



Athens, 18 June 2025

INVITATION TO SUBMIT AN EXPRESSION OF INTEREST

FOR THE CONCESSION

**OF THE RIGHT TO PRODUCE, MANAGE, OPERATE, PROMOTE AND GENERALLY ADMINISTER THE
GREEK STATE LOTTERIES**

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1. INTRODUCTION – SCOPE OF THE TENDER PROCESS

- 1.1. Pursuant to the provisions of article 41 of Law 4024/2011 (Government Gazette A' 226/2011), as amended by article 222 of Law 5193/2025 (Government Gazette A' 56/2025), in conjunction with the Ministerial Decision under no 78361 EX 2025/08.05.2025 of the Minister and the Deputy Minister of National Economy and Finance (Government Gazette B' 2260/2025), Hellenic Corporation of Assets and Participations S.A. (the "**Growthfund**") was assigned to conduct on behalf of and for the benefit of the Hellenic Republic an international competitive public tender for the concession of the exclusive right to produce, manage, operate, promote, and generally administer the Instant State Lottery as per Article 17 of Law 1947/1991 (Government Gazette A' 70), the State Housing Lottery as per Article 17 of Law 1947/1991 (A' 70), the Special Social National Lottery pursuant to the mandatory law 143/1967 dated 28/30.9.1967 (A' 165), the Popular Lottery as defined in Law GNZ/1905 (A' 120) in conjunction with Ministerial Decision M14724/1941 (B' 114), the National Lottery according to the provisions of Law 339/1936 in conjunction with EDKL 1419/1937 "On the Establishment of the National Lottery" (B' 80), and the Extraordinary or Special Lottery drawn by the European Association of State Lotteries (AELLE) under Article 10 of Law 2515/1997 (A' 154), in accordance with the provisions of paragraph 1 of Article 41 of Law 4024/2011 (A' 226) (hereinafter collectively referred to as the "**Right to the Greek State Lotteries**"). All the aforementioned lotteries shall hereinafter be collectively referred to as the "**Greek State Lotteries**".
- 1.2. The Right to the Greek State Lotteries have been conceded to the company "Hellenic Lotteries Société Anonyme for the Production, Operation, Circulation, Promotion and Management of Lotteries" (the "**Existing Concessionaire**") up to 1st of May 2026 by virtue of a concession agreement executed between the Existing Concessionaire and the company "Hellenic Republic Asset Development Fund" and ratified by law 4183/2013 (Government Gazette A' 186/2013) (the "**Existing Concession Agreement**"). Growthfund was also assigned to implement on behalf of the Hellenic Republic the process provided in article 19 of the Existing Concession Agreement, i.e. the handover of the Greek State Lotteries from the Existing Concessionaire to the Hellenic Republic in accordance with the Existing Concession Agreement.
- 1.3. Growthfund intends to proceed with a new concession of the Right to the Greek State Lotteries for a period of at least ten (10) years (the "**Concession Period**") through a concession

agreement (the “**Concession Agreement**”), starting from the expiration of the Existing Concession Agreement.

- 1.4. By its decision dated 18/6/2025, the Board of Directors of the Growthfund resolved to launch, through this invitation (the “**Invitation**”), an international competitive tender process in two phases (the “**Tender Process**”) for the concession of the Right to the Greek State Lotteries (the “**Transaction**”). The Concession Period will be specified during Phase B of the Tender Process (as defined below).
- 1.5. The primary objective of the Growthfund in the context of the Transaction is the protection of the public interest and, more specifically, the interests of consumers and the general public, the prevention of fraud, and the safeguarding of public order, based on the principles of responsible gaming and the prudent participation of the public in lottery activities, subject to the principles of proportionality and non-discrimination. Within this framework, the Growthfund also aims to secure significant financial consideration for the Hellenic Republic from the entity to which the Concession Agreement will be awarded. Finally, the Growthfund seeks to achieve and ensure the provision of high-level, integrated services for the operation, management, and administration of the Greek State Lotteries for the benefit of the Greek economy.
- 1.6. The Transaction shall take the form of an all-cash transaction. Therefore, no alternative form of consideration (e.g., assets, shares in companies or other securities) shall be accepted and will be rejected by the Growthfund. For the avoidance of doubt, this paragraph shall not prejudice the Growthfund’s option to require payment of an earn-out or similar contingent consideration.
- 1.7. The Growthfund has appointed “DELOITTE BUSINESS SOLUTIONS SOCIÉTÉ ANONYME OF BUSINESS CONSULTANTS” as its financial advisor, “Kerameus and Partners Law Firm” as its legal advisor (jointly, the “**Advisors**”) regarding the Tender Process and the Transaction.
- 1.8. The contact details of the Growthfund, which is launching the Tender Process, are as follows:

Address: 6 Karageorgi Servias str., 105 62, Athens

Tel. +30 2103274400

Email: info@growthfund.gr

Web: www.growthfund.gr

Contact person: Ms. Anna Giannoulaki

2. OVERVIEW OF THE CONCESSION

- 2.1 The object of the Concession Agreement pertains to the exercise of the Right to the Greek State Lotteries in accordance with the terms and conditions of the Concession Agreement to be concluded as a result of this Tender Process, the general legal and regulatory framework, including the specific regulations governing the Greek State Lotteries.
- 2.2 The Growthfund intends to grant the Right to the State Lotteries to a new concessionaire (the **“New Concessionaire”**).

3. OVERVIEW OF THE TENDER PROCESS

- 3.1. This Tender Process is governed by the provisions of Article 41 of Law 4024/2011, as amended by Article 222 of Law 5193/2025 (Government Gazette A' 56/11.04.2025), Law 3986/2011 (A' 152), the terms and conditions set out in the tender documents of this Tender Process, as well as the applicable Greek and European Legislation. Throughout the duration of the Tender Process, the Growthfund shall comply with the general principles derived from the fundamental rules and principles of Law, including non-discrimination, equal treatment, transparency, and proportionality.
- 3.2. The publication of the Invitation for an Expression of Interest marks the launching of the Tender Process, which will be conducted in two (2) phases, as described below.
- 3.3. The first phase of the Tender Process (the "**Phase A**") is governed by the terms and conditions of this Invitation and the relevant provisions of pertaining legislation.
- 3.4. During Phase A, the interested parties, natural persons, legal persons or legal entities or private equity firms or funds or consortia or joint ventures or groupings of legal and / or natural persons and / or private equity firms and / or funds (referred to hereinafter as the "**Interested Parties**" and each one separately as the "**Interested Party**"), shall express their interest by submitting a relevant non-binding written letter, according to the provisions of this Invitation (the "**Letter of Expression of Interest**", referred to hereinafter, together with the Supporting Documentation mentioned in paragraph 5.3 and Annex A, as the "**Expression of Interest**" or the "**Eoi**")
- The purpose of Phase A is to select and invite to participate in Phase B (as defined below) the Interested Parties that meet the **Prequalification Criteria** according to paragraph 4.2 of the Invitation.
- 3.5. Consortia, joint ventures and groups of legal and / or natural persons and / or private equity firms and / or funds (referred to hereinafter as "**Consortia**" and each as a "**Consortium**") are eligible to participate in the Tender Process as Interested Parties. Each legal and / or natural person and/ or legal entity and/ or private equity firm and / or fund participating as member of a Consortium is referred to hereinafter as a "**Consortium Member**".
- 3.6. The Growthfund will assess and evaluate the Expressions of Interest that will be submitted and will invite all Interested Parties who meet the Prequalification Criteria of the Invitation (the "**Prequalified Interested Parties**" and each individually the "**Prequalified Interested Party**"), to participate in the second phase of the Tender Process (the "**Phase B**"), following the signing of

a Confidentiality Agreement according to paragraph 3.10 of the Invitation. The Prequalified Interested Party will be notified in writing of their prequalification and will be invited to participate in Phase B.

Interested Parties who have not been qualified will be notified in writing. For the avoidance of doubt, in case the Prequalified Interested Party is a Consortium, only such Consortium as a whole shall be considered as a Prequalified Interested Party, and not the Consortium Members individually.

- 3.7. Phase B will be governed by the terms and conditions to be set out in detail in the request for the submission of binding offers (the “**Request for Binding Offers**” or the “**RfBO**”), which will be issued in Phase B, as such terms and conditions are supplemented by the relevant provisions of the pertaining legislation
- 3.8. The purpose of Phase B is to select the Prequalified Interested Party to which the Growthfund will award the Concession Agreement (the “**Preferred Investor**”) according to the award criteria of the RfBO.
- 3.9. The following description constitutes a general outline of Phase B, without prejudice to the special terms and conditions that will be included in the RfBO. The RfBO will set out a detailed time schedule for Phase B and the Tender Process, as well as the criteria for the selection and the award of the Concession Agreement to the Preferred Investor.
- 3.10. In order to participate in Phase B, the Prequalified Interested Parties will be invited to sign and return to the Growthfund a confidentiality agreement according to a relevant template that will be provided to the Prequalified Interested Parties by the Growthfund (the “**Confidentiality Agreement**”). In case of a Consortium, the Confidentiality Agreement must be signed either (a) by all Consortium Members, or (b) by the common representative duly appointed according to paragraph 5.1 of the Invitation.
- 3.11. Following the execution of the Confidentiality Agreement, the Prequalified Interested Parties will have the right, and under the terms to be determined at the discretion of the Growthfund, inter alia, to:
 - receive the RfBO;
 - gain access to a virtual data room (VDR), where information (“**Information**”) regarding the Right to the Greek State Lotteries and the Transaction will be uploaded;

- potentially participate in expert meetings in the presence of representatives of the Growthfund and / or its Advisors;
 - provide (non-binding for the Growthfund) comments on the drafts of the Concession Agreement which will be made available to the Prequalified Interested Parties upon or after the announcement of the RfBO. The Growthfund may accept or reject such comments, in whole or in part, or introduce other amendments, in its absolute discretion;
 - submit binding financial offers together with the relevant financial commitments and other supporting material, as will be described in the RfBO.
- 3.12. For the purposes of concluding the Concession Agreement with the Minister of National Economy and Finance, the Growthfund retains the right to request from the Preferred Investor to conclude the Concession Agreement through a special purpose vehicle in the form of a société anonyme which operates or will operate under Greek law and with registered seat in Greece or through a company which will not be required to be a special purpose vehicle but has or will have its registered seat in Greece or request the Consortium to incorporate to a particular corporate form with its registered seat in Greece. In case a Preferred Investor is a Consortium (as defined above), its members will participate in the corporate or share capital of the New Concessionaire that will conclude the Concession Agreement with the Minister of National Economy and Finance with the same participation stake that will have been declared to the Growthfund during the Tender Process and no later than the Relevant Date, without prejudice to para 4.1.B.6 of the Invitation. The RfBO may provide additional information for the obligations described in this paragraph.
- 3.13. The Concession Agreement may contain, inter alia, provisions relating to the direct and indirect shareholding structure of the New Concessionaire (including, indicatively, representations, warranties, restrictions on the transfer of shares, covenants, conditions precedents or suspensive conditions and termination events).

4. ELIGIBILITY AND PREQUALIFICATION CRITERIA**4.1 ELIGIBILITY REQUIREMENTS****A. General Requirements*****(a) General***

Interested Parties are eligible to participate in the Tender Process provided that:

(i) They meet the Prequalification Criteria, which consist of the Personal Status Criteria (as defined in paragraph 4.2.2), the Financial Capacity Criterion (as defined in paragraph 4.2.3), and the Technical Capacity Criteria (as defined in paragraph 4.2.4). Compliance with the Prequalification Criteria is an ongoing requirement that must be maintained also after the submission and evaluation of the Expression of Interest and throughout the duration of the Tender Process, up until the signing of the Concession Agreement.

(ii) Consortia (as defined above) participating in the Tender Process, are not required to have a specific legal form in order to submit an Expression of Interest. During the Tender Process, the Members of a Consortium (in case of a Consortium) shall be jointly and severally liable towards the Growthfund for the obligations of the Interested Party, in accordance with the terms of this Invitation.

Interested Parties must submit their Expressions of Interest (as defined in paragraph 3.4). Interested Parties that do not meet one or more of the requirements set out in this paragraph 4 and/or Annex A, or who make false or inaccurate declarations, shall be disqualified.

Without prejudice to this paragraph, in case of a Consortium, each Consortium Member must meet the requirements set out in paragraph 4.2.2 below and paragraph 1 of Annex A.

(b) A single (1) Expression of Interest

Each Interested Party may participate in the Tender Process and submit only one Expression of Interest. A Consortium Member cannot participate in more than one Consortia submitting an Expression of Interest.

Any Interested Party or Consortium Member may rely on the capacity **exclusively** of an Affiliate (as defined below) in order to meet the Financial Capacity Criterion (of paragraph 4.2.3) and / or the Technical Capacity Criteria (of paragraph 4.2.4) under the provision of proving its relationship with the

Affiliate and the latter's commitment to provide to it the required resources during the Tender Process and the Concession Agreement.

An Affiliate (as defined below) of an Interested Party or, in the event of a Consortium, an Affiliate of a Consortium Member may not participate in the Tender Process:

- (i) by submitting a separate Expression of Interest as a single Interested Party; or
- (ii) by participating as a Consortium Member in another Consortium (in which the Affiliate does not participate) submitting a separate Expression of Interest.

Non-compliance with this clause shall result in the immediate disqualification of all Interested Parties involved.

For the purposes of this Invitation, an **"Affiliate"** means any person who, directly or indirectly, is in control of, or controlled by, or is under common control with, an Interested Party or a Consortium Member (as applicable). For the purposes of the aforementioned definition, **"control"** means the power of a person, directly or indirectly: (i) to vote, or direct the voting of more than 50% of the voting rights of another person, and/or (ii) to direct or cause the direction of the management and business choices of such other person, and/or (iii) to exercise dominant influence over the other person, in any case, either through the direct or indirect ownership or control of 50% of the shares or equity interests or voting rights or other ownership rights of the other person, whether contractually or de facto.

(c) Registered seat or establishment in Non-Cooperative Countries.

Natural or legal persons shall not be admitted to the Tender Process, either as Interested Parties or as Members of a Consortium, if they are resident, or have their statutory or actual seat or place of business, in Non-Cooperative States in tax matters, within the meaning of paragraphs 3 and 4 of article 65 of the Greek Income Tax Code (Law 4172/2013, as amended and in force, Government Gazette A' 167/23.07.2013), and as listed in Ministerial Decision No. A.1198/2024 of the Minister and Deputy Minister of National Economy and Finance (Government Gazette B' 7298/31.12.2024), issued pursuant to said provisions, or in any subsequent ministerial decision issued pursuant to the aforementioned legal provision, as may be amended and in force, by which the list of Non-Cooperative States is updated.

The above prohibition also applies where a person falling into one of the above categories holds a share or interest exceeding 1% of the share capital and/or corporate capital of an Interested Party or a Member of a Consortium, with the exception of legal persons listed on a regulated (stock) market in

the European Union (EU), the European Economic Area (EEA), or the Organisation for Economic Co-operation and Development (OECD).

In addition, offshore companies originating from jurisdictions with preferential tax regimes, as defined in the list set forth by the decision issued under paragraph 7 of article 65 of the Income Tax Code, shall not be accepted in the Tender Process, with the exception of those established in: aa) an EU member state; or bb) a member state of the European Economic Area (EEA); or cc) a third country that has signed and ratified the International Agreement on Government Procurement (GPA), to the extent that the contract to be awarded is covered by Annexes 1, 2, 4 and 5 and the general notes of the Union's Appendix I to the said GPA; or dd) third countries not falling under cases aa), bb), or cc), which have entered into and are implementing a bilateral or multilateral agreement with the EU.

These prohibitions also extend to natural or legal persons who exercise control over an Interested Party or a Consortium Member, as well as to any Affiliate of an Interested Party or Consortium Member.

(d) Restrictive measures due to Russia's actions

Economic operators are not admitted in this Tender Process, in any manner whatsoever, if they fall under the restrictions of Regulation (EU) No 833/2014 (L 111/1), as in force, concerning restrictive measures in view of actions by Russia destabilizing the situation in Ukraine and, amongst other, if the economic operator is:

- (i) a Russian citizen or natural or legal person, entity or operator established in Russia; or;
- (ii) a legal person, entity or operator in which more than 50 % of the ownership rights are owned directly or indirectly by an entity referred to in point (i) of this paragraph; or
- (iii) a natural or legal person, entity or operator acting on the name of or at the direction of an entity referred to in point (i) or (ii) of this paragraph, including, where they account for more than 10 % of the value of the contract, subcontractors, suppliers or Affiliate on whose capacities it relies.

(e) No-diplomatic or trade relations with the Hellenic Republic

An Interested Party will not be admitted to the Tender Process, if such Interested Party or, in case of a Consortium, a Consortium Member, is seated in a country (a) with which the Hellenic Republic has no diplomatic or commercial relationships pursuant to a relevant decision of the Hellenic Republic, and / or (b) which is identified in the two public documents that are issued by the Financial Action Task Force

(FATF) three times per year, namely (i) the *“Jurisdictions under Increased Monitoring”* document and (ii) the *“High – Risk Jurisdictions subject to a Call for Action”* document.

(f) UN or EU sanctions

An Interested Party will not be admitted to the Tender Process, if such Interested Party or, in case of a Consortium, a Consortium Member is subject to United Nations (the **“UN”**) sanctions and/or European Union (the **“EU”**) restrictive measures implemented pursuant to any EU Regulation based on article 215 of the Treaty on the Functioning of the EU (OJ C 326, 26.10.2012, p. 47-390) or any Decision adopted in the framework of EU’s Common Foreign and Security Policy.

(g) National security

The Growthfund may exclude, at any stage of the Tender Process and until the completion of the Transaction, any Interested Party on grounds related to the protection of the interests of the Hellenic Republic’s national security.

(h) Range of prohibitions

The above under (e) to (g) terms and requirements also apply to any person having direct or indirect control over the Interested Party, as such control is defined in term 4.1.(b) above, as well as in any Affiliate of an Interested Party or Consortium Member.

To check the prerequisites (b) to (g) above, the Growthfund, during the course of the Tender Process, may require, at its discretion, any information evidencing details of the Interested Party’s shareholding/partnership structure up to the ultimate beneficial owner as defined in the relevant Greek legislation (and in case Interested Parties are Consortia, the above details of the Consortium Members thereof), as well as any other information provided for in the legislation in force and is deemed necessary at its reasonable discretion.

B. Consortia

In general

In case of a Consortium, a Consortium Member with a participation percentage in the Consortium of at least thirty four percent (34%) (the **“Minimum Lead Member Participation Stake”**) shall be designated as a leader (the **“Lead Member”**), while every other Consortium Member shall participate in the Consortium with a participation percentage of at least ten percent (10%) (the **“Minimum Participation Stake in the Consortium”**).

Subject to any permitted change as set out below, and any further details to be set out in the RfBO, the Lead Member must maintain the Minimum Lead Member Participation Stake in the Consortium through the entire Tender Process, otherwise such Consortium will be disqualified from the Tender Process.

The Lead Member must be duly authorised by the other Consortium Members to represent and bind the Consortium during the entire Tender Process and in all matters relating to the Tender Process and the relevant Transaction.

It is noted that all Consortium Members are jointly and severally liable vis-à-vis the Growthfund, in connection with all matters relating to the Tender Process during its whole duration and the following period, as to be stipulated in the RfBO. The issue of liability following the signing of the Concession Agreement will be set out in the Concession Agreement.

Non-compliance even of one Consortium Member with the conditions set out above shall result in the disqualification of the Interested Party (i.e. the Consortium) from the Tender Process.

Changes to the composition of a Consortium

1. Following the submission of the Expression of Interest and until the issuance of the Growthfund's decision on the nomination of the Prequalified Interested Parties, neither changes in the composition of Consortia are permitted (including any change in the participation percentages of the Consortium Members), nor the establishment of a Consortium by a single Interested Party.
2. Subject to the provisions under item C below, following the nomination of the Prequalified Interested Parties, the following changes will be allowed to the Prequalified Interested Parties:
 - (i) Establishment of a Consortium by a single Prequalified Interested Party. In this case, such Prequalified Interested Party shall be mandatorily appointed as the Lead Member of the Consortium and must retain the Minimum Lead Member Participation Stake;
 - (ii) Redistribution of the participation percentages of the Consortium Members in the Consortium, provided that each Consortium Member participates in the Consortium with a participation percentage at least equal to the Minimum Participation Stake in the Consortium;
 - (iii) Exit of one or more Consortium Members;

- (iv) Breakup of a Consortium, meaning the separate participation of the Consortium Members in the Phase B of the Tender Process.
- (v) Entry into the Consortium of one or more new Consortium Members, natural or legal persons, private equity firms or funds, provided that the new Consortium Member participates in the Consortium with a percentage at least equal to the Minimum Participation Stake in the Consortium and meets the Personal Status Criteria. In such case, this new Consortium Member cannot be appointed as Lead Member;
- (vi) Appointment of another Consortium Member as Lead Member (among the existing Consortium Members during Phase A), provided that the new Lead Member had already participated as a Consortium Member at the time of submission of the Expression of Interest by the said Consortium and had from the outset or acquired (following an internal redistribution of the participation percentages in the Consortium) a participation percentage in the Consortium at least equal to the Minimum Lead Member Participation Stake; and
- (vii) a combination of (i) through (vi) of this paragraph.

3. The Request for Binding Offers may impose restrictions on the ability of the Prequalified Interested Party, inter alia:

- (i) in case the Prequalified Interested Party is a Consortium, to add as a Consortium Member an economic operator that has acted as Lead Member in another Consortium that has submitted an Expression of Interest but was excluded or did not qualify as a Prequalified Interested Party,
- (ii) in case of a single Prequalified Interested Party, to establish a Consortium with an economic operator that has acted as a Lead Member in another Consortium that has submitted an Expression of Interest but was excluded or did not qualify as a Prequalified Interested Party, even for reasons that did not pertain to such economic operator.

4. No merger or other collaboration between Prequalified Interested Parties (including Consortium Members) is allowed.

5. The above changes under item 2 may be accepted by Growthfund, subject to the following conditions, cumulatively applied, as they will be set out in more detail in the Request for Binding Offers:

- (i) The change must be notified to the Growthfund in writing up to a specific date prior to the date of submission of the binding offers (as such date will be stipulated in the RfBO) (the “**Relevant Date**”), and shall be subject to the prior written consent of the Growthfund.
- (ii) In case of entry of a new member, such new member must participate in the Consortium with at least the Minimum Participation Stake in the Consortium and meet the Personal Status Criteria and the notification of such entry must be accompanied by the Supporting Documentation set out in paragraph 1 of Annex A. Moreover, such new member shall accede to the Confidentiality Agreement. No entry of a new member shall be allowed after the Relevant Date.
- (iii) The Consortium, under its new structure, shall meet or shall continue to meet (as applicable) all the Prequalification Criteria set out in paragraph 4.2 of this Invitation.

6. No changes in the composition of the Consortium shall be permitted after the Relevant Date and up to the execution of the Concession Agreement. By exception, and subject to the specific provisions of the Request for Binding Offers, the only changes allowed after the Relevant Date shall be the ones regarding:

- (i) any internal changes in the percentage participation of the Consortium Members; and / or
- (ii) the exit of an existing Consortium Member from the Consortium; and / or
- (iii) the appointment of another Consortium Member as Lead Member (provided that such Consortium Member was already a member of the Consortium at the time of submission of the Expression of Interest);

and under the following conditions, which apply cumulatively:

- (1) the change shall be subject to the prior written consent of the Growthfund;
- (2) the change shall be notified to Growthfund by the date set out in the RfBO;
- (3) subject to item C below, the exiting Consortium Member is not the Lead Member;
- (4) in case of internal redistribution of the participation percentages in the Consortium, each Consortium Member shall maintain at least the Minimum Participation Stake in the Consortium;

- (5) the Lead Member maintains a participation percentage in the Consortium at least equal to the Minimum Lead Member Participation Stake and
- (6) the Consortium continues to meet all the Prequalification Criteria as set out in paragraph 4.2 following such a change in the composition of the Consortium.

C. Substitution

Notwithstanding the changes in the composition of the Consortium, as regulated above under item B. of this paragraph 4.1, the Request for Binding Offers may provide for the right of substitution of the Prequalified Interested Parties (and any Consortium Member in case the Prequalified Interested Party is a Consortium) solely and exclusively by an Affiliate of theirs, as to be further regulated therein, under the following minimum conditions which will apply cumulatively:

- (1) The substitution shall be notified to the Growthfund in writing by the Relevant Date and shall be subject to the prior written consent of the Growthfund;
- (2) such Affiliate meets the Personal Status Criteria and the notification of such substitution shall be accompanied by the Supporting Documentation set out in paragraph 1 of Annex A;
- (3) the Prequalified Interested Party shall continue to meet all the Prequalification Criteria set out in paragraph 4.2. following such substitution and
- (4) such Affiliate shall accede to the Confidentiality Agreement.

D. Compliance

Any breach of the conditions as set out above and of any other condition set out in the RfBO results in the disqualification of the Prequalified Interested Party from the Tender Process.

For the avoidance of doubt, it is clarified, that in case that the Growthfund does not consent to a requested change to the composition of a Consortium or to the substitution of a Prequalified Interested Party and / or a Consortium Member, in accordance with the above provisions, the Prequalified Interested Party (either a Consortium and / or a single Prequalified Interested Party), may still submit a binding offer under its prior, approved by Growthfund, structure.

4.2 PREQUALIFICATION CRITERIA

4.2.1 Prequalification Criteria

The Prequalification Criteria refer to the Personal Status Criteria, as defined and set out in paragraph 4.2.2 below, to the Financial Capacity Criterion, as defined and set out in paragraph 4.2.3 below, as well as to the Technical Capacity Criteria as defined and set out in paragraph 4.2.4.

The Prequalification Criteria must be met by the Interested Parties upon submission of their Expression of Interest and throughout the duration of the Tender Process and up to the execution of the Concession Agreement.

4.2.2 Personal Status Criteria

All Interested Parties must cumulatively meet the Personal Status Criteria described in this paragraph (the “**Personal Status Criteria**”) and prove their fulfilment in the manner described in paragraph 1 of Annex A of this Invitation.

In case of a Consortium, the fulfillment of the Personal Status Criteria is examined separately for each Consortium Member and each Consortium Member must also demonstrate individually its compliance with the Personal Status Criteria.

If the Interested Party or a Consortium Member is a private equity firm or a fund, the Personal Status Criteria must be met by itself (in case it has legal personality) and/or by its investment / fund manager and/or general partner of that equity firm or fund (depending on the form of such private equity firm or fund) and by the authorised representatives of that investment / fund manager or general partner, if they exist.

Any Interested Party which fails to satisfy any of the requirements set out in this paragraph and in paragraph 1 of Annex A, will be disqualified from the Tender Process.

An Interested Party will be disqualified from the Tender Process if at any time of the Tender Process the Interested Party, or in the case of a Consortium, any of the Consortium Members, is proven to be in one of the following situations:

- (a) Where the Interested Party has been the subject of a conviction by final judgement for any of the criminal acts listed in subparagraph 3 of paragraph 1.1 of Annex A hereof or for a criminal offense related to gaming, according to the applicable legislation of any country in which they

THIS IS AN ENGLISH TRANSLATION OF THE ORIGINAL GREEK TEXT FOR INFORMATION REASONS. IN CASE OF ANY INCONSISTENCY BETWEEN THE TWO TEXTS, THE GREEK TEXT SHALL PREVAIL

operate (for example, in Greece, Article 52 of Law 4002/2011). Such exclusion ground applies also to the members of the board of directors, the managerial or the supervisory body of any Interested Party submitting an Expression of Interest, as well as to any persons that have power of representation, decision making or control at the Interested Party (hereinafter the “**Affected Persons**”). Without limiting Growthfund's right to request clarifications and / or additional information pursuant to paragraph 5.4 hereof, it is clarified that with respect to Greek corporate entities, as "Affected Persons" are considered in any case:

- (i) the managers in case of limited liability companies (LLCs), private limited companies (PLCs) and partnerships, namely general partnerships (GPs) and limited partnerships (PLs); and
- (ii) the Chief Executive Officer as well as all members of the Board of Directors in case of sociétés anonymes (SAs) as well as the persons that have been awarded all powers of administration and representation by decision of the Board of Directors.
- (ii) In all other cases of legal persons or/and entities, the legal representative and manager on a case-by-case basis.
- (b) Where the Interested Party is in breach of its obligations relating to the payment of taxes or social security contributions and where this has been established by a judicial or administrative decision having final and binding effect according to the legal provisions of the country of origin/incorporation/registered seat (as appropriate) or the Growthfund demonstrates by any appropriate means that the Interested Party is in breach of its obligations relating to the payments of taxes or social security contributions. If the Interested Party is a Greek citizen or is established in Greece, their obligations concerning social security contributions cover both primary and supplementary insurance.

These obligations are not considered to have been breached if they have not become overdue or if they are subject to a binding settlement that is being adhered to.

The Interested Party is not excluded:

- (i) when the Interested Party has fulfilled its obligations, either by paying the taxes or social security contributions due, including, where applicable, any interest accrued or fines or by entering into a binding arrangement for their payment, to the extent it adheres to the terms of the payment arrangement; and

- (ii) when the disqualification would be clearly disproportionate, in particular where only small amounts of taxes or social security contributions, not exceeding in any case the amount of one thousand (1,000) euros, are due and unpaid or where the Interested Party was informed on the exact amount due, following its breach of its obligations relating to the payment of taxes or social security contributions, at such time that it did not have the possibility of taking measures, according to subparagraph (i) hereof, before expiration of the deadline for submitting its Expression of Interest;
- (c) Where Growthfund can demonstrate by any appropriate means any violation of applicable obligations arising from provisions of environmental, social security, and labor law established in virtue of the European Union legislation, national law, collective agreements, or international provisions of environmental, social, and labor law listed in Annex X of Law 4413/2016, during the performance of a previous concession agreement.;
- (d) Where the Interested Party has been declared bankrupt, is in a state of special liquidation or compulsory receivership by a liquidator or by the court, or has entered into a bankruptcy settlement, or has suspended its business activities, or has entered into restructuring proceedings or is in any similar situation arising from a similar procedure provided for in the national legislation or regulations of the country of its origin/incorporation/registered seat (as appropriate). However, the Growthfund may decide not to exclude an Interested Party which is in one of the above situations, when it has been ascertained that this Interested Party will be in a position to conclude the Transaction, taking into consideration the applicable rules and measures regarding the continuation of business activity in the above situations;
- (e) In case of a conflict of interest within the meaning of article 35 of Law 4413/2016, which cannot be remedied by any other less intrusive measures;
- (f) Where the Interested Party or any Affected Person has been found guilty of serious misrepresentation in supplying the information required for the verification of the absence of grounds for exclusion or the fulfilment of the Prequalification Criteria, has concealed such information, or is unable to submit the required documents supporting such information;
- (g) Where the Interested Party or any Affected Person has undertaken to unduly influence the decision-making process of the Growthfund, to obtain confidential information that may confer upon it undue advantages in the Tender Process or to provide, by fault, misleading information

that may have a material influence on the decisions of the Growthfund concerning exclusion, selection or award of the Tender Process;

- (h) Where the Interested Party or any Affected Person is listed in the register of unlicensed gambling providers ('blacklist') referred to in paragraph 7 of article 48 of Law 4002/2011, or in any equivalent list issued by a competent supervisory authority.

An Interested Party that is in one of the situations referred to above (excluding the case referred to in point (b) above) may provide evidence to the effect that measures taken by it are sufficient to demonstrate its reliability despite the existence of the relevant ground for exclusion. If such evidence is considered sufficient, the Interested Party concerned (and for the avoidance of doubt, in case of a Consortium Member, the Consortium), shall not be excluded from the Tender Process. For this purpose, the Interested Party shall prove that it has paid or undertaken to pay compensation in respect of any damage caused by the criminal offence or misconduct, that clarifications have been provided regarding the facts and circumstances in a comprehensive manner by actively collaborating with the investigating authorities, that concrete technical, organisational and personnel measures have been taken by it that are appropriate to prevent further criminal offences or misconduct. The measures taken by the Interested Parties shall be evaluated taking into account the gravity and particular circumstances of the criminal offence or misconduct. Where the measures are considered to be insufficient, the Interested Party shall be notified of the rationale of the relevant decision of the Growthfund. Any Interested Party that has been excluded by final judgement from participating in public agreement or concession award procedures shall not be entitled to make use of the possibility provided above during the exclusion period as such period is defined in said judgement.

- (i) Participation in the Tender Process shall not be accepted for any Interested Party if the conditions for the application of paragraph 4 of article 8 of Law 3310/2005 (national exclusion ground) apply to them or to a Consortium Member (in the case of a Consortium). The obligations herein apply to sociétés anonymes submitting an Expression of Interest either individually or as Consortium Members or participating in the share capital of another legal entity submitting an Expression of Interest, as well as to foreign legal entities equivalent to a société anonyme. The following are exempt from this obligation: a) companies listed on stock exchanges of EU Member States or member states of the European Economic Area (EEA) or member states of the Organisation for Economic Co-operation and Development (OECD), b) companies whose voting rights are controlled by one or more investment firms, asset/fund

management companies, or private equity firms, provided that such entities collectively control in total more than seventy-five percent (75%) of the voting rights and are supervised by Capital Market Commissions or other competent financial supervisory authorities of EU or EEA or OECD member states. For the purposes of point (b), the control of voting rights shall be demonstrated by a solemn declaration of the controlled company and, if different from the Interested Party or Consortium Member, with an additional solemn declaration by the latter, stating the investment firms, the asset/fund management companies, or the private equity firms involved, as applicable, and the total percentage of the voting rights they control in the controlled company. These solemn declarations must be accompanied by a certificate or any other document proving that the companies controlling the voting rights are supervised as defined above.

4.2.3 Financial Capacity Criterion

Interested Parties must demonstrate **in Phase A of the Tender Process** adequate financial capacity to ensure payment of the financial consideration for the Transaction.

In this framework, Interested Parties must meet the financial criterion described in this paragraph (the “**Financial Capacity Criterion**”) and prove its fulfillment in the manner described in paragraph 2 of Annex A hereof:

A. Single Interested Party

In case the Interested Party is a corporate entity (the “**Corporate Entity**”), it must demonstrate that, for the last three (3) financial years (based on consolidated financial statements, if applicable, audited by an internationally recognized audit firm or a firm that is a member of an international network, which network is operating demonstrably in at least three (3) OECD member countries and complying with the principles of independence and the Code of Ethics for professional auditors), prior to the Submission Deadline (as defined hereinbelow), it had:

- (a) an average annual consolidated revenue of at least one hundred eighty million (180,000,000) euros,
- (b) an average consolidated shareholders’ equity of at least one hundred twenty million (120,000,000) euros, and
- (c) average consolidated total assets of at least two hundred forty million (240,000,000) euros.

Shareholders' equity is calculated as total consolidated assets minus total consolidated liabilities, if consolidation is applicable, or as total assets minus total liabilities otherwise, not taking into account minority rights.

In case of a private equity firm or fund (the "**Private Equity Firms/ Funds**"), the Interested Party must demonstrate that it has committed, undisbursed and uninvested funds in the last financial year prior to the Submission Deadline (as defined below herein) of at least one hundred and twenty million (120,000,000) euros

The committed, undisbursed and uninvested funds in the last financial year prior to the Submission Deadline must be demonstrated by the most recent audited financial statements (or consolidated financial statements, if applicable) or by reports of an internationally recognized audit firm or a firm that is a member of an international network, which network is operating demonstrably in at least three (3) OECD member countries and complying with the principles of independence and the Code of Ethics for professional auditors) or by a relevant certification verified by auditors' reports or by a relevant certification verified by an auditor issued within three (3) months prior to the Submission Deadline. Furthermore, the Interested Party must declare, providing relevant supporting documentation (indicatively, drawdown reports or fund subscription agreements), that the above threshold is met by the committed, undisbursed and uninvested funds that are available and free for investment in the exercise of the Right to the Greek State Lotteries, taking into account the investment policy and any investment restrictions of the Interested Party (indicatively, obligations for investment diversification, maximum investment limits, or other restrictions). The Growthfund shall be entitled to request the auditor's report or the certification mentioned above, even if the Interested Party has already submitted its financial statements.

In case that the Interested Party is a natural person (the "**Natural Person**"), the latter must demonstrate direct ownership of available, liquid and unencumbered financial assets (personal net worth), not later than three (3) months before the Submission Deadline, having aggregate market value of at least one hundred and twenty million (120,000,000) euros.

For the purposes of calculation of a person's personal net worth, the following may be taken into account:

(a) Cash deposits in a bank or any other credit institution, legally operating in at least one member state of the European Union (EU), the European Economic Area (EEA) or the Organisation for Economic Co-operation and Development (OECD);

(b) Liquid and transferable securities.

B. Consortium

In case of a Consortium, the Financial Capacity Criterion is met if the weighted position for each criterion, calculated by aggregating for each Consortium Member the relevant parameter as per paragraph 4.2.3 A above and on a proportionate basis (pro rata) according to the relative interest (stake) of each Consortium Member in the Consortium (as per Statement Template 5 of Annex B), amounts at least to the requested amounts for each of the three figures (revenue, shareholders' equity and total assets).

More specifically, the criteria are assessed for compliance based on the sum of the relevant figures of the Consortium Members, proportional to their participation in the Consortium, according to the following formula:

$X = (N1 \times P1) + (N2 \times P2) + \dots + (Nv \times Pv)$, where:

N is the relevant figure as defined in subparagraph 4.2.3.A for each Consortium Member,

P is the participation percentage of the corresponding Member in the Consortium, and

v is the number of members in the Consortium.**

If the Consortium Members do not fall under the same category as defined in paragraph 4.2.3.A, the following clarifications apply:

- With regard to the Revenue and Total Assets criteria, only the figures of Consortium Members that are Corporate Entities will be taken into account, assuming they are the sole Members of the Consortium (solely for the purposes of evaluating these criteria). In this case, the above-mentioned P represents each Corporate Entity's share of the total participation percentage only among Corporate Entities (i.e., a normalized participation rate limited to Corporate Entities).
- With regard to the capital-related criterion (equity for Corporate Entities; committed, undisbursed, and uninvested funds for Private Equity Firms / Funds; and available, liquid, and

unencumbered financial assets for Natural Persons), the Interested Parties must jointly meet the specific financial capacity criterion, taking into account their participation percentage in the Consortium. For example, in the case of a Private Equity Firm / Fund that is a Consortium Member, the committed, undisbursed, and uninvested funds that are available and free for the specific investment will be considered and assessed in proportion to the Consortium Member's participation in the Consortium. For the other Consortium Members which are not Private Equity Firms or Funds, the relevant figures will be assessed based on their participation percentage in the Consortium.

It is clarified that, in the event a Private Equity Firm / Fund is a Consortium Member, the Interested Party must declare — providing relevant supporting documentation (e.g., drawdown reports or fund subscription agreements) — that the committed, undisbursed, and uninvested funds available and free for the specific investment are at least equal to the proportional amount corresponding to their share in the Consortium, for the exercise of the Right to the Greek State Lotteries, taking into account the Interested Party's investment policy and any investment restrictions (e.g., diversification obligations or other limitations).

C. General provisions regarding the Financial Capacity Criterion

In the event that an Interested Party, or a Consortium Member has merged with, or acquired any business during the last three (3) financial years, the Financial Capacity Criterion may also be met on the basis of pro-forma financial statements, prepared and reviewed by an internationally recognized audit firm or a firm that is a member of an international network, which network is operating demonstrably in at least three (3) OECD member countries and complying with the principles of independence and the Code of Ethics for professional auditors), on the assumption that the acquisition or merger took place at the beginning of the said three- year- period.

In the event that an Interested Party, or a Consortium Member has been incorporated and operates for less than three (3) financial years, the Growthfund will take into account the financial years that such Interested Party or Consortium Member is in operation, provided that it has audited financial statements of at least one (1) financial year.

4.2.4 Technical Capacity Criteria

Each Interested Party (and in the case of a Consortium, the Lead Member) must demonstrate, under penalty of disqualification from the Tender Process, that it meets the following technical capacity

criteria (the “**Technical Capacity Criteria**”):

- a) Holds a license or equivalent right granted by a competent Public Authority for the organization, operation, and conduct of land-based gaming in a country of the EU, EEA, or a member state of the OECD.
- b) Holds a valid WLA Level 4 Responsible Gaming certification.
- c) Holds valid ISO 27001 and ISO 9001 certifications, or equivalent certifications issued by bodies accredited by equivalent accreditation organizations based in other EU or OECD member states
- d) Had, over the last three financial years, cumulative revenues (in terms of Gross Gaming Revenue, as defined in article 25(ib) of Law 4002/2011, as amended by article 377(8) of Law 4512/2018) from land-based gaming of at least €1.5 billion at a group level.
- e) In the last financial year, has operated a retail distribution network comprising at least three thousand (3,000) points of sale for gaming, either within or outside of Greece.
- f) Commits to developing and maintaining at least two thousand five hundred (2,500) points of sale for the State Lotteries across the Greek territory throughout the Concession Period, as will be further provided in the Concession Agreement.

In the case of a Consortium, it is sufficient that the Technical Capacity Criteria are fulfilled by the Lead Member.

If an Interested Party or a Consortium Member has merged with or acquired another enterprise during the past three (3) financial years, the Technical Capacity Criteria may also be satisfied based on pro forma financial statements, which must have been reviewed and audited by an internationally recognized audit firm or a firm that is a member of an international network, which network is operating demonstrably in at least three (3) OECD member countries and complying with the principles of independence and the Code of Ethics for professional auditors) on the assumption that the acquisition or merger took place at the beginning of the said three- year- period

4.2.5 Reliance on an Affiliate

An Interested Party (or, in the case of a Consortium, a Consortium Member) may rely solely and exclusively on the capacity of an Affiliate for fulfilling the financial capacity criterion. Likewise, an

Interested Party (or, in the case of a Consortium, the Lead Member) may rely solely and exclusively on the capacity of an Affiliate for fulfilling the Technical Capacity Criteria. In such cases, the Interested Party (or, in the case of a Consortium, the Consortium Member — and specifically the Lead Member in the case of fulfilling the Technical Capacity Criteria) must demonstrate its relationship with the Affiliate and that it will have access to the necessary resources throughout the Concession Period. In this case, with respect to financial adequacy, the Affiliate shall be jointly and severally liable for the execution of the Concession Agreement. The Affiliate must also demonstrate that it possesses the capacities on which the Interested Party or the Consortium Member (and specifically the Lead Member in the case of fulfilling the Technical Capacity Criteria) is relying and must also meet the Personal Status Criteria and submit the supporting Documents required in Annex A. Subject to the provisions of this clause regarding reliance on the capacity of Affiliated Entities, Interested Parties and Consortium Members may not rely on the capacities of third-party entities or subcontractors for fulfilling the Prequalification Criteria.

5. SUBMISSION OF EXPRESSION OF INTEREST - INFORMATION AND CLARIFICATIONS**5.1 CONTENTS AND FORM OF EXPRESSION OF INTEREST**

The Expression of Interest shall be considered to have been submitted in accordance with the provisions of this Invitation provided that an Interested Party submits in a **single, sealed and non-transparent Folder** all the following documents in the (sub-)folders determined below:

- (a) **Folder A:** which includes the original Letter of Expression of Interest as per the content of the template letter provided for in Annex B (Template Letter of Expression of Interest) and the Supporting Documentation in hardcopy and original form (or in certified copies of the originals), in a sealed and non-transparent folder marked as “ORIGINAL HARD COPIES”,
- (b) **Folder B:** which includes simple hardcopies of Folder A, in a sealed and non-transparent folder marked as “DUPLICATE HARD COPIES”, and
- (c) **Folder C:** which includes an electronic storage device in an easily accessible and non-editable format (e.g. CD-ROM, DVD or USB stick) including electronic copies of Folder A in equally easily accessible and readable PDF file format (unencrypted and not compressed).

(collectively the above under a, b and c called as the “**Submission Documentation**”)

It is clarified that in case the original document is an electronic document:

- (a) the original electronic document, as issued, must be included in the electronic storage device of Folder C;
- (b) a printed copy of the original digital document certified in accordance with the provisions of Law 4727/2020 (GG A' 184/23.09.2020) on electronic documents (if certification is required by Law) must be included in Folder A, and
- (c) a simple copy (photocopy) of the document as included in Folder A shall be included in Folder B.

In case of any difference or discrepancy between the documents submitted in hard copy and those submitted in an electronic storage device, the hard copy version shall prevail, except for an original electronic document, in case of which the electronic document shall prevail. In case of any discrepancy between the original in hard copy and the copy in hard copy, the original in hard copy shall prevail.

The original Letter of Expression of Interest, included in Folder A, shall be submitted in the Greek language. In case that the Letter of Expression of Interest is originally drafted in a different language, it shall be accompanied by an official translation into the Greek language. In all cases, the Greek text shall prevail.

Each Interested Party must appoint, with the Letter of Expression of Interest, a contact person with whom the Growthfund and its Advisers may communicate (the **“Process Agent”**). In this context, the Letter of Expression of Interest will include the full name of the Process Agent and their contact details (including their correspondence address, land-line phone number, mobile phone number, and email address); moreover, a duly authorised copy or excerpt of the decision (or the decisions in case of a Consortium) regarding its appointment as Process Agent by the competent body(ies) or the member(s) of the Interested Party, according to its articles of association, must also be included in the Expression of Interest folder, as well as a solemn declaration by the Process Agent regarding the acceptance of its appointment.

The Letter of Expression of Interest must be signed in person by the Interested Party, in case of natural persons, or by a duly authorised representative (representatives) of the Interested Party, in case of legal entities. The relevant authorisations must be included in the Supporting Documentation to be submitted together with the Letter of Expression of Interest.

In the case of a Consortium, the Letter of Expression of Interest may be signed either by all Consortium Members, duly represented according to the above, or by a common representative who will be duly authorised by all Consortium Members. In this case, the relevant authorisations for the appointment of said common representative must bear a certification of the authenticity of the signature, in accordance with the provisions set out in paragraph 5.3. and be included in the Supporting Documentation to be submitted together with the Letter of Expression of Interest.

No attestation of signature is required for the Letter of Expression of Interest.

5.2 SUBMISSION OF EXPRESSION OF INTEREST

The Interested Parties should submit their Expressions of Interest, as per paragraph 5.1, at the Growthfund’s premises, 6, Karageorgi Servias Str., 105 62 Athens, Greece, either in person or by registered mail or by courier, until the **23rd of July 2025** and 16:00 (Greek time, UTC +3) or any other date and time specified by the Growthfund, in case of extension or postponement of the deadline to submit an Expression of Interest (the **“Submission Deadline”**).

The Expression of Interest, according to paragraph 5.1, is submitted in a single, sealed, non-transparent folder (in which Folders A, B and C are enclosed), on the face of which the Tender Process shall be marked ("Tender Process for Greek State Lotteries") and the following details of the Interested Party shall be written:

- (a) full name or corporate name or stamp
- (b) full postal address (street, number, P.C., city, country),
- (c) e-mail address and
- (d) telephone number.

Any Expression of Interest submitted to the Growthfund (in case of in-person submission) or received by the Growthfund (in case of dispatch by registered mail or by courier) after 16:00 (Greek time, UTC + 3) on the last day of the Submission Deadline shall be inadmissible and thus rejected and shall be returned to the Interested Party without being unsealed. Any delay due to chance events or *force majeure* shall not be recognised as a justified reason for any late submission of the Expression of Interest. It is the Interested Parties' responsibility to ensure that their Expression of Interest is received by the Growthfund on time.

The Expressions of Interest will be unsealed by the Growthfund at its premises, 6 Karageorgi Servias Str., 105 62 Athens, Greece, on a date and time which will be notified by the Growthfund to the Interested Parties through a relevant announcement on the Growthfund's website (<http://www.Growthfund.com>) after the expiration of the Submission Deadline. The Growthfund may, but is not obliged to, notify the Interested Parties on the unsealing by sending an e-mail to the e-mail address indicated on the front of the Expression of Interest folder. During the unsealing of the Expressions of Interest, only Interested Parties who have submitted an Expression of Interest and only one (1) duly authorised representative on behalf of each Interested Party, are entitled to be present.

5.3 SUPPORTING DOCUMENTATION

The Expression of Interest must be accompanied by the supporting documents stated and specified in Annex A (the "**Supporting Documentation**"). The Supporting Documentation must be submitted in Greek or accompanied by an official translation in Greek.

Foreign public documents (including official translations) must bear the Hague Apostille of 5.10.1961, ratified by Law 1497/1984 (GG A 188/27.11.1984), if they are drawn up in countries that have acceded to the Convention, otherwise they must bear a consular visa. It is clarified that in the event the Hellenic Republic has entered into and ratified by law a bilateral or multilateral legal cooperation agreement with one or more countries, which is applicable, among other things, to the Tender Process, then the specific provisions regarding the legalization of public documents set forth in those agreements shall apply.

For the purposes of submission of an Expression of Interest, the translation is presumed to be official, provided that it has been certified as such by a competent judicial or administrative authority or attorney or certified translator who has the power of issuing official translations according to the laws country of origin/incorporation/registered seat of the Interested Party (or in case of Consortium, the Consortium Members) (as appropriate), or by the translation department of the Hellenic Ministry of Foreign Affairs, or by certified translators, or by an attorney, according to the provisions of article 454 of the Greek Code of Civil Procedure, the provisions of law 3712/2008 (GG A 225/05.11.2008) and article 36 of law 4194/2013 (GG A 208/27.09.2013) respectively.

Where templates are provided in this Invitation in relation to the content of the Supporting Documentation (Annex B), the use of the corresponding templates is mandatory for the Interested Parties and their content will be adjusted or supplemented as appropriate to the circumstances of each declarant.

The Supporting Documentation must be submitted in the form specified in paragraph 5.1. of this Invitation.

Where attestation of signature is requested, as far as Greek jurisdiction is concerned, Supporting Documentation are accepted when they : (a) bear validation of the authenticity of the signature by a Greek Public Authority (e.g. Citizen Service Centers); or (b) have been issued through the Single Digital Portal of the Public Administration (gov.gr) using the applications "Digitally Certify a Document " and "Digital Certificate of Private Agreement" according to the provisions of MD 40912 EX 2021/21 (GG B 5354/18.11.2021); or (c) have been issued in the form of a notarised sworn statement; or (d) have been signed with a qualified electronic signature within the meaning of Law 4727/2020. A document signed by qualified electronic signature within the meaning of Regulation (EU) 910/2014 shall be deemed to fulfil the requirement for signature attestation.

Copies shall be certified either according to the legislation of the country where they are issued (country of origin/residence/establishment (as appropriate) of the Interested Party/Affiliate) or by a lawyer or a notary public in Greece or, for certain types of documents, by the Citizen Service Centres (CSCs), or the competent administrative authorities responsible for the procedure of the certification of copies.

References in this Invitation to "Solemn Declaration" shall mean the Solemn Declaration of article 8 of Law 1599/1986, the content of which has been determined by the Decision of the Minister of Interior, Public Administration and Decentralisation with no. DIADP/A1/18368 (GG B' 1276/01.10.2002), equally possible to be drafted electronically, in accordance with the provisions of articles 24 and 27 of Law 4727/2020 (GG A' 184/23.09.2020). In case the Solemn Declaration is not issued through the Single Digital Portal of the Public Administration (gov.gr-SDP), and bears the handwritten signature of its issuer, the attestation of his/her signature by a competent authority is required. In case the Interested Party or the declaring person is a foreigner, reference to Solemn Declaration shall also mean the affidavit or the statement before a competent judicial or administrative authority or notary public, in accordance with the laws of the State of origin/establishment of the Interested Party or the declaring person.

5.4 CLARIFICATIONS AND ADDITIONAL INFORMATION

In case that Interested Parties have any questions regarding the Tender Process or this Invitation, they are entitled to address in writing, via email, specific requests for clarifications to the following contact persons:

Alexis	Nikolaos
Damalas	Dimitrakopoulos
Financial Advisor	Financial Advisor
DELOITTE BUSINESS SOLUTIONS SOCIÉTÉ ANONYME OF BUSINESS CONSULTANTS"	DELOITTE BUSINESS SOLUTIONS SOCIÉTÉ ANONYME OF BUSINESS CONSULTANTS"
Tel.: +30 210 6781310	Tel.: +30 210 6781323
Email: adamalas@deloitte.gr	Email: ndimitrakopoulos@deloitte.gr

Cc to the Growthfund (email: info@growthfund.gr).

The aforementioned requests shall be submitted, no later than fourteen (14) full calendar days prior to the last day of the Submission Deadline and until 16:00 (Greek time, UTC + 3). For the purposes of calculating the above deadline, the day on which the last day of the Submission Deadline coincides is

not taken into account. The Growthfund, with the assistance of its Advisors, will reply to such requests for clarifications also in writing within a reasonable period of time and in any case no later than six (6) full calendar days prior to the Submission Deadline. In order to ensure the highest standards of objectivity and transparency of the Tender Process, all such written questions and the respective responses will be made available simultaneously to all Interested Parties on the Growthfund's website (www.Growthfund.com) in an anonymous way, namely without revealing the Interested Party that submitted the relevant questions. Any information made available, as described above, on the Growthfund's website, shall be deemed incontestably known to all Interested Parties as of the date of their posting/publication.

Interested Parties cannot communicate directly with the Growthfund under any circumstances, nor have the right to address requests for clarifications directly to any member of the management, employee, representative, or executive thereof.

The Growthfund reserves the right to request in writing clarifications and / or additional information on documents submitted by the Interested Parties in connection with all matters relating to the Expressions of Interest and the Supporting Documentation, by setting in writing a reasonable deadline for the provision of the requested clarifications and / or additional information, commencing from the notification date of the relevant request to the Interested Party. The Interested Parties that are unable to deliver or do not deliver for whatever reason such additional documents and / or clarifications and / or information as requested by the Growthfund shall be disqualified from the Tender Process. Any clarifications or additional information submitted by Interested Parties without the request of the Growthfund will not be taken into account.

6. OTHER TERMS / LEGAL NOTICE

- 6.1.** Participation in this Tender Process constitutes evidence that the Interested Party, as well as each Consortium Member (in the case the Interested Party is a Consortium), has fully acknowledged this Invitation and the accompanying information and documents, as well as the applicable legislation. By the submission of their Expression of Interest, the Interested Parties, and in the case of a Consortium, all Consortium Members, accept fully and unconditionally all the terms and conditions of this Invitation. Any express or implied declaration/term to the contrary shall lead to the rejection of the Expression of Interest and the exclusion of the Interested Party.
- 6.2.** The Interested Parties bear themselves the costs and expenses regarding the Tender Process and the Transaction, including the fees and expenses of their legal, technical, financial and other consultants. The Growthfund or any of its Advisors or its directors or its representatives or its employees or its executives shall not bear any responsibility or obligation to pay any costs or expenses incurred by any Interested Party or a Consortium Member due to their exclusion.
- 6.3.** Prior to the commencement of Phase B of the Tender Process, the Growthfund may proceed, at its own and absolute discretion, to any amendments to the Transaction, including the cancellation of the Tender Process as a whole.
- 6.4.** The issuance of this Invitation in no way commits the Growthfund to proceed with the Transaction pursuant to the Tender Process or at all. The Growthfund reserves the right to repeat, postpone, cancel, abort or amend the terms, the timetable and any phase of this Tender Process, this Invitation or the Request for Binding Offers, as well as the Tender Process as a whole, at any time. If the terms of this Invitation or the Request for Binding Offers are amended, the Growthfund will communicate the amendment to the Interested Parties or the Prequalified Interested Parties (as the case may be) by appropriate means. Under no circumstances will the Growthfund and its directors, representatives, employees and executives, or the Hellenic Republic or any of their advisors, including, without limitation, the Advisors, be liable and responsible towards any Interested Parties, including Consortium Members, as the case may be, and / or towards any third parties for any reason or cause, including *inter alia* any error, inaccuracy or omission in this Invitation or any other document relating to the Tender Process, or the amendment of the applicable laws affecting or related to the Tender Process. No person acquires any right or claim for compensation of any kind by reason of this Invitation and / or

the Expression of Interest and / or the participation in the Tender Process against the Growthfund and its directors, representatives, employees and executives, or the Hellenic Republic or any of their advisors thereof, including, without limitation, the Advisors, for any reason or cause, including any error or inaccuracy or omission by this Invitation. No representation, warranty or undertaking, expressed or implied, is or will be made in relation to the accuracy, adequacy or completeness of this Invitation and the Tender Process in general.

6.5. This Invitation is being addressed to the persons as it may be lawfully communicated under applicable law. It does not constitute any kind of offer and, to the extent permitted by law, the Growthfund and its advisors (including, without limitation, the Advisors), accept no liability in relation to it. In particular:

- (i) Although the information contained in this document has been prepared in good faith, it is not comprehensive and has not been verified independently by the Growthfund, or its advisors, including, without limitation, the Advisors.
- (ii) No information contained in this document forms the basis for any warranty, representation or term of any contract by the Growthfund or any of their advisors, including, without limitation, the Advisors, with any third party.
- (iii) For the purposes of this Invitation, the Growthfund's advisors, including, without limitation, the Advisors, are acting exclusively as the advisors to the Growthfund, and will not be responsible to anyone other than the Growthfund, for work carried out by them in connection with this document. Neither the Growthfund, nor any of their respective advisors, shall be liable for any costs or expenses incurred by any Interested Party or other recipient of this Invitation in connection with the Tender Process and the Transaction. All Expressions of Interest, responses, proposals and submissions relating to this document and/or the Tender Process are made at the sole risk and expense of the Interested Parties.
- (iv) In furnishing this Invitation, the Growthfund and its respective advisors, including, without limitation, the Advisors, undertake no obligation to provide Interested Parties with access to any additional information or to update the document or to correct any inaccuracies therein which may become apparent.

- 6.6.** This Invitation does not constitute the basis for any investment decision or investment recommendation made by the Growthfund or the Hellenic Republic or any of their advisors, including, without limitation, the Advisors, nor the giving of investment advice by them. Each Interested Party must make its own independent assessment and research and take independent professional advice, as it deems necessary, in relation to this Invitation.
- 6.7.** The Growthfund retains the right to request, at any time, from Interested Parties and the Affiliates additional information and clarifications to ascertain compliance with the terms of this Invitation.
- 6.8. DATA PROTECTION.** The Growthfund acts as data controller, in the meaning of the Greek and European legislation on data protection, especially the General Data Protection Regulation (EU) 2016/679 and law 4624/2019, as applicable, regarding the personal data of the natural persons, which are collected in the framework of the Tender Process and the processing of said data shall be carried out according to the applicable laws on the protection of personal data, as in force.

Such personal data may include any personal information included in the Expression of Interest submitted to the Growthfund in the framework of the Tender Process, as described in paragraph 5 of the Invitation.

The purpose of the processing is the evaluation of the Expression of Interest, the implementation of the Tender Process and its monitoring, the safeguarding of the Growthfund's rights under the law, the security and protection of transactions in general, the fulfilment of the Growthfund's legal obligations, as well as the prevention of fraud against the Growthfund. In this context, processing of personal data is necessary for the performance of the task carried out in the public interest entrusted in Growthfund and the performance of the contractual obligations of Growthfund. Finally, the identification and communication data will be also used by the Growthfund to inform the Interested Party regarding the evaluation of the submitted Expressions of Interest.

Personal data collected and processed in the context of the Tender Process may be shared with third parties to whom the Growthfund assigns the performance of a specific mandate (acting as data processors), namely its Advisors and all the advisors to be appointed by the Growthfund for carrying out the Tender Process and the Transaction, as well as, potentially, the service

provider of the Virtual Data Room, which, in any case, in the context of their activities pursuant to law, are subject to control regarding the maintenance of the confidential requirements, as well as public bodies and judicial authorities in the framework of their powers and jurisdiction.

The personal data collected and processed in the context of the Tender Process may be retained for a twenty (20) year period starting from the termination of the Tender Process in any way. After the expiration of the above period the data will be safely destroyed, unless their retention for a longer period is required or permitted by any applicable law, rule or regulation or by any competent judicial, governmental, supervisory or regulatory body.

Pursuant to the General Data Protection Regulation (EU) 2016/679, natural persons have the following rights regarding the processing of their personal data: (a) access and information, (b) correction, (c) deletion, (d) limitation of processing, (f) opposition to the processing of their personal data, including opposition to automated decision making and profiling, and (g) data portability. For the enforcement of said rights or any other related enquiry, persons concerned may address the Growthfund in writing (e-mail: dpo@growthfund.gr). The Growthfund shall take every possible measure to satisfy data subject's requests within a reasonable time and not later than one (1) month at most, which may be extended by two (2) more months at most if the request is complex or there is a large number of requests, informing the data subject of such delay within one (1) month from receipt of the request. The Growthfund may refuse to fully or partially satisfy a data subject's request only when this possibility is provided for by the Greek and/or European legislation. Particularly, the Growthfund has the right to deny the request for erasure of any natural person's data, if their retention is necessary for compliance with a legal obligation, for the performance of a task carried out in the public interest, for archiving purposes in the public interest, or for the establishment, exercise or defense of legal claims or third-party claims. The enforcement of said rights does not relieve Interested Parties from their obligations deriving from their participation in the Tender Process.

Data subjects have the right to lodge a complaint with the Hellenic Data Protection Authority (DPA) for issues concerning the processing of their personal data. For the Authority's competence and the means of filing a complaint, detailed information is provided on the website of the DPA (<http://www.dpa.gr/>).

The Growthfund has the obligation of taking every reasonable measure for ensuring compliance with the confidentiality requirements, the security of personal data processing and the protection of said data from accidental or unlawful destruction, accidental loss, alteration, unauthorised disclosure or access by anyone, as well as from any other form of unlawful processing.

All Interested Parties shall comply with the existing national and European legal and regulatory framework with respect to the protection of personal data and shall take all necessary technical and organisational measures to ensure that the requirements of the General Data Protection Regulation (EU 2016/679) are met. More specifically, by submitting an Expression of Interest, the Interested Parties declare that they have established the legal basis for the transfer and provision of all personal data provided to the Growthfund in the context of the Tender Process and that they have properly informed all natural persons, whose personal data are being provided to the Growthfund, in accordance with the requirements of the national and EU legislation on personal data protection.

- 6.9.** Where the Growthfund has reasonable grounds for assuming that Prequalified Interested Parties or the Preferred Investor have colluded to avoid competition in the Tender Process, or that the composition of a Prequalified Interested Party or the Preferred Investor may constitute a violation of the competition law rules, as in force, the Growthfund may request from the Prequalified Interested Party or the Preferred Investor respectively to provide evidence as deemed necessary by the Growthfund.
- 6.10.** All Expressions of Interest become the property of the Growthfund upon their submission. Interested Parties give the Growthfund the right to replicate and disclose the data of the Expressions of Interest to this Invitation for any purposes in relation to the fulfilment of its statutory duties. If required by law, regulation or order of a court or regulatory body or governmental authority, the Growthfund may also disclose certain information and/or documents relating to any Expression of Interest. Furthermore, the Growthfund and/or its advisors may be obliged to disclose information they hold in relation to the Expressions of Interest received in response to requests for information, subject to any relevant exemptions.
- 6.11.** A submission of an Expression of Interest by any Interested Party shall mean that the Interested Party agrees that the Growthfund may, in its discretion, disclose its or their identity.

- 6.12.** Each Expression of Interest submitted in response to this Invitation, shall be valid for twenty four (24) months following its submission. The said period of validity may be extended if required by the Growthfund, provided that the Interested Party consents thereto.
- 6.13.** The currency of the Transaction will be the Euro and all monetary amounts in relation with this Invitation and its Supporting Documentation shall be expressed in Euros.
- 6.14.** This Invitation, the Expression of Interest and the Tender Process in whole will be governed by and construed with Greek law. Any disputes arising under, out of, or in connection with the present Invitation and/or the Tender Process shall be subject to the exclusive jurisdiction of the competent courts of Athens (Greece).
- 6.15.** The present Invitation is drafted in Greek and is translated in English. In case of inconsistency between the two texts, the Greek text shall prevail.

ANNEX A - SUPPORTING DOCUMENTATION OF THE EXPRESSION OF INTEREST**1. PERSONAL STATUS CRITERIA****1.1 CORPORATE ENTITIES**

Single Interested Party that is a Corporate Entity must under penalty of disqualification from this Tender Process submit the following:

1. Recent and in force certificate(s) or other equivalent document, issued by the public registry of companies within the last three (3) months prior to the Submission Deadline, evidencing the incorporation and the legal form of the Corporate Entity, its registration with the competent authorities in the country of its incorporation and its registered seat (if different), its articles of association and respective amendments, as well as its good standing as of the date of issuance of the certificate.
2. Recent and in force certificate(s) or other equivalent document, issued by the public registry of companies within the last three (3) months prior to the last day of the Submission Deadline, evidencing the current legal representation of the Interested Party (e.g. Managing Directors, Executive Directors, Administrators, Joint Administrators etc. or members of any relevant administrative or competent corporate bodies). If, according to the laws of the country of the incorporation/registered seat (as appropriate) of the Corporate Entity, it is not allowed or it is not mandatory to publish the identity of the persons representing the Corporate Entity, then any suitable document that evidences the current legal representation of the Interested Party is submitted.

Additionally, the document evidencing the authorisation of the person(s) signing the Expression of Interest must be submitted e.g. a decision of the corporate body authorising a specific natural person to sign and / or submit the Expression of Interest and all documents required in the context of this Tender Process, or a certificate indicating that a specific natural person is authorised to sign and / or submit such documents.

3. Extract(s) of criminal record or other equivalent document(s) / certificate(s) issued within the last three (3) months prior to the Submission Deadline, by the competent judicial or administrative authorities in the country of incorporation/registered seat (as appropriate) of the

Corporate Entity and the country of residence and nationality of the Affected Persons (if different) evidencing that the Interested Party and/or its Affected Persons (as appropriate) have not been convicted by final judgement for any of the criminal acts below:

- (a) 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. 42-45) and the criminal acts provided in article 187 of the Greek Penal Code (criminal organization) or for a criminal offense related to gaming, according to the applicable legislation of any country in which they operate (for example, in Greece, Article 52 of Law 4002/2011).
- (b) 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 EU (OJ C 195, 25.06.1997, p. 1-11) and article 2(1) of the Council Framework Decision 2003/568/JHA of 22 July 2003 on combating corruption in the private sector (OJ L 192, 31.07.2003, p. 54-56), as well as corruption as defined in Greek legislation and/or the law of the country of incorporation/registered seat (as appropriate) of the Interested Party.
- (c) Fraud, within the meaning of articles 2 and 3 of the Directive (EU) 2017/1371 of the European Parliament and of the Council of 5 July 2017 on the fight against fraud to the Union's financial interests by means of criminal law (OJ L 198, 28.07.2017, p. 29-41), which was transposed to Greek legislation by Law 4689/2020 (GG A' 103/27.05.2020).
- (d) Terrorist offences or offences linked to terrorist activities, as defined in articles 2-12 of Directive (EU) 2017/541 of the European Parliament and of the Council of 15 March 2017 on combating terrorism and replacing Council Framework Decision 2002/475/JHA and amending Council Decision 2005/671/JHA (OJ L 88, 31.03.2017, p. 6-21) or inciting, aiding or abetting or attempting to commit such offence, as referred to in article 14 thereof. The above Directive was transposed to Greek legislation by Law 4689/2020 (GG A' 103/27.05.2020).
- (e) Money laundering or financing of terrorism, as defined in article 1(3) of Directive (EU) 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, amending Regulation (EU) No 648/2012 of the European Parliament and of the

Council, and repealing Directive 2005/60/EC of the European Parliament and of the Council and Commission Directive 2006/70/EC (OJ L 141, 05.06.2015, p. 73-117), as amended and in force, which was transposed into Greek law with Law 4557/2018 (GG A 139/30.07.2018).

- (f) Child labour and other forms of human trafficking, as defined by article 2 of Directive 2011/36/EU of the European Parliament and of 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, 15.04.2011, p. 1-11), as transposed into Greek law with Law 4198/2013 (GG A 215/11.10.2013).

For the avoidance of doubt, it is clarified that in case the Affected Person(s) has/have a different country of residence and/or nationality from that of the country of incorporation / registered seat (as the case may be) of the Corporate Entity, then the required criminal record extracts or other equivalent documents/certificates must be issued by the competent judicial or administrative authorities of all competent jurisdictions (as the case may be).

In case where an extract of criminal record or other equivalent document(s) / certificate(s) is not issued in the country of incorporation/ registered seat (as appropriate) of the Corporate Entity and/or the country of residence/origin of the Affected Person(s) or it does not cover all the cases referred to under points (a) through (f) above, a sworn statement is submitted, issued within the last three (3) months prior to the Submission Deadline, or, in countries where a sworn statement is not provided for, a solemn declaration issued within the last three (3) months prior to the Submission Deadline by a competent judicial or administrative authority or notary public or competent professional or commercial organisation in accordance with the laws of the Corporate Entity's country of incorporation/registered seat (as appropriate), signed by the legal entity's legal representative(s), where it is stated that up to the date of signing of the certificate described in the next subparagraph/statement/declaration the Interested Party and/or the Affected Person(s) have not been convicted by final judgement for any of the criminal acts under points (a) through (f) (according to Statement Template 4 of Annex B). In case where a sworn statement or solemn declaration is submitted, such statement / declaration will be accompanied by an official certificate issued by a competent authority of the country of incorporation/registered seat (as appropriate) of the Corporate Entity and/or

residence/origin of the Affected Person(s) (if applicable) certifying that an extract of criminal record or other equivalent document/certificate is not issued therein or the one that has been issued does not cover all the cases referred to under points (a) through (f) above. If the issuance of the above certificate by the competent authority is not possible, a solemn declaration of the Corporate Entity regarding its non-issuance is provided (according to Statement Template 4 of Annex B).

4. Certificate(s) from the competent authorities of the country of the incorporation/registered seat (as appropriate) of the Corporate Entity certifying that no taxes are due by the Corporate Entity (i.e. tax clearance certificate), which will be in force at the time of its/their submission, otherwise, if the period of validity is not stated, it/they should have been issued within the last three (3) months prior to the Submission Deadline.

In case where the aforementioned certificate is not issued in the country of incorporation/registered seat (as appropriate) of the Corporate Entity, a sworn statement is submitted, issued within the last three (3) months prior to the Submission Deadline, or, in countries where such a statement is not available, a solemn declaration issued within the last three (3) months prior to the Submission Deadline before a competent judicial or administrative authority or notary public or competent professional or commercial organisation in accordance with the laws of the Corporate Entity's country of incorporation/registered seat (as appropriate), signed by the Corporate Entity's legal representative, where it will be stated that up to the date of signing of the statement/declaration no tax is owed by the Corporate Entity (according to Statement Template 4 of Annex B). In case where a sworn statement or solemn declaration is submitted, such statement/declaration will be accompanied by an official certificate issued by a competent authority of the country of incorporation/registered seat (as appropriate) of the Corporate Entity certifying that the aforementioned certificate is not issued in the above country. If the issuance of the above certificate by the competent authority is not possible, a solemn declaration of the Corporate Entity regarding its non-issuance is provided (according to Statement Template 4 of Annex B).

5. Certificate(s) from the competent social security organisation(s) of the country of incorporation/registered seat (as appropriate) of the Corporate Entity certifying that no social security contributions are owed by the Corporate Entity (i.e. social security clearance certificate) which will be in force at the time of its/their submission, otherwise, if the period of validity is not

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stated, it/they should have been issued within the last three (3) months prior to the Submission Deadline. If the Interested Party is established in Greece, their obligations concerning social security contributions cover both primary and supplementary insurance.

In case where the aforementioned certificate is not issued in the country of incorporation/registered seat (as appropriate) of the Corporate Entity, a sworn statement issued within the last three (3) months prior to the Submission Deadline, or, in countries where such a statement is not available, a solemn declaration issued within the last three (3) months prior to the Submission Deadline before a competent judicial or administrative authority or notary public or competent professional or commercial organisation in accordance with the laws of the Corporate Entity's country of incorporation/registered seat (as appropriate), signed by the Corporate Entity's legal representative, where it will be stated (according to Statement Template 4 of Annex B) that up to the date of signing of the statement/declaration all social security contributions have been paid by the Corporate Entity. In case where a sworn statement or solemn declaration is submitted, such statement/declaration will be accompanied by an official certificate issued by a competent authority of the country of incorporation/registered seat (as appropriate) of the Corporate Entity certifying that the aforementioned certificate is not issued in the above country. If the issuance of the above certificate by the competent authority is not possible, a solemn declaration of the Corporate Entity regarding its non-issuance is provided (according to Statement Template 4 of Annex B).

6. To certify that the Corporate Entity is not under any of the situations described in paragraph 4.2.2(d), the following documents should be submitted

For Greek Corporate Entities:

Single Certificate of Judicial Solvency issued by the competent First Instance Court, as well as a certificate issued by the Greek Commercial Register (GEMI) certifying that the Corporate Entity is not under liquidation, which must have been issued within the last three (3) months prior to the Submission Deadline.

For foreign Corporate Entities, certificate(s) issued within the last three (3) months prior to the Submission Deadline by the competent judicial or administrative authorities in the Corporate Entity's country of incorporation/registered seat (as appropriate) verifying that the Corporate Entity does not fall within one of the situations described in paragraph 4.2.2(d) of the Invitation.

In case where the aforementioned certificate(s) is not issued in the country of incorporation/registered seat (as appropriate) of the Corporate Entity or do(-es) not cover all the cases referred to in paragraph 4.2.2(d) of this Invitation, a sworn statement is submitted, issued within last three (3) months prior to the Submission Deadline, or, in countries where such a statement is not available, a solemn declaration issued within the last three (3) months prior to the Submission Deadline before a competent judicial or administrative authority or notary public or competent professional or commercial organisation in accordance with the laws of the Corporate Entity's country of incorporation/registered seat (as appropriate), signed by the Corporate Entity's legal representative, where it will be stated that up to date of signing of the statement/declaration the Corporate Entity does not fall within one of the situations described in paragraph 4.2.2(d) of this Invitation (according to Statement Template 4 of Annex B). In case where a sworn statement or solemn declaration is submitted, such statement/declaration will be accompanied by an official certificate issued by a competent authority of the country of incorporation/registered seat (as appropriate) of the Corporate Entity certifying that the aforementioned certificate(s) is not issued in the above country or the one that has been issued does not cover all the cases referred to in paragraph 4.2.2(d) of the Invitation. If the issuance of the above certificate by the competent authority is not possible, a solemn declaration of the Corporate Entity regarding its non-issuance is provided (according to Statement Template 4 of Annex B).

7. Certificate issued by the Hellenic Gaming Commission or other competent authority, based on which the Interested Party and the Affected Persons are not is listed in the register of unlicensed gambling providers ('blacklist') referred to in paragraph 7 of Article 48 of Law 4002/2011, or in any equivalent list issued by a competent supervisory authority of the country of incorporation/registered seat (as appropriate). In case where the aforementioned certificate is not issued in the country of incorporation/registered seat of the Corporate Entity or in the country of origin of the Affected Persons the below under (8) Supporting Documentation will suffice (according to Statement Template 1 of Annex B) and such statement/declaration will be accompanied by an official certificate issued by a competent authority of the country of incorporation/registered seat/origin (as appropriate) certifying that the aforementioned certificate of the competent authority is not issued in the above country. If the issuance of the above certificate by the competent authority is not possible, a solemn declaration of the Corporate Entity regarding its non-issuance is provided.

8. Sworn statement issued within three (3) months prior to the Submission Deadline, or, in countries where such a statement is not available, a solemn declaration issued within three (3) months prior to the Submission Deadline before a competent judicial or administrative authority or notary public or competent professional or commercial organisation in accordance with the laws of the Corporate Entity's country of incorporation/registered seat (as appropriate), signed by the Corporate Entity's legal representative, where it will be stated that up to the date of signing of the relevant statement / declaration, the Interested Party meets the required conditions mentioned in points (i) through (vi) below (according to Statement Template 1 of Annex B) and are as follows:
- (i) The Interested Party has not violated the applicable obligations arising from provisions of environmental, social security, and labor law established in virtue of the European Union legislation, national law, collective agreements, or international provisions of environmental, social, and labor law listed in Annex X of Law 4413/2016, during the performance of a previous concession agreement.
 - (ii) There is no conflict-of-interest situation within the meaning of the provisions of Article 35 of the Law 4413/2016.
 - (iii) The Interested Party and the Affected Persons have not been found guilty of serious misrepresentations in supplying the information required for verification of the absence of grounds for exclusion or the fulfilment of the Prequalification Criteria, nor have they concealed such information nor is the Interested Party unable to submit the required documents supporting such information.
 - (iv) The Interested Party and the Affected Persons have not undertaken to unduly influence the decision making process of the Growthfund, to obtain confidential information that may confer upon it undue advantages for the Interested party in the Tender Process or to provide by fault misleading information that may have a material influence on the decisions of the Growthfund concerning exclusion or selection or award of the Tender Process.
 - (v) To the best of its knowledge, the Interested Party participates in the Tender Process with one Expression of Interest, while its Affiliate (as it is defined in the Invitation) does not participate in the Tender Process either by submitting a separate Expression of Interest as

single Interested Party or by participating as a Consortium Member in a Consortium which submits separately an Expression of Interest.

- (vi) The Interested Party or Consortium Member (in case of Consortium) is not subject to United Nations (UN) sanctions and/or European Union restrictive measures (the "EU") implemented pursuant to any EU Regulation based on Article 215 of the Treaty on the Functioning of the European Union (OJ L 326) or Decision adopted within the framework of the EU's Common Foreign and Security Policy (including Council Regulation (EU) No 833/2014 of 31 July 2014, concerning restrictive measures in view of Russia's actions destabilising the situation in Ukraine, as amended and in force), and does not act on behalf of or at the direction of an entity subject to such sanctions or restrictive measures.
- (vii) (Without prejudice to the capability of issuance of the certificate provided in Subparagraph 7 above), the Interested Party or any of the Affected Persons are not listed in the register of unlicensed gambling providers ('blacklist') referred to in paragraph 7 of Article 48 of Law 4002/2011, or in any equivalent list issued by a competent supervisory authority of the country of incorporation/registered seat (as appropriate). In case where a register of unlicensed gambling providers ('blacklist') is not kept and a certificate regarding the non existence of such register is not issued, the Interested Party shall declare that such register is not kept by the competent supervisory authority.
- (viii) The provisions of para. 4 of article 8 of Law 3310/2005 do not apply (national exclusion ground).
- (ix) The Interested Party has not been excluded by final judgement from participating in public agreement or concession award procedures (or in case of exclusion, the exclusion period will be declared).
9. A sworn statement issued within the last three (3) months prior to the Submission Deadline, or, in countries where such a statement is not available, a solemn declaration issued within the last three (3) months prior to the Submission Deadline before a competent judicial or administrative authority or notary public or competent professional or commercial organisation in accordance with the laws of the Corporate Entity's country of incorporation/registered seat (as appropriate), signed by the Corporate Entity's legal representative, where it will be stated that up to the date of signing of the statement/declaration all the information, statements, declarations, Supporting

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Documentation and other accompanying documents submitted together with the Expression of Interest, are true, valid and accurate and they have not concealed any information related to the Tender Process and the Transaction (according to Statement Template 2 of Annex B).

10. Sworn statement issued within the last three (3) months prior to the Submission Deadline, or, in countries where such a statement is not available, a solemn declaration issued within the last three (3) months prior to the Submission Deadline before a competent judicial or administrative authority or notary public or competent professional or commercial organisation in accordance with the laws of the Corporate Entity's country of incorporation/registered seat (as appropriate), signed by the Corporate Entity's legal representative, stating full details of the Corporate Entity's shareholder structure, including the identity of natural persons who are the ultimate beneficiaries of Corporate Entities, whether they are shareholders of the Corporate Entity, or shareholders of shareholders of the Corporate Entity and so on (according to Statement Template 3 of Annex B).

If the Interested Party (or shareholder of the Interested Party or shareholder of shareholder of the Interested Party and so on) is a legal entity under the form of *societe anonyme* which is listed on a regulated (stock exchange) market in the European Union (EU) or the European Economic Area (EEA) or the Organisation for Economic Cooperation and Development (OECD), a relevant certification by the competent stock market or public authority is submitted, and the above mentioned identification up to a natural person is not required. If such certification is not issued in the country where the legal person under the form of *societe anonyme* is listed, a sworn statement issued within the last three (3) months prior to the Submission Deadline is furnished, or, in countries where such a statement is not available, a solemn declaration issued within the last three (3) months prior to the Submission Deadline before a competent judicial or administrative authority or notary public or competent professional or commercial organisation in accordance with the laws of the Interested Party's country of incorporation/registered seat (as appropriate), signed by the Interested Party's legal representative, where it will be stated that the Interested Party is listed on a regulated (stock exchange) market in the European Union (EU) or the European Economic Area (EEA) or the Organisation for Economic Cooperation and Development (OECD) (as applicable) and that relevant certification is not issued by the competent regulatory authority (according to Statement Template 3 of Annex B).

For the purposes of point (b) of subparagraph i of paragraph 4.2.2 of the Invitation (as applicable), the control of voting rights by one or more investment firms, asset/fund managers, or private equity firms shall be demonstrated by a solemn declaration of the controlled company and, if different from the Interested Party, with an additional solemn declaration by the latter (according to Statement Template 3 of Annex B), stating the investment firms, asset/fund managers or private equity firms involved as the case may be and the total percentage of voting rights they control in the controlled company. These declarations must be mandatorily accompanied by a certificate or other document proving that the companies controlling the voting rights are supervised by Capital Market Commissions or other competent financial supervisory authorities of EU or OECD member states and if such certificate is not issued by a solemn declaration of the controlled entity and if such entity is different by the Interested Party, with an additional declaration of the latter stating that such certificate is not issued.

1.2 PRIVATE EQUITY FIRMS/FUNDS

Any Interested Party that is a Private Equity Firm/Fund must submit the documents referred to in paragraph 1.1 of Annex A for itself (if it has legal personality and where applicable), as well as for its investment / fund manager and/or general partner and its authorized representatives (depending on the structure of the Private Equity Firm/Fund) (as appropriate and applied *mutatis mutandis*).

It is clarified with regard to the documentation provided for in subparagraph 2 of paragraph 1.1 of Annex A, that documents evidencing the current representation and decision making of the Interested Party and/or its investment / fund manager and/or general partner (e.g. members of the board of directors and/or the investment committee and/or the advisory committee and/or any relevant administrative or competent corporate bodies), must be submitted.

It is further clarified, with respect to the documentation provided for in subparagraph of paragraph 1.1 of this Annex A, in case that the fund manager and/or the investment manager (depending on the structure of the Private Equity Firm/Fund) are supervised by a relevant financial supervisory authority in an EU or EEA or OECD jurisdiction, and relevant certification by the respective supervisory authority is submitted, the above mentioned sworn statement or solemn declaration is not required. If such certification is not issued in the country member of the EU or EEA or OECD whose supervisory authority supervises the fund/investment manager, a sworn statement is submitted, issued within the last three (3) months prior to the Submission Deadline, or, in countries where such a statement is not available, a solemn declaration issued within the last the last three (3) months prior to the

Submission Deadline and before a competent judicial or administrative authority or notary public or competent professional or commercial organisation in accordance with the laws of the Corporate Entity's country of incorporation/registered seat (as appropriate), signed by its legal representative, where it will be stated that the fund manager and/or the investment manager (as applicable) of the Interested Party are supervised by a relevant financial supervisory authority in an EU or EEA or OECD jurisdiction and that relevant certification is not issued by the competent regulatory authority (according to Statement Template 3 of Annex B). Additionally, the relevant registration documentation, management agreement and/or equivalent document for the investment or fund manager of the Private Equity Firm/Fund must be provided.

1.3 NATURAL PERSONS

The natural person must submit:

1. Duly certified copy of current full valid signed passport or national identity card (where applicable) and residence permit (where applicable).
2. Any document issued by a public authority (including public utility companies / services or local authorities or public economic services) evidencing the current residence of the natural person, issued within the last three (3) months prior to the Submission Deadline.
3. A certificate or other equivalent document issued by the competent tax authority within the last three (3) months prior to the Submission Deadline, evidencing the tax registration number and the tax residency of the natural person.
4. The documents referred to in paragraph 1.1 of Annex A (as appropriate for natural persons and applied *mutatis mutandis*).

1.4 CONSORTIA

In case of a Consortium, the Consortium submits the Supporting Documentation, statements and evidential means provided for in paragraph 1.1, 1.2 and/or 1.3 (as applicable) of Annex A for each Consortium Member and the Affected Persons of each Consortium Member (as applicable).

2. FINANCIAL CAPACITY CRITERION

2.1 CORPORATE ENTITIES

Single Interested Party that is a Corporate Entity must submit:

- (A) Copies of the audited and published financial statements (consolidated if applicable) of the last three (3) audited years, provided that the date of the last balance sheet is no longer that eighteen months from the date of the Submission Deadline, drawn up in accordance with International Financial Reporting Standards (“IFRS”), or, in case that there is no requirement to draw them up in accordance with IFRS, in accordance with accounting standards imposed or permitted by applicable law of the Corporate Entity’s country of incorporation/registered seat (as appropriate), audited by an internationally recognized audit firm or a firm that is a member of an international network, which network is operating demonstrably in at least three (3) OECD member countries and complying with the principles of independence and the Code of Ethics for professional auditors and published in accordance with the applicable law of the Corporate Entity’s country of incorporation/registered seat (as appropriate) together with evidence of such publication. In any case, the relevant audit certificate of the statutory auditor shall be submitted together with the financial statements.

If the law in the country of the registered seat of the Corporate Entity does not require the audit of financial statements, the Corporate Entity shall submit a sworn statement, or, in countries where such a statement is not available, a solemn declaration before a competent judicial or administrative authority or notary public or competent professional or commercial organisation in accordance with the laws of the country of incorporation/registered seat (as appropriate) issued within the last three (3) months prior to the Submission Deadline confirming that auditing is not required pursuant to its applicable legislation, accompanied by the unaudited financial statements (according to Statement Template 7 of Annex B). It is clarified for the avoidance of doubt, that in case that the consolidated financial statements apply to the Interested Party, the financial capacity will be checked based on the consolidated financial statements.

If the applicable law of the Corporate Entity’s country of registered seat does not require the publication of financial statements, the Corporate Entity submits in addition to the unpublished financial statements a sworn statement, issued within the last three (3) months prior to the Submission Deadline or, in countries where such a statement is not available, a solemn declaration before a competent judicial or administrative authority or notary public or competent professional or commercial organisation issued within the last three (3) months prior to the Submission Deadline in accordance with the laws of the country of incorporation/registered seat (as appropriate), confirming that no publication is required,

together with all the data required according to this Invitation (according to Statement Template 7 of Annex B).

- (B) A sworn statement, or, in countries where such a statement is not available, a solemn declaration issued within the last three (3) months prior to the Submission Deadline, before a competent judicial or administrative authority or notary public or competent professional or commercial organisation in accordance with the laws of the country of incorporation/registered seat (as appropriate) regarding the compliance with the Financial Capacity Criterion described in paragraph 4.2.3, together with a table reflecting financial data (according to Statement Template 5 of Annex B).

2.2 PRIVATE EQUITY FIRMS/FUNDS

A Private Equity Firm/Fund, must submit:

(A) Copies of either the most recent (provided that the date of the last balance sheet is no longer that eighteen months from the date of the Submission Deadline) audited financial statements (consolidated if applicable) or an independent auditor's report or a relevant certification by a qualified auditor, in all cases being an internationally recognized audit firm or a firm that is a member of an international network, which network is operating demonstrably in at least three (3) OECD member countries and complying with the principles of independence and the Code of Ethics for professional auditors, issued within the last three (3) months prior to the Submission Deadline, which shall confirm the committed, undisbursed and uninvested funds of the Private Equity Firm /Fund in the financial year prior to the date of the Submission Deadline. The Growthfund shall be entitled to request the auditor's report or certification mentioned above, even if the Interested Party has already submitted its financial statements.

If the applicable law of the Private Equity Firm's / Fund's country of registered seat does not require the audit of financial statements, a sworn statement, or, in countries where such a statement is not available, a solemn declaration before a competent judicial or administrative authority or notary public or competent professional or commercial organisation in accordance with the laws of the country of incorporation/registered seat (as appropriate), issued within the last three (3) months prior to the Submission Deadline, must be submitted in addition to the unpublished financial statements, confirming that no publication is

required in accordance with the applicable legislation (according to Statement Template 7 of Annex B).

- (B) The sworn statement/solemn declaration provided for in paragraph 2.1(B) above (according to Statement Template 5 of Annex B), (as appropriate and applied *mutatis mutandis*), confirming also that the threshold as defined in paragraph 4.2.3. of the Invitation is met by the committed, undisbursed and uninvested funds that are available and free for investment in the exercise of the Right to the Greek State Lotteries, taking into account the investment policy and any investment restrictions of the Interested Party (indicatively, diversification obligations, or other restrictions), providing relevant supporting documentation (indicatively, drawdown reports or fund subscription agreements),.

2.3 NATURAL PERSONS

The natural persons must submit:

- (A) For cash deposits in a bank or any other credit institution, operating duly in at least one member state of the EU, the EEA or the OECD, a recent certificate (issued maximum three (3) months prior to the Submission Deadline) of a bank or other credit institution should be submitted;
- (B) For liquid and transferable securities, a recent certificate (issued maximum three (3) months prior to the Submission Deadline) of a bank, investment services company, trustee or other legal entity which may duly issue such certificates and which duly operates in at least one member state of the EU, the EEA or the OECD should be submitted;
- (C) The sworn statement/solemn declaration provided for in paragraph 2.1(B) above (according to Statement Template 5 of Annex B).

All above documentation which will be submitted by Natural Persons shall be subject to acceptance or rejection of the Growthfund. The Growthfund may accept or reject the proof of funds, should these funds be considered as difficult for liquidation or undervalued.

2.4 CONSORTIA

In case of a Consortium, the Consortium submits the Supporting Documentation, declarations and evidence provided for in paragraph 2.1, 2.2 or/and 2.3 (as applicable) of Annex A also for each Consortium Member.

3. TECHNICAL CAPACITY CRITERIA

The Interested Parties must submit:

I) Copy of the license (or relevant licence agreement or equivalent right) granted by a competent Public Authority for the organization, operation, and conduct of land-based gaming in a country of the EU, EEA, or a member state of the OECD.

II) WLA Level 4 Responsible Gaming certification in force.

III) ISO 27001 and ISO 9001 certifications, or equivalent certifications issued by bodies accredited by equivalent accreditation organizations based in other EU or OECD member states.

IV) A sworn statement, or, in countries where such a statement is not available, a solemn declaration issued within the last three (3) months prior to the Submission Deadline, before a competent judicial or administrative authority or notary public or competent professional or commercial organisation in accordance with the laws of the country of incorporation/registered seat (as appropriate), must be submitted confirming the fulfilment of the Technical Capacity Criterion, as described in paragraph 4.2.4 (a-e) of the Invitation, together with a table reflecting financial data and with the declaration of the Interested Party that it commits to developing and maintaining of the minimum number of points of sale, as described in paragraph 4.2.4(f) of the Invitation (according to Statement Template 8 of Annex B).

4. AFFILIATES

The Interested Party or the Consortium Member that relies on the financial and/or technical capacity of an Affiliate submits additionally:

- a) All the documents referred in paragraphs 1.1., 1.2. or 1.3 of Annex A (as applicable) for the said Affiliate.
- b) The relevant aforementioned documents as applicable for the evidencing of the fulfilment of the Financial Capacity Criterion from the respective Affiliate, together with a sworn statement, of the Affiliate or, in countries where such a statement is not available, a solemn declaration

of the Affiliate before a competent judicial or administrative authority or notary public or competent professional or commercial organisation in accordance with the laws of the country of origin/incorporation/registered seat (as appropriate) regarding the fulfilment of the Financial Capacity Criterion described in paragraph 4.2.3 and stating additionally that such Affiliate shall unconditionally place all necessary financial resources at the disposal of the Interest Party (or, in case of a Consortium, the Consortium Member) until the completion of the Transaction and throughout the Concession Period and that it undertakes to be jointly and severally liable with the Interest Party (or the Consortium Member) for the performance of the Concession Agreement and to incur full liability towards the Growthfund in case the conditions stipulated in paragraph 4.2.3 of the Invitation are not met (according to Statement Template 6 of Annex B).

- c) A sworn statement of an Affiliate, issued within the last three (3) months prior to the Submission Deadline, or, in countries where such a statement is not available, a solemn declaration issued within the last three (3) months prior to the Submission Deadline, before a competent judicial or administrative authority or notary public or competent professional or commercial organisation in accordance with the laws of the country of incorporation/registered seat (as appropriate), must be submitted confirming the fulfilment of the Technical Capacity Criteria, as described in paragraph 4.2.4 (a-f) of the Invitation, together with a table reflecting the necessary data and stating that the Affiliate shall unconditionally place all necessary technical resources at the disposal of the Interested Party (or the Lead Consortium Member, in the case of a Consortium) for as long as may be required by the Tender Process and/or the other documents to be signed within the framework of the Transaction and throughout the Concession Period and that it undertakes full liability towards the Growthfund in case that the conditions stipulated in paragraph 4.2.4 (a-f) of the Invitation are not met (according to Statement Template 9 of Annex B).

It is noted that respective documentation of the Interested Party or the Consortium Member must be submitted that demonstrate its relationship with the Affiliate.

ANNEX B – TEMPLATES

TEMPLATE LETTER OF EXPRESSION OF INTEREST

I. TEMPLATE FOR CORPORATE ENTITIES

From:

(Please enter the full corporate name, registered seat address and tax identification number, if any, of the Interested Party)

(the "**Interested Party**")

To:

Hellenic Corporation of Assets and Participations S.A.

4 Karageorgi Servias Street

105 62 Athens

Greece

(the "**Growthfund**")

[place], [date]

Ladies and Gentlemen,

Subject: Concession of the Right to the Greek State Lotteries– Letter of Expression of Interest

1. I/we, the undersigned (*in case there is more than one legal/authorized representative of the Interested Party, the details of all signatory representatives must be completed*), [...] (*full name*), daughter/son of [...] (*full father's name*) and [...] (*full mother's name*), holder of [...] (*country*) passport/identity card with details [...] issued by [...] (*authority issuing the passport/identity card*) on [...] (*date of issue of the passport/identity card*), citizen [...] (*country*), born in [...] (*place of birth, city and country*) in [...] (*date of birth*), resident [...] (*country-city-street-postal code*) acting in the capacity of the legal representative(s) of the Corporate Entity under the name [...] (*full corporate name*), which has been incorporated in accordance with the laws of [...] (*country*), with company registration number [...] and registered seat in [...] (*country-city-road-postal code*), with [...] (*country*) tax identification number [...], I hereby declare that the Interested Party is interested in

participating in the tender procedure called by the Invitation for the Submission of Expression of Interest issued by the Growthfund dated 18/06/2025 (the "**Invitation**") for the assignment of the Concession Agreement of the Right to the Greek State Lotteries (the "**Tender Process**"), and hereby submits an Expression of Interest in accordance with the terms of the Invitation.

Unless otherwise specified herein, capitalized terms contained herein shall have the meaning given to them in the Invitation.

Further, I hereby declare/declare that:

- i. the Interested Party has been fully informed on the Invitation and the elements and documents accompanying it and of the applicable legislation and unconditionally accepts the terms and conditions of the Invitation;
- ii. the Data Subject acts on his own behalf and not as an agent/surrogate;
- iii. there are no restrictions (including but not limited to legislation, articles of association, contract, obligations towards third parties, etc.) that prevent the Interested Party from submitting the Expression of Interest;
- iv. the Board of Directors or the Administrator(s) and/or any other body with equivalent decision-making power (*to be completed as appropriate*) of the Interested Person has approved the Interested Party's response to the Invitation and the submission of this Expression of Interest;
- v. participation in the Tender Process takes place at the sole risk and expense of the Interested Party and the participation in the Tender Process itself or the exclusion of the Expression of Interest, or the cancellation of the Tender Process or any phase thereof, for any reason, does not establish, in any case, any right to compensation from the Growthfund or its Advisors and in any case the Interested Party waives any such right; and
- vi. the Interested Party fully complies with all the Personal Status Criteria/[(or, in case of non-compliance with any of the Personal Status Criteria: the Interested Party complies with all the Personal Status Criteria, except the Criterion(s) of the term(s).... of the Invitation, in respect of which the Interested Party declares that he/she has taken measures that prove his/her credibility despite the existence of the relevant reason(s) for exclusion and submits with the Expression of Interest all relevant supporting documents for this purpose].

2. I/We, the undersigned/-s hereby declare that I/we have been legally authorized both to sign this

Letter of Expression of Interest and to submit the Expression of Interest and all the documents required by the Invitation for the Phase A of the Tender Process, as resulting from [...] (*indicate the details of the relevant authorizing decision of the competent decision-making body of the Interested Party or the details of the certificate from which the authority to sign this Letter of Expression of Interest and the submission of the Expression of Interest and all the documents required by the Tender Process arises*), attached hereto, in accordance with subparagraph 2 of paragraph 1.1. of Annex A of the Invitation.

3. This Letter of Expression of Interest is accompanied by all necessary Supporting Documentation for participation in the Tender Process, as set out in Annex A of the Invitation.

4. As person with whom the Growthfund and its Advisors may communicate in the context of the Tender Process, in accordance with paragraph 5.1. of the Invitation (the "Process Agent"), is appointed [...] (*full name*), daughter/son of [...] (*full father's name*) and [...] (*full mother's name*), resident [...] (*country-city-street-postal code*), with telephone number [...] (*landline and mobile telephone number*), with e-mail address [...], holder of [...] (*country*)) passport/identity card with details [...] issued by [...] (*authority that issued the passport/identity card*) on [...] (*date of issue of the passport/identity card*), citizen [...] (*country*), born in [...] (*place of birth, city and country*) in [...] (*date of birth*).

We submit all the supporting documents provided in paragraph 5.1. of the Invitation regarding the appointment of the Process Agent by the competent body(s) of the Interested Party, in accordance with its Articles of Association, as well as a solemn declaration by the Process Agent regarding the acceptance of her/his appointment.

This Expression of Interest is valid for 24 months from its submission and may be extended if required by the Growthfund under the condition of the consent of the Interested Party.

In the capacity of [...]

Authorized to sign this Letter in the name of [...] (*full corporate name of the Interested Party*).

(signature)

Name:

II. TEMPLATE FOR INVESTMENT COMPANY / INVESTMENT FUNDS

From:

(Please enter the full name, registered seat address and Tax Identification Number, if any of the Interested Party)

(the "**Interested Party**")

To:

Hellenic Corporation of Assets and Participations S.A.

4 Karageorgi Servias Street

105 62 Athens

Greece

(the "**Growthfund**")

[place], [date]

Ladies and Gentlemen,

Subject: Concession of the Right to the Greek State Lotteries– Letter of Expression of Interest

1. I/we, the undersigned *(in case there is more than one legal representative of the Interested Party, the details of all the legal representatives who sign must be filled in)*, [...] *(full name)*, daughter/son of [...] *(full father's name)* and [...] *(full mother's name)*, holder of [...] *(country)* passport/identity card with details [...] issued by [...] *(authority issuing the passport/identity card)* on [...] *(date of issue of the passport/identity card)*, citizen [...] *(country)*, born in [...] *(place of birth, city and country)* in [...] *(date of birth)*, resident [...] *(country-city-street-postal code)* acting in my capacity as a legal representative(s) / legally authorized representative(s) of the [...] *(full name of the investement/fund manager and/or general partner, as the case may be)*, which has been incorporated in accordance with the laws of the [...] *(country)*, with registration number [...] having its registered seat in [...] *(country-city-street-postal code)*, with [...] *(country)* tax identification number [...] *(if applicable)* (the "**Manager**" / "**General Partner**") *(as applicable)* acting in the name and on behalf of the private equity firm / investment fund under the name [...] *(full details of the*

private equity firm / investment fund depending on its structure), hereby declare that the Interested Party is interested in participating in the tender process called by the Invitation for the Submission of Expression of Interest issued by the Growthfund dated 18/06/2025 (the "**Invitation**") for the assignment of the Concession Agreement of the Right to the Greek State Lotteries (the "**Tender Process**"), and hereby submits an Expression of Interest in accordance with the terms of the Invitation.

Unless otherwise specified herein, capitalized terms contained herein shall have the meaning given to them in the Invitation.

Further, I/we hereby declare that:

- i. the Interested Party has been fully informed on the Invitation and the elements and documents accompanying it and of the applicable legislation and unconditionally accepts the terms and conditions of the Invitation;
- ii. the Interest Party acts on his own behalf and not as an agent/surrogate/representative;
- iii. there are no restrictions (including but not limited to legislation, articles of association, contract, obligations towards third parties, etc.) that prevent the Interested Party from submitting the Expression of Interest;
- iv. the Board of Directors/Managers and/or any other body with equivalent decision-making power of the Interested Party (*to be completed as appropriate*) has approved the Interested Party's response to the Invitation and the submission of an Expression of Interest;
- v. participation in the Tender Process takes place at the sole risk and expense of the Interested Party and the participation in the Tender Process itself, or the exclusion of the Expression of Interest, or the cancellation of the Tender Process or any phase thereof, for any reason, does not establish, in any case, any right to compensation from the Growthfund or its Advisors and in any case the Interested Party waives any such right; and
- vi. the Interested Party and its Administrator/General Partner, as well as the authorized representatives of the Administrator/General Partner (*to be completed accordingly*) fully comply with all Personal Status Criteria [*or, in case of non-compliance with any of the Personal Status Criteria: the Interested Party and its Administrator/General Partner, as well as the authorized representatives of the Administrator/General Partner (to be completed accordingly) complies with all Personal Status Criteria, except for the Criterion(s) of the*

term(s) [...] of the Invitation, in respect of which the Interested Party or its Manager/General Partner or the authorized representatives of the Manager/General Partner (if completed accordingly) declares that he/she has taken measures that prove his/her credibility despite the existence of the relevant reason(s) for exclusion and submits with the Expression of Interest any relevant supporting documents for this purpose].

2. I/we the undersigned/-s hereby declare that I/we have been legally authorized both to sign this Letter of Expression of Interest and to submit the Expression of Interest and all the documents required by the Invitation for the Phase A of the Tender Process, as resulting from [...] (*indicate the details of the relevant authorizing decision of the competent decision-making body of the Interested Party or the details of the certificate from which the authority to sign this Letter of Expression of Interest and the submission of the Expression of Interest and all the documents required by the Tender Process arise*), attached hereto, in accordance with paragraph 1.2. and subparagraph 2 of paragraph 1.1. Annex A of the Invitation).

3. This Letter of Expression of Interest is accompanied by all the necessary Supporting Documentation for participation in the Tender Process, as set out in Annex A of the Invitation.

4. As contact person/agent, with whom the Growthfund and its Advisors may communicate in the context of the Tender Process according to paragraph 5.1 of the Invitation (the "**Process Agent**"), the [...] (*full name*), daughter/son of [...] (*full father's name*), resident [...] (*country-city-street-postal code*), with telephone number [...] (*landline and mobile contact telephone*) with an e-mail address [...], the holder of [...] (*country*) passport/identity card with details [...] issued by [...] (*authority that issued the passport/identity card*) on [...] (*date of issue of the passport/identity card*), citizen [...] (*country*), born in [...] (*place of birth, city and country*) in [...] (*date of birth*). The Expression of Interest includes all supporting documents provided for in paragraph 5.1. of the Invitation regarding the appointment of the Process Agent by the competent body(s) of the Interested Party, as well as a solemn declaration by the Process Agent regarding the acceptance of the appointment of the Process Agent.

This Expression of Interest is valid for 24 months from its submission and may be extended if required by the Growthfund under the condition of the consent of the Interested Party.

In the capacity of [...]

Authorized to sign this Letter in the name [...] (*full name of the Interested Party*).

25PROC017057630 2025-06-20

THIS IS AN ENGLISH TRANSLATION OF THE ORIGINAL GREEK TEXT FOR INFORMATION REASONS. IN
CASE OF ANY INCONSISTENCY BETWEEN THE TWO TEXTS, THE GREEK TEXT SHALL PREVAIL

(signature)

Name:

THIS IS AN ENGLISH TRANSLATION OF THE ORIGINAL GREEK TEXT FOR INFORMATION REASONS. IN
CASE OF ANY INCONSISTENCY BETWEEN THE TWO TEXTS, THE GREEK TEXT SHALL PREVAIL

III. TEMPLATE FOR CONSORTIA

From:

1. [...]

2. [...]

[...]

(Please enter the full corporate name/full name, registered seat address and tax identification number (if any) of each Consortium Member),

as members of the Consortium under the name [...], having its registered seat [...] (*street, number, postal code, city, country*), with a tax identification number [...] (*if any*)

(the "**Interested Party**")

To:

Hellenic Corporation of Assets and Participations S.A.

4 Karageorgi Servias Street

105 62 Athens

Greece

(the "**Growthfund**")

[place], [date]

Ladies and Gentlemen,

Subject: Concession of the Right to the Greek State Lotteries– Letter of Expression of Interest

1. *(In case this Letter is signed by the legal representatives of each Member of the Consortium, if none of the Members is a natural person, this paragraph must be completed separately and as follows by each legal representative of each Member of the Consortium)*

a. I/we the following signatories(s) *(in case there is more than one legal/authorized representative of the corporate entity, the details of all signatories must be filled in)* [...] (*full name*), daughter/son of [...] (*full father's name*) and [...] (*full mother's name*), holder of [...] (*country*)

THIS IS AN ENGLISH TRANSLATION OF THE ORIGINAL GREEK TEXT FOR INFORMATION REASONS. IN CASE OF ANY INCONSISTENCY BETWEEN THE TWO TEXTS, THE GREEK TEXT SHALL PREVAIL

passport/identity card with details [...] issued by [...] (*authority that issued the passport/identity card*) on [...] (*date of issue of the passport/identity card*), citizen [...] (*country*), born in [...] (*place of birth, city and country*) in [...] (*date of birth*), resident [...] (*country-city-road-postal code*), acting in my capacity as [...] (*fill in the status of the signatory(s) and if it is an investment / fund manager and/or the General Partner of a private equity firm/fund, fill in the full details of the manager/General Partner, if it has a legal form*) of the Corporate Entity/Private Equity Firm/Fund (*to be filled in as appropriate*) with the corporate name [...], the full details of which are given below,

b. (*repeat the above statement as many times as necessary for each legal representative of all Consortium Members who are not a natural person*)

And/or (*In case this Letter is also signed by a Consortium Member who is a natural person(s), this paragraph must be completed separately by each Member – natural person*)

a. I, the following signatory [...] (*full name*), daughter/son of [...] (*full father's name*) and [...] (*full mother's name*), holder of [...] (*country*) passport/identity card with details [...] issued by [...] (*authority that issued the passport/identity card*) on [...] (*date of issue of the passport/identity card*), citizen [...] (*country*), born in [...] (*city and country of birth*) in [...] (*date of birth*), resident [...] (*country-city-street-postal code*),

and b. (*repeat the above statement as many times as necessary for each Consortium Member who is a natural person*),

We hereby declare that:

The above Corporate Entities and/or natural persons and/or private equity firms and/or funds (*to be completed according to the composition of the Consortium*) are interested in participating jointly as a Consortium under the name [...] in the tender process called by the Invitation for the Submission of Expression of Interest issued by the Growthfund dated 18/06/2025 (the "**Invitation**") for the assignment of the Concession Agreement of the Right to the Greek State Lotteries (the "**Tender Process**"), and hereby the above Consortium submits an Expression of Interest in accordance with the terms of the Invitation.

OR (*In case this Letter is signed by the joint authorized representative of the Consortium*)

I, the undersigned (*full name*), [...] (*full father's name*) and [...] (*full mother's name*), holder of [...] (*country*) passport/identity card with details [...] issued by [...] (*authority that issued the*

passport/identity card) on [...] (*date of issue of the passport/identity card*), citizen [...] (*country*), born in [...] (*place of birth, city and country*) in [...] (*date of birth*), resident [...] (*country-city-road-postal code*), acting in my capacity as a common representative duly authorised for this purpose by the legal and/or natural persons and/or private equity firms and/or funds (*to be completed accordingly with the composition of the Consortium*) mentioned below, I hereby declare that such Corporate Entities and/or natural persons and/or private equity firms and/or funds (*to be completed accordingly according to the composition of the Consortium*) are interested in participating jointly as a Consortium under the name [...] in the tender process called by the Invitation for the Submission of an Expression of Interest dated 18/06/2025, issued by the Growthfund (the "**Invitation**") for the assignment of the Concession Agreement of the Right to the Greek State Lotteries (the "**Tender Process**"), and hereby the above Consortium submits an Expression of Interest in accordance with the terms of the Invitation.

The following legal and/or natural persons and/or investment companies and/or investment funds (*to be completed according to the composition of the Consortium*) participate in the Tender Process as a Consortium (as defined in the Invitation) as follows:

i) Members of the Consortium:

(a) [...] (*full corporate name if it is a Corporate Entity*), incorporated under the laws of [...] (*country*), with a company registration number [...] and with its registered seat in [...] (*country-city-street-postal code*), with [...] (*country*) tax identification number (*if any*) [...], which holds ...% (*percentage of participation*) in the Consortium

or [...] (*full name if it is a natural person*), daughter/son of [...] (*full father's name*) and the [...] (*full mother's name*), holder of [...] (*country*) passport/identity card with details [...] issued by [...] (*authority that issued the passport/identity card*) on [...] (*date of issue of the passport/identity card*), citizen [...] (*country*), born in [...] (*place of birth, city and country*) in [...] (*date of birth*), resident [...] (*country-city-street-postal code*), who holds ...% (*shareholding*) in the Consortium

or (*in the case of Private Equity Firms*) the private equity firm under the name [...], constituted in accordance with the laws of [...] (*country*), with a registration number [...] (*if any*) and with its registered seat in [...] (*country-city-street-postal code*), with [...] (*country*) tax identification number [...] (*if any*), which holds ...% (*percentage of participation*) in the Consortium

or (*in the case of a fund*) the fund, constituted in accordance with the laws of [...] (*country*), with registration number [...] (*if any*) and with registered seat in [...] (*country-city-street-postal code*),

with tax identification number [...] *(if any)*, which holds a percentage of ...% (participation percentage) in the Consortium.

(b) [...]

(c) ...

Total: 100%

ii) As Lead Member of the Consortium has been appointed [...] *(full name of the Lead Member of the Consortium)*, which holds a percentage of participation in the Consortium [...] % *(to complete the percentage of the Lead Member $\geq 34\%$)* in accordance with the provisions of paragraph 4.1(B) of the Invitation. Attached hereto are authorizations of all Consortium Members pursuant to which the Lead Member is authorized to represent and bind the Consortium throughout the Tender Process and for all matters related to the Tender Process and the Transaction, in accordance with paragraph 4.1(B) of the Invitation.

Unless otherwise specified herein, capitalized terms contained herein shall have the meaning given to them in the Invitation.

Further, I/we hereby declare that:

- i. the Consortium and each Consortium Member have been fully informed on the Invitation and the elements and documents accompanying it and the applicable legislation and unconditionally accept the terms and conditions of the Invitation;
- ii. the Consortium and each Consortium Member act on their own behalf and not as an agent/surrogate/representative;
- iii. there are no restrictions (including but not limited to legislation, contract, obligations towards third parties, etc.) that prevent the Consortium or any Consortium Member from submitting the Expression of Interest;
- iv. each Consortium Member has approved, in case of natural person or through its competent bodies with decision-making powers to the response of the Consortium and each Consortium Member to the Invitation and the submission of an Expression of Interest;
- v. participation in the Tender Process takes place at the sole risk and expense of the Consortium and each Member of the Consortium and the participation in the Tender Process itself, or the exclusion of the Expression of Interest, or the cancellation of the Tender Process

- or any phase thereof, for any reason, does not establish, in any case, any right to compensation from the Growthfund or its Advisors and in any case the Consortium and any member of a Consortium waives any relevant right;
- vi. the Consortium and each Consortium Member fully complies with all Personal Status Criteria [(or, in case of non-compliance with any of the Personal Status Criteria:) the Consortium and each Consortium Member complies with all the Personal Status Criteria, except for the Member(s) [...], which does not comply with the Criterion(s) of the term(s) [...]]the Invitation, in respect of which they declare that they have taken measures that prove their credibility despite the existence of the relevant reason(s) for exclusion and submit to the Expression of Interest any relevant supporting documents for this purpose; and
 - vii. all Consortium Members accept joint and several liability towards the Growthfund for any matter related to the terms of the Tender Process throughout its duration and thereafter, as specified in the RfBO.
2. The necessary authorizations for the signing of this Letter of Expression of Interest and the submission of the Expression of Interest, as well as for the appointment of a Common Representative of the Consortium (if appointed) are attached hereto, in accordance with paragraph 5.1. of the Invitation.
3. This Letter of Expression of Interest is accompanied by all necessary Supporting Documentation for participation in the Tender Process, as set out in Annex A of the Invitation.
4. As contact person, with whom the Growthfund and its Advisors may communicate in the context of the Tender Process according to paragraph 5.1 of the Invitation (the “**Process Agent**”) is appointed [...] (full name) of the [...] daughter/son of (full father’s name), resident [...] (country-city-street-postal code), with telephone number [...] (landline and mobile telephone) with an e-mail address [...], holder of [...] (country) passport/identity card with details [...] issued by [...] (authority that issued the passport/identity card) on [...] (date of issue of the passport/identity card), citizen [...] (country), born in [...] (place of birth, city and country) in [...] (date of birth). The Expression of Interest includes all the supporting documents provided for in paragraph 5.1. of the Invitation regarding the appointment of the Process Agent by the competent body(s) of the Consortium Members, as well as a solemn declaration by the Process Agent regarding the acceptance of the appointment of the same. (In case the Consortium Members are only natural persons, the last paragraph of this paragraph should be replaced as follows: [The Expression of Interest includes a

solemn declaration by the Process Agent regarding the acceptance of the latter's appointment])).

This Expression of Interest is valid for 24 months from its submission and may be extended if required by the Growthfund under the condition of the consent of the Interested Party.

1. Authorized to sign this Letter of Expression of Interest for [...] (*enter the name or surname of the relevant Consortium Member*)

(signature)

Name:

2 [...]

3. [...]

(Please ensure that the representatives of all Consortium Members have signed)

OR

Authorized as a common representative to sign this Letter of Expression of Interest in the name [...] (*full name / full name of the Consortium and Consortium Members*).

(signature)

Name:

Property:

IV. TEMPLATE FOR NATURAL PERSONS

From:

(Please enter the full name, address of residence/establishment and tax identification number, if any, of the Natural Person)

(the "**Interested Party**")

To:

Hellenic Corporation of Assets and Participations S.A.

4 Karageorgi Servias Street

105 62 Athens

Greece

(the "**Growthfund**")

[place], [date]

Ladies and Gentlemen,

Subject: Concession of the Right to the Greek State Lotteries– Letter of Expression of Interest

1. I, the undersigned [...] (*full name*), [...] daughter/son of (*full father's name*) and [...] (*full mother's name*), holder of [...] (*country*) passport/identity card with details [...] issued by [...] (*authority issuing the passport/identity card*) on [...] (*date of issue of the passport/identity card*), citizen [...] (*country*), born in [...] (*place of birth, city and country*) in [...] (*date of birth*), resident [...] (*country-city-road-postal code*), I hereby declare that I am interested in participating in the tender process called by the Invitation for the Submission of Expression of Interest issued by the Growthfund dated 18/06/2025 (the "**Invitation**") for the assignment of the Concession Agreement to State Lotteries (the "**Tender Process**"), and I hereby submit an Expression of Interest in accordance with the terms of the Invitation.

Unless otherwise specified herein, capitalized terms contained herein shall have the meaning given to them in the Invitation.

Furthermore, I hereby declare that:

THIS IS AN ENGLISH TRANSLATION OF THE ORIGINAL GREEK TEXT FOR INFORMATION REASONS. IN CASE OF ANY INCONSISTENCY BETWEEN THE TWO TEXTS, THE GREEK TEXT SHALL PREVAIL

- i. I have become fully informed on the Invitation and the elements and documents accompanying it and the applicable legislation and I unconditionally accept the terms and conditions of the Invitation;
- ii. I am acting on my own behalf and not as an agent/surrogate/representative;
- iii. there are no restrictions (including but not limited to legislation, contract, obligations towards third parties, etc.) that prevent me from submitting the Expression of Interest;
- iv. participation in the Tender Process takes place at my sole risk and expense, and participation in the Tender Process itself, or the exclusion of the Expression of Interest, or the cancellation of the Tender Process or any phase thereof, for any reason, does not establish, in any case, any right to compensation from the Growthfund or its Advisors and in any case I waive any such right; and
- v. I fully comply with all the Personal Status Criteria [*or, in case of non-compliance with any of the Personal Status Criteria: I comply with all the Personal Status Criteria, except for the Criterion(s) of the term(s) of the Invitation, in respect of which I declare that I have taken measures that prove my credibility despite the existence of the relevant reason(s) for exclusion and I submit with the Expression of Interest any relevant supporting documents for this purpose*].

2. This Letter of Expression of Interest is accompanied by all the necessary Supporting Documentation for my participation in the Tender Process, as set out in Annex A of the Invitation.

[3. I appoint [...] (*full name*), resident [...] (*country-city-street-postal code*), with telephone number [...] (*landline and mobile telephone number*), with an e-mail address [...], holder of [...] (*country*) passport/identity card with details [...] issued by [...] (*authority that issued the passport/identity card*) on [...] (*date of issue of the passport/identity card*), citizen [...] (*country*), born in [...] (*place of birth, city and country*) in [...] (*date of birth*), as a contact person / representative, with whom the Growthfund and its Advisors may communicate in the context of the Tender Process (the “**Process Agent**”). The Expression of Interest includes a solemn declaration by the Process Agent regarding the acceptance of the appointment as Process Agent (*in case the Interested Party wishes to appoint a contact person / Process Agent*).

This Expression of Interest is valid for 24 months from its submission and may be extended if required by the Growthfund under the condition of my consent.

25PROC017057630 2025-06-20

THIS IS AN ENGLISH TRANSLATION OF THE ORIGINAL GREEK TEXT FOR INFORMATION REASONS. IN
CASE OF ANY INCONSISTENCY BETWEEN THE TWO TEXTS, THE GREEK TEXT SHALL PREVAIL

(signature)

Full Name:

THIS IS AN ENGLISH TRANSLATION OF THE ORIGINAL GREEK TEXT FOR INFORMATION REASONS. IN CASE OF ANY INCONSISTENCY BETWEEN THE TWO TEXTS, THE GREEK TEXT SHALL PREVAIL

**DECLARATION TEMPLATE 1 – COMPLIANCE WITH CRITERIA IN SUBPARAGRAPH 8 OF
PARAGRAPH 1.1 OF ANNEX A**

**I. TEMPLATE FOR CORPORATE ENTITIES / PRIVATE EQUITY FIRMS –FUNDS / CONSORTIUM
MEMBERS / AFFILIATES**

From:

(i) Please enter the full name, registered seat address and tax identification number (if any) of the Interested Party or Consortium Member in the case of a Consortium or Affiliate in this case. (In the case of a Consortium, each Consortium Member drafts and submits a separate declaration)/

*(the "**Interested Party**") (or the "**Consortium Member**" if the latter completes the declaration or the "**Affiliate**" if the latter completes the declaration).*

(Where hereinafter reference is made to an "Interested Party" in the event that this declaration is completed by a Consortium Member, the term will be replaced by the term "Consortium Member", or, by the term "Affiliate", if applicable with the care of the declarant. In the same sense, in the case of a Private Equity Firm or Fund, in addition to the "Interested Party" the statement will also refer, as the case may be, to the Private Equity Firm/Fund manager and/or General Partner of that Private Equity Firm/Fund (depending on the legal form of such Private Equity Firm or Fund) and to the authorised representatives of such Private Equity Firm/Fund or the General Partner).

To:

Hellenic Corporation of Assets and Participations S.A.

4 Karageorgi Servias Street

105 62 Athens

Greece

(the "**Growthfund**")

[place], [date]

Ladies and Gentlemen,

Subject: Concession of the Right to the Greek State Lotteries– Compliance with the criteria of subparagraph 8 of paragraph 1.1. of Annex A of the Invitation.

I/we, the undersigned (*in case there is more than one legal/authorized representative of the Interested Party, the details of all signatory representatives must be filled*), [...] (*full name*), daughter/son of [...] (*full father's name*) and the [...] (*full mother's name*), holder of [...] (*country*) passport/identity card with details [...], issued by [...] (*authority that issued the passport/identity card*) on [...] (*date of issue of the passport/identity card*), [...] citizen [...] (*country*), born in [...] (*place of birth, city and country*) in [...] (*date of birth*), resident [...] (*country – city – street – postal code*), acting in my capacity as the legal representative(s) of the [Corporate Entity/Private Equity Firm/Fund manager and/or General Partner, (*as the case may be*), of the Private Equity Firm – Fund / Consortium Member / Affiliate (*as the case may be*) under the name [...] (*full corporate name*), established in accordance with the laws of [...] (*country*), with registration number [...] (*if any*) having its registered seat in [...] (*country – city – street – postal code*), with [...] (*country*) tax identification number [...] (*if any*), I hereby declare in relation to the submission of an Expression of Interest by the Interested Party under the name [...] (*name of the Interested Party*) in the tender procedure called by the Invitation for the Submission of Expression of Interest dated 18/06/2025, issued by the Growthfund (the "**Invitation**") for the assignment of the Concession Agreement of the Right to the Greek State Lotteries, that:

- (i) The Interested Party has not breached the obligations arising from the provisions of the environmental, social security and labour legislation, which have been established through provisions of European Union legislation, national legislation, collective agreements or the international provisions of environmental, social and labour law listed in Annex X of Law 4413/2016 during the execution of a previous concession contract,
- (ii) There is no conflict of interest within the meaning of Article 35 of Law 4413/2016,
- (iii) The Interested Party and the Affected Persons have not been found guilty of serious misrepresentation in providing the information required to establish the absence of grounds for exclusion or to meet the Pre-Selection Criteria, have not concealed such information and are not unable to submit the required documents to support such information;
- (iv) The Interested Party and the Affected Persons have not attempted to unfairly influence the decision-making process of the Growthfund, to obtain confidential information that may entail unfair advantages for the Interested Party in the Tender Process, or to provide misleading information that may materially affect the decisions of the Growthfund regarding exclusion or selection or award of the Tender Process.

(v) To the best of my knowledge and knowledge, the Interested Party participates in the Tender Process with one Expression of Interest, while an Affiliate of the Interested Party (as defined in the Invitation) does not participate in the Tender Process either by submitting a separate Expression of Interest as an individual Interested Party, or by participating as a Consortium Member in a Consortium that submits a separate Expression of Interest.

(vi) The Interested Party is not subject to United Nations (UN) sanctions and/or restrictive measures of the European Union (the "EU") applicable under any EU Regulation based on Article 215 of the Treaty on the Functioning of the European Union (OJ L 326) or a Decision adopted under the EU's Common Foreign and Security Policy (including Council Regulation (EU) No 833/2014 of 31 July 2014, concerning restrictive measures due to Russia's actions destabilising the situation in Ukraine, as amended and in force), and does not act on behalf of or at the direction of an entity subject to such sanctions or restrictive measures.

(vii) *(If applicable)* The Interested Party and any Affected Persons are not registered in the "black list" register of unlicensed gambling providers referred to in paragraph 7 of article 48 of Greek Law 4002/2011 or any similar register issued by a competent supervisory authority in the country of its incorporation/establishment/residence *(as the case may be)*. A "black list" of unlicensed gambling providers is not being maintained by the competent supervisory authority in [...] *(country of incorporation/establishment/residence, depending on the case)*. *(If applicable)*: A certificate of non-existence of a "black list" of unlicensed gambling providers is not issued in [...] *(country of incorporation/establishment/residence (as applicable))*.

(viii) The provisions of par. 4 of article 8 of Law 3310/2005 (national ground for exclusion) do not apply to the Interested Party.

(ix) The Interested Party has not been excluded by a final judgement from participating in procedures for the award of public contracts or the award of concession contracts.

Unless otherwise specified herein, capitalized terms contained herein shall have the meaning given to them in the Invitation.

(if applicable)

There is no provision for an affidavit in [...] *(country of incorporation)*, and/or [...] *(country of establishment of the declarant)*.

In the capacity of [...].

THIS IS AN ENGLISH TRANSLATION OF THE ORIGINAL GREEK TEXT FOR INFORMATION REASONS. IN
CASE OF ANY INCONSISTENCY BETWEEN THE TWO TEXTS, THE GREEK TEXT SHALL PREVAIL

Authorized to sign this declaration in the name of [...] (*full corporate name*).

(*signature*)

Name:

II. TEMPLATE FOR NATURAL PERSONS

From:

(Please enter the full name, address of residence/establishment and tax identification number, if any, of the Interested Party)

(the "**Interested Party**")

To:

Hellenic Corporation of Assets and Participations S.A.

4 Karageorgi Servias Street

105 62 Athens

Greece

(the "**Growthfund**")

[place], [date]

Ladies and Gentlemen,

Subject: Concession of the Right to the Greek State Lotteries – Compliance with the criteria of subparagraph 8, paragraph 1.1., Annex A of the Invitation.

I, the undersigned [...] (*full name*), daughter/son of [...] (*full father's name*) and [...] (*full mother's name*), holder of [...] (*country*) passport/identity card with details [...], issued by [...] (*authority issuing the passport/identity card*) on [...] (*date of issue of the passport/identity card*)), citizen [...] (*country*), born in [...] (*place of birth, city and country*) in [...] (*date of birth*), resident [...] (*country - city - street - postal code*), I hereby declare in relation to my submission of an Expression of Interest in the tender process called by the Invitation for the Submission of an Expression of Interest dated 18/06/2025, issued by the Growthfund (the "**Invitation**") for the assignment of the Concession Agreement of the Right to the Greek State Lotteries, that:

(i) I have not breached the obligations arising from the provisions of environmental, social security and labour legislation, which have been established through provisions of European Union legislation, national legislation, collective agreements or international provisions of

environmental, social and labour law listed in Annex X of Law 4413/2016 during the execution of a previous concession agreement,

- (ii) I have no conflict of interest within the meaning of Article 35 of Law 4413/2016,
- (iii) I have not been found guilty of serious misrepresentation in providing the information required to establish the absence of grounds for exclusion or to meet the Pre-Selection Criteria, I have not concealed such information, and I am not unable to submit the required documents to support such information;
- (iv) I have not attempted to unfairly influence the Growthfund's decision-making process, to obtain confidential information that may result in unfair advantages for me in the Tender Process, or to provide misleading information through fault that may materially affect the decisions of the Growthfund regarding the exclusion, selection or award of the Tender Process.
- (v) I participate in the Tender Process with an Expression of Interest, while to the best of my knowledge no Affiliate of mine (as defined in the Invitation) participates in the Tender Process either by submitting a separate Expression of Interest as an individual Interested Party, or by participating as a Member of a Consortium in a Consortium that submits a separate Expression of Interest.
- (vi) I am not subject to United Nations (UN) sanctions and/or restrictive measures of the European Union (the "EU") applied in accordance with any EU Regulation under Article 215 of the Treaty on the Functioning of the European Union (OJ L 326) or a Decision adopted under the EU's Common Foreign and Security Policy (including Council Regulation (EU) No 833/2014 of 31 July 2014 concerning restrictive measures due to Russia's actions destabilising the situation in Ukraine, as amended and in force), and I am not acting on behalf of or at the direction of an entity subject to such sanctions or restrictive measures.
- (vii) *(If applicable:)* I am not registered in the register of unlicensed gambling providers "black list" of paragraph 7 of article 48 of Law 4002/2011 or any similar register kept by a competent supervisory authority in the country of my residence/establishment *(as applicable)*. A list/list of unlicensed gambling providers "black list" is not maintained by the competent supervisory authority of [...] *(country of residence/establishment, as appropriate)*. *(If applicable):* A certificate of non-existence of a "black list" of unlicensed gambling providers is not issued in [...] *(country of residence/establishment (as the case may be))*.

viii) I have not been excluded by a final decision from participating in procedures for the award of public contracts or the award of concession contracts.

Unless otherwise specified herein, capitalized terms contained herein shall have the meaning given to them in the Invitation.

(if applicable)

There is no provision for an affidavit in [...] (*country of incorporation*), and/or [...] (*country of establishment of the declarant*).

(signature)

Name:

THIS IS AN ENGLISH TRANSLATION OF THE ORIGINAL GREEK TEXT FOR INFORMATION REASONS. IN CASE OF ANY INCONSISTENCY BETWEEN THE TWO TEXTS, THE GREEK TEXT SHALL PREVAIL

**TEMPLATE DECLARATION 2 – DECLARATION ON THE VALIDITY AND ACCURACY OF THE
SUBMITTED SUPPORTING DOCUMENTS**

**I. TEMPLATE FOR CORPORATE ENTITIES / PRIVATE EQUITY FIRMS – FUNDS / CONSORTIUM
MEMBERS / AFFILIATES**

From:

(Please enter the full name, registered seat address and tax identification number, if any, of the Interested Party or the Consortium Member in the case of a Consortium or the Affiliate in this case. In the case of a Consortium, each Consortium Member prepares and submits a separate Declaration)

(the "Interested Party" (or the "Consortium Member", if the latter completes the Declaration, or the "Affiliate", if the latter completes the Declaration).

Where hereinafter reference is made to the "Interested Party" in the event that this Declaration is completed by a Member of a Consortium, the term shall be replaced by the term "Consortium Member", or, by the term "Affiliated Company", in such a case, with the care of the declarant.

To:

Hellenic Corporation of Assets and Participations S.A.

4 Karageorgi Servias Street

105 62 Athens

Greece

(the "**Growthfund**")

[place], [date]

Ladies and Gentlemen,

Subject: Concession of the Right to the Greek State Lotteries– Declaration on the validity and accuracy of the submitted supporting documents.

I/we, the following signatories (in case there is more than one legal representative of the Interested Party/Consortium Member, the details of all the signatories must be filled in), [...] (full name), daughter/son of [...] (full father's name) and [...] (full mother's name), holder of [...]

(country) passport/identity card with details [...], issued by [...] (*authority that issued the passport/identity card*) on [...] (*date of issue of the passport/identity card*), [...] (country) citizen, born in [...] (*place of birth, city and country*) in [...] (*date of birth*), resident [...] (*country - city - street - postal code*) acting in my capacity as the legal representative(s) / legally authorized representative(s) of the [Corporate Entity/Private Equity Firm/Fund manager and/or the General Partner, (*depending on the case*) of an Private Equity Firm – Fund / Member of a Consortium / Affiliate (*as the case may be*)] under the name [...] (*full name*), established in accordance with the laws of [...] (country), with registration number of [...] having its registered seat in [...] (country – city – street – postal code), with [...] (country) tax identification number [...], I hereby declare in relation to the submission of an Expression of Interest by the Interested Party [...] (*name of the Interested Party*) in the tender procedure called by the Invitation for the Submission of Expression of Interest dated 18/06/2025, issued by the Growthfund (the "**Invitation**") for the assignment of the Concession Agreement of the Right to the Greek State Lotteries (the "**Tender Process**"), that:

All information, statements, declarations, Supporting Documentation and other accompanying documents, submitted by the [Corporate Entity/Private Equity Firm – Fund / Consortium Member / Affiliate (*as applicable*)] that I represent with the Expression of Interest, are true, valid and accurate and the Interested Party has not concealed any information relating to the Tender Process and the Transaction in accordance with the provisions of the Invitation.

Unless otherwise specified herein, capitalized terms contained herein shall have the meaning given to them in the Invitation.

(*If applicable, the following is included:*)

There is no provision for a sworn affidavit in the [...] (country of establishment), and/or [...] (country of establishment of the Corporate Entity / Private Equity Firm – Fund / Member of the Consortium / Affiliated Company).

In the capacity as [...]

Authorised to sign this declaration in the name of [...] (*full name*).

(signature)

Name:

25PROC017057630 2025-06-20

THIS IS AN ENGLISH TRANSLATION OF THE ORIGINAL GREEK TEXT FOR INFORMATION REASONS. IN
CASE OF ANY INCONSISTENCY BETWEEN THE TWO TEXTS, THE GREEK TEXT SHALL PREVAIL

II. TEMPLATE FOR NATURAL PERSONS

From:

(Please enter the full name, address of residence or establishment and tax identification number, if any, of the Interested Party)

(the "**Interested Party**")

To:

Hellenic Corporation of Assets and Participations S.A.

4 Karageorgi Servias Street

105 62 Athens

Greece

(the "**Growthfund**")

[place], [date]

Ladies and Gentlemen,

Subject: Concession of the Right to the Greek State Lotteries – Declaration on the validity and accuracy of the submitted supporting documents.

I, the undersigned [...] (*full name*), daughter/son of [...] (*full father's name*) and [...] (*full mother's name*), holder of [...] (*country*) passport/identity card with details [...], issued by [...] (*authority issuing the passport/identity card*) on [...] (*date of issue of the passport/identity card*), citizen [...] (*country*), born in [...] (*place of birth, city and country*) in [...] (*date of birth*), resident [...] (*country - city - street - postal code*), I hereby declare in relation to my submission of an Expression of Interest in the tender process called by the Invitation for the Submission of an Expression of Interest dated 18/06/2025, issued by the Growthfund (the "**Invitation**") for the assignment of the Concession Agreement of the Right to the Greek State Lotteries (the "**Tender Process**"), that:

All information, statements, declarations, Supporting Documentation and other accompanying documents, submitted together with the Expression of Interest, are true, valid and accurate and I have not concealed any information relating to the Tender Process and the Transaction in accordance with the provisions of the Invitation.

Unless otherwise specified herein, capitalized terms contained herein shall have the meaning given to them in the Invitation.

(if applicable, the following is included:)

There is no provision for a sworn affidavit in the [...] (country of residence or establishment).

(signature)

Name:

TEMPLATE DECLARATION 3 – DECLARATION OF SHAREHOLDER STRUCTURE

**TEMPLATE FOR CORPORATE ENTITIES / INVESTMENT COMPANIES – INVESTMENT FUNDS /
CONSORTIUM MEMBERS / AFFILIATES**

From: [...]

(Please enter the full name, registered seat address and tax identification number (if any) of the Interested Party or Consortium Member in the case of a Consortium or Affiliate as the case may be. In in the case of a Consortium, each Consortium Member drafts and submits a separate declaration)

(the "**Interested Party**") [or the "**Consortium Member**" (if the latter completes the Declaration), or the "**Affiliate**", (if an Affiliate completes the Declaration)].

(Where "Interested Party" is referred to below, in case this Declaration is completed by a Consortium Member, the term will be replaced by the term "Consortium Member", or, by the term "Affiliate" in such case, with the care of the declarant).

To:

Hellenic Corporation of Assets and Participations S.A.

4 Karageorgi Servias Street

105 62 Athens

Greece

(the "**Growthfund**")

[place], [date]

Ladies and Gentlemen,

Subject: Concession of the Right to the Gree, State Lotteries – Statement on the shareholder structure.

I/we, the undersigned *(in case the legal representatives of the Corporate Entity, etc. are more than one, the details of all the signatory representatives must be filled in)* [...] (full name), daughter/son of [...] (full father's name) and the [...] (full mother's name), holder of [...] (country) passport/identity card with details [...], issued by [...] (authority that issued the passport/identity

card) on [...] (*date of issue of the passport/identity card*), citizen [...] (*country*), born in [...] (*place of birth, city and country*) in [...] (*date of birth*), resident [...] (*country - city - street - postal code*), acting in my capacity as the legal representative(s) or authorized representative(s) of the [...] (*Corporate Entity/Private Equity Firm/Fund Manager and/or General Partner, depending on the case of a Private Equity Firm – Fund / Member of a Consortium / Affiliated Company*) under the name [...] (*full corporate name*), established in accordance with the laws of [...] (*country*), with registration number [...] (*if any*) with its registered seat in [...] (*country – city – street – postal code*), with tax identification number [...], if any, I hereby declare(s) in relation to the submission of an Expression of Interest by the Interested Party [...] (*name of the Interested Party*) in the tender process called by the Invitation for the Submission of Expression of Interest, issued by the Growthfund dated 18/06/2025 (the "**Invitation**") for the assignment of the Concession Agreement of the Right to the Greek State Lotteries, that:

The full details of the shareholder structure and voting rights of [...] (*fill in the details of the Corporate Entity / Private Equity Firm – Fund / Member of a Consortium / Affiliated Enterprise*) which I duly represent, and of the Corporate Entities / natural persons who are their shareholders and the shareholders of the shareholders and so on, are as follows:

[...]

(ii) *The Interested Party must also include identification of the natural persons, i.e. full name, father's name, mother's name, identity card or passport details, nationality, full home address, tax identification number, if any, of the natural persons who are the ultimate beneficial owners of the Interested Person/Consortium Member/Affiliate and their voting rights whether they are shareholders of the Interested Party/Member of a Consortium submitting an Expression of Interest/Affiliate) or are shareholders of the shareholders and so on of the Interested Party/Member of the Consortium that submits an Expression of Interest/Affiliate).*

OR

(if applicable)

The Interested Party / Consortium Member / Affiliate that I legally represent is listed on [...] (*regulated (exchange) market in the EU or EEA or OECD*) supervised by [...] (*Securities and Exchange Commission or other competent supervisory authority in the EU, EEA or OECD*) (the "**Authority**").

OR

(if applicable)

The Private Equity Firm/Fund *(as the case may be)* that control the voting rights of the Interested Party are supervised by [...] *(Capital Market Commission or other competent financial authority of member states of the European Union, EEA or OECD.)*

(It is noted that:

A. In the case of a shareholder of the Interested Party / Member of a Consortium / Affiliated Company or its shareholders and so on who is either listed on a regulated (exchange) market in the EU or the EEA or the OECD, or is an Private Equity Firm, a Fund etc., it must be clearly stated herein.

b. If applicable, the shareholder(s) of the Interested Party shall submit the solemn declaration of the last paragraph of paragraph 4.2.2. of the Invitation.

OR

(If applicable:) The fund/investment manager of [...] is supervised by [...] (competent financial supervisory authority of an EU or EEA or OECD jurisdiction) (the '**Authority**').

(if applicable, the following is included:)

The Authority does not issue a certificate to prove that the [...] *(legal person / corporate entity / investment portfolio manager/fund manager / investment manager)*, *as the case may be of an Private Equity Firm – Fund / Consortium Member / Affiliate* (as applicable) is listed / is supervised *(as applicable)*. Information on this registration can be found in the following link [...].

(if applicable)

There is no provision for a sworn affidavit in the [...] *(country of establishment)*.

Unless otherwise specified herein, capitalized terms contained herein shall have the meaning given to them in the Invitation.

In the capacity as [...]

Authorized to sign this declaration in the name of [...] *(full name)*.

(signature)

Name:

THIS IS AN ENGLISH TRANSLATION OF THE ORIGINAL GREEK TEXT FOR INFORMATION REASONS. IN CASE OF ANY INCONSISTENCY BETWEEN THE TWO TEXTS, THE GREEK TEXT SHALL PREVAIL

TEMPLATE DECLARATION 4 – DECLARATION ON THE FULFILMENT OF THE PERSONAL STATUS CRITERIA OF SUBPARAGRAPHS 3, 4, 5 AND/OR 6, PARAGRAPH 1.1. OF ANNEX A FOR WHICH NO CERTIFICATES ARE ISSUED BY COMPETENT AUTHORITIES IN THE COUNTRY OF INCORPORATION/ESTABLISHMENT OF THE CORPORATE ENTITY/PRIVATE EQUITY FIRM – FUND/COUNTRY OF NATIONALITY/RESIDENCE/ESTABLISHMENT FOR NATURAL PERSONS

I. TEMPLATE FOR CORPORATE ENTITIES / PRIVATE EQUITY FIRMS – FUNDS / CONSORTIUM MEMBERS / AFFILIATES

From:

(Please enter the full name, registered seat address and tax identification number (if any) of the Interested Party or Consortium Member in the case of a Consortium or Affiliate in such case. In the case of a Consortium, each Consortium Member drafts and submits a separate declaration)

*(the "**Interested Party**") [or the "**Consortium Member**", if the latter completes the Declaration, or the "**Affiliate**", if the latter completes the Declaration. (Where a "Interested Party" is referred to below, in the event that such Declaration is completed by a Consortium Member, the term will be replaced by the term "Consortium Member", or, by the term "Affiliate", if applicable, with the care of the declarant. In the case of a Private Equity Firm of Fund, in addition to the "Interested Party" the declaration shall also refer, as the case may be, to the Private Equity Firm/Fund manager and/or General Partner of such Private Equity Firm or Fund (depending on the form of such Private Equity Firm or Fund) and to the authorised representatives of such Private Equity Firm/Fund manager or General Partner).*

To:

Hellenic Corporation of Assets and Participations S.A.

4 Karageorgi Servias Street

105 62 Athens

Greece

(the "**Growthfund**")

[place], [date]

Ladies and Gentlemen,

Subject: Concession of the Right to the Greek State Lotteries – Declaration on the fulfilment of the criterion(a) of personal status and the non-issuance by a competent authority of document/-s required under subparagraphs 3, 4, 5 and/or 6 of paragraph 1.1. of Annex A of the Invitation in [...] (country of incorporation), and/or [...] (country of registered seat of the Interested Party).

I/we, the undersigned (*in case there is more than one legal representatives of the Corporate Entity, etc., details of all signatories must be filled in*) [...] (full name), daughter/son of [...] (full father's name) and [...] (full mother's name), holder of [...] (country) passport/identity card with details [...], issued by [...] (authority that issued the passport/identity card) on [...] (date of issue of the passport/identity card), [...] (country) citizen, born in [...] (place of birth, city and country) in [...] (date of birth), resident [...] (country - city - street - postal code), acting in my capacity as a legal representative(s) / legally authorized representative(s) of the [...] (Corporate Entity/Portfolio Manager of Private Equity Firm/Fund and/or the General Partner, depending on the case of an Private Equity Firm – Fund / Member of a Consortium / Affiliated Enterprise,) under the name [...] (full name), established in accordance with the laws of [...] (country), with registration number [...] (if any) having its registered seat in [...] (country – city – street – postal code), with [...] (country) tax identification number [...] (if any), I hereby declare in relation to the submission of an Expression of Interest by the Interested Party [...] (name of the Interested Party) in the tender process called by the Invitation for the Submission of Expression of Interest issued by the Growthfund dated 18/06/2025 (the "**Invitation**") for the assignment of the Concession Agreement to State Lotteries that:

the [...] (description of the document(s)) required on the basis of [...] (one or more of subparagraphs 3, 4, 5 and 6 of Paragraph 1.1 of Annex A to the Invitation) are not issued by a competent authority in [...] (country of incorporation), and/or [...] (country of establishment of the company, or in the country of citizenship or residence of the Affected Persons, if applicable).

(This statement must also confirm the facts that would have been certified if the certificate had existed, as required in the Invitation)

(if applicable, the following is added:)

There is no provision for a sworn affidavit in [...] (country of incorporation), and/or [...] (country of residence/citizenship/incorporation/establishment of the declarant or in the country of

citizenship or residence of the Affected Persons, if applicable).

Unless otherwise specified herein, capitalized terms contained herein shall have the meaning given to them in the Invitation.

In the capacity of [...].

Authorized to sign this declaration in the name of [...] (*full name*)

(*signature*)

Name:

II. TEMPLATE FOR NATURAL PERSONS

From:

(Please enter the full name, address of residence/establishment and tax identification number, if any, of the Interested Party)

(the "**Interested Party**")

To:

Hellenic Corporation of Assets and Participations S.A.

4 Karageorgi Servias Street

105 62 Athens

Greece

(the "**Growthfund**")

[place], [date]

Ladies and Gentlemen,

Subject: Concession of the Right to the Greek State Lotteries – Declaration on the fulfilment of the criterion(a) of personal status and on the non-issuance of documents required under subparagraphs 3, 4, 5 and/or 6 of paragraph 1.1. of Annex A of the Invitation in [...] (country of origin/residence/establishment).

I, the undersigned [...] (full name), daughter/son of [...] (full name) and [...] (full mother's name), holder of [...] (country) passport/identity card with details [...], issued by [...] (authority issuing the passport/identity card) on [...] (date of issue of the passport/identity card), citizen [...] (country), born in [...] (place of birth, city and country) in [...] (date of birth), resident [...] (country - city - street - postal code), I hereby declare in relation to my submission of an Expression of Interest in the tender process called by the Invitation for the Submission of an Expression of Interest dated 18/06/2025, issued by the Growthfund (the "**Invitation**") for the assignment of the Concession Agreement of the Right to the Greek State Lotteries (the "**Tender Process**"), that:

The [...] (description of the document(s)) required under paragraph 1.3. (4) in combination with [...] (one or more of the subparagraphs 3, 4, 5 and 6 of paragraph 1.1.) of Annex A of the Invitation

are not issued by a competent authority in the [...] (*country of origin and/or establishment, as applicable*).

(This statement must also confirm the facts that would have been certified if the certificate(s) had existed, as required in the Invitation).

(If applicable, the following shall be added:)

There is no provision for a sworn affidavit in the [...] (country of origin, residence and/or establishment, if applicable).

Unless otherwise specified herein, capitalized terms contained herein shall have the meaning given to them in the Invitation.

(signature)

Name:

**TEMPLATE DECLARATION 5 – DECLARATION OF COMPLIANCE WITH THE FINANCIAL
CAPACITY CRITERION**

From:

(Please enter the name/surname, address of residence or establishment or registered seat and tax identification number (if any) of the Interested Party or, in the case of a Consortium, of each Consortium Member).

(the "**Interested Party**")

To:

Hellenic Corporation of Assets and Participations S.A.

4 Karageorgi Servias Street

105 62 Athens

Greece

(the "**Growthfund**")

[place], [date]

Ladies and Gentlemen,

Subject: Concession of the Right to the Greek State Lotteries - Declaration of compliance with the financial capacity criterion

(If it is a Corporate Entity):

I/we, the undersigned *(in case there is more than one legal representatives of the Interested Party, the details of all signatories must be completed)*, [...] *(full name)*, daughter/son of [...] *(full father's name)* and [...] *(full mother's name)*, holder of the [...] *(country)* passport/identity card with details [...], issued by [...] *(authority that issued the passport/identity card)* on [...] *(date of issue of the passport/identity card)*, [...] *(country)* citizen, born in [...] *(place of birth, city and country)* in [...] *(date of birth)*, resident [...] *(country - city - street - postal code)* acting in my capacity as the legal representative or authorized representative of [...] *(Interested Party/Member of Consortium)*

under the corporate name [...] (*full corporate name*), established in accordance with the laws of [...] (*country*), with registration number [...] (*if applicable*) having its registered seat in [...] (*country – city – street – postal code*), with [...] (*country*) tax identification number [...] (*if any*),

or (*in the case of Private Equity Firms / Funds*)

I/we, the undersigned(s) (*in case there is more than one legal representative of the Interested Party, the details of all the legal representatives signing must be filled in*), [...] (*full name*), daughter/son of [...] (*full father's name*) and [...] (*full mother's name*), holder of [...] (*country*) passport/identity card with details [...] issued by [...] (*authority that issued the passport/identity card*) on [...] (*date of issue of the passport/identity card*), citizen [...] (*country*), born in [...] (*place of birth, city and country*) in [...] (*date of birth*), resident [...] (*country-city-street-postal code*) acting in my capacity as a legal representative(s) / legally authorized representative(s) of the [...] (*full corporate name of the Private Equity Firm/Fund manager and/or General Partner, as the case may be*), which has been incorporated in accordance with the laws of [...] (*country*), with registration number [...] having its registered seat in [...] (*country-city-street-postal code*), with [...] (*country*) tax identification number [...] (*if applicable*) (the **"Manager" / the "General Partner"**) (*as applicable*) acting in the name and on behalf of the Private Equity Firm / Fund under the name [...] (*to include the full details of the Private Equity Firm/Fund depending on its structure*);

or (*in the case of a natural person*):

I, the undersigned [...] (*full name*), daughter/son of [...] (*full father's name*) and [...] (*full mother's name*), holder of [...] (*country*) passport/identity card with details [...] issued by [...] (*authority that issued the passport/identity card*) on [...] (*date of issue of the passport/identity card*), citizen [...] (*country*), born in [...] (*city and country of birth*) in [...] (*date of birth*), resident [...] (*country-city-street-postal code*),

or

(*In the case of a Consortium, the instructions given in the Template Letter of Expression of Interest for Consortia apply to the signatures and declaration of the data of the legal representatives of its Members or their Common Representative, as the case may be*)

hereby declare(s) in relation to the submission of an Expression of Interest by the Interested Party [...] (*name of the Interested Party*) in the tender process called by the Invitation for the Submission of an Expression of Interest dated 18/06/2025 issued by the Growthfund (the **"Invitation"**) for the

assignment of the Concession Agreement of the Right to the Greek State Lotteries (the "**Tender Process**"), that:

[...] (*name of the Interested Party*) independently meets the Financial Capacity Criterion of paragraph 4.2.3 of the Invitation as follows:

A. Individual Interested Party

Table A1 - Corporate Entity

Year	Annual (consolidated, if applicable) Revenue for the year	Average annual (consolidated, if applicable) Revenue for the year $\frac{[A] + [B] + [\Gamma]}{3}$
	[A]	
	[B]	
	[C]	

Year	Annual (consolidated, if applicable) Equity (net position), excluding Minority Rights in case of consolidation	Average annual (consolidated, if applicable) Equity (net positions) $\frac{[A] + [B] + [\Gamma]}{3}$
	[A]	
	[B]	
	[C]	

Year	Annual (consolidated, if applicable) Total Assets	Average annual (consolidated, if applicable) total Assets $\frac{[A] + [B] + [Γ]}{3}$
	[A]	
	[B]	
	[C]	

Table A2 – Investment Companies / Funds

Year	Committed to the Transaction, undisbursed and uninvested funds in the financial year preceding the Submission Deadline
At the end of year n*	

*Where year n means the last fiscal year prior to the Submission Deadline.

In my capacity as the legal representative / authorized representative of [...] (*name of the Interested Party- Private Equity Firm/Fund*) I declare that the above amount is met by the reserved, undisbursed and uninvested funds that are available for investment for the exercise of the Right to the Greek State Lotteries, taking into account the investment policy and any restrictions of the Interested Party (indicatively, obligation to disperse investments or other restrictions), as is apparent from the accompanying documentation (indicatively, drawdown reports or fund subscription agreements).

Table A3 – Natural Person

Date*	Net Personal Property Details	Total net personal wealth [A] + [B]
-------	-------------------------------	--

	Cash deposits with a bank or any other credit institution [A]	
	Liquid and transferable securities [B]	

*It cannot be earlier than three (3) months from the Submission Deadline.

Or (in case the the Interested Party relies on the financial capacity of an Affiliate):

A. The [...] (*name of the Interested Party*) independently meets the following Financial Capacity Criteria of paragraph 4.2.3 of the Invitation:

(*citation or full report*)

B. It also relies on the capacity of the Affiliate under the corporate name [...] (*full name, registered seat address and VAT number, if applicable*) for the following Financial Capacity of paragraph 4.2.3 of the Invitation.

(*citation or full report*)

B. Consortium

[For each Consortium Member, before completing Table B below, Tables A1 or A2 or A3 must be completed depending on whether the Consortium Member is a Corporate Entity, Private Equity Firm/Fund or Natural Person, with reference to the identity of the Consortium Member in respect of which they are completed.]

[The Financial Criteria for the Consortia should be met as the sum of the relevant sizes of the Consortium Members, weighted by their percentage of participation in the Consortium, based on the following formula:

$X = (N_1 \times P_1) + (N_2 \times P_2) + \dots + (N_v \times P_v)$, where

N is the relative size as defined in subparagraph 4.2.3.A of the Invitation for Proposals for each Consortium Member,

P is the participation percentage of the respective Consortium Member in the Consortium, and

n is the number of Consortium Members.

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CASE OF ANY INCONSISTENCY BETWEEN THE TWO TEXTS, THE GREEK TEXT SHALL PREVAIL

Table B1 – Consortium – Revenue Criterion

Column	(N)	(P)	(X)
Consortium Member	Average Annual (Consolidated, if applicable) Corporate Entity's Revenue	Participation of the Corporate Entity etc as a Consortium Member to the Total Participation of all Consortium Member in the Consortium, expressed as a percentage	Weighted Consortium Member Criterion (N) by (P)
Member A			
Member B			
Member C			
...	
Reliance of Member [...] in an Affiliate			
Total		100%	Total Column X

Table B2 – Consortium – Capital Criterion

Column	(N1)	(N2)	(N3)	(P)	(X)
--------	------	------	------	-----	-----

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Member of the Consortium	Average annual (consolidated if applicable) equity (Corporate Entity)	Committed to the Transaction, undisbursed and uninvested funds (Private Equity Firm / Fund)	Net Personal Property (Natural Person)	Participation of the Consortium Member, expressed as a percentage	Weighted Consortium Member Criteria (N1) or (N2) or (N3) multiplied by (P)
Member A					
Member B					
Member C					
...
Member Support [...] in an Affiliated Undertaking					
Total				100%	Total Column X

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(In the case of participation of a Private Equity Firm / Fund):

In my/our capacity as the legal representative / authorized representative of [...] (*name - of the Private Equity Firm/Fund*) I declare that the reserved, undisbursed and uninvested funds that are available and free to be invested for the exercise of the Right to the Greek State Lotteries are at least equal to the amount corresponding to its proportional participation in the Consortium, taking into account the investment policy and any investment restrictions of the Private Equity Firm / Fund (indicatively, obligation to disperse investments or other restrictions) by providing relevant accompanying documentation (indicatively, drawdown reports or fund subscription agreements).

Table B3 – Consortium – Asset Criterion

Column	(N)	(P)	(X)
Member of the Consortium	Average (consolidated, if applicable) total assets of a Corporate Entity	Participation of a Corporate Entity as a Member of a Consortium to the Total Participation of all Corporate Entities in the Consortium, expressed as a percentage	Weighted Consortium Member Criteria (N) by (P)
Member A			
Member B			
Member C			
...	
Reliance of Member [...] on Affiliate			

Total		100%	Total Column X
--------------	--	-------------	-----------------------

(ii) If an Interested Party or a Member of a Consortium or an Affiliated Company prepares financial statements in a currency other than the Euro, the Interested Party must convert the required amounts into Euro and invoke the exchange rate used for the conversion into Euro, which must correspond to the exchange rate on the last day of the relevant financial year or in case of presentation of certificates/bank statements; the exchange rate at the date of these certificates/statements, in all cases as published by the European Central Bank. In the event that the exchange rate is not published by the European Central Bank, the exchange rate of the Central Bank of the country where the financial statements of the Interested Party or the Member of the Consortium or of the Affiliate will be used.

In the event of discrepancies between the above table and the financial statements or the relevant certificates/statements, the latter shall prevail).

(if applicable):

There is no provision for a sworn affidavit in [...] (country of incorporation), and/or [...] (country of residence/establishment of the declarant).

Unless otherwise specified herein, capitalized terms contained herein shall have the meaning given to them in the Invitation.

In the capacity [...].

Authorized to sign this Declaration in the name of [...] (full name).

(signature)

Name:

**TEMPLATE DECLARATION 6 – AFFILIATE DECLARATION OF COMPLIANCE WITH THE
FINANCIAL CAPACITY CRITERION**

From:

*(Please enter the full name, address of residence/establishment or registered seat and tax
identification number (if any) of the Affiliate)*

(the "**Affiliate**")

To:

Hellenic Corporation of Assets and Participations S.A.

4 Karageorgi Servias Street

105 62 Athens

Greece

(the "**Growthfund**")

[place], [date]

Ladies and Gentlemen,

**Subject: Concession of the Right to the Greek State Lotteries - Statement of an Affiliate on
the Financial Capacity Criterion**

I/we, the undersigned *(in case the legal representatives of the Affiliate are more than one, the
details of all signatories must be filled in)* [...] *(full name)*, daughter/son of [...] *(full father's name)*
and [...] *(full mother's name)*, holder of [...] *(country)* passport/identity card with details ..., issued
by ... *(authority that issued the passport/identity card)* on [...] *(date of issue of the
passport/identity card)*, citizen [...] *(country)*, born in [...] *(place of birth, city and country)* in [...] *(date of birth)*, resident [...] *(country - city - street - postal code)*, acting in my capacity as the legal
representative(s) / authorized representative(s) of the Affiliate under the name [...] *(full name)*,
established in accordance with the laws of [...] *(country)*, with registration number [...] *(if any)*
having its registered seat in [...] *(country – city – street – postal code)*, with [...] *t ax identification
number [...] (if applicable)*,

I hereby declare(s) in relation to the submission of an Expression of Interest by [...] *(name of the
Interested Party)* in the Tender Process called by the Invitation for the Submission of an

Expression of Interest, issued on 18/06/2025 by the Growthfund (the "**Invitation**") for the assignment of the Concession Agreement of the Right to the Greek State Lotteries, that:

(i) [...] (*full corporate name of the Affiliate*), which I/we represent, is an Affiliate as defined in the Invitation, of [...] (*name of the Interested Party or Consortium Member, as the case may be*) and meets the following Financial Capacity Criterion described in paragraph 4.2.3 of the Invitation and will unconditionally make all necessary financial resources available to [...] (*the name of the Interested Party or the Consortium Member*) until the completion of the Transaction and throughout the Concession Period:

(*the corresponding table(s) for the criterion(s) for which support is provided is completed*):

Year	Annual (consolidated, if applicable) Revenue for the year	Average annual (consolidated, if applicable) Revenue for the year $\frac{[A] + [B] + [\Gamma]}{3}$
	[A]	
	[B]	
	[C]	

Year	Annual (consolidated, if applicable) Equity (net position), excluding minority rights in case of consolidation	Average annual (consolidated, if applicable) Equity (net positions) $\frac{[A] + [B] + [\Gamma]}{3}$
	[A]	
	[B]	

	[C]	
--	-----	--

Year	Annual (consolidated, if applicable) Total Assets	Average annual (consolidated, if applicable) total Assets $\frac{[A] + [B] + [\Gamma]}{3}$
	[A]	
	[B]	
	[C]	

(ii) [...] (*full corporate name of the Affiliate*), which I/we represent, will be jointly and severally responsible with the Interested Party/Consortium Member for the execution of the Concession Agreement, at the disposal of which it undertakes to place its necessary financial resources for as long as may be required by the Tender Process and/or the other documents to be signed in the context of the Transaction and throughout the Concession Period, according to the above.

(iii) [...] (*full corporate name of the Affiliate*), which I/we represent bears full responsibility towards the Growthfund in the event that the conditions set out in paragraph 4.2.3 of the Invitation are not met.

Capitalized terms contained herein shall have the meaning ascribed to them in the Invitation.

(if applicable)

There is no provision of a sworn affidavit in [...] (*country of incorporation*), and/or [...] (*country of the registered seat of the Affiliate*).

In the capacity [...].

25PROC017057630 2025-06-20

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CASE OF ANY INCONSISTENCY BETWEEN THE TWO TEXTS, THE GREEK TEXT SHALL PREVAIL

Authorized to sign this declaration in the name [...] (*full name*).

(*signature*)

Name:

**TEMPLATE STATEMENT 7 – STATEMENT ON NON-AUDIT/PUBLICATION OF FINANCIAL
STATEMENTS**

From:

(Please enter the full name, address of residence or establishment or registered seat (as applicable) and tax identification number (if any) of the Interested Party or Consortium Member, in the case of a Consortium, or in the case of an Affiliate, of the Affiliate)

*(the "**Interested Party**") (or the "**Consortium Member**" or the "**Affiliate**", as applicable)*

To:

Hellenic Corporation of Assets and Participations S.A.

4 Karageorgi Servias Street

105 62 Athens

Greece

*(the "**Growthfund**")*

[place, date]

Ladies and Gentlemen,

Subject: Concession of the Right to the Greek State Lotteries - Statement on non-audit/non-publication of financial statements.

(in case of a Corporate Entity):

I/we, the undersigned *(in case the legal representatives of the Corporate Entity are more than one, the details of all signatory representatives must be filled in)* [...] *(full name)*, daughter/son of [...] *(full father's name)* and [...] *(full mother's name)*, holder of [...] *(country)* passport/identity card with details ..., issued by ... *(authority that issued the passport/identity card)* on [...] *(date of issue of the passport/identity card)*, [...] *(country)* citizen, born in [...] *(place of birth, city and country)* in [...] *(date of birth)*, resident [...] *(country - city - street - postal code)*, acting in my capacity as the legal representative / authorized representative of the [...] *(type of Corporate Entity)* under the corporate name [...] *(full corporate name)*, established in accordance with the laws of [...] *(country)*, with registration number [...] *(if any)*, which has its registered seat in [...] *(country – city – street – postal code)*, with [...] *(country)* tax identification number [...],

or *(in the case of Private Equity Firm/Fund)*

I/we, the undersigned(s) *(in case there is more than one legal representative of the Interested Party, the details of all legal representatives signing must be filled in)*, [...] *(full name)*, daughter/son of [...] *(full father's name)* and [...] *(full mother's name)*, holder of [...] *(country)* passport/identity card with details [...] issued by [...] *(authority that issued the passport/identity card)* on [...] *(date of issue of the passport/identity card)*, citizen [...] *(country)*, born in [...] *(place of birth, city and country)* in [...] *(date of birth)*, resident [...] *(country-city-street-postal code)* acting in my capacity as a legal representative(s) / legally authorized representative(s) of the [...] *(full corporate name of the Private Equity Firm/Fund manager and/or General Partner, as the case may be)*, which has been incorporated in accordance with the laws of [...] *(country)*, with registration number [...] having its registered seat in [...] *(country-city-street-postal code)*, with [...] *(country)* tax identification number [...] *(if applicable)* (the **"Manager"** / the **"General Partner"**) *(as applicable)* acting in the name and on behalf of the Private Equity Firm /Fund under the name [...] *(to include the full details of the Private Equity Firm/Fund depending on its structure)*;

or *(in the case of a natural person)*

I, the undersigned [...] *(full name)*, daughter/son of [...] *(full father's name)* and the [...] *(full mother's name)*, holder of [...] *(country)* passport/identity card with [...] *(passport/identity card number)*, issued by [...] *(authority that issued the passport/identity card)* on [...] *(date of issue of the passport/identity card)*, citizen [...] *(country)*, born in [...] *(city and country of birth)* in the [...] *(date of birth)*, resident [...] *(country-city-street-postal code)*,

I hereby declare(s) in relation to the submission of an Expression of Interest by the Interested Party [...] *(name of the Interested Party)* in the tender process called by the Invitation for the Submission of an Expression of Interest dated 18/06/2025, issued by the Growthfund (the **"Invitation"**) for the assignment of the Concession Agreement of the Right to the Greek State Lotteries, that:

(if applicable)

Auditing of the financial statements is not required in accordance with the laws of [...] *(country of establishment of the declaring Interested Party/Consortium Member / Affiliate)*.

(if applicable)

Publication of the financial statements is not required in accordance with the laws of [...] *(country of establishment of the declaring Interested Party/Consortium Member/Affiliate)*.

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CASE OF ANY INCONSISTENCY BETWEEN THE TWO TEXTS, THE GREEK TEXT SHALL PREVAIL

(if applicable)

There is no provision for a sworn affidavit in the [...]in [...] (*country of incorporation / establishment of the declarant*).

Unless otherwise specified herein, capitalized terms contained herein shall have the meaning given to them in the Invitation.

In the capacity [...].

Authorized to sign this declaration in the name [...] (*full name*).

(signature)

Or (for individuals)

(signature)

Full Name:

**TEMPLATE DECLARATION 8 – DECLARATION OF COMPLIANCE WITH TECHNICAL CAPACITY
CRITERIA**

From:

*(Please enter the name, address of the registered seat or residence or establishment and the tax
identification number (if any) of the Interested Party or, in the case of a Consortium, of the
Consortium Lead Member)*

(the "**Interested Party**") or (the "**Lead Consortium Member**")

To:

Hellenic Corporation of Assets and Participations S.A.

4 Karageorgi Servias Street

105 62 Athens

Greece

(the "**Growthfund**")

[place], [date]

Ladies and Gentlemen,

**Subject: Concession of the Right to the Greek State Lotteries - Declaration of Compliance
with Technical Capacity Criteria**

(In case of a Corporate Entity):

I/we, the undersigned *(in case the legal representatives of the Corporate Entity are more than one,
the details of all signatory representatives must be filled in)* [...] (full name), daughter/son of [...] (full father's name) and [...] (full mother's name), holder of [...] (country) passport/identity card with details [...], issued by [...] (authority that issued the passport/identity card) on [...] (date of issue of the passport/identity card), citizen [...] (country), born in [...] (place of birth, city and country) in [...] (date of birth), resident [...] (country - city - street - postal code), acting in my capacity as the legal representative / authorized representative of the [...] (type of Corporate Entity) under the name [...] (full corporate name), established in accordance with the laws of [...] (country), with registration number [...] (if any), which has its registered seat in [...] (country – city – street – postal code), with [...] (country) tax identification number [...], if any ,

or *(in the case of Private Equity Firm/Fund)*

I/we, the undersigned(s) *(in case there is more than one legal representative of the Interested Party, the details of all the legal representatives signing must be filled in)*, [...] *(full name)*, daughter/son of [...] *(full father's name)* and [...] *(full mother's name)*, holder of [...] *(country)* passport/identity card with details [...] issued by [...] *(authority that issued the passport/identity card)* on [...] *(date of issue of the passport/identity card)*, citizen [...] *(country)*, born in [...] *(place of birth, city and country)* in [...] *(date of birth)*, resident [...] *(country-city-street-postal code)* acting in my capacity as legal representative / legally authorized representative of the [...] *(full corporate name of the Private Equity Firm/Fund manager and/or General Partner, as the case may be)*, which has been incorporated in accordance with the laws of [...] *(country)*, with the registration number [...] having its registered seat in [...] *(country-city-street-postal code)*, with [...] *(country)* tax identification number [...] *(if applicable)* (the **"Manager" / the "General Partner"**) *(as applicable)* acting in the name and on behalf of the Private Equity Firm/Fund under the name [...] *(to include the full details of the Private Equity Firm/Fund depending on its structure)*;

or *(in the case of a natural person)*

I, the undersigned [...] *(full name)*, daughter/son of [...] *(full father's name)* and [...] *(full mother's name)*, holder of [...] *(country)* passport/identity card with details [...], issued by [...] *(authority that issued the passport/identity card)* on [...] *(date of issue of the passport/identity card)*, citizen [...] *(country)*, born in [...] *(city and country of birth)* on [...] *(date of birth)*, resident [...] *(country-city-street-postal code)*,

I hereby declare in relation to the submission of an Expression of Interest by the Interested Party [...] *(name of the Interested Party)* in the tender process called by the Invitation for the Submission of an Expression of Interest dated 18/06/2025, issued by the Growthfund (the **"Invitation"**) for the assignment of the Concession Agreement of the Right to the Greek State Lotteries (the **"Tender Process"**), that:

Capitalized terms not specified herein are used as set forth in the Invitation.

[...] *(name/name of the Interested Party or the Consortium Lead Member)* independently meets all the Technical Competence Criteria set out in paragraph 4.2.4 of the Invitation:

I. Holds a licence or equivalent right issued by [...] *(competent Public Authority of an EU or EEA state or OECD member state)* for the organization, operation and handling of land-based gaming.

II. It has a valid WLA Level 4 Responsible Gaming certification.

III. Holds certifications according to ISO 27001 and ISO 9001 or [...] (*equivalent certificate within the meaning of paragraph 4.2.4 of the Invitation*) issued by [...], which is an accredited body and has its registered seat [...],

IV. during the last three (3) financial years prior to the Submission Deadline had cumulative revenues of at least 1.5 billion Euros (in terms of Gross Profit, as defined in the amount of money specified in article 25 par. (l) of Law 4002/2011, as in force, following an amendment pursuant to Article 377 par. 8 of Law 4512/2018) from gaming, of land-based activity, at the level of a group of companies, as recorded in the table below:

	Year 1	Year 2	Year 3	Sum of Years 1-3
Financial Year:				
.....				

V. In the last financial year, it operated a distribution network of [...] (*number of points of sale*) points of sale of gaming, in [...] (*country of points of sale*).

VI. In any case, it undertakes to develop and maintain throughout the Concession Period at least two thousand five hundred (2,500) points of sale of the Greek State Lotteries within the Greek territory, as shall be specifically provided for in the Concession Agreement.

Or (*in case of support to Affiliate Undertaking capabilities*):

A. The [...] (*name of the Interested Party or the Consortium Lead Member*) independently meets the following Technical Competence Criteria set out in paragraph 4.2.4 of the Invitation:

(*citation or full report*)

B. It relies on the capacity of the Affiliate under the name (*full corporate name, registered seat address and VAT number, if applicable*) for the following Technical Capacity Criteria set out in paragraph 4.2.4. of the Invitation:

(*citation or full report*)

(The documents I to III, as well as the annual financial statements (and/or reports) for the respective financial years (FYI) are submitted as proof, provided that the fulfilment of the Technical Capacity Criteria is demonstrated by those. Otherwise, a certificate from a competent Authority or an official document issued by a third party or a certificate drawn up by a Certified Public Accountant or equivalent data proving in a manner sufficient for the Growthfund the fulfilment of the Technical Competence Criteria must be submitted).

(If the law in the country of establishment of the Interested Party or the Consortium Lead Member does not require the preparation of audited annual reports, the Interested Party or the Lead Member must submit an affidavit, or in countries where such an affidavit is not provided, a solemn declaration certifying that no audit is required in accordance with applicable law, accompanied by the unaudited annual reports).

(If the Interested Party or the Lead Consortium Member prepares financial statements in a currency other than the Euro, the Interested Party (or the Lead Consortium Member) must convert the required amounts into Euros and invoke the exchange rate used for the conversion into Euro, which must correspond to the exchange rate on the last day of the relevant financial year as published by the European Central Bank. In the event that the exchange rate is not published by the European Central Bank, the exchange rate of the Central Bank of the country where the financial statements of the Interested Party or the Consortium Member are issued will be used. In case of discrepancies between the above table and the financial statements or the relevant certificates/statements, the latter shall prevail).

Authorized to sign this declaration *(insert full name)*

Name:

Property:

OR

(in case of a Consortium)

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Authorized to sign this declarations (*insert the name of the legal representative of the Lead
Consortium Member or the Common Representative of the Consortium Members*)

Name:

Title:

OR (in case of a natural person)

(signature)

Full Name:

**TEMPLATE DECLARATION 9 – TEMPLATE DECLARATION OF AN ASSOCIATED UNDERTAKING
REGARDING TECHNICAL CAPACITY CRITERIA**

From:

(Please enter the full corporate name, registered seat address and tax identification number (if applicable) of the Affiliate)

(the "**Affiliate**")

To:

Hellenic Corporation of Assets and Participations S.A.

4 Karageorgi Servias Street

105 62 Athens

Greece

(the "**Growthfund**")

[place], [date]

Ladies and Gentlemen,

Subject: Concession of the Right to the Greek State Lotteries - Statement of an Affiliate on the Technical Capacity Criteria.

I/we, the undersigned *(in case the legal representatives of the Corporate Entity are more than one, the details of all signatory representatives must be filled in)* [...] *(full name)*, daughter/son of [...] *(full father's name)* and [...] *(full mother's name)*, holder of [...] *(country)* passport/identity card with details [...], issued by [...] *(authority that issued the passport/identity card)* on [...] *(date of issue of the passport/identity card)*, citizen [...] *(country)*, born in [...] *(place of birth, city and country)* in [...] *(date of birth)*, resident [...] *(country - city - street - postal code)*, acting in my capacity as legal representative / legally authorized representative of the Affiliate under the corporate name [...] *(full corporate name)*, established in accordance with the laws of [...] *(country)*, with registration number [...] *(if any)* with its registered seat in [...] *(country – city – street – postal code)*, with [...] *(country)* tax identification number [...] *(if any)*, and in relation to the submission of an Expression of Interest in the Tender Process called by the Invitation for the Submission of an Expression of Interest, dated 18/06/2026, issued by the Growthfund (the "**Invitation**") for the assignment of the Concession Agreement of the Right to the Greek State

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Lotteries by [...] (*name of the Interested Party*) or by the Consortium consisting of the Consortium Members [...] and in particular with regard to the Lead Member of the Consortium [...], that:

Capitalized terms not specified herein are used as set forth in the Invitation.

(i) the [...] (*full corporate name of the Affiliate*), which I/we represent, is an Affiliate of [...] (*name of the Interested Party or the Lead Member of the Consortium, as the case may be*) and meets the following Technical Capacity Criteria described in paragraph 4.2.4 of the Invitation (*the Criteria that the Affiliate does not meet and/or does not put to the disposal of the Interested Party or the Consortium Member are deleted accordingly*):

I. Holds a licence or equivalent right issued by [...] (*the competent Public Authority of an EU or EEA country or an OECD member state*) for the organization, operation and handling of land-based gaming.

II. It has a valid WLA Level 4 Responsible Gaming certification.

III. Holds certifications according to ISO 27001 and ISO 9001 or [...] (*equivalent certificate within the meaning of paragraph 4.2.4. of the Invitation*) issued by [...], which is an accredited body and has its registered seat in [...],

IV. During the last three (3) financial years prior to the Submission Deadline, it had cumulative revenues of at least 1.5 billion Euros (Gross Profit) in terms of Gross Profit (as defined in article 25 par. (l) of Law 4002/2011, as in force, following an amendment pursuant to Article 377 par. 8 of Law 4512/2018) from gaming of land-based activity, at the level of a group of companies, as recorded in the table below:

	Year 1	Year 2	Year 3	Sum of Years 1-3
Financial Year:				
.....				

V. During the last financial year, it operated a distribution network of [...] (*number*) of points of sale of land-based gaming, in [...] (*country*).

VI. It undertakes to develop and maintain throughout the Concession Period, on behalf of the Interested Party (or the Lead Member of the Consortium), at least two thousand five hundred

(2,500) points of sale of Greek State Lotteries within the Greek territory, as specifically shall be provided for in the Concession Agreement.

(Supporting documents, I to III, as well as the annual financial statements (and/or reports) for the respective financial years [provided that the fulfilment of the Technical Competence Criteria is proven by them, shall be submitted as proof. Otherwise, a certificate from a competent Authority or an official document issued by a third party or a certificate drawn up by a Certified Public Accountant or equivalent evidence must be submitted. in a way that is sufficient for the Growthfund to meet the Technical Capacity Criteria.

The following must be submitted as proof: *(please describe the relevant proof according to the provisions of Term 3 of Annex A).*

(If the law in the country of establishment of the Affiliate does not require the preparation of audited annual reports, the Interested Party or the Lead Consortium Member must submit a Statement stating that no audit is required under applicable law, accompanied by the unaudited annual reports).

(ii) [...] *(full corporate name)*, which I/we represent, undertakes to unconditionally make all necessary technical resources available to [...] *(name of the Interested Party or the Consortium Lead Member)* for as long as may be required by the Tender Process and/or other documents to be signed in the context of the Transaction and throughout the Concession Period.

(iii) [...] *(full corporate name)*, which I/we represent jointly and severally with the Interested Party or the Lead Member of a Consortium, which is based on its capabilities, vis-à-vis the Growthfund in the event that the conditions set out in paragraph 4.2.4 of the Invitation are not met.

Authorized to sign this statement in his name *(insert the name of the Affiliate)*

Name:

Property:

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