



Open Call for Expression of Interest to select Financial Intermediaries under the JEREMIE Romania Reflows Equity Instrument

The objective of this Open Call for Expression of Interest (the “Call”), launched by the European Investment Fund (“EIF”), is to select eligible financial institutions to become Financial Intermediaries under the JEREMIE Romania Reflows Equity Instrument (the “Facility”), as further described below. All applications under the Facility to be submitted to the EIF should conform to the Call.

In this Call, capitalised terms and expressions shall have the meaning attributed to them in this document and as defined in relevant Investment Guidelines annexed thereto, as appropriate.

In addition to this explanatory document, the Call contains the following documents:

- Annex I: Expression of Interest to be filled in by applicants;
- Annex II: Investment Guidelines under the Primary Fund Window;
- Annex III: Investment Guidelines under the Co-Investment Window.

1. JEREMIE Romania Reflows Equity Instrument (“the Facility”)

Through the Facility, the EIF, acting on behalf and in the ultimate benefit of the Government of Romania, will:

1. Provide capital commitments to selected venture capital and private equity funds which focus on, or include Romania as part of their geographic focus (**Primary Fund Window**); and/or
2. Co-invest, on a deal-by-deal basis, alongside selected venture capital and private equity funds investing in Romania (**Co-Investment Window**).

2. JEREMIE framework and related reflows from portfolio operations

The JEREMIE initiative is a framework providing a series of coherent actions to promote increased access to finance for micro, small and medium-sized enterprises. In Romania, the JEREMIE initiative is organised through the JEREMIE Holding Fund (hereinafter, “JHF”), managed by EIF, in

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accordance with the Funding Agreement as amended and restated on 19/11/2013¹ and as subsequently amended from time to time. Following the initial implementation, the JHF is in its legacy period and is receiving returned resources from operations, known as "Proceeds of Operations" or "Reflows", which may be used for setting up further financial instruments.

The present Open Call concerns the investment in venture capital and private equity funds to be made by the EIF under the JHF with the Reflows from JEREMIE operations.

The total amount of JEREMIE reflows available under the facility is initially up to EUR 50 million, to be used for setting up one or both of the following financial instruments:

1. Primary Fund Window; and/or
2. Co-Investment Window.

Interested Financial Intermediaries may express their interest for one of the financial instruments listed. There is no pre-determined distribution between the two windows.

It shall be noted that when making an investment under the Primary Fund Window, EIF may, in addition, invest from its other resources under management. In this case, EIF shall target matching on a 1:1 basis the investment made under the Primary Fund Window of the Facility.

When making an investment under the Co-Investment Window, EIF will not invest from its other resources under management. The matching of the resources invested under the Co-Investment Window will be effectively provided by VC&PE funds and/or other private investors which participate alongside EIF in the respective co-investment round, provided that EIF will not participate in more than 50% of a co-investment round.

3. Eligible Financial Intermediaries

This Call is addressed to financial intermediaries ("the Financial Intermediaries") as defined and further specified in the relevant Investment Guidelines (Annexes).

All Financial Intermediaries including the managers of the Financial Intermediaries shall represent that they are not in any of the situations of exclusion, as further described in the Annex I to this Call. Financial Intermediaries shall represent that they do not perform activities which are considered illegal according to the applicable legislation in Romania.

Financial Intermediaries shall acknowledge the EIF Anti-Fraud Policy which sets out the policy of EIF for preventing and deterring corruption, fraud, collusion, coercion, obstruction, money laundering and terrorist financing (please refer to http://www.eif.org/attachments/publications/about/Anti_Fraud_Policy.pdf) as amended from time

¹ Funding Agreement between EIF and the Government of Romania signed on 19/11/2013, approved by Government Decision 916/2013.

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to time, and shall take appropriate measures (as may be further specified in the relevant Agreement) to (i) facilitate implementation of such policy as well as to (ii) undertake to support investigations performed by the EIF or the European Investment Bank in connection with actual or suspected prohibited conduct.

Financial Intermediaries including the managers thereof shall comply with relevant standards and applicable legislation on the prevention of money laundering, the fight against terrorism and tax fraud to which they may be subject and shall not be established and shall not maintain business relations with entities incorporated in any Non-Compliant Jurisdiction, as further provided in the Investment Guidelines.

Please refer to http://www.eif.org/attachments/publications/about/Anti_Fraud_Policy.pdf.

4. The application procedure

The Deadline for application is set on 1st June 2022, provided that the EIF may determine that the Deadline will occur on another date depending, *inter alia*, on the availability of the budgetary resources. Applications are accepted and processed at any time during this period, subject to the availability of budgetary resources.

The Expression of Interest shall be submitted before the Deadline either by email or in paper format via registered mail or professional courier.

The Deadline applies (i) in case of e-mails to the reception by the EIF and (ii) in case of registered mail or professional courier service to the date of dispatch proven by the post office stamp or a dispatch receipt.

The Expressions of Interest shall indicate the name of the applicant and be sent either to the following address:

European Investment Fund

JEREMIE Romania Reflows Equity Instrument – Expression of Interest

Mandate Management Equity – Structural Funds

37B avenue J.F. Kennedy

L-2968 Luxembourg

or in an electronic form to: JEREMIE-Romania@eif.org.

An acknowledgement of receipt will be sent to the relevant applicants by the EIF via e-mail, which shall state the confirmation that the Expression of Interest was received.

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The acknowledgement of receipt shall not be construed as a declaration of completeness of the Expression of Interest and the documents submitted therewith, nor any kind of assessment or acceptance of the same.

The Expressions of Interest shall:

1. state in the subject of the email: "JEREMIE Romania Reflows Equity Instrument: [name of the applicant]";
2. be prepared in English;
3. contain the Annex I duly signed.

The applicant shall make available to the EIF the relevant information and documentation covering the points listed below, which are considered minimum information required in the selection process²:

1. management team
2. investment strategy
3. track record
4. target market
5. deal flow
6. geographical scope, including intended coverage of Romania
7. target sectors
8. fund size
9. legal structure/governance structure³
10. proposed terms
11. expected returns
12. other investors
13. timing of fund raising.

The applicants may withdraw, in the same manner as specified above, their Expression of Interest at any stage of the selection process. Applicants may send questions regarding the Call to JEREMIE-Romania@eif.org.

The EIF shall analyse such incoming questions and may publish from time to time the resulting answers in the form of Frequently Asked Questions document ("FAQ") posted in the Facility section of the EIF's website. The EIF reserves the right to update the FAQ document from time to time as and when it regards appropriate.

² Information may be covered by a PPM (private placement memorandum) made available to the EIF.

³ Showing ownership and cash flows, supported by legal and/or tax memorandum, if available.

5. Selection procedure

The applicants will be selected in due consideration of the general principles of transparency, equal treatment and non-discrimination, in compliance with EIF's policies, rules, procedures and statute and in conformity with best business and market practices.

The EIF shall analyse the applications on a continuous basis, using professional analysis and judgment, taking into account the terms set out in the relevant Investment Guidelines and the following general steps:

- (i) Screening
- (ii) Due Diligence
- (iii) Assessment and approval in accordance with EIF's internal assessment and decision making rules
- (iv) Negotiation and signature

The decision to perform a due diligence visit shall be at the discretion of the EIF.

Prior to entering into a transaction with the selected applicant, the selected investment proposal to be funded under the Facility shall be submitted by the EIF to its relevant decision making bodies for approval and shall be subject to such prior approval before finalising the contractual negotiation process with the Financial Intermediary.

Following selection of the application, the appropriate contractual agreement shall be signed with the Financial Intermediary. The ultimate decision on the form of the agreement shall be made at the discretion of the EIF. The terms of the Fund Agreement (i.e. the agreement whereby the EIF commits to a Financial Intermediary) shall be in English.

In any phase of the selection process until and prior to entering into a legally binding agreement with an applicant, the EIF reserves itself full discretion to consider or not the applicant, and no applicant has any claim or other right or may expect to be ultimately selected as the Financial Intermediary under the facilities. Any negotiation of terms and conditions of Fund Agreements by no means entails any obligation for the EIF to enter into such agreement with the relevant Financial Intermediaries.

Those Applicants, whose Expression of Interest is rejected, shall have the right to submit a written complaint about the selection process by e-mail, registered mail or professional courier service, to the same address used for the submission of the Expressions of Interest above, within the timeline provisioned within the relevant EIB Group complaints policy. Any complaints will be dealt within the framework and in accordance with the EIB Group complaints policy (for further information visit <http://www.eib.org/about/publications/complaints-mechanism-policy.htm>).

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Any personal data provided by the Applicants shall be processed by EIF in compliance with its Data Protection Statement (EIF statement on the processing operations of Applicants and Financial Intermediaries' personal data, as published on the EIF's website) and the [Regulation \(EU\) 2018/1725](#) on the protection of natural persons with regard to the processing of personal data by the Union institutions, bodies offices and agencies and on the free movement of such data, as amended from time to time.

(http://www.eif.org/attachments/eif_data_protection_statement_financial_intermediaries_due_diligence_en.pdf)

The EIF reserves the right at any time to request written clarification or the submission of additional or supplementary written information in respect of any application, verify any applicant or with a third party any information set out in any submission.

6. Assessment criteria for expected performance

As part of the expected performance assessment, the applications will be analysed based on the following criteria:

Management Team

- a) Relevant experience
- b) Composition of the team, track record and balance of skills
- c) Ability to provide relevant added value
- d) Ability to provide adequate commitment for the life of the fund
- e) Screening of management team members in accordance with standard market practice and with specific attention to issues related to corrupt, fraudulent, coercive or collusive practices or criminal convictions concerning their professional conduct

Market

- a) Identification of the target market
- b) Size of the market and its potential development
- c) Growth potential of enterprises in the target market

Deal Flow

- a) Track record of access to deals
- b) Quality of deals
- c) Credibility of plans to develop deal flows

Investment Strategy

- a) Fund, stage, sector and geographical focus
- b) Number of targeted investments
- c) Appropriateness of the investment strategy to the market
- d) Identification of suitable and achievable exit routes for targeted investments

Size of the fund

- a) Balance between fund size and expected deal flow
- b) Adequacy of provision for follow on investments

Proposed terms

- a) In line with market norms, including for the management fees & costs, with explanations for deviations
- b) Any performance related remuneration such as carried interest to be designed to reward overall fund performance
- c) Legal and tax structure

Expected returns

- a) Evidence that the fund is to be run on a commercial basis and that it can be expected to be financially viable

Investor base

- a) Pari-passu ranking (i.e. like risk, like reward) of market oriented investors⁴
- b) Evidence of support from other investors
- c) Co-investment strategy and rationale
- d) Screening and monitoring of co-investors to the extent the information is made available to the EIF and in accordance with standard market practice

⁴ Market oriented investors mean investors operating in circumstances corresponding to the market economy investor principles, irrespective of the legal nature and ownership structure of these investors, being so-called normal economic operators in market economies.

7. Publishing of information on the Financial Intermediaries⁵ and Eligible Final Recipients

7.1. EIF may publish, from time to time, on its website a list of Financial Intermediaries, which may include the name and the registered addresses of the Financial Intermediaries and respective capital commitments.

The Financial Intermediary may, prior to receiving financial support under the Facility, decide not to agree in writing to the publication requirement if it risks harming its commercial interests or risks threatening the rights and freedoms of individuals concerned as protected by the Charter of Fundamental Rights of the European Union⁶. In addition, such publication shall not be required if it would be illegal under the applicable laws and regulations.

EIF and/or the Government of Romania may also publish a list of Final Recipients benefiting from the financing under the facility.

7.2. EIF Transparency Policy

Within the framework of the EIF's Transparency Policy⁷ (the "**EIF Transparency Policy**"), EIF is committed to the guiding principle of promoting transparency with respect to its operational and institutional activities.

Pursuant to this guiding principle, and in accordance with the EIB Group approach and undertakings to promote transparency and good administrative practice, EIF has adopted the practice of publishing the minutes of the Board of Directors ("**Board minutes**") on its website, following their approval and signature.

The published Board minutes only indicate those operations presented for decision which have been approved and, as a general rule, contain a summary indicating the project name, the nature of the operation, the geographical focus and the relevant EIF-managed resources.

The EIF Transparency Policy also recognises the need for EIF to balance transparency with confidentiality undertakings and the protection of commercially sensitive or personal data, with a view to EIF satisfying its legal obligations to, and maintaining the confidence and trust of, its business partners, investors and third parties.

Consequently, should an Application receive the relevant EIF internal authorisation for submission to EIF's Board of Directors and be approved by the Board thereafter, and should an Applicant deem

⁵ EIF shall also publish the information on the Beneficiaries, as further detailed in the Annex II and Annex III to this Call for expression of interest.

⁶ The European Commission may request further explanation with respect to any claim to a right to non-publication.

⁷ http://www.eif.org/news_centre/publications/EIF_Transparency_policy.htm?lang=-en

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that the publication of such a summary would expose sensitive or confidential information, for which there would be a compelling reason not to disclose, the Applicant shall make a declaration to that effect in the submission of the Expression of Interest resulting in the information in question being edited out of the published Board minutes and, subject to any applicable confidentiality undertakings, only being made public in connection with the signature of the operation in question.

If EIF has not received such declaration stating that an Applicant does not agree to the publication of the aforementioned operational overview in the Board minutes, EIF will consider that it is acceptable to the Applicant and each Participating Entity, if applicable, and will proceed with publication on EIF's website as indicated above.

8. Publicity and communication approach

The Financial Intermediary is expected to communicate in a reasonable manner in its official correspondence with various stakeholders (including media) the origins of the assigned financial resources, citing that the financing is provided by national resources allocated to the respective vehicle by the European Investment Fund acting on behalf and in the ultimate benefit of the Government of Romania. More detailed publicity requirements shall be set out in the Fund documentation.