



**OPEN CALL FOR EXPRESSION OF INTEREST TO SELECT POTENTIAL BUYERS FOR A
PORTFOLIO OF FUND INTERESTS
PROJECT "EAST-17"
(Published on 21/04/2017)**

The objective of this open call for expression of interest (the "Call"), launched by the European Investment Fund ("EIF"), is to select potential buyers of a portfolio of fund interests, as further described below.

All applications to be submitted to the EIF should conform to this Call.

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

- Annex I: Expression of interest to be completed by applicants, including Appendices 1 and 2;
- Annex II: Selection Criteria.

1. Introduction

This initiative refers to EIF's goal to proactively manage its portfolio of fund interests. EIF is invested in approximately 600 Private Equity funds and has decided to conduct secondary sales of fund portfolios from time to time in order to maintain the size of EIF's portfolio at a manageable framework as well as to contribute to an increased liquidity in the market.

2. Secondary portfolio sale

EIF intends to offer for sale a portfolio of fund interests in European venture capital and private equity funds of vintages 2011 and older with a general focus on Small and Medium-sized Enterprises based in the EU, comprising between 20 and 30 funds, with an aggregated net asset value ("NAV") in the range of EUR 150m to EUR 250m, (the "Portfolio"). The Portfolio is divided into two sub-portfolios: one composed of venture capital ("VC") funds and one composed of mid-market ("LMM") private equity funds.

3. Eligible Financial Intermediaries

This Call is addressed to bodies or firms, whether public or private, which are professional, institutionalized and experienced players in the secondary market and complying with all applicable requirements set out in this Call ("Financial Intermediaries").

The EIF will select one or more Financial Intermediaries to receive, after signature of a non-disclosure agreement, further information about the Portfolio and to be invited to submit an indicative offer in accordance with the procedure described below in section 7. Such selection of Financial Intermediaries will be made **according to the selection criteria set out in this Call**.

Financial Intermediaries must 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 may not be incorporated in any Non-Compliant Jurisdiction.

Financial Intermediaries must 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/news_centre/publications/anti_fraud_policy.htm?lang=-en) and must take appropriate measures to facilitate the implementation of such policy.

4. Definitions and interpretation

In this Call, capitalised terms and expressions have the meaning attributed to them below or elsewhere defined in this document and its Annexes, unless the context requires otherwise.

| | |
|----------------------------------|---|
| Applicant | means an entity applying to this Call as a Financial Intermediary. |
| Deadline | means 12/05/2017 or such later date as announced officially in the East-17 section of EIF's website. |
| EIB Group | the EIB Group consists of the European Investment Bank (the "EIB") and the European Investment Fund (the "EIF"). |
| Expression of Interest | means an application sent by an Applicant to EIF in response to this Call within the Deadline, under the form of the template attached hereto as Annex I. |
| Non-Compliant Jurisdiction (NCJ) | means a jurisdiction determined as such, primarily on the basis of its classification as "non-compliant" by the Organisation for Economic Cooperation and Development (OECD) and its Global Forum on Transparency and Exchange of Information for Tax Purposes, from time to time. Please enquire with EIF for confirmation of Non-Compliant Jurisdiction status. |
| Participating Entities | means, in case a joint Expression of Interest is submitted covering the Applicant and at least one additional Financial Intermediary, each and every additional Financial Intermediary covered by such joint application. |

5. The application procedure

Financial Intermediaries interested in applying under this Call have to submit an Expression of Interest to the EIF within the Deadline to be considered as a potential buyer of the Portfolio.

Expressions of Interest must include the information requested in Appendices 1 and 2 to Annex I of this Call.

Applicants may send questions regarding the Call to the email EAST-17@eif.org. The deadline for submitting questions is 28/04/2017.

EIF will analyse such incoming questions and may publish the answers in the form of Frequently Asked Questions ("FAQ") document posted in the <Calls for expression of interest – East-17> section of the EIF's website (www.eif.org). In case the FAQ document is published, it will be published on 05/05/2017 at the latest. EIF reserves the right to extend the date of the publication of the FAQ and any changes to this date will be announced officially on the EIF's website by the publication of an information notice.

The Expression of Interest must be prepared in English.

EIF may at its discretion contact the Applicants in case of any errors, inaccuracies, omissions or any other type of defect or to clarify items of technical nature in the Expression of Interest before the Deadline.

Note on joint applications:

Institutions may group together and submit a joint Expression of Interest. In this case, the Expression of Interest has to specify which of the Participating Entities will act as the Applicant. The Applicant must apply in the name and on behalf of the Participating Entities and indicate to the EIF the basis for the joint Expression of Interest. The Applicant should act as coordinating entity.

6. Submission of Expression of Interest

Expressions of Interest must be submitted by the Deadline by email together with its attachments.

The Deadline for the submission of Expressions of Interest is 12 May 2017.

EIF reserves the right to extend the Deadline. Any change in the Deadline will be announced officially on the EIF's website by the publication of an information notice.

The Deadline applies to the date of effective receipt by the EIF of the email(s) containing the Expression of Interest and all necessary documents in a legible form.

The electronic version of the Expression of Interest and its attachments must be sent to: **EAST-17@eif.org** stating in the subject of the email: East-17 – Expression of Interest: [name of the Applicant]”.

Prior to the Deadline the Applicants may change or amend their Expressions of Interest by clearly indicating the parts to be changed or amended by sending an email to the above-mentioned address.

The Applicants may withdraw their Expression of Interest at any stage of the selection process by sending an email to the above-mentioned address.

An acknowledgement of receipt will be sent to the relevant Applicants by the EIF via email, which will state the confirmation that the Expression of Interest was received before the Deadline.

The acknowledgement of receipt does not constitute a declaration of completeness of the Expression of Interest and the documents submitted therewith, nor any other kind of assessment or acceptance of the same.

The expiry of the Deadline shall not prevent EIF, in limited cases if deemed necessary, from requesting and receiving from Applicants clarifications on issues of a mere technical or formal nature, *provided that* such clarifications shall neither provide an opportunity to the respective Applicants to unduly improve their applications nor otherwise distort the competition between the Applicants.

7. Selection process

Applicants will be selected on the basis of EIF's policies, rules and procedures and in conformity with best practices with an open, transparent, proportionate, non-discriminatory and objective selection procedure, avoiding conflicts of interest, taking into account the criteria and principles underpinning the program and the experience and financial capacity of the Applicants.

7.1 Evaluation of Expression of Interests

In a first step, the EIF will evaluate the Expression of Interests on the basis of the Eligibility Criteria (as further described in section 7.1.1) and the Quality Assessment Criteria (as further described in section 7.1.2). No confidential information about the Portfolio will be disclosed at such stage.

As a result of such process, selected Applicants will be invited to sign a non-disclosure agreement with EIF to be able to receive further information about the Portfolio (e.g. name of fund, vintage, commitment of EIF, NAV) in order to submit an indicative offer.

Expressions of Interest will be evaluated by the EIF on a comparative basis, in accordance with the Selection Criteria set out in Annex II, and the selection decision will be made after the Deadline.

7.1.1 Eligibility Criteria

EIF will assess whether the Expression of Interest complies with the provisions of this Call and

whether all required representations, information and supporting documentation required thereunder have been provided (in the form requested, where specified).

The Expressions of Interest that do not conform to the Eligibility Criteria as set out in Annex II are rejected. In case of joint Expressions of Interest, if the Applicant or any Participating Entity does not comply with the Eligibility Criteria, the entire Expression of Interest is rejected.

7.1.2 Quality Assessment Criteria

Subject to a successful assessment of the Eligibility Criteria and after having obtained any additional information or clarifications from Applicants, if and as needed, the EIF will perform a quality assessment of the Applicants (and each Participating Entities in case of joint Expressions of Interest) according to the criteria set out in Annex II.

During the quality assessment phase, EIF will evaluate the overall quality of the Expression of Interest under competitive terms with a view to potentially select several Applicants. All criteria listed under Annex II are assessed at the sole discretion of EIF, giving a pre-defined weight to each one of these criteria.

All Applicants will receive a notification about the result of the evaluation process.

EIF will send a rejection notice to Applicants whose Expression of Interest was rejected during any stage of the evaluation process. EIF may, but will not be obliged to, provide reasons of such rejection.

Those Applicants whose Expression of Interest is rejected shall have the right to submit a written complaint within thirty (30) days of receipt of the rejection notice. Any complaints will be dealt within the framework and in accordance with the EIB Group complaints policy (for further information visit http://www.eif.org/news_centre/publications/2009_Complaints_Mechanism_Policy.htm). Any complaints should be submitted by email or registered mail or professional courier service to the address indicated below:

E-mail: EAST-17@eif.org

Postal Address:

European Investment Fund
East-17 – Expression of Interest
Attention: Ralf Emmerich
Equity Transaction and Portfolio Services Division
37B, avenue J.F. Kennedy
L-2968 Luxembourg

7.2 Further steps

7.2.1 Invitation to submit an offer

Following the evaluation of Expression of Interests as per section 7.1 above, the selected Applicants will be requested to sign a non-disclosure agreement with EIF as a pre-condition to receive further information about the Portfolio and will be invited to submit an indicative offer. The basis and instructions to submit such indicative offer will be made available in due course to the Applicants that are invited to submit the indicative offer.

Thereafter EIF will choose, based on pre-defined criteria, whether to shortlist Applicants that have submitted an indicative offer as potential purchasers of the Portfolio and to invite them to participate in the next phase of the selection process, i.e. including access to a data-room providing further information about the funds, in order to submit a final, binding offer. The basis and instructions to submit such binding offer will be made available in due course to Applicants that are invited to submit the binding offer.

7.2.2 Negotiations of a sale and purchase agreement

Thereafter EIF will choose, based on pre-defined criteria, the preferred Applicant(s) to negotiate a sale and purchase agreement. The contractual negotiation process is not concluded until EIF and the buyer have agreed on all relevant terms and conditions.

In any phase of the selection process before entering into a legally binding agreement with an Applicant, EIF may place Applicants on a reserve list for further consideration in the future.

In any phase of the selection process before entering into a legally binding agreement with an Applicant, EIF reserves full discretion to consider or not Applicants (and Participating Entities, in case of joint Expressions of Interest) and no Applicant or Participating Entity has any claim or other right or may expect to be ultimately selected as potential buyer of the Portfolio. Negotiations of the terms and conditions of any sale and purchase agreement entail by no means any obligation for EIF to enter into such sale and purchase agreement with the relevant Applicants.

EIF may suspend or abandon the selection process at any time in its full discretion and no Applicant may claim any right to be selected or included on the reserve list.

8. Data Protection

All Applicants are identified through an appropriate Know-Your-Customer process in line with the EIB Group Anti-Money Laundering and Combating Financing of Terrorism Framework and the Regulations applicable from time to time.

EIF is committed to processing any personal data the Applicants share in the context of (including but not limited to) their application to EIF Calls for Expression of Interest in line with its Data Protection Statement published on the EIF website (http://www.eif.org/what_we_do/index.htm).

ANNEXES

Annex I. Expression of Interest

Annex II. Selection Criteria



Annex I to the Open Call for Expression of Interest to select Financial Intermediaries for East-17 portfolio

To: European Investment Fund
East-17 – Expression of Interest
Attention: Ralf Emmerich
Equity Transaction and Portfolio Services Division
37B, avenue J.F. Kennedy
L-2968 Luxembourg

EXPRESSION OF INTEREST

Applicant submitting the Expression of Interest:

(company name)

Dear Sir or Madam,

Herewith we are submitting our Expression of Interest on behalf of [Applicant] (“the Applicant”) [and Participating Entities] (“the Participating Entities”) in response to the Open Call for Expression of Interest dated 21/04/2017 and published on the European Investment Fund’s website in the framework of the East-17.

Capitalised terms utilised herein shall have the meaning attributed to them in the Call for Expression of Interest.

The undersigned, duly authorized to represent the Applicant [and the Participating Entities], by signing this form certifies and declares:

- (i) that the information contained in this Expression of Interest and its Appendices is complete and correct in all its elements;
- (ii) that [each of] the Applicant [and the Participating Entities] is not incorporated in any Non-Compliant Jurisdiction;
- (iii) that [each of] the Applicant [and the Participating Entities] does not perform illegal activities according to the applicable legislation in the countries of establishment;
- (iv) that [each of] the Applicant [and the Participating Entities] complies 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.

Situation of exclusion

The undersigned, duly authorized to represent the Applicant [and the Participating Entities], declares that [each of] the Applicant [and the Participating Entities] is not in one of the following situations:

- a) [each of] the Applicant [and the Participating Entities] is as of the date of this declaration bankrupt or being wound up, is as of the date of this declaration having its affairs administered by the courts, in this context, has during the last five (5) years from the date of this declaration entered into an arrangement with creditors, has as of the date of this declaration suspended business activities, is as of the date of this declaration the subject of proceedings concerning those matters, or is as of the date of this declaration in any analogous situation arising from a similar procedure provided for in national legislation or regulations;
- b) during the last five (5) years from the date of this declaration, [each of] the Applicant [and the Participating Entities] or persons having powers of representation, decision-making or control over it has been convicted of an offence concerning its professional conduct by a judgment which has the force of *res judicata*, which would affect its ability to acquire the Portfolio. Alternatively, where such judgments exist the undersigned declares that the Financial Intermediary can demonstrate that adequate measures have been adopted against the persons having powers of representation, decision making or control over it, who are subject to this judgment;
- c) during the last five (5) years from the date of this declaration, [each of] the Applicant [and the Participating Entities] or persons having powers of representation, decision-making or control over it has been the subject of a judgment which has force of *res judicata* for fraud, corruption, involvement in a criminal organisation, money laundering or any other illegal activity, where such illegal activity is detrimental to the Union's financial interests. Alternatively, where such judgments exist the undersigned declares that the Financial Intermediary can demonstrate that adequate measures have been adopted against the persons having powers of representation, decision making or control over it, who are subject to this judgment;
- d) as of the date of this declaration, [each of] the Applicant [and the Participating Entities] is guilty of misrepresentation in supplying information required for selection as a Financial Intermediary or fails to supply this information; and
- e) as of the date of this declaration, [each of] the Applicant [and the Participating Entities] is, to its knowledge, listed in an Exclusion System established under an EU Regulation of the European Parliament and of the Council.

The undersigned is/are aware that a conflict of interest could arise in particular as a result of economic interests, political or national affinities, family or emotional ties, or any other relevant connection or shared interest. The Applicant will inform EIF, without delay, of any situation constituting a conflict of interest or which could give rise to a conflict of interest.

[Each of] The Applicant [and the Participating Entities] acknowledges 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.

The undersigned confirms its authority to sign this Expression of Interest on behalf of the Applicant [and the Participating Entities].

The undersigned confirms that any non-disclosure agreement and indicative offer provided at a later stage will be duly signed by an authorised representative.

Yours sincerely,

[Applicant's name]

[signature(s)]

[Stamp of the Applicant (if applicable)]

[Name of signatory]

[Title of signatory]

[Place and date]

Appendices

Appendix 1 Applicant/Participating Entity Identification

Appendix 2 Profile of the Applicant

Appendix 1 to the Expression of Interest.

1.1 Identification – One for the Applicant and one for each and every Participating Entity

| INFORMATION REQUIRED | |
|-------------------------------------|--|
| APPLICANT/PARTICIPATING ENTITY NAME | |
| LEGAL FORM | |
| REGISTRATION DETAILS | Denomination of register: Date of registration: Country of registration: Registration number: |

1.2. Contact person - Only for the Applicant

| | |
|-----------------|--|
| TITLE | Mr/Ms/Dr/other (delete or complete as appropriate) |
| NAME | Surname: Forename(s): |
| FUNCTION | |
| CONTACT DETAILS | Address: Telephone: E-mail: |

Appendix 2 to the Expression of Interest

PROFILE OF THE APPLICANT/PARTICIPATING ENTITY¹

Applicants are asked to provide the following data related to their profile. The points below list the headings for the minimum information needed.

All numerical data provided in the application should please also be provided in electronic format (.xlsx or similar).

- Finance:
 - Total amount of funds under management,
 - Amount of funds under management (only private equity secondary transactions),
 - Amount available for future private equity secondary transactions (“dry powder”),
- Secondary investment strategy with respect to:
 - Areas (e.g. private equity, real estate, infrastructure)
 - Extent (e.g. single funds, portfolio of funds)
 - Deal sizes (e.g. <EUR 50m, EUR 50-200, EUR 250-800)
 - Stage of funds (e.g. VC, midmarket, buyout)
 - Lifecycle stage of funds (e.g. in investment phase, divestment phase, tail-end)
 - Geographical scope (e.g. US, EU, Asia, global)
 - Sectors (e.g. generalist funds, ICT, LS, sector agnostic)
 - Deal types (e.g. fixed payment, deferred payment, earn-out)
- Experience with regards to:
 - Areas (e.g. private equity, real estate, infrastructure)
 - Extent (e.g. single funds, portfolio of funds)
 - Deal sizes (e.g. <EUR 50m, EUR 50-200, EUR 250-800)
 - Stage of funds (e.g. VC, midmarket, buyout)
 - Lifecycle stage of funds (e.g. in investment phase, divestment phase, tail-end)
 - Geographical scope (e.g. US, EU, Asia, global)
 - Sectors (e.g. generalist funds, ICT, LS, sector agnostic)
 - Deal types (e.g. fixed payment, deferred payment, earn-out)

The profile should be consistent also with the Stage 2 from the Annex II – Quality Assessment Criteria.

There is no set expectation on the document’s length, but the Applicants are encouraged to be concise.

¹ In case of joint applications all information shall be provided for the Applicant and each Participating Entity.

ANNEX II – Selection Criteria

Capitalised expressions utilised herein shall have the meaning attributed to them in the above mentioned Call for Expression of Interest, unless otherwise defined below or the context requires otherwise. Unless the contrary intention appears, words in the singular include the plural and words in the plural include the singular.

SELECTION CRITERIA for the Financial Intermediary

| Stage 1 | ELIGIBILITY CRITERIA | System of appraisal |
|----------|---|---------------------|
| | | Yes/ No |
| A | Receivability | |
| A.1 | The Expression of Interest is submitted within the Deadline | |
| A.2 | The Expression of Interest is submitted by e-mail | |
| A.3 | The Expression of Interest is complete and submitted in English | |
| A.4 | The Expression of Interest is signed | |
| A.5 | The Expression of Interest is prepared in accordance with Annex I to the Call for Expression of Interest. All Appendices and necessary supporting documents were provided | |
| B | Eligibility Compliance | |
| B.1 | Applicant and Participating Entities are not incorporated in any Non-Compliant Jurisdiction | |
| B.2 | Applicant and Participating Entities do not perform illegal activities | |
| B.3 | Applicant and Participating Entities are compliant 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 | |
| B.4 | Applicant and Participating Entities are not in a situation of exclusion as per the Expression of Interest | |

| Stage 2 | QUALITY ASSESSMENT CRITERIA | System of appraisal |
|---------|---|---------------------|
| | | Pre-defined weights |
| 2.1 | <p>Available resources Evaluation of the financial Intermediary's profile as set out in Appendix 2 to Annex I, including but not limited to:</p> <ul style="list-style-type: none"> (i) Total amount of funds under management (ii) Amount of funds under management (only private equity secondary transactions) (iii) Amount available for new private equity secondary transactions ("dry powder") | |
| 2.2 | <p>Experience in conducting private equity secondary transactions Evaluation of the Financial Intermediary's profile as set out in Appendix 2 to Annex I, including but not limited to:</p> <ul style="list-style-type: none"> (i) Fit of secondary strategy to the East-17 portfolio (ii) Track-record of acquiring similar portfolios | |