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HELLENIC REPUBLIC ASSET
DEVELOPMENT FUND

HELLENIC REPUBLIC ASSETS DEVELOPMENT FUND S.A.

Athens, July 13th 2020

INVITATION TO SUBMIT AN EXPRESSION OF INTEREST

FOR THE SUB-CONCESSION OF THE RIGHT TO USE, MAINTAIN, OPERATE AND EXPLOIT

A MULTI-PURPOSE TERMINAL

WITHIN A PART OF PHILIPPOS II PORT, "KAVALA PORT AUTHORITY S.A."

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1. INTRODUCTION – SCOPE OF THE TENDER PROCESS

- 1.1** The Hellenic Republic Asset Development Fund S.A. (the "**HRADF**" or the "**Fund**") is a Société Anonyme established pursuant to law 3986/2011 (the "**Founding Law**") (Government Gazette A152/01.07.2011) whose entire share capital is owned by the company under the corporate name "Hellenic Corporation of Assets and Participations S.A.", (the "**HCAP**"), which was established pursuant to law 4389/2016 (Government Gazette A94/27.05.2016).
- 1.2** According to article 1 paragraph 1 of the Founding Law, the Fund was established with the scope to develop the assets of the Hellenic Republic (the "**HR**") and of public entities and companies, whose share capital is fully owned, directly or indirectly, by the HR or by public entities, in accordance with the privatisation programme mentioned in paragraph 1.3 below, as currently updated and in force.
- 1.3** Law 3985/2011 (Government Gazette A151/01.07.2011) approved the "Medium Term Fiscal Strategy Framework 2012-2015", which includes the 2011-2015 privatisation programme (Chapter II, Part II, Privatisation), while law 4046/2012 (Government Gazette A28/14.02.2012) approved the content of the Memorandum of Economic and Financial Policy and updated the privatisation programme as Annex IV of this law.
- 1.4** In this respect, by virtue of decision No 222/5.11.2012 (Government Gazette B2996/12.11.2012) of the Inter-ministerial Committee for Restructuring and Privatisations, the shares corresponding to 100% of the share capital of the 10 non-listed Port Authorities Sociétés Anonymes were transferred free of consideration to the Fund, including, *inter alia*, of the "Kavala Port Authority S.A." (the "**OLK S.A.**").
- 1.5** Furthermore, article 3 of law 4336/2015 (Government Gazette A 94/14.08.2015) ratified the content of the Budgetary Objectives and Structural Reform Agreement and the annexes thereto (Paragraph C – Memorandum of Understanding for a three year European Stability Mechanism programme), paragraph 4.4 of which includes arrangements related to the implementation of the privatisation programme. The Fund's Asset Development Plan, as approved by the decision dated 14.10.2019 of the Fund's Board of Directors and the decision No. 3/12.11.2019 of the Government Council for Economic Policy (Government Gazette B 4157/13.11.2019), includes, *inter alia*, the development of the OLK S.A..

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- 1.6** By virtue of an agreement, dated 15.01.2003, concluded between the OLK S.A. and the HR, in execution of the twenty fourth article of law 2932/2001 (Government Gazette A 145/27.07.2001) (the “**Concession Agreement**”), the right to use and operate the buildings, land and facilities of the port land-side zone of the OLK S.A. was conceded to the OLK S.A. (the “**Right**”). According to the provisions of paragraphs 4.1 and 4.2 of the Concession Agreement and as amended by article 12 of law 4664/2020 (Government Gazette A 32/14.02.2020), the agreed duration of the Concession Agreement is sixty (60) years, expiring on January 15, 2063. The Concession Agreement and its appendices were ratified by article 1 of law 4597/2019 (Government Gazette A35/2019). As per article 2 of the same law, the Right includes the use and operation for purposes related to the provision of port services and facilities, and the sub-concession of the same Right or part thereof to third parties, without prejudice to the provisions of paragraph 2 article 2 of the same law. Pursuant to said provisions, the right of sub-concession to third parties through sub-concession agreements of specific operational units and/or port operations and services of the port and other facilities in the area of responsibility of the 10 Port Authorities S.A, including OLK S.A., is transferred without consideration to the Fund. According to article 2 paragraph 5 of the same law, the sub-concession to third parties is subject to the duration limitation of the Concession Agreement.
- 1.7** Moreover, by virtue of decision No [...] of the Board of Directors of the Fund, issued according to paragraph 2 article 2 of law 4597/2019 and paragraph 3 article 4 of the same law, the subject of the development through a sub-concession agreement in Philippos II port is determined as follows: (a) an area of approximately 11,7 hectares of the already defined land-side zone and an additional area of approximately 16,5 hectares which is part of the approved master plan (as per Annex C of the present document), (b) the commercial activity (general cargo, dry bulk and occasionally container vessels), (c) a 100 TN Gottwald/HMK-300E crane, a 34 TN Fantuzzi MCH40 crane, as well as a number of forklifts (the “**Asset**”).
- 1.8** In view of the above and the general purpose of the Fund according to its Founding Law, and in the framework of the privatisation programme referred to above, the Fund has decided to enter into an agreement for the sub-concession of the right to use, maintain, operate and exploit a multi-purpose terminal within a part of Philippos II port, OLK S.A. (the “**Transaction**”), as described in detail in paragraph 1.7 above, in paragraph 2 and appears in Annex C of this invitation (the “**Invitation**”). The duration of the sub-concession agreement shall not be shorter than 40 years.

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- 1.9** Further, as per paragraph 1 of article 4 of law 4597/2019, in addition to and irrespective of the financial consideration payable to the Fund by the sub-concessionaire, the latter shall also be responsible for paying a countervailing duty of the sub-concessionaire's annual gross revenue (“αντισταθμιστικό/ανταποδοτικό τέλος” in Greek) to OLK S.A. which in any case cannot exceed 5% of the annual gross revenue. Pursuant to paragraph 2 of article 4 of law 4597/2019, as amended by law 4664/2020, the relevant Joint Ministerial Decision of the Minister of Finance and of the Minister of Shipping and Island Policy must be issued at the latest sixty (60) days prior to the date for the submission of binding offer.
- 1.10** In this context, the Fund, by virtue of the decision of its Board of Directors dated [...], has decided to launch an international tender process which will be conducted in two (2) phases for selecting an investor to whom the Transaction will be awarded (the “**Tender Process**”). Moreover, by virtue of the same decision above, the Fund has approved the terms and conditions of Phase A of the Tender Process and the terms of this Invitation.
- 1.11** The he main objective of the Fund is to achieve the maximisation of the financial consideration payable to the Fund by the entity to which the sub-concession shall be awarded. The Fund also aims at achieving and securing a combination of high quality operation, maintenance and exploitation of the Asset to the benefit of the Greek economy. In this context, the Fund’s objective is to encourage sustainable development of the area which will be sub-conceded.
- 1.12** It is noted that HRADF has launched an international public tender process for the concession of the use, development and operation of an underground natural gas storage facility (“UGS”) in the almost depleted natural gas field of "South Kavala" for a duration of up to 50 years following licensing of the UGS in South Kavala.
- 1.13** The Fund has appointed “ERNST AND YOUNG Société Anonyme for the Provision of Advisory Services” as its financial advisor, “KLC Law Firm” as its legal advisor, “Doxiadis Associates, Consultants on Development and Ekistics S.A.”, as its technical advisor and “Port Consultants Rotterdam B.V.”, as its commercial advisor (together, the “**Advisors**”).

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1.14 The contact details of the Fund, which is launching the Tender Process, are as follows:

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Tel. +302103274400

Fax: +302103274448-9

email: tender@hraf.gr

Web: www.hradf.com

Contact person: Chrisoula Rallia, Tel. +302103274400, Email: crallia@hraf.gr

2. PHILIPPOS II PORT OVERVIEW

The commercial port of Kavala, Philippos B, is located in northeastern Greece (East Macedonia region). The port is oriented to the South, while its entrance is oriented to the South-East.

The port is directly connected to Egnatia Odos via an interchange at 800 m from the port. There is no connection to the Greek railway network. Recently, two additional quays have been constructed, which will be ready for use at the start of the sub-concession. The first is a 210 m extension of the multipurpose quay (now in total 610 m), while the second one is a 315 m quay to the main quay.

Main cargo types include marble, in the form of chips and in blocks, as well as cereals. Container vessels may also be potentially served at the port facilities.

The existing port land area is approximately 17,3 hectares including the "Aspra Homata" area of approximately 5,6 hectares, which is not subject of the sub-concession. According to the approved master plan, an additional area of approximately 16,5 hectares is provided next to the existing port land area. In this additional area, the two new quays mentioned above were constructed.

The sub-concession area covers an area of approximately 282,000 sq. m and includes:

- the existing quay with paved area of approximately 117,000 sq.m (see Annex C map, area A2)
- an additional plot of unpaved land and reclamation area of approximately 165,000 sq. m (see Annex C map, area A1)
- the detached mole/breakwater (see Annex C map, area C)

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The existing equipment of the port includes a 100 TN Gottwald/HMK-300E crane, a 34 TN Fantuzzi MCH40 crane, as well as a number of forklifts.

The port is managed by OLK S.A. on the basis of the Concession Agreement.

The proposed sub-concession object includes the operation, maintenance and long term use and exploitation of a multi-purpose terminal (MPT), in combination with the sub-lease of land for allowed for uses. It is expected that the maintenance, use, exploitation and demand risks would be passed onto the sub-concessionaire. Furthermore, in the context of the sub-concession, it may be necessary to achieve a minimum amount of investment, in particular as defined in the Phase B' of the tender procedure.

The envisaged sub-concession duration is at least 40 years.

3. OVERVIEW OF THE TENDER PROCESS

- 3.1** As per the relevant provisions of law 4413/2016, by which Directive 2014/23/EU of the European Parliament and the Council on the award of concession agreements has been incorporated into the Greek legislation, as amended and in force and as applicable to the Fund (the "**Law on award of Concession Agreements**"), the publication of this Invitation signals the launch of the Tender Process to be carried out in two (2) phases, as described below.
- 3.2** The first phase of the Tender Process ("**Phase A**") is governed by the terms and conditions of this Invitation and, supplementally, by the relevant provisions of the Law on award of Concession Agreements.
- 3.3** During Phase A, eligible investors, natural or legal entities, consortia joint ventures or groups of legal and/or natural persons (hereinafter referred to in this Invitation as "**Interested Parties**" and each one separately as "**Interested Party**"), shall express their interest by submitting a relevant written letter (the "**Expression of Interest Letter**") (hereinafter referred to together with the Supporting Documents mentioned in paragraph 5.3 and Annex A hereof as "**Expression of Interest**" or "**EI**"), according to the provisions of this Invitation, for entering into a sub-concession agreement regarding the Asset (the "**Sub-Concession Agreement**" or the "**Sub-Concession**") for a minimum period of forty (40) years which could be extended for an additional period according to applicable legal procedure .

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The purpose of Phase A is to select the Interested Parties that meet the Conditions of Participation and the Prequalification Criteria, according to paragraph 4.2 hereof.

- 3.4** The Fund will evaluate the Expressions of Interest submitted and will invite all Interested Parties who meet the above, to participate in the second phase of the Tender Process ("**Phase B**") as described in summary below. Interested Parties selected as prequalified investors (the "**Prequalified Investors**") will be notified in writing and be invited to participate in Phase B. Interested Parties who have not qualified will be notified in writing on the reasons of their disqualification.
- 3.5** Phase B of the Tender Process will be governed by the terms and conditions set out in detail in the request for proposals (the "**Request for Proposals**"), which will be issued in Phase B, as such terms and conditions are supplemented by the relevant provisions of the Law on award of Concession Agreements. The following description constitutes a general outline of Phase B, without prejudice to the more specific terms and conditions to be finally included in the Request for Proposals. The Request for Proposals will set out a detailed time frame for Phase B and the remaining Tender Process, as well as the criteria for selection of the Prequalified Investor with whom the Fund will conclude the Sub-Concession Agreement (hereinafter the "**Preferred Investor**").
- 3.6** In order to participate in Phase B, the Prequalified Investors will be invited to sign a confidentiality agreement according to the template that will be provided by the Fund and return it to the Fund. In case of a consortium / joint venture or group of persons, the confidentiality agreement may be signed either by all members of the consortium / joint venture or group of persons, or by a common representative authorised by the members of the consortium / joint venture or group of persons to sign on their behalf.
- 3.7** Following execution of the confidentiality agreement, Prequalified Investors will have the right to:
- gain access to information material ("**Information Material**") related to the Asset and the Transaction;
 - carry out site visits to the Philippos II port, after appropriate coordination and scheduling, in the presence of representatives of the Fund and/or its Advisors;
 - receive the Request for Proposals;
 - provide non-binding comments on the draft of the Sub-Concession Agreement

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which will be made available to the Prequalified Investors upon or after the announcement of the Request for Proposals. The Fund may accept or reject such comments, in whole or in part, at its absolute discretion;

- submit binding financial offers together with the relevant financial commitments and other supporting material, as it will be described in the Request for Proposals.

3.8 The Sub-Concession Agreement will be signed between the HR, the Fund, the OLK S.A. and the Preferred Investor, according to the provisions of article 3 of law 4597/2019. For the purposes of concluding the sub-concession agreement, the Preferred Investor shall establish a Special Purpose Vehicle (SPV) in the form of a Société Anonyme under the laws of Greece with its seat in Greece. Where the Preferred Investor is a consortium / joint venture or a group of persons, the members thereof 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.

4. ELIGIBILITY AND PREQUALIFICATION CRITERIA

4.1 ELIGIBILITY REQUIREMENTS

A. General Requirements

Interested Parties are eligible to participate in the Tender Process and submit their Expression of Interest provided that they meet the terms and requirements set out in this Invitation.

Interested Parties who participate in the Tender Process in the form of a consortium / joint venture or group of persons are not required to assume a specific legal form in order to submit an Expression of Interest. Nevertheless, in case a consortium / joint venture or group of persons is nominated as the Preferred Investor, such consortium / joint venture or group of persons shall be required to establish a special purpose vehicle, in the form of a Greek society anonyme (an "SPV") for the purposes of the Transaction. The Request for Proposals shall provide further details for the SPV's establishment obligation, and / or may extend such obligation to single Interested Parties as well.

The Expressions of Interest of the Interested Parties must be accompanied by the Supporting Documents specified in Annex A hereof, as applicable. Interested Parties that do not meet one or more of the requirements set out in this paragraph and in Annex A, with the exception of the provisions of paragraph 4.2.4 for the Technical Capacity Criteria, or make a false or inaccurate statement, will be disqualified. In the event of a consortium / joint venture or group of persons,

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each member of the consortium / joint venture or group of persons must meet the requirements set out in paragraph 4.2.2 below and paragraph 1 of Annex A.

Each Interested Party may participate in the Tender Process and submit only one Expression of Interest. A member of a consortium / joint venture or group of persons may not participate in more than one consortium / joint venture or group of persons submitting an Expression of Interest, nor may a member of a consortium / joint venture or group of persons submit at the same time a separate Expression of Interest as a single Interested Party. In addition, in case any Interested Party or a member of a consortium / joint venture or group of persons relies on the financial and/or technical capacity of a third party to meet the Financial Capacity Criterion pursuant to paragraph 4.2.3 or the Technical Capacity Criteria pursuant to paragraph 4.2.4 respectively, such third party may not provide its financial or technical resources to any other Interested Party or member of a consortium / joint venture or group of persons. Non-compliance with this rule shall result in the immediate disqualification of all the Interested Parties involved.

An Affiliate (as defined below) of an Interested Party or, in the event of a consortium / joint venture or group of persons, an Affiliate of a member of a consortium / joint venture or group of persons may not participate in the Tender Process, either by submitting a separate Expression of Interest (in the case that it participates in the Tender Process as a single Interested Party) or by participating in a consortium / joint venture or group of persons submitting a separate Expression of Interest, unless the Affiliates submit evidence, in a manner satisfactory to the Fund, to substantiate that their submitted EoIs, although separate, have not been influenced by one another. Non-compliance with this clause shall result in the immediate disqualification of all the Interested Parties involved.

For the purposes of this Invitation, an “Affiliate” means any person who, directly or indirectly is in control of, or controlled by, or is under common control with, the Interested Party or the member of a consortium / joint venture or group of persons (as applicable). For the purposes of the aforementioned definition, “control” means the power, directly or indirectly; (i) to vote, or direct the voting of more than 50% of the voting rights of such person or (ii) to direct or cause the direction of the management and policies of such a person, whether by contract or de facto.

Interested Parties residing in or having their statutory or actual seat or establishment in Non-Cooperative Countries, as such are set out in article 65 of the Greek Income Tax Code (law 4172/2013, as amended and in force, Government Gazette A 167/23.07.2013) and are listed in the Ministerial Decision No. 1353/2019 of the Minister and Deputy Minister of Finance (Government Gazette B 3558/23.09.2019) issued according to the said provisions or any

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subsequent ministerial decision issued pursuant to such legislative provision updating the list of Non/Cooperative Countries, may not participate in the Tender Process, either separately or as members of consortium / joint venture or group of persons or as partners or shareholders holding more than 1% of the share capital of a legal entity being an Interested Party or member of consortium / joint venture or group of persons. Said requirement applies also to any third party, which will place at the disposal of such Interested Party and / or member of a consortium / joint venture or group of persons the financial resources necessary to meet the Financial Capacity Criterion pursuant to paragraph 4.2.3 (the “**Third Party**”) and to any person having a direct or indirect controlling interest, whether by contract or de facto, in such Third Party.

The Fund may exclude an Interested Party, if such Interested Party and, in case of a consortium / joint venture or group of persons, a member of a consortium / joint venture or group of persons, is seated in a country (a) with which the HR has no diplomatic or commercial relationships due to a relevant decision of the HR, and / or (b) which is identified in the two public documents that are issued by the Financial Action Task Force (FATF) three times a year, namely (i) the “*Jurisdictions under Increased Monitoring*” and (ii) the “*High – Risk Jurisdictions subject to a Call for Action*”. The Fund may also exclude an Interested Party, if such Interested Party and, in case of a consortium / joint venture or group of persons, a member of a consortium / joint venture or group of persons is subject to UN sanctions and/or EU restrictive measures implemented pursuant to any EU Regulation based on article 215 of the Treaty on the Functioning of the European Union (OJ C 326, 26.10.2012, p. 47-390) or Decision adopted in the framework of EU’s Common Foreign and Security Policy. The Fund may also exclude, at any stage of the Tender Process and until completion of the Transaction, after consultation with the HR, any Interested Party on grounds of the protection of the interests of the HR’s national security. The above terms and requirements apply also to any Third Party and to any person having a direct or indirect controlling interest, whether by contract or de facto, in the Interested Party and / or any members of a consortium / joint venture or group of persons and / or such Third Party. To this effect, the Fund, during the course of the Tender Process, may require at its discretion any information evidencing details of the Interested Party’s and/or Third Party’s shareholding/partnership structure up to the ultimate beneficial owner of its capital (and in case Interested Parties are Consortia, the above details of the members of a consortium / joint venture of group of persons thereof).

HRADF, or any of its Advisors, or representatives, or employees, or executives thereof, are exempted of any liability or obligation to pay any expenses or costs incurred by any Interested Party, consortium / joint venture or group of persons or by any member of the consortium /

joint venture or group of persons, due to the disqualification. No person acquires any right or claim for compensation of any kind by reason of this Invitation or the participation in the Tender Process against HRADF or the Advisors or representatives or employees or executives thereof for any reason or cause, including any error, or inaccuracy or omission by this Invitation.

B. Consortium / Joint venture or group of persons

In case of a consortium / joint venture or group of persons, each member shall participate in the consortium / joint venture or group of persons by at least ten percent (10%) (the “**Minimum Participation Stake**”) and the consortium / joint venture or group of persons must designate one of its members as a leader (the “**Lead Member**”) with a participation percentage of at least thirty four percent (34%) (the “**Minimum Lead Member Participation Stake**”). Subject to any permitted change as set out in part C below, and any further details to be set out in the Request for Proposals, the Lead Member must hold the Minimum Lead Member Participation Stake in the consortium / joint venture or group of persons for the entire Tender Process, otherwise such consortium / joint venture or group of persons will be disqualified from the Tender Process. If a consortium / joint venture or group of persons is nominated as the Preferred Investor, the Lead Member must retain a stake of at least 34% in the shareholding of the SPV which will enter into the Sub-Concession Agreement and for a minimum lock-up period as detailed in the Sub-Concession Agreement and subject to any exceptions set out therein.

The Lead Member must be duly authorised by the other members of the consortium / joint venture or group of persons to represent the consortium / joint venture or group during the entire Tender Process and in all matters relating to the Transaction.

An Interested Party participating as a single legal entity or a Lead member in a consortium / joint venture or group of persons can be substituted by an affiliated company as such company is defined above.

It is noted that members of consortia / joint ventures or groups of persons are jointly and severally liable to the Fund for their compliance with the terms of the Tender Process throughout its entire duration and onwards, as it will be specified in the Request for Proposals and the documents attached thereto.

Non-compliance with the conditions set out above shall result in the disqualification of the consortium / joint venture or group of companies.

C. Changes to the composition of a consortium / joint venture or group of persons. Following the submission of the EI and until the issuance of the Fund's decision on the nomination of the Prequalified Investors, no changes to the composition of a consortium / joint venture or group of persons shall be permitted, nor the establishment of a consortium / joint venture or group of persons by an individual Interested Party (single Interested Party).

No merger between Prequalified Investors is allowed. Prequalified Investors may proceed to changes to the composition of a consortium / joint venture or group of persons (either in the form of exit of an existing member or members, or entry of a new member or members, or internal redistribution of participation percentages) or establish a consortium / joint venture or group of persons, to the extent that they participate in the Tender Process as a single Interested Party, exclusively subject to the following conditions, cumulatively applied, as they will be set out in more detail in the Request for Proposals.

- (i) The change must be notified to the Fund in writing up to a specific date prior to the date of submission of the binding offers (as such date will be stipulated in the Request for Proposals) (the "**Relevant Date**"), and shall be subject to the prior consent of the Fund. In case of entry of a new member, such new member must participate in the consortium / joint venture or group of persons with at least the Minimum Participation Stake and meet the Personal Status Criteria. The notification of the entry of a new member must be accompanied by the relevant Supporting Documents set out in paragraph 1 of Annex A. Moreover, such new member shall accede to the confidentiality agreement. No entry of a new member shall be allowed after the Relevant Date.
- (ii) Subject to item (vii) hereof, the Lead Member remains the same and with at least the Minimum Lead Member Participation Stake. In case that a single Prequalified Investor establishes a consortium / joint venture or group of persons, he must be designated as the Lead Member thereof.
- (iii) In case of internal redistribution of participation percentages, each member remains with at least the Minimum Participation Stake.
- (iv) The consortium / joint venture or group of persons, under its new structure, will meet or continue to meet (as applicable) all the Prequalification Criteria set out in paragraph 4.2.
- (v) The Request for Proposals may set out limitations to the possibility of the Prequalified Investor;

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- (a) in case that the Prequalified Investor is a consortium / joint venture / group of persons, to add as a member of a consortium / joint venture or group of persons one or more economic operators which have acted as a Lead Member in a different consortium / joint venture or group of persons that submitted an EI but was not selected as a Prequalified Investor,
- (b) in case that the Prequalified Investor is a single entity, to set up a consortium / joint venture or group of persons with one or more economic operators which have acted as a Lead Member in a different consortium / joint venture or group of persons that submitted an EI but was not selected as a Prequalified Investor.
- (vi) No changes in the composition of the consortium / joint venture or group of persons shall be permitted after the Relevant Date, other than those regarding (1) any changes in the percentage participation of the members of the consortium / joint venture or group of persons or (2) the exit of an existing member from the consortium / joint venture or group of person or (3) any substitution by an Affiliate as per item (vii) hereof, under the following conditions, which apply cumulatively:
 - (a) the change shall be subject to the prior consent of the Fund;
 - (b) subject to item (vii) hereof, the exiting member is not the Lead Member;
 - (c) in case of internal redistribution of participation percentages, each member remains with at least the Minimum Participation Stake and
 - (d) the consortium / joint venture or group of persons continues to meet all the Prequalification Criteria as set out in paragraph 4.2 following such a change in the composition of the consortium / joint venture or group of persons.
- (vii) Notwithstanding the above, the Prequalified Investors may be permitted to be substituted by an Affiliate as it will be further stipulated in the Request for Proposals and, in any case, under the following conditions which apply cumulatively:
 - (a) the change shall be subject to the prior consent of the Fund;
 - (b) such Affiliate meets the Personal Status Criteria and the notification of such entry must be accompanied by the Supporting Documents set out in paragraph 1 of Annex A;

- (c) the Prequalified Investor / consortium / joint venture or group of persons continues to meet all the Prequalification Criteria set out in paragraph 4.2. following such substitution and
- (d) such Affiliate shall accede to the confidentiality agreement.

Any breach of the conditions as set out above results in the disqualification of the Prequalified Investor from the Tender Process. For the avoidance of doubt, it is clarified that in case that the Fund does not consent to a change to the composition of a consortium / joint venture or a group of persons as above, the Prequalified Investor (either a consortium / joint venture/group of persons and/or a single Prequalified Investor) may still submit a binding offer in its prior structure.

4.2 CONDITIONS OF PARTICIPATION - PREQUALIFICATION CRITERIA

4.2.1 Prequalification Criteria

The Conditions of Participation refer to the personal status criteria, as set out in paragraph 4.2.2 below, while Financial Standing Capacity of the Interested Parties is a Prequalification Criterion, as set out in paragraph 4.2.3 below.

The Personal Status and Financial Standing Criteria must be met by the Interested Parties upon submission of their Expressions of Interest and throughout the duration of the Tender Process. The Technical Capacity Criteria must be met by the Interested Parties upon submission of their binding offers in Phase B according to the relevant terms of the Request for Proposals. Further information about the time period for which the Financial and Technical Capacity Criteria should be fulfilled, will be included in the Request for Proposals.

4.2.2 Personal Status Criteria

Interested Parties must cumulatively meet the Personal Status Criteria described in this paragraph and paragraph 1 of Annex A hereof (the “**Personal Status Criteria**”), according to article 39 of the Law on award of Concession Agreements and prove them as described in paragraph 1 of Annex A hereof.

In the case of a consortium / joint venture or group of persons, each member of the consortium / joint venture or group of persons, must also demonstrate compliance with the Personal Status Criteria.

If a Private / Institutional Equity Fund submits an Expression of Interest Letter, either as a single

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Interested Party or as a member of a consortium / joint venture or group of persons, the Personal Status Criteria must be met by itself (if it has legal personality) and by its investment / fund manager and/or general partner of that equity firm or fund (depending on the form of such private equity firm or fund) and the authorized representatives of that investment / fund manager or general partner.

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

An Interested Party will be disqualified from the Tender Process if at any time of the Tender Process it is demonstrated that the Interested Party, or in case of a consortium / joint venture or group of persons, any of the members of the consortium / joint venture or group of persons, is, due to actions or omissions before or during the Tender Process, in one of the following situations:

(a) The Interested Party has been the subject of a conviction by final judgement for any of the criminal acts listed in subparagraph 3 of paragraph 1.1 of Annex A hereof. Such disqualification applies also to the members of the board of directors, managerial or supervisory body of any Interested Party submitting an EI, as well as to any persons that have power of representation, decision making or control at the Interested Party, according to the fourth paragraph of article 39 of the Law on award of Concession Agreements (hereinafter the “**Affected Persons**”).

(b) The Interested Party is in breach of its obligations relating to the payment of taxes or social security contributions and where this has been established by a judicial or administrative decision having final and binding effect according to the legal provisions of the country of origin/incorporation/registered seat (as appropriate) and/or the Fund can demonstrate by any appropriate means that the Interested Party is in breach of its obligations relating to the payments of taxes or social security contributions. This paragraph shall no longer apply (i) when the Interested Party has fulfilled its obligations, either by paying the taxes or social security contributions due, including, where applicable, any interest accrued or fines or by entering into a binding arrangement for their payment and (ii) when the disqualification would be clearly disproportionate, in particular where only minor amounts of taxes or social security contributions, not exceeding in any case the amount of one thousand (1,000) euros, are unpaid or where the Interested Party was informed on the exact amount due, following its breach of its obligations relating to the payment of taxes or social security contributions, at such time that it did not have the possibility of taking measures, according to subparagraph (i) hereof, before expiration of the deadline for submitting its EI.

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(c) The Fund can demonstrate by any appropriate means any violation of applicable obligations referred to in Article 29 par. 3 of the Law on award of Concession Agreements.

(d) In the case where the Interested Party and in case of a consortium / joint venture or group of persons, any of the members of the consortium / joint venture or group of persons, is bankrupt or in a state of liquidation or compulsory receivership by a liquidator or the court or special receivership or in conciliation / reorganisations procedures or has entered a bankruptcy settlement or has suspended its business activities or is in any similar situation arising from a similar procedure provided for in the national legislation or regulations of the country of origin/incorporation/registered seat (as appropriate). However, the Fund may decide not to exclude an Interested Party which (and in case of a consortium / joint venture or group of persons, any member of the consortium / joint venture or group of persons) which is in one of the above situations, when it has been ascertained that this Interested Party will be in a position of executing the Sub-Concession Agreement, taking into consideration the applicable rules and measures regarding the continuation of activities in the above situations.

(e) Where a conflict of interest within the meaning of article 35 par. 3 of the Law on award of Concession Agreements, cannot be remedied by any other less intrusive measures.

(f) If the Interested Party or any Affected Person has been found guilty of serious misrepresentation in supplying the information required for the verification of the absence of grounds for exclusion or the fulfilment of the qualification criteria, has concealed such information or is unable to submit the required documents supporting such information.

(g) In the event that the Interested Party or any Affected Person has undertaken to unduly influence the decision-making process of the Fund, to obtain confidential information that may result in unfair advantages for itself in the Tender Process or to provide by mistake misleading information that may have a material influence on the decisions of the Fund concerning disqualification, selection or award of the Sub-Concession Agreement.

An Interested Party that is in one of the situations referred to above [excluding the case referred to in point (b) above] may provide evidence to the effect that measures taken on its part are sufficient to demonstrate its reliability despite the existence of the relevant ground for disqualification. If such evidence is considered to be sufficient, the Interested Party concerned, and in the case of a member of a consortium / joint venture or group of person, the consortium / joint venture or group of persons, shall not be disqualified from the Tender Process. For this purpose, the Interested Party shall prove that it has paid or undertaken to pay compensation in

respect of any damage caused by the criminal offence or misconduct, that clarifications have been provided regarding the facts and circumstances in a comprehensive manner by actively collaborating with the investigating authorities, that concrete technical, organisational and personnel measures have been taken by it that are appropriate to prevent further criminal offences or misconduct. The measures taken by the Interested Parties shall be evaluated taking into account the gravity and particular circumstances of the criminal offence or misconduct. Where the measures are considered to be insufficient, the Interested Party shall be notified of the relevant decision's rationale. Any Interested Party that has been excluded by final judgement from participating in public agreement or concession award procedures shall not be entitled to make use of the possibility provided above during the period of exclusion resulting from that judgement.

4.2.3 Prequalification Criteria - Financial Capacity

Interested Parties must demonstrate in Phase A of the Tender Process adequate financial standing to ensure payment of the financial consideration for the Transaction and to finance the services specified in the Sub-Concession Agreement.

In this framework, Interested Parties must meet and prove the financial criteria described in this paragraph and paragraph 2 of Annex A hereof (the "**Financial Capacity Criterion**"):

A. Single entity

In case that the Interested Party is a corporate entity (the "**Corporate Entity**"), it must demonstrate that its average annual (consolidated if applicable) shareholders' equity (calculated as total consolidated assets minus total consolidated liabilities, if consolidation is applicable or as total assets minus total liabilities otherwise), for the last three audited financial years prior to the Submission Date (the "Last Three Financial Years"), amounts to at least twenty [20] million Euro.

In case that the Interested Party is a private equity firm or fund (the "**Private / Institutional Equity Firm/Fund**"), it must demonstrate that it has active, committed and uninvested funds in the last financial year prior to the Submission Date of at least twenty [20] million Euros according to the most recent audited financial statement (or consolidated financial statement, if applicable) or its auditor reports or a relevant certification verified by auditor reports or relevant certification verified by an auditor issued within thirty (30) calendar days prior to the submission of the EI. 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.

In the case of a natural person (the “**Natural Person**”), the latter must demonstrate personal and direct ownership and possession of available, liquid and unencumbered financial assets (personal net worth) having aggregate market value of at least twenty [20] million Euro. For the purposes of calculation of a person's personal net worth, the following may be taken into account:

- (a) Cash deposits in a bank or any other credit institution;
- (b) Liquid and transferable securities.

B. Consortium / Joint venture/group of persons

In the case of a consortium/joint venture/group of persons, the Financial Standing Criteria will be fulfilled if the weighted average position, calculated by aggregating the relevant parameter for each member of the consortium/joint venture/group of persons on a proportionate basis (pro rata) taking into account the relative interest (stake) of each member in the consortium/joint venture/group of persons (as reflected in “Statement Template 5”).

C. Reliance on Third Party

An Interested Party (or, in case of a consortium / joint venture or group of persons, a member of the consortium / joint venture or group of persons) may rely on the financial capacities of a third party (regardless of the legal nature of the links between them) as referred to in paragraphs 2 and 3 of article 39 of the Law on award of Concession Agreements (the “**Third Party**”). In this case, the Interested Party (or, in case of a consortium / joint venture or group of persons, a member of the consortium / joint venture or group of persons) shall provide evidence that it will have at its disposal the financial resources necessary for the implementation of the Sub-Concession Agreement by submitting a declaration as per Template 6 of Annex B duly signed by such Third Party that it shall unconditionally place all necessary financial resources at the disposal of the Interest Party (or, in case of a consortium / joint venture or group of persons, a member of the consortium / joint venture or group of persons) and that it shall incur jointly full liability towards the Fund and the HR in the case the conditions stipulated in this paragraph are not met. The Third Party (lending party) must also satisfy the Personal Status Criteria and should also furnish the Supporting Documents specified in Annex A.

For the avoidance of doubt, the Financial Standing Criteria must be met by either an Interested Party (whether single entity or consortium/joint venture/group of persons) or a Third Party but not by a combination of the two.

D. General provisions

In the event that an Interested Party or a member of consortium/joint venture/group of persons or a Third Party has merged with or acquired any business during the last three (3) financial years, the aforementioned Financial Standing Criteria may also be met on the basis of pro-forma financial statements, prepared on the assumption that the acquisition or merger took place at the beginning of the three-year period.

In the event that an Interested Party or a member of consortium/joint venture/group of persons or a Third Party has been incorporated for less than three (3) financial years, the Fund will take into account the financial years that such Interested Party or member of consortium/joint venture/group of persons or Third Party is in operation, provided that it has at least one financial year of audited financial statements.

4.2.4 Technical Capacity Criteria

Without prejudice to the provisions of paragraph 4.2.1 above, each Prequalified Investor must meet and demonstrate the following technical experience (the “**Technical Capacity Criteria**”) upon submission of its binding offer in Phase B according to the relevant terms of the Request for Proposals and throughout the duration of the Tender Process.

The technical capacity requested is to demonstrate experience of at least three (3) consecutive years, within the last five (5) years from the submission of the binding offer, in managing and operating a multi-purpose terminal, a general cargo terminal, a container terminal or a combination thereof, on a concession contract basis, in a commercial port anywhere in the world, with a cargo volume handled of at least 200,000 tons/year or 20,000 TEU/year or $[\text{volume handled by Interested Party (in tons/year)} / 200,000 + \text{volume handled by Interested Party (TEU/year)} / 20,000] \geq 1.25$, with average figures for the three (3) most recent active years being at least the above-mentioned values.

In case of a consortium / joint venture or a group of persons, the Technical Capacity Criteria may be met by one member thereof which in that case must possess at least a [20%] participation stake in the consortium / joint venture / group of persons. Such member shall retain the same participation stake in the share capital of the SPV for a minimum period to be specified in the Phase B.

A Prequalified Investor (or in case of a consortium / joint venture/group of persons a consortium / joint venture/group of persons member) also fulfils the Technical Capacity Criteria if the said

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Prequalified Investor holds a [10%] participation stake in a legal entity which itself fulfils the Technical Capacity Criteria as well as an active participation in the management of the company which fulfils the technical criterion.

A Prequalified Investor may rely on the technical capacities of a Third Party (regardless of the legal nature of the links between them) as referred to in paragraphs 2 and 3 of article 39 of the Law on award of Concession Agreements which itself fulfils the Technical Capacity Criteria. In this case, the Prequalified Investor shall provide evidence that it will have at its disposal the technical resources necessary for the implementation of the Sub - Concession Agreement by providing a declaration as per Template 9 of Annex B duly signed by such Third Party that it shall unconditionally place all necessary technical resources at the disposal of the Interest Party and that it shall incur full liability towards the Fund and the HR in the case the conditions stipulated in this paragraph are not met. In such a case the said Third Party must also satisfy the Personal Status Criteria and should also furnish the Supporting Documents specified in Annex A. The above shall also apply in the case of a consortium / joint venture / group of persons where the Technical Capacity Criteria are met by one of its members.

Detailed terms and conditions regarding the reliance on a Third Party Technical Capacity shall be specified in the RfP.

The Fund may request for additional documents evidencing the commitment of the Third Party to place the necessary technical resources at the Prequalified Investor's disposal as may be further stipulated in the Request for Proposals.

5. SUBMISSION OF EXPRESSION OF INTEREST - INFORMATION AND CLARIFICATIONS

5.1 CONTENTS AND FORM OF EXPRESSION OF INTEREST

The Expression of Interest Letter shall be considered to have been submitted in accordance with the provisions hereof when an Interested Party submits all the following documents in the folder determined below:

- a. Folder A which includes the Expression of Interest Letter and the Supporting Documents in original form
- b. Folder B which includes copies of Folder A and
- c. An electronic storage device in an easily accessible and non-editable format (e.g. CD-ROM, DVD or USB stick)

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(documents a., b., and c., above are referred jointly as the “**Submission Documents**”).

Each EI will include an Expression of Interest Letter as per the content of the template letter provided in Annex B (Model Expression of Interest Letter Template).

In case of any discrepancy or ambiguity between the documents submitted in hard copy and those submitted in an electronic storage device, the hard copy shall prevail.

In case of any discrepancy between the original in hard copy and the copy in hard copy, the original in hard copy shall prevail.

The Expression of Interest Letter must be submitted both in the Greek and English language. In all cases, the Greek text shall prevail.

Each Interested Party must appoint a representative with whom the Fund and its Advisors may communicate. In this context, the Expression of Interest will include the full name of the representative and his contact details (including his correspondence address, land-line phone number, mobile phone, fax number and email address) and moreover it will include a validated copy or excerpt of the decision(s) (in case of a consortium / joint venture or group of persons) which pertain to his appointment as representative by the competent body(ies) or member(s) of the Interested Party, according to their articles of association.

The Expression of Interest must be signed in person by the Interested Party in the case of natural persons, or by a duly authorised representative (representatives) of the Interested Party in the case of legal entities. The relevant authorisations must be included in the Supporting Documents to be submitted together with the Expression of Interest. In case of a consortium / joint venture or group of persons, the Expression of Interest may be signed either by all members of the consortium / joint venture or group of persons, duly represented according to the above, or a joint representative who will be duly authorised by all members of the consortium / joint venture or group of persons. In this case, the relevant authorisations for the appointment of a joint representative must be included in the Supporting Documents submitted together with the Expression of Interest.

5.2 SUBMISSION OF EXPRESSION OF INTEREST

The Interested Parties should submit the Submission Documents, as per paragraph 5.1, to the Fund's premises, 1 Kolokotroni & Stadiou Str., 105 62 Athens Greece, in a sealed dossier bearing the name / company name / stamp and address of the Interested Party, either in person or via registered mail, on Friday, October 2nd, 2020 (the "**Submission Date**") and until 2.00 pm (Greek time).

Any Expression of Interest submitted after the aforementioned deadline will therefore be immediately rejected and shall be returned to the Interested Party without being unsealed. Any delay due to chance events or for reasons of *force majeure* shall not be recognised as a justified reason for late receipt of the EI.

The Expressions of Interest will be unsealed by the Fund at its premises, 1 Kolokotroni & Stadiou Str., 105 62, Athens Greece, on the date and time which will be first notified in writing to the Interested Parties. During the opening, one (1) legal authorised representative of each Interested Party is entitled to be present.

5.3 SUPPORTING DOCUMENTS

The Expression of Interest must be accompanied by the supporting documents stated and specified in Annex A (the "**Supporting Documents**"). The Supporting Documents may be submitted either in Greek or another language accompanied by their official translation in Greek. Supporting public foreign documents must bear the Hague Apostille, according to law 1497/1984 (Government Gazette A 188/27.11.1984). For the purposes of submission of an EI, the translation is presumed to be official, provided it has been certified as such by a competent judicial or administrative authority or attorney or certified translator who has the power of issuing official translations according to the laws of the country of its origin/incorporation/registered seat (as appropriate), or by the translation service of the Hellenic Ministry of Foreign Affairs or by certified translators or by an attorney, according to the provisions of article 454 of the Greek Code of Civil Procedure, the provisions of law 3712/2008 (Government Gazette A 225/05.11.2008) and article 36 of law 4194/2013 (Government Gazette A 208/27.09.2013) respectively. The supporting private documents are submitted either in accordance with the provisions of Law 4250/2014 (A'94) or in a simple photocopy, provided that they are accompanied by a solemn declaration stating their accuracy.

Where templates are provided in this Invitation in relation to the form and content of the Supporting Documents (Annex B), the use of the corresponding templates is mandatory for the Interested Parties.

5.4 CLARIFICATIONS AND ADDITIONAL INFORMATION

The Fund considers that the information included in this Invitation is sufficient for the submission of the Expression of Interest. However, should Interested Parties have any questions regarding the Tender Process or this Invitation, they are entitled to address in writing, via email or facsimile, specific requests for clarifications to any of the following contact persons:

Mr. Panos Papamichalopoulos	Mrs. Roxana Todiroae
ERNST AND YOUNG Single Member Societe Anonyme for the Provision of Advisory Services	ERNST AND YOUNG Single Member Societe Anonyme for the Provision of Advisory Services
Financial Advisor	Financial Advisor
Tel: +302102886310	Tel: +302102886477
Fax: +302102886907	Fax: +302102886907
Panagiotis.Papamichalopoulos@gr.ey.com	Roxana.Todiroae@gr.ey.com

For the avoidance of doubt, all correspondence shall be in writing and copying the Fund (e-mail address: mkouri@hraf.gr, fax: +30 2103274448 and +30 2103274449).

The aforementioned requests shall be submitted, no later than fourteen (14) calendar days prior to the Submission Date, i.e. until Thursday, September 17th, 2020 and until 2.00 pm (Greek time). The contact persons will reply to such requests for clarifications also in writing within a reasonable period of time. In order to ensure the highest standards of objectivity and transparency of the Tender Process, all such written questions and the respective given responses from the contact persons will be made available to all Interested Parties in due time on the Fund's website (www.hradf.com) in an anonymous way, i.e. without revealing the Interested Party that submitted any of such questions. Any information made available, as described above, on the Fund's website, shall be deemed incontestably known to all Interested Parties as of the date of such posting.

Interested Parties do not have the right to address requests for clarifications directly to the OLK S.A. and to any member of the management, employee, representative, executive of the OLK S.A.

The Fund reserves the right to request in writing clarifications and/or additional information on documents already submitted from the Interested Parties in relation to matters of ambiguities or typical shortcomings of the EIs, by setting in writing a reasonable deadline for the provision

of the requested clarifications and/or additional information, beginning from the date of the notification of the relevant invitation to the respective Interested Party. Any clarifications or additional information submitted by Interested Parties without being requested by the Fund will not be taken into account.

6. OTHER TERMS / LEGAL NOTICE

- 6.1** By the submission of their Expression of Interest, the Interested Parties, and in the case of a consortium / joint venture or group of persons, all members of the consortium / joint venture or group of persons, accept fully and unconditionally all the terms and conditions of this Invitation. Any express or implied provision to the contrary included in an Expression of Interest shall lead to the disqualification of the relevant Interested Party and the rejection of its Expression of Interest. All the Expressions of Interest, questions, clarifications, proposals or any other submissions relating to this Invitation and/or the Tender Process are made at the sole responsibility of the Interested Parties.
- 6.2** The Interested Parties shall bear their own expenses and costs in connection with the Tender Process and the Transaction, including the fees and expenses of their legal, technical, financial and other advisors. The Fund or any of its Advisors or directors or representatives or employees or executives thereof are exempted of any liability or obligation to pay any expenses or costs incurred by any Interested Party or by any member of a consortium / joint venture or group of persons, due to its disqualification.
- 6.3** Prior to the commencement of Phase B of the Tender Process, the Fund may proceed, at its own and absolute discretion, to any amendments to the Transaction.
- 6.4** The issuance of this document in no way commits the Fund to proceed with the Transaction pursuant to the Tender Process or at all. The Fund reserves the right to repeat, postpone, cancel or amend the terms, the timetable and any phase of this Tender Process, this Invitation or the Request for Proposals, as well as the Tender Process as a whole, at any time and without any prior notice. Under no circumstances will the Fund and its directors, representatives, employees and executives, or the HCAP or the HR or the Advisors be liable and responsible towards any Interested Parties, including members of consortia / joint ventures or groups of persons, as the case may be, and/or towards any third parties for any reason or cause, including inter alia any error, inaccuracy, or omission in this Invitation, or the amendment of the applicable laws affecting or related to the Tender Process. No person acquires any right or claim for compensation of any kind by

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

6.5 This Invitation is being directed only at persons to whom it may be lawfully communicated under applicable law. It does not constitute any offering and, to the extent permitted by law, the Fund and its advisers, including, without limitation, the Advisors, accept no liability in relation to it. In particular:

6.5.1 Whilst the information contained in this document has been prepared in good faith, it is not comprehensive and has not been verified independently by the Fund, or its advisers, including, without limitation, the Advisors.

6.5.2 No information contained in this document forms the basis for any warranty, representation or term of any contract by the Fund or any of their advisers, with any third party.

6.5.3 For the purposes of this document, the Fund's advisers, including, without limitation, the Advisors, are acting exclusively as the advisers to the Fund, and will not be responsible to anyone other than the Fund, for work carried out by them in connection with this document. Neither the Fund, nor any of their respective advisers, shall be liable for any costs or expenses incurred by any Interested Party or other recipient of this document in connection with the Tender Process and the Transaction. All Expressions of Interest, responses, proposals and submissions relating to this document and/or the Tender Process are made at the sole risk and expense of the Interested Parties.

6.5.4 In furnishing this document, the Fund and its respective advisers undertake no obligation to provide Interested Parties with access to any additional information or to update the document or to correct any inaccuracies therein which may become apparent.

6.6 This Invitation does not constitute the basis for any investment decision or recommendation made by the Fund or the HCAP or the HR or any of their advisors, including without limitation the Advisors, nor the giving of investment advice by them. Each Interested Party must make its own independent assessment and research and take independent professional advice, as it deems necessary, in relation to this Invitation.

6.7 DATA PROTECTION. 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, as described in paragraph 5 of the Invitation.

The purpose of the processing is the evaluation of the Expression of Interest, the implementation of the Tender Process and its monitoring, the safeguarding of the 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.

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

Pursuant to the General Data Protection Regulation (EU) 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.

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

The 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.

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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 EU legislation on personal data protection.

- 6.8** Where the Fund has reasonable grounds for assuming that Prequalified Investors or the Preferred Investor have colluded to avoid competition in the Tender Process, or that the composition of a Prequalified Investor or the Preferred Investor may constitute a violation of the competition law rules, as in force, the Fund may request from the Prequalified Investor or the Preferred Investor respectively to provide evidence as deemed necessary by the Fund.
- 6.9** All Expressions of Interest become the property of the Fund upon their submission. Interested Parties give the Fund the right to replicate and disclose the responses to this Invitation for any purposes in relation to the fulfilment of its statutory duties. If required by law, regulation or order of a court or regulatory body or governmental authority, the Fund may also disclose certain information and/or documents relating to any Expression of Interest. Furthermore, the Fund and/or its advisers may be obliged to disclose information they hold in relation to the Expressions of Interest received in response to requests for information, subject to any relevant exemptions.
- 6.10** A submission of an Expression of Interest by any Interested Party shall mean that the Interested Party agrees that the Fund may, in its discretion, disclose its or their identity.
- 6.11** Each Expression of Interest submitted in response to this Invitation, shall be valid for twenty four (24) months following its submission. Said period of validity may be extended at the absolute discretion of the Fund, if required by the Fund, provided that the Interested Party consents thereto.
- 6.12** The currency of the Transaction will be the Euro and all monetary amounts in relation with this Invitation and its Supporting Documents shall be expressed in Euros.

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- 6.13** This Invitation, the EI and the Tender Process in whole will be governed by and construed with the laws of Greece. Any disputes arising under, out of, or in connection with the present Invitation and/or the Tender Process shall be subject to the exclusive jurisdiction of the competent courts of Athens, Greece.
- 6.14** The present Invitation is drafted in Greek and is translated in English. In case of inconsistency between the two texts, the Greek text shall prevail.
- 6.15** Any Interested Party having or having had an interest of being awarded the Sub-Concession Agreement and which considers that it has incurred or may incur a loss from an enforceable act or omission by the Fund in violation of European or domestic law, is entitled to request legal protection by initiating preliminary legal proceedings and legal remedies, according to the provisions of articles 345 through 374 of Book IV of law 4412/2016 “Public Agreements for Projects, Procurements and Services (adaptation to Directives 2014/24/EU and 2014/25/EU)”, as they apply also to the procedures related to the conclusion of projects and services concession agreements according to the provisions therein.

7. PUBLICITY

A summary of this Invitation was sent for publication:

- (i) On July 13th 2020, in the Supplement to the Official Journal of the European Union, where it was published on July 16th 2020 and received the following Notice Number:
2020/S 136-335731
- and
- (ii) On July 17th 2020, at the Central Electronic Register for Public Procurement, where it was published on July 17th 2020 and received the following Tender Online Posting Number:
20PROC007043114

while the entire text of this Invitation was posted on the website www.hradf.com

ANNEX A - SUPPORTING DOCUMENTS OF THE EXPRESSION OF INTEREST

1. PERSONAL STATUS CRITERIA

1.1 CORPORATE ENTITIES

Single Interested Party that is a Corporate Entity must submit the following:

1. Recent certificate(s) of the public registry of companies or other equivalent document, issued within the last thirty (30) calendar days prior to the submission of the Expression of Interest, evidencing the incorporation of the Corporate Entity, its registration with the competent authorities in the country of its incorporation and its current registered seat (if different), as well as its existence as of the date of issuance of the certificate.
2. Documents evidencing the current legal representation of the Interested Party (e.g. Managing Directors, Executive Directors, Administrators, Joint Administrators etc. or members of any relevant administrative or competent corporate bodies), issued within the last thirty (30) calendar days prior to the submission of the Expression of Interest. If, according to the laws of the country of the incorporation/registered seat (as appropriate) of the Corporate Entity, it is mandatory to publish the identity of the persons representing the Corporate Entity, then a copy of the publication must also be submitted (e.g. the relevant bulletin of the Government Gazette, certificate issued by the competent authority, registry of companies).

Additionally, the document evidencing the authorisation of the person(s) signing the Expression of Interest must be submitted.

3. Extract(s) of criminal record or other equivalent document(s) / certificate(s) issued within the last thirty (30) calendar days prior to their submission, by the competent judicial or administrative authorities in the country of incorporation/registered seat (as appropriate) of the Corporate Entity and the country of origin of the Affected Persons (if different) evidencing that the Interested Party and/or its Affected Persons have not been convicted by final judgement for any of the criminal acts below:
 - a. Participation in a criminal organisation, as defined in article 2 of Council Framework Decision 2008/841/JHA of 24 October 2008 on the fight against organised crime (OJ L 300, 11.11.2008, p. 42-45).

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- b. Corruption, as defined in article 3 of the Convention on the fight against corruption involving officials of the European Communities or officials of Member States of the European Union (OJ C 195, 25.06.1997, p. 1-11) and article 2(1) of the Council Framework Decision 2003/568/JHA of 22 July 2003 on combating corruption in the private sector (OJ L 192, 31.07.2003, p. 54-56), as well as corruption as defined in Greek legislation and/or the law of the country of incorporation/registered seat (as appropriate) of the Interested Party.
- c. Fraud, within the meaning of articles 2 and 3 of the Directive (EU) 2017/1371 of the European Parliament and of the Council of 5 July 2017 on the fight against fraud to the Union's financial interests by means of criminal law (OJ L 198, 28.07.2017, p. 29-41).
- d. Terrorist offences or offences linked to terrorist activities, as defined in articles 2-12 of Directive (EU) 2017/541 of the European Parliament and of the Council of 15 March 2017 on combating terrorism and replacing Council Framework Decision 2002/475/JHA and amending Council Decision 2005/671/JHA (OJ L 88, 31.03.2017, p. 6-21) or inciting, aiding or abetting or attempting to commit such offence, as referred to in article 14 thereof.
- e. Money laundering or financing of terrorism, as defined in article 1(3) of Directive (EU) 2015/849 of the European Parliament and of the Council of 20 May 2015 on the prevention of the use of the financial system for the purposes of money laundering or terrorist financing, amending Regulation (EU) No 648/2012 of the European Parliament and of the Council, and repealing Directive 2005/60/EC of the European Parliament and of the Council and Commission Directive 2006/70/EC (OJ L 141, 05.06.2015, p. 73-117), as amended and in force, which was transposed into Greek law with law 4557/2018 (Government Gazette A139/30.07.2018).
- f. Child labour and other forms of human trafficking, as defined by article 2 of Directive 2011/36/EU of the European Parliament and of the Council of 5 April 2011 on preventing and combating trafficking in human beings and protecting its victims, and replacing Council Framework Decision 2002/629/JHA (OJ L 101, 15.04.2011, p. 1-11), as transposed into Greek law with law 4198/2013 (Government Gazette A215/11.10.2013).

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In the case where an extract of criminal record or other equivalent document(s) / certificate(s) is not issued in the country of incorporation/registered seat (as appropriate) of the Corporate Entity and/or the country of origin of its Affected Person(s) or it does not cover all the cases referred to under points (A) through (F) above, a sworn statement is submitted, issued within the last thirty (30) calendar days prior to the submission of the Expression of Interest, or, in countries where a sworn statement is not provided for, a solemn declaration issued by a competent judicial or administrative authority or notary public or competent professional or commercial organisation in accordance with the laws of the Corporate Entity's country of incorporation/registered seat (as appropriate), where it is stated that up to the date of signing of the certificate/statement/declaration the Interested Party and/or the Affected Person(s) have not been convicted by final judgement for any of the criminal acts under points (A) through (F) (according to Template 4 of Annex B). In the case where a sworn statement or solemn declaration is submitted, such statement / declaration will be accompanied by an official certificate issued by a competent authority of the country of incorporation/registered seat (as appropriate) of the Corporate Entity and/or origin of the Affected Person(s) (if applicable) certifying that an extract of criminal record or other equivalent document/certificate is not issued therein or the one that has been issued does not cover all the cases referred to under points (A) through (F) above.

4. Certificate(s) from the competent authorities of the country of the incorporation/registered seat (as appropriate) of the Corporate Entity certifying that no taxes are due by the Corporate Entity (i.e. tax clearance certificate) issued within the last thirty (30) calendar days prior to the submission of the Expression of Interest.

In the case where the aforementioned certificate is not issued in the country of incorporation/registered seat (as appropriate) of the Corporate Entity, a sworn statement is submitted, issued within the last thirty (30) calendar days prior to the submission of the Expression of Interest, or, in countries where such a statement is not available, a solemn declaration and attested by a competent judicial or administrative authority or notary public or competent professional or commercial organisation in accordance with the laws of the Corporate Entity's country of incorporation/registered seat (as appropriate), signed by the Corporate Entity's legal representative, where it is stated that up to the date of signing of the statement/declaration no tax is owed by the Corporate Entity (according to Template 4 of Annex B). In the case where a sworn statement or solemn declaration is submitted, such statement/declaration will be accompanied by an official certificate

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issued by a competent authority of the country of incorporation/registered seat (as appropriate) of the Corporate Entity certifying that the aforementioned certificate is not issued in the above country.

5. Certificate(s) from the competent social security organisation(s) of the country of incorporation/registered seat (as appropriate) of the Corporate Entity certifying that no social security contributions are owed by the Corporate Entity (i.e. social security clearance certificate) issued within the last thirty (30) calendar days prior to the submission of the Expression of Interest.

In the case where the aforementioned certificate is not issued in the country of incorporation/registered seat (as appropriate) of the Corporate Entity, a sworn statement is submitted issued within the last thirty (30) calendar days prior to the submission of the Expression of Interest, or, in countries where such a statement is not available, a solemn declaration issued within the last thirty (30) calendar days prior to the submission of the Expression of Interest and attested by a competent judicial or administrative authority or notary public or competent professional or commercial organisation in accordance with the laws of the Corporate Entity's country of incorporation/registered seat (as appropriate), signed by the legal entity's legal representative, where it is stated that up to the date of signing of the statement/declaration all social security contributions have been paid by the legal entity (according to Template 4 of Annex B). In the case where a sworn statement or solemn declaration is submitted, such statement/declaration will be accompanied by an official certificate issued by a competent authority of the country of incorporation/registered seat (as appropriate) of the Corporate Entity certifying that the aforementioned certificate is not issued in the above country.

6. For Greek Corporate Entities:
 - (i) a certificate from the competent First Instance Court verifying that no petition for declaration of bankruptcy/suspension of payments has been filed;
 - (ii) a certificate from the competent First Instance Court that no decision declaring bankruptcy/suspension of payments has been issued;
 - (iii) a certificate from the competent First Instance Court that no petition has been filed nor decision for placement in a state of compulsory receivership has been issued;

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- (iv) a certificate from the competent First Instance Court verifying that no petition has been filed nor decision issued for dissolution;
- (v) a certificate from the competent First Instance Court and the District Court verifying that no petition has been filed nor decision issued for the appointment or replacement of a liquidator or co-liquidator;
- (vi) a certificate from the competent First Instance Court verifying that no petition has been filed nor decision issued for the commencement of conciliation/reorganisations proceedings in accordance with former article 99 / current article 106 of the Greek Bankruptcy Code;
- (vii) a certificate from the competent First Instance Court verifying that no reorganisation plan has been filed;
- (viii) a certificate from the First Instance Court verifying that no petition has been filed nor decision issued for placement in a state of special liquidation;
- (ix) a certificate from the competent First Instance Court verifying that no petition has been filed nor decision issued for placement in a state of special receivership.

All the above certificates must be issued within the last thirty (30) calendar days prior to the submission of the Expression of Interest.

For non-Greek (foreign) Corporate Entities, certificate(s) issued within the last thirty (30) calendar days prior to the submission of the Expression of Interest by the competent judicial or administrative authorities in the Corporate Entity's country of incorporation/registered seat (as appropriate) verifying that the Corporate Entity does not fall within one of the situations described in paragraph 4.2.2(d) of the Invitation.

In the case where the aforementioned certificate(s) is not issued in the country of incorporation/ registered seat (as appropriate) of the Corporate Entity or it does not cover all the cases referred to in paragraph 4.2.2(d) of this Invitation, a sworn statement is submitted, issued within the last thirty (30) calendar days prior to the submission of the Expression of Interest, or, in countries where such a statement is not available, a solemn declaration issued within the last thirty (30) calendar days prior to the submission of the Expression of Interest and attested by a competent judicial or administrative authority or notary public or competent professional or commercial organisation in accordance with the laws of the Corporate Entity's country of incorporation/registered seat (as

appropriate), signed by the Corporate Entity's legal representative, where it is stated that up to date of signing of the statement/declaration the Corporate Entity does not fall within one of the situations described in paragraph 4.2.2(d) of this Invitation (according to Template 4 of Annex B). In the case where a sworn statement or solemn declaration is submitted, such statement/declaration will be accompanied by an official certificate issued by a competent authority of the country of incorporation/registered seat (as appropriate) of the Corporate Entity certifying that the aforementioned certificate(s) is not issued in the above country or the one that has been issued does not cover all the cases referred to in paragraph 4.2.2(d) of the Invitation.

7. Sworn statement issued within the last thirty (30) calendar days prior to the submission of the Expression of Interest, or, in countries where such a statement is not available, a solemn declaration is submitted, issued within the last thirty (30) calendar days prior to the submission of the Expression of Interest and attested by a competent judicial or administrative authority or notary public or competent professional or commercial organisation in accordance with the laws of the Corporate Entity's country of incorporation/registered seat (as appropriate), signed by the Corporate Entity's legal representative, where it is stated that up to the date of signing of the relevant statement / declaration, the Interested Party meets the required conditions mentioned in points (i) through (iv) below (according to Template 1 of Annex B) and are as follows:
 - (i) The Interested Party has not violated the applicable obligation referred to in article 29 paragraph 3 of the Law on award of Concession Agreements.
 - (ii) There is no conflict of interest situation within the meaning of the provisions of article 35 paragraph 3 of the Law on award of Concession Agreements, as in force.
 - (iii) The Interested Party has not been guilty of serious misrepresentations in supplying the information required for verification of the grounds for disqualification or the fulfilment of the Prequalification Criteria, nor has it concealed such information and the Interested Party is able to submit the required documents supporting such information.
 - (iv) The Interested Party has not undertaken to unduly influence the decision making process of the Fund, to obtain confidential information that may result in unfair advantages for itself in the Tender Process or to provide by negligence or by fault

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misleading information that may have a material influence on the decisions of the Fund concerning disqualification or selection or award of the Tender Process.

8. A sworn statement issued within the last thirty (30) calendar days prior to the submission of the Expression of Interest, or, in countries where such a statement is not available, a solemn declaration is submitted, issued within the last thirty (30) calendar days prior to the submission of the Expression of Interest and attested by a competent judicial or administrative authority or notary public or competent professional or commercial organisation in accordance with the laws of the Corporate Entity's country of incorporation/registered seat (as appropriate), signed by the Corporate Entity's legal representative, where it is stated that up to the date of signing of the statement/declaration all the information, statements, declarations, Supporting Documents and other accompanying documents submitted together with the Expression of Interest, are true, valid and accurate and they have not concealed any information related to the Tender Process and the Transaction (according to Statement Template 2 of Annex B).
9. Sworn statement issued within the last thirty (30) calendar days prior to the submission of the Expression of Interest, or, in countries where such a statement is not available, a solemn declaration is submitted, issued within the last thirty (30) calendar days prior to the submission of the Expression of Interest and attested by a competent judicial or administrative authority or notary public or competent professional or commercial organisation in accordance with the laws of the Corporate Entity's country of incorporation/registered seat (as appropriate), signed by the Corporate Entity's legal representative, stating full details of the Corporate Entity's shareholder structure, including the identity of natural persons who are the ultimate beneficiaries of Corporate Entities, whether they are shareholders of the Corporate Entity, or shareholders of shareholders of the Corporate Entity and so on (according to Statement Template 3 of Annex B).

If the Interested Party is a legal entity which is listed on a regulated stock exchange market in the European Union (EU) or the European Economic Area (EEA) or the Organisation for Economic Cooperation and Development (OECD) or it has been authorised for trading by a competent public financial services authority in the EU or the EEA or the OECD, and relevant certification by the competent stock market or public authority is furnished, such sworn statement or solemn declaration is not required. If such certification is not issued

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in the country where the Corporate Entity is listed or has been authorised for trading, a sworn statement issued within the last thirty (30) calendar days prior to the submission of the Expression of Interest, or, in countries where such a statement is not available, a solemn declaration is submitted issued within the last thirty (30) calendar days prior to the submission of the Expression of Interest and attested by a competent judicial or administrative authority or notary public or competent professional or commercial organisation in accordance with the laws of the Corporate Entity's country of incorporation/registered seat (as appropriate), signed by the Corporate Entity's legal representative, where it is stated that the Interested Party is listed on a regulated stock exchange market in the European Union (EU) or the European Economic Area (EEA) or the Organisation for Economic Cooperation and Development (OECD) or that it has been authorised for trading by a competent public financial services authority in the EU or the EEA or the OECD (as applicable) and that relevant certification is not issued by the competent regulatory authority (according to Statement Template 3 of Annex B).

1.2 PRIVATE/INSTITUTIONAL EQUITY FUNDS

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

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

For the avoidance of doubt, regarding the documentation provided for in subparagraph 9 of paragraph 1.1 of Annex A, in case that the fund manager and/or the investment manager (depending on the form of the Private/Institutional equity Fund) are regulated by a relevant financial authority in an EU or EEA or OECD jurisdiction, and relevant certification by the respective financial authority is furnished, such sworn statement or solemn declaration is not required. If such certification is not issued in the country member of the EU or EEA or OECD whose financial authority regulates the fund/investment manager, a sworn statement is submitted issued within the last thirty (30) calendar days prior to the submission of the

Expression of Interest, or, in countries where such a statement is not available, a solemn declaration issued within the last thirty (30) calendar days prior to the submission of the Expression of Interest and attested by a competent judicial or administrative authority or notary public or competent professional or commercial organisation in accordance with the laws of the Corporate Entity's country of incorporation/registered seat (as appropriate), signed by its legal representative, where it is stated that the fund manager and/or the investment manager (as applicable) of the Interested Party are regulated by a relevant financial authority in an EU or EEA or OECD jurisdiction and that relevant certification is not issued by the competent regulatory authority (according to Statement Template 3 of Annex B). Additionally, the relevant registration documentation, management agreement and/or equivalent document for the investment or fund manager of the Private/Institutional Equity Fund needs to be provided.

1.3 NATURAL PERSONS

1. Duly certified copy of current full valid signed passport or national identity card (where applicable) and residence permit (where applicable).
2. Any document issued by a public authority (including public utility companies / services or local authorities or public economic services) evidencing the current residence of the natural person, issued within the last thirty (30) calendar prior to the submission of the Expression of Interest.
3. A certificate or other equivalent document issued by the competent tax authority within the last thirty (30) calendar days prior to the submission of the Expression of Interest, evidencing the tax registration number and the tax residency of the natural person.
4. The documents referred to in paragraph 1.1 of Annex A (as appropriate and applicable *mutatis mutandis*).

1.4 CONSORTIA / JOINT VENTURES/GROUP OF PERSONS

In the case of a consortium / joint venture/group of persons, the Supporting Documents, statements and evidential means provided for in paragraph 1.1, 1.2 and/or 1.3 (as applicable) of Annex A are submitted for each Member.

1.5 THIRD PARTY

Any Interested Party or Consortium Member who relies on the financial and/or technical capacities of a Third Party as referred to in paragraphs 2 and 3 of article 39 of the Law on award

of Concession Agreements, must also submit all the documents referred to in paragraphs 1.1, 1.2, or 1.3 of Annex A (as applicable) for such Third Party.

2. FINANCIAL CAPACITY CRITERION

2.1 CORPORATE ENTITIES

Single entity Interested Party that is a Corporate Entity must submit:

- (A) Copies of the published financial statements (consolidated if applicable) of the last three (3) audited financial years, drawn up in accordance with International Financial Reporting Standards (“IFRS”), or, in case that there is no requirement to draw them up in accordance with IFRS, in accordance with accounting standards imposed or permitted by applicable law of the Corporate Entity’s country of incorporation/registered seat (as appropriate), audited by an internationally reputable audit firm and published in accordance with the applicable law of the Corporate Entity’s country of incorporation/registered seat (as appropriate) together with evidence of such publication.

If the law in the country of the registered seat of the Corporate Entity does not require the compilation of audited financial statements, the Corporate Entity shall submit a solemn declaration attested by a competent judicial or administrative authority or notary public or competent professional or commercial organization in accordance with the laws of the country of incorporation/registered seat (as appropriate) confirming that auditing is not required pursuant to its applicable legislation, accompanied by the unaudited financial statements (according to Statement Template 7 of Annex B). For the avoidance of doubt, in case that the consolidated financial statements apply to the Interested Party, the financial capacity will be checked based on the consolidated financial statements.

If the applicable law of the Corporate Entity’s country of registered seat does not require the publication of financial statements, a sworn statement, or, in countries where such a statement is not available, a solemn declaration attested by a competent judicial or administrative authority or notary public or competent professional or commercial organization in accordance with the laws of the country of incorporation/registered seat (as appropriate) must be submitted by the Corporate Entity in addition to the unpublished financial statements, confirming that no publication is required, together with all the data required according to this Invitation (according to Statement Template 7 of Annex B).

- (B) A sworn statement, or, in countries where such a statement is not available, a solemn declaration issued within the last thirty (30) calendar days prior to the submission of the Expression of Interest, attested by a competent judicial or administrative authority or notary public or competent professional or commercial organization in accordance with the laws of the country of incorporation/registered seat (as appropriate) regarding the compliance with the Financial Capacity Criterion described in paragraph 4.2.3, together with a table reflecting financial data (according to Statement Template 5 of Annex B).

2.2 PRIVATE/INSTITUTIONAL EQUITY FUNDS

A Private/Institutional Equity Fund, must submit:

- (A) Copies of either the most recent audited financial statements (consolidated if applicable) or an independent auditor's report or a relevant certification by a qualified auditor, in all cases being an internationally reputable audit firm, issued within the last thirty (30) calendar days prior to the submission of the Expression of Interest, confirming that the Private/Institutional Equity Fund has active, committed and uninvested funds in the financial year prior to the date of submission of the Expression of Interest of at least twenty [20] million Euro. 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.
- (B) The sworn statement/solemn declaration provided for in paragraph 2.1(B) above (according to Statement Template 5 of Annex B).

2.3 NATURAL PERSONS

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

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

2.4 CONSORTIA / JOINT VENTURES- GROUP OF PERSONS

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

2.5 THIRD PARTY

Any Interested Party or Consortium Member who relies on the resources of a Third Party to meet the Financial Capacity Criterion, must also submit the appropriate aforementioned documentation for evidencing the fulfilment of the Financial Capacity Criterion by such Third Party together with a sworn statement, or, in countries where such a statement is not available, a solemn declaration attested by a competent judicial or administrative authority or notary public or competent professional or commercial organization in accordance with the laws of the country of origin/incorporation/registered seat (as appropriate) regarding the satisfaction of the Financial Capacity Criterion described in paragraph 4.2.3 and stating that such Third Party shall unconditionally place all necessary financial resources at the disposal of the Interest Party (or, in case of a Consortium, the Consortium Member) until the completion of the Transaction and for as long after may be required by the documents of the Tender Process and the Transaction Documents and the commitment to incur joint full liability towards the Fund in the case the conditions stipulated in paragraph 4.2.3 of the Invitation are not met (according to Statement Template 6 of Annex B).

3. TECHNICAL CAPACITY CRITERIA [TO BE SUBMITTED IN PHASE B]

The Prequalified Investors must submit during Phase B a sworn declaration or, in the countries that a sworn declaration is not provided for, a solemn declaration before a competent judicial or administrative authority or notary public or a competent professional or commercial organization according to the law of the country of origin/incorporation/registered seat (as appropriate), regarding the compliance with the Technical Capacity Criteria in accordance with paragraph 4.2.4 together with a table reflecting technical data in accordance with Statement Templates 8 (if the Prequalified Investor fulfils itself the Technical Capacity Criteria) and 9 (if it relies on a Third Party) in Annex B, accompanied by the relevant proof stipulated in said Statement Templates or by equivalent evidence proving at a manner satisfactory to the Fund the fulfilment of the Technical Capacity Criteria.

ANNEX B – TEMPLATES

MODEL EXPRESSION OF INTEREST LETTER TEMPLATE

I. TEMPLATE FOR SINGLE INTERESTED PARTIES (LEGAL ENTITIES)

To: HELLENIC REPUBLIC ASSET DEVELOPMENT FUND S.A.

Dear Sirs,

1. I / we, the undersigned [...] (full name), son / daughter of [...] (father's full name) and of [...] (mother's full name), holder of the [...] (country) passport / identity card no. [...] issued by [...] (the authority that issued the passport / identity card) on [...] (date of the issuance of the passport / identity card), [...] (country) citizen, born in [...] (place of birth, town and country) on [...] (date of birth), resident of [...] (country - town - street - postal code) {in the case where there are more than one legal representatives of the company, the details of all representatives that sign must be filled in} acting in my / our capacity as legal representative(s)/duly authorised representative(s) of the legal entity under the corporate name [...] (full company name), established under the laws of [...], with company registration number [...] and registered offices at [...] (country - town - street - postal code), with [...] (country) tax registration number [...] (the “**Interested Party**”), hereby declare that the Interested Party is interested in participating in the tender process for the award of a sub-concession agreement for the sub-concession of the right to use, maintain, operate and exploit a multi-purpose terminal within a part of Philippos II port, OLK S.A.” (the “**Tender Process**”) and hereby submits an Expression of Interest in accordance with the terms of the relevant invitation issued by the “Hellenic Republic Asset Development Fund S.A.” (the “**Fund**”) on [...] (the “**Invitation**”).

Capitalised terms herein shall have the meaning given to them in the Invitation.

Furthermore, I / we hereby declare that:

- i. the Interested Party unconditionally accepts the terms and conditions of the Invitation;
- ii. the Interested Party acts as a principal and not as an agent;
- iii. there are no matters which restrict the Interested Party from submitting the Expression of Interest;

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- iv. the Interested Party's board of directors, investment committee and/or any other body with equivalent decision-making authority has consented to the Interested Party's response to the Invitation;
- v. the participation in the Tender Process takes place at the sole risk and expense of the Interested Party, and the participation as such, or dismissal of an Expression of Interest, or the cancellation of the Tender Process, or any of its phases, for any reason whatsoever, does not, in either case, establish any right to compensation from the Fund or its Advisors; and
- vi. the Interested Party is in full compliance with all the Personal Status Criteria.

2. The necessary authorizations for the signing of the present Expression of Interest Letter and the submission of the Expression of Interest are attached hereto, as per subparagraph 2 of paragraph 1.1. of Annex A of the Invitation.

3. The Expression of Interest is accompanied by all necessary Supporting Documents for the participation in the Tender Process, as stipulated in Annex A of the Invitation.

I / We appoint Mr. / Ms. [...] (full name), resident of [...] (country - town - street - postal code), with telephone number [...] (landline and mobile number), fax number [...] and email address [...], as a contact person, with whom the Fund and its Advisors may communicate in the framework of the Tender Process.

II. TEMPLATE FOR SINGLE INTERESTED PARTIES (PRIVATE/INSTITUTIONAL EQUITY FUNDS)

To: HELLENIC REPUBLIC ASSET DEVELOPMENT FUND S.A.

Dear Sirs,

1. I / we, the undersigned [...] (full name), son / daughter of [...] (father's full name) and of [...] (mother's full name), holder of the [...] (country) passport / identity card no. [...] issued by [...] (the authority that issued the passport / identity card) on [...] (date of the issuance of the passport / identity card), [...] (country) citizen, born in [...] (place of birth, town and country) on [...] (date of birth), resident of [...] (country - town - street - postal code) {in the case where there are more than one legal representatives of the company, the details of all representatives that sign must be filled in} acting in my / our capacity as legal representative(s)/duly authorised representative(s) of the legal entity under the corporate name [...] (full company name of the investment / fund manager or general partner, as the case may be), established under the laws of [...], with company registration number [...] and registered offices at [...] (country - town - street - postal code), with [...] (country) tax registration number [...] (the “**Manager**” / the “**General Partner**”) (*as the case may be*) acting in the name and on behalf of the private equity firm / fund under the name [...] (*further details of the Private/Institutional Equity Fund to be included depending on its form*) (the “**Interested Party**”), hereby declare that the Interested Party is interested in participating in the tender process for the award of a sub-concession agreement for the sub-concession of the right to use, maintain, operate and exploit a multi-purpose terminal within a part of Philippos II port, OLK S.A.” and hereby submits an Expression of Interest in accordance with the terms of the relevant invitation issued by the “Hellenic Republic Asset Development Fund S.A.” (the “**Fund**”) on [...] (the “**Invitation**”).

Capitalised terms herein shall have the meaning given to them in the Invitation.

Furthermore, I / we hereby declare that:

- i. the Interested Party unconditionally accepts the terms and conditions of the Invitation;
- ii. the Interested Party acts as a principal and not as an agent;
- iii. there are no matters which restrict the Interested Party from submitting the Expression of Interest;

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- iv. the Interested Party's board of directors, investment committee and/or any other body with equivalent decision-making authority has consented to the Interested Party's response to the Invitation;
- v. the participation in the Tender Process takes place at the sole risk and expense of the Interested Party, and the participation as such, or dismissal of an Expression of Interest, or the cancellation of the Tender Process, or any of its phases, or any reason whatsoever, does not, in either case, establish any right to compensation from the Fund or its Advisors; and
- vi. 2. The Interested Party and its "Manager" / "General Partner" are in full compliance with all the Personal Status Criteria.

2. The necessary authorizations for the signing of the present Expression of Interest Letter and the submission of the Expression of Interest are attached hereto, as per subparagraph 2 of paragraph 1.1. of Annex A of the Invitation.

3. The Expression of Interest is accompanied by all necessary Supporting Documents for the participation in the Tender Process, as stipulated in Annex A of the Invitation.

4. I / We appoint Mr. / Ms. [...] (full name), resident of [...] (country - town - street - postal code), with telephone number [...] (landline and mobile number), fax number [...] and email address [...], as a contact person, with whom the Fund and its Advisors may communicate in the framework of the Tender Process.

III. TEMPLATE FOR CONSORTIA / JOINT VENTURES / GROUPS OF PERSONS

To: HELLENIC REPUBLIC ASSET DEVELOPMENT FUND S.A.

Dear Sirs,

1. We, the undersigned [...] (full name), son / daughter of [...] (father's full name) and of [...] (mother's full name), holder of the [...] (country) passport / identity card no. [...] (no. of the passport / identity card) issued by [...] (the authority that issued the passport / identity card) on [...] (date of the issuance of the passport / identity card), [...] (country) citizen, born in [...] (place of birth, town and country) on [...] (date of birth), resident of [...] (country - town - street - postal code), {the details of all representatives that sign must be filled in} acting in our capacity as legal representatives / duly authorised representatives of the legal entities with the corporate names: (a) [...] (full company name), established under the laws of [...] (country), with company registration number [...] and registered offices at [...] (country - town - street - postal code), with [...] (country) tax registration number [...] (tax registration number of the company), (b) ... {the details of all Consortium Members must be filled in}, hereby declare that the above legal entities are interested in participating jointly in the tender process for the award of a sub-concession agreement for the sub-concession of the right to use, maintain, operate and exploit a multi-purpose terminal within a part of Philippos II port, OLK S.A." (the "**Tender Process**") and having established a consortium / joint venture/group of persons hereby submit an Expression of Interest in accordance with the terms of the relevant Invitation issued by the "Hellenic Republic Asset Development Fund S.A." (the "**Fund**") on [...] (the "**Invitation**").

Or

1. I, the undersigned [...] (full name), son / daughter of [...] (father's full name) and of [...] (mother's full name), holder of the [...] (country) passport / identity card no. [...] issued by [...] (the authority that issued the passport / identity card) on [...] (date of the issuance of the passport / identity card), [...] (country) citizen, born in [...] (place of birth, town and country) on [...] (date of birth), resident of [...] (country - town - street - postal code) acting in my capacity as common representative duly authorised to this end by the legal entities referred to below, hereby declare that such legal entities are interested in participating jointly in the tender process for the award of a sub-concession agreement for the sub-concession of the right to use, maintain, operate and exploit a multi-purpose terminal within a part of Philippos II port, OLK S.A." (the "**Tender Process**") and, having established a consortium for this purpose (the "**Consortium**"), hereby submit an Expression of Interest in accordance with the terms of the

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relevant Invitation issued by the “Hellenic Republic Asset Development Fund S.A.” (the “**Fund**”) on [...] (the “**Invitation**”).

The legal entities referred to below have established a Consortium as follows:

i) Members of the Consortium:

a) [...] (full company name), established under the laws of [...] (country), with company registration number [...] and registered offices at [...] (country - city - street - postal code), with [...] (country) tax registration number [...], which holds [...] % (participation stake) in the Consortium.

b) [...] (full company name), established under the laws of [...] (country), with company registration number [...] and registered offices at [...] (country - city - street - postal code), with [...] (country) tax registration number [...], which holds [...] % (participation stake) in the Consortium.

c) [...]

Total: 100%

ii) Lead member of the consortium / joint venture/group of persons is [...] (full company name), which holds [...] % (≥ 34 %) according to the provisions of paragraph 4.1 (B) of the Invitation and which has the power to represent and bind the Consortium during the entire Tender Process and in all matters relating to the Tender Process and the Transaction.

Capitalised terms herein shall have the meaning given to them in the Invitation.

Furthermore, I / we hereby declare that:

- i. the consortium / joint venture/group of persons and each Member unconditionally accepts the terms and conditions of the Invitation;
- ii. the consortium / joint venture/group of persons and each Member acts as a principal and not as an agent;
- iii. there are no matters which restrict the consortium / joint venture/group of persons and each Member from submitting the Expression of Interest;

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- iv. each Member's board of directors, investment committee and/or any other body with equivalent decision-making authority has consented to the consortium / joint venture/group of persons and each Member's response to the Invitation;
- v. the participation in the Tender Process takes place at the sole risk and expense of the consortium / joint venture/group of persons and each Member, and the participation as such, or dismissal of an Expression of Interest, or the cancellation of the Tender Process, or any of its phases, for any reason whatsoever, does not, in either case, establish any right to compensation from the Fund or its Advisors;
- vi. the consortium / joint venture and each Member is in full compliance with all the Personal Status Criteria; and
- vii. all consortium / joint venture/group of persons Members agree to be jointly and severally liable vis-à-vis the Fund for their compliance with the terms of the Tender Process.

2. The necessary authorizations for the signing of the present Expression of Interest Letter and the submission of the Expression of Interest are attached hereto, as per subparagraph 2 of paragraph 1.1. of Annex A of the Invitation.

3. The Expression of Interest is accompanied by all necessary Supporting Documents for the participation in the Tender Process, as stipulated in Annex A of the Invitation.

I / We appoint Mr. / Ms. [...] (full name), resident of [...] (country - town - street - postal code), with telephone number [...] (landline and mobile number), fax number [...] and email address [...], as a contact person, with whom the Fund and its Advisors may communicate in the framework of the Tender Process.

IV. TEMPLATE FOR SINGLE INTERESTED PARTIES (NATURAL PERSONS)

To: HELLENIC REPUBLIC ASSET DEVELOPMENT FUND S.A.

Dear Sirs,

1. I, the undersigned [...] (full name), son / daughter of [...] (father's full name) and of [...] (mother's full name), holder of the [...] (country) passport / identity card no. [...] issued by [...] (the authority that issued the passport / identity card) on [...] (date of the issuance of the passport / identity card), [...] (country) citizen, born in [...] (place of birth, town and country) on [...] (date of birth), resident of [...] (country - town - street - postal code), hereby state that I am interested in participating in the tender process for the award of a sub-concession agreement for the sub-concession of the right to use, maintain, operate and exploit a multi-purpose terminal within a part of Philippos II port, OLK S.A." (the "**Tender Process**") and hereby submit an Expression of Interest in accordance with the terms of the relevant Invitation issued by the "Hellenic Republic Asset Development Fund S.A." (the "**Fund**") on [...] (the "**Invitation**").

Capitalised terms herein shall have the meaning given to them in the Invitation.

Furthermore, I hereby declare that:

- i. I unconditionally accept the terms and conditions of the Invitation;
- ii. I act as a principal and not as an agent;
- iii. there are no matters which restrict me from submitting the Expression of Interest;
- iv. the participation in the Tender Process takes place at my sole risk and expense, and the participation as such, or dismissal of an Expression of Interest, or the cancellation of the Tender Process or any of its phases for any reason whatsoever, does not, in either case, establish any right to compensation from the Fund or its Advisors; and
- v. I am in full compliance with all the Personal Status Criteria.

2. The Expression of Interest is accompanied by all necessary Supporting Documents for the participation in the Tender Process, as stipulated in Annex A of the Invitation.

3. I appoint Mr. / Ms. [...] (full name), resident of [...] (country - town - street - postal code), with telephone number [...] (landline and mobile number), fax number [...] and email address [...], as a contact person, with whom the Fund and its Advisors may communicate in the framework of the Tender Process.] *(in case the Interested Party wishes to appoint a contact person)*

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STATEMENT TEMPLATE 1

I. TEMPLATE FOR LEGAL ENTITIES

To: HELLENIC REPUBLIC ASSET DEVELOPMENT FUND S.A.

I / we, the undersigned [...] (full name), son / daughter of [...] (father's full name) and of [...] (mother's full name), holder of the [...] (country) passport / identity card no. [...] (no. of the passport / identity card) issued by [...] (the authority that issued the passport / identity card) on [...] (date of the issuance of the passport / identity card), [...] (country) citizen, born in [...] (place of birth, town and country) on [...] (date of birth), resident of [...] (country - town - street - postal code), {in the case where there are more than one legal representatives of the company, the details of all representatives that sign must be filled in} acting in my / our capacity as legal representative(s) of the legal entity under the corporate name [...] (full company name), established under the laws of [...] (country), with company registration number [...] and registered offices at [...] (country - town - street - postal code), with [...] (country) tax registration number [...], hereby declare in connection with the submission of an Expression of Interest by the company / consortium [...] (name of the Interested Party) in the tender process for the award of a sub-concession agreement for the sub-concession of the right to us, maintain, operate and exploit a multi-purpose terminal within a part of Philippos II port, OLK S.A. in accordance with the terms of the relevant Invitation issued by the "Hellenic Republic Asset Development Fund S.A." on [...] (the "Invitation"), that:

Our company meets the requirements set out in subparagraph 7 of paragraph 1.1 of Annex A of this Invitation.

(if applicable)

There is no provision for a sworn statement in [...] (country of incorporation) and / or in [...] (country of registered seat of the company).

In the capacity of [...] (position).

Authorised to sign this statement in the name [...] (full company name).

[...] (place), [...] (date)

(signature)

(attestation of signature)

II. TEMPLATE FOR NATURAL PERSONS

To: HELLENIC REPUBLIC ASSET DEVELOPMENT FUND S.A.

I, the undersigned [...] (full name), son / daughter of [...] (father's full name) and of [...] (mother's full name), holder of the [...] (country) passport / identity card no. [...] (no. of the passport / identity card) issued by [...] (the authority that issued the passport / identity card) on [...] (date of the issuance of the passport / identity card), [...] (country) citizen, born in [...] (place of birth, town and country) on [...] (date of birth), resident of [...] (country - town - street - postal code), hereby declare in connection with the submission of an Expression of Interest by myself in the tender process for the award of a sub-concession agreement for the sub-concession of the right to use, maintain, operate and exploit a multi-purpose terminal within a part of Philippos II port, OLK S.A. in accordance with the terms of the relevant Invitation issued by the "Hellenic Republic Asset Development Fund S.A." on [...] (the "**Invitation**"), that:

I personally meet the requirements set out in subparagraph 7 of paragraph 1.1 of Annex A of this Invitation.

(if applicable)

There is no provision for a sworn statement in [...] (country of origin).

[...] (place), [...] (date)

(signature)

(attestation of signature)

STATEMENT TEMPLATE 2

I. TEMPLATE FOR LEGAL ENTITIES

To: HELLENIC REPUBLIC ASSET DEVELOPMENT FUND S.A.

I / we, the undersigned [...] (full name), son / daughter of [...] (father's full name) and of [...] (mother's full name), holder of the [...] (country) passport / identity card no. [...] (no. of the passport / identity card) issued by [...] (the authority that issued the passport / identity card) on [...] (date of the issuance of the passport / identity card), [...] (country) citizen, born in [...] (place of birth, town and country) on [...] (date of birth), resident of [...] (country - town - street - postal code), {in the case where there are more than one legal representative of the company, the details of all representatives that sign must be filled in} acting in my / our capacity as legal representative(s) of the legal entity under the corporate name [...] (full company name), established under the laws of [...] (country), with company registration number [...] and registered offices at [...] (country - town - street - postal code), with [...] (country) tax registration number [...], hereby declare in connection with the submission of an Expression of Interest by the consortium / joint venture/group of persons[...] (name of the Interested Party) in the tender process for the sub-concession of the right to use, maintain, operate and exploit a multi-purpose terminal within a part of Philippos II port, OLK S.A. in accordance with the terms of the relevant Invitation issued by the "Hellenic Republic Asset Development Fund S.A." on [...] (the "Invitation"), that:

All information, statements, declarations, Supporting Documents and other accompanying documents we have submitted together with our Expression of Interest, are true, valid and accurate and we have not concealed any information related to the Tender Process and the Transaction according to the provisions of the relevant Invitation.

(if applicable)

There is no provision for a sworn statement in [...] (country of incorporation) and / or in [...] (country of registered seat of the company).

In the capacity of [...] (position).

Authorised to sign this statement in the name [...] (full company name).

[...] (place), [...] (date)

(signature)

(attestation of signature)

II. TEMPLATE FOR NATURAL PERSONS

To: HELLENIC REPUBLIC ASSET DEVELOPMENT FUND S.A.

[...] (full name), son / daughter of [...] (father's full name) and of [...] (mother's full name), holder of the [...] (country) passport / identity card no. [...] (no. of the passport / identity card) issued by [...] (the authority that issued the passport / identity card) on [...] (date of the issuance of the passport / identity card), [...] (country) citizen, born in [...] (place of birth, town and country) on [...] (date of birth), resident of [...] (country - town - street - postal code), hereby declare in connection with the submission of an Expression of Interest by myself in the tender process for the award of a sub-concession agreement for the sub-concession of the right to use, maintain, operate and exploit a multi-purpose terminal within a part of Philippos II port, OLK S.A. in accordance with the terms of the relevant Invitation issued by the "Hellenic Republic Asset Development Fund S.A." on [...] (the "**Invitation**"), that:

All information, statements, declarations, Supporting Documents and other accompanying documents I have submitted together with my Expression of Interest, are true, valid and accurate and I have not concealed any information related to the Tender Process and the Transaction according to the provisions of the relevant Invitation.

(if applicable)

There is no provision for a sworn statement in [...] (country of origin).

[...] (place), [...] (date)

(signature)

(attestation of signature)

STATEMENT TEMPLATE 3

I. TEMPLATE FOR LEGAL ENTITIES

To: HELLENIC REPUBLIC ASSET DEVELOPMENT FUND S.A.

I / we, the undersigned [...], son / daughter of [...] (father's full name) and of [...] (mother's full name), holder of the [...] (country) passport / identity card no. [...] (no. of the passport / identity card) issued by [...] (the authority that issued the passport / identity card) on [...] (date of the issuance of the passport / identity card), [...] (country) citizen, born in [...] (place of birth, town and country) on [...] (date of birth), resident of [...] (country - town - street - postal code), {in the case where there are more than one legal representatives of the company, the details of all representatives that sign must be filled in} acting in my / our capacity as legal representative(s) of the legal entity under the corporate name [...] (full company name), established under the laws of [...] (country), with company registration number [...] and registered offices at [...] (country - town - street - postal code), with [...] (country) tax registration number [...], hereby declare in connection with the submission of an Expression of Interest by the company / consortium / joint venture/group of persons [...] (name of the Interested Party) in the tender process for the award of a sub-concession agreement for the sub-concession of the right to use, maintain, operate and exploit a multi-purpose terminal within a part of Philippos II port, OLK S.A. in accordance with the terms of the relevant Invitation issued by the "Hellenic Republic Asset Development Fund S.A." on [...] (the "**Invitation**"), that:

The full details of our company's shareholder structure are as follows:

(The legal entity must also include the identification of the natural persons, which are the ultimate real beneficiaries of the legal entities, being either shareholders of the Interested Party or shareholders of the shareholders of the Interested Party, etc.).

(if applicable)

Our company is listed on [...] (the regulated stock exchange market in EU or EEA or OECD) (the "**Authority**") / Our company is authorised for trading by [...] (the competent public financial services authority in EU or EEA or OECD) (the "**Authority**").

Or (for Private/institutional Equity Funds)

Our investment / fund manager is / are regulated by [...] (the competent financial authority in an EU or EEA or OECD jurisdiction) (the "**Authority**").

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(if applicable)

The Authority does not issue any certification as proof that the company / investment or fund manager (as applicable) is listed / authorised for trading / regulated (as applicable). Information on such registration can be found in the following link [...].

(if applicable)

There is no provision for a sworn statement in [...] (country of incorporation) and / or in [...] (country of registered seat of the company).

In the capacity of [...] (position).

Authorised to sign this statement in the name [...] (full company name).

[...] (place), [...] (date)

(signature)

(attestation of signature)

STATEMENT TEMPLATE 4

I. TEMPLATE FOR LEGAL ENTITIES

To: HELLENIC REPUBLIC ASSET DEVELOPMENT FUND S.A.

I / we, the undersigned [...], son / daughter of [...] (father's full name) and of [...] (mother's full name), holder of the [...] (country) passport / identity card no. [...] (no. of the passport / identity card) issued by [...] (the authority that issued the passport / identity card) on [...] (date of the issuance of the passport / identity card), [...] (country) citizen, born in [...] (place of birth, town and country) on [...] (date of birth), resident of [...] (country - town - street - postal code), {in the case where there are more than one legal representatives of the company, the details of all representatives that sign must be filled in} acting in my / our capacity as legal representative(s) of the legal entity under the corporate name [...] (full company name), established under the laws of [...] (country), with company registration number [...] and registered offices at [...] (country - town - street - postal code), with [...] (country) tax registration number [...], hereby declare in connection with the submission of an Expression of Interest by the company / consortium /joint venture/group of persons [...] (name of the Interested Party) in the tender process for the award of a sub-concession agreement for the sub-concession of the "right to use, maintain, operate and exploit a multi-purpose terminal within a part of Philippos II port, OLK S.A." in accordance with the terms of the relevant Invitation issued by the "Hellenic Republic Asset Development Fund S.A." on [...] (the "Invitation"), that:

The document required under paragraph [...] of Annex A of the Invitation cannot be issued in [...] (country of incorporation) and / or in [...] (country of registered seat of the company).

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

(if applicable)

There is no provision for a sworn statement in [...] (country of incorporation) and / or in [...] (country of registered seat of the company).

In the capacity of [...] (position).

Authorised to sign this statement in the name [...] (full company name).

[...] (place), [...] (date)

(signature)

attestation of signature)

II. TEMPLATE FOR NATURAL PERSONS

To: HELLENIC REPUBLIC ASSET DEVELOPMENT FUND S.A.

I, the undersigned [...] (full name), son / daughter of [...] (father's full name) and of [...] (mother's full name), holder of the [...] (country) passport /identity card no. [...] issued by [...] (the authority that issued the passport / identity card) on [...] (date of the issuance of the passport / identity card), [...] (country) citizen, born in [...] (place of birth, town and country) on [...] (date of birth), resident of [...] (country - town - street - postal code), hereby declare in connection with the submission of an Expression of Interest by myself in the tender process for the award of a sub-concession agreement for the sub-concession of the right to use, maintain, operate and exploit a multi-purpose terminal within a part of Philippos II port, OLK S.A in accordance with the terms of the relevant Invitation issued by the "Hellenic Republic Asset Development Fund S.A." on [...] (the "**Invitation**"), that:

the [...] (description of the document) required under paragraph [...] of Annex A of the Invitation cannot be issued in [...] (country of origin).

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

(if applicable)

There is no provision for a sworn statement in [...] (country of origin).

[...] (place), [...] (date)

(signature)

(attestation of signature)

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STATEMENT TEMPLATE 5

To: HELLENIC REPUBLIC ASSET DEVELOPMENT FUND S.A.

I / we, the undersigned [...] (full name), son / daughter of [...] (father's full name) and of [...] (mother's full name), holder of the [...] (country) passport / identity card no. [...] issued by [...] (the authority that issued the passport/ identity card) on [...] (date of the issuance of the passport / identity card), [...] (country) citizen, born in [...] (place of birth, town and country) on [...] (date of birth), resident of [...] (country - town - street - postal code) {in the case where there are more than one legal representatives of the company, the details of all representatives that sign must be filled in}, acting in my / our capacity as legal representative(s) of the legal entity under the corporate name [...] (full company name), established under the laws of [...] (country), with company registration number [...] and registered offices at [...] (country -town - street - postal code), with [...] (country) tax registration number [...], hereby declare in connection with the submission of an Expression of Interest by the company / consortium / joint venture/group of persons [...] (name of the Interested Party) in the tender process for the award of a sub-concession agreement for the right to use, maintain, operate and exploit a multi-purpose terminal within a part of Philippos II port, OLK S.A. in accordance with the terms of the relevant Invitation issued by the "Hellenic Republic Asset Development Fund S.A." on [...] (the "Invitation"), that

[...] (name of the Interested Party) satisfies the Financial Capacity Criterion set out in paragraph 4.2.3 of the Invitation as follows:

A. Single Interested Party or Third Party

Table A1 - Corporate entity

Year	Annual (consolidated if applicable) shareholders' equity position	Average annual (consolidated if applicable) shareholders' equity position $\frac{[A] + [B] + [C]}{3}$
	[A]	
	[B]	
	[C]	

Table A2 - Private / Institutional Equity Fund

Year	Active, committed and uninvested funds in the financial year prior to the Submission Date
As of year n* end	

*Where year n means the most recent financial year prior to the Submission Date.

Table A3 - Natural Person

Date*	Personal net worth components	Total personal net worth [A] + [B]
	Cash deposits in a bank or other credit institution [A]	
	Liquid and transferable securities [B]	

*Not older than three months from the submission date.

B. Consortium / Joint venture / group of persons

For each Member of the consortium / joint venture / group of persons, prior to filling in Table B below, Tables A1 or A2 or A3 should be filled in depending on whether the Member is a Corporate Entity, Private / Institutional Equity Fund or a Natural Person, stating the identity of the consortium / joint venture/group of persons Member to which they apply.

Table B – Consortia/Joint Ventures/group of persons

Column	(1)	(2)	(3)	(4)	(5)
Consortium Member	Average annual (consolidated if applicable) shareholders' equity position (Corporate Entity)	Active, committed and uninvested funds (Private / Institutional Equity Fund)	Personal net worth (Natural Person)	Consortium Member's participation in the Consortium, expressed as a percentage	Consortium Member's weighted criteria (1) or (2) or (3) times (4)
Member A					
Member B					
Member C					
...
Total				100%	Total of column (5)

If an Interested Party or Member of consortium / joint venture-group of persons Third Party records financial statements in a currency other than Euro, the Interested Party must convert the required amounts to Euro and present the currency exchange rate used for the conversion to Euro, which must be the currency exchange rate on the last day of the relevant financial year or in case that certificates / bank statements are presented, the currency exchange rate as of date of those certificates / statements, in all cases as published by the European Central Bank.

In case of discrepancies between the above table and the financial statements or the relevant certificates / statements the latter documentation shall prevail.

(if applicable)

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There is no provision for a sworn statement in [...] (country of incorporation) and / or in [...] (country of registered seat of the company).

In the capacity of [...] (position).

Authorised to sign this statement in the name [...] (full company name).

[...] (place), [...] (date)

(signature)

(attestation of signature)

STATEMENT TEMPLATE 6

To: HELLENIC REPUBLIC ASSET DEVELOPMENT FUND S.A.

I / we, the undersigned [...] (full name), son / daughter of [...] (father's full name) and of [...] (mother's full name), holder of the [...] (country) passport / identity card no. [...] issued by [...] (the authority that issued the passport / identity card) on [...] (date of the issuance of the passport / identity card), [...] (country) citizen, born in [...] (place of birth, town and country) on [...] (date of birth), resident of [...] (country - town - street - postal code) {in the case where there are more than one legal representatives of the company, the details of all representatives that sign must be filled in}, acting in my / our capacity as legal representative(s) of the legal entity under the corporate name [...] (full company name), established under the laws of [...] (country), with company registration number [...] and registered offices at [...] (country - town - street - postal code), with [...] (country) tax registration number [...], hereby declare in connection with the submission of an Expression of Interest by [...] (name of the Interested Party) in the tender process for the award of a sub-concession agreement for the sub-concession of the right to use, maintain, operate and exploit a multi-purpose terminal within a part of Philippos II port, OLK S.A. in accordance with the terms of the relevant Invitation issued by the "Hellenic Republic Asset Development Fund S.A." on [...] (the "Invitation"), that:

(i) the [...] (full company name), which I / we represent, is a Third Party, as defined in the Invitation, of [...] (name of the Interested Party or consortium / joint venture / group of persons Member, as the case may be) and satisfies the Financial Capacity Criterion set out in paragraph 4.2.3 of the Invitation and shall unconditionally place all necessary financial resources at the disposal of [...] (name of the Interested Party) until the completion of the Sub-Concession Agreement and for as long after may be required by the Request for Proposals and / or the Sub-Concession Agreement and / or other documents that will be signed in the context of the Transaction;

(ii) the [...] (full company name), which I / we represent, shall incur joint full liability towards the Fund in the case the conditions stipulated in paragraph 4.2.3 of the Invitation are not met.

Capitalised terms herein shall have the meaning given to them in the Invitation.

(if applicable)

There is no provision for a sworn statement in [...] (country of incorporation) and / or in [...] (country of registered seat of the company).

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In the capacity of [...] (position).

Authorised to sign this statement in the name [...] (full company name).

[...] (place), [...] (date)

(signature)

(attestation of signature)

STATEMENT TEMPLATE 7

To: HELLENIC REPUBLIC ASSET DEVELOPMENT FUND S.A.

I / we, the undersigned [...] (full name), son / daughter of [...] (father's full name) and of [...] (mother's full name), holder of the [...] (country) passport / identity card no. [...] issued by [...] (the authority that issued the passport / identity card) on [...] (date of the issuance of the passport / identity card), [...] (country) citizen, born in [...] (place of birth, town and country) on [...] (date of birth), resident of [...] (country - town - street - postal code) {in the case where there are more than one legal representatives of the company, the details of all representatives that sign must be filled in}, acting in my / our capacity as legal representative(s) of the legal entity under the corporate name [...] (full company name), established under the laws of [...] (country), with company registration number [...] and registered offices at [...] (country - town - street - postal code), with [...] (country) tax registration number [...], hereby declare in connection with the submission of an Expression of Interest by the company / consortium / joint venture/group of persons [...] (name of the Interested Party) in the tender process for the award of a sub-concession agreement for the sub-concession of the right to use, maintain, operate and exploit a multi-purpose terminal within a part of Philippos II port, OLK S.A in accordance with the terms of the relevant Invitation issued by the "Hellenic Republic Asset Development Fund S.A." on [...] (the "**Invitation**"), that:

(if applicable)

Auditing of financial statements is not required by the law in [...] (country of current registered seat of the company).

(if applicable)

Publication of financial statements is not required by the law in [...] (country of current registered seat of the company).

(if applicable)

There is no provision for a sworn statement in [...] (country of incorporation) and / or in [...] (country of registered seat of the company).

In the capacity of [...] (position).

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Authorised to sign this statement in the name [...] (full company name).

[...] (*place*), [...] (*date*)

(*signature*)

(*attestation of signature*)

STATEMENT TEMPLATE 8

(to be filled in and submitted in Phase B)

To: HELLENIC REPUBLIC ASSET DEVELOPMENT FUND S.A.

I / we, the undersigned [...] (full name), son / daughter of [...] (father's full name) and of [...] (mother's full name), holder of the [...] (country) passport / identity card no. [...] issued by [...] (the authority that issued the passport/ identity card) on [...] (date of the issuance of the passport / identity card), [...] (country) citizen, born in [...] (place of birth, town and country) on [...] (date of birth), resident of [...] (country - town - street - postal code) {in the case where there are more than one legal representatives of the company, the details of all representatives that sign must be filled in}, acting in my / our capacity as legal representative(s) of the legal entity under the corporate name [...] (full company name), established under the laws of [...] (country), with company registration number [...] and registered offices at [...] (country -town - street - postal code), with [...] (country) tax registration number [...], hereby declare in connection with the submission of of a binding offer by [...] (name of the Prequalified Investor) in the tender process for the award of a sub-concession agreement for the sub-concession of the right to use, maintain, operate and exploit a multi-purpose terminal within a part of Philippos II port, OLK S.A. in accordance with the terms of the relevant Invitation issued by the “Hellenic Republic Asset Development Fund S.A.” on [...] (the “**Invitation**”), as supplemented by the terms of the request for proposals issued on [...] (the “**Request for Proposals**”), that:

[...] (name of the Prequalified Investor) satisfies the Technical Capacity Criteria set out in paragraph 4.2.4 of the Invitation as follows:

Port or terminal management and operations

(cargo or container)

	Unit	Year 1	Year 2	Year 3	Average year 1-3
Book year					
Cargo volume	Ton				
Number of Containers	TEU				

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Or formula:					
[1] Cargo volume/200,000	Ton/year/200,000				
[2] Number of Containers /20,000	TEU/year/20,000				
[1] + [2] =					

Prequalified Investors must provide proof of cargo and/or container volumes handled in the indicated book years by means of audited annual reports.

Prequalified Investors must provide proof of annual turnover in port related activities services in the indicated book years by means of audited financial statements and/or annual reports.

[In case the Prequalified Investor fulfils the Technical Capacity Criteria due to its active participation in the management and at least 10% participation stake in a legal entity which itself fulfils the Technical Capacity Criteria, the above table(s) must be filled in with the data of such entity together with the following statement:

[...] (name of the Prequalified Investor) is (a) a shareholder of the company under the corporate name [...] (full company name), established under the laws of [...] (country), with company registration number [...] and registered offices at [...] (country - town - street - postal code), with [...] (country) tax registration number [...], which satisfies the Technical Capacity Criteria set out in paragraph 4.2.4 of the Invitation as demonstrated above, with a participation percentage of [...] % in said company and (b) actively participates in the management of said company.

Prequalified Investors must provide adequate proof of such shareholding and active management participation in the aforementioned company as well as fulfillment of the technical capacity criterion by that company

(if applicable)

There is no provision for a sworn statement in [...] (country of incorporation) and / or in [...] (country of registered seat of the company).

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In the capacity of [...] (position).

Authorised to sign this statement in the name [...] (full company name).

[...] (place), [...] (date)

(signature)

(attestation of signature)

STATEMENT TEMPLATE 9

(to be filled in and submitted in Phase B)

To: HELLENIC REPUBLIC ASSET DEVELOPMENT FUND S.A.

I / we, the undersigned [...] (full name), son / daughter of [...] (father's full name) and of [...] (mother's full name), holder of the [...] (country) passport / identity card no. [...] issued by [...] (the authority that issued the passport / identity card) on [...] (date of the issuance of the passport / identity card), [...] (country) citizen, born in [...] (place of birth, town and country) on [...] (date of birth), resident of [...] (country - town - street - postal code) {in the case where there are more than one legal representatives of the company, the details of all representatives that sign must be filled in}, acting in my / our capacity as legal representative(s) of the legal entity under the corporate name [...] (full company name), established under the laws of [...] (country), with company registration number [...] and registered offices at [...] (country - town - street - postal code), with [...] (country) tax registration number [...], hereby declare in connection with the submission of an Expression of Interest by [...] (name of the Interested Party) in the tender process for the award of a sub-concession agreement for the sub-concession of the right to use, maintain, operate and exploit a multi-purpose terminal within a part of Philippos II port, OLK S.A. in accordance with the terms of the relevant Invitation issued by the “Hellenic Republic Asset Development Fund S.A.” on [...] (the “**Invitation**”), that:

(i) the [...] (full company name), which I / we represent, is a Third Party, as defined in the Invitation, of [...] (name of the Prequalified Investor or Consortium Member, as the case may be) and satisfies the Technical Capacity Criteria set out in paragraph 4.2.4 of the Invitation as follows:

Port or terminal management and operations

(cargo or container)

	Unit	Year 1	Year 2	Year 3	Average year 1-3
Book year					
Cargo volume	Ton				
Number of Containers	TEU				

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Or formula:					
[1] Cargo volume/200,000	Ton/year/200,000				
[2] Number of Containers/20,000	TEU/year/20,000				
[1] + [2] =					

Third Party must provide proof of cargo and/or container volumes handled in the indicated book years by means of audited annual reports.

(ii) the [...] (full company name), which I / we represent, shall unconditionally place all necessary technical resources at the disposal of [...] (name of the Interested Party) until the completion of the Sub-Concession Agreement and for as long after may be required by the Request for Proposals and / or the Sub-Concession Agreement and or other documents that will be signed in the context of the Transaction;

(iii) the [...] (full company name), which I / we represent, shall incur joint full liability towards the Fund in the case the conditions stipulated in paragraph 4.2.4 of the Invitation are not met.

Capitalised terms herein shall have the meaning given to them in the Invitation.

(if applicable)

There is no provision for a sworn statement in [...] (country of incorporation) and / or in [...] (country of registered seat of the company)

In the capacity of [...] (position).

Authorised to sign this statement in the name [...] (full company name).

[...] (place), [...] (date)

(signature)

(attestation of signature)

ANNEX C - ADDITIONAL INFORMATION ABOUT THE PHILIPPOS II PORT

