

Risk Capital Financial Instruments, Call for EoI No. JER-001/2011/2
ANNEX 1¹ to the Call for Expression of Interest No. JER-001/2011/2

To:

European Investment Fund

Attention: Regional Business Development Unit

96 Boulevard Konrad Adenauer

L-2968 Luxembourg

EXPRESSION OF INTEREST

Call for Expression of Interest No.: JER-001/2011/2

Deadline for the submission of the Expression of Interest : 30 June 2011

Expression of Interest for Early Stage ICT Venture Capital Fund and/or Seed/Technology Transfer ICT Funds (delete if appropriate)

Applicant submitting the Expression of Interest: _____
(company name,
registration number)

Dear Sir or Madam,

Herewith we are submitting our Expression of Interest on behalf of (Applicant) in response to the Call for Expression of Interest No. JER-001/2011/2 in the framework of JEREMIE initiative implemented through EIF acting as JEREMIE Holding Fund ("JHF"). Capitalised expressions utilised herein shall have the meaning attributed to them in the above mentioned Call for Expression of Interest.

The undersigned duly authorised to represent the (Applicant), by signing this form certifies/certify and declare(s) that the information contained in this Expression of Interest and its Appendices is complete and correct in all its elements.

The undersigned certifies/certify that the (Applicant) is not in one of the situations which would exclude it from taking part in this Call for Expression of Interest listed out in Appendices 5 and 6 to this Expression of Interest. The undersigned shall, upon request, provide all evidence to that extent.

Yours sincerely,

Signature(s):
Name and position in capitals:
Applicant's name
Place:

Stamp of the Applicant (if applicable):

Date (day/month/year):

Appendixes to ANNEX 1
Appendix 1 Applicant Identification
Appendix 2 Project Description

¹ In case of consortia or joint ventures to be filled in by the coordinating entity.

Appendix 3 List of Documents Attached

Appendix 4 Declaration of Absence of Conflict of Interest

Appendix 5 Statement Regarding Situations of Exclusion –1

Appendix 6 Statement Regarding Situations of Exclusion – 2: Declaration of Compliance with Community and National Rules and Policies

APPLICANT IDENTIFICATION

1.1. Applicant identification

INFORMATION REQUIRED	
APPLICANT NAME	
CONTACT DETAILS	Address: Telephone: Fax: E-mail:
LEGAL FORM	
COMMERCIAL REGISTER , ETC. – REGISTRATION DETAILS	Denomination of register: Date of registration: Country of registration: Registration number:
VAT	Registration number or Statement of exemption issued by the national VAT authority dated.....enclosed under reference..... Issued by.....

1.2. Person authorised to submit the Expression of Interest on behalf of the Applicant and appropriate evidence of such authorisation

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

1.3. Contact person (if different from 1.2)

TITLE	Mr/Ms/other (delete or complete as appropriate)
NAME	Surname: Forename(s):
FUNCTION	
CONTACT DETAILS	Address:

² In case of consortia or joint ventures to be filled in by all participating entities.

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	Telephone: Fax:. E-mail:
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Appendix 2 to ANNEX 1

PROJECT DESCRIPTION

Applicants are asked to provide an outline investment proposal in relation to the Financial Instrument(s). This should provide concise information on the following items:

Market

- Detailed description of the addressed market segment, incl. strength and weaknesses, market players, potential deal flow, competitors, exit market ;
- Experience in this market segment;
- Co-operation and/or competition with the relevant partners/competitors in the market segment;
- For the **Seed/Technology Transfer ICT Fund**: networks with Academic & Research Institutions, incubators and business angels community.

Investment strategy

- Fund focus, including stage and sector (investment criteria);
- Development strategy of the investments, coverage of the value chain etc.;
- Fund size and justification;
- Expected number of investee companies and planned investment pace including as regards follow-on policy (when applicable);
- Co-operation model with other investors or institutions
- Strategies for generation of deal flow, adding-value to investee companies post investment and exit;
- Financial instruments (equity, quasi-equity) utilised, expected size of stakes acquired and expected returns.

Management

- Fund Manager team profile, detailing who would be full-time dedicated to the fund and who would be part-time (with % dedication);
- Relevant team members' CVs (outlining main academic, professional and other relevant experience)
- Relevant team members' track record in risk capital transactions (incl. names of investee companies, dates of investment/divestment, investment size, recent valuation / exit values, exit multiples, role of team member in each transaction, references in the context of transactions);
- Description of the joint experience of the team members;
- Team members' place of business; ability of team members to communicate in English and Greek;
- Capacity to operate in the Greek market before as well as after 2015;
- Description of corporate governance and of the legal structure foreseen for the Financial Instrument;
- Information on members of the advisory or investment committees, if applicable;
- Applicant's risk management methodology, procedures and systems;
- Details on the shareholder base/ownership of the Applicant or envisaged shareholder base for Applicant's corporate entity, in case it is not yet set up;

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- Detailed history of the Applicant and its previous/existing business activities, in particular description of any activity which could potentially generate conflicts of interests with the Financial Instrument;
- Independence of the team, notably as regards investment decisions;
- Measures proposed to deal with conflicts of interest, if any are identified.

Terms and conditions

- Main economic terms, including management fees and expected management costs (operational budget of the Financial Instrument) and incentive structure proposed;
- Indicative private investor commitment (including any existing firm commitment), serious negotiations and fundraising plan;
- Indicative investment from the fund management company or a parent entity, and/or the management team into the Financial Instrument.
- Indicative funding amount requested from the JHF;
- Winding-up provisions of the Financial Instrument, including as regards the release of resources from the Financial Instrument to the JHF.

The investment proposal should be consistent also with the Part II Selection Criteria from the Appendix 2.

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

Appendix 3 to ANNEX 1

LIST OF DOCUMENTS ATTACHED

- 1) Copy of Applicant's registration Certificate;
- 2) Copy of Applicant's Articles of Association;
- 3) Copy of Applicant's VAT Certificate, if applicable;
- 4) Copy of identity card, passport or any other document which can be used for identification purposes, for the Applicant's Representative;
- 5) Appropriate evidence of the representative's authorisation to act for and on behalf of the Applicant (signatory powers);
- 6) Declaration on absence of conflict of interest as per template provided in Appendix 4, duly signed;
- 7) Statement regarding situations of exclusion - 1 as per template provided in Appendix 5, duly signed.
- 8) Statement regarding situations of exclusion - 2 as per template provided in Appendix 6: Declaration of compliance with Community and National rules and policies, duly signed.

Appendix 4 to ANNEX 1

DECLARATION OF ABSENCE OF CONFLICT OF INTERESTS

The undersigned declares that neither (i) the Applicant nor (ii) he/she/they personally as authorised representative(s) of the Applicant have a direct or indirect interest of such a nature and scale that may affect the performance of the tasks assigned to the Applicant under any Operational Agreement referred to in the Call for Expression of Interest No. JER-001/2011/2.

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.

Furthermore, the Applicant and the undersigned in his/her/their capacity as duly authorised representative(s) of the Applicant confirm to have read the EIF Anti-Fraud Policy and declare not to have made nor to make any offer of any type whatsoever from which an advantage can be derived under the Operational Agreement and not to have granted nor to grant, not to have sought nor to seek, not to have attempted nor to attempt to obtain, and not to have accepted nor to accept, any advantage, financial or in kind, to or from any party whatsoever, constituting an illegal practice or involving corruption, either directly or indirectly, as an incentive or reward relating to signing of the Operational Agreement.

Yours sincerely,

Signature:

applicable):

Name and position in capitals:

Applicant's name

Place:

Stamp of the Applicant's (if

Date (day/month/year):

Appendix 5 to ANNEX 1

STATEMENT REGARDING SITUATIONS OF EXCLUSION - 1

The undersigned certifies/certify that the (Applicant) is not in any of the situations which would exclude it from taking part in this Call for Expression of Interest and accordingly declare(s) that the (Applicant):

- i) has never been the subject of a conviction by final judgment for one or more reasons listed below:
 - participation in a criminal organisation, as defined in Article 1 of the Council Framework Decision 2008/841/JHA of 24 October 2008³;
 - corruption, as defined in Article 2 (1) of the Council Framework Decision 2003/568/JHA of 22 July 2003⁴;
 - fraud within the meaning of Article 1 of the Convention drawn up on the basis of Article K.3 of the Treaty on European Union, on the protection of the European Communities' financial interests as annexed to the Council Act of 26 July 1995⁵;
 - money laundering as defined in Article 1(2) and terrorist financing as defined in Article 1(3) of the Directive 2005/60/EC⁶ of 26 October 2005;
- ii) has not performed any act which may be qualified as prohibited practices in the meaning of the terms of the EIF Anti-Fraud Policy;
- iii) is not bankrupt or is being wound up, where its affairs are not being administered by the court, where it has not entered into an arrangement with creditors, where it has not suspended business activities or is not in any analogous situation arising from a similar procedure under national laws and regulations;
- iv) is not the subject of proceedings for a declaration for bankruptcy, for an order for compulsory winding up or administration by the court or of an arrangement with creditors or of any other similar proceedings under national laws and regulations;

³ Which repeals the Joint Action 98/733/JHA of 21 December 1998 adopted by the Council on the basis of Article K.3 of the Treaty on European Union, on making it a criminal offence to participate in a criminal organisation in the Member States of the European Union.

⁴ Which repeals the Joint Action 98/742/JHA of 22 December 1998 adopted by the Council on the basis of Article K.3 of the Treaty on European Union, on corruption in the private sector.

⁵ Official Journal of the European Union C316 of 27.11.1995.

⁶ 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 (Official Journal of the European Union L309 of 25.11.2005), as amended from time to time and as complemented by Commission Directive 2006/70/EC of 1 August 2006 laying down implementing measures for Directive 2005/60/EC as regards the definition of 'politically exposed person' and the technical criteria for simplified customer due diligence procedures and for exemption on grounds of a financial activity conducted on an occasional or very limited basis (Official Journal of the European Union L214 of 4.8.2006), as amended from time to time.

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- v) is not “a firm in difficulty” within the meaning of Article 2.1 of the Community guidelines on State aid for rescuing and restructuring firms in difficulty⁷;
- vi) has not and no member of its senior management has been convicted of any offence as a consequence of a judgment which has the force of *res iudicata*, in accordance with the legal provisions of the country;
- vii) has not and no member of its senior management has been guilty of grave professional misconduct;
- viii) has fulfilled obligations relating to the payment of social security contributions in accordance with the legal provisions of the country in which it is established and in the countries where it operates, as applicable;
- ix) has fulfilled obligations relating to the payment of taxes in accordance with the legal provisions of the country in which it is established and in the countries where it operates, as applicable;
- x) is not found to have provided serious misrepresentation in supplying the information required in accordance with the Call for Expression of Interest or has supplied such information.

The Applicant and the undersigned in his/her/their capacity as duly authorised representative of the Applicant commit to provide all evidence to the above, upon request by the JHF or EIF.

Signature:
applicable):

Name and position in capitals:

Applicant's name

Place:

Stamp of the Applicant (if

Date (day/month/year):

⁷ Communication from the Commission – Community Guidelines on State aid and restructuring firms in difficulty (Official Journal of the European Union C 244 of 1.10.2004), as amended or substituted by future Community guidelines from time to time.

Appendix 6 to ANNEX 1

STATEMENT REGARDING SITUATIONS OF EXCLUSION - 2

DECLARATION OF COMPLIANCE WITH COMMUNITY AND NATIONAL RULES
AND POLICIES

The undersigned certifies/certify that the (Applicant) is not in any of the situations which would exclude it from taking part in this Call for Expression of Interest and accordingly declare(s) that the (Applicant):

- i) Complies with all Community and National rules and policies in relation to Competition and confirms its willingness and readiness to undertake its responsibility for ensuring that investments made under this Financial Instrument respect the provisions of Reg. 800/2008 (for the Early Stage Risk Capital Financial Instrument) and *De Minimis* Regulation⁸ (for the Intellectual Property – Technology Transfer Risk Capital Financial Instrument), as specified in Annex 2;
- ii) Complies with all Community and National rules and policies in relation to the goal of protecting and improving the environment and promoting sustainable development;
- iii) Complies with all Community and National rules and policies in relation to gender equality and non-discrimination;
- iv) Confirms its willingness and readiness to respect the information and publicity provisions applicable to this Financial Instrument.

Yours sincerely,

Signature:

applicable):

Name and position in capitals:

Applicant's name

Place:

Stamp of the Applicant's (if

Date (day/month/year):

⁸ Commission Regulation (EC) No 1998/2006 of 15 December 2006 on the application of Articles 87 and 88 of the Treaty to de minimis aid (Official Journal of the European Union L379 of 28.12.2006, p.5), as amended, (the "**De Minimis Regulation**").

