



HELLENIC REPUBLIC ASSET
DEVELOPMENT FUND

**INVITATION FOR SUBMISSION OF PROPOSALS TO ACT AS INDEPENDENT VALUER TO THE
HELLENIC REPUBLIC ASSET DEVELOPMENT FUND IN RELATION TO THE ACQUISITION OF A
STAKE IN THESSALONIKI WATER SUPPLY AND SEWERAGE COMPANY S.A. (EYATH S.A.)**

November 27, 2013

A. INTRODUCTION

In the framework of the implementation of the privatization program of the Hellenic Republic (the “**HR**”), the Hellenic Republic Asset Development Fund S.A. (the “**HRADF**”) has decided to proceed with the sale of a stake in EYATH S.A. (the “**Company**”) corresponding to 51% of the total share capital of the Company (the “**Asset**”) through an international competitive tender process to be procured by HRADF (the “**Transaction**”). The Fund currently owns 74.017% of the share capital of the company, the shares of which are listed on the Athens Exchange market (“**ATHEX**”).

The Company is currently the holder of the exclusive right to provide water and sewerage services in the greater urban Thessaloniki region under the provisions of Law 2937/2001 (Government Gazette A/169/26.07.2001) and pursuant to an existing concession agreement dated 27.07.2001 (the “**Concession Agreement**”) concluded by the Company with the HR and the Legal Entity of Public Law under the name “**EYATH Fixed Assets**” with a 30-year duration commencing from the date of its publication in the Hellenic Government Gazette of Law. 2937/2001 (A’ 169).

On February 21, 2013, the HRADF published an invitation for submission of an Expression of Interest (the “**Invitation**”). On May 30, 2013, two interested consortia prequalified to participate in the second phase of the tender process (the “**Qualified Interested Parties**”).

B. SCOPE OF WORK

According to Article 6 (3) of L. 3986/2011, as currently in force, prior to any privatisation by HRADF of an asset, an independent valuation of such asset must be carried out. In this context, HRADF considers the appointment of a specialized firm (the “**Independent Valuer**”), to carry out an independent valuation of the Company and the Asset.



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The Independent Valuer is expected to submit, directly to the HRADF, a report with regards to the independent valuation of the Company and the Asset (the “**Valuation Report**”).

The Valuation Report should be prepared in the English language together with an executive summary in Greek.

Timing of submission of the Valuation Report: maximum one (1) month following relevant instructions by the HRADF.

Maximum Budget: The maximum available budget for the assignment is one hundred fifty thousand euros (€150,000) plus VAT.

C. NECESSARY QUALIFICATIONS

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

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

Interested parties and the members of the proposed teams must perform a non-conflict check and declare in writing that they are acting independently and do not have a conflict of interest and are not involved with the HRADF, the Company, the HR as well as the members of the consortia of the Qualified Interested Parties and their respective advisors, in relation to the contemplated Transaction.

D. SELECTION PROCESS



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The assignment will be awarded in accordance with the provisions of the Procurement Regulation of the HRADF approved by decision of the Minister of Finance (Government Gazette B' 1695/16.05.2012), as well as the provision of article 8 paragraph 4 of Law 3986/2011 in conjunction with articles 5A and 7 of Law 3049/2002. The assessment shall take into consideration the above mentioned in article C qualifications and requirements, the fee proposal, according to the procedure mentioned in the abovementioned provisions.

1. HRADF will evaluate proposals according to the criteria set out in article C above and may require clarifications, additions or adjustments of the submitted offers as deemed necessary. Following the assessment process, up to three (3) candidates may be chosen to present their proposals to the HRADF. HRADF reserves the right to proceed to the assessment and selection process even if the candidates are less than three (3).
2. Candidates that do not comply with any of the criteria set forth herein will not be allowed to participate in the process.
3. HRADF reserves, at the fullest extent possible and at its exclusive discretion, the right to cancel, suspend, amend or postpone at a later time this procedure, without any prior notice, as well as to terminate any negotiations or discussions at any stage of the process, without incurring any liability whatsoever against any participant and/or any third party.
4. HRADF hereby reserves the right to require the provision of services that constitute repetition of the same or similar services with the awarded services pursuant to article 3.5 of HRADF's Procurement Regulation.
5. No responsibility or liability is or will be accepted by either the HRADF or its advisers, or any agents, servants, officers in respect to any error or misstatement in or omission from this document. No person acquires any right to claim for compensation or other from this invitation or from their participation in the



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procedure described herein, against the HRADF or its advisers for any reason or cause.

Interested parties should submit their offer, together with CVs of the proposed team for the assignment and any other documentation that prove the firm's and the team's experience and expertise via e-mail to HRADF at the e-mail address info@hraf.gr marked **"INDEPENDENT VALUER TO THE HELLENIC REPUBLIC ASSET DEVELOPMENT FUND IN RELATION TO THE ACQUISITION OF A STAKE IN THESSALONIKI WATER SUPPLY AND SEWERAGE COMPANY S.A. (EYATH S.A.)"**. Additionally, a hard copy of such offer may also, at the discretion of the interested parties, be submitted, in a sealed envelope, at the offices of the HRADF (1 Kolokotroni & Stadiou Street, 7th Floor, Postal Code: 105 62, Athens, Greece). Offers must be submitted not later than **December 9, 2013, 17:00, Athens time**, irrespective of the way of submission.