close on a minimum of three (3) transactions.
- Product Validation:** Prototype and stress-test the RCF and CGV product term sheets in real-market conditions, incorporating feedback from commercial lenders, institutional investors, and rating agencies.

- Institutional Standardization:** Develop a modular closing toolkit to reduce future deal preparation costs and accelerate the NIFG's pipeline throughput.

- Policy Advocacy:** Systematically document regulatory, legislative, and fiscal pain points encountered during the pathfinder transactions to produce an evidence-based barrier-and-reform matrix for the NSIA/World Bank Group policy dialogue.

- Knowledge Transfer:** To enable progressive handover of deal execution capability.

Detailed Terms of Reference (ToR) will be provided to shortlisted firms at the Request for Proposal (RFP) stage.

4. ELIGIBILITY REQUIREMENTS

Interested consulting firms must meet the following minimum eligibility requirements to be considered:

- Demonstrated experience advising on infrastructure project finance transactions, including involvement in at least five (5) completed transactions that reached financial close within the past ten (10) years.
- Proven experience working with Development Finance Institutions (DFIs), or sovereign wealth funds, and/or government-backed infrastructure platforms.
- Demonstrated institutional capacity to provide the full range of services required under this assignment, including technical engineering, financial modelling, legal and regulatory advisory, and environmental, social, and governance (ESG) assessment.
- Evidence of established working relationships with commercial lenders, institutional investors, and/or DFIs active in infrastructure financing, including familiarity with the Nigerian infrastructure market.
- Demonstrated understanding of the Nigerian infrastructure, regulatory, and institutional context, as well as familiarity with international lender standards and the World Bank Group Environmental and Social Framework (ESF).

5. REGISTRATION AND SUBMISSION GUIDELINES

Interested firms must be duly registered on the NSIA Procurement Vendor Management System (PVMS).

- Firms that are already registered on the PVMS should ensure that their profiles and supporting documents are up to date.
- New firms are required to register on the PVMS via pvms@nsia.com.ng. All due diligence and eligibility reviews will be conducted through the PVMS platform.

- EOIs must be submitted electronically via PVMS as a PDF clearly marked:

"EXPRESSION OF INTEREST FOR PROVISION OF CONSULTANCY SERVICES FOR LENDER'S TECHNICAL AND FINANCIAL ADVISOR (LTFA): PATHFINDER DEMONSTRATION FOR THE PROPOSED NIGERIA INFRASTRUCTURE FINANCE AND GUARANTEE (NIFG) GROUP FOR NSIA"
REF NO: NG-NSIA-541017-CS-QCBS

- The submission deadline is **12:00 hours on Monday, 4th May, 2026**. Late submissions will not be accepted.

Interested firms that meet the eligibility requirements are required to submit the following information and documentation as part of their Expression of Interest:

- A company profile outlining relevant expertise and experience;
- A summary of similar assignments executed in the past ten (10) years and;

- Confirmation of interest and availability to undertake the assignment.
- Where an Expression of Interest is submitted by a Joint Venture (JV) or association, firms must clearly indicate the composition of the JV, nominate a lead firm, and outline the roles of each participating firm.

6. IMPORTANT NOTICES

i. Conflict of Interest

The attention of interested Consultants is drawn to Section III, paragraphs 3.14, 3.16, and 3.17 of the World Bank Procurement Regulations for Investment Project Financing (IPF) Borrowers, Seventh Edition, September 2025 ("Procurement Regulations"), which set forth the World Bank Group's policy on Conflict of Interest.

Consultants shall ensure that they, their affiliates, or their personnel do not have any actual, potential, or perceived conflict of interest as defined under the Procurement Regulations.

In addition, please refer to the following specific information on conflict of interest related to this assignment:

Consultants that have previously supported the preparation of the Pathfinder transactions or are currently engaged by project sponsors or lenders for the same transactions will be deemed to have a conflict of interest and will not be eligible.

ii. Associations / Joint Venture

Consultants may associate with other firms to enhance their qualifications and expertise but must clearly indicate whether the association is in the form of a joint venture and/or a sub-consultancy. In the case of a joint venture, all partners shall be jointly and severally liable for the entire contract, if selected, and the joint venture shall nominate a lead firm authorised to act on behalf of the association.

iii. Selection Method

A Consultant will be selected in accordance with the Quality- and Cost-Based Selection (QCBS) method, as set out in the World Bank Procurement Regulations.

iv. Key Experts

Key Experts will **NOT** be evaluated at the EOI stage. At the Request for Proposals (RFP) stage, the shortlisted firms will be required to propose suitably qualified and experienced Key Experts with relevant professional qualifications and experience appropriate to the assignment. Membership of recognised international or national professional bodies will be considered an added advantage.

v. Further Information

Further information may be obtained from the NSIA Procurement Unit via email through: procurement@nsia.com.ng during official working hours **08:00 to 17:00 (WAT)**.

vi. Disclaimers

- Only shortlisted firms will be invited to the next stage of the procurement process;
- NSIA reserves the right to verify all claims and to reject submissions at any stage if false information is detected;
- This invitation does not constitute a commitment on the part of NSIA to award any contract; and
- NSIA shall not be responsible for any costs incurred in connection with the preparing and submission of EOIs.

Signed:
Nigeria Sovereign Investment Authority (NSIA)