EU4INNOVATION

Terms of Reference (ToR)

For

"Engagement of a service provider to support Innovation4Albania: Legal Framework and Structuring of Innovation Support Instruments"

Under
Challenge Fund, EU4Innovation 2023-2026 Project

Tirana, Albania
September 2026

The 'EU for Innovation' project, funded by the European Union, the German Federal Ministry for Economic Cooperation and Development (BMZ) and the Swedish International Development Cooperation Agency (Sida) is implemented by Deutsche Gesellschaft für Internationale Zusammenarbeit (GIZ) GmbH and Embassy of Sweden Tirana.

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TERMS OF REFERENCE AND SCOPE OF SERVICE

1. Background

Partners Albania for Change and Development (PA) is an Albanian NGO, established in 2001. PA's mission consists of the support of civil society and the facilitation of inter-sector cooperation to strengthen democratic institutions and advance economic development in Albania. PA is a member of Partners Global, a network of 19 independent organizations in Europe, the Americas, Africa, and the Middle East, working for peaceful and democratic change.

PA has built its operations in four key programmatic areas, namely:

1. **Enabling Environment and Sustainable Development of CSOs,** contributing to the empowerment of civil society actors and civic engagement through *capacity building* programmes, *monitoring and advocacy* for an enabling legal and practical environment for CSOs operation, and *financial support* for the sector.
2. **Entrepreneurship and Social Innovation,** developing and supporting the ecosystem of entrepreneurship and social enterprises (SEs) through research, advocacy, financial support mechanisms, expertise, and networking opportunities.
3. **Philanthropic Activity and Support Infrastructure,** developing and promoting philanthropic activity in the country through research, advocacy actions for an enabling environment, awareness raising, and promotion activities on the economic and social value of philanthropy.
4. **Transparent and Accountable Participatory Governance** contributing to the development and growth of civil society practitioners and public administration officials in their efforts to build strong institutions, manage open and transparent processes, and overcome corruption.

PA has vast experience in designing and managing EU-funded projects and sub-granting schemes in the frame of EU projects. Since 2012, PA has implemented **more than 20 projects funded by the EU**. The organization also works for the ***development of Social Enterprises*** (SEs) and start-ups, generating social impact through a) research; b) advocacy; c) education and public awareness; and d) financial support to 3rd parties.

Since June 2023, Partners Albania is the Cooperation Partner of SIDA for the implementation of the Challenge Fund, under the framework of the EU4Innovation Phase II, 2023-2026.

The Multi Donor Action EU4Innovation Phase II, 2023-2026 is jointly co-financed by the EU, the German Federal Ministry of Economic Cooperation and Development (BMZ), and Sida and implemented by GIZ and Embassy of Sweden in Tirana. The aim of the Challenge Fund is to improve and diversify finance opportunities for Albanian start-ups and MSMEs, with innovative solutions (e.g., products, services, business models, processes) and (ii) start-ups with prominent tech content with the potential for global expansion and rapid growth.

A relevant component of the Challenge Fund project is to support Innovation4Albania (I4A), established in 2026 under the Ministry of Economy and Innovation, in strengthening its capacity to develop and implement effective innovation support instruments and mechanisms. Albania has built, since 2022, a dedicated public framework for startups. **Law No. 25/2022** "On the support and development of startups", as amended by **Law No. 36/2023**, introduced the startup register, the startup one stop shop, competitive grant schemes and a responsible agency acting as the managing and monitoring unit for public financial support.

The next stage of the Government's policy is to move beyond grants towards a full set of innovation support instruments: technical vouchers giving startups and innovative SMEs access to specialized services, equity and risk sharing instruments through the Albanian Innovation Fund, and technical support measures such as access to research and testing infrastructure and technology transfer.

Specific situation:

The New Law on Startups and Innovation expected to be adopted by the Assembly of the Republic of Albania in November 2026 (hereinafter "the new Law"), is expected to establish the legal basis for these instruments. Like **Law No. 25/2022**, the new Law is expected to delegate the adoption of detailed implementing rules to decisions of the Council of Ministers, orders of the minister responsible and regulations of the agency. Until these acts are adopted, the instruments cannot be launched lawfully.

First, I4A needs a complete map of the implementing acts required by the new Law with focus on the instruments. Second, the Technical Voucher Scheme requires its own legal package before a first call can be published. Third, the Albanian Innovation Fund, for which a business model was prepared in January 2026 by a working group under the Ministry of Economy and Innovation, requires a legal structure that is feasible under Albanian law, compatible with EU State aid rules and attractive to private investors and European institutions such as the European Investment Fund (EIF).

As a candidate country bound by Article 71 of the Stabilisation and Association Agreement, Albania must design these instruments in line with the EU State aid acquis. For the Fund in particular, public money must invest alongside private investors on terms that do not confer an undue advantage, applying the *pari passu principle* [1] and the private participation conditions of the General Block Exemption Regulation.

2. Objective of the ToR

The main objective of these **Terms of Reference (ToR)** is to engage a qualified and experienced **Local Service Provider** comprising either a team of experts or a company, to provide I4A, with the legal

[1] **Pari passu.** For the purposes of this assignment, a public investment is made pari passu when it is carried out on the same terms and conditions as private investors, at the same time, with the same level of risk and reward and the same level of subordination, and when private participation is economically significant and comes from independent investors. Where the Fund departs from these conditions, for example through asymmetric profit sharing or first loss protection, the experts shall ensure that it is covered by an exemption under Article 21 of the GBER or by another compatible legal basis.

groundwork required to launch its innovation support instruments lawfully and in conformity with applicable EU rules. Specifically, the service provider will:

- map and prioritise all implementing acts required by the new Law and plan the transition from the acts adopted under Law No. 25/2022;
- deliver a complete legal package for the Technical Voucher Scheme, ready for institutional consultation;
- recommend and justify the legal structure of the Albanian Innovation Fund, with governance, *pari passu* and private participation rules consistent with the EU State aid framework;
- assess the legal readiness of every other instrument foreseen by the new Law and set out a sequenced legal implementation roadmap.

The Experts shall work within, and ensure that all deliverables are consistent with the applicable legal and policy framework, including:

- Albanian framework on startups and innovation;
- Albanian framework on finance, companies and funds
- EU State aid rules
- EU financial and fund rules (benchmarks)

Full list of legal acts shall be confirmed and completed in the Inception Note.

The assignment shall be completed within the period from the date of contract signature until **15 December 2026**, which shall be the final and non-extendable completion date, with a level of effort of up to **28** working days for the Team Leader and **22** working days for the Second Key Expert. The assignment will be carried out in **Tirana**. All deliverables shall be written in **Albanian**, with an **executive summary in English for D3 and D4**. Tenderers shall propose a detailed work plan and calendar, indicating the working days allocated to each expert for each task and phase, and the proposed deadlines for completion of each deliverable.

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3. Duties and Responsibilities

The **Service Provider** shall be responsible for the following duties and responsibilities:

Phase 1. Legal mapping

Task	Output	Measure of completion
Kick off meeting with I4A and the collection of the new Law, existing implementing acts, the Fund business model of January 2026 and its structural options, and existing grant and voucher documentation.	Inception Note (D1)	Delivered by Day 4 from the contract signature; confirmed legal framework, work plan, document inventory and meeting schedule.
Identify every provision of the new Law that delegates rules to a secondary act.	Register of implementing acts	100% of delegating provisions listed, each with type of act, issuing body, legal deadline, required content and priority (before first call, within 6 months, later)
Analyse the transition from Law No. 25/2022 to the new Law, including the status of acts adopted under the old law and of Grant Scheme 2026 contracts in force.	Transition table	Every existing act classified as remaining in force, to be amended or to be repealed; legal continuity of active contracts confirmed with reasoning.
Screen every instrument foreseen by the new Law (grants, vouchers, equity, risk sharing, technical support) against the EU State aid framework and the Albanian State aid legislation.	EU compatibility matrix	Every instrument mapped to its legal basis (GBER article, de minimis or notification), maximum aid intensity or ceiling, cumulation rules, transparency obligations and competent Albanian authority.

Task	Output	Measure of completion
Identify the legal and regulatory prerequisites for establishing the Fund and for its eligibility for EIF and other institutional investors.	Prerequisites checklist	Each prerequisite listed with legal basis, responsible authority, estimated duration and current status.

Phase 2. Instrument design - Technical Voucher Scheme

Task	Output	Measure of completion
Design the legal architecture of the Technical Voucher Scheme: eligible beneficiaries, eligible services, accreditation of service providers, voucher value and co financing, validity, redemption and payment, conflict of interest and related party rules, controls, sanctions and recovery.	Draft implementing act with explanatory report (relacion)	Complete draft in Albanian legislative drafting format; every element listed in the task regulated; legal basis in the new Law and State aid basis cited for each chapter.
Draft the contractual package of the scheme.	5 model documents	Tripartite voucher agreement (I4A, beneficiary, provider), provider accreditation agreement, voucher certificate, redemption request and service completion report.
Define the State aid and financial control rules of the scheme.	Compliance annex to the draft act	Aid ceiling per undertaking, cumulation and de minimis tracking, transparency and reporting, direct payment to providers, verification of service delivery and at least 10 fraud red flags.

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Albanian Innovation Fund

Task	Output	Measure of completion
Analyse the legal structures available under Albanian law for the Fund, building on the January 2026 business model, including at least: a collective investment undertaking under Law No. 56/2020 managed by a licensed manager; a joint stock company with State participation; a fund of funds with a mandated manager; and a co investment or sidecar facility.	Legal structuring options report	At least 4 options scored against at least 8 criteria (legal feasibility, State aid compliance, independence of investment decisions, attractiveness to private and EIF investors, tax treatment, time to establish, cost, exit and liquidation); one recommended structure with justification.
Define the *pari passu* and private participation framework of the Fund, including the selection of the fund manager, the independence and commercial orientation of investment decisions, and any preferential terms permitted under Article 21 of the GBER.	Fund legal term sheet	Each condition of Article 21 of the GBER and of the pari passu principle mapped to a drafted clause; term sheet covers purpose, investment policy, governance, LP rights, manager remuneration, conflicts of interest, reporting, audit and exit.
Design the three tier governance of the Fund (policy owner, supervisory body, independent investment decision making) and the legal steps to establish it.	Governance model and establishment roadmap, with draft establishment act or amendments	Roles of the Ministry, I4A and the manager separated in writing; every establishment step listed with legal basis, responsible body and duration up to first close.

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Other instruments of the new Law

Task	Output	Measure of completion
Assess the legal readiness of all remaining instruments foreseen by the new Law, including grants, risk sharing mechanisms, access to research and testing infrastructure, technology transfer and scaleup support.	Instrument readiness assessment (part of D5)	Each instrument rated as ready, requires a new act, or requires amendment; recommended legal vehicle and priority stated for each.

Phase 3. Validation and finalisation

Task	Output	Measure of completion
Consolidate all findings into a sequenced plan of legal acts for the 12 months following the entry into force of the new Law.	Legal Implementation Roadmap (D5)	Every act from the register scheduled with owner, deadline, dependencies and drafting status.
Present the voucher package and the Fund structure to I4A, the Ministry of Economy and Innovation, the Ministry of Finance and, where relevant, the State Aid Commission and the AMF.	Validation workshop (D6)	One workshop held; attendance list and consultation log recording every comment and the response given.
Finalise all deliverables on the basis of comments and hand over editable files.	Final D3 and D4; Final Report (D7)	All comments addressed in the consultation log; Final Report of maximum 10 pages.

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4. Main deliverables

Deliverables schedule:

All deliverables shall be written in Albanian, with an executive summary in English for D3 and D4, in editable format. Draft legal acts shall follow Albanian legislative drafting rules and be accompanied by an explanatory report.

A deliverable is complete when it meets the measures above and is accepted in writing by **Partners Albania for Change and Development (PA),** following confirmation by the I4A.

No.	Deliverable	Minimum content
D1	Inception Note	Confirmed legal framework, work plan, document inventory, meeting schedule. Maximum 5 pages.
D2	Legal Mapping Report	Register of implementing acts, transition table, EU compatibility matrix, Fund prerequisites checklist.
D3	Technical Voucher Scheme Legal Package	Draft implementing act with explanatory report, 5 model documents, State aid and financial control annex.
D4	Albanian Innovation Fund Legal Structuring Report	Options analysis and recommended structure, legal term sheet with pari passu clauses, governance model, establishment roadmap and draft act.
D5	Instrument Readiness Assessment and Legal Implementation Roadmap	Readiness rating of every instrument; 12 month schedule of legal acts.
D6	Validation workshop	Workshop held; consultation log.
D7	Final Report and handover	Summary of results, consultation log, recommendations for next steps, handover of all files.

The Service Provider shall carry out the assignment using the following **methods:**

- **Initial consultation.** A minimum of 2 physical meetings with I4A management; the kickoff meeting on Day 1 and the validation workshop in Phase 3.
- **Legal analysis.** Systematic review of the new Law, the existing implementing acts and the EU acquis.
- **Comparative review.** At least 3 comparable European schemes for innovation vouchers and at least 3 public or public private venture capital fund structures shall be reviewed as benchmarks.

To enable the Service Provider to complete the assignment within the contracting period, I4A will:

- appoint a focal point with authority to request documents and schedule meetings;
- provide the final text of the new Law, the Fund business model and all existing acts,
- facilitate meetings with the Ministry of Economy and Innovation, the Ministry of Finance and the AMF
- and provide consolidated written comments after receiving each draft deliverable.

If the new Law has not yet been published in the Official Journal at the start of the assignment, the experts shall work on the text adopted by the Assembly and update the deliverables upon publication.

5. Experience and qualifications

Expert 1/Team leader- Legal Expert in Public Law and Legislative Drafting shall have:

- Graduate or postgraduate degree in Law; a postgraduate degree in public, administrative or EU law is an asset;
- at least 10 years of professional legal experience;
- proven experience in drafting laws or decisions of the Council of Ministers for Albanian institutions, with at least 3 drafted acts subsequently adopted;
- proven experience in the legal design of public support schemes, grants or vouchers;
- excellent knowledge of Albanian administrative, public finance and procurement legislation;
- fluency in Albanian and English (oral and written)

Expert 2/Key Expert- Legal Expert in EU State Aid and Investment Fund Law shall have:

- Graduate or postgraduate degree in Law, with specialisation in EU, competition or financial law;
- at least 8 years of professional experience;
- at least 3 assignments involving EU State aid rules applied to risk finance, innovation or research support, including the GBER and the Risk Finance Guidelines;
- proven experience in structuring investment funds, venture capital vehicles or public financial instruments;
- good knowledge of the Albanian legislation on collective investment undertakings and commercial companies;
- experience with the EIF, the EBRD or EU financed financial instruments is a strong asset;
- fluency in Albanian and English (oral and written).

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The Team Leader is responsible for the coordination, quality assurance and timely delivery of all deliverables related to this assignment.

6. Timeline of the assignment

The assignment shall be completed within the period from the date of contract signature until **15 December 2026**, with a level of effort of up to **28 working days for the Team leader** and **22 working days** for the second Key Expert.

The experts shall ensure their availability throughout the agreed implementation period. They must be independent and free from any actual, potential, or perceived conflicts of interest in relation to the responsibilities they undertake.

The assignment will be carried out in Tirana, with no office space provided; meetings and the validation workshop will take place at the premises of I4A or the relevant institutions, while meetings with international institutions may be held online. No travel outside Tirana is envisaged under this assignment.

7. Contracting Authority

The Service Provider shall work under the supervision of Partners Albania for Change and Development (Partners Albania), which shall also serve as the primary reporting and coordination point for the assignment. All deliverables, including draft legal acts and templates, shall be the exclusive property of I4A, which may use, adapt and publish them without restriction.

8. Submission of the documents

The deadline for submitting the application is 19 October 2026 at 09:00 hrs.

Application documents must be in English and sent via e-mail to the following address: partners@partnersalbania.org

Partners Albania for Change and Development embraces diversity in its hiring, welcoming individuals of all religions, ethnicities, genders, and orientations to apply.

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