



To:

European Investment Fund

Re: Sustainable Development Umbrella Fund

To the attention of its compartment Sustainable Development Umbrella Fund - Health Compartment

37B avenue J.F. Kennedy

L-2968 Luxembourg

EXPRESSION OF INTEREST

For Sustainable Development Umbrella Fund - Health Compartment, a compartment of the Sustainable Development Umbrella Fund

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 **[the Applicant]**, (the "Applicant") in response to the Open Call for Expression of Interest in the framework of Sustainable Development Umbrella Fund - Health Compartment (the "SDUF Health Compartment"), a compartment of the Sustainable Development Umbrella Fund advised by the EIF.

Capitalised expressions utilised herein shall have the meaning attributed to them in the above-mentioned Open Call for Expression of Interest and as defined in Annex II to this Call (the "Investment Guidelines"), as appropriate.

The undersigned, duly authorised to represent the Applicant, by signing this form certifies and declares:

Annex I to the Open Call for Expression of Interest to select financial intermediaries under the Health Compartment of the Sustainable Development Umbrella Fund

1. that the information contained in this Expression of Interest and its appendices is complete, correct and accurate in all its elements;
2. to have read the [EIF Anti-Fraud Policy](#) and not to have made nor to make any offer of any type whatsoever from which an advantage can be derived under the fund 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 the signing of the fund agreement;
3. to have read this Call and its Annexes;
4. to have understood the Venture Centre of Excellence (“VCoE”), as detailed in Annex III to this Call, and that participation in the VCoE forms an inseparable and binding element of the potential commitment to be made under this Open Call for Expression of Interest;
5. to consent to adhere to the VCoE in case the SDUF Health Compartment will invest in, or alongside, the Financial Intermediary.

Furthermore, the undersigned represents that, as at the date of this form:

- 1) the Financial Intermediary including the fund manager and/or the investment advisor (and/or other entities entrusted with similar activities) of the Financial Intermediary is not in any of the situations below:
 - a. it is bankrupt or being wound up, is having its affairs administered by the courts, in this context, is the subject of proceedings concerning those matters, or is in any analogous situation arising from a similar procedure provided for in national legislation or regulations or has suspended business activities;
 - b. it is guilty of misrepresentation in supplying information required for selection as a Financial Intermediary; or has failed to supply this information;
- 2) The undersigned represents that the Financial Intermediary including the fund manager and/or the investment advisor (and/or other entities entrusted with similar activities) of the Financial Intermediary has not been in one of the following situations during the last five (5) years from the date of signature of this form:
 - a. it has entered into an arrangement with creditors in the context of being bankrupt or being wound up, having its affairs administered by the courts;
 - b. listed in the early detection and central exclusion database (the EDES database) set up and operated by the European Commission (Article 108(1) Financial Regulation);
 - c. it or persons having powers of representation, decision-making or control over it, have been convicted:
 - i) of an offence concerning their professional conduct, or
 - ii) of fraud, corruption, involvement in a criminal organisation, money laundering or any other illegal activity, where such illegal activity is detrimental to the European Union’s financial interests;

by a judgment which has the force of *res judicata*, which would affect their ability to perform their obligations under this Call or the fund agreement or any other legal documents relating to the fund; alternatively, where such judgments exist the undersigned declares that the Applicant can demonstrate that adequate measures have been adopted against the persons having

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powers of representation, decision making or control over it, who are subject to these judgments;

- 3) the Financial Intermediary including the fund manager and/or the investment advisor (and/ or other entities entrusted with similar activities) of the Financial Intermediary does not perform activities which are illegal according to the applicable legislation in the country of the Applicant.

Furthermore, the undersigned:

- (i) undertakes to provide during the commercial due diligence evidence satisfactory to SDUF and EIF that the SDUF Health Compartment Investment, if any, would not cause SDUF and the investors in the SDUF Health Compartment (each a "Concerned Party") to (i) file income tax returns in the jurisdiction of the Financial Intermediary in relation to such SDUF Health Compartment Investment (other than any tax return necessary to obtain an exemption from or refund of a tax imposed on the Concerned Party or any tax paid by SDUF in relation to such SDUF Health Compartment Investment), or (ii) pay any tax in the jurisdiction of the Financial Intermediary based on the Concerned Party's (indirect) portion of the Financial Intermediary's net income, other than its income from the SDUF Health Compartment; and
- (ii) understands and acknowledges that SDUF will require satisfactory contractual and/or other type of comfort (including issuance of tax opinions by the Financial Intermediary's tax advisor) on the tax considerations under item (i) above, and, more generally, on the absence of any risk of permanent establishment of the Concerned Parties.

Yours sincerely,

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

Stamp of the applicant (if applicable):

Date (day/month/year):

Appendices

Appendix 1 : Applicant Identification

Appendix 2: Know Your Customer ("KYC") documents to attach

Annex I to the Open Call for Expression of Interest to select financial intermediaries under the Health Compartment of the Sustainable Development Umbrella Fund

Appendix 1 to the Expression of Interest

APPLICANT IDENTIFICATION

INFORMATION REQUIRED	
NAME	
LEGAL FORM	
CONTACT DETAILS	Title: Mr/Mrs/other (delete or complete as appropriate) Surname: Forename(s): Function: Address: Telephone: Email:

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Appendix 2 to the Expression of Interest

Know Your Customer (“KYC”) documents to attach:

- 1) Copy of extract of commercial registry or equivalent
- 2) Copy of the list of directors or other authorised representatives or equivalent
- 3) Ownership structure: overall structure up to and including information on the Ultimate Beneficial Owner¹ if available at the time of submission of the Expression of Interest. If not, to be provided as soon as possible in the course of the selection process.

The Applicants that have successfully completed a selection process during the last 12 months in the context of an EIF program are invited to inquire in writing with EIF at the e-mail SDUF-Health@eif.org on whether the document under point (3) above is required to be re-submitted during the selection process, provided that no changes have occurred since last submission of such information.

These documents are required at the initial phase of appraisal. Additional documents may be requested by either EIF, the External AIFM or SDUF.

¹ Beneficial Ownership means the ultimate ownership or control of a person according to the definition of “beneficial owner” set out in article 3(6) of Directive 2015/849 of the European Parliament and of the Council of 20 May 2015 on the prevention of the use of the financial system for the purposes of money laundering or terrorist financing (as amended, supplemented or restated), it being specified that, for the purposes of this Agreement, (i) in relation to the Financial Intermediary, the threshold of beneficial ownership is set at 10%; and (ii) in relation to the Final Recipients established in the EU, the threshold of beneficial ownership is the threshold set under the applicable laws or regulations implementing the said Directive.