HELLENIC REPUBLIC ASSET DEVELOPMENT FUND

INVESTING IN DEVELOPMENT

HELLENIC REPUBLIC ASSET DEVELOPMENT FUND S.A.

Athens, 20 January 2022

INVITATION TO SUBMIT AN EXPRESSION OF INTEREST

FOR THE AWARD OF A SERVICES CONCESSION AGREEMENT IN RELATION TO FINANCING, OPERATION, MAINTENANCE AND EXPLOITATION OF ATTICA MOTORWAY

Notice number in the OJ S: 2022/S 013-030880

Notice number in KIMDIS: 22PROC009941376

Tel.: + 30 210 32 74 400
Fax: + 30 210 32 74 448
Email: info@hraf.gr
Information: Mrs. Chrisoula Rallia

1. INTRODUCTION - SCOPE OF TENDER PROCEDURE

1.1 The Hellenic Republic Asset Development Fund S.A. ("**HRADF**" or "**Fund**") is a société anonyme established pursuant to Law 3986/2011 (Government Gazette 152/A), the entire share capital of which is owned by the company established under the corporate name “Hellenic Corporation of Assets and Participations”, pursuant to Law 4389/2016 (Government Gazette 94/A).

1.2 In accordance with the Founding law 3986/2011 (Article 1(1) thereof), the exclusive purpose of the Fund is to develop assets of the Hellenic Republic.

1.3 Law 3985/2011 (Government Gazette 151/A) approved the “Medium-Term Fiscal Strategy Framework 2012-2015” which includes the Privatisation Programme (Chapter II, Part II, Privatisations) while Law 4046/2012 (Government Gazette 28/A) approved subsequently the content of the Memorandum of Economic and Financial Policy, including the Privatisation Programme attached thereto as Annex IV.

1.4 Within this framework, the Hellenic Republic, by virtue of the decision no. 195/27.10.2011 of the Inter-ministerial Committee for Asset Restructuring and Privatisations of the Hellenic Republic (Government Gazette 2501/B), HRADF acquired the right to grant to third parties the concession right over the Attica Motorway for a time period up to 25 years after the expiration of the concession agreement dated 23.05.1996 between the Hellenic Republic and the current concessionaire ATTIKI ODOS S.A., which was ratified by Law 2445/1996 (Government Gazette 274/A).

1.5 Subsequently, Article 3 of Law 4336/2015 (Government Gazette 94/A) ratified the content of the Budgetary Objectives and Structural Reform Agreement and the annexes attached thereto (Paragraph C – Memorandum of Understanding for a 3-year European Stability Mechanism programme), paragraph 4.4 of which includes arrangements on the implementation of the privatisation programme. The Fund's Asset Development Plan, as approved by its Board of Directors, with its decision dated 5.11.2021 and endorsed by means of the decision no. 4/11.11.2021 of the Government Economic Policy Council (Government Gazette 5240/B) includes, inter alia, the development of the asset of the Attica Motorway, as described above.

1.6 Attica Motorway is a modern motorway extending along approximately 70 km, which was constructed on a concession basis during the ’90s. It constitutes the ring road of the greater metropolitan area of Athens and section of the backbone of the road network of the whole Attica prefecture. It is a suburban and urban motorway, with two separate directional carriageways, each consisting of 2 or 3 lanes and an emergency lane (hard shoulder). The suburban railway of Athens, which does not form part of the Attica Motorway concession, runs in certain sections in the central reservation of the Motorway. The Motorway is part of the PATHE road axis (Patra - Athens - Thessaloniki - Evzoni) and connects the Athens – Lamia National Road with the Athens – Korinthos National Road, by-passing the centre of Athens. The motorway has controlled access points and consists of two sections, which are perpendicular to one another: (a) the Elefsina – Stavros – Spata A/P motorway (ESSM), extending along approximately 52 km, and (b) the Imittos Western Peripheral Motorway

(IWPM), extending along approximately 13 km. Part of the Aegaleo Western Peripheral Motorway extending along approximately 5 km also forms part of the Attica Motorway.

1.7 Following a public tender, the concession of Attica Motorway was awarded in 1996 to the consortium "Attiki Odos", while the concession agreement was signed on 23.05.1996 between the Hellenic Republic and the concessionaire. The said agreement was ratified by the Greek Parliament by virtue of Law No. 2445/1996 (Government Gazette 274/A).

1.8 As part of the Fund's Asset Development Plan, the Fund's Board of Directors by means of its Decision dated as of 13.01.2022, has decided to launch an international tender process in two phases for the award of a concession agreement in relation to the financing, operation, maintenance and commercial exploitation, including the execution of any works that might be required for the proper operation of the Attica Motorway. The same Decision of the BoD of the Fund further approved the terms and conditions of this Invitation.

1.9 It is noted that the duration of the Concession Agreement will be twenty-five (25) years, as per the provisions of the decision no. 195/27.10.2011 of the Inter-ministerial Committee for Asset Restructuring and Privatisations of the Hellenic Republic

2. DEFINITIONS

The terms below have the meanings set out in this document unless otherwise specified by its context:

Affiliate means, in relation to an Interested Party or a member of a Consortium, any legal person who directly or indirectly is in control of, or controlled by, or is under common control with the Interested Party or the member of the Consortium which is an Interested Party, due to the power, to directly or indirectly, (a) vote or direct the voting of more than 50% of the voting rights in such person or (b) direct or cause the direction of the management and policies of such person, whether by contract or otherwise.

Attica Motorway is the motorway extending along approximately 70 km which is described in detail in Annex B hereof.

Binding Offer means the binding offer dossier to be submitted by Prequalified Investors, in accordance with the Request for the Submission of Binding Offers, which shall include in a separate sealed sub-envelope the Supporting Documents in relation to the Technical Eligibility Criterion set out in this Invitation.

Concession Agreement means the services concession agreement in relation to the financing, operation, maintenance and exploitation, including the execution of any works that might be required for the proper operation of Attica Motorway, which will be entered into by the SPV established by the Preferred Investor.

Consortium means any joint venture or consortium, including the case of a temporary association, of natural persons and/or legal entities who wish to take part in the Tender Process by submitting a joint

Expression of Interest and a joint Binding Offer.

Conventional Toll Collection System means the system for the collection of tolls using methods which presuppose the intervention of human action (payment of tolls by users to employees in toll booths, or using machines which accept coins and banknotes and/or machines that accept credit cards).

Draft Concession Agreement means the draft of the Concession Agreement which will be made available to the Prequalified Investors in Phase B of the Tender Process, and on the final version of which -to be determined by the Fund- Prequalified Investors will submit Binding Offers to be selected as the Preferred Investor.

Electronic Toll Collection System means the automated collection of tolls through electronic means (usually with the use of transponder).

Expression of Interest means the sealed envelope which is to be submitted to the Fund in accordance with the terms and conditions hereof and must include the Expression of Interest Letter and the Supporting Documents.

Expression of Interest Letter means the letter to be included in the Expression of Interest and is described in paragraph 10.4 of this Invitation.

Financial Eligibility Criteria means the criteria referred to in Article 8 of the Invitation.

Interested Party means any natural person or legal entity or Consortium who wishes to take part in the Tender Process.

Invitation means the present document, by virtue of which the Fund invites for the submission of Expressions of Interest for the award of the Concession Agreement. This Invitation is available by electronic means at: www.hradf.com

Leader means the member of a Consortium participating in the Tender Process that holds at least a 34% stake in the Consortium and has been appointed and duly authorised as leader by the Consortium members.

Personal Situation Criteria means the criteria referred to in Article 7 of the Invitation.

Phase A means the prequalification stage of the Tender Process, which is to be conducted in accordance with this Invitation and completed upon selection of the Prequalified Investors.

Phase B means the second stage of the Tender Process, during which Prequalified Investors will be invited to submit binding offers to the Fund for the award of the Concession Agreement, in line with the specific provisions of the Request for the Submission of Binding Offers, and which will be completed upon selection of the Preferred Investor.

Preferred Investor means the investor selected by the Fund for the award of the Concession Agreement, subject to any conditions which the Fund may specify in the Request for the Submission of

Binding Offers or/and the final Draft Concession Agreement which will be made available to the Prequalified Investors with a view to the submission of their Binding Offers.

Prequalified Investor means the Interested Party who is considered to meet the conditions for participating in Phase B of the Tender Process.

Relevant Date means the date which will be specified in the Request for Submission of Binding Offers; when that day is a banking holiday, it means the working day immediately prior to it.

Request for Submission of Binding Offers means the Fund's request inviting the Prequalified Investors for the submission of binding offers, which will include an overview of Phase B, in line with Article 4 of the Invitation, and further instructions on the content of and the procedure for submitting the Binding Offers.

Similar Motorway Infrastructure means a motorway infrastructure which collects tolls (using Conventional and Electronic Toll Collection Systems and not using "shadow" tolls), with a minimum continuous length of fifty (50) km.

Special Purpose Vehicle or SPV means the société anonyme with its seat in Greece, which will be established by the Preferred Investor under Greek Law before the execution of the Concession Agreement, in accordance with paragraph 4.8 hereof.

Submission Date means the date specified in paragraph 11.1 of the Invitation which may be amended by decision of the Fund at its unfettered discretion.

Supporting Documents means the documents that must be included in the Expression of Interest and accompany the Expression of Interest Letter, as described in this Invitation.

Technical Eligibility Criterion means the criterion referred to in Article 9 of the Invitation.

Tender Process is the tender process launched by the Fund and outlined in this Invitation and which will be further described in all other respects in the Request for the Submission of Binding Offers, aiming at the selection of a Preferred Investor and the award of the Concession Agreement to the latter.

Transaction means the award by the Fund of the Concession Agreement to the Preferred Investor.

3. TRANSACTION OBJECTIVES

3.1 The key objectives the Fund is pursuing through this Transaction are:

(a) to secure top level, combined services of operation, maintenance and exploitation, including the execution of any works that might be required for the proper operation of Attica Motorway for the benefit of its end users and

(b) to maximise the financial consideration payable to the Fund, in the context of the Transaction.

4. OVERVIEW OF THE TENDER PROCESS

4.1 The Tender Process will be conducted in two (2) phases:

4.2 In Phase A, Interested Parties will express their interest by submitting the Expression of Interest, which will include the Expression of Interest Letter, accompanied by the Supporting Documents. The objective of Phase A is to prequalify those Interested Parties who meet the Personal Situation Criteria and Financial Eligibility Criteria to participate in the Tender Process and be awarded the Concession Agreement.

4.3 After the Expressions of Interest are reviewed and assessed, the Fund will decide whether an Interested Party who has submitted an Expression of Interest meets the conditions to become eligible to participate in Phase B of the Tender Process or not, in accordance with the criteria and terms set out in Articles 5 through 11 of this Invitation. Thereinafter, those Interested Parties selected shall constitute the Prequalified Investors.

4.4 Following such decision, the Fund will notify the Prequalified Investors in writing that they have been qualified to participate in Phase B. Interested Parties who do not qualify will be notified in writing of their disqualification.

4.5 Phase B of the Tender Process will be regulated by the terms and conditions set out in the Request for the Submission of Binding Offers. To participate in Phase B, the Prequalified Investors must sign a confidentiality agreement, in the specimen form and content that shall be provided to Prequalified Investors by the Fund, and return a signed copy thereof to the Fund. Each Prequalified Investor who duly signs the confidentiality agreement will receive the Request for the Submission of Binding Offers which:

(i) will include an overview of Phase B.

(ii) will provide instructions about the content of the Binding Offers and the process for their submission and

(iii) shall set out the procedure for examining and evaluating Binding Offers and the selection criteria of the Preferred Investor.

In Phase B of the Tender Process, Prequalified Investors will be provided with the Draft Concession Agreement and other documents relevant to the Transaction.

4.6 Moreover, after the confidentiality agreement is signed, Prequalified Investors will also be entitled:

(i) to receive access to the virtual data room (VDR) in relation to the Transaction, subject to the acceptance of the virtual data room (VDR) rules,

(ii) to be offered the opportunity to conduct site visits to the Attica Motorway, following appropriate coordination and scheduling,

(iii) to submit comments on the Draft Concession Agreement, and

(iv) to submit a Binding Offer.

Details on the aforementioned process, as well as the requirements on the content and form of the Binding Offers will be set out analytically in the Request for the Submission of Binding Offers.

4.7 It is clarified that the Fund will examine whether the Technical Eligibility Criterion (as defined in this Invitation) is met at the time of the examination and evaluation of Binding Offers from the Prequalified Investors. More specifically, in Phase B of the Tender Process, Prequalified Investors must demonstrate with their Binding Offer that they meet the Technical Eligibility Criterion, as defined in this Invitation, using the documentation which is also specified in this Invitation. A Prequalified Investor who fails to submit with its Binding Offer the documentation specified in paragraph 10.7 of this Invitation in relation to the Technical Eligibility Criterion, or a Prequalified Investor who is found not to meet such criterion, will be excluded from the Tender Process and its Binding Offer will not be further examined. Satisfaction of the Technical Eligibility Criterion is a requirement for the examination of a Prequalified Investor's Binding Offer in all other aspects.

4.8 The Concession Agreement will be concluded between the Fund and the Preferred Investor, via a Special Purpose Vehicle (SPV) which the Preferred Investor shall establish under the laws of Greece and will take the form of a société anonyme with its seat in Greece. It is noted that the Hellenic Republic may also be a contracting party to the Concession Agreement. Where the Preferred Investor is a Consortium, the Consortium members shall participate in the share capital of the SPV with the same stake as stated to the Fund during the Tender Process, no later than the Relevant Date. The SPV's exclusive object shall be the financing, operation, maintenance and exploitation, including the execution of any works that might be required for the proper operation of Attica Motorway in accordance with the provisions of the Concession Agreement and the relevant provisions of Greek Law. The shareholder or shareholders of the SPV may, at the discretion of the Fund, enter into the Concession Agreement as guarantors for the fulfilment of obligations of the SPV, as specified in the Concession Agreement.

5. RIGHT TO PARTICIPATE

5.1 Any natural person or legal entity as well as any Consortium meeting the terms and conditions set out in the Invitation are eligible to participate in the Tender Process and submit an Expression of Interest.

5.2 Interested Parties who participate in the Tender Process in the form of a Consortium are not obliged to assume a specific legal form for the purpose of submitting an Expression of Interest. The members of a Consortium shall be jointly and severally liable towards the Fund for the Consortium's compliance with the terms of the Tender Process throughout the entire duration of the Tender Process and moreover, as specified in the Request for Submission of Binding Offers and the documents attached to it.

5.3 Each Interested Party may only participate in the Tender Process through one submission of an Expression of Interest. A member of a Consortium may neither participate in the course of the Tender Process in more than one Consortia at the same time, nor submit a separate

Expression of Interest as a stand-alone Interested Party in the Tender Process. Similarly, any third party may place the financial and technical resources necessary to meet the Financial Eligibility or Technical Eligibility Criteria at the disposal of only one Interested Party. In such a case, the third party and the Affiliate of such third party may not participate in the course of the Tender Process either as an Interested Party or as a Consortium member. Interested Parties in breach of this term shall be disqualified from the Tender Process. Where an Affiliate of an Interested Party (or in the case of a Consortium, an Affiliate of a member of the Consortium) submits a separate Expression of Interest (i.e. in case such Affiliate participates in the Tender Process as a stand-alone Interested Party) or participates in the Tender Process as a member of another Consortium, the Interested Parties concerned shall each bear the burden to prove, in a manner satisfactory to the Fund, that their Expressions of Interest submitted, and subsequently, during Phase B of the Tender Process, the Binding Offers submitted, have not been influenced by one another; otherwise the Fund may disqualify one or more of the said Interested Parties.

5.4 Where an Expression of Interest is submitted by a Consortium, the Consortium must designate one of its members with a stake of at least 34% of the total interest in the Consortium as its Leader. Without prejudice to the provisions of paragraphs 5.5 to 5.7, the Leader must retain this stake in the Consortium throughout the duration of the Tender Process. The Leader must be duly authorised by other Consortium members to represent the Consortium *vis-a-vis* the Fund throughout the duration of the Tender Process. It is noted that the Leader must retain at least a 34% stake in the total share capital and have control of the management of the SPV for a minimum time period, as such shall be specified in the provisions of the Concession Agreement.

5.5 Without prejudice to clause 5.4, in case of a Consortium, each member shall participate in the equity ownership of the consortium by at least 10%.

5.6 Changes in the composition of Consortia means:

(i) reallocation of the stakes in the Consortium between existing Consortium members; or

(ii) exit of one or more Consortium members from the Consortium; or

(iii) entry of one or more new members in the Consortium; or

(iv) the designation of another Consortium member as Leader; or

(v) a combination of (i) to (iv) above.

5.7 Following selection and announcement of the Prequalified Investors, changes in the composition of a Consortium as defined in paragraph 5.6 are only permitted subject to the approval of the Fund, where all the following conditions are met:

(i) Any proposed change in the composition of a Consortium must be notified to the Fund in writing no later than the Relevant Date.

(ii) The Consortium as a whole, taking into account any revised stakes, continues to meet the criteria set out in the Invitation and examined by the Fund during Phase A of the Tender Process.

(iii) The new member/-s meets/meet the equity ownership requirement of paragraph 5.5 above, the Personal Situation Criteria set out in Article 7 of the Invitation and enters/enter into the confidentiality agreement already signed by the Consortium.

(iv) In addition, in the event another member of the Consortium is designated as Leader, the new Leader must meet the requirements as per paragraph 5.4 above, and in all events said member must have been a Consortium member at the time of the submission of the Consortium's Expression of Interest.

5.8 Following selection and announcement of the Prequalified Investors in any Consortium created subsequently by an individual Prequalified Investor, such already Prequalified Investor must be designated as the Consortium's Leader. In such case, the Consortium's participation in the Tender Process is subject to approval by the Fund and is permitted under the conditions set out in paragraph 5.7 (i), (ii) and (iii), that apply cumulatively. It is clarified though that mergers between Prequalified Investors in any way are explicitly prohibited.

5.9 All notifications to the Fund in accordance with paragraphs 5.7 or 5.8 above must be accompanied by the necessary Supporting Documents.

5.10 Changes to the composition of Consortium are not allowed after the lapse of the Relevant Date, with the exception of changes that are due to corporate transformations which have not been effected in relation to the Transaction, or changes due to objective grounds (liquidation, bankruptcy, etc.). Any such change is subject to approval by the Fund, provided that the Consortium continues to meet the Qualitative Selection Criteria referred to in Articles 6 through 9 of this Invitation.

5.11 Offshore companies or consortia or entities who are domiciled or have their registered or actual seat or have an establishment in Non-Cooperative States, as these are specified in Article 65 of the Hellenic Income Tax Code (Law 4172/2013, Government Gazette 167/A, as in force) and are listed in a relevant decision of the Minister of Finance issued under the said provisions, cannot take part in the Tender Process either individually or as members of a Consortium. Said requirement applies also to any third party, which will place at the disposal of such Interested Party and/or Consortium member the financial or technical resources necessary to meet the Financial Eligibility or Technical Eligibility Criteria pursuant to paragraph 8.7 and 9.4 below and to any person having a controlling interest, whether by contract or de facto, in the Interested Party and/or Consortium member and/or such third party.

5.12 Any breach of paragraphs 5.4 to 5.11 above shall result in the disqualification from the Tender Process of the Consortium or the Interested Party concerned.

6. QUALITATIVE SELECTION CRITERIA

6.1 The Qualitative Selection Criteria comprise of the Personal Situation Criteria, the Financial Eligibility Criteria and the Technical Eligibility Criterion.

6.2 The Personal Situation Criteria and the Financial Eligibility Criteria shall be examined during Phase A of the Tender Process, and their satisfaction constitutes a requirement in order for an

Interested Party to take part in Phase B of the Tender Process. The Technical Eligibility Criterion shall be examined at Phase B of the Tender Process and its satisfaction is a requirement for the Binding Offers being further examined.

7. PERSONAL SITUATION CRITERIA

7.1 Interested Parties must meet cumulatively the Personal Situation Criteria set out in paragraphs 7.4 and 7.5.

7.2 In the case of Consortia, the Personal Situation Criteria are examined with regards to each individual member of a Consortium.

7.3 Interested Parties who do not meet any of the requirements of this Article or who are found to have made false or inaccurate representations shall be disqualified.

7.4 Interested Parties who have been subject of conviction by final judgement under the relevant applicable legal provisions on the criminal offences mentioned below are not permitted to take part in the Tender Process:

(i) 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).

(ii) Corruption, as defined in Article 3 of the Convention on the fight against corruption involving officials of the European Communities or officials of Member States of the European Union (OJ L 195) and Article 2(1) of Council Framework Decision 2003/568/JHA of 22 July 2003 on combating corruption in the private sector (OJ L 192), as well as corruption as defined in Greek law and/or the law of the country in which the Interested Party is established.

(iii) Fraud within the meaning of Article 3 paragraph 2 of Directive 2017/1371/EU 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) which was transposed into Greek law by Law 4689/2020 (Government Gazette 103/A), as amended and in force.

(iv) Terrorist offences or offences linked to terrorist activities, as defined in Articles 1 and 3 of Council Framework Decision No. 2002/475/JHA of 13 June 2002 on combating terrorism (OJ L 164) respectively or inciting or aiding or abetting or attempting to commit an offence, as referred to in Article 4 thereof.

(v) Money laundering or terrorist financing, as defined in Article 1 paragraph 3 and 5 accordingly of Directive 2015/849/EU 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) which was transposed into Greek law by Law 4557/2018 (Government Gazette 139/A), as amended and in force.

(vi) Child labour and other forms of trafficking in human beings as defined in Article 2 of Directive 2011/36/EU of the European Parliament and of the Council 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) which was transposed into Greek law by Law 4198/2013 (Government Gazette 215/A), as amended and in force.

The aforementioned obligation to exclude an Interested Party is also applicable in case the person convicted by final judgment is a member of the administrative, management or supervisory body of that Interested Party or has powers of representation, decision or control therein.

7.5 Interested Parties shall also be disqualified in case one or more of the following circumstances occur:

(i) they are in breach of their obligations relating to the payment of taxes, under the legal provisions of the country of their establishment or under Greek law, and where this has been established by a judicial or administrative decision having final and binding effect; or

(ii) they are in breach of their obligations relating to the payment of social security contributions (main and supplementary), under Greek law or the legal provisions of their establishment, where this has been established by a judicial or administrative decision having final and binding effect; or

(iii) the Fund can demonstrate by any appropriate means that they are in breach of their obligations related to the payment of taxes or social security contributions; or

(iv) they have been excluded from participating in procurement processes for the award of public contracts or concession contracts based on a judicial or administrative decision having final and binding effect; or

(v) they are bankrupt or are the subject of insolvency or winding-up proceedings, where their assets are being administered by a liquidator or by the court, where they are in an arrangement with creditors, where their business activities are suspended, or are in any analogous situation arising from a similar procedure under the laws and regulations of Greece and/or of their country of establishment; or

(vi) they have 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 Qualitative Selection Criteria, have withheld such information or are unable to submit the required documents supporting such information.

Cases (i) to (iii) above shall no longer apply when the Interested Party has performed its obligations, either by paying the taxes or social security contributions, including, as the case may be, any accrued interest/surcharges or fines, or by entering into a binding arrangement with a view to such payment.

7.6 The Fund may disqualify an Interested Party from the Tender Process on grounds of protection of public interest, national security and defence.

7.7 The Fund may exclude an Interested Party, if that Interested Party and, in the case of a Consortium, the Consortium member resides or is seated in a country (a) with which the Hellenic Republic has no diplomatic or commercial relations under a relevant decision of the Hellenic Republic, and/or (b) referred to in the two public documents issued by the Financial Action Task Force (FATF) three times per year, i.e. (i) the "Jurisdictions under Increased Monitoring" and (ii) the "High Risk Jurisdictions subject to a Call for Action".

7.8 The Fund may also exclude an Interested Party, if such Interested Party and, in the case of a Consortium, the Consortium member is subject to United Nations (UN) sanctions and/or European Union (“**EU**") restrictive measures implemented pursuant to any EU Regulation under Article 215 of the Treaty on the Functioning of the European Union (OJ L 326) or Decision adopted under the EU Common Foreign and Security Policy.

7.9 The aforementioned terms and conditions also apply to any third party on which the Interested Party may rely in order to meet the Financial Eligibility Criteria and/or the Technical Eligibility Criterion, as well as to any person having, directly or indirectly, the control, either by contract or de facto, of the Interested Party and/or any Consortium member and/or the third party. To this end, the Fund is entitled to require, at its sole discretion, at any stage of the Tender Process, any information proving the details of the shareholding/corporate structure of the Interested Party and/or third party up to the final beneficial owner of its capital (and in the case where the Interested Parties are Consortia, the above details of those Consortium members).

7.10 Where the Interested Party (or Consortium member) relies on the financial standing or the technical capacity of a third party to meet the Financial Eligibility or Technical Eligibility Criterion respectively, in accordance with paragraphs 8.7 and 9.4 below, the Personal Situation Criteria as defined above must also be met by the said third party.

8. FINANCIAL ELIGIBILITY CRITERIA

8.1 Each Interested Party must demonstrate in Phase A of the Tender Process adequate financial capacity to successfully conclude and operate the Concession Agreement.

8.2 In this context, Interested Parties should demonstrate via their Expression of Interest the following:

(i) Where the Interested Party is a natural person, that has in his/her direct personal ownership and possession available, liquid and unencumbered financial assets (“**Personal Net Worth”**) with a total market value of at least 400 million Euro. To calculate the Personal Net Worth the following points shall only be taken into consideration:

(a) cash deposits in banks or other financial institutions operating lawfully in a member state of the EU or EEA or OECD and/or

(b) liquid and transferable securities.

(ii) In case the Interested Party is a legal entity other than in case (iii), that has on a consolidated basis (if applicable) equity attributable to the shareholders of the parent company corresponding on average at the end of the last three (3) audited financial years prior to the Submission Date, at least to 400 million Euro.

(iii) In case the Interested Party is a fund or a private equity firm, that its total assets under management or the active, committed and uninvested funds exceed the amount of 2,000 million Euro according to its most recent audited financial statements (or consolidated financial statements as the case may be) or its auditor reports or a relevant certification by an auditor issued within three (3) months prior to the date of submission of the Expression of Interest.

8.3 In case of a Consortium, the Financial Eligibility Criteria ("**Financial Requirement for Consortia**") must be met by such Consortium as a whole weighted by the participation of each of its members. If the Consortium consists of different types of Interested Parties, as per the classification of paragraph 8.2 (i) – (iii) herein, the Financial Requirement for Consortia that shall be met will be determined on the basis of a weighted average taking into account: a) the classification of each member of the Consortium, as per paragraph 8.2 (i) – (iii) herein, b) the thresholds per each respective classification and c) the participation of each member of the Consortium.

Financial Requirement for Consortia:

Sum of: Thresholds corresponding to the members of Consortium x Participation (%) of such Members in the Consortium.

Where:

Consortium member Corresponding Threshold: The threshold corresponding to the classification of each Consortium member, as per paragraph 8.2 (i) – (iii) herein:

a) For Natural Persons [8.2 (i)]: € 400 m of Personal Net Worth

b) For Corporate entities [8.2 (ii)]: Consolidated equity attributable to the shareholders of the parent company of € 400 m on average at the end of the last three (3) audited financial years prior to the Submission Date

c) For funds, private equity investors or fund managers [8.2 (iii)]: total assets under management or active and committed/uninvested funds of € 2,000 m

Therefore, in order to meet the Financial Eligibility Criteria in this case, the total funds , weighted by the participation of each member of the Consortium in the Consortium, must be at least equal to the corresponding Financial Requirement for Consortia, as defined above.

8.4 If the Interested Party or a Consortium member has been established during the last three (3) financial years, the Fund shall, in relation to the Financial Eligibility Criteria set out above, take into account the years in which the Interested Party or Consortium member operates, provided that such person has audited financial statements for at least one (1) year.

8.5 If the Interested Party or Consortium member has merged with another undertaking or acquired an undertaking in the last three (3) financial years, the Financial Eligibility Criteria may be proven to be fulfilled, after taking into account, in respect to that period, the pro forma financial statements, prepared on the assumption that the merger or acquisition took place at the beginning of that period (namely, the past three (3) financial years). A relevant calculation, accompanied with a certification by an auditor has to be provided in that case.

8.6 In the event that an entity does not produce consolidated financial statements and its average consolidated assets include those of other legal entities being controlled by such entity, it must also provide adequate proof of control over the entities consolidated, as well as financial statements of such legal entities, in line with the requirements of this section.

8.7 An Interested Party or a Consortium member may rely on the financial eligibility of a third party. In such a case, the Interested Party or Consortium member must demonstrate that the respective third party meets the Financial Eligibility Criteria as per paragraph 8.2 and/or the Financial Requirement for Consortia as per paragraph 8.3 above and that it shall provide the Interested Party or the Consortium with all the financial resources necessary for the completion of the Transaction and for the financing, operation, maintenance and exploitation of Attica Motorway. The inclusion in the Expression of Interest of a Solemn Declaration pursuant to Law 1599/1986, signed by the legal representative of the third party, declaring that the third party undertakes to make available to the Interested Party (or in the case of a Consortium, a member thereof) all necessary financial resources and that it will be responsible towards the Fund where the conditions set out in this paragraph are not met (Annex C - Template 1), shall be deemed in all events to be adequate means of proof. Moreover, the aforementioned third party must fulfil the provisions of paragraph 5.11 and meet the Personal Situation Criteria of Article 7, whereas all documents specified in paragraphs 10.5 and 10.6 hereof, should be also submitted regarding such third party.

9. TECHNICAL ELIGIBILITY CRITERION

9.1 Each Prequalified Investor must demonstrate with the Binding Offer to be submitted in Phase B of the Tender Process that it has recent, proven experience in the provision of services in relation to operation, maintenance and exploitation, including the execution of any works that might be required for the proper operation of motorway infrastructure using Conventional Toll Collection System and Electronic Toll Collection System.

9.2 More specifically, the Prequalified Investors must demonstrate by submitting the Supporting Documents specified in paragraph 10.7 hereof, previous relevant experience of at least two (2) consecutive years during the last five (5) years prior to the submission of Binding Offers, in the areas of maintenance, operation and exploitation, including the execution of any works that might be required for the proper operation of at least one (1) Similar Motorway Infrastructure.

It is noted that a Prequalified Investor (or in case of a Consortium, a Consortium member) may also rely on his experience through his direct holding of at least 20%, for a period of at least two (2) consecutive years during the last five (5) years prior to the submission of Binding Offers, in the share capital of a company or joint venture or Consortium that has been awarded the maintenance, operation and exploitation of at least one Similar Motorway Infrastructure.

9.3 In the case of a Consortium, the Technical Eligibility Criterion may be met by one (1) member thereof. It is noted that such member of the Consortium shall retain the same participation percentage in the share capital of the SPV for a minimum time period in line with the specific provisions of the Concession Agreement.

9.4 A Prequalified Investor may, for the purposes of satisfying the Technical Eligibility Criterion, rely on the technical capacities of a third party on the condition that such a third party will itself participate actively in the maintenance and operation of Attica Motorway as a subcontractor of the SPV, for a specific minimum time period, as it shall be further specified, and subject to any exceptions determined in the Concession Agreement. In case of reliance on the technical capacity of a third party, the Prequalified Investor (and in the case of a Consortium, its member) must demonstrate that it shall have at its disposal the necessary human resources, know-how and technical resources for the maintenance and operation of Attica Motorway. The inclusion in the Binding Offer of a solemn declaration in accordance with Annex C – Template 2 hereof, signed by the third party and declaring that it will make all the above available to the Prequalified Investor as its subcontractor, will in all events be deemed to be adequate means of proof that the Technical Eligibility Criterion is satisfied. Moreover, the third party must meet the requirements of paragraph 5.11, the Personal Situation Criteria of Article 7, whereas all documents specified in paragraphs 10.5 and 10.7 herein shall also be submitted in relation to such third party.

9.5 Please note that during Phase B of the Tender Process, and in line with the specific provisions of the Request for Submission of Binding Offers, Interested Parties who declare that they rely on the technical capacities of third parties, will be invited to submit a draft subcontract agreement which will specify the appointment of the third party as a subcontractor of the SPV, in relation to the provision of maintenance and operation services of Attica Motorway, and that will set out in detail the particulars of the subcontractor's obligations.

10. CONTENT AND FORM OF THE EXPRESSION OF INTEREST

10.1 The Expression of Interest shall be comprised of three separate sections, which shall contain the documents cited below and shall be marked accordingly, as follows:

(i) Section I shall include the Expression of Interest Letter and the legal representation documents, in accordance with paragraph 10.4 below.

(ii) Section II shall include the information/documents required in paragraph 10.5 to demonstrate that the Interested Party meets the Personal Situation Criteria.

(iii) Section III shall include the information/documents required in paragraph 10.6 to demonstrate that the Interested Party meets the Financial Eligibility Criteria.

10.2 The following apply in respect of the Supporting Documents specified in the present Article 10 of the Invitation:

(i) The Supporting Documents shall be submitted either in originals or duly certified copies.

(ii) Where templates setting out the content and form of the Supporting Documents are provided in the Annexes to this Invitation, such templates must be adhered.

(iii) Signatures on Solemn Declarations pursuant to Law 1599/1986 specified in Article 10 or in any other Article of this Invitation must be authenticated by any competent judicial or administrative authority or notary public.

(iv) All public documents pertaining to foreign persons submitted in the Expression of Interest must be duly attested, either by the competent Consul in the Tenderer's country of establishment or by affixing an Apostille, in accordance with the Hague Convention of 5.10.1961 (ratified by Law 1497/1984, Government Gazette 188/A) to confirm their authenticity. Note that this applies to all documents considered to be public documents under article 1 of said Convention and in particular: (i) documents from an authority or civil servant of a jurisdictional organ of the state, (ii) administrative documents, (iii) notarial documents and (iv) official certificates such as registration certifications, attestations of a specific date and time, and attestations of signatures placed on private documents.

(v) Where any of the Supporting Documents are not issued in the country of incorporation or establishment of the Interested Party (or in the case of Consortia, of its member), the latter shall be obliged to submit a solemn declaration pursuant to Law 1599/1986 verifying the inability of issuance (Annex H). The Interested Party (or in the case of Consortia, its member) must confirm in said declaration the facts which would have been the subject matter of the certificate that cannot be issued, in line with the requirements of this Invitation.

(vi) All documents to be included in the Expression of Interest must be submitted either in Greek or in English. Documents drawn up in another language, must, when being submitted, be accompanied by an official translation into Greek or English. The Fund may, at its discretion, require from any Interested Party to submit an official translation in Greek of any document that was submitted along with the Expression of Interest. In case that the language versions of the translated documents diverge, the text of the Greek or English translation shall take precedence, as appropriate. Where an excerpt of a document is submitted, such excerpt shall include the information required to demonstrate compliance with the terms and conditions of the Invitation. The Fund reserves the right to require from any Interested Party to submit the relevant full document at any time during the Tender Process.

(vii) All documents required or specified in this Article must either show amounts in Euro (€) or be accompanied by annexes in which the amounts shown in currency units other than Euro (€) shall be shown in Euro (€), along with an indication of the exchange rate used. It is noted that the Interested Party must convert the required amounts to Euro and cite the exchange rate used for the conversion; the exchange rate used must be the one of the last banking day of each financial year, for the purposes of cases (ii) and (iii) of paragraph 8.2, while, for the purposes of case (i) of paragraph 8.2, the exchange rate of the date on which the relevant Supporting Document in relation to the Financial Eligibility Criteria was issued.

(viii) All Supporting Documents must have been issued and (where required) certified within the last ninety (90) days prior to the Submission Date.

(ix) In the case of Consortia, a complete set of Supporting Documents, as in the paragraphs below, shall be submitted for each Consortium member.

(x) The submission of the Supporting Documents is mandatory; any failure to submit them shall result in the Interested Party's disqualification from the Tender Process. The same applies in case of an Interested Party or Consortium member that has included false or inaccurate representations in the Supporting Documents.

10.3 The Request for Submission of Binding Offers shall also determine, among others, the means of proof that the Preferred Investor shall be required to submit, prior to the final award of the Concession Agreement, in order to demonstrate fulfilment of the Personal Situation Criteria.

10.4 Section I - Expression of Interest Letter

(i) The Expression of Interest Letter must have the minimum content set out in the template included in Annex D of this Invitation and shall be signed by the legal representative of the Interested Party, who either has general power of representation or has been specifically authorised to sign it by its competent body. In case of a Consortium, the Expression of Interest Letter may be signed either by all its members, legally represented in accordance with the above, or by a common representative, who will have been duly authorised to that end by all members of the Consortium in front of a notary public or other competent public authority empowered to certify the signatures of the signing parties. Each Interested Party shall be obliged to appoint one person as the contact/process agent whom the Fund (via its agents or advisors) can contact for the purposes of the Tender Process. The full name, surname and contact details of the contact/process agent, including the correspondence address, land-line telephone number, fax number and email address of such contact/process agent must be cited in the Expression of Interest Letter.

(ii) The Expression of Interest Letter shall be accompanied by the relevant authorisations/legal representation documents, which shall demonstrate the power to sign the said Letter on behalf of the Interested Party. More specifically, in case of an Expression of Interest Letter signed by a common representative of the members of a Consortium, such letter must also be accompanied by a document on the appointment of the common representative by all the members of the Consortium. Where the Interested Party is a natural person, the Expression of Interest Letter shall be accompanied by: (a) an exact copy of a valid proof of identity which is in force (a signed passport or national ID Card), certified by a competent authority, (b) a document issued by a public authority demonstrating the natural person's tax residence and (c) a letter issued by a third party showing the current home address of the Interested Party who is a natural person.

10.5 Section II - Supporting Documents for the Personal Situation Criteria

(i) A recent certificate from a commercial registry or other equivalent document issued during the last month prior to submission of the Expression of Interest, evidencing the incorporation, registration of the legal entity in the registry of the country of its establishment and its existence as of the date of issuance of the certificate.

(ii) Documents demonstrating the appointment and authority of one or more persons as legal representatives (e.g. Managing Directors, Executive Directors, Administrators, Co-Administrators etc.) as in force, validly certified by a competent public authority or other competent person or by a notary public. The persons who sign the Supporting Documents must have adequate authorisation to do so, and the relevant document which demonstrates such authorisation must be included among the documents submitted. Where, under the laws of the country of the legal entity’s establishment, it is mandatory to publish the identity of the persons representing it, a copy of the relevant publication must be also submitted (such as the Government Gazette Bulletin).

(iii) A copy or excerpt from the decision of the Interested Party or of its competent body or executive, in line with its Articles of Association, approving the participation of the Interested Party in the Tender Process and appointing the contact/process agent. In the case of a Consortium, the relevant decision of any Consortium member must also state said member’s stake in the Consortium, as well as the appointment and granting of authorisation and power of representation to the Leader.

(iv) A solemn declaration pursuant to Law 1599/1986 signed by the legal representative (or legal representatives) of the legal entity declaring that the Interested Party (or in the case of a Consortium, its member) and, as appropriate, its legal representative/-s meets/meet the requirements laid down in Article 7 of the Invitation. A relevant template is attached hereto as Annex E.

(v) A solemn declaration pursuant to Law 1599/1986 (included in the template attached hereto as Annex E) declaring that:

(1) The Interested Party has full knowledge of the Invitation and accepts unreservedly the terms of this Tender Process.

(2) The Interested Party is entitled to submit the Expression of Interest and there are no corporate restrictions, competition-related restrictions or other statutory restrictions which prevent the Interested Party from submitting the Expression of Interest.

(3) Participation in the Tender Process is at the Interested Party's exclusive risk and expense, and the Interested Party retains no claim for compensation against the

Fund or its advisors in relation to the Interested Party's participation in the Tender Process.

(4) All information, declarations and Supporting Documents and other accompanying documents which have been submitted along with the Expression of Interest are true and accurate and no information in relation to the Tender Process and Transaction has been concealed.

10.6 Section III - Financial Eligibility Supporting Documents

(i) Interested Parties must submit:

(1) **Legal entities invoking the equity** attributable to the shareholders of the parent company: Copies of the annual audited financial statements (or consolidated financial statements as the case may be) of the last three (3) financial years;

(2) **Funds or private equity firms**: Copies of the most recent audited financial statements (or consolidated financial statements as the case may be), or of auditor reports, or copy of relevant certification verified by an auditor or the entity providing custodian services to the funds or the private equity firm evidencing the availability of active, committed and uninvested funds, as per paragraph 8.2, and issued within three (3) months prior to the date of submission of the Expression of Interest. The Fund shall be entitled to request the auditor's report or certification mentioned above, even if the Interested Party has already submitted its financial statements.

(ii) A Solemn Declaration, in the form and content of Template 2 – Annex F, by which the Interested Party shall declare that it satisfies the Financial Eligibility Criteria/Financial Requirement for Consortia mentioned in paragraphs 8.2 and 8.3 of the Invitation, correspondingly. In case of (a) a legal entity, this solemn declaration should be signed by the legal representative/-s of said entity, and (b) a Consortium, this solemn declaration should be signed by the legal representative/-s of each member of the said Consortium.

(iii) To the extent that the Interested Party relies on the financial resources of a third party, copies of the published, audited consolidated financial statements of the last three (3) financial years for the said third party.

(iv) Where publication of financial statements is not required under the law, the Interested Party must also submit along with the documents required by the Invitation, unpublished financial statements, a solemn declaration pursuant to Law 1599/1986 confirming that such publication is not required (Annex F - Template 1).

(v) In the case of a Consortium, the applicable documents and information should be submitted per each of its members. If a member of a Consortium is a parent company, consolidated financial statements of the last three (3) audited financial years should be submitted.

(vi) In case any of the amounts mentioned above are denominated in any currency other than Euro, they shall be converted into Euro equivalent as of the date of the corresponding statements.

(vii) Where the Interested Party is a natural person, section III of the Expression of Interest must include certificates from banks or other credit institutions operating lawfully in one (1), at least, member state of the EU, EEA or OECD certifying the level of the Interested Party's cash deposits, issued no later than three (3) months prior to the Submission Date, and/or a certificate from a bank, investment firm or member of a stock exchange, or custodian operating lawfully in a member state of the EU, EEA or OECD about the market value of the liquid, transferable securities the Interested Party holds, issued alike, no later than three (3) months prior to the Submission Date.

(viii) Any other relevant document or information that will support the strong, credible and reliable financial standing of the Interested Party.

10.7 Technical Eligibility Criterion Supporting Documents

In Phase B of the Tender Process, along with its Binding Offer (and not with the Expression of Interest), each Prequalified Investor shall submit, the following documents, in order to demonstrate that the Technical Eligibility Criterion specified in this Invitation is met:

(i) A table prepared in accordance with Annex G - Template 1 of this Invitation.

(ii) A solemn declaration pursuant to Law 1599/1986 (in accordance with Annex G - Template 2) declaring that all information and data included in the table mentioned under (i) above is complete, true and accurate.

(iii) Certificates or attestations from the project owner in relation to the projects included in the table of point (i) of this paragraph, in which the project owner confirms the nature of the services the Interested Party provided, the time period over which they were provided, with an indication of the start and end date, the nature of the relevant contract, and the Interested Party's degree and means of participation in carrying out the project (such as a stake in a joint venture, participation in the share capital of a special purpose vehicle, etc.) and finally the features of the motorway infrastructure that the services related to (with a minimum reference to the length of the motorway over which services were provided by the Interested Party, and to the toll collection system used over the period said services were provided).

11. SUBMISSION OF THE EXPRESSION OF INTEREST

11.1 The Expression of Interest must be submitted in accordance with the requirements of this Invitation on **20.04.2022 until 17:00 o'clock (Greek time, GMT + 2)**.

11.2 Any Expression of Interest submitted after the date and time specified above will not be considered. Any delay due to chance occurrence or force majeure events shall not be recognised as a justified excuse for delayed delivery of the Expression of Interest. It should be stressed that Interested Parties bear the risk of late delivery of the Expression of Interest, including in cases where any Expression of Interest is submitted by simple or registered mail.

11.3 Interested Parties must submit the Expressions of Interest in sealed envelopes to the Fund's general protocol office at 6 Karageorgi Servias Str., Athens, Greece GR-10562.

11.4 The Expressions of Interest must be submitted in two (2) hard copies: an original hard copy marked as "Original hard copy" and a duplicate hard copy marked as "Copy in hard copy". All documents in the Expression of Interest must also be submitted in electronic format, saved in non-rewritable electronic storage device (such as a CD or DVD) in an easily accessible format (unencrypted and uncompressed) of an easily readable file (for instance, Word, pdf format etc.). In case of discrepancies between the electronic and the hard copies submitted, the hard copy shall prevail. In case of discrepancies between the original hard copy and its duplicate, whether in hard copy or electronic format, the original hard copy shall prevail.

11.5 To facilitate the evaluation of the Expressions of Interest, all documents included therein must be bundled together, either separately or into several documents (the use of binders is permitted). The Expression of Interest must not include loose sheets.

11.6 The opening of the envelopes of the Expressions of Interest shall take place at the time and place to be notified by the Fund to Interested Parties through a relevant announcement on the Fund’s website (http://www.hradf.com) after the Submission Date. Only Interested Parties that have submitted an Expression of Interest shall be entitled to be present during such opening and, more specifically, one (1) duly authorised representative on behalf of each such Interested Party.

12. CLARIFICATIONS AND ADDITIONAL INFORMATION

12.1 The Fund considers that the information included in this Invitation is sufficient for the submission of the Expressions of Interest. However, should Interested Parties have any questions regarding the Tender Process or other related matters, they are entitled to send detailed requests for clarifications to the contact persons designated below. The Fund will only accept requests for clarifications submitted in writing in Greek no later than 15 business days prior to the Submission Date, i.e. by **30.03.2022 until 17.00 o’clock (Greek time, GMT + 2)**. Requests for clarifications must be sent via email to the following contact persons:

LAZARD	**PIRAEUS BANK S.A.**
Antoine Maitrot Director Tel.: +33 6 07 68 22 05 Email: antoine.maitrot@lazard.com	**Makis Bikas** **Senior Director** Tel.: +30 2103335361 Email: bikase@piraeusbank.gr
Léna Cerceau Associate Tel.: +33 7 70 26 96 13 Email: lena.cerceau@lazard.com	**Stelios Hatzitheodoulou** Senior Manager Tel.: +30 2103333596 Email: hatzitheodoulous@piraeusbank.gr

and must be notified to the Fund at the following email address: info@hraf.gr. The Fund, with the assistance of its advisors, will reply in writing in Greek to requests for clarifications within a reasonable period and in any case no later than six (6) days prior to the Submission Date; in order to ensure the respect of the principles of objectivity, equality and transparency of the Tender Process, all written responses will be made available to all Interested Parties at the same time on the Fund's website (http://www.hradf.com), without any indication to the Interested Party that submitted the request. Interested Parties are responsible for obtaining the said information and clarifications that may be provided on the aforementioned website.

12.2 The Fund reserves the right to request, at its discretion, written clarifications and/or additions from Interested Parties in relation to ambiguities or formal shortcomings in the Expressions of Interest, setting in writing a reasonable deadline for the provision of such clarifications or additions, commencing from the date of receipt of the Fund’s relevant notification by the Interested Party.

13. OTHER TERMS / LEGAL DISCLAIMER

13.1 Submitting Expressions of Interest entails the full and unreserved acceptance of all terms and conditions of this Invitation.

13.2 The Fund reserves the right to repeat, postpone, cancel, suspend or amend the Tender Process, including the right to change the Submission Date, at any time without it being held liable in any way to the Interested Party and/or third parties. No person acquires, on any ground or cause, any right or claim for compensation (not even for the cost of submitting the Expression of Interest) against the Fund, its employees, officers or advisors, and agents in general, or other claim for compensation against the Fund arising from receipt of the Invitation or participation in the Tender Process. Exclusion from the Tender Process or failure in the Tender Process does not give rise to any right to claim compensation from the Fund and/or the said persons. Each Interested Party bears responsibility for the costs and expenses incurred in preparing and submitting an Expression of Interest in response to the Invitation. Neither the Fund nor its employees, officers, advisors or agents in general shall bear any liability for any costs or expenses incurred or other losses suffered by the Interested Party or other recipient of the Invitation in relation to the Tender Process. If required by law, regulation or order of a court or regulatory body or other governmental authority, the Fund and/or its advisors may be required to disclose certain information and/or documents relating to the Expressions of Interest or the Interested Parties in general. Furthermore, the Fund 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.

13.3 Although the information included in this document has been collected in good faith, it is not complete and it has not been independently verified by the Fund or its advisors. No representations, warranties or commitments, whether express or tacit, have been or will be given in relation to the accuracy, adequacy or completeness of this document. This Invitation is not intended to form the basis of any investment decision or investment recommendation made by the Fund or its advisors and does not constitute the giving of investment advice by the Fund or its advisors. Each person to whom this Invitation is made available must make its own independent assessment of this Invitation and the Tender Process after making such investigation and taking such professional advice, as they deem necessary.

13.4 The Fund or its advisors do not and will not in the future assume any liability or obligation in relation to any error or inaccuracy or omission in this document. No information in this document shall form the basis for any warranty statement, presentation of facts or clause establishing a contractual relationship with the Fund, or any of its advisors, or any other third party. All Expressions of Interest, responses, proposals and submissions relating to this Invitation and the Tender Process, and in general the participation in the Tender Process and any action related thereto, are made at the exclusive risk and costs of the Interested Parties

13.5 This Invitation was drafted in Greek and translated into English. In case of discrepancies between the two language versions, the Greek text shall prevail.

13.6 The Courts of Athens, Greece, shall have exclusive jurisdiction and competence on disputes arising under, out of, from or in relation to this Invitation and the Tender Process, and the laws of Greece shall be applicable.

13.7 Any expression of interest submitted in the context of this Invitation shall be valid for twenty four (24) months from the date of its submission, unless the Fund specifies otherwise.

14. ADVISORS

14.1 The Fund appointed “Lazard” and “Piraeus Bank S.A.” as financial advisors, “Lambadarios Law Firm” as legal advisor, and the companies “AVARIS”, “Tolplan” and “Infrata” as technical advisors for the Tender Process and the Transaction.

15. PUBLICATIONS

15.1 A notice of this Invitation has been sent for publication:

(i) On 14.01.2022, to the Supplement to the Official Journal of the European Union, where it has been published on 19.01.2022 and received the following Notice number in the OJ S: 2022/S 013-030880; and

(ii) On 19.01.2022, to the Central Electronic Registry for Public Contracts (KIMDIS), where it has been published on 19.01.2022 and received the following registration number: 22PROC009941376

while the entire content of this Invitation is available on the following website www.hradf.com

16. PERSONAL DATA PROTECTION

16.1 The Fund 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, 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 Fund in the framework of the Tender Process. 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 Fund's rights under the law, the security and protection of transactions in general, the fulfilment of the Fund's legal obligations, as well as the prevention of fraud against the Fund. In this context, processing of personal data is necessary for the performance of the task carried out in the public interest entrusted in HRADF and the performance of the contractual obligations of HRADF. Finally, the identification and communication data will be also used by the Fund 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 Fund assigns the performance of a specific mandate (acting as data processors), namely its Advisors and all the advisors to be appointed by the Fund 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 the Company, HCAP and public bodies and judicial authorities in the framework of their powers and jurisdiction.

16.2 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.

16.3 Pursuant to the General Data Protection Regulation (EU) 679/2016, 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 Fund in writing (e-mail: dpo@hraf.gr). The Fund 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 Fund 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 Fund 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.

16.4 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).

16.5 The Fund 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.

16.6 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 organizational measures to ensure that the requirements of the General Data Protection Regulation (EU) 679/2016 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 Fund in the context of the Tender Process and that they have properly informed all natural persons, whose personal data are being provided to the Fund, in accordance with the requirements of the national and European Union legislation on personal data protection.

ANNEX A

MAP OF ATTICA MOTORWAY

ANNEX B

OVERVIEW OF ATTICA MOTORWAY AND OF SERVICES RELEVANT TO THE OPERATION, MAINTENANCE AND EXPLOITATION THEREOF

Attica Motorway is a dual carriageway motorway comprising (a) the Elefsina – Stavros – Spata A/P motorway (ESSM), extending along approximately 52 km, which starts at Elefsina and ends at the El. Venizelos airport in Spata, and (b) the Imittos Western Peripheral Motorway (IWPM), extending along approximately 13 km, which starts at L. Katechaki in the area of the National Technical University of Athens (Polytechneioupoli) and, then, at Ag. Paraskevi it splits in two legs (eastern and western), the eastern leg intersecting ESSM at the Rafina grade-separated interchange (Leontario) and the western leg intersecting ESSM at the D. Plakentias grade-separated interchange. The eastern leg of IWPM ends in Pallini and the western leg ends in Halandri. The motorway crosses a major part of the Attica prefecture through developed urban areas (Aspropyrgos, Zefyri, Metamorfosi, Iraklio, Marousi, Halandri, Vrilissia, Glyka Nera, Pallini, Koropi, Ag. Paraskevi, Holargos, Papagou, etc) and intersects through grade-separated interchanges with minor and major arterials. Toll gates are in operation at all entry points to the motorway.

Part of the Aegaleo Western Peripheral Motorway (AWPM), which includes a section of L. NATO, extending along approximately 5 km, also forms part of the Attica Motorway. In addition, all entry and exit ramps at the grade-separated interchanges from the intersecting point to the motorway up to the intersecting point with the cross road are part of the Attica Motorway.

The Athens suburban rail runs in the median (between the two carriageways) of the motorway in two sections of the motorway; a) the suburban rail enters the median at 18,5 km in Liosia and runs until the El. Venizelos Airport, and b) the suburban rail enters the median at 7,5 km in Aspropyrgos and runs until the Elefsina grade-separated interchange. The suburban rail is not part of the Attica motorway concession agreement.

Attica Motorway has a total of 29 grade-separated interchanges (26 constructed and 3 planned for the future) with the major road network of the region. The interchanges are as follows:

❖ <u>ESSM (including AWPM and L. NATO)</u>

Number	Name
1	MANDRAS (THIVAS)
2	MAGOULAS
3	*AGIOS LOUKAS (future)*
4	ASPROPYRGOU
5	PERIPHERAL AEGALEO
5^A	L. NATO
6	FILIS
7	DIMOKRATIAS
8	METAMORFOSIS
9	IRAKLIOU
10	KIMIS

Number	Name
11	KIGISIAS
12	PENTELIS
13	D. PLAKENTIAS
14	ANTHOUSAS
15	MARATHONOS
16 (Y7)	LEONTARIOU
17	KANTZAS
18	PEANIAS
19	*IMITTOU (future)*
20 (K2)	AIRPORT (K2)
21 (K1)	NOTIAS PYLIS I/C

- IWPM (including the eastern and western legs of IWPM)

Number	Name
Y1	KATECHAKI
Y2	PAPAGOU
Y3	DIMOKRITOU
Y4	AG. PARASKEVIS
Y5	*AN. PERIPH IMITTOU (future)*
Y6	GLYKON NERON
Y7 (16)	LEONTARIOU
Y8	PALLINIS

In order to collect the toll fares, there are currently 195 toll lanes in operation in 39 toll plazas (6 frontal toll plazas and 33 ramp plazas) grouped in 5 Toll Sectors as shown in the following table:

TOLL SECTOR	TOLL STATION	LANES	TOTAL LANES
Rupaki (E)	Rupaki (E)	15	36
	Aspropyrgos (E)	3	
	Aspropyrgos (W)	2	
	Aegaleo (W)	3	
	Aegaleo (E)	5	
	Filis (W)	3	
	Filis (E)	5	
Metamorfosi (W)	Metamorfosi (W)	8	32
	Dimokratias (W)	3	
	Dimokratias (E)	5	
	Iraklio(W)	4	
	Iraklio (E)	3	
	Kimis (W)	4	
	Kimis (E)	5	
Metamorfosi (E)	Metamorfosi (E)	11	41
	Kifisias (W)	5	
	Kifisias (E)	5	
	Pentelis (W)	4	
	Pentelis (E)	5	
	D. Plakentias (W)	4	
	D. Plakentias (E)	4	
	Anthousa (W)	3	
Katechaki (N)	Katechaki (N)	14	49
	Ag. Paraskevis (N)	3	
	Ag. Paraskevis (S)	3	
	Papagou (N)	3	
	Papagou (S)	3	

	Dimokritos (N)	3	
	D. Plakentias (S)	3	
	Glyka Nera (N)	3	
	Glyka Nera (S)	3	
	Pallini (S)	11	
Koropi (W)	Koropi (W)	15	37
	Peania(W)	3	
	Peania (E)	3	
	Kantza (W)	6	
	Kantza (E)	3	
	Marathonos (W)	4	
	Marathonos (E)	3	
TOTAL LANES:		**195**	

(*) (W)= West, (E)=East, (N)=North, (S)=South

At present, there are two (2) Service Areas in operation opposite on both sides of the Attica Motorway, one in Spata and the other one in Aspropyrgos.

The Fund is looking to concede financing, operation, maintenance and exploitation, including the execution of any works that might be required for the proper operation of the Attica Motorway. In particular, exploitation of the motorway includes all actions and measures required to ensure rational financial management of the Attica Motorway and, consequently, includes mainly collecting revenues in the form of tolls or/and other sources in return for providing maintenance and operation services at a suitable/acceptable level to users of the Attica Motorway, as will be set out in detail in the Concession Agreement.

ANNEX C

TEMPLATE 1
RELIANCE ON THE FINANCIAL RESOURCES OF THIRD PARTIES

SOLEMN DECLARATION
pursuant to Law 1599/1986

To: **HELLENIC REPUBLIC ASSET DEVELOPMENT FUND S.A.**

I, the undersigned, ..., ..., son/daughter of .... (*father's name and surname*) .... and .... (*mother's name and surname*) ...., holder of .... Passport No. .... which was issued by .... (*issuing authority*) ...., on .... (*issue date*), ... citizen, born in .... (*place of birth - country and town*) .... on .... (*date of birth*), resident of .... (*country, town, street, postcode*) {and in the case where the signatory is the legal representative of a company}, acting as legal representative of the company _________________ {in the case where there is more than one legal representatives of the company, the particulars of all persons representing it who sign the document must be provided}, fully aware of the consequences laid down in Greek Law 1599/1986 on false solemn declarations, I/we hereby declare in relation to the submission of the Expression of Interest by .... (*name of Interested Party*) for the award of a services concession agreement in relation to the financing, operation, maintenance and exploitation of the Attica Motorway (as defined in the Invitation) in accordance with the Invitation issued by Hellenic Republic Asset Development Fund S.A., that:

(i) The company .... (*corporate name of company which will provide financial standing to the Interested Party/to a member of the Consortium*), which I/we represent will make available all necessary financial resources to .... (*corporate name of Interested Party/member of Consortium*) during the Tender Process and during such time as is required under the Concession Agreement (as defined in the Invitation) and

(ii) The company .... (*corporate name of the company which will provide financial standing to the Interested Party/member of the Consortium*) which I/we represent, will be liable towards the Hellenic Republic Asset Development Fund S.A. on a joint and several basis with the Interested Party, in the case the terms set out in Article 8 of the said Invitation are not met.

___________(place), _________(date)

(Signature/s)

[Attestation of the signatory's signature]

ANNEX C

TEMPLATE 2
RELIANCE ON THE TECHNICAL CAPACITY OF THIRD PARTIES

SOLEMN DECLARATION
pursuant to Law 1599/1986

To: **HELLENIC REPUBLIC ASSET DEVELOPMENT FUND S.A.**

I, the undersigned, ..., ..., son/daughter of .... (*father's name and surname*) .... and .... (*mother's name and surname*) ...., holder of .... Passport No. .... which was issued by .... (*issuing authority*) ...., on .... (*issue date*), ... citizen, born in .... (*place of birth - country and town*) .... on .... (*date of birth*), resident of .... (*country, town, street, postcode*) {and in the case where the signatory is the legal representative of a company}, acting as legal representative of the company______________ {in the case where there is more than one legal representatives of the company, the particulars of all persons representing it who sign the document must be provided}, fully aware of the consequences laid down in Greek Law 1599/1986 on false solemn declarations, I/we hereby declare in relation to the submission of the Binding Offer by .... (name of Prequalified Investor) for the award of a services concession agreement in relation to financing, operation, maintenance and exploitation of the Attica Motorway (as defined in the Invitation) in accordance with the Invitation issued by Hellenic Republic Asset Development Fund S.A., that:

The company .... (*name of company which will provide technical capacity to the Interested Party/member of the Consortium*) which I/we represent, will provide all necessary technical resources, human and material, and the necessary know-how to .... (*corporate name of the Prequalified Investor/member of Prequalified Investor in the case of a Consortium*) during the Tender Process and for such time as required under the Concession Agreement (*as defined in the Invitation*) by concluding a subcontracting agreement with the latter to provide maintenance and operation services in relation to the Attica Motorway (as defined in the Invitation).

____________(place),___________(date)

(Signature/s)

[Attestation of the signatory's signature]

ANNEX D

TEMPLATE EXPRESSION OF INTEREST LETTER

To the Hellenic Republic Asset Development Fund S.A.
Karageorgi Servias 6 St.
GR-10562,
Athens,
Greece

Expression of Interest Letter

for the award of a services concession agreement in relation to the financing, operation, maintenance and exploitation of Attica Motorway (as defined in the Invitation)

Dear Sirs,

1. I, the undersigned, ..., (*name - surname*), acting as legal representative of the legal entity with the corporate name (*full corporate name*) {or legally authorised by the legal entity with the corporate name .... for that purpose} whose registered offices are in ……………….. (*address, country*), declare that the said legal entity is interested in participating in the Tender Process for the award of a services concession agreement in relation to the financing, operation, maintenance and exploitation of the Attica Motorway (as defined in the Invitation) and hereby submits an Expression of Interest in accordance with the terms of the relevant Invitation issued by Hellenic Republic Asset Development Fund S.A.

[*In the case of a Consortium, the Expression of Interest Letter must state the following*:

1. We, the signatories, ... (*name - surname*), acting as legal representatives of the legal entities with the corporate names (*full corporate names*) …………………………………. respectively {or legally authorised by the legal entities with the corporate names .... for that purpose ………………………………..} whose registered offices are in ………………. (*address, country*) respectively, declare that the said legal entities are interested in jointly participating in the Tender Process for the award of a services concession agreement in relation to the financing, operation, maintenance and exploitation of Attica Motorway (as defined in the Invitation) and, having formed a Consortium for that purpose, hereby submit a joint Expression of Interest in accordance with the terms of the relevant Invitation issued by Hellenic Republic Asset Development Fund S.A.

OR

1. I, the undersigned, ..., (*name - surname*), acting as legal representative of the legal entity with the corporate name ……………………………………..(*full corporate name*) {or legally authorised by the legal entity with the corporate name .... for that purpose} whose registered offices are in ……………….. (*address, country*), as Leader of the Consortium established between the legal entities named below, declare that the said legal entities are interested in jointly participating in the Tender Process for the award of a services concession agreement in relation to financing, operation, maintenance and exploitation of Attica Motorway and having set up a Consortium for that purpose, hereby submit a joint Expression of Interest in accordance with the terms of the relevant Invitation issued by Hellenic Republic Asset Development Fund S.A.

I/We further declare that

i) the legal entities named below are members of the said Consortium:

a) ……………………….. (*corporate name*), …………….. (*registered offices*), with a …….% stake in the total interests of the Consortium (*stake*)

b) ……………………

c) …………………….

ii) …………………….. (*corporate name*), with a ...% stake, which corresponds to or exceeds the threshold specified in the present Invitation for Expressions of Interest has been duly appointed by the members of the Consortium as Leader.

iii) The Leader of the Consortium has been duly authorised by its other members to represent the Consortium and all members towards the Hellenic Republic Asset Development Fund S.A. during the course of and for the purposes of the Tender Process.

iv) All the abovementioned legal entities (Consortium members) acknowledge that they are jointly and severally liable towards the Hellenic Republic Asset Development Fund S.A. in relation to their compliance with the terms of the Tender Process, until the Concession Agreement is signed.

2. The authorisations required to sign this Letter and submit the Expression of Interest are attached hereto, as required by paragraph 10.4 (ii) of the Invitation.

3. All documents required for participation in the Tender Process are submitted in Sections II and III of the Expression of Interest [in full sets for each member of the Consortium, as required by paragraphs 10.2(viii), 10.5 and 10.6 of the Invitation].

4. I/We hereby appoint Mr/Mrs. ………………….. (*full name- surname*), resident of …………………. (*full address*), phone No. ………………… (*land line*), fax No. ………….. and e-mail ……………, as the contact/process agent whom Hellenic Republic Asset Development Fund S.A. and its Advisors may contact for the purposes of this Tender Process.

_ __________(place), __________(date)

(Signature/s)

[Attestation of the signatory's signature]

ANNEX E

COMPLIANCE WITH THE PERSONAL SITUATION CRITERIA AND OTHER REQUIREMENTS OF THE INVITATION

*[to be signed by each person who is a member of the administrative, management or supervisory body of the Interested Party (and in case of a Consortium, of each member) or has powers of representation, decision or control therein] **

SOLEMN DECLARATION
pursuant to Law 1599/1986

To: **HELLENIC REPUBLIC ASSET DEVELOPMENT FUND S.A.**

I, the undersigned, ..., ..., son/daughter of .... (*father's name and surname*) .... and .... (*mother's name and surname*) ...., holder of .... Passport No. .... which was issued by .... (*issuing authority*) ...., on .... (*issue date*), ... citizen, born in .... (*place of birth - country and town*) .... on .... (*date of birth*), resident of .... (*country, town, street, postcode*) {and in the case where the signatory is the legal representative of a company}, acting as [legal representative]** of the company_____________, fully aware of the consequences laid down in Greek Law 1599/1986 on false solemn declarations, I/we hereby declare in relation to the submission of the Expression of Interest by .... (*name of Interested Party*) for the award of a services concession agreement in relation to the financing, operation, maintenance and exploitation of the Attica Motorway (as defined in the Invitation) in accordance with the Invitation issued by Hellenic Republic Asset Development Fund S.A., that:

(i) Up until today the legal entity [I/we represent] ** and I/we in person meet the Personal Situation Criteria set out in Article 7 of the Invitation and is not an offshore company or legal entity whose registered offices are in a non-cooperative state for tax purposes in accordance with paragraph 5.11 of the Invitation.
(ii) The legal entity I/we represent has been fully apprised of the Invitation and unreservedly accepts the terms of the Tender Process.
(iii) The legal entity I/we represent is entitled to submit the Expression of Interest and there are no corporate, competition-related or other legal restrictions which impede it from submitting the Expression of Interest.
(iv) The legal entity I/we represent is participating in the Tender Process exclusively at its own risk and at its own expense, and such participation, as such, does not establish any right to claim compensation from Hellenic Republic Asset Development Fund S.A., the Fund's agents or advisors in general.
(v) All documents, information, declarations, data and Supporting Documents submitted in the Expression of Interest are true and accurate and no information relating to the Tender Process and the Transaction has been concealed.

___________(place), _________(date)

(Signature/s)

[Attestation of the signatory's signature]

* To be submitted either once signed by all persons, in relation to which the obligation to fulfil the relevant criterion as per article 7.4 of the present applies, or such times as the number of the person in relation to which the aforementioned obligation applies.
** It is modified in accordance with the capacity of the signatories.

ANNEX F

TEMPLATE 1
NON-PUBLICATION OF FINANCIAL STATEMENTS

SOLEMN DECLARATION
pursuant to Law 1599/1986

To: **HELLENIC REPUBLIC ASSETS DEVELOPMENT FUND S.A.**

I, the undersigned, ..., ..., son/daughter of .... (*father's name and surname*) .... and .... (*mother's name and surname*) ...., holder of .... Passport No. .... which was issued by .... (*issuing authority*) ...., on .... (*issue date*), ... citizen, born in .... (*place of birth - country and town*) .... on .... (*date of birth*), resident of .... (*country, town, street, postcode*) {and in the case where the signatory is the legal representative of a company}, acting as legal representative of the company_________ {in the case where there is more than one legal representatives of the company, the particulars of all persons representing it who sign the document must be provided}, fully aware of the consequences laid down in Greek Law 1599/1986 on false solemn declarations, I/we hereby declare in relation to the submission of the Expression of Interest by .... (*name of Interested Party*) for the award of a services concession agreement in relation to the financing, operation, maintenance and exploitation of the Attica Motorway (as defined in the Invitation) in accordance with the Invitation issued by Hellenic Republic Asset Development Fund S.A., that:

The applicable law (*indicate the law of a specific jurisdiction*) in relation to the financial statements of the legal entity_____________ (*corporate name*) does not require publication of the financial statements of the legal entity that I represent.

____________(place), __________(date)

(Signature/s)

[Attestation of the signatory's signature]

ANNEX F

TEMPLATE 2

SOLEMN DECLARATION
pursuant to Law 1599/1986

To: **HELLENIC REPUBLIC ASSETS DEVELOPMENT FUND S.A.**

I, the undersigned, ..., son/daughter of .... (*father's name and surname*) .... and .... (*mother's name and surname*) …………………. ...., holder of .... Passport No. .... which was issued by .... (*issuing authority*) ...., on .... (*issue date*), ... citizen, born in .... (*place of birth - country and town*) .... on .... (*date of birth*), resident of .... (*country, town, street, postcode*), acting as legal representative of the company__________ {in the case where there is more than one legal representatives of the company, the particulars of all persons representing it who sign the document must be provided}, fully aware of the consequences laid down in Greek Law 1599/1986 on false solemn declarations,

a) I/we hereby declare in relation to the submission of the Expression of Interest by .... (*name of Interested Party/Consortium*) for the award of a services concession agreement in relation to the financing, operation, maintenance and exploitation of the Attica Motorway (as defined in the Invitation) in accordance with the Invitation issued by Hellenic Republic Asset Development Fund S.A. on [•], that [•] (name of Interested Party) satisfies the Financial Eligibility Criteria in paragraph 8.2 of the Invitation as follows:[1]

b) I/we hereby declare in relation to the submission of the Expression of Interest by .... (name of Interested Party/Consortium) for the award of a services concession agreement in relation to the financing, operation, maintenance and exploitation of the Attica Motorway (as defined in the Invitation) in accordance with the Invitation issued by Hellenic Republic Asset Development Fund S.A. on [•], that [•] (name of Consortium) satisfies the Financial Requirement for Consortia in paragraph 8.3 of the Invitation as follows:[2]–

[1] In case of a legal entity

[2] In case of a Consortium

FINANCIAL DATA OF THE INTERESTED PARTY/MEMBER OF A CONSORTIUM FOR THE LAST THREE (3) FINANCIAL YEARS

			In the case of a Legal Entity				In the case of a Fund	In the case of a natural person	
No.	CORPORATE NAME	% STAKE IN THE CONSORTIUM (where applicable)	EQUITY ATTRIBUTABLE TO THE SHAREHOLDERS OF THE PARENT COMPANY				TOTAL ASSETS UNDER MANAGEMENT or TOTAL ACTIVE, COMMITED & UNINVESTED FUNDS (n*)	PERSONAL NET WORTH (n*)	WEIGHTED AVERAGE
			Year n* - 2	Year n* - 1	Year n*	Average of three (3) years			
		[100%]							

CONVERSION RATE *(if applicable)*

			In the case of a Legal Entity			In the case of a Fund	In the case of a natural person
No.	**CORPORATE NAME**		**EQUITY ATTRIBUTABLE TO THE SHAREHOLDERS OF THE PARENT COMPANY**			**TOTAL ASSETS UNDER MANAGEMENT or TOTAL ACTIVE, COMMITED & UNINVESTED FUNDS (n*)**	**PERSONAL NET WORTH (n*)**
			Year n* - 2	**Year n* - 1**	**Year n***		
		Conversion Rate (Euro to [•])					

* where n, in the case of Legal Entities, means the most recent audited financial year prior to the Submission Date or, in the case of Funds/Natural Persons, has the meaning attributed to it by paragraph 10.6 of the Invitation.

Notes:
The information must come, as the case may be, from the documents defined in paragraph 10.6 of the Invitation. The amounts are expressed in Euro thousands. Where the Interested Party keeps financial statements in a currency other than Euro, the Interested Party must convert the required amounts to Euro and cite the exchange rate used for the conversion, which, in case of legal entities or funds, must be the one of the last banking day of each financial year or, in case of natural persons, must be the exchange rate of the date on which the relevant certificate in accordance with article 10.6 (vii) of the Invitation was issued. Where there are discrepancies, the financial statements or the relevant certificate, as the case may be, shall take precedence over the said table.

___________ (place), _________(date)

[Signature/-s)]

[Attestation of the signatory's signature]

ANNEX G

TEMPLATE 1

PROOF OF EXPERIENCE OF THE PREQUALIFIED INVESTOR/MEMBER OF CONSORTIUM WITH THE NAME [_________________________] IN RELATION TO THE OPERATION, MAINTENANCE AND EXPLOITATION OF A SIMILAR MOTORWAY INFRASTRUCTURE OVER THE LAST 5 YEARS

Project No.:

PROJECT NAME	
NAME OF PROJECT COMPANY/JOINT VENTURE	
BRIEF DESCRIPTION OF PROJECT	
% STAKE IN THE PROJECT COMPANY/JOINT VENTURE	
DURATION OF PARTICIPATION	
TYPE OF PROJECT/SERVICES PROVIDED	
MOTORWAY LENGTH (IN KM)*	
DESCRIPTION OF TOLL COLLECTION SYSTEM*	

Notes:

Please add additional tables if required.

*The information/description must provide the requisite degree of detail to determine whether or not the Technical Eligibility Criterion is met

____________ (place), ____________ (date)

(Signature/s)

[Attestation of the signatory's signature]

ANNEX G

TEMPLATE 2
ACCURACY OF PRIOR EXPERIENCE INFORMATION IN LINE WITH PARAGRAPH 10.7 OF THE INVITATION

SOLEMN DECLARATION
pursuant to Law 1599/1986

To: **HELLENIC REPUBLIC ASSET DEVELOPMENT FUND S.A.**

I, the undersigned, ..., ..., son/daughter of .... (*father's name and surname*) .... and .... (*mother's name and surname*) ...., holder of .... Passport No. .... which was issued by .... (*issuing authority*) ...., on .... (*issue date*),......................... citizen, born in .... (*place of birth - country and town*) .... on .... (*date of birth*), resident of .... (*country, town, street, postcode*) {and in the case where the signatory is the legal representative of a company}, acting as legal representative of the company____________ {in the case where there is more than one legal representatives of the company, the particulars of all persons representing it who sign the document must be provided}, fully aware of the consequences laid down in Greek Law 1599/1986 on false solemn declarations, I/we hereby declare in relation to the submission of the Binding Offer by .... (*name of Prequalified Investor*) for the award of a concession services agreement in relation to the financing, operation, maintenance and exploitation of the Attica Motorway (as specified in the Invitation) in accordance with the Invitation issued by Hellenic Republic Asset Development Fund S.A., that:

All information and data included in the table prepared and submitted in accordance with Annex G - Template 1 of the Invitation with regard the experience of the legal entity ---------- *(corporate name)* in providing services in relation to the operation, maintenance and exploitation of Similar Motorway Infrastructure during the last five years (from ... to ...) is complete, true and accurate.

___________(place), _________(date)

(Signature/s)

[Attestation of the signatory's signature]

ANNEX H

INABILITY TO ISSUE CERTAIN SUPPORTING DOCUMENTS

SOLEMN DECLARATION
pursuant to Law 1599/1986

To: **HELLENIC REPUBLIC ASSET DEVELOPMENT FUND S.A.**

I, the undersigned, ..., ..., son/daughter of .... (*father's name and surname*) .... and .... (*mother's name and surname*) ...., holder of .... Passport No. .... which was issued by .... (*issuing authority*) ...., on .... (*issue date*), ... citizen, born in .... (*place of birth - country and town*) .... on .... (*date of birth*), resident of .... (*country, town, street, postcode*) {and in the case where the signatory is the legal representative of a company}, acting as legal representative of the company ________________________ {in the case where there is more than one legal representatives of the company, the particulars of all persons representing it who sign the document must be provided}, fully aware of the consequences laid down in Greek Law 1599/1986 on false solemn declarations, I/we hereby declare in relation to submission of the Expression of Interest by .... (name of Interested Party) for the award of a services concession agreement in relation to the financing, operation, maintenance and exploitation of the Attica Motorway (as specified in the Invitation) in accordance with the Invitation issued by Hellenic Republic Asset Development Fund S.A., that:

The……………. *(description of document required by the Invitation)* cannot be not issued in the country of incorporation and/or current establishment (*please specify the country*) of the legal entity I represent.

(the relevant legal person must also confirm in this declaration the facts which would have been confirmed in the certificate which cannot be issued, as required by the Invitation).

___________(place), _________(date)

(Signature/s)

[Attestation of the signatory's signature]