

**INVITATION FOR THE EXPRESSION OF INTEREST FOR THE EXPLOITATION OF A PROPERTY
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Submitted requests for clarifications

Athens, April 16, 2013

QUESTION 1: Can you please clarify the current usage of the property?

ANSWER: The property currently is not being used in any way. The full description of the property will be included in the RFP.

QUESTION 2: The preamble stated that the use of the property is expected to be in the context of uses “Touristic Village” and “Tourism and Leisure”.

Please verify that the final investor would be able to carry out the siting, and this siting would be reflected in the final ESXADA which will be submitted for approval.

ANSWER: In the framework of developing the property with the “mix use” of article 11 of paragraph B5 of the N. 3956/2011 the ESXADA will define development directions in specific host zones of the uses. The investor, in the above mentioned framework and in the phase of siting the property in accordance to article 13 par 1a, b, c (or article 12 par 7a which refers to touristic village), will develop the Master Plan and the related/relevant studies, which should be compatible with his investment options.

QUESTION 3: Section III provides that Special Town Planning Development Plan (ESCHADA) will be approved by the financial closing of the Transaction.

Please confirm that the Fund intends to have an initial draft of the ESCHADA prior to the request for proposal, so that the Qualified Tenderer will be able to prepare his/her business plan accordingly.

ANSWER: In Section III it is mentioned that the ESCHADA will be drafted during the Tender Process and will be approved according to the provisions of L.3986/2011. An ESCHADA draft will be available on the Virtual Data Room (VDR), in phase B of the tender process.

QUESTION 4: According to article 1.1.a of Chapter IV, natural persons/legal entities which have submitted an expression of interest are allowed to form a consortium prior to the submission of the binding financial offer. Moreover, para (iv) of the same article provides

for changes in the composition of a consortium. However, the Invitation does not provide at any point for the possibility of changes to the person of single Tenderers during phase b'.

We kindly ask you to confirm that beyond the formation of a consortium, any change in the share capital composition of the qualified tenderer is allowed in phase b'.

Furthermore, we kindly ask you to add that beyond the change of a single Tenderer into a consortium, the change of a single Tenderer itself is also allowed, when it is justified and all the prequalification criteria are still met (as for example in the case of replacement for financial reasons of a subsidiary undertaking which relies on the financial capability of its parent company with another subsidiary of the same parent company), under the condition of course that all the criteria for the participation in the Tender Process will still be met.

ANSWER: Any further terms and requirements with respect to changes in the composition of the Qualified Tenderers during Phase B' of the Tender Process will be included in the Request for Binding Proposals.

QUESTION 5: In article 1.1.b(ii) of Chapter IV it is mentioned that the Lead Member of the consortium should “...undertake the control of the Company...”.

We kindly ask you to confirm that the “Company” in question implies the consortium.

ANSWER: The term “Company” does not imply the consortium, but rather the legal entity which the Fund will establish and to which it will transfer certain rights in rem (ownership/surface) over the Property (see relevant definition of Preamble).

QUESTION 6: According to para c of article 1 of Chapter IV of the Invitation, natural or legal persons who are resident/registered or have their statutory or real seat or are located in high risk and non-cooperative jurisdictions, as defined any time by the Financial Action Task Force (...) “cannot participate individually in the Tender Process. Also, those natural persons and legal entities, ..., can participate in the Tender Process neither as shareholders or members, nor as shareholders or members of shareholders or members of a Tenderer. The foregoing shall not apply, if such natural person or legal entity, ..., is a shareholder or member (even majority) of a Tenderer, which is established under the laws of a Member State of the European Union (“EU”), of the Organization for the Economic Cooperation and Development (“OECD”) or the European Economic Area (“EEA”) and has its registered seat, central administration and principal place of business within the EU or the EEA or the OECD”.

We kindly ask you to confirm, by virtue of the aforementioned, that the direct participation in the proceedings of the persons mentioned in the given paragraph is absolutely

prohibited, while their indirect participation, through the establishment e.g. of another 100% subsidiary company of theirs within the EU/EEA/OECD, is allowed.

ANSWER: Their indirect participation is allowed, since the prohibition included in paragraph 1.1(c) of Chapter IV of the Invitation is not effective if the natural person or legal entity in question is a shareholder or member (even majority) of a Tenderer, which is established under the laws of a Member State of the EU, the OECD or the EEA and has its registered seat, central administration and principal place of business within the EU or the EEA or the OECD.

QUESTION 7: According to para 2.1.a of Chapter IV, the Tenderers, in order to demonstrate fulfillment of the financial criteria, cannot rely on the financial capacity of any other third party, except for an affiliated undertaking.

We consider this provision to narrow the cooperation possibilities of the tender without an obvious reason and to undermine the stated intention of the Fund to accomplish the highest possible consideration. Therefore, it should be allowed to the Tenderers to rely on the financial capacity of any third party, without restrictions, as is the case in most equivalent processes, to which the Fund has proceeded in the past or which are developing concurrently with the process under consideration.

ANSWER: The issue will be brought to the attention of the Board of Directors of HRADF and it will be answered this week.

QUESTION 8: We understand that in Chapter VI there is a distinction between the declarations which must be included in the document of the Expression of Interest and the rest of the documents characterized as Supporting Documentation. However, in paragraph (iii) of article 1.a of this chapter, which concerns the declarations with respect to the personal circumstances of the Tenderers, the “...*decision of the Tenderer in relation to its participation in the Tender Process and, in case of legal entities or consortia, a certified copy of the decision of the competent corporate body...*” is mentioned as a necessary declaration.

We kindly ask you to confirm that the reference of the decision in question in the document of the Expression of Interest is sufficient and the requested certified copy will be provided separately as a Supporting Document.

ANSWER: Confirmed.

QUESTION 9: In paragraph VI.1.a.(v), it is requested along with the appointment of a process agent and “ ... a list and contact details of all the financial, legal, technical and other professional advisers the Tenderer is already using or intends to use”.

We cannot comprehend the reason for which the reference of the Tenderers’ advisors is requested at this phase and even more why their contact details should be provided. In any case, given the length of the Process as granted but also, the major differences concerning the nature of the A and the B phase of the Process (where special Technical Advisors will be needed etc), we consider impossible to be able to refer right now to the contact details of the advisors that may be used in the future. Therefore, please remove the relative reference and eliminate the relative obligation, otherwise at least confirm that the reference of the contact details of any advisors that were used during the phase A, is sufficient.

ANSWER: The submission of the relevant details is voluntary, while these details will be requested again at phase B of the tender process.

QUESTION 10: According to paragraph (ii) of article 2.1.a of Chapter VI a document evidencing the current representation of the legal entity validly certified within the last three (3) months by a competent public authority or other competent person or notary public must be included in the supporting documents

Please confirm that in case of a recent election of the board of directors of a tenderer societate anonime, for which the competent authority has yet proceeded neither to the relevant publication in the Government Gazette Bulletin nor to the issuance of the relevant announcement, the submission of a certificate by the competent Authority with respect to the submission to the latter of the relevant documentation (with the reference of the relevant registration number) along with the documentation itself (copies of the relevant minutes of the General Meeting about the election of a new Board of Directors and of the Board of Directors about its constitution into body , certified by the competent person under the law 2190/1920) shall be sufficient.

ANSWER: In such case a complete copy of the relevant submission to the competent authority with a certification of the latter of their submission and the current representation of the company must be submitted.

QUESTION 11: What date must bear the solemn declaration of paragraph (iii) of article 2.1.1. of Chapter VI?

ANSWER: The aforementioned solemn declaration and also any other solemn declaration which must be submitted by the Tenderers or the members of Tenderers (in the case of consortia) must bear a date not older than one (1) month from the date of submission of the Expression of Interest.

QUESTION 12: According to subparagraph (d), clause (iii) of paragraph 2 in Section VI, each Tenderer should submit a letter by a bank affirming the good transactional behavior of the Tenderer.

Please confirm that in case of a Tenderer that relies on the financial capacity of its parent company, this letter will confirm mainly the good behavior of both companies, with the following indicative wording: *“Following a request submitted to us by the company ---, registered in --- and its subsidiary ---, registered in ---, we would like to affirm that the above mentioned companies cooperate with our Bank and up to date their transactional behavior is considered to be satisfactory”*.

ANSWER: It is confirmed.

QUESTION 13: According to paragraph d), (i) of the article 2 of the Section VI, the Tenderers must also submit for legal entities and consortia, copies of the financial audited statements, of the last two (2) financial years. If the financial statements of the Tenderer are consolidated with the financial statements of another affiliated company, according to article 42e par. 5 of C.L. 2190/1920, these consolidated audited financial statements are also submitted. Furthermore, if the Tenderer relies on the financial capacity of an affiliated company, according to article 42e par. 5 of C.L. 2190/1920, it should also submit the consolidated audited financial statements.

Taking into consideration the above mentioned paragraph please confirm:

- a) if the candidate relies on the financial capacity of the mother company, is the submission of the last 2 financial years sufficient for the candidate and the consolidated financial statements of the mother company and
- b) in case the mother company has already published the financial statements for 2012, but the candidate hasn't, the mother company will submit the financial statements for 2012 and 2011 but the candidate for the financial years of 2011 and 2010.

ANSWER: Confirmed.

QUESTION 14: In case of a Tenderer which relies on the financial capacity of its parent company, you are requested to clarify whether the parent company should submit more Supporting Documentation, besides the binding letter mentioned in para VI.2(d)(v) and the audited financial statements mentioned in the same article, and especially the ones mentioned in article VI.2(a) such as the solemn declaration and the rest of the certificates.

ANSWER: The issue will be brought to the attention of the Board of Directors of HRADF and it will be answered this week.

QUESTION 15: We also kindly ask you to clarify whether an authentication of the signature of the signatory is required for this particular binding letter.

ANSWER: It is confirmed that an authentication of the signature of the signatory is required.

QUESTION 16: Please clarify whether the Letter of Expression of Interest and the Supporting Documentation should bear an initialing on each page and be numbered.

ANSWER: The numbering and initialing of each page of the Expression of Interest and the Supporting Documentation are not required.

QUESTION 17: According to paragraph Section IV The Tenderer is required to demonstrate that it has adequate funds of at least euro twenty five million (€ 25,000,000). For the calculation of the funds, the sum of the following will be taken into consideration:

(i) Cash deposits in a bank or other credit institution lawfully operating in at least one EU or EEA or OECD member state.

(ii) Liquid and transferable securities.

The question is referred to the (i) case, and specifically if Banks that are based in Russia are eligible, since the country isn't part of the three above mentioned organizations. We would like to emphasize that there is a strong interest from candidates that have deposits in such Banks. Please take that into strong consideration, when deciding to adjust the EOI to accept such funds.

ANSWER: The Board of Directors of HRADF will decide on the matter this week.

QUESTION 18: Please clarify if any amendment of the Invitation of Expression of Interest is going to take place and if the ability of the Tenderer to rely on the financial capacity of a third party will be accepted. See the relevant amendment in relation to the Invitation to Submit an Expression of Interest for the exploitation of a property, in Paliouri, Chalkidiki.

ANSWER: See answer to Question 7.

QUESTION 19: Please specify the required documentation for the case of submission of a joint expression by two natural persons.

ANSWER: The case under consideration is treated as a consortium.

QUESTION 20: Please clarify the format of the demonstration of financial prequalification criteria in the event that the candidate consists of two natural persons.

ANSWER: The above mentioned case is treated as an association of persons. [For the cases (i) and (ii) of the paragraph 2.1 (b) it's clarified that in the case of natural persons submit personal deposit account of cash/or liquid and transferable assets in personal account, the adequate funds will be calculated weighted with the percentage of participation (%) in the Expression of Interest. Only in those cases, in order to define the percentage % of their participation in the EOI, sworn statement of N. 1599/1986 should be submitted.

In the case of submitting documentation of joint accounts, those documents from Banks etc should include all the joint holders of the account. For the procurement process will be evaluated the part corresponding to each of the candidates, for example joint account of € 100. 5 joint holders = capital of the 2 candidates in the EOI $\text{€ } 100 / 5 = \text{€ } 20 * 2 = \text{€ } 40$. In order for all the € 100 to count as own capital, a statement is required from the Bank that according to terms and conditions of the account the 2 joint holders and candidates have the legal ability to administrated all the € 100, without the consent of the other joint holders.