INVITATION FOR SUBMISSION OF PROPOSALS TO ACT AS INDEPENDENT VALUER TO THE HELLENIC REPUBLIC ASSET DEVELOPMENT FUND IN RELATION TO THE PRIVATISATION OF THE REGIONAL AIRPORTS

April 4th, 2014

A. INTRODUCTION

The Interministerial Committee for Asset Restructuring and Privatisations, by virtue of Decision No. 195/27-10-2011 (Government Gazette 2501/B/4.11.2011) transferred to the Hellenic Republic Asset Development Fund ("**HRADF**"), the right provided under paragraph 8(c) of article 22 of Law 3913/2011 to grant concession of the rights of use, administration, development, expansion, maintenance and exploitation of 37 regional airports in Greece, including the rights of administration, management and exploitation of the movable and fixed assets that are relevant to the operation of the airports, as well as of the land for commercial or other use that lies within the boundaries of or close to the airports ("**Rights**"), under the terms specified in the above mentioned legislative provision.

HRADF has decided to enter into an agreement for the granting of two service concessions ("**Concessions**") for the Rights consisting of two clusters as set out below:

- The first cluster consists of the airports of Thessaloniki, Chania, Kerkira, Zakinthos, Kefalonia, Aktion and Kavala ("**Cluster A**")
- The second cluster consists of the Airports of Rhodes, Kos, Skiathos, Mykonos, Santorini, Samos and Mytilini ("**Cluster B**").

The Board of Directors of HRADF, by means of its decision taken on March 27th, 2013, has approved the terms and conditions of the international competitive tender process. The Invitations for Expressions of Interest for Cluster A and Cluster B were launched on April 1st, 2013 and the final deadline for submission of expressions of interest was May 31st, 2013. Eleven interested parties expressed their interest, and seven parties were admitted to second phase of the process.

The Board of Director of HRADF, by means of its decision taken on December 12th, 2013, approved the terms and conditions of the second phase of the process, including the Requests for Proposals and Draft Concession Agreements for Cluster A and Cluster B. The second phase of the tender process, leading up to the submission of binding financial offers for Cluster A and Cluster B, commenced on February 2nd, 2014.

B. SCOPE OF WORK

According to Article 6.3 of Law 3986/2011, as currently in force, an independent valuation of an asset of HRADF prior to its privatisation must be carried out. In this context, HRADF considers the appointment of a specialized firm ("**Valuer**") to perform an independent valuation of the Rights for Cluster A and the Rights for Cluster B, taking into account that it will be granted for 40 years with the possibility of the Hellenic Republic to extend the concession agreement for a further 10 years.

HRADF will make available to the Valuer any studies or material relevant to the Right for Cluster A and the Right for Cluster B that are at its disposal.

The Valuer shall provide a report (the "**Valuation Report**") directly to HRADF.

The Valuation Report and the supporting documentation should be prepared in English, with a translation in Greek, and should include, but not be limited to the following:

- Executive summary
- Description of the Cluster A and Cluster B airports from a financial and business perspective
- Analysis of the Cluster A and Cluster B operation and development of the Cluster A and Cluster B airports
- Analysis of the valuation methodology applied, including relevant inputs and calculations
- An estimated market value of the concession of Cluster A and Cluster B airports under different scenaria.

Duration of the Engagement: Maximum six (6) weeks from the signing of the engagement agreement or upon delivery of the Valuation Report whoever happens earlier. If needed and according to HRADF's regulation, an extension of the duration may be agreed.

Maximum Budget: The maximum available budget for the assignment is **€100,000** (plus VAT). The available budget includes any and all required expenses to complete the assignment.

C. NECESSARY QUALIFICATIONS

HRADF invites specialized firms to submit their proposals in writing, which should include the following:

1. Proof of experience in valuation assignments
2. Proof of experience in the infrastructure sector in general and infrastructure concessions in particular
3. Presentation of the proposed approach to the assignment, critical issues and methodologies, including a timeline.
4. Proposed team composition including relevant experience of the senior members of the team during the past five (5) years. Emphasis will be placed on the qualifications and experience of the project manager and team members assigned to the project.
5. Proposed fees

Interested parties and the members of the proposed teams must declare in writing that they do not have a conflict of interest. Such declaration as to conflict of interest will be in effect throughout the term of the Adviser's engagement.

D. SELECTION PROCESS

1. The assignment will be awarded in accordance with the provisions of the Procurement Regulation of HRADF approved by decision of the Minister of Finance No 2/16128/0025 (Government Gazette Bulletin Issue B' 476/26.02.2014) as well as of Law 3986/2011, as currently in force.
2. HRADF will evaluate proposals according to the criteria set out in section C above as well as the fee proposal, according to the procedure mentioned in mentioned in Section B, Paragraph 2.3 of HRADF's Procurement Regulation, and may require clarifications, additions or adjustments of the submitted offers as deemed necessary.
3. Candidates that do not comply with any of the criteria set forth herein will not be allowed to participate in the process.
4. The HRADF reserves, at the fullest extent possible and at its exclusive discretion, the right to cancel, suspend, amend or postpone at a later time this procedure, without any

prior notice, as well as to terminate any negotiations or discussions at any stage of the process, without incurring any liability whatsoever as against any participant and/or any third party.

Interested parties should submit their offer, together with CVs of the proposed team for the assignment and any other documentation that prove the firm's and the team's experience and expertise via e-mail to HRADF at the e-mail address info@hraf.gr marked **"INDEPENDENT VALUER FOR THE REGIONAL AIRPORTS"**.

Additionally, a hard copy of such offer may also, at the discretion of the interested parties, be submitted, in a sealed envelope, at the offices of the HRADF (1, Kolokotroni & Stadiou Street, 7th Floor, Postal Code: 105 62, Athens, Greece).

Offers must be submitted not later than **April 22nd, 2014, 17:00, Athens time**, irrespective of the way of submission.