

**INVITATION FOR EXPRESSION OF INTEREST  
FOR THE PROVISION OF STRATEGIC ADVISORY SERVICES  
IN CONNECTION WITH HRADF'S PARTICIPATION IN PPC**

**05.12.2017**

**1. Introduction**

“Hellenic Republic Asset Development Fund S.A.” (the **HRADF** or the **Fund**) is the legal entity entrusted with the implementation of the privatization program of the Hellenic Republic (the **HR**). HRADF is established by and is operating under Law 3986/2011. Pursuant to article 188 par. 1 of Law 4389/2016, HRADF became a direct subsidiary of the “Hellenic Corporation of Assets and Participations S.A.” (the **HCAP**). In accordance with HRADF’s Asset Development Plan (the **ADP**), the Fund is seeking to appoint an advisor (the **Advisor**) with significant advisory experience with respect to its shareholding in the “Public Power Corporation S.A.” (the **PPC**).

PPC is currently the biggest power producer and electricity supply company in Greece with approximately 7.4 million customers. PPC currently has in its ownership assets in lignite mines, power generation and distribution. PPC’s current power portfolio consists of conventional thermal and hydroelectric power plants, as well as RES units.

Pursuant to decision nr. 249/08.04.2014 of Inter-ministerial Committee for Asset Restructuring and Privatisation (Government Gazette Bulletin B’, nr. 864/08.04.2014), the HR has transferred to HRADF, full ownership rights of 39.440.000 PPC shares corresponding to a percentage of 17% of the total share capital of PPC.

Against this background and in order to implement the relevant provisions of the ADP, HRADF is seeking to appoint an advisor (the **Advisor**) with significant strategic advisory experience in the Energy sector to advise the Fund on its strategic options with respect to HRADF’s participation in PPC (the **Asset**).

For the award of the services HRADF’s Procurement Regulation (Greek Government Gazette, Bulletin B’, nr. 476/26.02.2014) will apply and more specifically pursuant to the process of an open tender, in accordance with paragraph 2.4 of the said Procurement Regulation.

**2. Scope of Work**

The Advisor is expected to provide, inter alia, the following services to HRADF:

The Advisor is expected to undertake a comprehensive assessment of the strategic options available to the Fund as PPC’s shareholder and form a recommendation, presenting the different options available and recommending the optimal monetization approach (the **Transaction**) to be pursued by the Fund, including, inter alia, the following:

- Review and assess PPC’s market, business, operational and financial standing (including an analysis of the capital structure);
- Review and assess PPC’s prospects;
- Review any relevant available data, including, inter alia, all existing historical financial, strategic and operational work done to date relating to the Asset, as well as any information memoranda, studies, reports, business plans, etc.;
- Review the current market and business conditions and issues in respect of the Asset and the shareholders’ participation in the Asset and assess their impact on the Asset’s business case and marketability;

- Propose optimal alternatives for the Transaction and recommend an appropriate Transaction structure after evaluating and presenting potential investor interest per each alternative (pre-marketing);
- Identify and assess critical issues and milestones with reference to the process and timetable of the preferred Transaction and recommend appropriate strategy and course of action for addressing them in order to successfully implement the Transaction;
- Suggest the proper timing for execution of the proposed Transaction and propose the relevant process plan and timeline for its implementation and execution.

The Advisor's recommendation regarding the Asset shall be presented to HRADF's Board of Directors and Council of Experts. Additional presentations may be required to take place vis-à-vis the competent corporate bodies of the HCAP, as well as the competent authorities of the HR.

### 3. Duration and Budget

**Duration of the Engagement:** The duration of the engagement shall be four (4) months, commencing from the HRADF's written notice to the Advisor requesting to commence the provision of services.

**Maximum Budget:** The maximum available budget for the award of the services is EUR 195.000 (plus VAT, not including out of pocket expenses).

### 4. Qualification Criteria

Interested parties should be able to demonstrate their standing and professional experience in relation to the assignment tendered. In particular, the tenderers should be able to demonstrate:

- 4.1. Track Record & Experience:** Proof of expert advisory services experience in recent transactions in the energy sector (preferably within the EU). Experience in the Greek market will be highly appreciated. The Dossier should include obligatorily a catalogue of all the relevant projects in which the interested party has participated in the last five (5) years (**Dossier A'**).
- 4.2. Project Team:** Proposed project team composition and its proposed structure, including the definition of the engagement leader and of the senior members of the team. The Dossier should also include the CVs and a list of any relevant project experience during the past five (5) years, of all the members of the proposed project team (**DOSSIER B'**).
- 4.3. Methodological Approach:** Interested parties should identify the business, regulatory and other critical issues related to the project and submit in their proposal a brief description of the proposed approach to the assignment, and include an indicative timetable and workplan (**DOSSIER C'**).
- 4.4. Budget:** Proposed fees. Expenses should be calculated and quoted separately at a capped amount. (**DOSSIER D'**).
- 4.5.** Interested parties and each member of their proposed project team must declare in writing that they do not have a conflict of interest. Such a declaration confirming the absence of any conflict of interest shall be in effect throughout the term of the engagement of the Advisor with HRADF.

Interested Parties must meet all the qualifications as described above under 4.1 through 4.5. Interested Parties, who fail to submit their Expressions of Interest fully compliant to the qualifications required under 4.1 through 4.5 of this Invitation, shall be disqualified from the Tender. The Advisor must observe

and abide by the rules provided for in art. 7 of the Law 3049/2002 and particularly their professional code of conduct and relevant confidentiality rules even after the conclusion of their engagement.

## 5. Selection Process

The assignment will be awarded in accordance with the provisions of the Law 3986/2011 and article 2.4 of HRADF's Procurement Regulation, as in force.

Interested parties are assessed and evaluated in accordance with the table below. The tender will be awarded to the interested party with the highest score.

Interested parties are evaluated on the basis of the following criteria and their respective weighting:

Criterion	Weighting
Track Record & Experience - DOSSIER A'	25%
Project Team - DOSSIER B'	30%
Methodological Approach - DOSSIER C'	25%
Budget - DOSSIER D'	20%

HRADF may request additional documents and/or clarifications and/or information from interested parties in connection with any issue related to their Expression of Interest, as deemed necessary. The Expressions of Interest, consisting of DOSSIERS A', B, C' and D' and any other supporting documentation which proves the required experience and expertise of interested parties as well as of the individual members of their proposed team, are permissibly submitted **only** electronically by e-mail to the e-mail address: info@hraf.gr (for the attention of Mr. Yiannis Zapantis), marked "**PPC: EXPRESSION OF INTEREST FOR STRATEGIC ADVISOR**". 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 para. 4.6 (regarding DOSSIER A', B', and C') 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', interested parties (invited to send the password for DOSSIER D') will be notified about the outcome of the process.

**The Expressions of Interest must be submitted no later than 12.12.2017, at 17:00, Athens time.** Expressions of Interest submitted after the aforementioned deadline shall be deemed inadmissible and thus immediately rejected. In the case of a late receipt, the Expression of Interest shall not be evaluated.

HRADF reserves the right to enter into discussions and negotiations with the Preferred Bidder for the improvement of its bid, prior to the final award of the assignment.

## **6. Terms and Conditions**

- 6.1.** The Expressions of Interest to be submitted and this Invitation, as well as the Advisor's engagement letter with regard to the provision of the services required with the Expression of Interest, are and shall be governed by and construed in accordance with the laws of the Hellenic Republic, 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.** HRADF or any of its advisors, or agents, or employees, or officers is not to be held responsible or liable in respect of any error or misstatement/misrepresentation in, or omission from, this invitation. No person acquires against HRADF and its officers, agents, employees and officers, or the HCAP or the Advisors any right or claim for compensation, or indemnification, or other, for any reason or cause related to this Invitation and/or the Expression of Interest 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 Invitation and the tender process in general.
- 6.3.** HRADF reserves the right, at 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.
- 6.4.** Any dispute arising under, or out of, or in connection with the present Invitation including the Expressions of Interest submitted and the Advisor's engagement letter for this assignment, shall be subject to the exclusive jurisdiction of the Courts of Athens, Greece.