

Hellenic Development Bank of Investments S.A.
GREEK GREEN FUNDS CALL

I. INTRODUCTION

Pursuant to the Agreement of 30.12.2019 between the Hellenic Development Bank of Investments S.A. (HDBI) and the Ministry of Development and Investments, HDBI was mandated to manage the resources of the Ministry of Development and Investments from the national part of the Public Investment Programme to implement the project named **“Grant to Hellenic Development Bank of Investments S.A. to set up Investment & Coinvestment Financing Tools”** as was included in the Public Investments Programme pursuant to the No. 135531/27.12.2019 (Web Ref. No.: 9PYΦ46MTAP-90Ψ) Inclusion Decision of the Deputy Minister of Development and Investments. In the context of the referenced project, it undertook in particular the task of implementing the following sub-project (for the purposes of this Call, hereinafter referred to as the **Project**):

- **“Grant to Hellenic Development Bank of Investments S.A. to implement co-investments via venture capital schemes in enterprises operating in the territory of Greece”** (total resources under management four hundred million Euro (€400 million). This project seeks to engage the Hellenic Development Bank of Investments in newly established Venture Capital Funds / Private Equity Funds which will invest in businesses operating in Greece in the sectors of renewable energy production and technology, energy conservation infrastructure, sustainable development and the circular economy.

These resources shall be invested to participate in Venture Capital Funds under Article 7 of Law 2992/2002 (Government Gazette 54/A), Venture Capital Firms as referenced to in Article 5 of Law 2367/1995 (Government Gazette 261/A) and similar Venture Capital schemes which shall be established specifically for that purpose and governed by the laws of a foreign state and shall be invested in Greece in accordance with the applicable legislation and the terms hereof. Those investment schemes must be managed by private sector bodies based on private sector financial criteria and must invest by participating in equity and/or via convertible bonds and/or via bonds with interest entitlement, in new or existing SMEs or Special Purpose Vehicles for the project, that maintain at the time of investment an establishment in the territory of Greece, which seek to conserve energy or other natural resources (i.e. to promote efficiency), the circular economy (recycling, biomass/biogas for the production of energy, etc. or the production of energy from renewable sources).

The allocated capital resources shall be managed by HDBI in accordance with the applicable statutory framework in force from time to time, the terms of the contract of 30.12.2019 with the Ministry of Development and Investments, project inclusion decision No. 135531/27.12.2019 of the Deputy Minister of Development and Investment, and the internal procedures/regulations of HDBI.

To that effect, HDBI is inviting interested parties who intend to set up and manage Investment Schemes (as defined below) to submit proposals to HDBI over its likely participation in those Investment Schemes, subject to the following terms and conditions. The purpose of this call is to

sign an investment agreement with all participants who express interest and meet the criteria for the call, until available resources have been exhausted.

This Call has been posted on HDBI's website and will remain posted until an announcement is posted on the same website regarding the exhaustion of the available Resources.

The following will also be posted on HDBI's website: (a) the successful results of this call, namely the conclusion of any Management Agreement and (b) any exhaustion of Resources.

II. DEFINITIONS

For the purposes of this Call, the following terms and phrases are defined as follows, unless contextually inferring otherwise.

| | |
|----------------|--|
| AIFMSA | An Alternative Investment Fund Manager organised in the form of a limited company, having its registered office in Greece and holding an operating license from the Hellenic Capital Market Commission (HCMC). |
| VC Fund | A Venture Capital Fund, as same is defined in Article 7 of Law 2992/2002 (Government Gazette 54/A), as in force from time to time. |
| Manager | (a) Any AIFM (including any AIFMSA) which is appointed by/or on behalf of the AIF, and is, by cause of such appointment, responsible for the management of the AIF, or (b) The AIF itself, which is licensed as an AIFM, where necessary, if the AIF is organised in a legal form that allows for internal management, and if the managing body of the AIF has opted not to appoint an external AIFM, |
| AIFM | Any legal entity engaging in the management of one or more AIFs. |
| HDBI | Hellenic Development Bank of Investments S.A. |

| | |
|--|--|
| Expression of Interest | A proposal by an interested party that responds to this Call for the establishment and management of an Investment Scheme, which is submitted in the form of a draft proposal along with the accompanying documents as set out in Annex 2 hereto. |
| VC Firm | A Venture Capital Firm, as same is defined in Article 5 of Law 2367/1995 (Government Gazette 261/A), as in force from time to time. |
| Investments Committee | Shall have the meaning attributed to that term in Section VI (HDBI TERMS AND CONDITIONS OF PARTICIPATION) paragraph (2)(a) hereof. |
| Investment Scheme | Greek Green Fund |
| Project | As such term is defined in Section I (Introduction) hereof. |
| Non-Eligible Investment | An investment in an Investment Target which engages in: <ol style="list-style-type: none"> 1. any illegal economic activity. 2. any activity which results in a restriction on individual rights and freedoms or violation of human rights. 3. any activity not acceptable in environmental and social terms. 4. any activity with a controversial ethical and moral content. 5. any other activity prohibited by national or EU law. |
| Small-and-Medium-sized Enterprise (SME) | An enterprise, as defined in Annex I to the Commission Regulation declaring certain categories of aid compatible with the internal market in application of Articles 107 and 108 of the Treaty (2014/L187/12) by category. |
| Project Special Purpose Vehicle | A company established to implement a specific project to conserve energy or other natural resources, or circular economy, or to generate energy from renewable sources. |

| | |
|-------------------------------------|---|
| AIF | An alternative investment fund, being an undertaking for collective investments, as defined in Article 4(a) of Law 4209/2013 (Government Gazette 253/A), as in force from time to time. |
| Resources | The resources allocated to HDBI to participate in Greek Green Fund Investment Schemes of up to €400,000,000. |
| Undertaking in Difficulty | Any “Undertaking in Difficulty”, as such term is defined in the Communication from the Commission - Community Guidelines on State aid for rescuing and restructuring firms in difficulty (2004/C244/02), as extended (2009/C156/02) & (2012/C296/02). |
| Prior Expression of Interest | As such term as defined in paragraph (10), Section VIII hereof. |
| Investment Target | Any enterprise in which an Investment Scheme intends to or currently investing in. |
| Investment Agreement | Any agreement between (a) an Investment Scheme and (b) an Investment Target and/or its shareholders/partners, relating to an investment of the former in the latter, including, among others, a time schedule of financing and laying down the terms that offer protection to the minority shareholders in terms of corporate governance and share transfer restrictions. |
| Management Agreement | An agreement on the establishment and management of an Investment Scheme, or, if the latter is an internally managed AIF, its Articles of Incorporation and Rules of Operations or any agreement between its shareholders/partners regarding its management. |
| Greek Green Fund | any Venture Capital Fund or Venture Capital firm or another similar venture capital scheme of a foreign state which is established and managed by a Manager |

for the sole purpose of investing in enterprises or Special Purpose Vehicles engaged in conserving energy and/or other natural resources and/or the circular economy and/or combating climate change, and in enterprises or project special purpose vehicles engaged in the production of electricity from renewable sources such as photovoltaic, wind and hydroelectric plants which have an establishment (registered offices or branch) at the time the investment is made in the Greek state, subject to the general terms of Section IV (DESCRIPTION AND GENERAL TERMS AND CONDITIONS OF INVESTMENT BY INVESTMENT SCHEMES) and VI (HDBI TERMS AND CONDITIONS OF PARTICIPATION) hereof and the terms included in Annex 1 hereof.

III. ELIGIBILITY

All interested natural persons or legal entities who intend to establish and manage investment schemes shall be eligible to participate for as long as there are available resources.

IV. DESCRIPTION AND GENERAL TERMS AND CONDITIONS OF INVESTMENT OF THE INVESTMENT SCHEMES

1. Investment schemes are obliged to invest in small and medium-sized enterprises (SMEs) or project Special Purpose Vehicles which have an establishment in the territory of Greece at the time the investment is made and which are involved in providing services for energy and natural resource conservation or the circular economy or the production of energy from renewable sources¹. The following investments are prohibited: (a) if the Investments themselves are Non-Eligible Investments; (b) Investments are in Undertakings in Difficulty; and (c) Investments in Investment Targets which have obtained illegal state aid and have not been completely recovered.
2. The Investment Schemes and their Managers are obliged to comply with the applicable legislation related to their establishment and operation.
3. The acquisition of any transferable securities from the Investment Schemes shall be realized by the participation of such schemes in a share capital increase in the company and/or in the acquisition of convertible bonds and/or bonds with rights. This does not prevent Investment Schemes from acquiring transferable securities or shares by exercising rights that are intended to secure their investment, where such rights have been reasonably agreed upon their placement or by exercising options that seek to

¹Subject to the restrictions laid down in Table 1 of this Section

achieve a precise ratio of each investment in the overall capital structure of the enterprise in which the investment is made, based on a valuation of the enterprise that was carried out on the occasion of a subsequent transfer or issue of transferable securities or shares, through transfer of existing transferable securities or shares to the Investment Scheme either without consideration or against symbolic consideration.

4. The maximum limit of investment will be less than 20% of the total manageable funds per Investment Target.
5. Each Investment Scheme shall meet the key terms and conditions laid down in Annex 1 hereto, in relation to its establishment and operations.
6. HDBI's participation in each Investment Scheme shall have the following features:

| TABLE 1 | | | | |
|--------------------------------|---|---------------------------------|---------------------------|---|
| Total allocation of HDBI funds | Level of capital for each Investment Scheme | HDBI's % Participation | HDBI's max. Participation | Permissible investments |
| € 300 million | ≥€ 100 million | ≤30% | € 100 million | All those outlined in the definition of the Greek Green Fund with the additional option to invest in non-energy infrastructure projects up to 30% of the total funds managed by each Investment Scheme. |
| | | Ammended to 50% | | |
| € 100 million | <€ 100 million | <70% in accordance with Table 2 | See Table 2 | The points outlined in the definition of the Greek Green Fund with the exception of investments to generate power from photovoltaic or wind farms if those investments exceed 30% of the total funds managed by each Investment Scheme. |

| TABLE 2 | | |
|--------------------------------------|------------------------|---------------------------|
| Level of investment scheme* | HDBI's % Participation | HDBI's max. Participation |
| Up to € 30 million | 70% | € 21 million |
| From > € 30 million to € 60 million | 60% | € 39 million |
| From > € 60 million to € 100 million | 30% | € 51 million |

* Example: an Investment Scheme of € 75 million can obtain: 30 million X 70% = 21 million, 30 million X 60% = 18 million, 15 million X 30% = 4.5 million. Total 43.5 million, namely 58%

V. GROUNDS FOR EXCLUSION

1. Any interested parties who have been convicted by means of an irrevocable court judgement for any of the following crimes shall be excluded from this Call:
 - a) participation in a criminal organisation, as defined in article 2 of Council Framework Decision 2008/841/JHA of 24 October 2008 (OJ L 300 of 11.11.2008, p. 42) on the fight against organised crime.
 - b) bribery, as defined in Article 3 of the Convention regarding the fight against corruption involving officials of the European Communities or of Member States of the European Union (OJ C 195 of 25 June 1997, p. 1) and Article 2(1) of Council Framework Decision 2003/568/JHA of 22 July 2003, on combating corruption in the private sector (OJ L 192 of 31.7.2003, p. 54) and as defined in the applicable laws or in the economic operator's national legislation.
 - c) fraud, as defined in Article 1 of the Convention on the protection of the financial interests of the European Communities (OJ C 316 of 27.11.1995, p. 48), as ratified by Law 2803/2000 (Government Gazette 48/A).
 - d) terrorist crimes or crimes linked to terrorist activities, as defined in Articles 1 and 3 respectively of Council Framework Decision No 2002/475/JHA of 13 June 2002 on combating terrorism (OJ L 164 of 22.6.2002, p. 3), or inciting or aiding or attempting to commit a crime, as defined in Article 4 thereof.
 - e) money laundering or terrorist financing as defined in Article 1 of Directive 2005/60/EC of the European Parliament and of the Council of 26 October 2005 on the prevention of the use of the financial system for the purpose of money laundering and terrorist financing (OJ L 309 of 25.11.2005, p. 15) which was transposed into Greek law by Law 3691/2008 (Government Gazette 166/A), as in force from time to time.
 - f) child labour or other forms of human trafficking, as defined in Article 2 of Directive 2011/36/EU of the European Parliament and of the Council of 5 April 2011 on preventing and combating trafficking of human beings and protection of its victims, and in the replacement of Council Framework Decision 2002/629/JHA (OJ L 101 of 15.4.2011, p. 1), as transposed by Law 4198/2013 (Government Gazette 215/A).
 - g) crimes punishable under the laws governing the market of securities / transferable securities / payments instruments, including laws on market manipulation, acts of persons in possession of confidential information, usury, infidelity, misappropriation or financial crime in general.
2. In addition, excluded parties from the procedure of the present call, are ones that HDBI:
 - a) knows they have defaulted on their tax or social security obligations and this is established by means of an irrevocable and enforceable court judgement or

administrative order, in accordance with the laws of the country in which such parties are established or under national law.

- b) can prove sufficient evidence that they have defaulted on their tax or social security obligations.
- c) knows or can prove sufficient evidence that, within two (2) years from the date an Expression of Interest was submitted: aa) 3 decisions imposing fines issued by the competent inspectors of the Labour Inspectorate for breaches of labour law which are characterised by Ministerial Decision No. 2063/Δ1632/2011 (Government Gazette 266/B) as in force from time to time as of “high” or “very high” severity, resulting from 3 inspections carried out, or bb) 2 decisions imposing fines issued by the competent inspectors of the Labour Inspectorate for breaches of labour law relating to undeclared work, resulting from 2 inspections carried out. The sanctions set out in sections (aa) and (bb) above must have become irrevocable and enforceable.

If an interested party is a Greek citizen or an entity established in Greece, its social security obligations include both primary and supplementary insurance.

The provisions of sections (a), (b) and (c) above shall no longer apply if the participant/economic entity concerned has fulfilled its obligations either by paying the relevant amount of taxes or social security contributions due, including, as applicable, any amount of accrued interest or fines, or by entering into a binding payment arrangement.

- 3. The exclusion of Interested parties as per paragraphs (1) and (2) may also apply if the person against to whom an irrevocable court judgement has been issued is a member of their administrative, management or supervisory body or has powers to represent, make decisions or control it. The obligation set out in the preceding indent applies to:
 - a) The Managers of Limited Liability Companies ("EPE"), Private Companies ("IKE") and General or Limited Partnerships ("OE" or "EE").
 - b) The CEO and all members of the Board of Directors of Sociétés Anonyme.
 - c) The members of the Board of Directors of cooperatives.
- 4. By way of exception, the grounds for exclusion prescribed in paragraphs 1 to 3 above shall not apply in any situations where exclusion is clearly disproportionate, especially if the tax or social security obligations not paid are only of small amounts or if the debtor became informed of the outstanding tax/social security payment due at a time when it was unable to take any action prior to expiry of the deadline for submission of proposals.
- 5. An interested party, who falls under the scope of paragraphs (1) and (2c) above, may present evidence suggesting that they have taken proper action to prove their credibility, although the relevant ground of exclusion may still stand. If the evidence adduced is considered to be adequate, the interested party shall not be excluded from the Call procedure. For that purpose, the interested parties has to prove that has compensated

or has committed to compensate any damage arising from their criminal offence or misconduct; that has thoroughly clarified the facts and circumstances of the act, by actively cooperating with the investigation authorities, and that has taken specific technical and organisational measures as well as staff-related measures to prevent any further criminal offences or misconduct. Any remedial actions taken by interested parties shall be evaluated in conjunction with the severity and the particular circumstances of the criminal offence or misconduct concerned. If such measures are deemed to be inadequate, the reasoning of the decision is notified to the interested party.

VI. HDBI TERMS AND CONDITIONS OF PARTICIPATION

1. HDBI will participate exclusively in Investment Schemes established specifically for that purpose, which should be managed by private sector entities on private-economy terms.
2. HDBI will always participate in Investment Schemes under the same terms as, and shall be treated equally with, all other investors. The agreement to be entered into between investors will provide for at least the following:
 - (a) The establishment of a fully independent to the investors, Investment Committee in each Investment Scheme. The approval of the above committee is required for the implementation of any investment.
 - (b) The establishment of an Advisory Committee in each Investment Scheme, and throughout the Investment Scheme's term, will comprise by HDBI and with up to four of the largest investors of each Investment Scheme, with powers and responsibilities reflected in the agreements to be signed between HDBI and the Investment Scheme. Among other, the responsibilities of the Advisory Committee will be; monitoring the legitimacy of the investment committee's decisions, especially in those situations where an investment plan is contradicts to the terms of HDBI's call for submission of investment proposals or upon the terms of the agreement that govern the Investment Scheme; defining the valuation methodology to be applied; evaluating of any conflicts of interest and exercising such other powers and duties as may be stipulated in the agreement.
 - (c) HDBI shall be entitled to be the last among the investors to contribute its due participation.
 - (d) HDBI shall be entitled to assign to auditing firms periodic or extraordinary audit of the Investment Scheme or its individual investments.
 - (e) The Investment Scheme's Manager shall be liable to comply with the laws of the state that regulate the Investment Scheme's operations.
 - (f) The Management Agreement of each Investment Scheme shall essentially include clauses ensuring at least the following:

- Adequate spread of investments
- Investment exclusively on market terms in Investment Targets
- Preparing a business plan which includes detailed information about the development of the performance of the Investment Target, allowing to ascertain in advance whether the plan is viable.
- Ensuring a clear and realistic divestment (exit) strategy.
- Mandatory payment of contributions in cash.
- Determination of minority rights and how they are to be exercised.
- Connection of the Manager's fee with the Investment Scheme's performance; clear definition of the Investment Scheme's objectives and of the proposed time schedule of the investment.
- Manager's obligation to comply with the Valuation and Reporting Guidelines of the European Private Equity and Venture Capital Association (Invest Europe).
- Obligation to inform the Investment Targets that the investment is made in the context of implementation of a particular Project.
- Obligation to inform HDBI and a right of audit by HDBI or a person authorised by it or by other competent audit bodies.
- Rights to information.
- Appointment of a custodian in accordance with the applicable laws.

3. HDBI's investments in the Investment Schemes will be carried out on terms that are acceptable to an average economic operator in the context of market economy, so that neither the Investment Schemes nor the private investors participating in the investment with HDBI are afforded any benefits and so that the Investment Targets can draw no other advantages in this regard. The Investment Schemes in which HDBI will invest and the private investors of those Schemes shall not obtain any state aid, within the meaning of Article 107 of the Treaty of Lisbon amending the Treaty on European Union and the Treaty establishing the European Community (2007/C 306/01), in accordance with the Commission Guidelines on State Aid to promote risk finance investments (2014/C19/04). Moreover, HDBI expects both dividends and capital appreciation from its participation in the Investment Schemes. For this reason, the ratio between the management fee and the carried interest should be such so as to clearly operate as an incentive for the Manager to ensure that the Investment Scheme achieves a high rate of return. Based on the above, HDBI will participate in Investment Schemes where:

- (a) Investment decisions are made on the basis of financial criteria and Investment Targets accumulate their capital on the basis of market terms.
- (b) HDBI shall acquire a percentage of the capital/votes in the Investment Scheme in accordance with the points made in Tables 1 and 2 in Article IV(6) above (while the balance as appropriate of the capital of each Investment Scheme shall be raised through private capital) and shall invest *pari passu* with other investors (same risk,

same return, same investment period).

(c) The Manager’s Fee will be also linked to the Investment Scheme’s performance

4. Current legislation must be complied with as regards: (a) the prevention of money laundering and terrorist financing; (b) anti-corruption laws and (c) tax laws, with the level of professional care, effectiveness and transparency normally anticipated from a business organisation.
5. The obligations listed above do not howsoever entail HDBI’s waiver of its right to negotiate each individual term to be included in the Management Agreement to be signed with any Investment Scheme it may decide to participate in, subject essentially to the terms of Agreements dated 30.12.2019 between HDBI and the Ministry of Development and Investments, whereby HDBI was assigned the management of the Ministry of Development and Investments resources deriving from the national part of the Public Investments Programme for the implementation of Projects, as those agreements are applicable from time to time.

VII. SELECTION CRITERIA

The criteria to be applied by HDBI in selecting the Investment Schemes it will participate in are (i) the reliability of investment proposals and of the interested parties and (ii) the level of contribution of the funded business activities to the growth and development of new economy sectors. These criteria can be further analysed as follows:

| | |
|---|----|
| <p>(a) <u>in relation to the Manager and the Management Team</u>: Reliability and experience of the Manager and its shareholders/parties controlling it. Composition of the management team; prior experience in the sector and field concerned; size of the team; combination of skills; ability to generate added value; commitment for the Investment Scheme's entire life cycle. Terms and conditions of support to the Investment Targets and potential costs of such support. In case the Manager of the proposed Investment Scheme manages any other similar investment vehicle at the time the proposal is submitted, there must be adequate assurances as to its ability to carry out a new additional activity.</p> | 40 |
| <p>(b) <u>in relation to the market</u>: Determination of the target market, market size and prospects for growth, prospects for growth of SMEs in the target market.</p> | |
| <p>(c) <u>in relation to expected investments</u>: Experience in identifying investment opportunities, quality of investment proposals, and reliability of plans to attract investment proposals. Existence of a solid, reliable methodology to identify and evaluate Investment Targets. Deal flow.</p> | 30 |
| <p>(d) <u>in relation to investment strategy</u>: Suitability of the investment strategy for the specific target market, compatibility with HDBI’s and the Investment Scheme’s objectives, determination of suitable and achievable disinvestment/investment</p> | |

| | |
|---|------------|
| strategies. Expected returns. | |
| (e) <u>in relation to the size and legal structure of the Investment Scheme</u> : Accurate determination of the Investment Scheme’s legal form and size. | |
| (f) <u>in relation to operating terms</u> : The Investment Scheme should operate on the basis of private economy criteria and expected to be financially viable. The Manager shall carry out operations in line with optimum market practices and with the business standards issued by Invest Europe, ILPA or any similar associations. | 30 |
| (g) <u>Manager’s fee: amount and terms of payment</u> : Amount of expenses and charges to be incurred in the implementation of business participations and proposed calculation methodology. A discrete difference in the operating costs of the Investment Scheme and the Manager’s fee, which will be tied into the overall performance of the Investment Scheme, which cannot exceed the levels which apply in the market over similar conditions. | |
| (h) <u>Attracting other investors</u> : Participation of other investors, who will thoroughly cover the proposed private participation in the Investment Scheme. | |
| (i) <u>Conflicts of Interest</u> : Measures and policies to align interests and mitigate potential conflicts of interest in risk allocation situations. | |
| (j) <u>Other Proposed terms</u> : As per international practice, all derogations being thoroughly explained. | |
| Overall evaluation score | 100 |
| Pass rate | 60 |

HDBI shall evaluate applications based on its internal procedures in line with international reporting standards (Invest Europe, ILPA, etc.) as the relevant procedure is set out in Annex 3 ‘EVALUATION PROCEDURE DIAGRAM’ hereof.

VIII. MANAGER SELECTION PROCEDURE

1. In order for HDBI to participate in an Investment Scheme, there must be initially no effective grounds for exclusion according to Section V (GROUNDS FOR EXCLUSION) and thorough compliance with the requirements of Sections IV (DESCRIPTION AND GENERAL TERMS AND CONDITIONS OF INVESTMENT BY INVESTMENT SCHEMES) and VI (HDBI TERMS AND CONDITIONS OF PARTICIPATION) hereof. The selection shall be made through a transparent and objective procedure, on the basis of the criteria laid down in Section VII (SELECTION CRITERIA) hereof. The selection procedure is as follows:

Phase I: Submission of Expressions of Interest and checking that the formal conditions laid down in the Call are met

2. Interested parties should initially submit an Expression of Interest to HDBI which should

be complete and well-documented and clearly mention the **Greek Green Fund** on the cover of the physical file and in the title of the electronic file. Expressions of Interest must be delivered both by e-mail and in hard copy (by hand, registered mail or courier) at the following contact details:

HDBI, 3 Merlin St, Athens GR-10671 ~~24 Xenias St., Athens, GR-11528~~

Email: greenfunds@hdbi.gr

In case of discrepancy between the contents of the electronic file and the physical file, the contents of the electronic file shall be deemed to have overriding effect. Within 3 days from receiving the physical file, the HDBI shall send an email confirming that it has been received. It should be noted that such confirmation may not be deemed either a declaration/acceptance as to the completeness of the file nor acceptance of the proposal by HDBI.

3. Once a proposal is submitted, HDBI will verify compliance with the prerequisites of this Call and shall then carry out an initial assessment of the following: (a) whether there are any grounds for exclusion according to the terms of Section V (GROUNDS FOR EXCLUSION) hereof; (b) whether the Expression of Interest includes all supporting documents and information listed in Annex 2 hereto; and (c) whether the proposal included in the Expression of Interest complies with the formalities prerequisites laid down in Sections IV (DESCRIPTION AND GENERAL TERMS AND CONDITIONS OF INVESTMENT BY INVESTMENT SCHEMES) and VI (HDBI TERMS AND CONDITIONS OF PARTICIPATION).
4. HDBI shall then inform each interested party by e-mail, within thirty (30) days from the date their Expression of Interest was filed, whether the Expression of Interest meets the requirements of paragraph (3) above (in which case, the Expression of Interest will advance to Phase II, as described below) or not (in which case the interested party has a right to file objections as per the terms of Section IX (RIGHT TO OBJECT) hereof).

Phase II: Substantive Evaluation of Expressions of Interest

5. Every Expression of Interest that meets the requirements listed in paragraph (3) above [either after an initial evaluation as per paragraph (4) or after HDBI accepts the interested party's objections as per paragraph (2) of Section IX (RIGHT TO OBJECT) below], is then substantively evaluated by HDBI. HDBI may be evaluating multiple Expressions of Interest at the same time, and may request that interested parties provide any additional information or clarifications necessary for such evaluation. As part of this process, interested parties would be requested to present to HDBI the proposal included in their Expression of Interest.
6. Subsequent to that, a due diligence would be performed by HDBI. Where the above evaluation and review of the proposal contained in the Expression of Interest is successful and has been approved by the competent auditing/supervisory bodies, interested parties would be invited to specify in detail the terms of the Management

Agreement, otherwise they would be informed by email that their proposal contained in the Expression of Interest has been declined. The aforementioned do not oblige HDBI to conclude a Management Agreement.

Phase III: Conclusion of a Management Agreement or final rejection of the Expression of Interest

7. The conclusion of a Management Agreement is subject to the approval of its final draft by the competent HDBI bodies. Once (and if) such approval is granted, HDBI will invite the interested parties to sign a Management Agreement.
8. Subject to paragraph (10) of this Section, HDBI will notify by e-mail each interested party who was requested to present their proposal as per paragraph (5), within ninety (90) days from submission of their Expression of Interest, whether the drafting of a Management Agreement has been approved by the competent HDBI bodies. A Management Agreement is then signed by the interested party within 30 days from such notification. In case a Management Agreement is not signed within the time period stipulated above, then, and provided that the Expression of Interest concerned constitutes a Prior Expression of Interest, HDBI may evaluate and accept a subsequent Expression of Interest by derogation from the rule of precedence established in paragraph (10), Section VIII (MANAGER SELECTION PROCEDURE) hereof.

Other terms of the procedure

9. HDBI shall accept Expressions of Interest and Investment Proposals until the allocated Resources are exhausted. Where the Resources have been exhausted, HDBI will issue a notice to that effect. In any event, the proposals shall be analysed and evaluated using objective and professional criteria in line with the internal procedures of HDBI and the international reference standards (Invest Europe, ILPA, etc.) and based on the terms hereof.
10. Where Expressions of Interest are submitted, which, when taken cumulatively, require that HDBI provide additional to the available resources, the rule of precedence shall be complied based on the date of submission of the Expression of Interest. If an Expression of Interest (Prior Expression of Interest) is being evaluated, which may deem that the available resources may be used up, HDBI may at any stage of the procedure inform by email the interested parties who have submitted a subsequent Expression of Interest that the examination of the subsequent Expression of Interest is suspended until the conclusion of the procedure relating to the previous Expression of Interest is completed.
11. HDBI reserves the right to terminate any discussions with any interested party as above, and to cancel the investment in any proposed Investment Scheme. This call and/or the procedure outlined above does not constitute a proposal from HDBI nor does it create any obligation to HDBI to accept a proposal from an interested party or to cover any expenses. Commitment on behalf of HDBI against any interested party would only commence once a Management Agreement is signed, and subject to the terms of such Agreement.

IX. RIGHT TO OBJECT

1. Where an interested party's proposal is rejected due to failure to meet the formal prerequisites laid down in this Call, as outlined in paragraph 3 of Section VII (MANAGER SELECTION PROCEDURE) the latter reserves the right to submit objections which should be sent to the email address greenfunds@hdbi.gr within 10 days from the date on which a message was sent that the proposal was rejected by HDBI.
2. HDBI would reply by email within 10 days from receipt of said objections and where these are accepted, HDBI will proceed to the second stage of examination and evaluation of the Expression of Interest in accordance with paragraph 5 of Section VIII (MANAGER SELECTION PROCEDURE).
3. It should be clarified that an interested party that is found to meet any grounds for exclusion under Section V (GROUNDS FOR EXCLUSION) hereof, may be excluded at any stage of the procedure after an Expression of Interest was filed. If this is established following the completion of the procedure described in paragraph (3) of Section VIII (MANAGER SELECTION PROCEDURE), HDBI will inform the interested party for their rejection by e-mail and whereas the procedure described in Section IX (RIGHT TO OBJECT) may apply.

X. DATA PROTECTION

1. In the context of the evaluation of proposals, as described herein, HDBI may process personal data of the interested parties and of management teams/investors or any other individuals included in the Expressions of Interest, taking all the necessary technical and organisational measures to protect the confidentiality and security processing of this data.
2. For the purposes of this Call, "personal data" is any information referring to individuals which is essential and is required and requested in the context of this Call and any related documentation, including any additional information which may be requested by HDBI at a later stage, any information which is legitimately collected by HDBI from publicly accessible sources and generally any information which is obtained from the interested parties with their explicit consent (hereinafter: the "Data").
3. Data processing shall be carried out for the purpose of; implementing the terms of this Call and evaluating the submitted proposals and the Investment Schemes included in the Expressions of Interest, in accordance with the terms of this Call; ensuring compliance with HDBI's statutory obligations; attaining HDBI's statutory objectives and; ensuring compliance with the applicable laws and the Agreements. HDBI may process Data principally on the basis of consent granted by each interested party in accordance with the terms of this Call for the conclusion and implementation of the Management Agreement. As far as processing under the consent provided is concerned, each interested party may withdraw that consent at any time in writing (addressing HDBI at

dpo@hdbi.gr for the attention of the Data Protection Officer) without affecting the legitimacy of processing based on consent prior to that withdrawal.

4. Recipients of the data will be HDBI through its authorised representatives and the auditing and supervisory bodies of HDBI (primarily the competent departments of the Ministry of Development and Investments) as well as the High Counsel that has been appointed to monitor the implementation of HDBI's investment strategy in the context of the Agreement of 30.12.2019, and in general all persons who have competence to access and control the HDBI's files pursuant to express provisions of law. HDBI may assign specific data processing tasks to third parties (data processors), bound by confidentiality undertaking, acting accordingly to HDBI's instructions and may under no circumstances act for their own personal benefit.
5. The Data shall be kept and stored by HDBI throughout the investment period and the operation of the Investment Schemes as well as after their expiry/termination, for as long as may be necessary to ensure compliance with HDBI's obligations and with the regulatory procedures applicable under law.
6. The supply of Data to HDBI by each interested party is essentially required in order for HDBI to be able to evaluate and approve each proposal through its Expression of Interest and meet its statutory obligations. Therefore, a refusal or withdrawal of consent of Data processing may result to HDBI's inability to fulfil its statutory objectives and may cause the rejection of the Expression of Interest, or prevent the implementation of the proposal that is included in it.
7. Each interested party would be entitled to exercise all its rights accorded to it by the applicable law (especially under Regulation (EU) 2016/679), and in particular the right to be informed of the Data which are to undergo processing by HDBI, the right of access to and rectification or erasure of their personal data, the right to object and the right of restriction of processing, the right of data transfer to another responsible or acting processor, subject to the terms and conditions applicable by law. In case of exercise of any of the above rights, HDBI shall take all necessary measures to satisfy the relevant request within the applicable deadline (30 days, which may be extended by two months) and shall notify the specific interested party in writing as to whether their request has been satisfied, stating any reasons preventing the enforcement or satisfaction of their rights. The above rights are to be exercised by means of a written request addressed to HDBI [tel. 2103387110/email dpo@hdbi.gr for the attention of the Data Protection Officer].
8. Each interested party reserves the right to file a complaint before the competent regulatory authority (Hellenic Data Protection Authority) against HDBI in relation to the processing of their Data.

For any additional information interested parties may contact Hellenic Development Bank of Investments S.A. Tel.: 210 338-7110 (e-mail: info@hdbi.gr).

ANNEX 1 - KEY TERMS AND CONDITIONS FOR THE ESTABLISHMENT AND OPERATION OF INVESTMENT SCHEMES

KEY TERMS AND CONDITIONS FOR THE ESTABLISHMENT AND OPERATION OF GREEK GREEN FUNDS

| | |
|-------------------------------------|---|
| Investment Targets | Capital, non-listed, SMEs or project special purpose vehicles which are not Undertakings In Difficulty, and which maintain an establishment in the territory of Greece at the time the investment is made. |
| Investment Target Stage | Any stage (start-up, development/expansion, maturity). |
| Private Equity Participation | Private participation >30% depending on the total size of the Investment Scheme (see Tables 1 & 2, Section IV) |
| Investment Period | 2-5 years |
| Type of Financing | Acquisition of Shares/Units and/or Convertible Bonds to shares and/or Bonds with rights |
| Term | 12+1+1+1 years |
| Management Fee | An annual management fee as a percentage of total capital during the investment period and, and after the investment period, an annual fee as a percentage of invested capital less the value cost of liquidation |
| Allocation of Profits | <i>Pari passu</i> allocation between HDBI and private investors. Carried interest after the stipulated hurdle rate |
| Regulatory Compliance | KYC/AML procedures and thorough controls on private investors. Conflicts of interest to be managed by the Manager in line with the applicable legislation. |
| Publicity | The Manager must take adequate publicity activities and ensure that financing is promoted via the Greek Green Fund, in line with the specifications to be included in the relevant Management Agreement. |
| Private Investors | Investors would be : (i) financially and structurally independent to the Manager and any entities and/or persons that may be associated with the Manager. (ii) financially and structurally independent to the Investment Targets, in case an investment is made, and of any entities and/or persons that may be associated with the Investment Targets |
| Reporting | The Manager shall provide periodic reporting in standardised |

| | |
|---|--|
| | form, as per the applicable legislation and the Invest Europe reporting standards. |
| Monitoring and Control | The Manager and the Investment Targets, according with the applicable legislation and Investment Agreement, shall provide access to documents relating to the Greek Green Fund and any investment in Investment Targets to any duly authorised person by HDBI to perform audits. For that purpose, specific clauses will be included in the Investment Agreements. |
| Thorough audit prior to the investment | The Manager shall make investment decisions on the basis of each investment's business plan, which shall essentially include a description of the products concerned, turnover and profitability calculations and forecasts, a prior evaluation of the project's viability and a clear and realistic divestment strategy. |
| Additional Characteristics | The Manager will manage the Greek Green Fund based on market rules and practices. In managing the Greek Green Fund, the Manager shall apply optimum practices, having due regard, among others, to Invest Europe's and ILPA's guidelines and applying proper audit procedures. |
| Manager | The Manager shall be independent and capable of making independent management and investment decisions. The Manager shall consist of a group of experienced professionals and shall demonstrate the level of diligence and care expected of a professional bona fide manager. The Manager shall carry out operations in line with optimum market practices and with the business standards issued by Invest Europe, ILPA or any similar associations. Moreover, the Manager shall ensure compliance with the applicable laws, including with the rules governing the relevant national laws and regulations, and with the legislation on state aid, money laundering, combating terrorism and tax fraud. |

ANNEX 2 - EXPRESSION OF INTEREST TEMPLATE

To:

HDBI S.A.

3 Merlin St, ~~Xenias St.~~

Athens GR-10671 ~~GR-11528, Athens~~

To the attention of the CEO

[Date]

Dear Sirs,

In relation to the Call for Proposals dated August 3rd 2020 (the Call) of Hellenic Development Bank of Investments S.A. (HDBI) in the context of the mandate to manage resources of the Ministry of Development and Investments from the national part of the Public Investment Programme which was granted to HDBI S.A. under the contract of 30.12.2019 between it and the Ministry of Development and Investments for sub-project B, we hereby submit an Expression of Interest from [●] (the Offeror).

Save as otherwise provided for herein, any capitalised terms or phrases shall be interpreted in accordance with the Call.

The undersigned signatory(-ies), acting in his/her/their capacity as authorised representative(s) of the [Offeror], hereby:

1. Submit(s) the [Offeror's] proposal regarding the establishment and management of an Investment Scheme, as same is thoroughly described in the documents attached hereto.
2. Declare(s) that all information included in this Expression of Interest and its Annexes is truthful, complete and non-misleading in all respects.
3. Declare(s) that the [Offeror] does not engage in any activities characterised as illegal under the Law that governs its operations.
4. Declare(s) that none of the Offeror's representatives or authorised bodies: (a) has ever offered, accepted or received, and/or (b) intends to offer, accept or receive, and/or (c) has pursued or intends to pursue and/or (d) has tried to gain or will try to gain any benefit, whether financial or other, to or from any third parties, in a manner that constitutes illegal practice or leads to corruption, whether directly or indirectly, in the form of an incentive or reward for the signature of a Management Agreement in relation to the proposed Investment Scheme.

5. Acknowledge(s) and agree(s) that, if the Offeror is selected, the Offeror shall undergo checks by HDBI's audit bodies, in accordance with the terms of the Management Agreement.
6. I hereby declare that I have read and thoroughly understood the terms of HDBI's Call, in particular Section X thereof, which lays down the terms governing the processing of data by HDBI. I hereby acknowledge and consent explicitly and unconditionally to the collection and processing by HDBI, in accordance with the terms of Section X above, of any data relating to individuals that are associated with the Offeror, with the private investors proposed for the Investment Scheme or generally with the proposal which is hereby submitted. In this context, I hereby represent and warrant to HDBI that all information I have provided has been obtained in a fully legitimate manner and that I have a right to disclose it to HDBI, otherwise I hereby undertake explicitly to indemnify HDBI for any liquidated or consequential damage that may arise from any third-party claims relating to the transmission of such data by the [Offeror] and their processing by HDBI.

Date (day/month/year) Name -
Signature(s)

Attachments to the Expression of Interest:

1. Offeror's identification details (as per the template in Appendix 1 to the Expression of Interest)
2. Offeror's Proposal for an Investment Scheme (must meet the terms and conditions of Sections IV (DESCRIPTION AND GENERAL TERMS AND CONDITIONS OF INVESTMENT BY INVESTMENT SCHEMES) and VI (HDBI TERMS AND CONDITIONS OF PARTICIPATION) of the Call; must include at least the information listed in Section VIII (Selection Criteria) of the Call and must be adequately documented).
3. Documentation of the Manager and the management team members (as listed in Appendix 2 to the Expression of Interest)
4. Declaration (as per the template in Appendix 3 to the Expression of Interest)

**APPENDIX 1 TO THE OFFEROR'S EXPRESSION OF
INTEREST**

1.1 Offeror's Details

| REQUIRED INFORMATION | |
|--|---|
| OFFEROR'S NAME | |
| CONTACT DETAILS | Address: Tel: E-mail: |
| LEGAL FORM | |
| COMMERCIAL REGISTRATION etc. REGISTRATION DETAILS | Registration Name: Registration Date: Country of Registration: Registration No.: |

1.2 Person authorised to file the Expression of interest on behalf of the Offeror

| REQUIRED INFORMATION | |
|-----------------------------|----------------------------------|
| NAME | Surname: Name(s): |
| TITLE | |
| CONTACT DETAILS | Address: Tel: Fax: E-mail: |

1.3 Contact Person (if other than the one indicated under 1.2)

| | |
|-----------------|----------------------------------|
| NAME | Surname: Name(s): |
| TITLE | |
| CONTACT DETAILS | Address: Tel: Fax: E-mail: |

APPENDIX 2 TO THE EXPRESSION OF INTEREST

DOCUMENTS SUBMITTED JOINTLY FOR THE MANAGER AND THE MANAGEMENT TEAM

1. Offeror's Articles of Association (where applicable)
2. Shareholder structure and composition of the Offeror (and the proposed Manager, if other than the Offeror)
3. Identification documents of the shareholders/persons exercising control and of the management executives of the Offeror (and the proposed Manager, if other than the Offeror)
4. Identification documents of the Investment Scheme management team members [if different from the persons indicated under (3)]
5. Resumes of the shareholders/persons exercising control and of the management executives of the Offeror (and the proposed Manager, if other than the Offeror)
6. Resumes of the management team members [if different from the persons indicated under (5)]
7. Excerpt of the criminal record of the shareholders/persons exercising control and of the management executives of the Offeror (and the proposed Manager, if other than the Offeror)
8. Excerpt of the criminal record of the Investment Scheme management team members [if different from the persons indicated under (7)]
9. Legalisation documents of Offeror's representative authorising him/her to submit the Expression of Interest on behalf of the Offeror

APPENDIX 3 TO THE OFFEROR'S EXPRESSION OF INTEREST

The undersigned, [name of the person(s) signing this Declaration], in my/our capacity as legal representative(s) of: [Offeror's registered name] ("Offeror")

Registered name:

Legal Form:

Registered Office:

Tax Registration No.:

I HEREBY state on account and on behalf of the Offeror the following:

- (1) No petition has been filed or court order has been issued for declaration in bankruptcy, placement in compulsory administration, pre-bankruptcy reconciliation, out-of-court/court settlement or special administration as per the provisions of Law 4307/2014 (or any other similar procedure under the law applicable to the Offeror), and the Offeror has not suspended its business activity as at the date this Declaration is submitted.
- (2) Neither the Offeror nor any of the persons listed in paragraph (4) of Section V (GROUNDS FOR EXCLUSION) fall(s) under any of the situations described in Section V (GROUNDS FOR EXCLUSION) of the Call.

Date (day/month/year)

Name - Signature(s)

**ANNEX 3
EVALUATION PROCEDURE DIAGRAM**

