ANNEX 9

Legal Due Diligence

2024

RE-GAIN: Scaling Solutions for Food Loss in Africa

Table of Contents

ACRONYMS

ABNORM	Burkinabe Agency for Standardization, Metrology, and Quality
AE	Accredited Entity
AGRA HQ	AGRA Headquarters in Nairobi
BCEAO	Central Bank of West African States
CIU	Country Implementation Unit
EE	Executing Entity
FP	Funding Proposal
GCF	Green Climate Fund
HCA	Host Country Agreement
MSME	Micro, small and medium enterprise
OHADA	Organisation for the Harmonization of Business Law in Africa
PAG	Programme Advisory Group
PMU	Programme Management Unit
PIU	Programme Implementation Unit
PSC	Project Steering Committee
RU	Responsible Unit
SAG	Strategic Advisory Group
SEAH	Sexual Exploitation, Abuse and Harassment
VAT	Value Added Tax
WAEMU	West African Economic and Monetary Union

Executive Summary

AGRA – a proudly African organisation, is working in 12 African countries to support smallholder farmers by improving crop production and marketing approaches to reduce hunger, improve nutrition, increase incomes and facilitate adaptations and resilience to climate change. RE-GAIN is focused on seven of these countries; **Burkina Faso, Ethiopia, Kenya, Malawi, Tanzania, Uganda,** and **Zambia**, where AGRA has identified key threats to post-harvest food value chains for key crops that are important to ensuring food-security and economic wellbeing among agriculture dependent populations. The **RE-GAIN Programme** developed by AGRA is a strategic initiative designed to enhance smallholder farmers' resilience, improve food security, and facilitate climate change adaptation. Funded in very large part by a Green Climate Fund (GCF) grant for USD 75623,754 million, the RE-GAIN Programme aims to address key threats in post-harvest food value chains by promoting sustainable practices, access to financing, and facilitating capacity of key actors along the crop value chain to invest in food-loss reduction solutions (FL-RS), to reduce emissions and improve the resilience of vulnerable populations to climate change impacts on food security.

This report constitutes Annex 9 of a funding proposal package to the GCF. The GCF grant to AGRA will fund the recruitment of AGRA's teams who will build partnerships in each of the seven countries that facilitate access to affordable loans, facilitate the procurement of physical food loss reducing solutions and extension services, and provide training and technical capacity support for decision makers. Together this cross-section of activities aims to promote a paradigm shift that will contribute to reducing emissions while improving the resilience of vulnerable people to climate change impacts on agriculture and food production.

This report provides an in-depth examination of the regulatory frameworks that will apply to AGRA's implementation of the RE-GAIN Programme in each of the seven countries. It explores the regulatory compliance and due diligence processes necessary to implement the programme effectively and efficiently while minimising legal risk exposure for all participants including AGRA.

PSAA Applicant Corporate Structure and Legal Capacity

The legal and operational structure of the PSAA Applicant, AGRA, plays a crucial role in its ability to implement the RE-GAIN Programme effectively. AGRA is registered as a non-profit organisation in the State of Washington in accordance with Section 501(c)(3) of the Internal Revenue Code of the United States of America (USA). AGRA operates in 12 African countries and is physically headquartered in Nairobi, Kenya. AGRA operating models in each of its target countries vary subject to levels of grant investment, the operation of legal and regulatory frameworks that govern activities, and number of staff in the countries. AGRA country branches share the legal identity of the PSAA Applicant and operate under the supervision of AGRA headquarters in Nairobi, Kenya.

AGRA's operational processes in each of the seven target countries varies depending on the local registration status and whether **Host Country Agreements (HCAs)** are in place. HCAs are executed between the host government (often through its foreign affairs ministry) and foreign organisations, such as the PSAA Applicant. In **some of the REGAIN target countries**, AGRA benefits from HCAs which may provide significant legal advantages, including tax exemptions and operational flexibility. In countries without HCAs, , AGRA does not enjoy any exemptions or advantages as compared with other local organisations operating within the country. Should any HCA be scheduled to expire or expire during programme implementation, AGRA will actively engage the host government to renew the HCA prior to expiry or as quickly as possible.

RE-GAIN Implementation Arrangements

The **RE-GAIN Programme** is executed under a well-defined implementing structure that ensures efficiency, accountability, and compliance with internal policies and external regulatory requirements. As the **PSAA Applicant** AGRA shall be responsible for managing disbursements from the **Green Climate Fund (GCF)**, as well as ensuring financial oversight, partner and beneficiary selection and compliance with procurement guidelines, and the execution of contracts across the seven target countries. Key implementation roles are outlined as follows:

- The **AGRA HQ team** will be the primarily liaison with the GCF. AGRA HQ leadership and technical leads will be responsible for the overall supervision of the project including ensuring:
    - funds are effectively managed to deliver results and achieve objectives.
    - the quality of project monitoring; and
    - liaison with the GCF.
- The project will be executed directly by AGRA through its Project Management Unit at the Nairobi-based HQ, together with Responsible Units located at AGRA's country offices. Through this unit, AGRA will provide key resources, including Finance, Grant Management and Procurement Officers who will provide financial and administrative management, overseeing financial, contractual, procurement and logistics aspects for the project from the Nairobi Headquarters. The EE is responsible for:
    - Execution of the project,
    - Procurement of services specifically (major procurement and contracting)
    - Facilitating partnerships,
    - Managing contracts, monitoring results,
    - Annual reporting by country offices to the SFU.

The RE-GAIN Programme incorporates a **project governance structure** designed to support communication, coordination and learning at local, regional and national levels. The three-tier governance framework includes the **Strategic Advisory Group (SAG)** to guide innovation, impact scale and adaptive thought leadership to shape the partnership at continental level. The **Programme Management Unit (PMU)** offers overall management, implementation and general technical direction of the entire programme, ensuring an integrated vision among different components. At the country level the programme will be implemented under the overall guidance of a Project **Steering Committee (PSC)** chaired by a representative of the NDA, and co-chaired by AGRA country managers.

To enable transparent financial management, AGRA will establish a separate bank account for the RE-GAIN programme and GCF proceeds **deposited into the RE-GAIN Account will be assigned to RE-GAIN Country Ledgers**, where they will be monitored and reported on by the Finance Officer. No specific licences are required by AGRA to receive funds from the GCF, hold funds in an escrow account, or transfer reflow or investment income back to the GCF at the Programme's conclusion. AGRA shall only disburse funds on a need -only basis, based on executed agreements and committals for predetermined costs and **no taxes are applicable to the transfer of funds from the REGAIN Country Ledgers to the country offices**.

In the event GCF Proceeds do need to be repatriated from bank accounts in the target countries to GCF and/or AGRA accounts, this is generally permitted provided AGRA provides relevant justification and documentation such as a prior contract stipulating repatriation.

Regulatory Frameworks Governing In-Country Operations

AGRA's operations in the seven target countries deploy a diverse set of models and are subject to a range of **national legal and regulatory frameworks**. **AGRA will comply with local laws in each country where it operates,** including those governing **business registration**, **taxation**, **employment**, **environmental compliance**, and **product standards**.

The following regulatory frameworks are particularly relevant to AGRA's operations:

- **Business Registration and Licensing**: AGRA will ensure that all participating entities, including manufacturers, agro-dealers, banks, and youth groups, are legally registered in their respective countries. This includes identifying and verifying business licenses that apply to the provision of the required goods and services. Within one month of RE-GAIN commencing implementation AGRA country teams shall conduct inquiries with relevant national authorities to determine which licences apply to prospective partners, such as business, manufacturing and industrial.

- **Taxation and VAT Compliance**: AGRA's non-profit status and HCAs often provide exemptions from VAT and other taxes. In countries without HCAs, AGRA will pay VAT on goods and services which it procures from manufacturers who are VAT-registered in their respective countries, unless specific exemptions apply. Checks made during the procurement of goods and services will require the production of tax compliance certificates.

- **Environmental Compliance**: AGRA will ensure that manufacturers and agro dealers involved in the RE-GAIN Programme comply with national environmental regulations, including obtaining necessary permits where required.

- **Product Standards and Certification**: AGRA will, where applicable, verify that all products procured under the programme meet national safety and quality standards, as established by bodies such as the Kenya Bureau of Standards (KEBS) and the Uganda National Bureau of Standards (UNBS).

Partnership Structures and Legal Due Diligence

The RE-GAIN Programme facilitates partnerships between AGRA and key actors in the agricultural value chain, including manufacturers, agro-dealers, banks, and youth groups. These partnerships are structured around two financial models which tackle risks and costs along the value chain, and are described in detail in the Funding Proposal. Across both models, AGRA shall ensure in as far as possible that its partners comply with national laws and regulations, including business registration and employment laws, banking laws, environmental standards, and product certification. This is achieved through a robust due diligence process that includes verifying legal documents including tax compliance and monitoring financial transactions.

Recommendations for Streamlining Legal Due Diligence

To ensure consistent and effective legal compliance across the seven target countries, while facilitating the conduct of robust counterparty due diligence and anti-money laundering and terrorism financing checks, the report provides several recommendations for **systematizing AGRA's legal due diligence process by rigorously applying procurement procedures and eligibility criteria during the procurement of delivery partners**:

- **Business Registration and Compliance**: AGRA shall require certified copies of registration certificates from all partners and will conduct regular checks to ensure compliance with national business laws.

- **Contract Law Compliance**: AGRA shall use standardized contract templates that comply with local contract laws, and will ensure that all agreements are legally binding and enforceable.

- **Tax Compliance**: AGRA shall confirm tax compliance and VAT registration, where applicable, for contracted manufacturers and agro dealers. In countries where AGRA enjoys VAT exemptions, AGRA will apply for and document these exemptions. In addition, in Kenya, Tanzania and Malawi, AGRA will withhold taxes on payments that it makes to service providers.

- **Environmental Compliance**: AGRA shall confirm that partners obtain the necessary environmental permits and conduct impact assessments where required.

- **Product Standards Compliance**: AGRA shall verify that the products it procures meet national standards for safety and quality, where these are applicable, shall ensure that manufacturers have the necessary certifications.

- **Banking Laws and Financial Compliance**: AGRA shall ensure that partner banks are licensed and comply with local banking laws.

This report provides a comprehensive overview of AGRA's corporate structure, legal capacity, and the implementation framework for the RE-GAIN Programme. By adhering to the regulatory frameworks and due diligence processes outlined, AGRA will facilitate full compliance with local laws while achieving its goals of improving smallholder farmer resilience, enhancing food security, and promoting climate change resilience. By streamlining legal due diligence across the seven countries AGRA will limit transaction costs and more efficiently mitigate legal risk exposure while supporting sustainable agricultural development in Africa.

1 Introduction

1.1 THE RE-GAIN PROGRAMME

Africa's food insecurity challenge has been exacerbated by climate change. Sub-Saharan Africa stands at a crossroads with an unprecedented opportunity for agricultural transformation, driven by the demands of a rapidly growing population of 1.5 billion and the pressures of a changing climate (World Bank, 2023) (Worldometer, n.d.)**.** The continent's significant development challenges include food insecurity, resource degradation, poverty, gender inequality, youth unemployment and social exclusion. The vicious cycle of poverty and environmental degradation in Africa is evident in low crop productivity, deforestation, land degradation, conflict, migration, and vulnerability to climate shocks which threaten food security and incomes. The effects of climate change are expected to be severe in Africa and the capacity to adapt and respond to a changing climate is weak.

In Africa, the impacts of climate change have increased over the past decades, manifesting in more frequent, intense, and prolonged extreme weather events, such as floods, droughts, heatwaves, locust outbreaks, landslides, desertification, and sandstorms. These extreme weather events have resulted in increased temperatures and humidity, shifts in precipitation patterns, water stress, and soil erosion. Most African countries already face recurrent droughts that affect growing seasons, often leading to short growing periods reducing the viability of farming in marginal agricultural areas. Projected reductions in yield in some countries could reach as much as 50% by 2030, and crop net revenues may fall by up to 90% by 2100, with smallholder farmers being the most affected. Food security, however, is affected not only by changes in crop production but by changes throughout the crop value chain, including post-harvest. There is, therefore, a crucial need to address the impacts of climate change on the full agriculture value chain, including production, aggregation, storage, processing, and distribution.

There is a clear gap in knowledge, data and interventions designed to target the impacts of climate change at the harvest and post-harvest stages of the value chain, despite the mounting evidence of the ramifications on food loss and the impact this has on land use changes and associated climate change mitigation. Most of the current programmes designed to tackle climate-induced food loss focus on the pre-harvest stages of the value chain.

AGRA — a proudly African-led institution - is working in 12 countries to support smallholder farmers to improve crop production and marketing approaches to reduce hunger, improve nutrition, increase incomes and facilitate adaptations and resilience to climate change. As presented in Annex 2 of the full Funding Proposal (FP), the RE-GAIN Programme will tackle the factors identified as the most relevant threats to post-harvest food value chains for select key crops in the target countries, supporting the implementation of packages of solutions drawn from a menu of options rated as the having the most impact potential, alongside strategic policy, capacity support and financing flows, designed to promote a paradigm shift.

The RE-GAIN Programme will deliver three components in each of seven countries: Burkina Faso, Ethiopia, Kenya, Uganda, Tanzania, Malawi and Zambia. Component 1 will provide training to build capacity and demand for Food Loss Reduction Solutions (FL-RS) by farmers, and technical assistance to improve market linkages and foster demand for FL-RS. Component 2 will support improved service offerings by micro, small and medium enterprises (MSMEs) to farmers, and facilitate access by farmers, MSMEs and others to affordable finance. Component 3 will support the adoption of the FL-RS at scale by working within the existing policy environment to improve existing policies and implementation strategies at national and pan-Africa levels.

1.2 PURPOSE OF THIS REPORT

This report reviews the regulatory and legal frameworks that will govern AGRA's implementation of RE-GAIN in each of the seven countries, identifies any potential risks that unmanaged could expose the RE-GAIN Programme, AGRA or the GCF to legal and/or reputational risk, and describes how AGRA shall mitigate these. The report first sets out **AGRA's corporate structure and the proposed RE-GAIN implementation arrangements**, focusing on AGRA's role, legal capacity, and the design of the operational framework across seven target African countries. The report then considers the AGRA's proposed implementation strategies and identifies the key regulations and legal requirements that apply to prospective RE-GAIN implementation partners. Although several of the legal obligations identified will not materially accrue to AGRA, AGRA's conduct of counterparty due diligence during procurement phases using specially designed eligibility criteria, and use of contracts that cascade eligibility requirements and provisions covering codes of conduct, will be the keystone of minimising exposure to legal and reputational risk including anti-money laundering and countering terrorism financing risk.

1.3 CORPORATE STRUCTURE

The report begins with an analysis of **AGRA's corporate structure and legal status**, examining the relationship between AGRA's operations as a non-profit entity registered in the US and its branches in the target countries. This section describes AGRA's legal status and presents how it will manage programme operations and compliance obligations in each of the seven countries.

1.4 RE-GAIN IMPLEMENTATION ARRANGEMENTS

RE-GAIN Implementation Arrangements are considered, focusing on the organisation of roles and responsibilities within AGRA that ensure successful programme oversight, management and execution at AGRA Nairobi headquarters and country branches. The report examines how the governance structures guide implementation, ensure compliance with internal AGRA policies and external regulatory frameworks, facilitate accountability and responsive programme management, and support the communication of impact to national and regional decision makers.

1.5 COMPLIANCE WITH NATIONAL REGULATORY FRAMEWORKS

In addition to corporate structure and implementation, the report details the key **regulatory frameworks governing AGRA's in-country operations**. This section explores the implications of AGRA's status as a 501(c)(3) organisation under US law and the impact of its tax-exempt status on compliance with local laws in target countries. The report also outlines the requirements for **business registration**, **environmental compliance**, **manufacturing standards**, and **labour laws** that AGRA and its partners will adhere to in each country. The key laws and regulatory authorities in each of the seven target countries are presented, providing an overview of the legal environment in which AGRA operates.

The final sections of the report focus on the **regulatory obligations of key actors implementing AGRA deal structures** in support of the RE-GAIN Programme. The analysis breaks down three distinct deal structures involving manufacturers, agro-dealers, banks, and youth groups and identifies the applicable regulatory requirements.

1.6 CONCLUSIONS

The report concludes by highlighting the actions and processes AGRA shall adopt to **streamline the conduct of legal due diligence** across the seven target countries and systematize legal compliance with business registration, contract law, taxation, environmental standards, and banking regulations. This approach aims to ensure AGRA is best positioned to mitigate legal risks while ensuring the uniform and effective implementation of the RE-GAIN programme

2 The AGRA Corporate Structure and RE-GAIN Implementation Arrangements

2.1 CORPORATE STRUCTURE AND LEGAL CAPACITY

AGRA is working in 12 African countries to support smallholder farmers by improving crop production and marketing approaches to reduce hunger, improve nutrition, increase incomes and facilitate adaptations and resilience to climate change. RE-GAIN is focused on seven of these countries where AGRA has identified key threats to post-harvest food value chains for key crops that are important to ensuring food-security and economic wellbeing among agriculture dependent populations. **The GCF grant to AGRA will fund the establishment of teams at AGRA who will oversee the implementation of partnerships in each of the seven countries** with grant support targeted to unblock cash-flow at critical points of the supply chain and facilitate delivery of extension services and training alongside providing strategic policy and capacity support for decision makers. Together this cross-section of activities aims to promote a paradigm shift that will contribute to reducing emissions while improving the resilience of vulnerable people to climate change impacts on agriculture and food production.

The establishment of bespoke teams such as the Programme Management Unit, and integration of AGRA's operational and procedural policies implementation procedures into their roles and functions, will leverage the systems and expertise embedded in AGRA's corporate structure. This will complement tailored and responsive operations in operating in each of the seven country branches.

AGRA's corporate structure includes:

- **The Parent company:** AGRA, a not-for-profit corporation established in the State of Washington under Section 501(c)(3) of the Internal Revenue Code of the United States of America (USA). **AGRA is a legal entity and is fully authorized to enter legally binding contracts in its own name with parties in each of the target countries.** For the purposes of this funding proposal AGRA is the PSAA Applicant.

- **AGRA's HQ** located in Nairobi is registered as a branch of AGRA at the Kenya Companies Register, which grants AGRA HQ authority to enter legally binding contracts in Kenya. AGRA HQ operates as a foreign company in Kenya under the Companies Act, 2015. AGRA HQ exercises the legal personality of AGRA, subject to local compliance requirements, including taxation, regulatory filings, and corporate governance.

- **Responsible Units (RU): AGRA's operating model** in the six target countries beyond Kenya varies based on the in-country registration status. The RUs, notwithstanding their in-country registration status are all branches of AGRA and operate under the supervision of AGRA HQ.

  In practice in Burkina Faso, Ethiopia, Uganda and Zambia all engagements with third party implementers including to procure goods and services and establish partnerships to implement RE-GAIN or to facilitate financial payments will be executed by AGRA HQ. In Tanzania and Malawi, engagements with third party implementers shall be done through the registered country offices. Procurement and contracting processes in all seven of the targeted countries shall be executed by AGRA HQ.

2.2 RE-GAIN IMPLEMENTATION ARRANGEMENTS

Under the funding proposal to the Green Climate Fund (GCF), AGRA is required to explain its internal implementing arrangements for entering a legal relationship with the GCF and receiving disbursements; implementing a complex regional programme in seven diverse countries; and providing oversight and accountability at a programmatic level. The following implementation arrangements incorporate the legal authorities necessary to execute fiduciary oversight at the same time as ensuring high quality technical delivery and implementation.

2.2.1 PSAA Applicant Roles and Responsibilities

AGRA HQ leadership and technical leads will be responsible for the overall supervision of the project including ensuring:

- Funds are effectively managed to deliver results and achieve objectives.
- The quality of project monitoring; and
  Lliaison with the GCF.

AGRA will also leverage expertise from its wider technical leadership including AGRA's Heads of Markets and Trade, Inclusive Finance, Sustainable Farming, Private-sector Partnerships, Strategy, Policy and State Capability, Monitoring and Evaluation and Knowledge Management. The AGRA HQ team will be the primarily liaison with the GCF.

AGRA HQ shall, from day to day, be responsible for:

- **Receipt and management of GCF disbursements** in a holding account, repayment of interest accrued, periodic financial reporting.
- **Approval of all disbursements of GCF funds** to pay for goods and services procured in accordance with Annex 10; and
- **Executing all agreements and/or contracts** in RE-GAIN countries to establish and/or formalise partnerships to support implementation including the operation of RE-GAIN's three proposed financial mechanisms.

2.2.2 Executing Entity Roles and Responsibilities

The project will be executed directly by AGRA through its Programme Implementation Unit (PIU). Through this unit, AGRA will provide key resources, including Finance, Grant Management and Procurement Officers who will provide financial and administrative management, overseeing financial, contractual, procurement and logistics aspects for the project from the Nairobi Headquarters. The unit will oversee planning and quality assurance; supervise programme monitoring, evaluation and reporting; ensure timely realization of all programme deliverables; provide leadership and technical support to implementing partners; and ensure smooth communication flow across all programme partners. This executing role will be fulfilled both through the Nairobi-based headquarters, and AGRA's country offices, and will report to the AGRA senior leadership.
The EE is responsible for:

- **Executing the project.**
- **Procurement of services specifically (major procurement and contracting)**
- **Facilitating partnerships,**
- **Managing contracts, monitoring results,**
- **Annual reporting by country offices to the SFU**

2.2.3 Responsible Units

The EE team at the Nairobi HQ will be supported by AGRA country offices in each of the seven target countries who will serve as responsible units. These units will support on-the-ground coordination and implementation, as well as being mandated for specific outputs/activities. The RUs are accountable for:

- **Day-to-day in-country implementation including procurements of goods and services** below the thresholds set out in Annex 10
- **Supporting the AGRA HQ team,** for example, by identifying and recommending adjustments to operations to comply with any legal and regulatory changes, identifying licencing obligations, and conducting eligibility due diligence check during procurements.

2.2.4 Programme Governance

A project governance structure has been designed to provide appropriate political, programmatic and activity-level guidance to ensure ongoing alignment of the Programme activities with RE-GAIN goals. The governance structure also serves as a channel through which to elevate lessons and successes from individual activities to inform programmatic strategies, and to strengthen the case for adopting post-harvest FL-RS as regional and continental strategies.

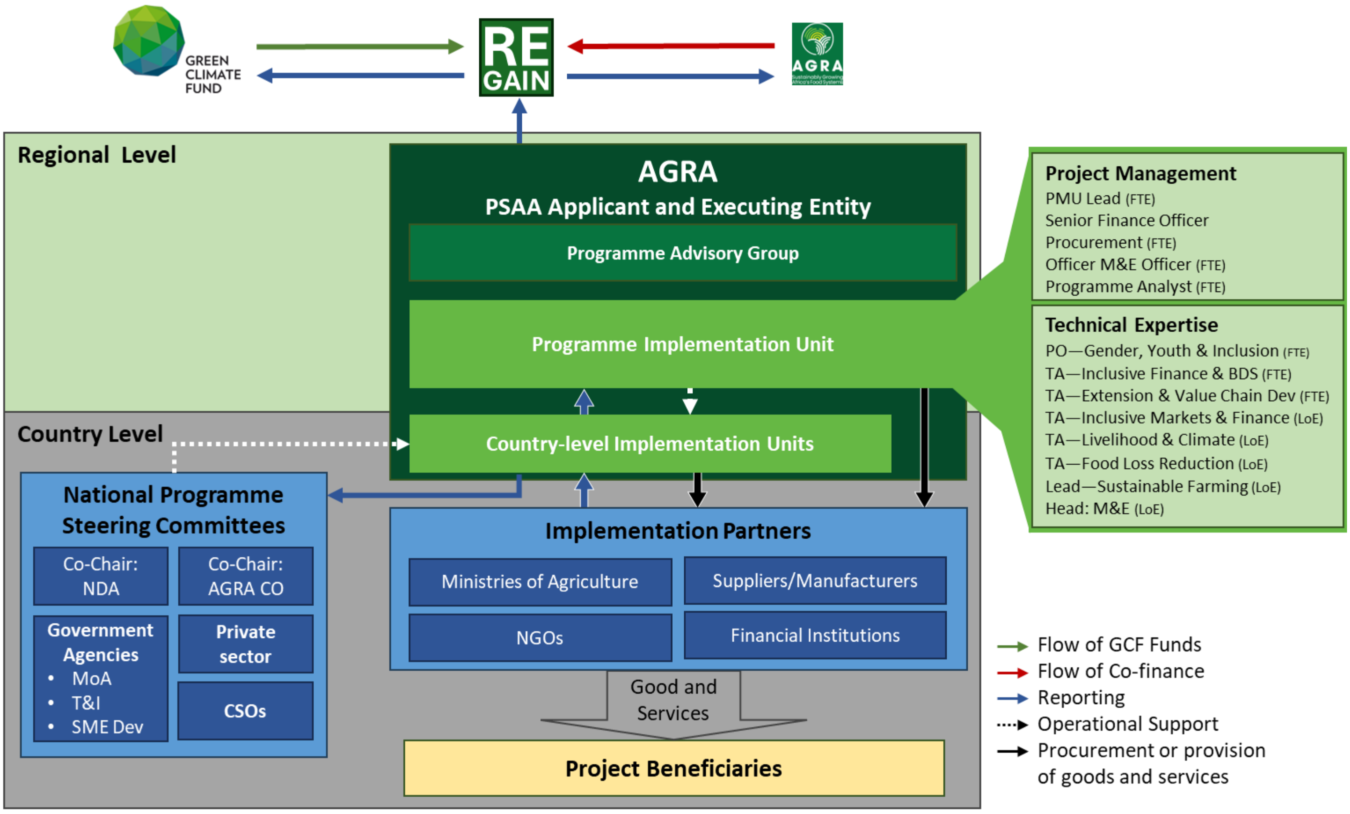
AGRA will establish a **Programme Advisory Group (PAG)** made up of senior representatives from AGRA's Integrated Programme Management (IPM) unit[1] that will serve as the starting point to guide innovation, impact scale and adaptive thought leadership to shape the partnership at the continental level. AGRA envisions this Advisory Group will meet on quarterly as part of the IPM meetings.

A central **Programme Implementation Unit** (PIU) will be established at AGRA's Nairobi headquarters to oversee implementation of the entire programme across all seven countries. This unit will report to the PAG and be comprised of two sub-groups; a **Programme Management Unit** (PMU) and a **Technical Expert Group** (TEG), as described below.

- The **PMU** shall be established and will be functional for the entire duration and be responsible for day-to-day implementation of the project. The PMU will offer overall management, implementation and general technical direction of the entire programme, ensuring an integrated vision among different components.
- The **TEG,** also situated within the Nairobi Headquarters, will provide expertise to assist the PMU in the technical implementation of the RE-GAIN programme.

[1] Vice presidents, relevant business line or programme directors/heads, Lead of PMU, Head of MEL

Figure 1 RE-GAIN Implementation Arrangements and Governance



The PIU will be assisted in project implementation within each target country by a country-level implementation unit (CIU) which will be established in each of the AGRA country offices[2] and will be comprised of country-office staff. The CIUs will be responsible for managing day-to-day operations in each country, reporting directly to the PIU, as well as providing regular reports to the relevant Project Steering Committee The specific responsibilities of the CIU are presented in detail in the Funding Proposal.

Agra At the country level, the programme will be implemented under the overall guidance of a **Programme Steering Committee (PSC)** co-chaired by a representative of the NDA and AGRA country managers and including representatives of other key government departments and agencies, the private sector and civil society organizations. The PSC will provide overall guidance and direction to the project in country and will convene at three monthly intervals. Annex 2 of the Funding Proposal contains detailed descriptions of each of these entities. Regular communication between the PSC and the PMU, and PAG will also add layers of accountability that encourage practical compliance with regulatory provisions, and effective trouble shooting should issues emerge.

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[2] Which fall under the same legal entity as the PSAA Applicant

2.2.5 Flow of Funds

To enable transparent financial management, AGRA will establish a separate bank account for the RE-GAIN programme, which will be managed by the PSAA Applicant with oversight from the AGRA senior leadership and technical leads. **Funds disbursed from GCF to the PSAA Applicant will be deposited in the AGRA RE-GAIN account from where country allocations will be assigned to RE-GAIN Country Ledgers** and be monitored and reported on by the Finance Officer.

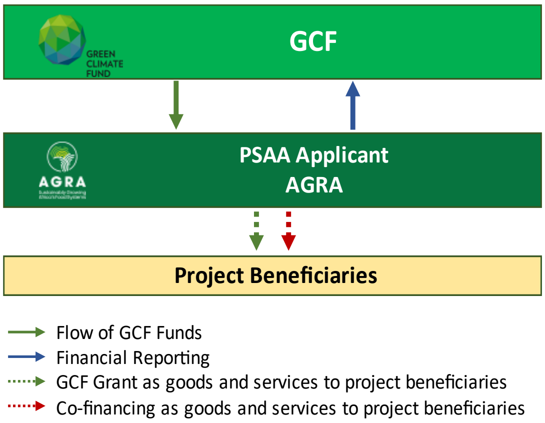

Figure 2. RE-GAIN Programme flow of funds.

No specific licences are required by AGRA to receive funds from the GCF, hold funds in an escrow account, or transfer reflow or investment income back to the GCF at the Programme's conclusion. The FAA which shall be in writing will be enforceable once executed by both parties. As the FAA does not stipulate any transfer of real estate there is no requirement to register the FAA prior to the disbursement of GCF Proceeds to AGRA. Further, there are no laws imposing taxes on the transfer of funds to and from GCF to AGRA's accounts. **In terms of income earned on investments,** AGRA is a charitable organization and as such is not liable for tax on income earned, including donations and contributions from third parties, and passive income such as interest earned by funds held in its bank account.

No taxes are applicable to the transfer of funds from the REGAIN Country Ledgers to the country offices. AGRA shall only disburse funds on a need -only basis, based on executed agreements and committals for predetermined costs. The Procurement Officer located in the PMU will be responsible for overseeing all procurement under the Programme. Procurement of small ticket items (under **USD30,000**) will be managed directly by the AGRA country teams, with funds disbursed from the central account to the country offices for pre-determined items. Any larger procurement items (greater than **USD30,000**) will be procured directly by the PMU following approval by AGRA HQ senior management.

Since only funds for pre-determined costs will be transferred to the country accounts, it is unlikely that any interest will accrue, and therefore, taxes on investment income will not apply.

In the event GCF Proceeds do need to be repatriated from bank accounts in the target countries to GCF and/or AGRA accounts, this is generally permitted provided AGRA provides relevant justification and documentation such as a prior contract stipulating repatriation. Repatriation transactions will be subject to foreign exchange controls which may be imposed by the Central/National/Reserve Banks and anti-money laundering (AML) and Know Your Client (KYC) Regulations. These laws do permit the transfer of US dollars, provided that supporting documentation, such as contracts which justify the transfers, are provided. In addition, these regulatory Banks have the authority to impose limits on the amount of foreign currency that may be transferred abroad. Table 1 highlights relevant instruments in each of the target countries.

Table 1: Repatriation of Foreign Funds Matrix

Country	Model of Operation	Status
Ethiopia	National Bank Foreign Exchange Directive No. FXD/01/2024 (July 2024)	Section 13.2 specifies that all funds credited to Non-Resident Foreign Currency Accounts may be transferred without requiring a permit from the National Bank.
Uganda	Foreign Exchange Act 2004 (FEA)	The Foreign Exchange Act does not impose any exchange control requirements and/or restrictions on repatriation of funds in and out of Uganda. The Governor of the Central Bank is empowered under the FEA to impose temporary restrictions on payments from Uganda where the country experiences severe balance of payments difficulties
	Anti-Money Laundering Act, 2013	Under Ugandan law, individuals transferring cash or bearer negotiable instruments exceeding 1,500 currency points, or the equivalent in foreign currency, must declare such amounts to the Uganda Revenue Authority in accordance with regulations prescribed by the Minister.
Kenya	Proceeds of Crime and Anti – money laundering Act Cap 598	Generally, there are no restrictions on the transfer of funds, however individuals intending to transport monetary instruments exceeding the amount specified in the Second Schedule—USD 10,000 or its equivalent in Kenyan Shillings or any other currency—into or out of Kenya must declare this amount at the port of entry or exit, using the prescribed form. Before such conveyance, the particulars of the transaction must be reported to an authorized person as stipulated by regulations.
Burkina Faso	Regulation No. 09/2010 On External Financial Relations Of Member States Of The West African Economic And Monetary Union (WAME)	Generally, there is no restriction on the movement of funds through Central Bank of West African States (BCEAO) approved banks and subject to meeting reporting requirements especially for larger transactions for compliance with anti-money laundering laws.
Tanzania	• Foreign Exchange Regulations, 2022 (**FX Regulations 2022**) • Banking and Financial Institutions (Foreign Exchange Exposure Limits) Regulations 2014	Generally, there are no transfer restrictions. However, it is a requirement under the Banking and Financial Institutions (Foreign Exchange Exposure Limits) Regulations 2014 for banks and financial institutions to put in place limits on intra-day foreign exchange risk exposures and ensure that such limits are observed all the time.
Malawi	Malawi Exchange Control Act	Generally, there are no restrictions on the transfer of funds in and out of Malawi, however this is regulated by the Reserve Bank of Malawi (RBM) The RBM may make discretionary regulations for the purpose of the control of foreign exchange. These controls may relate to the taking of or sending out of Malawi foreign currency or Malawi currency. Supporting documentation such as contracts relating to the transfer of funds shall be useful.
Zambia	Bank of Zambia Foreign Exchange Market Guidelines 24th May, 2024	Generally, there are no restrictions on the transfer of funds but supporting documentation may be requested at the discretion of the bank to comply with Bank of Zambia Guidelines.

3 Regulatory Frameworks Governing In-Country Operations

3.1 IMPLICATIONS OF AGRA'S STATUS AS A 501(C)(3) ORGANISATION ON IN-COUNTRY OPERATIONS

As a non-profit organisation established under Section 501(c)(3) of the Internal Revenue Code of the United States of America (USA), AGRA shall adhere to Federal Internal Revenue Service (IRS) laws relating to non-profit organizations.

AGRA carries out its charitable activities in 12 African Countries through various operating models. AGRA's in-country operations vary from country to country subject to factors such as the level of investment in the country, the legal and regulatory environment, the number of AGRA staff, and donor agreements. AGRA in country teams or responsible units operate as branches of AGRA under the supervision of AGRA HQ. The table below summarises AGRA's operating model in each of the seven RE-GAIN countries.

AGRA already operates in the seven target countries and complies with with regulations governing taxation, regulatory filings, and corporate governance applicable to its programmes and investments. While its not-for-profit entity status provides advantages for its operation in the US, it is the individual country-level registrations that determine how if and how tax exemptions and compliance obligations are applied.

3.2 HOST COUNTRY AGREEMENTS AND THEIR BENEFITS

AGRA has executed **Host Country Agreements** (HCA) with the some of the REGAIN target countries governments, which define the privileges and obligations under which AGRA operates locally. The most significant benefits of HCAs can provide flexibilities that streamline and remove bureaucratic barriers that can slow the implementation of priority programmes such as RE-GAIN. These include:

1. Tax relief, which lowers costs and allows more funds to be directed toward agricultural programs.
2. Defined legal status, which protect AGRA's operations and ensures smooth collaboration with governments.
3. Ease of employment and immigration, allowing AGRA to deploy necessary international staff without bureaucratic delays.
4. Financial autonomy, ensuring efficient fund transfers and financial management.
5. Terms of collaboration with governments, enhancing AGRA's ability to align its programs with national agricultural priorities.

Should any HCA be scheduled to expire or expire during programme implementation, AGRA will actively engage the host government to renew the HCA prior to expiry or as quickly as possible. If renewal is not granted, AGRA shall continue to operate within the country without the tax exemptions and privileges previously granted by the HCA. Consequently, where HCAs are due to expire during implementation, these taxes have been anticipated and accounted for in the budget submitted to the GCF as Annex 3 of the Funding Proposal

3.3 SAFEGUARDING, EMPLOYMENT LAWS AND LOCAL HIRING

In each RE-GAIN country, AGRA will engage staff to support implement activities for the duration of the programme. At the same time AGRA will also engage third party implementers including consultants, non-government organisations and commercial companies including micro small and medium enterprises (MSMEs) and agricultural supply dealers and manufacturers to procure and deliver physical and non-physical FL-RS. This chapter identifies the key regulatory frameworks that guide the engagement of staff and day to day operations. Among these AGRA shall comply with laws, which regulate, employment contracts and conditions of employment, wages and benefits, fair dismissal procedures and non-discrimination and equal opportunity.

3.3.1 Safeguarding and preventing sexual exploitation, abuse and harassment

In each RE-GAIN engagement AGRA shall apply the highest ethical standards. In addition to complying with national regulations, AGRA has established an ***Ethics Policy*** and a ***Safeguarding of Vulnerable Persons and Youth Policy***, which collectively detail AGRA's commitment to protecting children, vulnerable adults and youth whether directly or indirectly engaged—with whom AGRA works, from any form of abuse or exploitation. These policies establish codes of conduct that apply to both AGRA staff and partners through the following:

- The *Safeguarding of Vulnerable Persons and Youth Policy* Section 4 defines exploitation and sexual exploitation as prohibited forms of abuse, while Section 5 establishes AGRA's commitment to safeguarding vulnerable persons and youth from *abuse and exploitation*.

- The policy also sets out prohibited conduct by staff and partners to prevent sexual exploitation, including prohibiting the buying of sex, and outlines procedures for investigating and addressing SEAH complaints. All third-party consultants and grantees must sign an acknowledgement form upon engagement, confirming their adherence to this safeguarding policy.

- Additionally, AGRA requires third – party consultants and grantees, sign a Partners Code of Conduct which at Clause 2.3 requires our partners to comply with human rights standards. The clause explicitly prohibits activities related to human trafficking, including the procurement of commercial sex acts and forced labor. Partners are also specifically prohibited from buying sex, aiming to protect vulnerable persons from sexual exploitation.

- These provisions are further incorporated into all our contractual agreements with partners.

Irrespective of local laws and standards AGRA shall cascade the provisions of these policies as contractual clauses in the agreements signed with partners and in AGRA's Partners code of conduct, which partners shall be required to sign once they are engaged.

3.3.2 Employment and Labour Laws

Burkina Faso

AGRA's operations including staff are hosted by a third party who, with instructions from AGRA, manages AGRA staff including their pay roll in accordance with the laws of Burkina Faso. The relevant laws relating to employee management are:

- **Labour Code (Law No028-2008/AN)** This code regulates employment conditions, wages, working hours, occupational safety, and employee benefits. It applies to both the public and private sectors, including NGOs. Its provisions include minimum wage, maximum working hours (48 hours per week), paid leave, overtime compensation, and termination.
- **Law on Social Security (No 013-2006/AN)** regulates social security contributions for employees, ensuring access to health and retirement benefits.

Ethiopia

AGRA's operations including staff are hosted by a third party who. with instructions from AGRA, manages AGRA staff including their pay roll in accordance with the laws of Ethiopia. The relevant laws relating to employee management are:

- **Labour Proclamation No 1156/2019 regulates** employment contracts, working hours, wages, occupational safety, and the rights of workers. It applies to both local and foreign employees. Its provisions include minimum wage, maximum working hours, overtime compensation, leave entitlements, and termination of employment.
- **Private Employment Agency Proclamation No 104/2013** regulates recruitment agencies that hire staff for businesses, including NGOs and organizations like AGRA.

Kenya

As AGRA is headquartered in Nairobi and operates as a fully-fledged entity. AGRA's People and Organizational Development Unit manages AGRA staff in Kenya in accordance with Kenyan Laws, including the requirements of AGRA's HCA and AGRA policies. The relevant laws relating to employee management are:

- **Employment Act (Cap 226, 2007)** regulates employment contracts, working hours, wages, leave entitlements, and termination. It applies to all employees and employers, including NGOs. Its provisions include fair dismissal procedures, maternity leave, paid annual leave, non-discrimination policies, and minimum wage requirements.
- **Labour Relations Act (2007)** governs trade unions, collective bargaining, and labour relations, which could affect staff in the agricultural sector.
- **Occupational Safety and Health Act (2007)** establishes health and safety standards for all workplaces.

Malawi

As AGRA operates as a fully-fledged entity, AGRA's People and Organizational Development Unit manages AGRA's staff in Malawi in accordance with Malawi Laws, including the requirements of AGRA's HCA and AGRA policies. The relevant laws relating to employee management are:

- **Employment Act (Cap 55:01, 2000)** governs all aspects of employment, including contracts, wages, working hours, termination, and worker protection. It applies to NGOs as well as other employment. It covers the minimum wage, maternity leave, annual leave, dismissal procedures, and protection from unfair labour practices.

- **The Labour Relations Act (1996)** governs trade union activity, labour relations, and collective bargaining agreements.

- **Occupational Safety, Health and Welfare Act (1997)** establishes health and safety standards for workplaces across Malawi.

Tanzania

As AGRA operates as a fully-fledged entity, AGRA's People and Organizational Development Unit manages AGRA's staff in Tanzania in accordance with Tanzanian Laws, the requirements of the AGRA's HCA between AGRA and the Government of Tanzania and AGRA policies. The relevant laws relating to employee management are:

- **Employment and Labour Relations Act (ELRA) of 2004** governs employment contracts, wages, working hours, leave, and dismissal. It applies to all employers and employees, including NGOs. It calls for clear terms of employment contracts, provision for minimum wage, fair termination procedures, and adherence to non-discrimination principles.

- **Labour Institutions Act (2004)** establishes institutions for the enforcement of labour laws, including the Labour Court and the Commission for Mediation and Arbitration (CMA).

Uganda

AGRA has engaged a Professional Employment Agency based in Uganda to hire and manage staff on its behalf in Uganda. The PEA ensures that it complies with the following laws of Uganda.

- **Employment Act (2006) g**overns employment relationships, including the recruitment of employees, working conditions, wages, and termination. It applies to all sectors, including NGOs. It calls for minimum wages, fair dismissal procedures, maternity leave, annual leave, and protection from unfair labour practices.

- **Occupational Safety and Health Act (2006)** establishes health and safety standards for workplaces, including those of NGOs.

Zambia

AGRA's operations including staff are hosted by a third party whichmanages AGRA staff including their pay roll in accordance with the laws of Zambia. The relevant laws relating to employee management are:

- **Employment Code Act (2019)** governs employment contracts, wages, working hours, leave entitlements, and termination of employment. It applies to all sectors, including NGOs. It provides for a minimum wage, maternity leave, termination procedures, and overtime compensation.

- **Industrial and Labour Relations Act (Cap 269)** regulates trade unions, collective bargaining, and labour disputes, which could involve AGRA staff.

- **Occupational Health and Safety Act (2010)** regulates workplace safety standards across all industries.

3.3.3 Recommendations for AGRA

AGRA has developed and applies a universal HR Manual for all its employees which integrates best labour law practices and ethical standards to support gender, equity and social inclusion, and to deliver a workplace free from sexual exploitation, abuse and harassment (SEAH). AGRA's HR Manual also incorporates a grievance mechanism that complies with GCF policies. The application of the policy is subject to national laws and regulations in each of the target countries.

To the extent possible, AGRA shall use standardized contract templates to allow for adjustments that meet local minimum standards including hours of work, wages and benefits, including provisions for SEAH risk identification and prevention. A standardized yet flexible approach protects AGRA's reputation as an employer and US not-for-profit while mitigating opportunities for any recourse to labour provisions where disagreements arise.

To ensure compliance AGRA shall:

- Adhere to anti-discrimination policies during the hiring and employment process Provide employment contracts that detail wages, benefits, and working conditions, termination procedures and any recourse staff grievance procedures (e.g. Tanzania) and provisions to identify and prevent SEAH risks

- Check entitlements and contribute to social security benefits system

- Comply with health and safety standards for staff.

3.4 TAXATION

3.4.1 Corporate Tax

In implementing RE-GAIN, AGRA's taxation liability is determined by a combination of its legal status and any exemptions granted by the HCA. As the RE-GAIN activities funded by the GCF grant are not commercial activities, AGRA is exempt from Corporate Income Tax in the seven programme countries.

3.4.2 Payroll Tax

AGRA staff in each of these countries, and thus AGRA, shall comply with national regulations covering income tax (PAYE), social security contributions, and health insurance requirements, where applicable. These governing laws ensure that payroll taxes are calculated and remitted accurately, based on salary and contribution rates set by local authorities. The relevant payroll tax provisions for the seven AGRA countries, including references to the governing regulations where possible:

Burkina Faso

- Noting that AGRA staff are currently hosted by a third party, AGRA incurs no legal obligations in relation to staff.

Ethiopia

- Noting that AGRA staff are currently hosted by a third party, AGRA incurs no legal obligations in relation to staff.

Kenya

- **Income Tax Act,** Chapter 470 governs the PAYE system which applies a progressive tax rate ranging from 10% to 35%.

- **Affordable Housing Act**, which came into force in 2023 introduced an affordable housing levy at the rate of 1.5% on the gross salary of an employee with a matching contribution from the employer.

- **National Social Security Fund (NSSF)** contributions are regulated by the NSSF Act No. 45 of 2013, with a 12% contribution on pensionable earnings (up to KES 7,000 per month for lower earnings and up to KES 36,000)

- **Social Health Insurance (SHIF)** which comes into effect on October 1, 2024, and replaces the National Hospital Insurance Fund and governs pension contributions pension deductions being 2.75 % of an employee's gross salary.

Malawi

- The **Malawi Income Tax Act (Cap 41:01)** governs PAYE, with a progressive tax rate from 0% to 30%.

- **Pension contributions** are governed by the **Pensions Act of 2010**, which mandates employers to contribute at least 10%, and employees at least 5% to pension schemes.

- **Health Insurance**: Malawi does not have a national health insurance system, though some employers provide private insurance under general employment contracts.

Tanzania

- The **Income Tax Act, 2004**, with a progressive tax rate from 9% to 30%, administered via a PAYE system.

- **National Social Security Fund (NSSF)**: Contributions to the NSSF are regulated by the **National Social Security Fund Act No. 28 of 1997**, with employers and employees both contributing 10%.

- **Workers Compensation Fund (WCF)**: The WCF contributions are governed by the **Workers Compensation Act, 2008**, with employers contributing 1% of an employee's salary.

- **National Health Insurance Fund (NHIF)** is not mandatory.

Uganda

- Noting that AGRA staff are currently hosted by a third party, AGRA incurs no legal obligations in relation to staff.

Zambia

- Noting that AGRA staff are currently hosted by a third party, AGRA incurs no legal obligations in relation to staff.

3.4.3 Withholding Taxes

AGRA shall be legally obligated under the taxation regulations to deduct withholding taxes from the payments made to service providers engaged and paid through its branches in Kenya, Tanzania and Malawi. Upon deduction, AGRA remits the withholding taxes to the respective Revenue Authority of each country and provides service providers with withholding tax certificates as proof of remittance. The applicable rates for residents and non-residents are detailed in Table 2 below.

Table 3 Withholding Tax Rates for Consultancy Fees

Country	Law or Regulation	WHT Tax Rate on payment made to residents (%)	WHT Tax Rate on payments made to non-residents (%)
Kenya	Income Tax Act (Cap 470)	5 %	20 %
Malawi	Taxation Act (Cap 41:01)	20 %	20 %
Tanzania	Income Tax Act, 2004	5 %	15 %

3.4.4 Value Added Tax (VAT)

Manufacturers, agro-dealers, and service providers operating above certain thresholds are required to register as VAT agents with the national revenue authorities. AGRA will be liable to pay VAT where it procures goods and services from VAT-registered agents.

AGRA is exempt from VAT on goods and services in some of the RE-GAIN target countries, under the respective HCA's it has signed with the Governments of these countries.

In countries where AGRA does not benefit from VAT tax exemption, VAT shall be chargeable on the goods and services supplied to it by VAT registered entities in these countries.

3.4.5 Recommendations for Taxation Compliance

To ensure compliance with taxation provisions and including with VAT requirements, AGRA shall:

- **Validate the VAT status of partners** during its due diligence compliance checks, including by requesting a certificate of tax compliance from national revenue authorities.

- **Batch invoices periodically,** for example, quarterly, to reduce transaction costs. For all other goods and services for which VAT is applicable

- **Deduct Withholding Tax** from payments to suppliers, contractors, and service providers where applicable.

- **Comply with Payroll Tax Obligations** and ensure correct calculation and remittance of employee-related taxes and social security payments.

- **Train procurement teams at AGRA HQ and in Responsible Units** to understand legal provisions and manage information correctly, including during eligibility checks undertaken to establish and build RE-GAIN partnerships (see below).

4 Country-by-Country Legal and Regulatory Requirements for Implementing RE-GAIN

4.1 RE-GAIN PARTNERSHIPS FOR IMPLEMENTATION

This chapter considers the application of national regulatory frameworks to any relationships or partnerships entered into by AGRA for the purposes of executing RE-GAIN activities. These are the arrangements entered into to engage Village Based Advisors under Output 1.1, and arrangements entered into with any groups of participants who are intended to become a party to any of the two deal structures that have been designed to facilitate cash flow and overcome specific supply chain financial barriers in the target countries under Output 2.

4.2 TRAINING PARTNERSHIPS TO INCREASE DEMAND FOR AND ADOPTION OF FL-RS BY FARMERS

Training activities under Output 1.1 of Component 1 will help inform farmers about FL-RS options available, demonstrate their effectiveness, and train farmers on their use. These training activities will target smallholder farmers, extension workers and agro-dealers, and agricultural traders and processors. To implement these trainings AGRA will engage and train Village Based Advisors (VBAs), including by implementing a Trainer of Trainers approach. The model is well developed and already operational in the target countries. AGRA aims to engage and train 5,200 VBAs who will each target an agreed number of farmers, traders or processors, and demonstrations in target districts. AGRA will select potential VBA partners through the application of eligibility criteria presented in Section 5.2. AGRA will enter into standardized, simplified contracts with successful applicants, setting out clearly roles and responsibilities, the scope and quality of services to be delivered, timeframes for delivery, and financial terms.

4.3 PARTNERSHIPS TO FACILITATE THE FLOW OF GRANTS TO UNLOCK FL-RS VALUE CHAINS

To facilitate the delivery of physical FL-RS solutions, two financial models have been structured to facilitate cash flow between specific actors with smallholder farmers being the ultimate beneficiaries of better enabling conditions, technical capacity, and access to finance. These two financial models split into two distinct categories: interventions at a smallholder level; and interventions at a youth group/co-operative level. An overview of each of the two financial models is provided below, with further details – including descriptions of the key actors and eligibility criteria – provided in Annex 2. In all instances, the models draw on the outputs of the scoping exercises under Activities 1.1.5 and 1.2.1 to identify the potential actors and tailor the models to the local context. Guided by the Procurement Plan (Annex 10) and eligibility requirements presented in Annex 2, RE-GAIN procurement teams will establish partnerships and financial arrangements with key actors in the value chain including banks, suppliers of agricultural equipment, agro-dealers, MSMEs and youth groups and farmers, to implement activities and facilitate transactions. Depending on the actual barriers being addressed, these actors will participate in financial structures that apply two financing models described in detail in Section B.3 the Funding Proposal.

4.3.1 Arrangements to Operationalise RE-GAIN Grants

Model 1 promotes the local supply of FL-RS interventions by using conditional procurements to effectively subsidise **interventions at smallholder farmer level** (referred to hereafter as 'smart-subsidies'). At its base, the smart-subsidy model enables agro-dealers to provide FL-RS to smallholder farmers at a discounted rate by using GCF funds to procure one item for every two items[3] procured and sold by an agro-dealer. The subsidy is passed down to the smallholder farmers as a discount on the purchase price[4].

The legal basis of this transaction involves **a legally binding contract between AGRA (RE-GAIN) and the supplier**, and **a legally binding, four-party agreement between RE-GAIN, the Supplier, the Agro-Dealer and the Farmer.** The agreement will clarify the relationships and responsibilities held between the parties and detail the conditions that will trigger the release of funds to the Supplier when the downstream transactions are concluded. AGRA's contract with the Supplier of FL-RS will, among other things, require AGRA to sign off the selection of Agro-Dealers and beneficiaries selected, based on the application by the Supplier of (1) RE-GAIN eligibility criteria to guide selection of Agro-Dealers with whom it will enter contracts, and (2) RE-GAIN criteria to select beneficiary Farmers. To facilitate compliance with these due diligence contractual obligations AGRA will develop templates to score criteria and establish documentary proof, and ensure Suppliers have skills to apply the eligibility criteria robustly. AGRA will also conduct spot checks of the Supplier and its agro-dealer network, to ensure that standards of compliance and quality are being delivered. It should finally be noted that although the RE-GAIN order for a procurement drives the deal and reduces the risk of loan default, if this financing model facilitates a loan agreement between a financial institution and an FL-RS supplier to drive working capital, no RE-GAIN funds will be used to lend to the Supplier or to make payments to the financial institution.

Model 2 aims to increase cooperative and SME creditworthiness and/or lower borrowing costs. This model uses GCF grants to unlock larger ticket items for farmer collectives and SMEs. The legal basis of Model 2 is a **multi-party contract between RE-GAIN, the Supplier, the Financial Institution, and the Youth Group.** Each party including the Youth Group shall comply with REGAIN eligibility criteria which will establish registration status and the legal capacity of prospective parties to enter contracts. Under this agreement, RE-GAIN will commit to an upfront co-payment of 30%[5] of the purchase price for the targeted equipment, on condition that the youth group, commits to the remaining 70%. The youth group payment will in turn be facilitated through a loan from the partner FI, with the supplier providing a repurchase assurance, thereby sharing the risk between the supplier and the FI. RE-GAIN will facilitate the negotiations, ensuring that all aspects of the agreement meet the eligibility criteria that guides the selection of partners. The agreement will require RE-GAIN to deposit the 30% co-payment into a blocked holding account, pending delivery of the equipment when the remaining 70% is paid to the equipment supplier by the youth group. When the equipment is delivered, RE-GAIN will release the 30% co-payment to the supplier, and the youth group will have full possession and use of the equipment which is to be used to service local farmers

[3] Note: the specific ratios will vary based on context of local markets in each country, with more developed markets receiving a smaller subsidy than less developed markets. A three-for-two model has been used as a base for demonstration purposes. The rations for each target market will be finalised when the contract between suppliers FIs and AGRA are entered into. RE-GAIN staff will initiate negotiations on value for money in line with the state of the local market, which will be used to determine the ratios.

[4] The maximum retail sales price and number of items per customer — as well as the eligibility criteria and geography where the sales at reduced cost can be made — will be included as part of the agreement between AGRA and the suppliers as a condition for participation in the scheme.

[5] Note: 30% is used as an average co-payment value for demonstration purposes; however, the specific co-payment will vary depending on the nature of the goods purchased and the state of development of the local market.

who pay for FL-RS services. This income is to be used to repay the loan with the equipment itself serving as collateral that can be repossessed by the financial institution in the event of default.

4.4 COUNTRY REGULATORY FRAMEWORKS

This section considers each of the likely partnership structures described that are central to the provision of services in Components 1 and 2 of RE-GAIN. Notably, activities under Component 3 which target technical assistance to policy makers, will be provided by consultant experts who will be procured to meet specifications set out in individual contracts. AGRA's obligations with respect to employment and other labour contracts, including taxation, health and safety and non-discrimination are detailed in Section 3.3. AGRAs compliance requirements associated with implementation of Model 1 or Model 2 are considered by country in the subsequent sub-sections.

4.4.1 Burkina Faso

Model 1 Compliance Requirements

- **Business Registration and Compliance:** AGRA shall require suppliers and agro dealers to comply with the Organisation for the Harmonisation of Business Law in Africa (*OHADA) Uniform Act* and with the *General Commercial Law, Commercial Companies and Economic Interest Grouping Act*, and *Business Licensing Ac 2013.* These laws regulate the registration, operation, and management of commercial entities including their governance and reporting requirements. **Prior to contracts suppliers and agro dealers shall produce registration documentation** confirming their compliance with local governance requirements.

- **Contract Law:** Governed by the *OHADA Uniform Act on Contracts, December 15, 2010*, all contracts between AGRA, suppliers, and agro dealers **shall contain the elements of offer, acceptance, consideration, and legal capacity**. These elements shall be in writing for enforceability and accountability.

- **Stamp Duty and Registration Requirements**: The *Code Général des Impôts* outlines a schedule of transactions subject to stamp duty. Stamp duty is not applicable to agreements for the purchase of goods, including FL-RS products.

- **VAT Compliance:** *The General Tax Code (Code Général des Impôts)* requires all suppliers and agro-dealers to register for VAT (Taxe sur la Valeur Ajoutée – TVA) if their annual turnover exceeds XOF 50,000,000 (approx. $84,583). AGRA shall request suppliers that include VAT costs in their invoices to provide tax compliance certificates and VAT registration certificates.

- **Environmental Compliance:** *Law No. 006-2013/AN (Environmental Code*) regulates environmental protection and sustainable development in Burkina Faso. Suppliers shall be required to provide environmental permits regulating pollution and waste disposal if deemed necessary and/or applicable.

- **Product Standards:** *Decree No. 2016-357 of May 13, 2016*, creates the Burkinabe Agency for Standardization, Metrology, and Quality (ABNORM). ABNORM is responsible for developing and enforcing quality standards, which cover various sectors including agriculture, food, construction, and industrial manufacturing. AGRA shall require manufacturers to show evidence of following ABNORM standards for product certification, quality and safety and if applicable, may request evidence such as a Standardisation Certificate from ABNORM, a technical sheet approved by the Research Institute of Applied Sciences and Technology, or other technical body as required.

Model 2 Compliance Requirements

- **Banking Laws:** AGRA shall only deal with partner banks that meet the capital and operational requirements to safely handle AGRA's financial activities, especially loan disbursements to youth groups and smallholder farmers. The *West African Economic and Monetary Union (WAEMU)* and the *Central Bank of West African States (BCEAO)* regulate banking activities in Burkina Faso. Law No 2008-22 (WAEMU Banking Law) establishes licensing, capital, risk management and supervisory requirements. During eligibility checks, partner banks shall be required to produce a license or certification issued by the BCEAO which is the primary legal document confirming the bank's right to operate.

- **Youth Group Registration:** The OHADA instruments outlined under model structure 1, above also apply to youth groups. Only youth groups formally registered under relevant laws for societies or cooperatives shall be eligible to partner with AGRA under this model.

4.4.2 Ethiopia

Model 1 Compliance Requirements

- **Business Registration and Compliance:** Suppliers and agro dealers shall be required to comply with the *Commercial Code of Ethiopia 2021* and be registered under the *Commercial Registration and Licensing Proclamation No. 980/2016.* Suppliers and agrodealers shall be required to produce business registration certificates. Additionally, the *Commercial Registration and Licensing Council of Ministers Regulation No. 392/2016* (with its amendments) also sets licensing requirements for entities operating in services and agriculture sectors. Suppliers should be able to produce Commercial Registration Certificates on request.

- **Contract Law:** AGRA shall enter contracts with suppliers and require any and all sub-contracts therein to be in accordance with the Civil Code of Ethiopia. All agreements with suppliers and agro dealers shall be in writing and be legally binding.

- **Stamp Duty and Contract Registration Requirements**: The *Stamp Duty Proclamation* outlines a schedule of transactions subject to stamp duty. Stamp duty is not payable on agreements relating to the purchase of goods and there is no requirement that these need to be to be registered with a government authority as it is mostly agreements relating to real estate transactions that require registration.

- **VAT Compliance:** Suppliers with an annual turnover exceeding ETB 1,000,000 shall register for VAT under *Proclamation No. 1341/2024*, which imposes a VAT rate of 15%. AGRA shall require suppliers to produce VAT registration certificates and tax compliance certificates if VAT charges appear in their invoices.

- **Environmental Compliance:** The Environmental Pollution Control Proclamation No. 300/2002 requires suppliers to obtain environmental permits for pollution control and waste management. AGRA shall confirm with suppliers whether their activities require environmental permits and shall require that suppliers provide the necessary permits from the Environmental Protection Authority if it is applicable to do so.

- **Manufacturing Standards:** Suppliers with whom AGRA deals shall comply with the *Ethiopian Standard Agency Establishment Council of Ministers Regulation No. 193/2010*, which was renamed to the Ethiopian Standards Institute (ESI). The ESI sets standards for product safety, quality, and performance. **Competency certificates** issued by portfolio ministries, in this case the **Ministry of Agriculture**, permit manufacturers to use the **national standard mark** to indicate compliance with the ESI and will display the standard on its product or packaging. AGRA shall require manufacturers to provide certification of the FL-RS products as required.

Model 2 Compliance Requirements

- **Banking Laws:** AGRA will ensure that partner banks meet the capital and operational requirements to safely handle AGRA's financial activities, especially loan disbursements to youth groups and smallholder farmers. Financial institutions with whom AGRA deals shall be licensed by the National Bank of Ethiopia (NBE) under *Banking Business Proclamation No. 592/2008.* Banks shall provide AGRA with a copy of their operating license issued by the NBE.

- **Stamp duty and Registration:** Loan agreements are subject to stamp duty, generally at a rate of **0.1%** of the loan amount, though rates can vary depending on the type of loan or the parties involved. Additionally, these agreements do not need to be registered with a government authority, unless the collateral is provided in the form of real estate, where the registration would be with the land registration authorities.

- **Youth Group Registration:** Youth groups who are party to Model 2 shall be registered as legal entities, either as societies under *The Charities and Societies Proclamation No. 621/2009*, which governs civil society organizations in Ethiopia; or under *The Cooperative Societies Proclamation No. 985/2016*, if operating as an economic or commercial youth group. If operating as SMEs, the youth group shall be registered with the Ministry of Trade and Industry or the relevant local government office responsible for SMEs. A Certificate of Registration shall be provided to AGRA during the application of eligibility criteria during partner selection.

4.4.3 Kenya

Model 1 Compliance Requirements

- **Business Registration and Compliance**: Suppliers and agro dealers participating in Model 1 shall be registered as either companies, sole proprietorships or partnerships. Under the *Companies Act 2015*, suppliers and agro dealers shall be registered with the *Business Registration Service (BRS).* If AGRA is deemed to be entering into a partnership this shall be registered under the Registration of Business Names Act, Cap 489. AGRA shall require suppliers and agro-dealers to produce registration certificates and tax compliance certificates during eligibility checks.

- **Contract Law**: Contracts shall meet the requirements of the *Law of Contract Act Cap 23*, and AGRA shall ensure that all necessary elements (offer, acceptance, consideration, etc.) are present in all contracts to which it is a party. AGRA will ensure that all agreements are documented in writing.

- **VAT Compliance:** The VAT Act, Cap 476 provides for the imposition of VAT at 16% on taxable supplies made in or imported. The Act further provides that suppliers with a turnover exceeding KES 5,000,000 shall register with the KRA as VAT agents. AGRA shall request VAT registration certificates and tax compliance certificates from suppliers that include VAT charges in their invoices.

- **Stamp duty and contract registration requirements:** In Kenya, the Stamp Duty Act provides a schedule of transactions which are subject to stamp duty payments. Agreements relating to the purchase of FL-RS products shall not be subject to stamp duty and neither do they need to be registered with government authorities.

- **Environmental Compliance**: The *Environmental Management and Coordination Act (EMCA) 1999* mandates that suppliers shall comply with environmental regulations, including by obtaining permits from the *National Environment Management Authority (NEMA)* for pollution control and waste disposal. Suppliers, particularly those manufacturing storage protectants and control agents may be required to obtain license(s) from the NEMA with respect to effluent discharge and waste management. Where applicable, manufacturers shall supply AGRA copies of the NEMA Licenses they hold with respect to their activities (and any other certifications they may hold) to demonstrate their compliance with EMCA

- **Manufacturing Standards**: The *Standards Act Cap 496* mandates that suppliers comply with the Kenya Bureau of Standards (KEBS) which establishes specifications and codes of practice for products, including those related to agriculture. To use the **KEBS Standardization Mark**, manufacturers will obtain certifications from KEBS confirming that their product meets Kenyan standards for safety and quality. Where applicable, manufacturers shall furnish AGRA copies of their KEBS permit to demonstrate compliance with the Act during eligibility checks carried out in the procurement process.

Model 2 Compliance Requirements

- **Banking Laws**: AGRA will ensure that partner banks meet the capital and operational requirements to safely handle AGRA's financial activities. AGRA shall only deal with financial institutions licensed by the *Central Bank of Kenya (CBK)* under the *Banking Act Cap 488* and shall require Banks to provide relevant operating licences obtained from the Central Bank of Kenya: a commercial license for commercial banks, a microfinance license for microfinance (deposit taking) entities, a letter of no-objection for a non-deposit taking microfinance bank, or a digital credit provider licence for digital credit providers, during eligibility checks.

- **Stamp Duty and Contract Registration Requirements**: In Kenya, a nominal stamp duty is payable on agreements related to the borrowing of funds from financial institutions. These contracts do not require registration with government authorities as no collateral in the form of immovable property is involved.

- **Youth Group Registration**: Youth groups shall be registered under local laws such as the *Societies Act* or *Companies Act.* AGRA shall verify the legal status of youth groups as part of the eligibility criteria under this model.

4.4.4 Malawi

Model 1 Compliance Requirements

- **Business Registration and Compliance:** The Companies Act, Cap 46:03 requires suppliers and agro dealers to be registered with the Registrar of Companies and have a valid certificate of incorporation. Under the *Business Names Registration Act* sole proprietorships, partners and companies will register their name with the Registrar General. All businesses operating in agriculture and manufacturing or trade, shall obtain a licence to legally operate and comply with sector specific licensing requirements under *Business Licensing Act, CAP 46:01.* AGRA require a copy of a valid licence which would typically issue by a local or national licensing authority.

- **Contract Law:** Contracts shall be governed by common law which requires the elements of offer, acceptance and consideration, and capacity to be present. All agreements with suppliers and agro dealers shall be in writing and legally binding.

- **Stamp duty and Contract Registration:** Pursuant to the *Stamp duty Act*, agreements relating to the purchase of the FL-RS products shall not be subject to stamp duty and will not require registration by any government authorities.

- **VAT Compliance:** *Value Added Tax Act, Cap 42:02* applies to suppliers with a turnover exceeding MWK 10,000,000, to collect VAT at 16.5% on taxable sales of goods and services. Suppliers and agro dealers who charge VAT shall provide AGRA with proof of VAT registration and tax compliance.

- **Environmental Compliance:** The *Environment Management Act Cap 60:02* promotes sustainable use, protection and conservation of natural resources. The Act mandates manufacturers demonstrate environmental compliance, including obtaining permits for waste disposal and pollution control. Depending on the nature of the activity manufacturers are required to submit Environmental and Social Impact Assessment Reports to the Malawi Environmental Protection Authority (EPA) before embarking on a project. In some cases, the EPA may require that an Environment Management Plan be submitted instead of a full assessment. Where applicable, AGRA shall require suppliers to submit copies of their EPA licences to demonstrate their activities comply with EPA requirements during eligibility and spot checks.

- **Manufacturing Standards:** The *Malawi Bureau of Standards Act Cap 51:02* governs the promotion of standardization and codes of practice for commodities. Suppliers are required to adhere to these standards to ensure their products meet the relevant specifications for safety and quality and shall follow the Malawi Bureau of Standards (MBS) certification process, which includes obtaining a permit to use the MBS Standardization Mark, signifying compliance. Where applicable, manufacturers shall furnish AGRA a copy of their permit to demonstrate compliance with the Act during eligibility checks at the procurement stage.

Model 2: Compliance Requirements

- **Banking Laws:** AGRA will ensure that partner banks meet the capital and operational requirements to safely handle AGRA's financial activities. AGRA shall only partner with financial institutions licensed under the *Financial Services Act, Cap 44:05* which governs the capital liquidity, risk management. Given RE-GAIN's reliance on funding from international sources or cross-border payments, AGRA shall comply with exchange control rules through partner banks, which are required under the *Exchange Control Act, Cap 45:01* and shall report any foreign exchange transactions to the Reserve Bank of Malawi. To facilitate compliance AGRA shall request copies of the bank's operating license issued by the Reserve Bank of Malawi (RBM) during eligibility checks.

- **Stamp Duty and Contractual Requirements:** Agreements related to the borrowing of funds from financial institutions will be subject to stamp duty at a nominal fee of less than $20. These agreements will not require registration, as they do not involve collateral in the form of immovable property.

- **Youth Group Registration**: Youth groups shall be registered as legal entities according to the same business establishment laws outlined under Model 1 above. The MSMEs and Youth Groups shall supply information on whether they are formally registered. Most youth groups take the form of a society or a community-based organization and shall be requested, as such, to furnish copies of their registration certificates, constitutions (by-laws), list of members and list of officials. If the youth group is a business entity, they shall furnish copies of their registration certificates and official searches as per their registration forms under either the *Companies Act, 2013, Partnerships Act* or *Business Names Registration Act.*

4.4.5 Tanzania

Model 1: Compliance Requirements

- **Business Registration and Compliance**: *The Companies Act 2002* regulates the formation, operation and regulation of companies in Tanzania*.* Provisions that regulate ownership and trading nomenclature of companies include *The Companies Beneficial Ownership Regulations 2023, Business Names (Registration) Act Cap 213,* and the *Cooperative Societies Act 2013.* Manufacturers and agro dealers hold valid business licences (*Business Licensing Act Cap 208)*. Parties may only enter contracts if they have valid business registrations. Suppliers shall therefore be required to furnish a Certificate of Incorporations or Certificate of Compliance if registered as a branch; agro dealers should provide a Certificate of Registration of business name (if individual), or a Certificate of Incorporation or Compliance if registered as a branch; and farmers shall provide a Certificate of Registration if registered under the *Cooperative Societies Act.*

- **Contract Law**: *Law of Contract Act, Cap 345* governs the formation, execution and enforcement of contracts and outlines the general principles of contract law including offer, acceptance, consideration and capacity*. Sale of Goods Act, Cap 214* regulates the sale and purchase of goods and sets out implied warrantees about quality and fitness for purpose. AGRA shall ensure all purchase agreements involving the supply of FL-RS comply with provisions regarding quality and delivery warranties.

- **Stamp Duty and Contract Registration Requirements:** The *Stamp Duty Act* outlines a schedule of transactions that are subject to stamp duty payments. Agreements related to the purchase of FL-RS products are not subject to stamp duty and do not require registration with government authorities.

- **VAT Compliance**: *Value Added Tax Act Cap 148* provides for the imposition of an 18% VAT on taxable supplies made and imported into Tanzania, and on the supply of taxable services. Suppliers with a turnover exceeding TZS 50,000,000 shall register for VAT and AGRA shall request certificates of tax compliance if suppliers charge VAT in their invoices.

- **Environmental Compliance:** Manufacturers will comply with the *Environmental Management Act 2004* and ensure their activities do not negatively impact the environment. The *Environmental Impact Assessment and Audit)*

(Amendment) Regulations 2018 and Hazardous Waste Control and Management) Regulations 2021 regulate environmental standards for manufacturing companies including pollution and waste control; environmental impact assessments where applicable, and certification. AGRA shall require suppliers to produce certifications and permits obtained from the National Environment Management Council (NEMC) if activities are deemed applicable, during eligibility checks.

- **Manufacturing Standards:** The *Standards Act Cap 130* requires manufacturers to comply with standards set by the Tanzania Bureau of Standards (TBS). TBS oversees the certification process for manufacturers, ensuring that products meet safety and quality standards. *Plant Health Regulations 2022* apply standards to pesticides, phytosanitary measures, and regulate the importation and use of plans and plant products. Where applicable, manufacturers are required to obtain the TBS Standardization Mark, which denotes product compliance with Tanzanian standards. AGRA shall request suppliers demonstrate compliance with the Standards Act, where applicable.

Model 2: Compliance Requirements

- **Banking Laws:** AGRA will ensure that partner banks meet the capital and operational requirements to safely handle AGRA's financial activities. Under the Banking and Financial Institutions Act Cap 342, banks with whom AGRA deals shall be licensed by the Bank of Tanzania (BoT) and comply with local banking laws, prudential requirements and supervision (*The Banking and Financial Institutions Act 2006).* Partner banks shall demonstrate that they are duly licensed by Reserve Bank by providing: a commercial license for commercial banks; a microfinance license for a microfinance bank (deposit taking); a letter of no objection for a non -deposit taking microfinance bank; or a digital credit provider (DCP) license for a DCP**, during eligibility checks.**

- **Stamp Duty and Contract Registration Requirements:** The agreements entered into by the youth groups and the financial institutions shall be subject to stamp duty at a nominal fee of 1% of the value of the loan amount. The agreements shall not require registration as they will not relate to collateral provided in the form of immovable property.

- **Youth Group Registration:** Youth groups shall be legally registered, either as societies or cooperatives. For youth groups operating under commercial and partnership structures, the regulations cited under Model Structure 1 apply. If youth groups are NGOs, they shall comply with the provisions of the *Non-Governmental Organizations Act 2002 and* register with the NGO Coordination Board and provide a valid NGO Registration Certificate to AGRA.

4.4.6 Uganda

Model 1: Compliance Requirements

- **Business Registration and Compliance**: *Companies Act, Cap 106* governs the formation, regulation, and management of companies in Uganda. It is important for AGRA to verify the corporate status as well as compliance of the various entities including their registration forms, management, ownership and beneficial ownership under the different registration frameworks. AGRA shall require prospective partners to furnish Certificates of Incorporation (for entities incorporated in Uganda) and Certificates of Registration (for entities incorporated outside Uganda but registered in Uganda as foreign companies (branches). Partnerships, if applicable, shall be registered under the *Business Names Registration Act*. AGRA shall require suppliers and agrodealers to produce relevant registration certificates.

- **Contract Law**: Contracts shall comply with the *Contracts Act Cap 284* and the *Sale of Goods and Supply of Services Act Cap 292.* AGRA shall ensure all contracts to which it is a party are legally binding and in writing.

- **Stamp Duty and Contractual Requirements:** The *Uganda Stamp Duty Act* outlines a schedule of transactions subject to stamp duty. Stamp duty is not applicable to agreements for the purchase of goods, including FL-RS products. In addition, these agreements are not subject to registration requirements with government authorities.

- **VAT Compliance:** Value Added Tax, Cap 349, regulates the imposition, collection and administration of VAT in Uganda. VAT is charged at 18%, and suppliers with a turnover exceeding UGX 150,000,000 will register for VAT. AGRA shall ensure VAT registration and compliance for manufacturers and agro dealers who include VAT charges in their costs by requiring production of a tax compliance certificate.

- **Environmental Compliance:** The *National Environment Act Cap 181* mandates environmental compliance, including obtaining permits for pollution control and waste management and the management of hazardous chemicals, biodiversity offsets, strategic environmental assessments, and the management of plastics and plastic products. AGRA shall request suppliers to produce certificates of compliance of evidence that there is not requirement, during eligibility checks.

- **Manufacturing Standards:** *Uganda National Bureau of Standards (Certification) Regulations, 2021,* establishes the Uganda National Bureau of Standards (UNBS) and regulates the development and enforcement of standards for products, services and systems in Uganda. Products that meet the national standards will obtain the UNBS certification and display the UNBS Quality Mark. Suppliers who are manufacturers should submit to AGRA a copy of their permit to demonstrate compliance with the Act. Manufacturers or suppliers who are importers will be issued an import clearance certificate by the UNBS demonstrating compliance with the *Uganda National Bureau of Standards (Inspection and Clearance of Imports) Regulations*. Suppliers shall be required to furnish AGRA with copies of relevant certification to demonstrate their compliance with the Act during eligibility checks.

Model 2: Compliance Requirements

- **Banking Laws:** AGRA shall ensure that partner banks meet the capital and operational requirements to safely handle AGRA's financial activities. *The Bank of Uganda Act, Cap 54* governs the operations of the Bank of Uganda (BoU). All banks with whom AGRA deals shall be licensed by the Bank of Uganda to operate in the Ugandan financial system and comply with financial reporting and audit requirements. AGRA shall verify that all partner banks, microfinance institutions, payment service providers, and other financial institutions are properly licensed by the relevant regulatory authority (Bank of Uganda, Uganda Microfinance Regulatory Authority, or Capital Markets Authority) during eligibility checks.

- **Stamp Duty and Contractual Registration:** A nominal amount of stamp duty (1% of the contract value) is payable in respect of loan agreements with banks. Registration of the agreement is not a requirement as it does not relate to purchase or the provision of security in the form of real estate.

- **Youth Group Registration:** Youth groups shall be registered as legal entities. AGRA shall ensure compliance with local laws for youth group registration and ensure they have standing to enter into partnership agreements, adhering to the *Partnerships Act* as presented in Model Structure 1 above. Youth groups may also be registered as Savings and Credit Co-operatives (SACCOs). As such, they shall furnish copies of their registration certificates, constitutions (by-laws), list of members and list of officials to AGRA during eligibility checks. Youth group MSMEs should furnish copies of their registration certificates and official searches as per their registration forms under either the Companies Act, Partnerships Act or Business Names Registration Act.

4.4.7 Zambia

Model 1: Compliance Requirements

- **Business Registration and Compliance:** Under the *Companies Act 2017* and the *Business Regulatory Act 2014*, all parties including suppliers and agro dealers shall be legally registered entities. AGRA shall verify their corporate status and compliance obligations by reviewing their registration certificates which may be obtained through an official search issued under the Patents and Companies Registration Agency (PACRA), and/or the Registrar of Companies. The registrations shall include details indicating directorship, membership, registered addresses, and names of the entities.

- **Contract Law:** *Law of Contract Act* governs contracts between all parties and establish the elements of a valid contract. AGRA shall ensure that contracts are in writing and signed, including with smallholders.

- **VAT Compliance:** *The Value Added Tax Act (Cap 331) provides* for the imposition of VAT on taxable sales of goods and services made or imported into Zambia. Individuals and companies whose turnover exceed ZMW 800,000 shall register for VAT, which is applied at a rate of 16%. AGRA shall ensure VAT registration and compliance for suppliers and agro dealers which include VAT in their costs, requiring them to submit proof of VAT registration, and a tax compliance certificate.

- **Stamp Duty and Contract Registration:** There is no stamp duty requirement in Zambia and agreements for the purchase of FL-RS products do not need to be registered with government authorities.

- **Environmental Compliance**: Subject to their activities, manufacturers will comply with the *Environmental Management Act 2011*, including obtaining permits for pollution control and waste management. Manufacturer-suppliers should where applicable submit to AGRA copies of the Zambia Environmental Management Agency (ZEMA) Licences they hold with respect to their activities to demonstrate their compliance with international environmental management standards.

- **Manufacturing Standards:** The *The Standards Act (Act No. 4 of 2017)* provide for standardisation and quality assurance of products and services through the setting of national standards and provision of conformity assessment services for products and services. The Zambia Bureau of Standards established under the Standards Act, oversees compliance with these regulations and manufacturers will obtain certification to use the ZABS Standardization Mark, certifying that their products meet the required standards.

Model 2: Compliance Requirements

- **Banking Laws:** AGRA will ensure that partner banks meet the capital and operational requirements to safely handle AGRA's financial activities. *The Bank of Zambia Act, Cap 360* requires that Banks be licensed by the Bank of Zambia (BoZ) while the *Banking and Financial Services Act 2017* regulates the operations and supervisory of banks and other financial institutions. *The Prudential Guidelines, 2007,* make provision for information disclosure, transparency in interest rates, fees, charges and set prudential requirements for banks. AGRA shall require all financial institutions with whom it deals to provide AGRA with a copy of their operating license issued by the Bank of Zambia.

- **Stamp Duty and Contract Registration:** There are no stamp duty requirements applicable and registration of the loan agreements shall not be required as these do not relate to immovable property.

- **Youth Group Registration:** Youth groups will be legally registered; most take the form of a society or a community-based organization. As such, they shall be required to furnish copies of their registration certificates, constitutions (by-laws), list of members and list of officials.

5 Eligibility Criteria as a Cornerstone of Legal Due Diligence

5.1 COUNTERPARTY RISK AND PREVENTING MONEY LAUNDERING AND THE FINANCING OF TERRORISM

AGRA has set out robust procurement requirements in its Procurement Plan. In addition, to guide the selection of qualified partners AGRA has created eligibility criteria which is designed to ascertain the track record and expertise and 'fit for purpose-ness' of prospective partners. These eligibility criteria have also been specifically designed to support robust counterpart due diligence and AML/CFT checks before relationships are formed. The following categories of eligibility criteria will be applied by AGRA procurement officers to inform the selection of all the prospective partners who stand to benefit from the financial transactions related to the delivery of technical assistance provided under Component 1, and the procurement and delivery of Food-Loss Reduction Solutions (FL-RS) under Component 2 of the proposed programme.

These criteria have been expressly informed by the AML Policy and facilitate crucial due diligence checks including identity and corporate status checks, tax compliance, financial statement and expected payment mode checks. The criteria have been designed with specific stakeholders in mind, and cover smallholder farmer and community beneficiaries; agro-traders, processers and agrodealers, equipment and FL-RS manufacturers, financial service providers equipment buyers or operators, cooperatives and youth groups.

5.2 ELIGIBILITY CRITERIA FOR PROGRAMME AREA

Selection of geographical location in the target countries for the RE-GAIN project. Below is the selection criteria that will be considered:

- Areas that have significant smallholder agriculture production.
- Production areas that are recognized by local government as high productivity areas. Consultation will be key in the selection process
- Proximity to existing agro-dealer network and or agriculture input and output businesses,
- Where selected value chains are being produced and or traded
- Where there is existing AGRA investments in extension systems, enhanced productivity and support to market systems
- Areas that have previously and are currently being serviced by financial products by financial institutions
- Existing infrastructure communications infrastructure to allow accessibility to the area
  Demographics: Areas that have a potential for spillover or scaling effect due to the existence of a significant number of value chain actors (farm to market).
- Synergies with other existing projects and initiative

5.2 ELIGIBILITY CRITERIA FOR VBAS AND TRAINERS OF TRAINERS

AGRA shall apply the following criteria during the selection of VBAs/ TOT:

These will be selected in the RE-GAIN Programme's Host Countries applying the following criteria:

- Is a resident of the community or resides in the geographical location/area of the target beneficiaries/farmers.
- At least 10th grade education.
- Knowledge of farming must have at a minimum .05 hectare of farmland.
- Already identified as a 'lead farmer' communities by other government or partner programmes.
- A member of existing community-based groups (farmer cooperative, farmer groups, nutrition groups youth groups etc);
- Entrepreneurial skills are an advantage.
- Where local practices demand, be selected or endorsed by local community leaders; and
- Women and youth will be preferred VBA candidates.

5.3 ELIGIBILITY CRITERIA FOR EXTENSION SERVICES RECIPIENTS

The different training activities will target actors across the agricultural value chain, including smallholder farmers and the communities that they form, agrodealers, food processors, manufacturers of FL-RS, financial service providers, and MSMEs or service providers that act across the value chain. Below are the eligibility criteria across these different groups under the RE-GAIN programme. to be included in extension services.

5.3.1 Eligibility Criteria for Smallholder Farmers and Communities

- Smallholder farmers in specific or selected project geographical location with land sizes of between 0 – 2.5 hectares.
- Smallholder farmers (as defined above) that grow relevant crops (usually staples crops).
- Smallholder farmers that are members of local farmer groups in the targeted geographical areas.
- Smallholder farmers with limited access to farming inputs.
- Smallholder farmers with limited or level of access to extension services.
- Economic status based on level of income projections based on productivity levels achieved from both on-and-off farming activities.
- Farmers selected by local community and/or government leadership as priority and or vulnerable farmers (these usually include productive farmers that serve as model farmers, youth, women, special/marginalised groups)

5.3.2 Eligibility Criteria for Agricultural Traders, Processors, and Agrodealers

- These partners will be sourced competitively in the RE-GAIN programme's target countries based on the criteria below:
- Legal capacity to operate: Registration (and ability to produce registration certificate) as a sole trader, partnership, franchise, cooperative, or limited liability company in good order with the local tax authorities.

- If operating as an importer, evidence of compliance with import permits.
- If appropriate, demonstrated compliance with any Environmental standards or requirements to obtain licences or environmental impact assessments, reports or management plans as required by local laws.
- Proof of VAT registration.
- Preferably a track record of stocking and selling approved and or certified FL-RS (hermetic bags or tarpaulins) preferably of the selected manufacturer or importer.
- At least 3 years of management accounts preferably audited.
- Willingness and financial capacity to stock hermetic technology at the right time (harvest).
- Presence in the geographies selected for the programme.
- Offers the best value in terms of additional services to small scale producers like moisture meters, training, credit and after sales services (aggregation, access to markets).

5.3.3 Eligibility Criteria for Manufacturers of FL-RS

These partners will be sourced competitively in the RE-GAIN programme's target countries based on the criteria below:

- Legal capacity to operate: Registration (and ability to produce registration certificate) as a sole trader, partnership, franchise, cooperative, or limited liability company in good order with the local tax authorities.
- If operating as an importer, evidence of compliance with import permits
- If appropriate, demonstrated compliance with any Environmental standards or requirements to obtain licences or environmental impact assessments, reports or management plans as required by local laws.
- Proof of VAT registration
- Preferably a track record of producing and selling FL-RS (hermetic bags or tarpaulins) that is approved by the national authorities.
- At least 3 years of management accounts preferably audited.
- Registration as a sole trader, partnership, franchise, cooperative, or limited liability company in good order with the local tax authorities
- Willingness and financial capacity to expand the production levels and distribution network (agrodealers, cooperatives, development projects,) for the FL-RS
- Willingness and financial and human capacity to develop and deploy (subsidized) marketing efforts to enhance uptake of the FL-RS among small scale producers.
- In case the manufacturer or importer needs a loan: have a viable business proposal and the ability to repay the facility according to the bank.
- Offers the best value (number of bags distributed in difficult to reach or not yet reached geographies, level of subsidy needed, investment in market development at small scale farmer level) for the subsidy amount available.

5.3.4 Eligibility Criteria for Finance Service Providers

These partners will be sourced competitively in the RE-GAIN programme's target countries based on the criteria below:

- Financial institutions can demonstrate they are licensed, regulated and supervised by the relevant authorities (Central Bank, MFI regulatory body, cooperative agency); and in compliance with any prudential liquidity requirements.
- Willingness to open a (sub) bank account in AGRA's name at no/low cost.

- The extent to which the bank offers interest rate on the deposit and has willingness to offer loan facilities to manufacturers and/or importers of FL-RS

5.3.5 MSMEs or Service Providers

These partners will be sourced competitively in the RE-GAIN programme's target countries based on the criteria below:

- Registration certificate if formally required under national laws.
- Copy of constitution, and full list of members and officials
- Preferably a track record (based on physical records) as a service provider to small scale producers (can be in extension, aggregation of produce, selling of inputs or provision of mechanized services)
- Presence in the geographies selected for the programme and qualified staff or members that have experience in operating, repairing and servicing the machinery.
- Willingness and ability to buy machinery for the purpose of renting it out to small scale producers.
- In case the equipment owner and/or operator need a loan: have a viable business proposal and ability to repay the facility according to the bank (with the use of de-risking instrument).
- Willingness and financial capacity to develop and deploy marketing efforts to enhance uptake of the FL-RS services among farmers.

5.4 ELIGIBILITY CRITERIA FOR EXTENSION SERVICES DELIVERY PARTNERS

The potential [programme/implementing] partners are not-for-profit, non-governmental organizations, private sector organizations, regional economic or specialized bodies, government departments with technical expertise and competencies in agrifood systems, policy development, monitoring and implementation, project management, scientific and social research, natural resources management, climate change, training, capacity building, knowledge management and other relevant areas.

5.4.1 Fit for Purpose

Institutions/organizations intending to work with AGRA in this area of work will demonstrate that they meet the following requirements to be eligible to receive financing from AGRA:

- Unless specifically stated otherwise in this section, will be registered in the national country with valid registration documents.
- For its stated area of expertise, organization will produce certifications, marks or permits as required by national legislations, demonstrating adherence with relevant codes of practice, industry standards etc.
- Organization's primary business activity will be in the stated focal countries.
- Organization will be in a sound financial condition.
- Organization will have sufficient existing capability/capacity to perform as required. AGRA may consider limited funding for capacity building only if the entity's proposal is determined to be of interest to AGRA.
- Organization will have demonstrated favourable past performance record.
- Organization will have accounting systems, procurement practices and corporate integrity/ethics aligned to AGRA systems and values.

- Organization will not have been previously excluded from the eligibility to receive funding from any of AGRA's partners.
- Demonstrate inclusivity and promote sustainability principles in past project activities.

5.4.2 Technical Competencies

Other key considerations – these will be dependent on the thematic focus of the work being undertaken:

a) Minimum of 5-7 years of demonstrable organization working experience in any/all or a combination of the following systems level areas: Value Chain Development, Sustainable Farming, Seed systems, Fertilizer and Soil health systems, Market and Financial Access systems, MSME development, Agriculture and/or Food systems policy, Climate Change, Natural Resources Management, Extension and Input Distribution systems, and Climate-smart Agriculture in Africa.
b) Demonstrable ability to work with private sector partners and have experience leading/facilitating value chain development, linkage of smallholder farmers to markets, and resilience building initiatives.
c) Experience working with women and youth (and other underserved groups).
d) A team with experience working in smallholder agriculture value chains in Africa; experience in natural resources management, climate change, MSME development and working with national institutions.
e) Present qualified personnel/CVs of key staff proposed
f) Applications should be in line with the RE-GAIN Programme's E&S policy, as further described on Annex 6

AGRA may request additional documentation to be submitted as part of the pre-award process. Organizations are advised that any funds made available are subject to AGRA's accountability and audit requirements.

Evaluation Criteria/Scoring Weights

The selection of partners will follow the below scoring criteria, and percentages may vary slightly.

- Fit-for-Purpose (Governance and management) 20%
- Technical Ability and past experience 50%
- Personnel Qualification and others 20%
- Approach and methodology 10%

5.5 ACTIVITIES UNDER COMPONENT 2:

5.5.1 Models 1 & 2

Eligibility Criteria for Manufacturers of Individual Farmer Level Solutions

These partners will be sourced competitively in the RE-GAIN programme's target countries based on the criteria below:

- Legal capacity to operate: Registration (and ability to produce registration certificate) as a sole trader, partnership, franchise, cooperative, or limited liability company in good order with the local tax authorities
- If operating as an importer, evidence of compliance with import permits

- If appropriate, demonstrated compliance with any Environmental standards or requirements to obtain licences or environmental impact assessments, reports or management plans as required by local laws
- Proof of VAT registration
- Preferably a track record of producing and selling FL-RS (hermetic bags or tarpaulins) that is approved by the national authorities
- At least 3 years of management accounts preferably audited
- Registration as a sole trader, partnership, franchise, cooperative, or limited liability company in good order with the local tax authorities
- Willingness and financial capacity to expand the production levels and distribution network (agrodealers, cooperatives, development projects,) for the FL-RS
- Willingness and financial and human capacity to develop and deploy (subsidized) marketing efforts to enhance uptake of the FL-RS among small scale producers
- In case the manufacturer or importer needs a loan: have a viable business proposal and the ability to repay the facility according to the bank.
- Offers the best value (number of bags distributed in difficult to reach or not yet reached geographies, level of subsidy needed, investment in market development at small scale farmer level) for the subsidy amount available.

Eligibility Criteria for Agrodealers distributors of FL-RS

These partners will be sourced competitively in the RE-GAIN programme's target countries based on the criteria below:

- Legal capacity to operate: Registration (and ability to produce registration certificate) as a sole trader, partnership, franchise, cooperative, or limited liability company in good order with the local tax authorities
- If operating as an importer, evidence of compliance with import permits
- If appropriate, demonstrated compliance with any Environmental standards or requirements to obtain licences or environmental impact assessments, reports or management plans as required by local laws
- Proof of VAT registration
- Preferably a track record of stocking and selling approved and or certified FL-RS (hermetic bags or tarpaulins) preferably of the selected manufacturer or importer.
- At least 3 years of management accounts preferably audited.
- Willingness and financial capacity to stock hermetic technology at the right time (harvest).
- Presence in the geographies selected for the programme.
- Offers the best value in terms of additional services to small scale producers like moisture meters, training, credit and after sales services (aggregation, access to markets)

Eligibility Criteria for Financial Institutions

These partners will be sourced competitively in the RE-GAIN programme's target countries based on the criteria below:

- Financial institutions can demonstrate they are licensed, regulated and supervised by the relevant authorities (Central Bank, MFI regulatory body, cooperative agency), and in compliance with any prudential liquidity requirements.
- Willingness to open a (sub) bank account in AGRA's name at no/low cost.

- The extent to which the bank offers interest rate on the deposit and has willingness to offer loan facilities to manufacturers and/or importers of FL-RS

5.5.2 Model 3

Eligibility criteria for the selection of equipment manufacturers

These partners will be sourced competitively in the RE-GAIN programme's target countries based on the criteria below:

- Legal capacity to operate: Registration (and ability to produce registration certificate) as a sole trader, partnership, franchise, cooperative, or limited liability company in good order with the local tax authorities
- If operating as an importer, evidence of compliance with import permits
- If appropriate, demonstrated compliance with any Environmental standards or requirements to obtain licences or environmental impact assessments, reports or management plans as required by local laws
- Proof of VAT registration
- At least 3 years of track record of producing and selling FL-RS (threshers, shellers) that are certified by the national authorities as meeting standards and codes of practices as set out in national legislation.
- Willingness and financial capacity to expand the production levels and distribution network for the FL-RS
- Willingness and financial capacity to develop and deploy (subsidized) marketing efforts to enhance uptake of the FL-RS among service providers
- At least 3 years of management accounts preferably audited
- In case the manufacturer or importer needs a loan: have a viable business proposal and the ability to repay the facility according to the bank.
- Offers the best value (risk sharing in case of default, buy back guarantees, after sales services, maintenance, spare parts, …) for the funding available to increase uptake of the FL-RS.

Eligibility criteria for the selection of equipment buyers or operators: cooperatives and youth groups

These partners will be sourced competitively in the RE-GAIN programme's target countries based on the criteria below:

- Registration certificate if formally required under national laws
- Copy of constitution, and full list of members and officials
- Preferably a track record (based on physical records) as a service provider to small scale producers (can be in extension, aggregation of produce, selling of inputs or provision of mechanized services)
- Presence in the geographies selected for the programme and qualified staff or members that have experience in operating, repairing and servicing the machinery
- Willingness and ability to buy machinery for the purpose of renting it out to small scale producers
- In case the equipment owner and/or operator need a loan: have a viable business proposal and ability to repay the facility according to the bank (with the use of de-risking model).
- Willingness and financial capacity to develop and deploy marketing efforts to enhance uptake of the FL-RS services among farmers

Eligibility criteria for financial institutions

These partners will be sourced competitively in the RE-GAIN programme's target countries based on the criteria below:

- Financial institutions will demonstrate they are licensed, regulated and supervised by the relevant authorities (Central Bank, MFI regulatory body, cooperative agency) and in compliance with any prudential liquidity requirements
- Experience and willingness to offer asset financing facilities of between USD 1.000 and USD 10.000 to equipment buyers and/or operators
- Willingness and ability to deploy an innovative risk sharing mechanism and extent to which GCF resources are leveraged by the financial institution's own resources (level of risk share)
- Willingness to open a (sub)bank account in AGRA's name at no/low cost and interest rate offered on the AGRA deposit
- Presence (branch or agents) in the geographies where the programme will be implemented
- Activities under Component 3:

Working with mandated government institutions in the areas of focus across the different countries in scope of the programme.

6 Recommendations

6.1 PROCEEDURES TO STREAMLINE AGRA'S CONDUCT OF LEGAL DUE DILIGENCE

Based on the analysis of the legal due diligence requirements across the seven countries, the following sub sections summarize the common elements AGRA shall undertake to systematize its legal due diligence checks across its operations, processes and partnering arrangements for RE-GAIN.

6.1.1 Business Registration and Compliance

Although legal obligations may not accrue directly to AGRA, guided by the Procurement Plan (Annex 10) and AML/CFT Risk Assessment (Annex 20), AGRA shall conduct, or require its contractors to perform rigorous counterparty due diligence of prospective RE-GAIN delivery partners applying eligibility criteria and providing the necessary proofs, during the procurement of any suppliers, agro-dealers, banks, and youth groups. AGRA shall require all such counterparties or their sub-contractors to demonstrate evidence of legal registration in line with relevant national authorities. AGRA shall obtain, or require to be obtained:

- certified copies of registration certificates from the manufacturers, agro-dealers and suppliers that AGRA engages;
- confirm that entities hold valid business licenses in their respective jurisdictions and are permitted to operate in their specific sectors such as agriculture, manufacturing, or banking.

6.1.2 Contract Law Compliance

To ensure contracts between AGRA and its partners (manufacturers, banks, agro-dealers, and youth groups), meet local contract law standards and best ethical and safeguarding practices, AGRA shall:

- Apply its existing standardized, written contract templates which make clear the legal elements of offer, acceptance, consideration, and capacity (following laws such as the OHADA Uniform Act in Burkina Faso, Law of Contract Act in Kenya and Tanzania, or Contracts Act Cap 284 in Uganda).
- Cascade the provisions of policies, including the Ethics Policy and the Safeguarding of Vulnerable Persons and Youth Policy, as contractual clauses in the agreements and explicitly include them in the AGRA Partner's Code of Conduct which partners shall be required to sign once they are engaged.

6.1.3 Tax Compliance

During eligibility checks AGRA shall review audited or recent financial statements and determine make reasonable inquiries as to the VAT registration status of its partners. For all suppliers who include VAT charges in their invoices, AGRA shall require evidence of tax compliance through the production of a tax compliance certificate.

In addition, AGRA shall deduct withholding taxes from the payments of service providers in Kenya, Tanzania and Malawi.

6.1.4 Environmental Compliance

Reinforcing the environmental and social impact assessment and risk mitigation plans that inform the Funding Proposal, RE-GAIN operations will embody a principle of ‘do-no-harm’. AGRA shall:

- Ensure all RE-GAIN activities are aligned with any recommendations in the Environmental Social Risks Assessment and Mitigation Plan (Annex 6);
- Guided by the standards set out in Annex 6, decide to require manufacturers to submit copies of permits granted by environmental authorities (e.g., Zambia Environmental Management Agency (ZEMA), National Environment Management Authority (NEMA) in Kenya) for any activities not contemplated by the associate management or risk mitigation plans.

6.1.5 Product and Manufacturing Standards’ Compliance

Products manufactured, procured, supplied, and used to deliver RE-GAIN outcomes will meet national quality and safety standards, and manufacturers will be certified by relevant national standards bodies. AGRA shall:

- Where applicable, require supplier manufacturers to provide certifications from standardization bodies (e.g., Kenya Bureau of Standards (KEBS), Zambia Bureau of Standards (ZABS), or Uganda National Bureau of Standards (UNBS)), during eligibility checks.

6.1.6 Banking Laws and Financial Compliance

Banks involved in AGRA’s deal structures will meet capital and operational requirements and be licensed by central banks, to safely handle AGRA’s financial activities. AGRA shall:

- Confirm that partner banks are licensed by central regulatory authorities (e.g., Bank of Zambia, National Bank of Ethiopia, Central Bank of Kenya) during eligibility checks.

6.1.7 Youth Group Registration and Compliance

Facilitating the participation of youth groups to encourage social inclusion and livelihood gains is an important objective of RE-GAIN. Ultimately, youth groups will be registered as legal entities, either as cooperatives, societies, or businesses in each of the seven countries, with varying degrees of flexibility. AGRA shall:

- Verify the registration status of youth groups through registration certificates from cooperative agencies or local government bodies (e.g., Cooperative Societies Act in several countries);
- Request copies of youth groups' constitutions and by-laws, and ensure they are properly constituted to engage in contractual agreements during eligibility checks.

REFERENCES:

Country	Model Structure	Category	Relevant Regulation and Law
Burkina Faso	Model Structure 1: AGRA - Manufacturer - Agro-dealer - Farmer	Business Registration and Compliance	Organization for the Harmonisation of Business Law in Africa (OHADA) Uniform Act
			General Commercial Law
			Commercial Companies and Economic Interest Grouping Act
			Business Licensing Act 2013
		Contract Law	OHADA Uniform Act on Contracts, December 15, 2010
		VAT Compliance	The General Tax Code (Code Général des Impôts)
			General Tax Code
		Environmental Compliance	Law No. 006-2013/AN (Environmental Code)
		Product Standards	Decree No. 2016-357 of May 13, 2016
	Model Structure 2: AGRA - Bank - Manufacturer - Youth Group - Farmer	Banking Laws	West African Economic and Monetary Union (WAEMU)
			Central Bank of West African States (BCEAO)
			Law No 2008-22 (WAEMU Banking Law)
		Youth Group Registration	Harmonization of Business Law in Africa (OHADA
		Banking and Loan Agreements	Law No 2008-22 (WAEMU Banking Law)
Ethiopia	Model Structure 1: AGRA - Manufacturer - Agro-dealer - Farmer	Business Registration and Compliance	Commercial Code of Ethiopia 2021
			Commercial Registration and Licensing Proclamation No. 980/2016.
			Commercial Registration and Licensing Council of Ministers Regulation No. 392/2016 (with its amendments)
		Contract Law	Revised Family Code of 2020
		VAT Compliance	Proclamation No. 1341/2024
		Environmental Compliance	Environmental Pollution Control Proclamation No. 300/2002
			Environmental Impact Assessment Proclamation No. 299/2002

		Manufacturing Standards	Ethiopian Standard Agency Establishment Council of Ministers Regulation No. 193/2010
			Pesticide Registration and Control Proclamation No.674/2010
	Model Structure 2: AGRA - Bank - Manufacturer - Youth Group - Farmer	Banking Laws	Banking Business Proclamation No. 592/2008
			Foreign Currency Intermediation by Banks Directive No. SBB/82/2021
		Youth Group Registration	The Charities and Societies Proclamation No. 621/2009
			The Cooperative Societies Proclamation No. 985/2016
		Loan Agreements	Ethiopian Banking Law
Kenya	Model Structure 1: AGRA - Manufacturer - Agro-dealer - Farmer	Business Registration and Compliance:	Companies Act 2015
			Registration of Business Names Act, Cap 489
		Contract Law	Law of Contract Act Cap 23
			Stamp Duty Act, CAP 480
		VAT Compliance	VAT CAP 476
		Environmental Compliance	Environmental Management and Coordination Act (EMCA) 1999
		Manufacturing Standards:	Standards Act Cap 496
	Model Structure 2: AGRA - Bank - Manufacturer - Youth Group - Farmer	Banking Laws	Central Bank of Kenya (CBK) under the Banking Act Cap 488
			loan agreements comply with CBK's Prudential Guidelines
			Banking Act Cap 488
		Youth Group Registration	Societies Act or Companies Act
		Loan Agreements	Moveable Property Security Rights Act, 2017 (MPSR)
			CBK's Prudential Guidelines
Malawi	Model Structure 1: AGRA - Manufacturer - Agro-dealer - Farmer	Business Registration and Compliance	Companies Act, Cap 46:03
			Business Names Registration Act
			Business Licensing Act, CAP 46:01
		Contract Law	Partnerships Act, Cap 46:04
		VAT Compliance	Value Added Tax Act, Cap 42:02

		Environmental Compliance	Environment Management Act Cap 60:02
		Manufacturing Standards	Malawi Bureau of Standards Act Cap 51:02
	Model Structure 2: AGRA - Bank - Manufacturer - Youth Group - Farmer	Banking Laws	Financial Services Act, Cap 44:05
			Exchange Control Act, Cap 45:01
		Youth Group Registration	Companies Act, 2013
			Partnerships Act
			Business Names Registration Act
		Loan Agreements	Financial Services Act, Cap 44:05
			Exchange Control Act, Cap 45:01
Tanzania	Model Structure 1: AGRA - Manufacturer - Agro-dealer - Farmer	Business Registration and Compliance:	The Companies Act 2002
			Companies Beneficial Ownership Regulations 2023
			Business Names (Registration) Act Cap 213
			Cooperative Societies Act 2013
			Business Licensing Act Cap 208
			Cooperative Societies Act
		Contract Law	Law of Contract Act, Cap 345
			Sale of Goods Act, Cap 214
		VAT Compliance	Value Added Tax Act Cap 148
		Environmental Compliance	Environmental Management Act 2004
			Environmental Impact Assessment and Audit) (Amendment) Regulations 2018
			Hazardous Waste Control and Management Regulations 2021
		Manufacturing Standards	Standards Act Cap 130
			Plant Health Regulations 2022
	Model Structure 2: AGRA - Bank - Manufacturer - Youth Group - Farmer	Banking Laws	Banking and Financial Institutions Act Cap 342,
			The Banking and Financial Institutions Act 2006
		Youth Group Registration	Non-Governmental Organizations Act 2002
		Loan Agreements	Standard Form (Consumer Contracts) Regulations 2014

Uganda	Model Structure 1: AGRA - Manufacturer - Agro-dealer - Farmer	Business Registration and Compliance	Companies Act Cap 106
			Partnerships Act Cap 110
			Partnerships Act Cap 111
			Business Names Registration Act
		Contract Law	Contracts Act Cap 284
			Sale of Goods and Supply of Services Act Cap 292
		VAT Compliance	Value Added Tax, Cap 349
		Environmental Compliance	National Environment Act Cap 181
		Manufacturing Standards	Uganda National Bureau of Standards (Certification) Regulations, 2021
			Uganda National Bureau of Standards (UNBS) Import clearance certificate
			Uganda National Bureau of Standards (Inspection and Clearance of Imports) Regulations
	Model Structure 2: AGRA - Bank - Manufacturer - Youth Group - Farmer	Banking Laws	The Bank of Uganda Act, Cap 54
			The Financial Institutions Act Cap 57
			Microfinance Deposit-Taking Institutions (MDIs) Act, Cap 58
			Tier 4 Microfinance Institutions (MFIs) and Money Lenders Act, Cap 51
			National Payment Systems Act, Cap 59
		Youth Group Registration	Partnerships Act
			Companies Act
			Business Names Registration Act
		Loan Agreements	The Bank of Uganda Act, Cap 54
			The Financial Institutions Act Cap 57
			Microfinance Deposit-Taking Institutions (MDIs) Act, Cap 58
			Tier 4 Microfinance Institutions (MFIs) and Money Lenders Act, Cap 51
			National Payment Systems Act, Cap 59
Zambia	Model Structure 1: AGRA - Manufacturer - Agro-dealer - Farmer	Business Registration and Compliance	Companies Act 2017
			Business Regulatory Act 2014

		Contract Law	Law of Contract Act
		VAT Compliance	Value Added Tax Act (Cap 331)
		Environmental Compliance	Environmental Management Act 2011
		Manufacturing Standards	The Standards Act (Act No. 4 of 2017)
	Model Structure 2: AGRA - Bank - Manufacturer - Youth Group - Farmer	Banking Laws	The Bank of Zambia Act, Cap 360
			Financial Services Act 2017
			The Prudential Guidelines, 2007
		Youth Group Registration	N/A
		Loan Agreements	The Bank of Zambia Act, Cap 360
			Financial Services Act 2017
			The Prudential Guidelines, 2007