

BOARD OF DIRECTORS

Minutes of the meeting held in Luxembourg on 11 December 2017

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

BOARD OF DIRECTORS

Meeting held in Luxembourg on 11 December 2017

Agenda

A. Quorum

B. For decision

- | | | |
|----|---|----------------------|
| 1. | Adoption of the agenda | Doc. 17/353 |
| 2. | Approval of confidential minutes dated 11 October 2017 | BD/MIN/CONF/288/2017 |
| 3. | Approval of minutes dated 13 November 2017 | BD/MIN/290/2017 |
| 4. | Approval of minutes of written procedure dated 29 November 2017 | BD/WP/MIN/291/2017 |

AGENDA A

Equity

- | | | |
|-----|--|-------------|
| 5. | Life Sciences Partners 6 C.V.
Risk Capital Resources, EIB-EIF SME Funds Investment Facility,
ERP-EIF Facility, LfA-EIF Facility, own resources | Doc. 17/354 |
| 6. | Nexus Iberia Fund I
EFSI SMEW Equity Product Sub-window 1, own resources | Doc. 17/355 |
| 7. | BigPi Ventures – <i>late dispatch</i>
ESIF Fund of Funds Greece, Risk Capital Resources ESIF Co-investment Window,
own resources | Doc. 17/356 |
| 8. | Velocity Partners Fund – <i>late dispatch</i>
ESIF Fund of Funds Greece, Risk Capital Resources ESIF Co-investment Window,
own resources | Doc. 17/357 |
| 9. | Oltre II SICAF EuVECA S.p.A. – additional commitment
Impact-IT (Cassa Depositi e Prestiti) | Doc. 17/358 |
| 10. | Ascendant Buy-Out Fund – addendum
COSME, Risk Capital Resources, Central Europe Fund of Funds, own resources,
Standardised NPI Mandate with SID Bank, Standardised NPI Mandate with Croatian
Bank for Reconstruction and Development (HBOR) | Doc. 17/359 |
| 11. | BrightCap Ventures
JEREMIE Holding Fund Bulgaria | Doc. 17/360 |

Guarantees

- | | | |
|-----|--|-------------|
| 12. | Bank Leumi (Israel) – increase
InnovFin SME Guarantee Facility | Doc. 17/361 |
| 13. | Bankia S.A. (Spain)
InnovFin SME Guarantee Facility | Doc. 17/362 |
| 14. | Banca Intesa AD Beograd (Serbia) – increase and extension
COSME Loan Guarantee Facility | Doc. 17/363 |

Loan funds

- | | | |
|-----|---|-------------|
| 15. | NL SME Debt Fund (the Netherlands)
Diversified Loan Fund - EIB Group Risk Enhancement Mandate, own resources | Doc. 17/364 |
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Mandates and Products

- 16. Internationalisation of Spanish SMEs Doc. 17/365
- 17. SME Initiative Spain Increase Doc. 17/366

AGENDA B

Equity

- 18. MANGROVE V (SCA), RAIF
Risk Capital Resources, ERP-EIF Facility, own resources Doc. 17/367
- 19. Dawn Capital III SCSp
Risk Capital Resources, own resources Doc. 17/375

Guarantees

- 20. [...]

Loan funds

- 21. AlterAlia II Private Debt Fund
Risk Capital Resources, own resources Doc. 17/376

C. Corporate and Institutional Matters

- 1. Corporate Operational Plan 2018-2020 – second reading Doc. 17/369

D. For information

- 1. Balancing of policy and financial return objectives in EIF's equity investments while seeking to achieve wide geographic coverage Doc. 17/370
- 2. Risk Sharing Instrument (RSI) implementation update Doc. 17/371
- 3. InnovFin SME Guarantee Facility implementation update Doc. 17/372
- 4. Policy for the Use of Written Procedures –
Overview of approved transactions March-December 2017 Doc. 17/373
- 5. Board of Directors follow-up programme Doc. 17/374

E. Miscellaneous / Statements

F. Confidential session

- 1. Compliance private session

G. Date of next meeting: 5 February 2018 in Luxembourg

BOARD OF DIRECTORS

Those attending

<u>Members:</u>	D. SCANNAPIECO, Chairman ¹ M. DESCHEEMAECKER E. MASSÉ B. ANGEL H. WIRTH J.D. MALO, alternate to P. DELSAUX
<u>Alternate Members:</u>	F. CARTAXO
<u>Chief Executive:</u>	P. L. GILIBERT
<u>Deputy Chief Executive:</u>	R. HAVENITH
<u>Secretary:</u>	M. LEANDER
<u>Absent:</u>	A. FAYOLLE ¹ P. DELSAUX

¹ Power of attorney issued by Mr. FAYOLLE to Mr. SCANNAPIECO.

The meeting of the Board of Directors ("Board") opened at 13:30.

A. QUORUM

The CHAIRMAN noted that Mr. FAYOLLE had issued a power of attorney for him to act on his behalf and that Mr. DELSAUX was replaced by his alternate, Mr. MALO.

The SECRETARY noted that there was a quorum.

B. FOR DECISION

1. Adoption of the agenda

The Board of Directors adopted the agenda as presented in document 17/353, including the request to attribute item 7 and item 8 to Agenda B.

2. Approval of confidential minutes dated 11 October 2017

The Board of Directors approved the minutes of the confidential Board meeting dated 11 October 2017, ref. BD/MIN/CONF/288/2017, made available at the meeting.

3. Approval of minutes dated 13 November 2017

The Board of Directors approved the minutes of the Board meeting dated 13 November 2017, ref. BD/MIN/290/2017 and took note of the forthcoming publication on EIF's website.

4. Approval of minutes of written procedure dated 29 November 2017

The Board of Directors approved the minutes of the written procedure dated 29 November 2017, ref. BD/WP/MIN/291/2017 and took note of the forthcoming publication on EIF's website.

AGENDA A

EQUITY

5. Life Sciences Partners 6 C.V.

*EIB-EIF SME Funds Investment Facility, Risk Capital Resources,
ERP-EIF Facility, LfA-EIF Facility, own resources*

Life science venture capital fund focusing on early stage, development stage and pre-exit companies primarily in the BeNeLux and DACH regions.

The Board of Directors approved an investment in Life Sciences Partners 6 C.V., on the terms and conditions set out in document 17/354.

6. Nexus Iberia Fund I

EFSI SMEW Equity Product Sub-window 1, own resources

Generalist private equity fund focusing on lower mid-market investments primarily in Spain.

The Board of Directors approved an investment in Nexus Iberia Fund I, on the terms and conditions set out in document 17/355.

7. Item moved to Agenda B.

8. Item moved to Agenda B.

9. **Oltre II SICAF EuVECA S.p.A. – additional commitment**

Impact-IT (Cassa Depositi e Prestiti)

Generalist impact investment fund focusing on social enterprises primarily in Italy.

The Board of Directors approved an additional commitment in Oltre II SICAF EuVECA S.p.A., on the terms and conditions set out in document 17/358.

10. **Ascendant Buy-Out Fund – addendum**

COSME, Risk Capital Resources, Central Europe Fund of Funds, own resources, Standardised NPI Mandate with SID Bank, Standardised NPI Mandate with Croatian Bank for Reconstruction and Development (HBOR)

Generalist private equity fund focusing on lower mid-market investments in the Western Balkans.

The Board of Directors approved a change (i) in the amount proposed for investment and (ii) in the proposed facilities, to include also the Standardised NPI Mandate with SID Bank and Standardised NPI Mandate with the Croatian Bank for Reconstruction and Development (HBOR), on the terms and conditions set out in document 17/359.

11. **BrightCap Ventures**

JEREMIE Holding Fund Bulgaria

ICT generalist venture capital fund with an accelerator focusing on early stage investments primarily in Bulgaria.

The Board of Directors approved an investment in BrightCap Ventures, on the terms and conditions set out in document 17/360.

GUARANTEES

12. **Bank Leumi (Israel) – increase**

InnovFin SME Guarantee Facility

Direct portfolio guarantee to enhance access to finance for innovative SMEs and small mid-caps in Israel.

The Board of Directors approved an additional principal guarantee amount, on the terms and conditions set out in document 17/361.

13. **Bankia S.A. (Spain)**

InnovFin SME Guarantee Facility

Direct portfolio guarantee to enhance access to finance for innovative SMEs and small mid-caps in Spain with a concentration expected in Comunidad de Madrid and Comunidad Valenciana.

The Board of Directors approved a principal guarantee amount, on the terms and conditions set out in document 17/362.

14. **Banca Intesa AD Beograd (Serbia) – increase and extension**

COSME Loan Guarantee Facility

Direct guarantee to enhance access to finance for SMEs in Serbia.

The Board of Directors approved (i) an increase in the budgetary allocation and (ii) an extension of the original availability period under the existing guarantee agreement, on the terms and conditions set out in document 17/363.

LOAN FUNDS

15. NL SME Debt Fund (the Netherlands)

*Diversified Loan Fund - EIB Group Risk Enhancement Mandate, own resources
Diversified debt fund providing senior financing to SMEs and small mid-caps in the Netherlands.*

The Board of Directors approved a participation in NL SME Debt Fund, on the terms and conditions set out in document 17/364.

MANDATES

16. Internationalisation of Spanish SMEs

New mandate to enhance access to finance and to support the internationalisation of SMEs and small mid-caps in Spain, with resources from the Spanish Ministry of Economy, Industry and Competitiveness national budget, EIB EFSI funds and EIB own funds.

The Board of Directors approved the new mandate for an uncapped guarantee instrument to be implemented and managed by EIF, including resources to be made available by the Spanish Ministry of Economy, Industry and Competitiveness, on the terms and conditions set out in document 17/365.

17. SME Initiative Spain Increase

Increase of the existing mandate to further enhance access to finance and to improve SME competitiveness in Spain, with European Structural and Investment Funds resources from the Government of the Kingdom of Spain, EIB own resources, EIB Group Risk Enhancement Mandate ("EREM") with a co-investment from EIF own resources, and the European Commission through the Horizon 2020 Programme.

The Board of Directors approved the increase in the SME Initiative Spain mandate, comprised of an additional contribution by the Managing Authority, alongside additional EIB Group and European Commission resources, on the terms and conditions set out in document 17/366.

AGENDA B

EQUITY

The Board discussed a letter, made available at the meeting, received in connection with the implementation of the ESIF Fund of Funds Greece, and which was being managed by the EIB Group Complaints Mechanism Office ("CMO"). It was noted that the Board would be advised of the CMO's conclusions.

7. BigPi Ventures

*ESIF Fund of Funds Greece, Risk Capital Resources ESIF
Co-investment Window, own resources*

Venture capital fund focusing on early stage tech companies in Greece.

The Board of Directors approved an investment in BigPi Ventures, on the terms and conditions set out in document 17/356.

8. Velocity Partners Fund

*ESIF Fund of Funds Greece, Risk Capital Resources ESIF
Co-investment Window, own resources*

Acceleration fund focusing on early stage companies in Greece.

The Board of Directors approved an investment in Velocity Partners Fund, on the terms and conditions set out in document 17/357.

18. **MANGROVE V (SCA), RAIF** *Risk Capital Resources, ERP-EIF Facility, own resources*
ICT generalist venture capital fund focusing on early stage investments primarily in Western Europe and Israel.

The Board of Directors approved an investment in MANGROVE V (SCA), RAIF, on the terms and conditions set out in document 17/367.

19. **Dawn Capital III SCSp** *Risk Capital Resources, own resources*
Pan-European venture capital fund focusing on early stage ICT companies.

[...]

The Board of Directors approved an investment in Dawn Capital III SCSp, on the terms and conditions set out in document 17/375. Mr. ANGEL and Mr. MALO abstained due to the geographical investment strategy of the fund.

GUARANTEES

20. [...]

LOAN FUNDS

21. **AlterAlia II Private Debt Fund** *Risk Capital Resources, own resources*
Generalist selective loan fund focusing on tailored private debt solutions for lower mid-market companies primarily in Spain.

The Board of Directors approved a participation in AlterAlia II Private Debt Fund, on the terms and conditions set out in document 17/376.

C. CORPORATE AND INSTITUTIONAL MATTERS

1. **Corporate Operational Plan ("COP") 2018-2020 - second reading**

The Board discussed the evolution of staff costs and staff numbers over the COP period, the targeting of an average return on equity and the inclusion of additional EIB Group references on areas of joint cooperation.

The Board of Directors approved the Corporate Operational Plan 2018-2020 as presented for second reading in document 17/369, including the additional changes requested in the meeting, and noted that a final version would be circulated for information.

D. FOR INFORMATION

1. **Balancing of policy and financial return objectives in EIF's equity investments while seeking to achieve wide geographic coverage**

The Board of Directors took note of the "Balancing of policy and financial return objectives in EIF's equity investments while seeking to achieve wide geographic coverage", as presented in document 17/370¹.

¹ Corresponding to item 3 on the Board of Directors follow-up programme, doc. 17/374.

2. Risk Sharing Instrument (RSI) implementation update

The Board of Directors took note of the Risk Sharing Instrument (RSI) implementation update, as presented in document 17/371.

3. InnovFin SME Guarantee Facility implementation update

The Board of Directors took note of the InnovFin SME Guarantee Facility implementation update, as presented in document 17/372.

**4. Policy for the Use of Written Procedures –
Overview of approved transactions March-December 2017**

The Board of Directors took note of the overview of transactions approved between March and December 2017 under the Policy for the Use of Written Procedures, as presented in document 17/373¹.

5. Board of Directors follow-up programme

The SECRETARY stated that item 1 of the follow-up programme had been closed, as presented in document 17/380 made available at the meeting, confirming participation to the Central Europe Fund of Funds.

The Board of Directors took note of the Board of Directors follow-up programme, as presented in document 17/374.

E. MISCELLANEOUS / STATEMENTS

The Board of Directors was briefed on a number of relevant issues.

F. DATE OF NEXT MEETING

The Board of Directors agreed that the next meeting would take place in Luxembourg on 5 February 2018.

The main meeting was closed at 15:20 and was followed by the annual private session between the Board and the Head of Compliance, during which a detailed explanation of the practices underpinning the concept of enhanced monitoring was provided, thereby addressing item 11 on the "Board of Directors follow-up programme" (document 17/374).

Luxembourg, 11 December 2017.

The CHAIRMAN (signed)

Dario SCANNAPIECO

The SECRETARY (signed)

Maria LEANDER

¹ Corresponding to item 4 on the Board of Directors follow-up programme, doc. 17/374.