Athens, 22/03/2024

HELLENIC CORPORATION OF ASSETS AND PARTICIPATIONS S.A.

("GROWTHFUND")

REQUEST FOR PROPOSALS FOR THE PROVISION OF ADVISORY EXPERT SERVICES FOR PREPARATION AND BUILDING OF GROWTHFUND'S INVESTMENT FUND

I. Procedural Information

Contracting party	Hellenic Corporation of Assets and Participations SA ("GROWTHFUND")
Type of contract	Services contract
Number of envisaged contractors	One (1) Advisor or Consortium
Maximum budget of the agreement	3,950,000 euros not including VAT
Registered seat of the Corporation and details for communications/access to information	4, Karagiorgi Servias street, P.C.: 10562, Athens, Greece NUTS Code EL 303 Tel 0030 210 0106900 Website www.growthfund.gr Additional information may be requested to the following email address: info@growthfund.gr.
Proposal close date/time	Tuesday 30th April 2024, 20:00 (Athens time)
Questions in respect of the Request for Proposal process	The interested parties may submit their questions in writing to GROWTHFUND until ten (10) days prior the RFP closing date. The questions should be submitted to the following email address info@growthfund.gr and answers to the questions will be provided electronically to the parties.
Duration	The Advisor must submit the 1st part of the PHASE A deliverables as described in section IV Duration & Budget, targeted by end May, the 2nd part of the PHASE A deliverables by June 2024 and the deliverables of the PHASE B (build phase) by end of 2024 (see below section III Scope of the Project and section IV Duration).
Proposal's language /supporting documentation language	Greek or English
Award criteria	See below criteria under relevant section.

II. Background on the Hellenic Corporation of Assets and Participations SA / Legal framework:

This Request of Proposals ("RFP") is launched and managed by GROWTHFUND.

Pursuant to article 185 of Law 4389/2016 as in force GROWTHFUND operates in the public interest in accordance with the rules of private industry. It is set up to serve a specific public purpose. In particular, GROWTHFUND manages and uses its assets in order to: (a) contribute resources for the implementation of Greece's investment policy and to make investments that contribute to strengthening the development of the Greek economy and (b) contribute to reducing the financial obligations of the Hellenic Republic, in accordance with Law 4336/2015. Further it is provided that in order to fulfill its purpose, GROWTHFUND acts in an independent, professional and entrepreneurial manner with a long-term vision in achieving its results, in accordance with its Rules of Procedure; it also acts to guarantee full transparency, with a view to enhancing the value and improving the performance of the abovementioned assets as well as generating revenue which is distributed in accordance with Law 4389/2016. Finally, it is provided that GROWTHFUND may take any action necessary to achieve its purpose within the framework laid down by Law 4389/2016.

According to the shareholder's guidelines, GROWTHFUND's objective is the long-term boosting of economic growth through openness, as well as the promotion of citizens' quality of life, with particular emphasis on environmental protection and social justice. Moreover, GROWTHFUND has presented its Strategic Plan for the 2022 – 2024 period, which depicts its intention to take up a more active investing role in the Greek economy.

In this context, GROWTHFUND is looking to establish a new investment fund (the "Fund") that would actively invest in key sectors of the Greek economy with the objectives of fostering economic growth, mobilizing private investments towards Greece's ambitions, and providing medium to long-term benefit through its investments to Greece's citizens and environment.

GROWTHFUND is interested in recruiting an advisor to support it in the "**preparation" and "build" activities** required to establish the core foundations for the successful set-up of the Fund ("Prepare Phase" and "Build Phase").

GROWTHFUND envisages working closely with the advisor towards this objective, leveraging the advisor's sector expertise, deep understanding of investments, proven experience in supporting the establishment of investment vehicles, execution ability, and relevant network to ensure successful establishment of the Fund.

To that effect, and by virtue of the present RFP, GROWTHFUND is launching a call for tenders inviting interested parties ("Interested Parties" or "Advisors") to submit Proposals, for the conclusion of an Agreement for the provision of the requested services ("Agreement or contract").

The present procedure falls under the following CPV codes:

CPV	**Description**
79410000-1	Business and management consultancy services
79411000-8	General management consultancy services

Interested Parties are hereby invited to submit a proposal (the "Proposal") according to the terms of this RFP.

Interested Parties may also participate under a group or consortium. In this case, a member of the group or consortium shall be appointed as Leader (the "Leader").

The tender process for the award of the services mentioned in this RFP (the "Tender Process") shall be conducted according to GROWTHFUND's Procurement Regulation (the "Regulation"), in accordance with article 189 para. 1 indent e' and 2 of Law 4389/2016, which has been approved by the sole Shareholder of GROWTHFUND by a resolution dated 18.11.2016 and has been published on GROWTHFUND's official website.

Further, article 377 para. 5 of Law 4412/2016, as in force provides that the provisions of article 189 para. 1 indent e' and 2 of Law 4389/2016 as well as any delegated acts thereof remain valid even after the entry into force of national public procurement Law (i.e. 4412/2016).

Therefore, GROWTHFUND launched an international tender process, as per article 2.4 of its Regulation.

The Tender Process has been subject to the following publication procedures:

a. A contract notice was submitted to the Official Journal of the EU on the 21/03/2024 and it has been published on 22/03/2024 (Notice number in the OJ 2024/S 59-172458).

b. A publication on GROWTHFUND's website.

Proposals that will be submitted to GROWTHFUND without being in line with the provided in the present will not be considered as valid and will not be evaluated by GROWTHFUND. Every Interested

Party, including consortium/ joint ventures submits one (1) Proposal for all requested services mentioned below.

The Interested Parties by participating in the present procedure it is assumed that they agree fully and without any reservations with the terms of the present RFP, that they guarantee fully and without any reservations the accuracy of their financial offer, that the submitted Proposal is binding upon the submitting party for a period of six (6) months and that GROWTHFUND shall call same in writing for the conclusion of a contract and the Advisor shall be obliged to proceed.

GROWTHFUND may at any time request relevant supporting documentation to the submitted Proposal, either at this stage or prior to concluding any agreement.

III. Scope of the Project

The required Deliverables should focus on preparing for the Fund launch and should at least include the following phases of work, as described below and specified further in Section IV.

Prepare Phase

The "Prepare" Phase will:

i) provide the proposed inputs required for the regulatory and operational framework for the purpose of the establishment of the Fund , for which all relevant legislative steps by the Greek authorities are expected to have been completed by June 2024,

ii) prepare initial strategy, governance, organization, and investment framework for the Fund.

Key envisaged activities for this phase include:

STRATEGY

- Definition of the **high-level strategy** for the Fund, including but not limited to alignment on financial and non-financial objectives, investment approach and processes, and collaboration principles with investment ecosystem participants.
- Design of a phasing approach for investments (less to more liquid, risk averse to higher risk) in a controllable way commensurate with the fund's operational readiness and track record.
- Determination of the **positioning of the Fund** relative to existing institutions in the Greek ecosystem, and relative to similar sovereign-backed funds in Europe and other regions. The

positioning of the Fund should avoid impeding with the operation of existing IFI or public authorities active in direct investing, to avoid credit margin or capital supply distortions.

- Advice and support to Growthfund in **interactions and deliberations with key stakeholders** including, but not limited to, Greek Authorities (e.g. Ministries, Agencies), VC/PE industry participants and associations and other interested interlocutors.

INVESTMENT FRAMEWORK

- Development of **investment and risk management principles** to define the appropriate investment universe and instruments to be considered by the Fund, leveraging stakeholder syndication where appropriate.
- Development of an efficient **decision-making framework** to assess investment opportunities, to be utilized until governance and organizational framework of the Fund are implemented.
- Design of a **roadmap for the evolution of the investment framework** as the capabilities of the Fund are enhanced.

GOVERNANCE

- Provision of inputs to be incorporated in the **Fund Law,** such as analysis of different corporate, financial and governance design choices for the Fund.
- Articulate a clear structure of governance and reporting framework, interaction, and delegation of authorities between the various bodies of the new Fund and the Growthfund Board of Directors and Investment, Audit, Risk and all relevant GF Committees.

- Design of the high-level **Target State Governance framework pillars** for the Fund
- Support development of an implementation roadmap for **Governance processes**, adapted to the needs of the Fund.

OPERATING FRAMEWORK

- Drafting of **a roadmap** of activities and resources required for the Fund's establishment, outlining also key milestones and associated timelines, as well as dependencies and execution risks.
- Design of **organizational chart** including activities, responsibilities by function and cross-functional processes.
- Support to the definition of FTE sizing, job titles and **recruitment plan**.
- Definition of the high-level **operational requirements** including logistics (office space and administration), IT, and identification of key **SLAs required**.

The Advisor shall furthermore provide project management services across the range of activities envisaged and support Growthfund throughout the process, particularly with the consultation of Growthfund management, BoD, BoD Committees and with the Greek Authorities and all other relevant stakeholders.

Build Phase

The "Build" Phase would start upon successful completion of the deliverables of the Prepare Phase and associated activities. The purpose of the "Build" phase is to establish the key investment and operational capabilities of the Fund, both in terms of organization (i.e., through hiring of key staff for each functional area) as well as frameworks and processes that will facilitate kick-start of operations (deal sourcing framework, investment and risk frameworks, etc.).

Key envisaged activities for this phase include:

STRATEGY

- Development of a medium term **business plan** for the Fund. The plan should contain the totality of strategic and tactical matters pertaining to such a plan.
- Development of a financial plan along with dividend policy.

INVESTMENT FRAMEWORK

- Development and execution of a **stakeholder engagement strategy** for key participants and contributors to the Greek investment ecosystem relating to investment principles and strategy.
- **Development of the detailed investment process**, leveraging the outcomes from stakeholder engagement where applicable.
- Development of **investment framework and policy**, detailing, among others, transaction eligibility criteria, risk matrices, requirements for origination, investment and monitoring processes throughout the lifecycle of the transaction, deal sourcing framework.
- Support in **definition of investment cases**, including establishment of illustrative **transaction pipeline.**
- Development of outline of, and support with, the **build-out of investment tools**.

GOVERNANCE

- Support with the **implementation of the Governance framework**, and with the finalization of the strategy (e.g., defining KPIs and key strategic initiatives).

- Drafting of **delegation of authority** for the investment process, and **board committee charters**, where applicable.
- Collaboration towards the definition and **advancement of C-level & board member profiles and criteria requirements**.

OPERATING FRAMEWORK

- Support during **recruitment and interviews** of key personnel based on the rules and procedures of Growthfund's governance framework.
- Outline of the key pillars and approach for the **risk management framework**.
- Support in the build-out of the Fund's **operational readiness** across functions, with specific reference to the Fund's capabilities / requirements needed to execute its first investments. The activity would also include definition of key requirements for SLAs.
- Develop principles and approach for Fund's **investment and operational resilience**.

The Advisor shall furthermore provide project management services across the range of activities envisaged.

Interested Parties shall be able to perform the actions and deliverables in English.

IV. Duration & Budget

PHASE A - Prepare phase deliverables:

Deliverables of the PHASE A shall align with the key activities described in this document.

The Advisor shall complete a version of relevant Prepare phase deliverables to include inputs required for the Law targeted by end of May 2024. These will include Fund documents relating to the Strategy, Investment framework and Governance workstreams. In particular, the high-level strategy, the positioning, the investment and risk management principles, the different corporate, financial and governance design choices, the high-level target state governance framework pillars and a roadmap of activities and resources required for the Fund's establishment, outlining key milestones.

In parallel support for the proposal to the Greek Authorities shall also be provided.

All final deliverables, including all the deliverables described in section III Scope of the project, for the Prepare phase shall be completed by the end of June 2024.

Prepare Phase budget: €1,050,000

PHASE B - Build phase deliverables:

Phase B shall commence upon completion of Phase A and under the condition that the Law governing the Fund's operation be voted successfully in parliament. Deliverables of the Build phase shall align with the key activities described in this document.

All deliverables of the build phase must be submitted by end of year 2024.

Build Phase budget: €2,900,000

Phase B, the build phase, will launch only after the completion of Phase A. It is upon the discretion of Growthfund to postpone or cancel phase B on the basis of the outcome of phase A.

The maximum budget for the completion of the project is set at **EUR 3,950,000** , not including VAT. The budget concerns the whole project up its completion and includes all kinds of expenses. The budget remains the same (i.e. **EUR 3,950,000)** in case of any extension in terms of time, if deemed necessary by GROWTHFUND. In such case GROWTHFUND shall unilaterally extend the duration of the contract.

The Advisor will be asked to issue a letter of guarantee, which will amount to 10% of the agreed fee. In case of exercising the option, the Advisor must extend or issue a new letter of guarantee at 10% of the agreed fee for the extension of the contract.

V. Grounds for exclusion

The Interested Parties which shall participate in this RFP shall declare solemnly and accept fully and without any reservations that:

(i) Do not occur in their person any of the reasons for exclusion included in article 57 (1) of the Directive 2014/24. In the case of a legal entity the above exclusion grounds shall not be fulfilled by any of the members of the administrative, management or supervisory body or persons that have powers of representation, decision or control.

The objective of the exclusion criteria is to assess whether an Interested Party (or a member of its administrative, management or supervisory body or a person that has powers of representation, decision or control therein) falls under the exclusion situations included in Article 57 (1) of the Directive 2014/24, i.e. whether that Interested Party has been the subject of a conviction by final judgment for one of the following reasons: participation in a criminal organization, as defined in Article 2 of Council Framework Decision 2008/841/JHA; corruption, as defined in Article 3 of the Convention on the fight against corruption involving officials of the European Communities or officials of Member States of the European Union and Article 2(1) of Council Framework Decision 2003/568/JHA as well as corruption as defined in the national law, i.e. as defined in any of the articles 159A, 236, 237 paras. 2-4, 237A para. 2, 396 para. 2 of the Greek Criminal Code; fraud within the

meaning of Article 1 of the Convention on the protection of the European Communities' financial interests; terrorist offences or offences linked to terrorist activities, as defined in Articles 1 and 3 of Council Framework Decision 2002/475/JHA respectively, or inciting or aiding or abetting or attempting to commit an offence, as referred to in Article 4 of that Framework Decision; money laundering or terrorist financing, as defined in Article 1 of Directive 2005/60/EC of the European Parliament and of the Council; child labour and other forms of trafficking in human beings as defined in Article 2 of Directive 2011/36/EU of the European Parliament and of the Council.

(ii) They have tax and insurance certificate and are not in breach of their obligations relating to the payment of taxes or social security contributions and further they abide with the obligations arising from environmental, social security and labour law, as provided by Directive 2014/24 (article 18 para. 2).

This exclusion ground in relation to the payment of taxes or social security contributions shall no longer apply when the Interested Party has fulfilled its obligations by paying or entering into a binding arrangement with a view to paying the taxes or social security contributions due, including, where applicable, any interest accrued or fines.

(iii) They are not bankrupt or are not the subject of insolvency or winding up proceedings, their assets are not being administered by liquidator or by the court, are not in an arrangement with creditors, their business activities are not suspended, or they are not in any analogous situation arising from a similar procedure under national laws and regulations.

(iv) They are not guilty of grave professional misconduct which renders their integrity questionable.

Interested Parties found to be in an exclusion situation will be rejected.

As evidence of the above, each candidate submits a European Single Procurement Document (ESPD). In the case of consortia/joint ventures, the exclusion criteria are examined with regards to each individual member of a consortium/joint venture.

In case of reliance in the capacity of third parties for the fulfilment of the selection criteria, the exclusion criteria are examined and with regards to the above entities (third parties), according to the provisions of this RFP. Interested Parties shall include in the respective Dossier of their Proposal an ESPD of the above entities as well.

Economic entities, that in any way fall under the prohibitions of Regulation (EU) 2022/576 for the amendment of Regulation (EU) no. 833/2014 on restrictive measures due to Russia's actions destabilizing the situation in Ukraine (L 111/1) shall not participate in this Call, and specifically if the

economic operator is: a) a Russian citizen or a natural or legal person, entity or body that has its headquarters in Russia, or b) legal person, entity or body whose property rights are directly or indirectly held by an entity referred to in point a) of this paragraph in a percentage of more than 50% or c) natural or legal person, entity or body acting on behalf of or on behalf of an entity referred to in point a) or b) of this paragraph, including, when they account for more than 10% of the contract value, subcontractors, suppliers or entities on whose capabilities it relies within the meaning of Directive 2014/24.

VI. Selection criteria – Minimum Requirements

Interested Parties are required to demonstrate their financial and technical standing and professional experience in relation to the assignment. The selection criteria for this RFP, including the minimum levels of capacity, the basis for assessment and the evidence required, are specified below. Proposals submitted by Interested Parties not meeting the minimum levels of capacity envisaged in paragraphs below, will be rejected.

Suitability to perform the professional activity.

All Interested Parties must prove that they are registered to pursue their professional activity under applicable law, depending on the country of their establishment, through the completion of the relevant section of the ESPD (see article X of the present RFP). The successful interested party shall be required to submit relevant documentation as per article XIII of the present RFP.

Each Interested Party – and in case of consortia/joint ventures, each member thereof – shall state in the ESPD document(s) to be submitted information concerning registry to pursue their professional activity as required per applicable law.

Technical and Professional capacity

Track Record & Experience - On – off criterion (**DOSSIER A**,)	At least three (3) projects in Strategic Transformation and / or Investment Framework for Sovereign / Public Wealth Funds internationally. Projects conducted for other public entities (e.g., ministries, other state arms, etc.) but with a similar scope are also eligible towards this project count. Projects with non public entities may be accepted at the discretion of GROWTHFUND on the basis of materiality and relevance (e.g. sizeable and /or multi jurisdictional pension fund). Proof of relevant track record and experience in the provision of expert services, specifically in: • Public and private investment frameworks

	• Successful launching of funds and other investment vehicles (sovereign wealth, investment national funds, , pension funds) at least 250 million Euro of funds raised at Final Close. •Experience in working with organizations similar to GROWTHFUND (sovereign wealth funds, public wealth funds, etc.) • Deep knowledge of international capital market operations and best practices, as well as local debt and equity capital markets considerations •Deep knowledge of the local investment landscape •Experience in working with investors active in Greece • Practitioner expertise in equity, hybrid, and debt investments, particularly in private markets infrastructure and corporates • Deep knowledge of ESG and other impact frameworks • Expertise in shaping a portfolio risk strategy, designing risk management frameworks, and risk appetite statements/limits, Each Interested Party should include a catalogue of all relevant assignments in which it has participated in the last 5 years – client base by industry and geography, as well as the duration of the assignments (start date & end date). GROWTHFUND has the right to request project completion certificates or client recommendation letters or contracts for the above projects; or to contact directly project clients to verify the accuracy of the submitted information. In case of a consortium the experience can be covered collectively by all members of the consortium. Interested Parties may rely on other entities in terms of required experience. In this case, they shall prove that they will have the necessary resources at their disposal, by presenting the relevant commitment of the entities in which they rely (see relevant section).

VII. Award Criteria

Interested parties must possess and be able to demonstrate and provide undisputed evidence of their deep knowledge and expertise in assignments of this nature and complexity. Subsequently, the offers will be assessed as follows:

Award criteria	
1. **Project Team** (**DOSSIER B**, weight 35%)	Interested Parties are required to have sufficient staff in number, professional skills and experience for the delivery of the study, consisting at least of public and corporate financial experts. Dossier B should include: • Proposed team composition and structure, including relevant experience of the head and the senior members of the team. • Each interested party's principals, their education and their professional backgrounds. • The professional(s) who would be directly involved with the requested project and their role(s). Professionals with experience or knowledge of the Greek investment ecosystem.• CVs of all members of the proposed team are required, as well as a clear description of the added value each member will bring to the team, depending on their field and their experience. It is important to include details of the previous relevant projects of these team members. The composition of the project team shall not be modified during the whole contract period without GROWTHFUND's prior approval.
2. **Methodology & approach** (**DOSSIER C**, weight 45%)	A detailed description of the proposed project approach to complete the proposed activities must be submitted. This should include all necessary work streams, the identification of critical issues if there are any, and an indicative work plan. The work plan should include key steps in the process, elements for syndication with Growthfund committees, and an indicative timetable with key deliverables and milestones.

3. Financial Proposal (**DOSSIER D**, weight 20%)	All amounts are required to be stated in Euro (€). The financial offer must be unconditional and without any reservations and shall include any kind of expenses / costs that will be required during project execution (indicatively travel for project purposes, any accommodation, tax & social insurance, communication costs, professional insurance, administrative support, software & hardware, reports production, etc.). The financial proposal should be completely unambiguous and will be disqualified in case it contains any statement preventing an accurate and complete comparison of the offers or referring to external circumstances. GROWTHFUND shall require Interested Parties to explain the fee proposed in the Proposal where Proposals appear to be abnormally low in relation to the relevant services in accordance with article 69 of Directive 2014/24. Interested parties must submit distinct financial proposals for PHASE A and PHASE B. For comparison of the offers, the total sum amount of the offer for PHASE A and PHASE B will be taken into account.

The evaluation of the offers shall be performed based on the abovementioned qualitative criteria under elements 1 & 2 and the financial offer, which will be taken into account with the respective weighting factor.

VIII. Conflict of interest (DOSSIER E)

Interested Parties should declare solemnly that they act independently and that they are not in conflict of interest regarding the services they are requested to provide to GROWTHFUND, as described in the present RFP. Additionally, that they do not have a professional relationship, or that they do not provide services to third parties, such as those that may constitute a conflict of interest and that in case the assignment is awarded, will be indicated that it will not lead to a conflict of interest for any of the parties involved. The project team members should also declare the above.

In case that are used other legal entities in joint venture or under subcontracting agreement, then for every legal entity and all team members of same should be included in the Proposal a statement of non-conflict of interest by such legal entity and team members.

This conflict of interest statement will be valid for the whole duration of the services provided to GROWTHFUND.

GROWTHFUND may at any time request the Interested Parties to provide clarifications and evidence on issues related to conflict of interest.

IX. Financial Records – Financial Standing (Selection Criterion) (DOSSIER F)

Interested Parties must declare solemnly in writing that during the last three (3) years and according to their books and records the average annual turnover is at least the double of the total budget.

The ESPD document(s) to be submitted by the Interested Parties shall be accompanied by the following means of proof:

i. Copies of the balance sheets and economic outturn (profit & loss) statements covering at least the last three years for which accounts have been closed, to the extent that publication of such balance sheets and statements is required under the applicable law of the country in which the economic operator is established. These documents must be produced and/or certified by certified auditors or similar operators if so required by the law of the country where the economic operator is established.

ii. If the Interested Party is unable to provide the aforementioned documents at the stage of the Tender Process, (indicatively, in case the publication of said documents is not required under the applicable law of the country in which the economic operator is established), the financial capacity shall be proven by way of any other equivalent documentation, which, according to the national law of the country in which the Interested Party is established, can confirm the above criterion.

Interested Parties that are consortia/joint ventures shall be required to submit above documentation in relation to each consortium/joint venture member.

Interested Parties may rely on other entities in terms of required financial records for the last three (3) years. In this case, they shall prove that they will have the necessary resources at their disposal, by presenting the relevant commitment of the entities in which they rely (see below relevant section). In the case of a consortium/joint venture, the annual turnover of the Interested Party will be considered on a cumulative basis.

X. ESPD (DOSSIER G)

As evidence of non-exclusion, and the fulfillment of the selection criteria, including technical capacity and financial standing, each Interested Party needs to submit with its tender a European Single Procurement Document (ESPD) as per **Annex I** herein and as per the provisions of Directive 2014/24. The declaration must be signed by an authorised representative of the entity providing the declaration. Interested Parties that are consortia/joint ventures shall be required to include in their Dossier separate ESPDs, one for each member.

Interested Parties that are consortia/joint ventures shall be required to include in the Dossier declarations of each of their members appointing one of the consortium member as the Lead Member authorized to submit the Proposal on the consortium's and its members` behalf, execute the Agreement and act as a single point of contact between GROWTHFUND and the relevant Interested Party /Advisor and a process agent throughout the procurement process and during the term of the Agreement.

XI. Reliance on the capacities of other entities to fulfil the selection criteria

In order to fulfil the eligibility criteria, an Interested Party may also rely on the capacities of other entities, regardless of the legal nature of the links it has with them. With regard to technical and professional selection criteria, a tenderer may only rely on the capacities of other entities where the latter will perform the works or services for which these capacities are required.

GROWTHFUND shall require the tenderer to replace an entity which does not meet a relevant selection criterion, or in respect of which there are compulsory grounds for exclusion. Where a tenderer relies on the capacities of other entities with regard to criteria relating to economic and financial standing, it is required that the tenderer and those entities shall be jointly liable for the execution of the Agreement.

Interested Parties must prove that they will have at their disposal the resources necessary for the performance of the contract by producing a commitment letter, signed by the authorized representative of such an entity, and the supporting evidence that those other entities have the respective capacities in accordance with the terms of this RFP.

In particular, a document shall be submitted (agreement or, in the case of a legal person, a decision of the competent administrative body or, in the case of a natural person, a self-declaration), under which both the tendering economic operator and a third-party tenderer of the financial and / or technical and / or professional capacity of the entity, so that it is at the disposal of the tenderer for the performance of the contract. The relevant document should be detailed and state at least the specific resources that will be available for the performance of the contract and how they will be used to perform the contract. The third party will explicitly undertake to make the specific resources available to the tenderer during the term of the contract and the tenderer will make use of them in

the event that the contract is awarded to them. In case the third party possesses financial standing, it will also state that they become, jointly with the tenderer, responsible for the performance of the contract. In case the third party possesses technical or professional suitability related to the qualifications and professional experience, they will commit to perform the tasks or services for which the specific skills are required, stating the part of the contract that they will perform.

XII. Personal Data

In the context of the submission and / or evaluation of a specific Proposal, GROWTHFUND may collect and process personal data (such as personal data of legal representatives / staff of the Interested Party, etc.) as data controller, if required. Any such processing shall be carried out as set forth in the GROWTHFUND's "Policy for the processing of Personal Data-Information Notice", which can be found at the following link "Policy for the processing of Personal Data" and forms an integral part of this request (https://www.hcap.gr/en/policyfor-the-processing-of-personal-data/).

By submitting a Proposal for this request, shall be deemed that the Interested Parties have fully and unreservedly accepted the following:

a. that they have carefully read, prior to the submission of the Proposal, GROWTHFUND's "Policy for the processing of Personal Data-Information Notice" which forms an integral part of this request and agree with its content.

b. that they have informed the natural persons whose personal data may be transmitted by the Interested Parties to GROWTHFUND for such transmission as well as in relation to the content of GROWTHFUND's Policy and have received their explicit consent (if required by applicable provisions) to the transmission of their personal data to GROWTHFUND, in accordance with this Policy.

XIII. Tender Terms

The Advisor will be selected in accordance with the provisions of the GROWTHFUND's Procurement Regulation (art 2 para. 4). The date and place of opening of the Proposals shall be determined following the decision of the competent GROWTHFUND body and as provided by GROWTHFUND's Procurement Regulation. The assessment shall take into consideration the criteria as set above. GROWTHFUND may require any clarification, addition, or adjustment of the submitted documentation as deemed necessary.

GROWTHFUND reserves the right to request from Interested Parties any omitted documents and/or information in relation to the Proposal dossiers submitted, as well as any additional documents

and/or clarifications and/or information in connection with any issue related to their Proposals, as deemed necessary, in accordance with article 56 (3) of Directive 2014/24.

GROWTHFUND hereby ensures that only authorised persons will have access to data transmitted in the context of this RFP and only after the prescribed date provided for in the present RFP.

Interested Parties that do not fulfil the minimum requirements for participation, as set above, will not be considered in the evaluation process.

GROWTHFUND hereby reserves the right to extend or amend the engagement so as to include complementary services (if necessary), not included in the present RFP, that may be required and cannot be identified at the present time and from a technical, legal and financial perspective will prove to be inseparable from such engagement, in accordance with applicable law.

GROWTHFUND reserves, at the fullest extent possible and at its exclusive discretion, the right to cancel, suspend, amend or postpone until a later time the selection process, without any prior notice, as well as to terminate any negotiations or discussions at any stage of the process, without incurring any liability whatsoever against any participant and/or any third party.

No responsibility or liability is or will be accepted by either the GROWTHFUND or any of its advisors, agents, employees and officers in respect of any error or inaccuracy or omission from this document. No person acquires any right or claim for compensation or other from this Request or from their participation in the procedure described herein, against the GROWTHFUND or any of its advisors, etc for any reason or cause.

Interested Parties shall be considered to have fully and irrevocably accepted the terms and conditions of this competition.

Each Interested Party shall be responsible for the costs and expenses to be borne in response to this RFP. Neither GROWTHFUND nor its officials, employees, executives or advisers shall be liable for any costs or expenses or damages incurred or suffered by an Interested Party or other recipients of this RFP in relation to this tender.

By submitting a Proposal an Interested Party commits to perform the agreement in full compliance with the terms and conditions of the procurement documents for this RFP. Particular attention is drawn to the fact that Interested Parties must comply with applicable data protection, environmental, social and labour law obligations established by Union law, national legislation, collective agreements or the international environmental, social and labour conventions listed in Annex X to Directive 2014/24.

Any dispute arising under, or out of, or in connection with the present RFP including the Proposals submitted and the agreement to be signed, shall be subject to the exclusive jurisdiction of the Courts of Athens, Greece and the governing law will be the Greek Law.

The Proposals that will be submitted are considered as suggestion to GROWTHFUND and not as accepted proposals. Any conditional Proposals and/ or any terms and conditions contained in the Proposals which are not in compliance with this Request for Proposals shall not be taken into consideration and shall not bind GROWTHFUND in any way whatsoever either in the course of the Tender Process or thereafter.

The award of the assignment is subject to the submission of required documentation/ proofs and conclusion of a written contract. In case the preferred bidder fails to agree with GROWTHFUND on the terms and conditions of the contract within reasonable time, GROWTHFUND reserves its right at its exclusive discretion to nominate as preferred bidder and award the assignment to the substitute preferred bidder. In such case the award of assignment shall also be subject to the conclusion of a written contract.

Annexes to this RFP constitute an integral part of this RFP.

Interested Parties should submit their Proposals with the indication **"REQUEST FOR PROPOSALS FOR THE PROVISION OF ADVISORY SERVICES FOR PREPARATION AND BUILDING OF GROWTHFUND'S INVESTMENT FUND"**, exclusively via electronic mail (email) to the electronic mail address: info@growthfund.gr, and the Proposal should be protected with a password. The Proposal of each Interested Party should comprise of all the above requested dossiers, along with any other document proving the experience and specialisation of the Interested Parties in the relevant services. More specifically, in the e-mail for the submission of the Proposal of each Interested Party**, at least two, distinct and locked files must be attached. Mandatorily, the financial offer (Dossier D) shall be attached in the email of each Proposal separately and will be protected with a different password at the penalty of exclusion.**

Please note that the maximum size of the email should not exceed 20 MB.

After lapse of the deadline for the submission of Proposals, the Interested Parties shall be invited through e-mails to submit the security passwords opening the attached files of their e-mail Proposal.

The Proposals of Interested Parties must be submitted not later than Tuesday 30th April 2024, 20:00 pm Athens local time.

Proposals submitted for any reason after the aforementioned deadline shall be deemed inadmissible and, thus, immediately rejected. In case of a late receipt for any reason, the Proposal shall not be evaluated.

Interested Parties must meet all the requirements described under this RFP. Interested Parties who fail to submit their Proposals fully compliant to the aforementioned requirements shall be disqualified from the Tender Process.

Prior to the conclusion of the agreement, GROWTHFUND shall request the eligible tenderer to submit all supporting documents, demonstrating the fulfilment of the exclusion and eligibility criteria.

More specifically the documentation needed is the following:

-Extract(s) of criminal record or other equivalent document(s) / certificate(s) issued within the last thirty (30) days by the competent judicial or administrative authorities in the country of origin / establishment of the Advisor, verifying that the Advisor has not been convicted by a final judgment of conviction for any of the offences below:

Participation in a criminal organisation, as defined in Article 2 of Council Framework Decision 2008/841/JHA of 24 October 2008 on the fight against organised crime (OJ L 300, 11.11.2008, p. 42).

Corruption, as defined in Article 3 of the Convention on the fight against corruption involving officials of the European Communities or officials of Member States of the European Union (OJ C 195, 25.6.1997, p. 1) and Article 2(1) of Council Framework Decision 2003/568/JHA of 22 July 2003 on combating corruption in the private sector (OJ L 192, 31.7.2003, p. 54), as well as corruption as defined in the national law, i.e. as defined in any of the articles 159A, 236, 237 (2) to (4), 237A (2) and 396 (2) of the Greek Criminal Code.

Fraud, within the meaning of Article 1 of the Convention on the protection of the European Communities (OJ C 316, 27.11.1995, p. 48).

Terrorist offences or offences linked to terrorist activities, as defined in Articles 1 and 3 respectively of Council Framework Decision 2002/475/JHA of 13 June 2002 on combating terrorism (OJ L 164 of 22.6.2002, p. 3), or inciting or aiding or abetting or attempting to commit an offence, as referred to in Article 4 thereof.

Money laundering or terrorist financing, as defined in Article 1 of Directive 2005/60/EC of the European Parliament and the Council of 26 October 2005 on the prevention of the use of the financial system for money laundering and terrorist financing (OJ L 309, 25.11.2005, p. 15).

Child labour and other forms of human trafficking, as defined by Article 2 of Directive 2011/36/EC of the European Parliament and the Council of 5 April 2011 on preventing and combating trafficking in human beings and protecting its victims and replacing Council Framework Decision 2002/629/JHA (OJ L 101, 15.4.2011, p. 1).

The above documentation shall also be provided in respect of the members of the administrative, management or supervisory body of the Advisor or having powers of representation, decision or control therein.

-Certificate(s) valid and in force from the competent authorities of the Advisor's country of origin / establishment that the Advisor is not in breach of its obligations relating to the payment of taxes (i.e., a tax clearance certificate).

-Certificate(s) valid and in force from the competent social insurance organisation(s) of the Advisor's country of origin / establishment that the Advisor is not in breach of its obligations relating to its social insurance contributions (i.e., an insurance clearance certificate).

-In order to prove the legal representation, in cases where the economic operator is a legal entity and is registered compulsorily or voluntarily, according to the applicable legislation, and declares its representation and changes to a competent authority (e.g. ΓΕΜΗ), it presents a relevant certificate of valid representation which must be issued up to thirty (30) working days prior to its submission, unless this has a specific period of validity. Specifically for domestic economic operators, the following are produced:

i) in order to prove legal representation, in cases where the economic operator is a legal entity and is obliged, according to the applicable legislation, to declare its representation and changes in ΓΕΜΗ, it presents a relevant certificate of valid representation, which must be issued by thirty (30) working days before submission.

ii) For the certificate of good standing and the changes of the legal entity, general certificate of changes of ΓΕΜΗ, if it has been issued up to three (3) months before its submission.

In other cases, the relevant legal documents of establishment and legal representation (such as statutes, certificates of alteration, respective Official Government Gazette, decisions establishing administrative bodies, etc., depending on the legal form of the economic entity), accompanied by a self-declaration of the legal representative that they are still valid at the time of submission.

If for the performance of the present award procedure powers have been granted to a person other than those mentioned in the above documents, an additional decision is presented - minutes of the competent statutory body of the legal entity with which the relevant powers were granted. In the case of natural persons, if powers have been granted to third parties, the authorization of the economic operator shall be produced.

Foreign economic operators shall provide the supporting documents required by the legislation of the country of establishment, and if not provided, a self-declaration of the legal representative, which proves the above in terms of the legal composition, changes, and representation of the economic operator.

The legal composition of the economic operator must result from the above documents, all relevant amendments to the articles of association, the person (s) who legally bind the company on the date of the tender (legal representative, right to sign, etc.), any third party to whom a power of attorney has been granted, as well as the term of office of the member and / or members of the governing body / legal representative.

For the non-existence of the ground for exclusion of Regulation (EU) 2022/576 for the amendment of Regulation (EU) no. 833/2014 on restrictive measures due to Russia's actions destabilizing the situation in Ukraine (L 111/1), the successful tenderer has to submit a solemn declaration with the content that the economic operator is not: a) a Russian citizen or a natural or legal person, entity or body that has its headquarters in Russia, or b) legal person, entity or body whose property rights are directly or indirectly held by an entity referred to in point a) of this paragraph in a percentage of more than 50% or c) natural or legal person, entity or body acting on behalf of or on behalf of an entity referred to in point a) or b) of this paragraph, including, when they account for more than 10% of the contract value, subcontractors, suppliers or entities on whose capabilities it relies within the meaning of Directive 2014/24.

Annex I - ESPD Document– *The contracting authorities prepare the ESPD using the electronic service (https://espd.eprocurement.gov.gr/), which offers economic operators the possibility to electronically draft and manage the ESPD. The file after duly completed is electronically signed in the form of a PDF file and constitutes part of Dossier G.*
****Please see uploaded PDF file to Growthfund's website****