



HELLENIC REPUBLIC ASSET
DEVELOPMENT FUND

**REQUEST FOR PROPOSAL FOR TWO (2) INDEPENDENT ADVISERS
TO THE HELLENIC REPUBLIC ASSET DEVELOPMENT FUND
IN CONNECTION WITH HRADF'S PARTICIPATION IN HELLENIC PETROLEUM S.A.**

Athens, August 22, 2019

1. Introduction

Pursuant to:

- i. the provisions of the single article of Law 3985/2011 "Medium Term Fiscal Strategy 2012-2015" (Government Gazette A'/151/2011), which approved the Medium Term Fiscal Strategy 2012-2015 and the "Privatisation Programme 2011-2015" (Chapter B', Part II "Privatisations");
- ii. the provisions of Law 3986/2011 on "Emergency Implementation Measures for the Medium Term Fiscal Strategy Framework 2012-2015" (Government Gazette A'/151/2011), on the basis of which the Hellenic Republic Asset Development Fund SA ("**HRADF**" or the "**Fund**") was established with the sole object of developing assets of the Hellenic Republic ("**HR**"), which are included in the Privatisation Programme;
- iii. the provisions of Law 4046/2012 (Government Gazette A'/28/2012) "Approval of the Draft Agreements for Financial Assistance Facility between the EFSF, the Hellenic Republic and the Bank of Greece, of the Memorandum of Understanding between the Hellenic Republic, the European Commission and the Bank of Greece and other provisions for the reduction of the public debt and the salvage of the national economy" which updated the Privatisation Programme included in Annex IV;
- iv. the provisions of paragraph 4.4 (Structural Policies for the enhancement of competitiveness and development - Privatisation) of Law 4336/2015 (Government Gazette A'/94/2015) "Ratification of the draft agreement for the Financial Support from the European Stability Mechanism and provisions for the implementation of the Financing Agreement";
- v. the provisions of Decision No. 206/25.04.2012 of the ICARP (Government Gazette 1363/B'/26.04.2012), according to which the HR transferred to HRADF 108.430.304



HELLENIC REPUBLIC ASSET
DEVELOPMENT FUND

registered shares of Hellenic Petroleum S.A. (“**HELPE**” or the “**Company**”), representing 35,477% of the share capital of HELPE;

- vi. the provisions of the updated Asset Development Plan of the HRADF, as approved by HRADF’s BoD and endorsed by means of a relevant decision by the Government’s Council for Economic Affairs and Policy on the 15th of February 2019 (Government Gazette B’/461/2019);
- vii. the provisions of the Procurement Regulation of the HRADF (the “**Procurement Regulation**”) as amended and codified by Decision No 2/16128/0025 of the Minister of Finance (Government Gazette B’/476/2014);

the Privatisation Programme of the HR, as it currently stands, foresees, *inter alia*, the monetisation through HRADF of all or part its shareholding in HELPE.

The Company:

HELPE is South East Europe’s major downstream oil group and a fully integrated energy player, comprising refining, marketing, petrochemicals, power, gas and exploration and production operations across Greece, Cyprus, Montenegro, Serbia, Bulgaria and North Macedonia.

The shares of HELPE are primarily listed on the Athens Stock Exchange (ATHEX: ELPE) with a secondary listing on the London Stock exchange (LSE: HLPD/98LQ). The main shareholders of HELPE are (a) Paneuropean Oil and Industrial Holdings S.A. (“**POIH**”) with a 45,47% stake and (b) HRADF with a 35,477% stake HELPE, while the remaining 19,05% free float is held by institutional and private investors. POIH is a private holding company based in Luxembourg (member of the Latsis Group of Companies).

The Transaction:

The transaction for the monetisation of HRADF’s shareholding in HELPE (the “**Transaction**”) may be structured either (a) as an M&A transaction (“**M&A Transaction**”) or (b) as one or more capital markets transactions (“**ECM Transaction(s)**”).

Goldman Sachs International and NBG S.A. (together the “**Financial Advisers**”), and Bracewell (UK) LLP and KLC Law Firm (together the “**Legal Advisers**”) are acting as advisers to HRADF regarding the Transaction (collectively the “**Advisers**”)



HELLENIC REPUBLIC ASSET
DEVELOPMENT FUND

2. Scope of work

Within the aforementioned framework, the Fund is seeking to engage two (2) separate banks providing investment banking services or investment services firms (“ΕΠΕΥ”) as independent advisers with respect to the Transaction, each one with the following distinct role, duties and responsibilities (as applicable):

A. **an Independent Valuation Adviser** to deliver, at any stage of the Transaction and as instructed by the Fund,

(a) in case of an M&A Transaction, a report with its independent valuation of HELPE, including any potential update thereof as the Fund may request (altogether referred hereby as the “**Valuation Report**”), or

(b) in case of ECM Transactions, an opinion on the fairness, from a financial point of view, of the financial consideration to be paid to the Fund in connection with the Transaction (the “**Fairness Opinion**”). In particular, the Independent Valuation Adviser shall review, assess and opine on the price range proposed by the Financial Adviser (Global Co-Ordinator(s) and Bookrunners) in light of the feedback received during the marketing process, market conditions and publicly available data or information;

The Valuation Report or the Fairness Opinion, as the case may be, should include an executive summary, as well as a comprehensive review and analysis of the methodologies, assumptions, considerations and supporting documentation considered by the Independent Adviser for the preparation of the Valuation Report and/or Fairness Opinion, as applicable. In case of an M&A Transaction, HRADF will make available to the Independent Valuation Adviser all material available to bidders in the Virtual Data Room to be set up for the M&A Transaction. In case of ECM Transaction(s), the Independent Valuation Adviser shall provide a Fairness Opinion based on publicly available information and/or any other material made available from HRADF.

The Independent Adviser may be requested to liaise with HRADF’s Advisers in the context of producing the Valuation Report and/or the Fairness Opinion, as applicable.



HELLENIC REPUBLIC ASSET
DEVELOPMENT FUND

The Independent Valuation Adviser will present the Valuation report and/or the Fairness Opinion, including the principles and methodologies, assumptions and considerations used in its preparation, to the Fund's Board of Directors and the Fund's Council of Experts.

B. An Independent Process Adviser to deliver, in case of ECM Transaction(s) and at any stage as instructed by the Fund, its opinion(s) on whether the process followed by the Fund for the ECM Transaction(s) is in accordance with the best international practices for similar equity market transactions (the **"Opinion on the Process"**). The Opinion on the Process shall also include the assessment of the Independent Process Adviser of the monetization strategy and structure of the Transaction either as an M&A Transaction or an ECM Transaction as proposed and recommended by the Advisers

Furthermore, the Independent Process Adviser has the following role, duties and responsibilities (as applicable) in relation to the ECM Transaction(s):

- to review and evaluate the monetization strategy and approach through an ECM Transaction as proposed and recommended by the Advisers, with respect to HRADF's interest and objectives, including inter alia:
 - the proposed structure(s);
 - timing, including with reference to market conditions and execution windows;
 - the proposed marketing strategy, including (where relevant) with reference to use of management during marketing, investor targeting including the use of cornerstone/anchor investors, inclusion of non-deal roadshows, approach to investor wall crossing, the use or not of transaction related equity research and sell side analysts in the marketing process, appropriate selling jurisdictions etc;
 - the proposed investor marketing material and equity story;
 - any analysis produced by the Financial Adviser regarding valuation and analysis of potential investor returns in the context of the Transaction, and with reference to publicly available information;
- to independently assess the appropriate syndicate appointment process including the identity of additional Joint Bookrunners, if any, the ultimate syndicate structure and terms of appointment;
- to review all investor feedback throughout the process;



HELLENIC REPUBLIC ASSET
DEVELOPMENT FUND

- to monitor, at regular intervals, on behalf of the HRADF, the book building process by the Financial Adviser (Global Co-Ordinator(s) and Bookrunners);
- to review, assess and opine on the investor allocations rules and principles as proposed by the Financial Adviser (Global Co-Ordinator(s) and Bookrunners) with regard to the overall objectives agreed with HRADF prior to launch;
- to provide to HRADF a view on whether the book building process undertaken by the bookrunners(s) is in line with international best practice;
- to provide any additional advice and assistance in the context of the design and execution of the ECM Transaction as may be required.

The assessments and reviews described above should lead to the formation of a written Opinion on the Process to be delivered in a timely basis after the completion of the book building process and/or at any stage, as instructed by the Fund.

3. Budget & Duration of the Engagements

- 3.1.** For each of the two separate and distinct assignments procured hereby, the maximum available budget is two hundred thousand Euros (€ 200.000,00), plus VAT, including any and all required expenses for the relevant assignment.
- 3.2.** The total duration for each assignment shall be twelve (12) months, effective as of the signing of the relevant contract with each Independent Adviser. If needed, an extension of the duration of the engagement may be agreed in accordance with the Procurement Regulation.

4. Qualifications and Criteria

Interested Parties should be able to demonstrate their standing and professional experience in relation to the assignments. In particular, Interested Parties should be able to demonstrate:

- 4.1. Track Record & Experience:** Proof of relevant experience in the delivery of valuation or fairness opinion on the price and/or on the transaction process or similar assignments, as applicable. Relevant experience in connection with companies operating in the energy sector and in the oil and gas sector in particular shall be highly appreciated. The Dossier is



HELLENIC REPUBLIC ASSET
DEVELOPMENT FUND

required to include an obligatory catalogue of all the relevant projects in which the Interested Party has participated in the last ten (10) years (**DOSSIER A'**).

- 4.2. Project Team:** Proposed team composition and its proposed structure, including the designation of the team leader and of the senior members of the team. The Dossier should also include the CVs and a list of any relevant project experience of all the members of the proposed project team during the past ten (10) years. The suggested senior members of the project team may be replaced only with HRADF's prior consent, which shall not be unreasonably withheld (**DOSSIER B'**).
- 4.3. Methodological Approach:** Interested Parties should present their approach to the assignment, critical issues and methodologies, including a timeline (**DOSSIER C'**).
- 4.4. Financial Offer:** The Dossier of the financial offer is required to include the maximum proposed fees for the assignment including any and all required expenses for the relevant assignment. In any case, expenses should be calculated and quoted separately at a capped amount. The kind of expenses and their settlement will have to comply with the approved Expense Policy of HRADF (**DOSSIER D'**).
- 4.5. Absence of conflict of interest:** Interested Parties and each member of their proposed project team must perform a non-conflict check and declare in writing in their Proposals that they are acting independently, and they do not have a conflict of interest and are not involved with HELPE and/or POIH and their respective advisers in relation to the Transaction.

In case of an M&A Transaction in particular, the Independent Valuation Adviser shall undertake not to create any relationship of economic or any other nature with any participant in the tender, as those to be designated by HRADF. Such a declaration confirming the absence of any conflict of interest as defined above shall be in effect throughout the term of the engagement with HRADF.

- 4.6.** Interested Parties must meet all the qualifications as described above under 4.1 through 4.5. Interested Parties, who fail to submit their Proposals fully compliant with the qualifications required under 4.1 through 4.5 of this Request for Proposals, shall be disqualified from the tender.



HELLENIC REPUBLIC ASSET
DEVELOPMENT FUND

- 4.7. The Independent Valuation Adviser and the Independent Process Adviser must observe and abide by the rules provided for in art. 7 of the Law 3049/2002 and in particular their professional code of conduct and the relevant confidentiality rules, even after the conclusion of their engagement. The Independent Valuation Adviser and the Independent Process Adviser to be selected acknowledge that some or all of the information which it will receive from HRADF or its Advisers may be inside information for the purposes of the Market Abuse Regulation (596/2014) (“**MAR**”) and, if appointed, consents to receiving this information and to being made an insider within the meaning of MAR and (i) will not engage in any behaviour based on such information that would amount to market abuse in relation to any financial instrument under MAR; and (ii) will bring to the attention of any of its representatives who, from time to time receive this information, the prohibitions on market abuse set out in MAR.

5. Selection Process

Each of the two separate and distinct assignments procured hereby will be awarded in accordance with the provisions of the Law 3986/2011 and article 2.3 of the Procurement Regulation, as in force.

HRADF reserves the right to award only one of the two separate and distinct assignments procured with this Request for Proposals.

HRADF reserves also the right to award the two separate and distinct assignments to the same Interested Party

The proposals of the Interested Parties for both assignments procured hereby shall be assessed and evaluated on the basis of the criteria and their respective weighting as per the table below. Each assignment will be awarded to the Interested Party with the highest score.

Criterion	Weighting
Track Record & Experience – DOSSIER A’	30%
Project Team – DOSSIER B’	30%
Methodological Approach – DOSSIER C’	20%
Financial Offer- DOSSIER D’:	20%



HELLENIC REPUBLIC ASSET
DEVELOPMENT FUND

HRADF may request additional documents and/or clarifications and/or information from the Interested Parties in connection with any issue related to their Proposals, as deemed necessary. The Interested Parties may also be requested to present their approach for the assignment following the submission of their Proposals.

The Proposals, consisting of DOSSIERS A', B, C' and D', the declarations confirming the absence of any conflict of interest and any other supporting documentation which proves the required experience and expertise of the Interested Parties as well as of the individual members of their proposed team, are permitted to be submitted **only** electronically by e-mail at the e-mail address: info@hraf.gr (for the attention of Mr. Yiannis Zapantis), marked (a) "**INDEPENDENT VALUATION ADVISER FOR HELPE**" and (b) "**INDEPENDENT PROCESS ADVISER FOR HELPE**", as the case may be.

DOSSIER D' must be protected with a password; if not, the Interested Party shall be automatically disqualified. Following the assessment of DOSSIERS A', B', C', and provided that the declarations confirming the absence of any conflict of interest are included, only the Interested Parties which comply with the requirements under section 4 of this Request for Proposals will be invited via e-mail to send the password for DOSSIER D'. The Interested Parties who fail to comply with the above requirements will be notified accordingly. Following the assessment of DOSSIER D', the Interested Parties (invited to send the password for DOSSIER D') will be notified about the outcome of the process.

The Proposals are required to be submitted by no later than the **30th of August 2019, 17:00, Athens time**. Proposals submitted after the aforementioned deadline shall be deemed inadmissible and thus immediately rejected. In the case of a late receipt, the Proposal submitted shall not be evaluated.

HRADF reserves the right to enter into discussions and negotiations with the Interested Parties with the highest score in its assignment procured hereby, prior to the final award of the assignment.

Without prejudice to the second and first clause of this section, the award of the two separate and distinct assignments is subject to the conclusion of the respective written contract(s).



HELLENIC REPUBLIC ASSET
DEVELOPMENT FUND

6. Terms and Conditions

- 6.1.** The Proposals to be submitted and this Request for Proposals, as well as the Independent Advisers' engagement letters, shall be governed by and construed in accordance with the laws of Greece, taking also into consideration the prevailing market's levels, the practice of HRADF and its internal policy, including terms and conditions customary in the circumstances.
- 6.2.** Payment of expenses to the Independent Advisers shall be subject to the Project Expenses Policy of HRADF on the reimbursement of the expenses of its advisers.
- 6.3.** HRADF or any of its advisers, or agents, or employees, or officers are not to be held responsible or liable in respect of any error or misstatement/misrepresentation in, or omission from, this Request for Proposals. No person acquires against HRADF and its officers, agents, employees and officers, or the Hellenic Corporation of Assets and Participations S.A. ("**HCAP**") or the Financial Advisers or the Legal Advisers any right or claim for compensation, or indemnification, or other, for any reason or cause related to this Request for Proposals and/or any proposal submitted and/or the participation in the tender. No representation, warranty or undertaking, expressed or implied, is, or will be made, in relation to the accuracy, adequacy or completeness of this Request for Proposals and the tender process in general.
- 6.4.** HRADF reserves the right, to the fullest extent possible and at its exclusive discretion, to cancel, suspend, amend or postpone this procedure, without any prior notice or update, as well as to terminate any negotiations or discussions at any stage of the process, without incurring any liability whatsoever as against any participant and/or any third party.
- 6.5.** Any dispute arising under, or out of, or in connection with the present Request for Proposals including the Proposals submitted and the Independent Advisers' engagement letters for the Transaction, shall be subject to the exclusive jurisdiction of the Courts of Athens.



HELLENIC REPUBLIC ASSET
DEVELOPMENT FUND

7. Information for personal data processing

I. Information

The Hellenic Republic Asset Development Fund, which is based in Athens, 1 Kolokotroni and Stadiou Str, 105 62, Phone: +30 210 3274400, e-mail: info@hraf.gr, informs, in its role as controller, each natural person involved in the particular tender process that the Fund itself (or HCAP, public entities and judicial authorities within their competence) will process the following data:

A. Type and source of data

The personal data included in the present Request for Proposals (the “**RfP**”) (indicatively as per Qualification & Criteria in section 4 of the RfP), which is submitted to the Fund in the context of this tender process by a natural person.

B. Purpose of Processing

Processing purpose is the evaluation of the proposals submitted, the implementation of the tender process, as well as of the Independent Adviser’s engagement letter, and their monitoring, the safeguarding of the Fund’s rights and the security and protection of transactions in general, the fulfillment of the Fund’s legal obligations, the prevention of fraud against the Fund, as well as informing Interested Parties with regard to the evaluation of their submitted Proposals as per section 5 of the RfP.

C. Recipients of Data

The recipients of the above (under para. 7.I.A) data with whom data may be shared are the following: Hellenic Corporation of Assets and Participations S.A., public entities and judicial authorities within their competence.

II. Retention period

The data under para. 7.I.A may be retained for a period starting from the date of their receipt and lasting: (a) for 20 years in case no engagement letter is concluded (b) for 20



HELLENIC REPUBLIC ASSET
DEVELOPMENT FUND

years after the termination of the engagement letter, in case an engagement letter is signed. After the expiration of the above periods the personal data will be destroyed.

III. Enforcement of rights

1. Each natural person has the right to know which of his/her personal data are or have been processed, to oppose and to object to the processing of data which concern him/her for purposes other than those described above in para. 7.I.B, as well as to transmit their data to another controller, without the objection of the Fund. For the enforcement of said rights persons concerned may address the Fund in writing (email: dpo@hraf.gr). The enforcement of said rights regarding the processing of personal data of the above para. 7.I.A. concerns exclusively their correction or update in order for those to be complete and accurate.

2. The enforcement of said rights does not relieve Interested Parties from their obligations deriving from their participation in the tender process.

3. 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.

IV. Obligations of the Fund

The Fund has the obligation to take every reasonable measure to ensure the confidentiality and the security of personal data processing and the protection of said data from accidental or unlawful destruction, accidental loss, alteration, unauthorised disclosure of, or access to, personal data by anyone, as well as from any other form of unlawful processing. Capitalised terms shall have the meaning attributed to them in the RfP.