



TERMS OF REFERENCE FOR THE PROVISION OF REPORTING ACCOUNTANT SERVICES FOR THE PROPOSED TANZANIA MORTGAGE REFINANCE COMPANY LIMITED BOND ISSUE

1. INTRODUCTION

Tanzania Mortgage Refinance Company, (TMRC) is a private financial institution established in 2010, to support banks and financial institutions in mortgage lending by prefinancing and refinancing their mortgage portfolios. It operates as a non-deposit-taking financial institution regulated by the Bank of Tanzania (BOT) and the Capital Markets and Securities Authority (CMSA). TMRC facilitates the availability of long-term liquidity to Primary Mortgage Lenders (PMLs).

2. OBJECTIVE

The objective of this assignment is to review TMRC audited financials and forecasts as part of TMRC bond issuance process requirements.

3. SCOPE OF WORK

- a) Review the appropriateness of the accounting policies used in the preparation of the audited financial statements as well as their compliance with TFRS, IAS and IFRS and the consistency of their application.
- b) Undertake an in-depth review of the financial statements with a view to forming a better understanding of the nature of the business and of the principal factors influencing its development.
- c) Undertake an in-depth review of the company systems, records and documents to identify issues that may impact on the listing and provide suggestions on how the issues can be resolved.

- d) Determine and assess the completeness, accuracy and appropriateness of financial information and activity level parameters used to prepare pro-forma financial statements and whether they are in accordance with the accounting policies of the company and key assumptions:
 - i. Review directors' forecasts and projections and assumptions.
 - ii. Propose and explain any financial adjustments made in the financial projections prepared by TMRCs' directors.
 - iii. Examine and report on the accounting policies and calculations used in the profit forecast and whether the accounting policies differ from International Financial Reporting Standards (IFRS).
 - iv. State if satisfied that the profit forecast, as far as the accounting policies and calculations are concerned, has been properly compiled based on the assumptions made by the directors.
 - v. Prepare and opine the report on the forecast for inclusion in the Information Memorandum.
- e) Report on the adequacy of the forecast working capital.
- f) Review a report by the directors on cash flow forecast prepared for purposes of the TMRC Bond issue and list with a view to establishing whether the TMRC has sufficient working capital to operate for at least 12 months from the date of listing on the Dar Es Salaam Stock Exchange.
- g) Check the integrity of and the basis of preparation, assumptions and accuracy of estimation and perform a sensitivity analysis of the data to potential exposures and determine and comment on how the changes affect the projections.
- h) Compile the financial information for the historical three years in compliance with the requirements of the Capital Markets and Securities (Prospectus Requirements) Regulations and the Capital Markets and Securities Authority (Corporate and Subnational Sustainability Bonds) (collectively the "CMSA Regulations").
- i) Review the audit evidence gathered by the auditors for historical three years to obtain satisfaction that the audit opinions were properly supported.

- j) Comment on drafts of the prospectus to ensure that the document is not misleading and contains no omissions of relevant financial information.
- k) Review the final prospectus and ensure that the information included is consistent with the Reporting Accountants' Report.
- l) Advice on accounting treatment of the various captions in the prospectus and advice on responses to comments raised by the regulators.
- m) Issue a consent letter to the issuer of the prospectus in connection with the inclusion therein of the Reporting Accountants' Report and references thereto and the name of the Reporting Accountants in the form and context in which they will appear and that the Reporting Accountants have not withdrawn their consent.
- n) Issue the Reporting accountant report for inclusion in the prospectus as required by the Capital Markets and Securities Authority.
- o) Attend weekly meetings at which the draft Information Memorandum will be discussed and present their observations; and

4. DELIVERABLES AND TIMEFRAME

S/N	Deliverables	Timeframe
1.	<p>Inception report, acceptable to the client.</p> <ul style="list-style-type: none"> i. Consultant's understanding of the scope of the assignment based on the Terms of Reference (TOR) ii. The proposed methodology iii. Action work plan 	Two (2) weeks after commencement of the assignment.
2.	Draft report in accordance with the scope of work.	Six (6) weeks after receipt of the client's comments on the inception report.
3.	Final Report to the client containing all items under the scope.	Two (2) weeks after receipt of the client's comments on the draft report.

5. WORKING ARRANGEMENTS

The Reporting Accountants will report to the Chief Finance Officer or appointed representative; and will work on day-to-day activities closely with the Senior Finance manager.

6. QUALIFICATIONS OF THE REPORTING ACCOUNTANTS

Reporting Accountants should have a solid track record in similar assignments with comprehensive experience in the bond issue and Initial Public Offers (IPO) as well as significant knowledge in housing finance market. Reporting Accountants must be knowledgeable of capital markets and financial institutions around the globe. Specifically, Reporting Accountant should possess the following:

- a) Must be registered by NBAA as accounting firm.
- b) Must have staff with:
 - i. Accounting qualifications such as CPA(T) or equivalent.
 - ii. Master's degree in accounting, finance or equivalent.
 - iii. Proven international experience and familiarity with best practice in mortgage markets.
 - iv. Must have in-depth knowledge of mortgage liquidity facilities including their operations, financial management and risk management.
 - v. Must have carried out similar assignment(s) in emerging market.

7. GENERAL TERMS AND CONDITIONS

During the entire period of the engagement, the selected Reporting Accountant Firm will be available to provide services to TMRC. In providing services to TMRC, the selected firm shall:

- vi. Ensure to the best of their reasonable endeavors the highest professional standards and exercise all due care, skill, and competence.
- vii. Ensure that the services provided shall be to the satisfaction of TMRC and the requirements of the assignment.
- viii. Render the services in a proper and timely manner.
- ix. Comply with the relevant laws and TMRC policies in providing the services.
- x. Ensure that all reports and documents prepared during the assignment are treated as TMRC property.

- xi. Ensure that the reports/documents or any part thereof are not used and reproduced in any manner without the prior written approval of TMRC; and
- xii. Adhere to any additional terms and conditions as shall be mentioned in the consultancy agreement.

8. SUBMISSION OF PROPOSAL.

Proposals should be delivered/applied online via the TMRC [Procurement Portal](#) not later than 1700hrs on 20th August 2025 to the address below:

The Chief Executive Officer
Tanzania Mortgage Refinance Company Limited
P.O BOX 7539, Dar Es Salaam, Tanzania.

ATTN: Chief Finance Officer

N.B

The tender will be opened on Friday, 22nd August 2025. In case of any technical challenges on the procurement portal on the URL address below <https://eprocurement.tmrc.co.tz/> kindly contact the below.

Email : sofia.sufiani@tmrc.co.tz

Phone : +255(0) 743 637 980

Email : jmlimbilah@tmrc.co.tz

Phone : +255(0) 757 858289

TMRC reserves the right to accept or reject any proposal without providing reasons.