BIA
Successful Partnership

ROSH DEVELOPMENTS

'CASH CROPS & STUFFS'

CONSULTANCY & STRATEGIC ADVISORY PROCEDURE

(Commodity Transactions, Infrastructure & Structured Finance Projects)

---

1 Positioning Statement

B.I.A. Limited acts as an **Independent Consultant and Strategic Advisor**, providing:

- Transaction structuring
- Commercial negotiation oversight
- Counterparty verification
- Financial coordination
- Risk management advisory
- Process supervision through to completion

Consultant does **not act as principal buyer or seller**, unless separately agreed under a trading mandate.

---

2 Scope of Advisory Services

A. Transaction Structuring

- Review of commercial terms (FOB / CIF / LC / SBLC)
- Analysis of payment mechanisms
- Commission structuring & protection
- Risk allocation review
- Contract alignment before execution

BIA ltd.
Beverage Industries Africa Limited
P O Box 76285 00508 Nairobi, Kenya.
Tel: + 254 20 2660235 / 20 2660028 Direct
E-mail: info@bia.co.ke rmiranda@bia.co.ke rabia.omar@bia.co.ke
COI: C-103186 **PIN No:** P051152463T **VAT:** 0130213W

B. Due Diligence & Counterparty Screening

- Corporate verification
- Authority confirmation
- KYC & AML screening
- Verification of product documentation
- Bank instrument review (LC/SBLC wording)

C. Commercial Negotiation Oversight

- Alignment of:
  - Quantity
  - Specifications
  - Pricing formula
  - Shipment schedule
- Clarification of responsibilities
- Resolution of commercial ambiguities

D. Financial Coordination (Where Applicable)

For EPC-F or structured finance projects:

- Preparation of executive summaries
- Financial model review (IRR, DSCR, ROI)
- Coordination with financiers
- Facilitation of NDA & term sheet discussions
- Advisory support through financial close

3️⃣ Procedural Framework (Consultancy Model)

Phase 1 – Mandate & Engagement

- Execution of:
  - Consultancy Agreement

BIA ltd.
Beverage Industries Africa Limited
P O Box 76285 00508 Nairobi, Kenya.
Tel: + 254 20 2660235 / 20 2660028 Direct
E-mail: info@bia.co.ke rmiranda@bia.co.ke rabia.omar@bia.co.ke
COI: C-103186 **PIN No:** P051152463T **VAT:** 0130213W

    - NDA
- Clear definition of scope
- Fee structure agreed (retainer / success-based / hybrid)

Phase 2 – Documentation & Information Review

- Technical documentation review
- Commercial proposal analysis
- Risk assessment summary prepared
- Identification of gaps or inconsistencies

Phase 3 – Structured Engagement

- Advisory participation in:
    - Calls
    - Negotiations
    - Term revisions
- Commercial alignment between parties
- Drafting and reviewing key clauses

Phase 4 – Execution Oversight

- Monitoring of:
    - Instrument issuance
    - Performance guarantees
    - Shipment timelines
    - Funding milestones
- Advisory support until transaction conclusion

4️⃣ Fee Structure (Consultancy Format)

Unlike brokerage, consultancy fees are structured as:

Option A – Advisory Retainer + Success Fee

- Monthly advisory fee
- Plus success fee upon:
  - Contract execution
  - Shipment completion
  - Financial close

Option B – Pure Success Fee

- Percentage of transaction value
- Payable upon completion milestone

Option C – Structured Mandate Fee (Project Finance)

- Engagement fee
- Due diligence coordination fee
- Closing fee (1–3% typical range)

This positioning protects Consultants from being seen as an intermediary trader.

5️⃣ Governance & Compliance Standards

As Consultant & Advisor, Consultants:

- Does not take custody of funds
- Does not alter commercial terms unilaterally
- Does not misrepresent product or financial instruments
- Operates within AML & compliance frameworks
- Maintains confidentiality across all parties

6️⃣ Strategic Advantages of Consultant Positioning

Compared to brokerage:

Brokerage Agent	Consultant & Advisor
Seen as intermediary	Seen as strategic partner
Commission-only	Structured advisory fee
Often bypassed	Embedded in process
Lower authority	Higher influence
Transaction-only	Long-term relationship

This aligns much better with Consultants positioning in:

- EPC-F mandates
- Carbon projects
- Infrastructure financing
- Commodity structuring
- Government-linked projects

7️⃣ Strategic Note for Your Current Pipeline

For:

- Coal transactions
- Solar EPC-F
- Carbon projects
- Agro-industrial developments

Consultant positioning allows Consultants to:

- Control process flow
- Protect introductions
- Maintain authority
- Justify advisory fees
- Reduce exposure to trading risk

BIA ltd.
Beverage Industries Africa Limited
P O Box 76285 00508 Nairobi, Kenya.
Tel: + 254 20 2660235 / 20 2660028 Direct
E-mail: info@bia.co.ke rmiranda@bia.co.ke rabia.omar@bia.co.ke
COI: C-103186 **PIN No:** P051152463T **VAT:** 0130213W