

HELLENIC REPUBLIC ASSET DEVELOPMENT FUND S.A.

Athens, 15.05.2018

Responses to clarification questions submitted by Interested Parties as per the Invitation to submit an Expression of Interest for the Acquisition of a Majority Participation in the Share capital of “Hellenic Petroleum S.A.” (“**HELPE**”) (the “**Invitation**”)¹.

Nr.	Reference ²	Question	Answer
1.		Is EU Procurement Law mandatorily applicable in the Tender Process?	No, EU Procurement Law is not mandatorily applicable in the Tender Process. The Tender Process is conducted pursuant to the legislation governing the Fund (Greek law 3986/2011). Said legislation also makes direct reference to the Commission Interpretative Communication on the Community law applicable to contract awards not or not fully subject to the provisions of the Public Procurement Directives (2006/C 179/02).
2.	I.2.1	The Invitation does not specify the exact number of shares to be disposed by the Sellers. In paragraph I.2.1 of the Invitation, it is mentioned that the shares to be jointly disposed by the Sellers shall represent “at least 50.1% “of HELPE shares. More explicitly, it is stated that the exact percentage and number of shares to be disposed shall be	(a) As set out in paragraph I.2.1. of the Invitation, the exact number of shares to be disposed will be specified in the Request for Binding Offers. (b) An expression of interest by an Interested Party for the purchase of “at least 50.1%” in HELPE is sufficient for the purposes of the Pre-qualification Phase.

¹ Unless otherwise specified, capitalised terms used in the present shall bear the same meaning as in the Invitation.

² Includes references to sections of the Invitation.

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		specified at a later phase of the tender process. Could you please clarify (a) At which stage of the tender process will the final amount be stated, (b) Is there a requirement for any interested party, at the expression of interest phase, to specify the percentage equity in HELPE they are interested to acquire or is expressing an interest for “at least 50.1%” sufficient?	
3.	I.3.2	According to paragraph I.3.2 “Transaction scope and overview” - “Binding Offers phase”, can you please clarify the rationale for having a “draft share purchase agreement” rather than a final version? Should the share purchase agreement be required to be in draft form, can you please also clarify whether the bidder-proposed share purchase agreement terms will also be taken into account when considering the binding offers as well as the size of the cash offer?	As described in paragraph I.3.2, the purpose of having a draft SPA is to enable Shortlisted Parties to provide their comments on said draft SPA before it is finalized and circulated to all Shortlisted Parties. On the basis of such Final SPA, as well as of the other final Transaction Documents, the Shortlisted Parties shall be required to submit, in writing, a binding final offer for the acquisition of the Transaction Shares as will be set out in more detail in the Request for Binding Offers.
4.	II.2.1-2.4	Interested consortia must meet numerous requirements (see paragraphs II.2.1-2.4 of the Invitation). Can you please clarify whether these requirements can be fulfilled at a later stage of the tender process?	Any requirements which according to the Invitation should be met in order for an Interested Party to qualify for participation in the Binding Offers Phase, must already be met when the Expression of Interest is submitted. Please see also paragraph II.1.1 of the Invitation.
5.	II.4	We understand that under II 4 “Financial Qualification Requirements” entities (effectively this refers to Corporate entities) that are publicly listed (4.1) can meet the financial qualification requirements by demonstrating either their Market Capitalisation (4.1a) and their balance sheet equity (4.1b) but there is no obligation to demonstrate cash-at-hand available for the purpose of completing the acquisition. Furthermore, entities (effectively this refers to	For the purposes of participation in the Tender Process, Interested Parties must comply with the Financial Qualification Requirements, as stipulated in section II.4 of the Invitation per each category of potential participants (publicly listed entities in a regulated exchange market, non-publicly listed entities reporting audited financial statements, funds or private equity firms, natural persons).

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		Corporate entities) in (4.2) that are not publicly listed can meet the financial qualification requirements by demonstrating their balance sheet equity but not demonstrate cash-at-hand available for the purpose of completing the acquisition. However, funds or private equity firms (4.3) and natural person (effectively families) (4.4) need to demonstrate cash-at-hand in order to meet the financial qualification requirements. Could you please clarify that the requirement to demonstrate cash-at-hand will apply equally and fairly across all interested parties/bidders, irrespective of the nature of the entity?	
6.	III.1.1-3	Any interested party must file a letter for the expression of its interest, which must meet numerous requirements (see paragraphs III.1.1-3 of the Invitation). Can you please clarify whether these requirements can be fulfilled at a later stage of the tender process?	Any requirements which according to the Invitation should be fulfilled in order for an Interested Party to qualify for participation in the Binding Offers Phase, must already be fulfilled when the Expression of Interest is submitted. Please see also paragraph II.1.1 of the Invitation.
7.		If the Preferred Investor acquires majority shareholding in HELPE, will it have say in the management?	Yes, and it will be able to appoint the majority of the Company’s Board of Directors. More specifically, corporate governance post-Transaction will be regulated by the Final SHA and Greek company law.
8.		Are companies engaging in similar business activities with HELPE but located in other countries like UAE, India or UK eligible to participate in the Tender Process?	Companies engaging in similar business activities with HELPE in any country are eligible to participate in the Tender Process, provided that they meet the Legal Qualification Requirements, the Financial Qualification Requirements and the Technical Qualification Requirements, and that their Expression of Interest is in full compliance with the rules of the Invitation. The Legal Qualification Requirements include the provisions of paragraph II.3.4 - Registered office location. In particular: As per paragraph II.3.4.1 of the Invitation, Interested Parties

			<p>shall be disqualified if their country of establishment is included in the list of non-cooperative countries included in Annex 2 of the Invitation.</p> <p>As per paragraph II.3.4.2 of the Invitation, the Fund may exclude an Interested Party if (a) such Interested Party is established in a country with which the HR has no diplomatic or commercial relationships due to a relevant decision of the HR, or (b) the exclusion of such Interested Party is considered by the HR to be necessary for the protection of HR’s national interest and/or national security and/or energy safety and security of energy supply.</p> <p>As per paragraph II.3.4.3 of the Invitation, the above terms and requirements shall also apply to any person who is directly or indirectly controlling (within the meaning of EU Regulation 139/2004/EC) an Interested Party and/or a consortium member.</p> <p>Please refer also to paragraph III.1.1.6 of the Invitation, according to which the Interested Parties are required to include in the letter of Expression of Interest an initial assessment of any potential issues and requirements which may have an impact on their participation in the Tender Process and/or their capacity to consummate the Transaction.</p>
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