



HELLENIC REPUBLIC ASSET DEVELOPMENT FUND S.A.

Athens, 23rd December 2024

INVITATION TO SUBMIT AN EXPRESSION OF INTEREST

FOR THE CONCESSION OF THE CRUISE ACTIVITY

(A) IN THE PORT OF KATAKOLON AND IN A SECTION OF THE OLD PORT OF PATRAS (LOT 1)

AND

(B) IN A SECTION OF THE CENTRAL PORT OF KAVALA "APOSTOLOS PAVLOS" (LOT 2)

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1. INTRODUCTION – SCOPE OF THE TENDER PROCESS

- 1.1.** The Hellenic Republic Asset Development Fund S.A. (the "**HRADF**" or the "**Fund**") is a société anonyme established pursuant to Law 3986/2011 (Government Gazette A' 152/01.07.2011), as in force (the "**Founding Law**"), whose entire share capital is owned by the company under the corporate name "Hellenic Corporation of Assets and Participations S.A." (the "**HCAP**") established pursuant to Law 4389/2016 (GG A' 94/27.05.2016). HCAP is wholly owned by the Hellenic Republic (the "**HR**"). Article 188A of Law 4389/2016 (GG A' 94/27.02.2016), as introduced by Article 5 of Law 5131/2024 (GG A' 128/02.08.2024), provides that by 31.12.2024, the Fund will be absorbed by HCAP which will substitute the Fund as its universal successor.
- 1.2.** According to article 1 para 1 of the Founding Law, the Fund was established with the objective of developing the assets of the HR and of Legal Entities of Public Law (the "**LEPL**") and public companies, whose share capital is fully owned, directly or indirectly, by the HR or by LEPL, in accordance with the privatisation programme mentioned in paragraph 1.3 below, as currently updated and in force.
- 1.3.** Law 3985/2011 (GG A' 151/01.07.2011) approved the "Medium Term Fiscal Strategy Framework 2012-2015", which includes the 2011-2015 Privatisation Programme (Chapter B', Part II, Privatisations), while Law 4046/2012 (GG A' 28/14.02.2012) approved the content of the Memorandum of Economic and Financial Policy and updated the Privatisation Programme as Annex IV of the said Law.
- 1.4.** In this context the following rights were transferred to the Fund without consideration:
- (a)** the right to grant to third parties, through concession agreements, the right to use, administer, manage and exploit movable and immovable property within the land and/or sea area, inter alia, of the port of Katakolon, the land area of which is defined according to decision No. 171887/1953 of the Minister of Public Works (GG B' 158/22.07.1953), as amended by decision No. 16014/1954 of the above Minister (GG B' 105/24.05.1954) (the "**Port of Katakolon**"), by virtue of decision No. 218/05.11.2012 (GG B' 2322/13.08.2012) of the Inter-ministerial Committee for Asset Restructuring and Privatisations (the "**ICARP**"),

(b) the right to sub-concede to third parties, through one or more, simultaneous or consecutive, sub-concession agreements, specific business units and/or port operations and services of port and other facilities, inter alia, in the area of competence of:

- the company under the name “Patras Port Authority S.A.” (“PPA”) and
- the company under the name “Kavala Port Authority S.A.” (“KPA”),

by virtue of Article 2 para 2 of Law 4597/2019 (GG A’ 35 / 28.02.2019), as amended by article 13 of Law 4664/2020 (GG A’ 32 / 14.02.2020).

According to Article 2 para 5 of Law 4597/2019, the duration of the sub-concession to third parties is subject to the duration of the Concession Agreement which has been signed between each Port Authority S.A. and the Hellenic Republic, pursuant to the twenty fourth article of Law 2932/2001, as in force. It is noted that by virtue of decision No. 222/5.11.2012 (GG B’ 2996/12.11.2012) of the ICARP, shares corresponding to 100% of the share capital of PPA and KPA were transferred to the Fund.

1.5. Furthermore, article 3 of Law 4336/2015 (GG A’ 94/14.08.2015) ratified the Budgetary Objectives and Structural Reform Agreement and the Annexes thereto (Paragraph C-Memorandum of Understanding for a three-year European Stability Mechanism programme), subparagraph 4.4 of which includes arrangements related to the implementation of the Privatisation Programme.

1.6. As regards the current operators of the activities to be conceded or sub-conceded, the following are noted:

(a) **Port of Katakolon:** The port of Katakolon is managed and operated by the Legal Entity of Public Law under the name “Municipal Port Fund of Pyrgos” (the “MPFP”), which was established by the sole article of Presidential Decree 159/2001 (GG A’ 159/16.02.2001) and operates in accordance with Presidential Decree 410/1995 (GG A’ 431/17.05.1995) and article 28 of Law 2738/1999 (GG A’ 180 / 09.09.1999). The MPFP exercises the powers of the Port Fund of Katakolon which were transferred to the Municipality of Pyrgos by the Presidential Decree 159/2001.

- (b) **Old Port of Patras:** The old port of Patras is managed and operated by PPA. PPA was granted the right to use and exploit the buildings, land and facilities of the land zone of the port of Patras, which includes the old port of Patras (the "**PPA's Right**"), by virtue of the concession agreement dated 12.12.2002 which was concluded between PPA and HR pursuant to the twenty-fourth article of Law 2932/2001 (GG A' 145/27.07.2001) as well as the Additional Act dated 12.01.2018 between HR and PPA, as both ratified by article 1 of Law 4597/2019 (GG A' 35/28.02.2019) (the "**PPA Concession Agreement**"). According to paragraphs 4.1 and 4.2 of the PPA Concession Agreement and according to the provisions of Article 1 of Law 4597/2019, as amended by Article 12 of Law 4664/2020 (GG A' 32/14.02.2020), the duration of the PPA Concession Agreement is sixty (60) years and expires on December 12, 2062.
- (c) **Central (passenger) Port of Kavala "Apostolos Pavlos":** The Central Port of Kavala "Apostolos Pavlos" is managed and operated by KPA. KPA was granted, inter alia, the right to use and exploit the buildings, land and facilities of the land zone of the central port of Kavala "Apostolos Pavlos" (the "**KPA's Right**") by virtue of the concession agreement dated 15.01.2003 which was concluded between KPA and HR pursuant to the twenty-fourth article of Law 2932/2001 (GG A' 145/27.07.2001), as ratified by article 1 of Law 4597/2019 (GG A' 35/2019) and as its duration was stipulated by Article 33 of Law 5058/2023 (GG A' 170/23.10.2023) (the "**KPA Concession Agreement**"). As a result, the duration of the KPA Concession Agreement was fixed to sixty-five (65) years from the date of its signing, thus expiring on January 15th, 2068.

1.7. In view of the above and taking into consideration the purpose and the objectives of the Fund according to its Founding Law, the Fund decided, by virtue of the decision of its Board of Directors dated 23.12.2024, to launch through the present invitation (the "**Invitation**") an international tender process in two phases (the "**Tender Process**"), in order to concede the cruise activity in the ports of Katakolon, Patras (old port) and Kavala (central port "Apostolos Pavlos"). The Tender Process is divided into **two Lots**:

- (a) Subject Matter of **Lot 1** is:
- the concession of the right to use, maintain, operate and exploit the Port of Katakolon, with prominent activity the cruise activity, as the port is described in paragraphs 1.6 (a),

1.9 (a) and 2.1 and depicted in Annex C.1.1 of this Invitation, with a minimum concession duration of thirty (30) years, and

- the sub-concession of the right to use, maintain, operate and exploit a section of the Port of Patras (within the authority perimeter of PPA), as described in paragraphs 1.6 (b), 1.9 (b) and 2.2 and depicted in Annex C.2.1 of this Invitation, exclusively for the exercise of the cruise activity, with a minimum sub-concession duration of thirty (30) years.
- (b) Subject Matter of **Lot 2** is the sub-concession of the right to use, maintain, operate and exploit a section of the (passenger) central port of Kavala “Apostolos Pavlos” (within the authority perimeter of KPA), as described in paragraphs 1.6 (c), 1.9 (c) and 2.3 and depicted in Annex C.3.1 of this Invitation, exclusively for the exercise of the cruise activity, with a minimum sub-concession duration of thirty (30) years.

1.8. Interested Parties may submit an Expression of Interest for one or both Lots of the Tender Process.

1.9. In the context of the Tender Process, the award of three separate agreements is envisaged (collectively the “**Agreements**” or the “**Transactions**” and each one of them individually the “**Agreement**” or the “**Transaction**”) as follows:

- (a) A concession agreement of the right to use, maintain, operate and exploit the Port of Katakolon, with prominent activity the cruise activity, for a concession duration of at least thirty (30) years (the “**Port of Katakolon Concession Agreement**”).
- (b) A sub-concession agreement of the right to use, maintain, operate and exploit a section of the old port of Patras, exclusively for the exercise of the cruise activity, for a sub-concession duration of at least thirty (30) years (the “**Port of Patras Cruise Sub-concession Agreement**”).
- (c) A sub-concession agreement of the right to use, maintain, operate and exploit a section of the central port of Kavala “Apostolos Pavlos”, exclusively for the exercise of the cruise activity, for a sub-concession duration of at least thirty (30) years (the “**Central Port of Kavala Cruise Sub-concession Agreement**”)

- 1.10.** The Fund reserves the right in Phase B of the Tender Process to split the subject matter of Lot 1 and to award the Port of Katakolon Concession Agreement and the Port of Patras Cruise Sub-concession Agreement to different Preferred Investors.
- 1.11.** The main objective of the Fund is to maximise the financial consideration payable to the Fund by the economic operators to which the Agreements will be awarded. The Fund also aims at achieving and securing a combination of high-quality operation, maintenance, and exploitation of the assets to the benefit of the Greek economy. Within this framework, the Fund aims at encouraging the sustainable development of the areas to be conceded or sub-conceded, as the case may be.
- 1.12.** The Transactions shall take the form of all-cash transactions. Therefore, no alternative form of consideration (e.g., assets, shares in companies or other securities) shall be accepted by the Fund. For the avoidance of doubt, this paragraph 1.12 shall not prejudice the Fund's option to require payment of an earn-out or similar contingent consideration.
- 1.13.** The Fund has appointed "OCTANE MANAGEMENT CONSULTANTS S.A." as its financial advisor, "FORTSAKIS-DIAKOPOULOS and ASSOCIATES LAW FIRM" as its legal advisor and "ROYAL HASKONING DHV" as its technical and commercial advisor (jointly, the "**Advisors**") regarding the Tender Process and the Transactions.
- 1.14.** The Fund's contact details, which is launching the Tender Process, are as follows:
- Address: 6 Karageorgi Servias str., 105 62, Athens
- Tel. +30 2103274400
- Email: info@hraf.gr
- Web: www.hradf.com
- Contact person: Mrs. Anna Giannoulaki

2.OVERVIEW OF THE PORTS OF KATAKOLON, PATRAS AND KAVALA**2.1. Overview of the Port of Katakolon**

- 2.1.1 The Port of Katakolon is the port serving the city of Pyrgos, the capital of Ilia, and is located on the western coast of Greece. The Port of Katakolon is both an important cruise port for Greece, due to its geographical location and its proximity to nearby attractions, such as the Ancient Olympia, as well as a gateway to Greece from countries of the Western Mediterranean. The port of Katakolon has modern infrastructure with integrated hospitality services, hygiene, and safety conditions thus offering services fit for a modern and safe harbour.
- 2.1.2 The port of Katakolon predominantly serves cruise vessels. It features a cruise facility capable of hosting the simultaneous arrival of three (3) cruise ships. The port of Katakolon can already accommodate third-generation cruise vessels over 350 meters in length. The maximum depth at the cruise berths is approximately nine (9) meters. At the same time, the Port of Katakolon serves some small general cargo vessels, tankers, and it has a small basin for berthing a number of leisure and fishing boats.
- 2.1.3 The port of Katakolon has an approved general Masterplan, according to article 15 of Law 4081/2012, an extract of which is included in Annex C.1.2.
- 2.1.4 The entire land and sea area of the port of Katakolon is managed and operated by MPFP, as mentioned above in Section 1.6 (a).
- 2.1.5 The Port of Katakolon Concession Agreement will indicatively include at least the following elements, as these will be finalised in Phase B of the Tender Process:
- **Concession Area:** the port of Katakolon, the perimeter of which is indicated in Annex C.1.1. The Fund may, at its absolute discretion, amend and limit the Concession Area of the Port of Katakolon Concession Agreement during Phase B of the Tender Process.
 - **Port services:** the Concessionaire will undertake the provision of port services in the entire port of Katakolon, including berthing services for cargo vessels, tourist boats and fishing vessels.
 - **Concession period:** the envisaged concession duration will be at least thirty (30) years.

2.1.6 The concessionaire, as the future operator of the entire port of Katakolon, will be able to update the existing Masterplan.

2.1.7 Annex C.1.2 includes the general overview of the port of Katakolon.

2.2. Overview of the Port of Patras

2.2.1 The Port of Patras is strategically located on the northwestern coast of the Peloponnese and serves as a crucial gateway between Greece and Western Europe. The port has a significant role in the economic life of Patras, Western Greece, and Greece as a whole. It is divided into two main areas: the "old" port, which is closer to the city of Patras, and the "new" port, situated further south.

2.2.2 The main cargo types handled at the Port of Patras include, among others, ferries to Italy and general cargo. The southern (new) port is particularly important for the maritime connections between Greece and neighboring countries, offering routes to Ancona, Venice, and Bari.

2.2.3 Currently the port has minimal cruise traffic, however there is an intensified strategy on entering the tourist market as a service port for cruise ships. In this context, the latest Masterplan of the port of Patras (year of drafting 2023), includes the following provisions as regards the cruise activity located in the old port:

- One (1) exclusive cruise berth (berth no. 14) with a length of approximately 280 meters and a depth of approximately 9 meters.
- A cruise terminal building right behind berth no. 14, which was constructed as a passenger terminal and can easily be refurbished to accommodate cruise passengers and relevant services.

An extract of the Masterplan is included in Annex C.2.2.

2.2.4 The entire land and sea area of the port of Patras, including the old port of Patras, is managed and operated by PPA, as mentioned above in Section 1.6 (b).

2.2.5 The Port of Patras Cruise Sub-Concession Agreement will indicatively include at least the following elements, as these will be finalised in Phase B of the Tender Process:

- **Sub-Concession Area:** The Concession perimeter will include, for use by the sub-concessionaire, and as indicated in Annex C.2.1 indicatively the following areas:
- **Berth No. 14:** dedicated to cruise vessels, according to the Masterplan.
- **Quay apron:** right behind berth No. 14 for exclusive use.
- **Passenger building:** behind berth no. 14, which will be renovated and converted into a cruise terminal building by the Sub-concessionaire. It is noted that the passenger building may also accommodate other existing uses.
- **Internal port road:** between berth no.14 and the passenger building will be shared with PPA; PPA and the sub-concessionaire will cooperate in order to halt traffic during the arrival and departure of cruise passengers.

The Fund may, at its sole discretion, amend and limit the Concession Area of the Port of Patras Cruise Sub-Concession Agreement during Phase B of the Tender Process.

- **Sub-concession period:** The envisaged sub-Concession duration will be at least thirty (30) years

2.2.6 Annex C.2.2 includes the general overview of the port of Patras.

2.3. Overview of the Central Port of Kavala “Apostolos Pavlos”

- 2.3.1 The central port of Kavala “Apostolos Pavlos” is located on the coastal front of the city of Kavala in northeastern Greece (East Macedonia region). The central port of Kavala is oriented to the South, while its entrance is oriented to the South-West.
- 2.3.2 The main activities of the central port of Kavala include the berthing of ferries, cruise vessels, leisure boats, fishing vessels and other service boats.
- 2.3.3 The central port of Kavala has a Masterplan in force and approved according to article 15 of Law 4081/2012. A new Masterplan is currently being drafted.
- 2.3.4 Currently, cruise vessels calling at the central port of Kavala berth at the south of the port basin, where two berths are available:

- one large berth with a length of 470 m,
- one smaller berth with a length of 160 m (see Annex C.3.1). The latter is currently also used for ferry operations.

The maximum available depth at the berths is ~8.8 m.

2.3.5 The entire land and sea area of the central port of Kavala is managed and operated by KPA, as mentioned above in Section 1.6 (b).

2.3.6 The Central Port of Kavala Cruise Sub-Concession Agreement will indicatively include at least the following elements, as these will be finalised in Phase B of the Tender Process:

- **Sub-Concession area:**

The Sub-Concession perimeter will indicatively include, for the exclusive use by the Sub-Concessionaire and as indicated in Annex C.3.1 the following elements:

- **Berth:** The large berth with a length of 470 m.
- **Building:** Existing building within the port area of the port of Kavala for commercial or other uses by the sub-concessionaire.

The Fund may, at its absolute discretion, amend and limit the Concession Area of the Port of Kavala Cruise Sub-Concession Agreement during Phase B of the Tender Process.

- **Sub-concession period:** The envisaged sub-concession duration is at least thirty (30) years.

2.3.7 Annex C.3.2 includes a general overview of the port of Kavala.

3. OVERVIEW OF THE TENDER PROCESS

- 3.1.** In the context of the Tender Process, the award of three separate Agreements is envisaged, as summarised in paragraph 1.9 above. In this Tender Process, the provisions of Law 4413/2016 (GG A' 148/08.08.2016), which transposes into the Greek law Directive 2014/23/EU of the European Parliament and of the Council of February 26th, 2014 on the award of concession agreements (OJ L 94, 28.03.2014, p. 1-64), as amended and in force and as applicable to the Fund (the "**Law on award and execution of Concession Agreements**") shall apply. As per the relevant provisions of the Law on the award and execution of Concession Agreements, the publication of the contract notice signals the launch of the Tender Process to be carried out in two (2) phases, as described below.
- 3.2.** The first phase of the Tender Process (the "**Phase A**") is governed by the terms and conditions of this Invitation and, additionally, by the relevant provisions of the Law on the award and execution of Concession Agreements. The Invitation shall be fully available on the website of the Fund (www.hradf.com).
- 3.3.** During Phase A, interested investors, natural persons or legal entities or private equity firms or funds or consortia or joint ventures or groups of legal and / or natural persons and / or private equity firms and / or funds (hereinafter referred to as the "**Interested Parties**" and each one separately as the "**Interested Party**"), shall express their interest by submitting a relevant non-binding written letter, according to the provisions of this Invitation (the "**Expression of Interest Letter**", together with the Supporting Documentation mentioned in paragraph 5.3 and Annex A, hereinafter as the "**Expression of Interest**" or the "**Eol**").
- The purpose of Phase A is to select and invite to participate in Phase B (as defined below) the Interested Parties that meet the **Prequalification Criteria** according to paragraph 4.2 of the Invitation.
- 3.4.** Interested Parties may submit one Eol either for Lot 1 or for Lot 2 or one Eol for both Lots of the Tender Process.
- 3.5.** Consortia, joint ventures and groups of legal and / or natural persons and / or private equity firms and / or funds (referred to hereinafter as "**Consortia**" and each as a "**Consortium**") are eligible to participate in the Tender Process as Interested Parties. Each legal and / or natural

person and/ or private equity firm and / or fund participating as member of a Consortium is referred to hereinafter as a **“Consortium Member”**.

- 3.6.** The Fund will assess and evaluate separately for each Lot of the Tender Process the Expressions of Interest submitted and will invite all Interested Parties who will be evaluated to meet the Prequalification Criteria of the Invitation (the **“Prequalified Investors”** and each individually the **“Prequalified Investor”**), to participate in the second phase of the Tender Process (the **“Phase B”**) for the Lot or the Lots for which they have submitted an Expression of Interest, following the signing of a Confidentiality Agreement according to paragraph 3.13 of the Invitation. The Prequalified Investors will be notified in writing for their prequalification and for the Lot (or the Lots) for which they have qualified and will be invited to participate in Phase B.

Interested Parties who have not been qualified will be notified in writing on the reasons of their disqualification. For the avoidance of doubt, in case the Prequalified Investor is a Consortium, only such as Consortium as whole shall be a Prequalified Investor, and not the Consortium Members individually.

- 3.7.** Phase B will be governed by the terms and conditions to be set out in detail in the request for the submission of binding offers (the **“Request for Binding Offer”** or the **“RfBO”**), which will be issued in Phase B, as such terms and conditions are supplemented by the relevant provisions of the Law on award and execution of Concession Agreements, as applicable to the Fund.
- 3.8.** The Fund plans to issue one RfBO for all Lots of the Tender Process; nevertheless, the Fund reserves the right to issue, at its absolute discretion, a separate RfBO for each Lot of the Tender Process.
- 3.9.** In Phase B the Prequalified Investors will submit their Binding Offers for the Lot or the Lots for which they have qualified. The purpose of Phase B is to select the Preferred Investor or the Preferred Investors to which the Fund will award the Agreements (the **“Preferred Investor”** or the **“Preferred Investors”**) according to the award criteria of the RfBO.
- 3.10.** The Preferred Investor for Lot 1 will be awarded both (a) the concession agreement for the Port of Katakolon and (b) the Port of Patras Cruise Sub-Concession Agreement. The Preferred Investor for Lot 2 will be awarded the Central Port of Kavala Cruise Sub-Concession Agreement.

- 3.11.** The Fund reserves its right to split in Phase B of the Tender the subject matter of Lot 1 and to award the Port of Katakolon Concession Agreement and the Port of Patras Cruise Sub-Concession Agreement to different Preferred Investors.
- 3.12.** The following description constitutes a general outline of Phase B, without prejudice to the special terms and conditions that will be included in the RfBOs. The RfBOs will set out a detailed time schedule for Phase B of the Tender Process, as well as the criteria for the selection of the Preferred Investors.
- 3.13.** In order to participate in Phase B, the Prequalified Investors will be invited to sign and return to the Fund a confidentiality agreement according to a relevant template that will be provided to the Prequalified Investors by the Fund (the “**Confidentiality Agreement**”). In case of a Consortium, the Confidentiality Agreement may be signed either (a) by all Consortium Members, or (b) by the common representative duly appointed according to paragraph 5.1 of the Invitation, or (c) by a common representative duly authorised by each of the Consortium Members to sign on their behalf.
- 3.14.** Following the execution of the Confidentiality Agreement, Prequalified Investors will have the right, for the Lot or Lots for which they have been qualified and under the terms to be determined at the discretion of the Fund, inter alia, to:
- receive the RfBO (or the corresponding RfBO, in case of more RfBOs);
 - gain access to a virtual data room (VDR), where information (“**Information**”) regarding the ports and the Transactions will be uploaded;
 - carry out site visits to the corresponding ports, after appropriate coordination and scheduling, in the presence of representatives of the Fund and / or its Advisors;
 - provide (non-binding for the Fund) comments on the drafts of the Agreements which will be made available to the Prequalified Investors upon or after the announcement of the RfBO. The Fund may accept or reject such comments, in whole or in part, or to introduce others, at its absolute discretion;
 - submit binding financial offers together with the relevant financial commitments and other supporting material, as will be described in the RfBO.

- 3.15.** As regards the contracting parties in the Agreements to be awarded within the framework of the Tender Process the following are noted:
- (a)** The Port of Katakolon Concession Agreement will be signed between the Fund and the Preferred Investor that will be selected for Lot 1.
 - (b)** The Port of Patras Cruise Sub-Concession Agreement will be signed between HR, the Fund, PPA and the Preferred Investor for Lot 1¹, as set out in Article 3 of Law 4597/2019.
 - (c)** The Port of Kavala Cruise Sub-Concession Agreement will be signed between HR, the Fund, KPA and the Preferred Investor for Lot 2, as set out in Article 3 of Law 4597/2019.
- 3.16.** For the purposes of concluding the Agreements, the Preferred Investors will establish a special purpose vehicle ("**SPV**") in the form of a société anonyme established under Greek law and registered in Greece for each individual Agreement. In case a Preferred Investor is a joint venture or group of persons, its members will participate in the share capital of the SPV with the same participation stake that it will have been declared to the Fund during the Tender Process and no later than the Relevant Date, without prejudice to para 4.1.C.6 of the Invitation.
- 3.17.** The Agreements may contain provisions (including, indicatively, representations, warranties, restrictions on the transfer of Shares, covenants, and termination events) regarding the direct and indirect shareholding structure of the SPVs which will be founded by the Preferred Investors as set out in para. 3.16 above.

¹ In Phase B of the Tender Process, the Fund may split the subject matter of Lot 1. In this case, the Prequalified Investor that will be declared Preferred Investor will not necessarily be the same for both Agreements of Lot 1.

4. ELIGIBILITY AND PREQUALIFICATION CRITERIA**4.1 ELIGIBILITY REQUIREMENTS****A. General Requirements*****a. General***

Interested Parties are eligible to participate in the Tender Process and submit an Expression of Interest for either or both Lots, provided they meet the terms and requirements set out in this Invitation for each Lot.

A Consortium that participates in the Tender Process is not required to assume a specific legal form to submit an Expression of Interest. Nevertheless, the Preferred Investors being nominated from the Tender Process shall be required to establish a Special Purpose Vehicle for the purposes of the Transactions (see paragraph 3.16 above). The RfBOs shall provide further details as regards the obligation to establish the SPV.

Interested Parties must submit their Expressions of Interest consisting of the Expression of Interest Letters and accompanied by the Supporting Documentation specified in Annex A hereof. Interested Parties that do not meet one or more of the requirements set out in this paragraph and / or Annex A, or make a false or an inaccurate statement, shall be disqualified.

Without prejudice to this paragraph, in case of a Consortium, each Consortium Member must meet the requirements set out in paragraph 4.2.2 below and paragraph 1 of Annex A.

b. A single (1) Expression of Interest

Each Interested Party may participate in the Tender Process and submit only one Expression of Interest. A financial entity may submit an Expression of Interest as a single Interested Party for one Lot and as a Consortium Member in another Lot or as a Member of a different Consortium for each Lot. A Consortium Member cannot participate in more than one Consortia submitting an Expression of Interest for the same Lot, nor can a Consortium Member submit at the same time a separate Expression of Interest as a single Interested Party for the same Lot.

In addition, in case any Interested Party or Consortium Member relies on the financial and / or technical capacity of a third party (the “**Third Party**”) to meet the Financial Capacity Criterion pursuant to paragraph 4.2.3 and / or the Technical Capacity Criteria pursuant to paragraph 4.2.4 respectively, such Third Party, under penalty of disqualification, may not provide its financial or technical resources to any

other Interested Party or Consortium Member that submits an Expression of Interest for the same Lot. Non-compliance with this clause shall result in the immediate disqualification of all the Interested Parties involved for the relevant Lot.

It is clarified that the Third Party upon which an Interested Party or Consortium Member relies in order to meet the Financial Capacity Criterion pursuant to paragraph 4.2.3 or the Technical Capacity Criteria pursuant to paragraph 4.2.4 cannot, under penalty of disqualification, participate in the Tender Process, as a single Interested Party or as a Consortium Member for the same Lot for which the Interested Party relying on this Third Party submits an Expression of Interest. Non-compliance with this clause shall result in the immediate disqualification of all the Interested Parties involved for the relevant Lot.

An Affiliate (as defined below) of an Interested Party or, in the event of a Consortium, an Affiliate of a Consortium Member may not participate in the Tender Process for the same Lot:

- (i) by submitting a separate Expression of Interest as a single Interested Party; or
- (ii) by participating as a Consortium Member in another Consortium submitting a separate Expression of Interest or;
- (iii) as a Third Party relied upon by another Interested Party or another Consortium Member that is not an Affiliate,

unless the Affiliates submit evidence, satisfactory to the Fund, to substantiate that all relevant Expressions of Interest submitted are separate and have not been influenced by one another. Noncompliance with this clause shall result in the disqualification of all the Interested Parties involved. For the avoidance of doubt, it is clarified that:

- (i) Affiliates may be Third Parties to the same Interested Party or Consortium Members in the same Consortium;
- (ii) An Affiliate that is a Third Party to another Affiliate, single Interested Party or Consortium Member may not be a Third Party to any other Interested Party or Consortium Member.

For the purposes of this Invitation, an “**Affiliate**” means any person who, directly or indirectly is in control of, or controlled by, or is under common control with, the Interested Party or a Consortium Member (as applicable). For the purposes of the aforementioned definition, “control” means the power of a person, directly or indirectly; (i) to vote, or direct the voting of more than 50% of the voting rights

of another person, and/or (ii) to direct or cause the direction of the management and business choices of such a person, whether by contract or de facto.

c. Registered seat or establishment in Non-Cooperative Countries.

Natural persons or legal entities may not participate in the Tender Process, neither as Interested Parties nor as Consortium Members, if they reside in or have their statutory or actual seat or establishment in Non-Cooperative Countries as such are set out in article 65 of the Greek Income Taxation Code (Law 4172/2013, as amended and in force, GG A 167/23.07.2013) and are listed in the Ministerial Decision No. 1160/2023 of the Minister and the Deputy Minister of National Economy and Finance (GG B 6146/25.10.2023) issued according to the said provisions, or any subsequent ministerial decision issued pursuant to such legislative provision, as amended and in force, updating the list of Non-Cooperative Countries.

The aforementioned prohibition also applies in the event that a natural person or a legal entity having its residence or statutory or actual seat or establishment in one of the aforementioned Non-Cooperative Countries is partner and / or shareholder, holding more than 1% of the share and/or corporate capital respectively in an Interested Party or a Consortium Member,.

The aforementioned prohibition also applies:

- (i) to any Third Party, which will provide to an Interested Party or a Consortium Member the financial resources to meet the Financial Capacity Criterion pursuant to paragraph 4.2.3 and / or the technical capacity to meet the Technical Capacity Criteria in accordance with paragraph 4.2.4, as well as
- (ii) to any person having a direct or indirect controlling interest, whether by contract or *de facto*, in such Third Party.

d. Restrictive measures due to Russia's actions

Economic operators are prohibited from participating in this Tender Process, in any manner whatsoever, if they fall under the restrictions of Regulation (EU) No 833/2014 (L 111/1), as in force, concerning restrictive measures in view of actions by Russia destabilizing the situation in Ukraine and, amongst other, if the economic operator is:

- (i) a Russian citizen or natural or legal person, entity or operator established in Russia; or;
- (ii) a legal person, entity or operator in which more than 50 % of the ownership rights are owned directly or indirectly by an entity referred to in point (i) of this paragraph; or

- (iii) a natural or legal person, entity or operator acting on the name of or at the direction of an entity referred to in point (i) or (ii) of this paragraph, including, where they account for more than 10 % of the value of the contract, subcontractors, suppliers or entities on whose capacities it relies within the meaning of Directive (EU) 2014/23.

e. No-diplomatic or trade relations with the Hellenic Republic

The Fund may exclude an Interested Party, if such Interested Party or, in case of a Consortium, a Consortium Member, is seated in a country (a) with which the Hellenic Republic has no diplomatic or commercial relationships pursuant to a relevant decision of the Hellenic Republic, and / or (b) which is identified in the two public documents that are issued by the Financial Action Task Force (FATF) three times per year, namely (i) the *“Jurisdictions under Increased Monitoring”* document and (ii) the *“High – Risk Jurisdictions subject to a Call for Action”* document.

f. UN or EU sanctions

The Fund may exclude an Interested Party, if such Interested Party or, in case of a Consortium, a Consortium Member is subject to United Nations (the *“UN”*) sanctions and/or European Union (the *“EU”*) restrictive measures implemented pursuant to any EU Regulation based on article 215 of the Treaty on the Functioning of the EU (OJ C 326, 26.10.2012, p. 47-390) or a Decision adopted in the framework of EU’s Common Foreign and Security Policy.

g. National security

The Fund may exclude, at any stage of the Tender Process and until the completion of the relevant Transaction, any Interested Party on grounds related to the protection of the interests of the Hellenic Republic’s national security.

h. Range of prohibitions

The above under (e) to (g) terms and requirements also apply to any Third Party and to any person having a direct or indirect controlling interest, whether by contract or de facto, in the Interested Party and / or any Consortium Members and / or such Third Party. To this effect, the Fund, during the course of the Tender Process, may require, at its discretion, any information evidencing details of the Interested Party’s and/or Third Party’s shareholding/partnership structure up to the ultimate beneficial owner of its capital (and in case Interested Parties are Consortia, the above details of the Consortium Members thereof), as well as any other information deemed necessary at its reasonable discretion.

B. Consortia

In case of a Consortium, one Consortium Member with a participation percentage of at least thirty four percent (34%) (the “**Minimum Lead Member Participation Stake**”) shall be designated as a leader (the “**Lead Member**”), while every other Consortium Member shall participate in the Consortium with a participation percentage of at least ten percent (10%) (the “**Minimum Participation Stake in the Consortium**”).

Subject to any permitted change as set out in item C below, and any further details to be set out in the RfBOs, the Lead Member must hold the Minimum Lead Member Participation Stake in the Consortium for the entire Tender Process, otherwise such Consortium will be disqualified from the Tender Process. If a Consortium is nominated as the Preferred Investor, its Lead Member must retain a stake of at least 34% in the shareholding of the SPV to be entering the Agreement, and for a minimum lock-up period, as detailed in the Agreement and subject to any exceptions set out therein.

The Lead Member must be duly authorised by the other Consortium Members to represent and bind the Consortium during the entire Tender Process and in all matters relating to the Tender Process and the relevant Transaction / Transactions.

It is noted that all Consortium Members are jointly and severally liable vis-à-vis the Fund, in connection with all matters relating to the Tender Process during its whole duration and the following period, as to be stipulated in the RfBO. The issue of liability following the signing of the Agreements will be set out in each separate Agreement.

Non-compliance with the conditions set out above shall result in the disqualification of the Consortium from the Tender Process.

C. Changes to the composition of a Consortium

1. Following the submission of the Expression of Interest and until the issuance of the Fund’s decision on the nomination of the Prequalified Investors, neither changes in the composition of Consortia are permitted (including any change in the ownership percentages of the Consortium Members), nor the establishment of a Consortium by a single Interested Party.
2. Subject to the provisions under item D below, following the nomination of the Prequalified Investors, the following changes will be allowed to the Prequalified Investors:

- (i) Establishment of a Consortium by a single Prequalified Investor. In this case, such Prequalified Investor shall be mandatorily appointed as the Lead Member of the Consortium and must retain the Minimum Lead Member Participation Stake;
- (ii) Redistribution of the participation percentages of the Consortium Members in the Consortium, provided that each Consortium Member participates in the Consortium with a participation percentage at least equal to the Minimum Participation Stake in the Consortium;
- (iii) Exit of one or more Consortium Members;
- (iv) Entry into the Consortium of one or more new Members, natural or legal persons, private equity firms or funds, provided that the new Consortium Member participates in the Consortium with a percentage at least equal to the Minimum Participation Stake in the Consortium and meets the Personal Status Criteria;
- (v) Appointment of another Consortium Member as Lead Member (among the existing Consortium Members), provided that the new Lead Member had already participated as a Consortium Member at the time of submission of the Expression of Interest by the said Consortium and had from the outset or acquired (following an internal redistribution of the participation percentages in the Consortium) a participation percentage in the Consortium at least equal to the Minimum Lead Member Participation Stake; and
- (vi) a combination of (i) through (v) of this paragraph.

3. The Request for Binding Offers may impose restrictions on the ability of the Prequalified Investor to, inter alia:

- (i) in case the Prequalified Investor is a Consortium, add as a Consortium Member an economic operator that has acted as Lead Member in another Consortium that submitted an Expression of Interest but was disqualified or did not qualify as a Prequalified Investor,
- (ii) in case of a single Prequalified Investor, to establish a Consortium with an economic operator that has acted as Lead Member in another Consortium that has submitted an Expression of Interest but was disqualified or did not qualify as a Prequalified Investor.

4. No merger or other collaboration between Prequalified Investors (including Consortium Members) is allowed.

5. The above changes under item C.2 may be accepted by HRADF, subject to the following conditions, cumulatively applied, as they will be set out in more detail in the Request for Binding Offers:

- (i) The change must be notified to the Fund in writing up to a specific date prior to the date of submission of the binding offers (as such date will be stipulated in the RfBO) (the “**Relevant Date**”), and shall be subject to the prior written consent of the Fund.
- (ii) In case of entry of a new member, such new member must participate in the Consortium with at least the Minimum Participation Stake in the Consortium and meet the Personal Status Criteria and the notification of such entry must be accompanied by the Supporting Documentation set out in paragraph 1 of Annex A. Moreover, such new member shall accede to the Confidentiality Agreement. No entry of a new member shall be allowed after the Relevant Date.
- (iii) The Consortium, under its new structure, shall meet or shall continue to meet (as applicable) all the Prequalification Criteria set out in paragraph 4.2 of this Invitation.

6. No changes in the composition of the Consortium shall be permitted after the Relevant Date. By exception, and subject to the specific provisions of the Request for Binding Offers, the only changes allowed after the Relevant Date shall be the ones regarding:

- (i) any internal changes in the percentage participation of the Consortium Members; and / or
- (ii) the exit of an existing Consortium Member from the Consortium; and / or
- (iii) the appointment of another Consortium Member as Lead Member (provided that such Consortium Member was already a member of the Consortium at the time of submission of the Expression of Interest); and / or
- (iv) under the following conditions, which apply cumulatively:
 - (1) the change shall be subject to the prior written consent of the Fund;
 - (2) the change shall be notified to HRADF by the date set out in the RfBO;
 - (3) subject to item D below, the exiting Consortium Member is not the Lead Member;
 - (4) in case of internal redistribution of the participation percentages, each Consortium Member shall maintain at least the Minimum Participation Stake in the Consortium;

- (5) and the Lead Member maintains a participation percentage in the Consortium at least equal to the Minimum Lead Member Participation Stake and
- (6) the Consortium continues to meet all the Prequalification Criteria as set out in paragraph 4.2 following such a change in the composition of the Consortium.

D. Substitution

Notwithstanding the changes in the composition of the Consortium, as regulated above under item C. of this paragraph 4.1, the substitution of the Prequalified Investors (and Consortium Members in case the Prequalified Investor is a Consortium) by an Affiliate of theirs may be provided for in the Request for Binding Offers, as to be further stipulated therein, under the following minimum conditions which apply cumulatively:

- (1) the substitution shall be notified to the Fund in writing by the Relevant Date; and shall be subject to the prior written consent of the Fund;
- (2) such Affiliate meets the Personal Status Criteria and the notification of such substitution must be accompanied by the Supporting Documentation set out in paragraph 1 of Annex A;
- (3) the Prequalified investor / Consortium continues to meet all the Prequalification Criteria set out in paragraph 4.2. following such substitution and
- (4) such Affiliate shall accede to the Confidentiality Agreement.

E. Compliance

Any breach of the conditions as set out above results in the disqualification of the Prequalified Investor from the Tender Process.

For the avoidance of doubt, it is clarified, that in case that the Fund does not consent to a change to the composition of a Consortium or to a substitution of a Prequalified Investor and / or a Consortium Member, the Prequalified Investor (either a Consortium and / or a single Prequalified Investor), may still submit a binding offer under its prior, approved by HRADF, structure.

F. Consortia – Prequalified Investors for both Lots 1 and 2.

A Prequalified Investor for both Lots 1 and 2 of the Tender Process may request its change according to item C of paragraph 4.2 or its substitution according to item D of this paragraph 4.1. for one Lot of the Tender Process, without being obliged to request a correspondent change or substitution for the other Lot of the Tender Process.

4.2 PREQUALIFICATION CRITERIA

4.2.1 Prequalification Criteria

The Prequalification Criteria refer to the Personal Status Criteria, as defined and set out in paragraph 4.2.2 below and the Financial Capacity Criterion, as defined and set out in paragraph 4.2.3 below.

The Personal Status Criteria and the Financial Capacity Criterion must be met cumulatively by the Interested Parties for each Lot upon submission of their Expressions of Interest and throughout the duration of the Tender Process.

The Technical Capacity Criteria, as defined in paragraph 4.2.4, must be met by the Prequalified Investors for each Lot upon submission of their binding offers in Phase B according to the relevant terms of the RfBO (or each RfBO as the case may be).

4.2.2 Personal Status Criteria

All Interested Parties must cumulatively meet the Personal Status Criteria described in this paragraph (the “**Personal Status Criteria**”), according to article 39 of the Law on the award and execution of Concession Agreements and prove their fulfilment in the manner described in paragraph 1 of Annex A of this Invitation.

In case of a Consortium, each Consortium Member must also demonstrate individually its compliance with the Personal Status Criteria.

If the Interested Party or a Consortium Member is a private equity firm or a fund, the Personal Status Criteria must be met by itself (in case it has legal personality) and/or by its investment / fund manager and/or general partner of that equity firm or fund (depending on the form of such private equity firm or fund) and the authorised representatives of that investment / fund manager or general partner.

Any Interested Party which fails to satisfy any of the requirements set out in this paragraph and in paragraph 1 of Annex A, will be disqualified from the Tender Process.

An Interested Party will be disqualified from the Tender Process if at any time of the Tender Process the Interested Party, or in case of Consortium, any of the Consortium Members, is proven to be in one of the following situations:

- (a) Where the Interested Party has been the subject of a conviction by final judgement for any of the criminal acts listed in subparagraph 3 of paragraph 1.1 of Annex A hereof. Such disqualification applies also to the members of the board of directors, managerial or supervisory body of any Interested Party submitting an Expression of Interest, as well as to any persons that have general power of representation, decision making or control at the Interested Party, according to the article 39 para 4 of the Law on award and execution of Concession Agreements (hereinafter the “**Affected Persons**”). Without limiting the Fund's right to request clarifications and / or additional information pursuant to paragraph 5.4 hereof, it is clarified that with respect to Greek corporate entities, as "Affected Persons" are considered in any case:
- (i) the managers in case of limited liability companies (LLCs), private limited companies (PLCs) and partnerships, namely general partnerships (GPs) and limited partnerships (PLs); and
 - (ii) the Chief Executive Officer as well as all members of the Board of Directors (in principle) in case of sociétés anonymes (SAs);
- (b) Where the Interested Party is in breach of its obligations relating to the payment of taxes or social security contributions and where this has been established by a judicial or administrative decision having final and binding effect according to the legal provisions of the country of origin/incorporation/registered seat (as appropriate) and/or the Fund can demonstrate by any appropriate means that the Interested Party is in breach of its obligations relating to the payments of taxes or social security contributions. This paragraph shall no longer apply:
- (i) when the Interested Party has fulfilled its obligations, either by paying the taxes or social security contributions due, including, where applicable, any interest accrued or fines or by entering into a binding arrangement for their payment; and
 - (ii) when the disqualification would be clearly disproportionate, in particular where only small amounts of taxes or social security contributions, not exceeding in any case the amount of one thousand (1,000) euros, are unpaid or where the Interested Party was informed on the exact amount due, following its breach of its obligations relating to the payment of taxes or social security contributions, at such time that it did not have the possibility of taking measures, according to subparagraph (i) hereof, before expiration of the deadline for submitting its Expression of Interest;

- (c) Where the Fund can demonstrate by any appropriate means any violation of applicable obligations referred to in Article 29 para 3 of the Law on award and execution of Concession Agreements;
- (d) Where the Interested Party has been declared bankrupt, is in a state of liquidation or compulsory receivership by a liquidator or the court, special receivership or in conciliation / reorganisations procedures, has entered into a bankruptcy settlement, has suspended its business activities, has entered into restructuring proceedings and is not complying with the terms thereof or, for foreign economic operators, is in any similar situation arising from a similar procedure provided for in the national legislation or regulations of the country of its origin/incorporation/registered seat (as appropriate). However, the Fund may decide not to exclude an Interested Party which is in one of the above situations, when it has been ascertained that this Interested Party will be in a position to enter into the relevant Transaction(s), taking into consideration the applicable rules and measures regarding the continuation of business activity in the above situations;
- (e) Where a conflict of interest within the meaning of article 35 of the Law on award and execution of Concession Agreements cannot be remedied by any other less intrusive measures;
- (f) Where the Interested Party or any Affected Person has been found guilty of serious misrepresentation in supplying the information required for the verification of the absence of grounds for exclusion or the fulfilment of the Prequalification Criteria, has concealed such information, or is unable to submit the required documents supporting such information;
- (g) Where the Interested Party or any Affected Person has undertaken to unduly influence the decision-making process of the Fund, to obtain confidential information that may result in unfair advantages for itself in the Tender Process or to provide, by fault, misleading information that may have a material influence on the decisions of the Fund concerning disqualification, selection or award of the Tender Process.

An Interested Party that is in one of the situations referred to above (excluding the case referred to in point (b) above) may provide evidence to the effect that measures taken on its part are sufficient to demonstrate its reliability despite the existence of the relevant ground for disqualification. If such evidence is considered sufficient, the Interested Party concerned (and for the avoidance of doubt, in case of a Consortium Member, the Consortium), shall not be disqualified from the Tender Process. For this purpose, the Interested Party shall prove that it has paid or undertaken to pay compensation in

respect of any damage caused by the criminal offence or misconduct, that clarifications have been provided regarding the facts and circumstances in a comprehensive manner by actively collaborating with the investigating authorities, that concrete technical, organisational and personnel measures have been taken by it that are appropriate to prevent further criminal offences or misconduct. The measures taken by the Interested Parties shall be evaluated taking into account the gravity and particular circumstances of the criminal offence or misconduct. Where the measures are considered to be insufficient, the Interested Party shall be notified of the rationale of the relevant decision of the Fund. Any Interested Party that has been excluded by final judgement from participating in public agreement or concession award procedures shall not be entitled to make use of the possibility provided above during the exclusion period as such time period is defined in said judgement.

4.2.3 Financial Capacity Criterion

Interested Parties must demonstrate **in Phase A of the Tender Process** adequate financial capacity to ensure payment of the financial consideration for each Transaction.

In this framework, Interested Parties must meet the financial criterion described in this paragraph (the “**Financial Capacity Criterion**”) for each separate Lot of the Tender for which they submit an Express of Interest and prove its fulfillment in the manner described in paragraph 2 of Annex A hereof:

A. Single Interested Party

In case that the Interested Party is a corporate entity (the “**Corporate Entity**”), it must demonstrate that its average annual (consolidated if applicable) shareholders’ total equity for the **last three (3) audited financial years** amounts at least to:

- (a) twenty million (20,000,000) euros for **Lot 1** and
- (b) fifteen million (15,000,000) euros for **Lot 2**.

Shareholders’ equity is calculated as total consolidated assets minus total consolidated liabilities, if consolidation is applicable, or as total assets minus total liabilities otherwise.

In case of a private equity firm or fund (the “**Private Equity Firms/ Funds**”), the Interested Party must demonstrate that it has committed, undisbursed and uninvested funds in the last financial year prior to the Submission Deadline of at least:

- (a) twenty million (20,000,000) euros for **Lot 1** and
- (b) fifteen million (15,000,000) euros for **Lot 2**.

The committed, undisbursed and uninvested funds in the last financial year prior to the Submission Deadline must be demonstrated by the most recent audited financial statements (or consolidated financial statements, if applicable) or auditor reports or a relevant certification verified by an auditor issued within thirty (30) calendar days prior to the submission of the Expression of Interest. The Fund shall be entitled to request the auditor's report or certification mentioned above, even if the Interested Party has already submitted its financial statements.

In case of a natural person (the "**Natural Person**"), the latter must demonstrate direct ownership and possession of available, liquid and unencumbered financial assets (personal net worth) having aggregate market value of at least

- (a) twenty million (20,000,000) euros for **Lot 1** and
- (b) fifteen million (15,000,000) euros for **Lot 2**.

For the purposes of calculation of a person's personal net worth, the following may be taken into account:

- (a) Cash deposits in a bank or any other credit institution, legally operating in at least one member state of the European Union (EU), the European Economic Area (EEA) or the Organisation for Economic Co-operation and Development (OECD);
- (b) Liquid and transferable securities.

B. Consortium

In case of a Consortium, the Financial Capacity Criterion is met if the weighted average position, calculated by aggregating for each Consortium Member the relevant parameter as per paragraph 4.2.3 A above and on a proportionate basis (pro rata) according to the relative interest (stake) of each Consortium Member in the Consortium (as per Statement Template 5 of Annex B), amounts at least to the requested amounts.

C. Reliance on Third Party

An Interested Party (or, in case of a Consortium, a Consortium Member) may rely on the financial capacity of a Third Party (regardless of the legal nature of the links between them), as provided for in paras 2 and 3 of article 39 of the Law on the award and execution of Concession Agreements. In this case, the Interested Party (or, in case of a Consortium, the Consortium Member) shall provide evidence

that it will have at its disposal the financial resources necessary for the consummation of the relevant Transaction or the relevant Transactions (as the case may be) by submitting a declaration as per **Statement Template 6 of Annex B** duly signed by such Third Party stating that it shall unconditionally place all necessary financial resources at the disposal of the Interest Party (or, in case of a Consortium, the Consortium Member) and that it shall incur jointly full liability towards the Fund, HR and the relevant port managing bodies in case that the conditions stipulated in this paragraph are not met. The Third Party must also satisfy the Personal Status Criteria and should also furnish the Supporting Documentation specified in Annex A.

For the avoidance of doubt, the Financial Capacity Criterion may be met individually either by an Interested Party (whether single entity or Consortium) or by a Third Party but not by both in combination.

D. General provisions regarding the Financial Capacity Criteria

The Fund will assess and evaluate separately for each Lot of the Tender Process the fulfilment of the Financial Capacity Criteria.

In the event that an Interested Party, or a Consortium Member, or a Third Party has merged with, or acquired any business during the last three (3) financial years, the Financial Capacity Criterion may also be met on the basis of pro-forma financial statements, prepared and reviewed by an auditor on the assumption that the acquisition or merger took place at the beginning of the said three- year- period.

In the event that an Interested Party, or a Consortium Member, or a Third Party has been incorporated for less than three (3) financial years, the Fund will take into account the financial years that such Interested Party or Consortium Member or Third Party is in operation, provided that it has at least one (1) financial year of audited financial statements.

4.2.4 Technical Capacity Criteria

Each Prequalified Investor must meet and demonstrate the following technical experience separately for each Lot of the Tender Process (the “**Technical Capacity Criteria**”) **with the submission of its binding offer in Phase B** according to the relevant terms of the Request for Binding Offers.

A. Lot 1

For **Lot 1** the Prequalified Investors must meet and demonstrate cumulatively the following experience within the last ten (10) years prior to the Submission Deadline:

- at least three (3) consecutive years in managing and operating a cruise terminal or facility, in a commercial port anywhere in the world,
- an average throughput of at least 200,000 cruise passengers/year, for three (3) consecutive years in at least one cruise terminal or facility in a commercial port anywhere in the world.

In the event that, during Phase B of the Tender Process, the Fund separates the subject-matters of Lot 1, then in order to meet the Technical Capacity Criteria (a) Prequalified Investors who will submit a binding offer for the Port of Katakolon Concession Agreement will be required to have the experience specified for Lot 1, while (b) Prequalified Investors who will submit a binding offer for Port of Patras Cruise Sub-concession Agreement will be required to have the experience specified hereinbelow for Lot 2 (Port of Kavala).

B. Lot 2

For **Lot 2** the Prequalified Investors must meet and demonstrate cumulatively the following experience within the last ten (10) years prior to the Submission Deadline:

- at least three (3) consecutive years in managing and operating a cruise terminal or facility, in a commercial port anywhere in the world,
- an average throughput of at least 20,000 cruise passengers/year for three (3) consecutive years in at least one cruise terminal or facility in a commercial port anywhere in the world.

For the purposes of the Technical Capacity Criteria of this paragraph and for all Lots, "management and operation" means that the Prequalified Investor:

- (i) is the owner, or the concessionaire and/or an entity that manages, operates and exploits the port or terminal or cruise facility; or
- (ii) is the owner, or the concessionaire and/or an entity that manages, operates and exploits the port where, amongst other uses, cruise is provided; or
- (iii) participated with a percentage of at least 34% in the share capital of the port and/or terminal management company and/or other cruise facility (which [company] is either the owner, or the concessionaire, or a company operating the cruise activity under a management or subcontracting contract), or

- (iv) participated with a percentage of at least 34% in the share capital of the port management company where, amongst other uses, cruise is provided (which [company] is either the owner, or the concessionaire, or a company operating under a management or subcontracting contract).

Such expertise shall be described in accordance with Statement Template 8 provided in Annex B hereto, subject to the specific provisions of the RfBO. The fulfillment of the Technical Capacity Criteria will be assessed and evaluated during Phase B of the Tender Process. For the avoidance of doubt, it is clarified that it is not required during Phase A of the Tender Process to provide any information or document in relation to the fulfillment of the Technical Capacity Criteria.

In case of a Consortium, it suffices that the Technical Capacity Criteria are met by one Consortium Member, which in that case must possess a participation stake of at least twenty percent (20%) in the Consortium (the "**Consortium Member providing the Technical Capacity**"). Such Consortium Member providing the Technical Capacity, shall retain a minimum participation stake in the share capital of the SPV equal to its declared participation stake in the Consortium for a minimum lock-up period of three (3) years or for a longer period, to be further specified in the Agreements and subject to any exceptions set out therein.

A Prequalified Investor may rely on the technical capacities of a Third Party (regardless of the legal nature of the links between them), as provided for in paras 2 and 3 of article 39 of the Law on award and execution of Concession Agreements, which itself fulfils the Technical Capacity Criteria. In this case, the Prequalified Investor shall provide evidence that it will have at its disposal, in its capacity as a controlling shareholder of the Company, the technical resources necessary for the implementation of the Agreement by providing during Phase B of the Tender Process a declaration according to the Statement Template 9 of Annex B, duly signed by such Third Party, stating that it, i.e. the Third Party, shall unconditionally place all necessary technical resources at the disposal of the Prequalified Investor and that it shall incur full liability towards the Fund, HR and, depending on the case, PPA and KPA, in case the conditions stipulated in this paragraph are not met. In such case, said Third Party must also satisfy the Personal Status Criteria and should also furnish the Supporting Documentation specified in paragraph 1 of Annex A at the time of submission of the binding offer by the Prequalified Investor in Phase B of the Tender Process. The Fund may request additional documents evidencing the commitment of the Third Party to place the necessary technical resources at the Prequalified Investor's disposal as it may be further stipulated in the Request for Binding Offers.

For the avoidance of doubt, it is clarified that the Technical Capacity Criteria must be met individually either by the Interested Party or by the Third Party, but not by both in combination. Similarly, in case of a Consortium, the individual technical expertise of the Consortium Members cannot be aggregated to meet the Technical Capacity Criteria and the Consortium Member providing the Technical Capacity must meet the Technical Capacity Criteria as a whole.

The Fund will assess and evaluate separately for each Lot of the Tender Process the fulfilment of the Technical Capacity Criteria.

5. SUBMISSION OF EXPRESSION OF INTEREST - INFORMATION AND CLARIFICATIONS**5.1 CONTENTS AND FORM OF EXPRESSION OF INTEREST**

The Expression of Interest shall be considered to have been submitted in accordance with the provisions of this Invitation provided that an Interested Party submits in a **single, sealed and non-transparent Folder** all the following documents in the (sub-)folders determined below:

- (a) **Folder A:** which includes the original Expression of Interest Letter as per the content of the template letter provided for in Annex B (Template Expression of Interest Letter) and the Supporting Documentation in hardcopy and original form (or in certified copies of the originals), in a sealed and non-transparent folder marked as “ORIGINAL HARD COPIES”,
- (b) **Folder B:** which includes simple hardcopies of Folder A, in a sealed and non-transparent folder marked as “DUPLICATE HARD COPIES”, and
- (c) **Folder C:** which includes an electronic storage device in an easily accessible and non-editable format (e.g. CD-ROM, DVD or USB stick) including electronic copies of Folder A in equally easily accessible and readable PDF file format (unencrypted and not compressed).

(collectively the above under a, b and c called as the “**Submission Documentation**”)

It is clarified that one (1) Eol is submitted even if the Interested Party expresses its interest for both Lots of the Tender Process. The interest of the Interested Party for Lot 1 or for Lot 2 or for both Lots is expressed both in the Expression of Interest Letter, which is drafted in accordance with the content of the Expression of Interest Letter Template in Annex B, as well as on the face of the submitted Expression of Interest folder. The Fund, however, will assess and evaluate separately for each Lot of the Tender Process the Eols as regards the fulfilment of the requirements of the Invitation.

It is clarified that in case the original document is an electronic document:

- (a) the original electronic document, as issued, must be included in the electronic storage device of Folder C;
- (b) a printed copy of the original digital document certified in accordance with the provisions of Law 4727/2020 (GG A' 184/23.09.2020) on electronic documents (if certification is required by Law) must be included in Folder A, and
- (c) a simple copy (photocopy) of the document as included in Folder A shall be included in Folder B.

In case of any discrepancy or ambiguity between the documents submitted in hard copy and those submitted in an electronic storage device, the hard copy version shall prevail, except for an original electronic document in case of which the electronic document shall prevail. In case of any discrepancy between the original in hard copy and the copy in hard copy, the original in hard copy shall prevail.

The original Expression of Interest Letter, included in Folder A, shall be submitted in the Greek language. In case that the Expression of Interest Letter is originally drafted in a different language, it shall be accompanied by an official translation into the Greek language. In all cases, the Greek text shall prevail.

Each Interested Party must appoint, with the Expression of Interest Letter, a contact person with whom the Fund and its Advisers may communicate (the “**Process Agent**”). In this context, the Expression of Interest Letter will include the full name of the Process Agent and their contact details (including their correspondence address, land-line phone number, mobile phone number, and email address); moreover a duly authorised copy or excerpt of the decision(s) (in case of a Consortium) regarding their appointment as Process Agent by the competent body(ies) or member(s) of the Interested Party, according to its articles of association must also be included in the Expression of Interest folder.

The Expression of Interest Letter must be signed in person by the Interested Party, in case of natural persons, or by a duly authorised representative (representatives) of the Interested Party, in case of legal entities. The relevant authorisations must be included in the Supporting Documentation to be submitted together with the Expression of Interest Letter.

In case of a Consortium, the Expression of Interest Letter may be signed either by all Consortium Members, duly represented according to the above, or a joint representative who will be duly authorised by all Consortium Members. In this case, the relevant authorisations for the appointment of said joint representative must be included in the Supporting Documentation to be submitted together with the Expression of Interest Letter.

No attestation of signature is required for the Expression of Interest Letter.

5.2 SUBMISSION OF EXPRESSION OF INTEREST

The Interested Parties should submit their Expressions of Interest, as per paragraph 5.1, at the Fund’s premises, 6, Karageorgi Servias Str., 105 62 Athens, Greece, either in person or by registered mail or by courier, until the **28th February 2025** and 17:00 (Greek time, UTC +2)(the “**Submission Deadline**”). The Expression of Interest, according to paragraph 5.1, is submitted in a single, sealed, non-transparent folder (in which Folders A, B and C are enclosed), on the face of which it is clearly indicated the Lot to

which the Expression of Interest submitted pertains, as well as the following details of the Interested Party:

- (a) full name or corporate name or stamp
- (b) full postal address (street, number, P.C., city, country),
- (c) e-mail address and
- (d) telephone number.

Any Expression of Interest submitted to the Fund (in case of in-person submission) or received by the Fund (in case of dispatch by registered mail or by courier) after 17:00 (Greek time, UTC + 2) on the last day of the Submission Deadline shall be inadmissible and thus rejected and shall be returned to the Interested Party without being unsealed. Any delay due to chance events or *force majeure* shall not be recognised as a justified reason for any late submission of the Expression of Interest. It is the Interested Parties' responsibility to ensure that their Expression of Interest is received by the Fund on time.

The Expressions of Interest will be unsealed by the Fund at its premises, 6 Karageorgi Servias Str., 105 62 Athens, Greece, on a date and time which will be notified by the Fund to the Interested Parties through a relevant announcement on the Fund's website (<http://www.hradf.com>) after the expiration of the Submission Deadline. The Fund may, but is not obliged, notify the Interested Parties on the unsealing by sending an e-mail to the e-mail address indicated on the face of the Expression of Interest folder. During the unsealing of the Expressions of Interest for each Lot, only Interested Parties who have submitted an Expression of Interest for the relevant Lot and, in particular, one (1) duly authorised representative on behalf of each Interested Party, are entitled to be present.

5.3 SUPPORTING DOCUMENTATION

The Expression of Interest must be accompanied by the supporting documents stated and specified in paragraphs 1 and 2 of Annex A (the "**Supporting Documentation**"). The Supporting Documentation must be submitted in Greek or accompanied by an official translation in Greek.

Public foreign documents (including official translations) must bear the Hague Apostille of 5.10.1961, ratified by Law 1497/1984 (GG A 188/27.11.1984), if they are drawn up in countries that have acceded to the Convention, otherwise they must bear a consular visa.

For the purposes of submission of an Expression of Interest, the translation is presumed to be official, provided that it has been certified as such by a competent judicial or administrative authority or attorney or certified translator who has the power of issuing official translations according to the laws country of origin/incorporation/registered seat (as appropriate), of the Interested Party (or in case of Consortium, the Consortium Members) or by the translation service of the Hellenic Ministry of Foreign Affairs, or by certified translators, or by an attorney, according to the provisions of article 454 of the Greek Code of Civil Procedure, the provisions of law 3712/2008 (GG A 225/05.11.2008) and article 36 of law 4194/2013 (GG A 208/27.09.2013) respectively.

Where templates are provided in this Invitation in relation to the content of the Supporting Documentation (Annex B), the use of the corresponding templates is mandatory for the Interested Parties.

The Supporting Documentation must be submitted in the form specified in paragraph 5.1. of this Invitation.

Where attestation of the authenticity signature is requested, as far as Greek jurisdiction is concerned, Supporting Documentation are accepted which: (a) bear validation of the authenticity of the signature by a Greek Public Authority (e.g. Citizen Service Centers); or (b) have been issued through the Single Digital Portal of the Public Administration (gov.gr) using the applications "Digital Document Attestation" and "Digital Certificate of Private Agreement" according to the provisions of MD 40912 EX 2021/21 (GG B 5354/18.11.2021); or (c) have been issued in the form of a notarised sworn statement; or (d) have been signed with a qualified electronic signature within the meaning of Law 4727/2020. A document signed by qualified electronic signature within the meaning of Regulation (EU) 910/2014 shall be deemed to fulfil the requirement as regards the attestation of signature.

Copies shall be certified either according to the legislation of the country where they are issued (country of origin/residence/establishment (if applicable) of the Interested Party/Third Party) or by a lawyer or a notary public in Greece or, for certain types of documents, by the Citizen Service Centres (CSCs), or the competent administrative authorities responsible for the procedure for the certification of copies.

References in this Invitation to "Solemn Declaration" shall mean the Solemn Declaration of article 8 of Law 1599/1986, the content of which has been determined by the Decision of the Minister of Interior, Public Administration and Decentralisation with no. DIADP/A1/18368 (GG B' 1276/01.10.2002), equally possible to be drafted electronically, in accordance with the provisions of articles 24 and 27 of Law

4727/2020 (GG A' 184/23.09.2020). In case the Solemn Declaration is not issued through the Single Digital Portal of the Public Administration (gov.gr-SDP), and bears the handwritten signature of its issuer, the attestation of his/her signature by a competent authority is required. In case the Interested Party or the declaring person is a foreigner, reference to Solemn Declaration shall also mean the affidavit or the statement before a competent judicial or administrative authority or notary public, in accordance with the laws of the State of origin/establishment of the Interested Party or the declaring person.

5.4 CLARIFICATIONS AND ADDITIONAL INFORMATION

In case that Interested Parties have any questions regarding the Tender Process or this Invitation, they are entitled to address in writing, via email or facsimile, specific requests for clarifications to the following contact persons:

Mr George Pavlatos	Mr Nikolaos Antonopoulos
Founder, Senior Partner	Manager
Financial Advisor	Financial Advisor
Octane Management Consultants S.A.	Octane Management Consultants S.A.
Tel: +30 210 3617190	Tel: +30 210 3617190
Email: gp@octane.gr	Email: nga@octane.gr

Cc to the Fund (email: : info@hraf.gr , attn. Mrs Marina Kouri and Mr Evangelos Vegiris).

The requests shall be submitted, no later than fourteen (14) full calendar days prior to the last day of the Submission Deadline and until 17:00 (Greek time, UTC + 2). For the purposes of calculating the above deadline, the day on which the last day of the Submission Deadline coincides is not taken into account. The Fund, with the assistance of its Advisors, will reply to such requests for clarifications also in writing within a reasonable period of time and in any case no later than six (6) full calendar days prior to the last day of the Submission Deadline. In order to ensure the highest standards of objectivity and transparency of the Tender Process, all such written questions and the respective responses will be made available simultaneously to all Interested Parties on the Fund's website (www.hradf.com) in an anonymous way, namely without revealing the Interested Party that submitted the relevant questions.

Any information made available, as described above, on the Fund's website, shall be deemed incontestably known to all Interested Parties as of the date of their posting/pubishment.

Interested Parties cannot communicate directly with the Fund under any circumstances, nor have the right to address requests for clarifications directly to PPA, KPA, MPFP and / or to any member of the management, employee, representative, or executive thereof.

The Fund reserves the right to request in writing clarifications and / or additional information on documents submitted by the Interested Parties in connection with all matters relating to the Expressions of Interest and the Supporting Documentation, by setting in writing a reasonable deadline for the provision of the requested clarifications and / or additional information, commencing from the notification date of the relevant request to the Interested Party. The Interested Parties failing to deliver such additional documents and / or clarifications and / or information as requested by the Fund shall be disqualified from the Tender Process. Any clarifications or additional information submitted by Interested Parties without the request of the Fund will not be taken into account.

6. OTHER TERMS / LEGAL NOTICE

- 6.1.** By the submission of their Expression of Interest, the Interested Parties, and in case of a Consortium, all Consortium Members, accept fully and unconditionally all the terms and conditions of this Invitation. Any express or implied declaration/term to the contrary included in an Expression of Interest shall lead to the disqualification of the relevant Interested Party and the rejection of its Expression of Interest.
- 6.2.** The Interested Parties bear themselves the costs and expenses regarding the Tender Process and the Transactions, including the fees and expenses of their legal, technical, financial and other consultants. The Fund or any of its Advisors or directors or representatives or employees or executives shall not bear any responsibility or obligation to pay any costs or expenses incurred by any Interested Party or Consortium Member due to their exclusion.
- 6.3.** Prior to the commencement of Phase B of the Tender Process, the Fund may proceed, at its own and absolute discretion, to any amendments to the Transactions, including the amendment of the Lots or the cancellation of one of them or the Tender Process as a whole.
- 6.4.** The issuance of this document in no way commits the Fund to proceed with the Transactions pursuant to the Tender Process or at all. The Fund reserves the right to repeat, postpone, cancel, abort or amend the terms, the timetable and any phase or Lot of this Tender Process, this Invitation or the Request for Binding Offers, as well as the Tender Process as a whole, at any time. If the terms of this Invitation or the Request for Binding Offers are amended, the Fund will communicate the amendment to the Interested Parties or the Prequalified Investors (as the case may be) by appropriate means. Under no circumstances will the Fund and its directors, representatives, employees and executives, or the HCAP or the HR or any of their advisors, including, without limitation, the Advisors, be liable and responsible towards any Interested Parties, including Consortium Members, as the case may be, and / or towards any third parties for any reason or cause, including *inter alia* any error, inaccuracy or omission in this Invitation or any other document relating to the Tender Process, or the amendment of the applicable laws affecting or related to the Tender Process. No person acquires any right or claim for compensation of any kind by reason of this Invitation and / or the Expression of Interest and / or the participation in the Tender Process against the Fund and its directors, representatives, employees and executives, or the HCAP or the HR or KPA or PPA or MPFP or any of their advisors thereof, including, without limitation, the Advisors, for any reason or cause, including any error

or inaccuracy or omission by this Invitation. 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.

6.5. This Invitation is being directed only at persons to whom it may be lawfully communicated under applicable law. It does not constitute any kind of offer and, to the extent permitted by law, the Fund, PPA, KPA, MPFP and their advisors, including, without limitation, the Advisors, accept no liability in relation to it. In particular:

- (i) Although the information contained in this document has been prepared in good faith, it is not comprehensive and has not been verified independently by the Fund, or its advisors, including, without limitation, the Advisors.
- (ii) No information contained in this document forms the basis for any warranty, representation or term of any contract by the Fund or any of their advisors, with any third party.
- (iii) For the purposes of this document, the Fund's advisors, including, without limitation, the Advisors, are acting exclusively as the advisors to the Fund, and will not be responsible to anyone other than the Fund, for work carried out by them in connection with this document. Neither the Fund, nor any of their respective advisors, shall be liable for any costs or expenses incurred by any Interested Party or other recipient of this document in connection with the Tender Process and each Transaction. All Expressions of Interest, responses, proposals and submissions relating to this document and/or the Tender Process are made at the sole risk and expense of the Interested Parties.
- (iv) In furnishing this document, the Fund and its respective advisors undertake no obligation to provide Interested Parties with access to any additional information or to update the document or to correct any inaccuracies therein which may become apparent.

6.6. This Invitation does not constitute the basis for any investment decision or recommendation made by the Fund or the HCAP or the HR or PPA or KPA or MPFP or any of their advisors, including, without limitation, the Advisors, nor the giving of investment advice by them. Each Interested Party must make its own independent assessment and research and take independent professional advice, as it deems necessary, in relation to this Invitation.

- 6.7. The Fund retains the right to request, at any time, from Interested Parties, Third Parties and the Affiliates additional information and clarifications to ascertain compliance with the terms of this Invitation.
- 6.8. **DATA PROTECTION.** The Fund acts as data controller, in the meaning of the Greek and European legislation on data protection, especially the General Data Protection Regulation (EU) 2016/679 and law 4624/2019, as applicable, regarding the personal data of the natural persons, which are collected in the framework of the Tender Process and the processing of said data shall be carried out according to the applicable laws on the protection of personal data, as in force.

Such personal data may include any personal information included in the Expression of Interest submitted to the Fund in the framework of the Tender Process, as described in paragraph 5 of the Invitation.

The purpose of the processing is the evaluation of the Expression of Interest, the implementation of the Tender Process and its monitoring, the safeguarding of the Fund's rights under the law, the security and protection of transactions in general, the fulfilment of the Fund's legal obligations, as well as the prevention of fraud against the Fund. In this context, processing of personal data is necessary for the performance of the task carried out in the public interest entrusted in HRADF and the performance of the contractual obligations of HRADF. Finally, the identification and communication data will be also used by the Fund to inform the Interested Party regarding the evaluation of the submitted Expressions of Interest.

Personal data collected and processed in the context of the Tender Process may be shared with third parties to whom the Fund assigns the performance of a specific mandate (acting as data processors), namely its Advisors and all the advisors to be appointed by the Fund for carrying out the Tender Process and the Transactions, as well as, potentially, the service provider of the Virtual Data Room, which, in any case, in the context of their activities pursuant to law, are subject to control regarding the maintenance of the confidential requirements, as well as PPA, KPA, MPFP, HCAP and public bodies and judicial authorities in the framework of their powers and jurisdiction.

The personal data collected and processed in the context of the Tender Process may be retained for a twenty (20) year period starting from the termination of the Tender Process in any way. After the expiration of the above period the data will be safely destroyed, unless their retention

for a longer period is required or permitted by any applicable law, rule or regulation or by any competent judicial, governmental, supervisory or regulatory body.

Pursuant to the General Data Protection Regulation (EU) 2016/679, natural persons have the following rights regarding the processing of their personal data: (a) access and information, (b) correction, (c) deletion, (d) limitation of processing, (f) opposition to the processing of their personal data, including opposition to automated decision making and profiling, and (g) data portability. For the enforcement of said rights or any other related enquiry, persons concerned may address the Fund in writing (e-mail: dpo@hraf.gr). The Fund shall take every possible measure to satisfy data subject's requests within a reasonable time and not later than one (1) month at most, which may be extended by two (2) more months at most if the request is complex or there is a large number of requests, informing the data subject of such delay within one (1) month from receipt of the request. The Fund may refuse to fully or partially satisfy a data subject's request only when this possibility is provided for by the Greek and/or European legislation. Particularly, 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. The enforcement of said rights does not relieve Interested Parties from their obligations deriving from their participation in the Tender Process.

Data subjects have the right to lodge a complaint with the Hellenic Data Protection Authority (DPA) for issues concerning the processing of their personal data. For the Authority's competence and the means of filing a complaint, detailed information is provided on the website of the DPA (<http://www.dpa.gr/>).

The Fund has the obligation of taking every reasonable measure for ensuring compliance with the confidentiality requirements, the security of personal data processing and the protection of said data from accidental or unlawful destruction, accidental loss, alteration, unauthorised disclosure or access by anyone, as well as from any other form of unlawful processing.

All Interested Parties shall comply with the existing national and European legal and regulatory framework with respect to the protection of personal data and shall take all necessary technical and organisational measures to ensure that the requirements of the General Data Protection Regulation (EU 2016/679) are met. More specifically, by submitting an Expression of Interest,

the Interested Parties declare that they have established the legal basis for the transfer and provision of all personal data provided to the Fund in the context of the Tender Process and that they have properly informed all natural persons, whose personal data are being provided to the Fund, in accordance with the requirements of the national and EU legislation on personal data protection.

- 6.9.** Where the Fund has reasonable grounds for assuming that Prequalified Investors or the Preferred Investor have colluded to avoid competition in the Tender Process, or that the composition of a Prequalified Investor or the Preferred Investor may constitute a violation of the competition law rules, as in force, the Fund may request from the Prequalified Investor or the Preferred Investor respectively to provide evidence as deemed necessary by the Fund.
- 6.10.** All Expressions of Interest become the property of the Fund upon their submission. Interested Parties give the Fund the right to replicate and disclose the responses to this Invitation for any purposes in relation to the fulfilment of its statutory duties. If required by law, regulation or order of a court or regulatory body or governmental authority, the Fund may also disclose certain information and/or documents relating to any Expression of Interest. Furthermore, the Fund and/or its advisors may be obliged to disclose information they hold in relation to the Expressions of Interest received in response to requests for information, subject to any relevant exemptions.
- 6.11.** A submission of an Expression of Interest by any Interested Party shall mean that the Interested Party agrees that the Fund may, in its discretion, disclose its or their identity.
- 6.12.** Each Expression of Interest submitted in response to this Invitation, shall be valid for twenty four (24) months following its submission. The said period of validity may be extended if required by the Fund, provided that the Interested Party consents thereto.
- 6.13.** The currency of each Transaction will be the Euro and all monetary amounts in relation with this Invitation and its Supporting Documentation shall be expressed in Euros.
- 6.14.** This Invitation, the Expression of Interest and the Tender Process in whole will be governed by and construed with Greek law. Any disputes arising under, out of, or in connection with the present Invitation and/or the Tender Process shall be subject to the exclusive jurisdiction of the competent courts of Athens (Greece).

- 6.15.** The present Invitation is drafted in Greek and is translated in English. In case of inconsistency between the two texts, the Greek text shall prevail.
- 6.16. LEGAL PROTECTION.** Any Interested Party that has or had an interest in being awarded any of the Contracts and considers that it has suffered or is likely to suffer damage from an act or omission of the Fund in violation of European or domestic law, is entitled to seek legal protection by initiating preliminary legal proceedings and legal remedies, in accordance with the provisions of Articles 345 to 374 of Book IV of Law 4412/2016 "Public Contracts for Works, Supplies and Services (adaptation to Directives 2014/24/EU and 2014/25/EU)", as they also apply to procedures related to the award of contracts for the concession of works and services.

7. PUBLICITY

A summary of this Invitation was sent for publication:

- (a) on the 24th of December 2024 in the Supplement to the Official Journal of the European Union, where it was published on 30th of December 2024 and received the following Notice Number: 797717/2024, and
- (b) on the 30th of December 2024 in the Central Electronic Register for Public Procurement (KIMDIS), where it was published same-day and received the following Online Register Publication Number: 24PROC016093620/2024

while the entire text of this Invitation was published on the website of the Fund www.hradf.com .

ANNEX A - SUPPORTING DOCUMENTATION OF THE EXPRESSION OF INTEREST**1. PERSONAL STATUS CRITERIA****1.1 CORPORATE ENTITIES**

Single Interested Party that is a Corporate Entity must submit the following:

1. Recent certificate(s) of the public registry of companies or other equivalent document, issued within the last thirty (30) calendar days prior to the Submission Deadline, evidencing the incorporation of the Corporate Entity, its registration with the competent authorities in the country of its incorporation and its current registered seat (if different), as well as its existence as of the date of issuance of the certificate.
2. Documents evidencing the current legal representation of the Interested Party (e.g. Managing Directors, Executive Directors, Administrators, Joint Administrators etc. or members of any relevant administrative or competent corporate bodies), issued within the last thirty (30) calendar days prior to the last day of the Submission Deadline. If, according to the laws of the country of the incorporation/registered seat (as appropriate) of the Corporate Entity, it is mandatory to publish the identity of the persons representing the Corporate Entity, then a copy of the publication must also be submitted (e.g. the relevant bulletin of the GG, certificate issued by the competent authority, registry of companies).

Additionally, the document evidencing the authorisation of the person(s) signing the Expression of Interest must be submitted e.g. a decision of the corporate body authorising a specific natural person to sign and / or submit the Expression of Interest and all documents required in the context of this Tender Process, or a certificate indicating that a specific natural person is authorised to sign and / or submit such documents.

3. Extract(s) of criminal record or other equivalent document(s) / certificate(s) issued within the last thirty (30) calendar days prior to the last day of the Submission Deadline, by the competent judicial or administrative authorities in the country of incorporation/actual registered seat (as appropriate) of the Corporate Entity and the country of habitual residence and nationality of the Affected Persons (if different) evidencing that the Interested Party and/or its Affected Persons (as appropriate) have not been convicted by final judgement for any of the criminal acts below:

- (a) Participation in a criminal organisation, as defined in Article 2 of Council Framework Decision 2008/841/JHA of 24 October 2008 on the fight against organised crime (OJ L 300, 11.11.2008, p. 42-45).
- (b) Corruption, as defined in article 3 of the Convention on the fight against corruption involving officials of the European Communities or officials of Member States of the EU (OJ C 195, 25.06.1997, p. 1-11) and article 2(1) of the Council Framework Decision 2003/568/JHA of 22 July 2003 on combating corruption in the private sector (OJ L 192, 31.07.2003, p. 54-56), as well as corruption as defined in Greek legislation and/or the law of the country of incorporation/registered seat (as appropriate) of the Interested Party.
- (c) Fraud, within the meaning of articles 2 and 3 of the Directive (EU) 2017/1371 of the European Parliament and of the Council of 5 July 2017 on the fight against fraud to the Union's financial interests by means of criminal law (OJ L 198, 28.07.2017, p. 29-41), which was transposed to Greek legislation by Law 4689/2020 (GG A' 103/27.05.2020).
- (d) Terrorist offences or offences linked to terrorist activities, as defined in articles 2-12 of Directive (EU) 2017/541 of the European Parliament and of the Council of 15 March 2017 on combating terrorism and replacing Council Framework Decision 2002/475/JHA and amending Council Decision 2005/671/JHA (OJ L 88, 31.03.2017, p. 6-21) or inciting, aiding or abetting or attempting to commit such offence, as referred to in article 14 thereof. The above Directive was transposed to Greek legislation by Law 4689/2020 (GG A' 103/27.05.2020).
- (e) Money laundering or financing of terrorism, as defined in article 1(3) of Directive (EU) 2015/849 of the European Parliament and of the Council of 20 May 2015 on the prevention of the use of the financial system for the purposes of money laundering or terrorist financing, amending Regulation (EU) No 648/2012 of the European Parliament and of the Council, and repealing Directive 2005/60/EC of the European Parliament and of the Council and Commission Directive 2006/70/EC (OJ L 141, 05.06.2015, p. 73-117), as amended and in force, which was transposed into Greek law with Law 4557/2018 (GG A 139/30.07.2018).
- (f) Child labour and other forms of human trafficking, as defined by article 2 of Directive 2011/36/EU of the European Parliament and of the Council of 5 April 2011 on preventing and combating trafficking in human beings and protecting its victims, and replacing Council

Framework Decision 2002/629/JHA (OJ L 101, 15.04.2011, p. 1-11), as transposed into Greek law with Law 4198/2013 (GG A 215/11.10.2013).

For the avoidance of doubt, it is clarified that in case the Affected Person(s) has/have a different country of habitual residence and/or nationality from that of the country of incorporation / actual residence (as the case may be) of the Corporate Entity, then the required criminal record extracts or other equivalent documents/certificates must be issued by the competent judicial or administrative authorities of both or three jurisdictions (as the case may be).

In case where an extract of criminal record or other equivalent document(s) / certificate(s) is not issued in the country of incorporation/registered seat (as appropriate) of the Corporate Entity and/or the country of origin of its Affected Person(s) or it does not cover all the cases referred to under points (a) through (f) above, a sworn statement is submitted, issued within the last thirty (30) calendar days prior to the last day of the Submission Deadline, or, in countries where a sworn statement is not provided for, a solemn declaration issued by a competent judicial or administrative authority or notary public or competent professional or commercial organisation in accordance with the laws of the Corporate Entity's country of incorporation/registered seat (as appropriate), signed by the legal entity's legal representative(s), where it is stated that up to the date of signing of the certificate/statement/declaration the Interested Party and/or the Affected Person(s) have not been convicted by final judgement for any of the criminal acts under points (a) through (f) (according to Statement Template 4 of Annex B). In case where a sworn statement or solemn declaration is submitted, such statement / declaration will be accompanied by an official certificate issued by a competent authority of the country of incorporation/registered seat (as appropriate) of the Corporate Entity and/or origin of the Affected Person(s) (if applicable) certifying that an extract of criminal record or other equivalent document/certificate is not issued therein or the one that has been issued does not cover all the cases referred to under points (a) through (f) above. If the issuance of the above certificate by the competent authority is not possible, a solemn declaration of the Corporate Entity regarding its non-issuance is provided.

4. Certificate(s) from the competent authorities of the country of the incorporation/registered seat (as appropriate) of the Corporate Entity certifying that no taxes are due by the Corporate Entity

(i.e. tax clearance certificate) issued within the last thirty (30) calendar days prior to the last day of the Submission Deadline.

In case where the aforementioned certificate is not issued in the country of incorporation/registered seat (as appropriate) of the Corporate Entity, a sworn statement is submitted, issued within the last thirty (30) calendar days prior to the last day of the Submission Deadline, or, in countries where such a statement is not available, a solemn declaration before a competent judicial or administrative authority or notary public or competent professional or commercial organisation in accordance with the laws of the Corporate Entity's country of incorporation/registered seat (as appropriate), signed by the Corporate Entity's legal representative, where it will be stated that up to the date of signing of the statement/declaration no tax is owed by the Corporate Entity (according to Statement Template 4 of Annex B). In case where a sworn statement or solemn declaration is submitted, such statement/declaration will be accompanied by an official certificate issued by a competent authority of the country of incorporation/registered seat (as appropriate) of the Corporate Entity certifying that the aforementioned certificate is not issued in the above country. If the issuance of the above certificate by the competent authority is not possible, a solemn declaration of the Corporate Entity regarding its non-issuance is provided.

5. Certificate(s) from the competent social security organisation(s) of the country of incorporation/registered seat (as appropriate) of the Corporate Entity certifying that no social security contributions are owed by the Corporate Entity (i.e. social security clearance certificate) issued within the last thirty (30) calendar days prior to the last day of the Submission Deadline.

In case where the aforementioned certificate is not issued in the country of incorporation/registered seat (as appropriate) of the Corporate Entity, a sworn statement issued within the last thirty (30) calendar days prior to the last day of the Submission Deadline, or, in countries where such a statement is not available, a solemn declaration issued within the last thirty (30) calendar days prior to the submission of the Expression of Interest before a competent judicial or administrative authority or notary public or competent professional or commercial organisation in accordance with the laws of the Corporate Entity's country of incorporation/registered seat (as appropriate), signed by the Corporate Entity's legal representative, where it will be stated (according to Statement Template 4 of Annex B) that up to the date of signing of the statement/declaration all social security contributions have been paid by the Corporate Entity. In case where a sworn statement or solemn declaration is

submitted, such statement/declaration will be accompanied by an official certificate issued by a competent authority of the country of incorporation/registered seat (as appropriate) of the Corporate Entity certifying that the aforementioned certificate is not issued in the above country. If the issuance of the above certificate by the competent authority is not possible, a solemn declaration of the Corporate Entity regarding its non-issuance is provided.

6. For Greek Corporate Entities:

Single Certificate of Judicial Solvency issued by the competent First Instance Court, as well as a certificate issued by the Commercial Register that Corporate Entity is not under liquidation, which must have been issued within the last thirty (30) calendar days prior to the last day of the Submission Deadline.

For foreign Corporate Entities, certificate(s) issued within the last thirty (30) calendar days prior to the last day of the Submission Deadline by the competent judicial or administrative authorities in the Corporate Entity's country of incorporation/registered seat (as appropriate) verifying that the Corporate Entity does not fall within one of the situations described in paragraph 4.2.2(d) of the Invitation.

In case where the aforementioned certificate(s) is not issued in the country of incorporation/registered seat (as appropriate) of the Corporate Entity or do(-es) not cover all the cases referred to in paragraph 4.2.2(d) of this Invitation, a sworn statement is submitted, issued within the last thirty (30) calendar days prior to the last day of the Submission Deadline, or, in countries where such a statement is not available, a solemn declaration issued within the last thirty (30) calendar days prior to the submission of the Expression of Interest before a competent judicial or administrative authority or notary public or competent professional or commercial organisation in accordance with the laws of the Corporate Entity's country of incorporation/registered seat (as appropriate), signed by the Corporate Entity's legal representative, where it will be stated that up to date of signing of the statement/declaration the Corporate Entity does not fall within one of the situations described in paragraph 4.2.2(d) of this Invitation (according to Statement Template 4 of Annex B). In case where a sworn statement or solemn declaration is submitted, such statement/declaration will be accompanied by an official certificate issued by a competent authority of the country of incorporation/registered seat (as appropriate) of the Corporate Entity certifying that the aforementioned certificate(s) is not issued in the above country or the one that has been issued does not cover all the cases referred to in paragraph 4.2.2(d) of the

Invitation. If the issuance of the above certificate by the competent authority is not possible, a solemn declaration of the Corporate Entity regarding its non-issuance is provided.

7. Sworn statement issued within the last thirty (30) calendar days prior to the last day of the Submission Deadline, or, in countries where such a statement is not available, a solemn declaration issued within the last thirty (30) calendar days prior to the last day of the Submission Deadline before a competent judicial or administrative authority or notary public or competent professional or commercial organisation in accordance with the laws of the Corporate Entity's country of incorporation/registered seat (as appropriate), signed by the Corporate Entity's legal representative, where it will be stated that up to the date of signing of the relevant statement / declaration, the Interested Party meets the required conditions mentioned in points (i) through (vi) below (according to Statement Template 1 of Annex B) and are as follows:
 - (i) The Interested Party (in case it is subject to rehabilitation n proceedings) complies with the terms of the rehabilitation agreement as approved by a court order, has not violated any of its obligations under this agreement and there is no event of termination of this agreement.
 - (ii) The Interested Party has not failed to comply with the obligations under Article 29 para 3 of the Law on award and execution of Concession Agreements.
 - (iii) There is no conflict-of-interest situation within the meaning of the provisions of Article 35 of the Law on award and execution of Concession Agreements.
 - (iv) The Interested Party and the Affected Persons have not been guilty of serious misrepresentations in supplying the information required for verification of the grounds for disqualification or the fulfilment of the Prequalification Criteria, nor have they concealed such information and the Interested Party is able to submit the required documents supporting such information.
 - (v) The Interested Party and the Affected Persons have not undertaken to unduly influence the decision making process of the Fund, to obtain confidential information that may result in unfair advantages for Interested party in the Tender Process or to provide by negligence or by fault misleading information that may have a material influence on the decisions of the Fund concerning disqualification or selection or award of the Tender Process.

- (vi) The Interested Party is not be subject to United Nations (UN) sanctions and/or European Union restrictive measures (the "EU") implemented pursuant to any EU Regulation based on Article 215 of the Treaty on the Functioning of the European Union (OJ L 326) or Decision adopted within the framework of the EU's Common Foreign and Security Policy (including Council Regulation (EU) No 833/2014 of 31 July 2014, concerning restrictive measures in view of Russia's actions destabilising the situation in Ukraine, as amended and in force), and does not act on behalf of or at the direction of an entity subject to such sanctions or restrictive measures.
8. A sworn statement issued within the last thirty (30) calendar days prior to the last day of the Submission Deadline, or, in countries where such a statement is not available, a solemn declaration issued within the last thirty (30) calendar days prior to the last day of the Submission Deadline before a competent judicial or administrative authority or notary public or competent professional or commercial organisation in accordance with the laws of the Corporate Entity's country of incorporation/registered seat (as appropriate), signed by the Corporate Entity's legal representative, where it will be stated that up to the date of signing of the statement/declaration all the information, statements, declarations, Supporting Documentation and other accompanying documents submitted together with the Expression of Interest, are true, valid and accurate and they have not concealed any information related to the Tender Process and the Transactions (according to Statement Template 2 of Annex B).
9. Sworn statement issued within the last thirty (30) calendar days prior to the last day of the Submission Deadline, or, in countries where such a statement is not available, a solemn declaration issued within the last thirty (30) calendar days prior to the submission of the Expression of Interest before a competent judicial or administrative authority or notary public or competent professional or commercial organisation in accordance with the laws of the Corporate Entity's country of incorporation/registered seat (as appropriate), signed by the Corporate Entity's legal representative, stating full details of the Corporate Entity's shareholder structure, including the identity of natural persons who are the ultimate beneficiaries of Corporate Entities, whether they are shareholders of the Corporate Entity, or shareholders of shareholders of the Corporate Entity and so on (according to Statement Template 3 of Annex B).

If the Interested Party is a legal entity which is listed on a regulated (stock exchange) market in the European Union (EU) or the European Economic Area (EEA) or the Organisation for Economic Cooperation and Development (OECD) or it has been authorised for trading by a competent

public financial services authority in the EU or the EEA or the OECD, a relevant certification by the competent stock market or public authority is furnished, and the above mentioned sworn statement or solemn declaration is not required. If such certification is not issued in the country where the Corporate Entity is listed or has been authorised for trading, a sworn statement issued within the last thirty (30) calendar days prior to the last day of the Submission Deadline is furnished, or, in countries where such a statement is not available, a solemn declaration issued within the last thirty (30) calendar days prior to the last day of the Submission Deadline before a competent judicial or administrative authority or notary public or competent professional or commercial organisation in accordance with the laws of the Corporate Entity's country of incorporation/registered seat (as appropriate), signed by the Corporate Entity's legal representative, where it will be stated that the Interested Party is listed on a regulated (stock exchange) market in the European Union (EU) or the European Economic Area (EEA) or the Organisation for Economic Cooperation and Development (OECD) or that it has been authorised for trading by a competent public financial services authority in the EU or the EEA or the OECD (as applicable) and that relevant certification is not issued by the competent regulatory authority (according to Statement Template 3 of Annex B).

1.2 PRIVATE EQUITY FIRMS/FUNDS

Any Interested Party that is a Private Equity Firm/Fund must submit the documents referred to in paragraph 1.1 of Annex A for itself (if it has legal personality and where applicable), as well as for its investment / fund manager and/or general partner (depending on the form of the Private Equity Firm/Fund) (as appropriate and implemented *mutatis mutandis*).

The documentation provided for in subparagraph 2 of paragraph 1.1 of Annex A, documents evidencing the current representation and decision making of the Interested Party and/or its investment / fund manager and/or general partner (e.g. members of the board of directors and/or the investment committee and/or the advisory committee and/or any relevant administrative or competent corporate bodies), must be submitted.

In addition, the documentation provided for in subparagraph 9 of paragraph 1.1 of Annex A, in case that the fund manager and/or the investment manager (depending on the form of the Private Equity Firm/Fund) are regulated by a relevant financial authority in an EU or EEA or OECD jurisdiction, and relevant certification by the respective financial authority is furnished, the above mentioned sworn statement or solemn declaration is not required. If such certification is not issued in the country

member of the EU or EEA or OECD whose financial authority regulates the fund/investment manager, a sworn statement is submitted, issued within the last thirty (30) calendar days prior to the submission of the Expression of Interest, or, in countries where such a statement is not available, a solemn declaration issued within the last thirty (30) calendar days prior to the submission of the Expression of Interest and before a competent judicial or administrative authority or notary public or competent professional or commercial organisation in accordance with the laws of the Corporate Entity's country of incorporation/registered seat (as appropriate), signed by its legal representative, where it will be stated that the fund manager and/or the investment manager (as applicable) of the Interested Party are regulated by a relevant financial authority in an EU or EEA or OECD jurisdiction and that relevant certification is not issued by the competent regulatory authority (according to Statement Template 3 of Annex B). Additionally, the relevant registration documentation, management agreement and/or equivalent document for the investment or fund manager of the Private Equity Firm/Fund needs to be provided.

1.3 NATURAL PERSONS

The natural person must submit:

1. Duly certified copy of current full valid signed passport or national identity card (where applicable) and residence permit (where applicable).
2. Any document issued by a public authority (including public utility companies / services or local authorities or public economic services) evidencing the current residence of the natural person, issued within the last thirty (30) calendar prior to the submission of the Expression of Interest.
3. A certificate or other equivalent document issued by the competent tax authority within the last thirty (30) calendar days prior to the submission of the Expression of Interest, evidencing the tax registration number and the tax residency of the natural person.
4. The documents referred to in paragraph 1.1 of Annex A (as appropriate for natural persons and applicable *mutatis mutandis*).

1.4 CONSORTIA

In case of a Consortium, the Consortium submits the Supporting Documentation, statements and evidential means provided for in paragraph 1.1, 1.2 and/or 1.3 (as applicable) of Annex A for each Consortium Member.

1.5 THIRD PARTY

Any Interested Party or Consortium Member who relies on the financial and/or technical capacities of a Third Party as referred to in paras 2 and 3 of article 39 of the Law on award and execution of Concession Agreements, must also submit all the documents referred to in paragraphs 1.1, 1.2, or 1.3 of Annex A (as applicable) for such Third Party.

2. FINANCIAL CAPACITY CRITERION

2.1 CORPORATE ENTITIES

Single entity Interested Party that is a Corporate Entity must submit:

- (A) Copies of the published financial statements (consolidated if applicable) of the last three (3) audited financial years, drawn up in accordance with International Financial Reporting Standards (“IFRS”), or, in case that there is no requirement to draw them up in accordance with IFRS, in accordance with accounting standards imposed or permitted by applicable law of the Corporate Entity’s country of incorporation/registered seat (as appropriate), audited by an internationally reputable audit firm and published in accordance with the applicable law of the Corporate Entity’s country of incorporation/registered seat (as appropriate) together with evidence of such publication. In any case, the relevant audit certificate of the statutory auditor shall be submitted together with the financial statements.

If the law in the country of the registered seat of the Corporate Entity does not require the compilation of audited financial statements, the Corporate Entity shall submit a sworn statement, or, in countries where such a statement is not available, a solemn declaration before a competent judicial or administrative authority or notary public or competent professional or commercial organisation in accordance with the laws of the country of incorporation/registered seat (as appropriate) confirming that auditing is not required pursuant to its applicable legislation, accompanied by the unaudited financial statements (according to Statement Template 7 of Annex B). For the avoidance of doubt, in case that the consolidated financial statements apply to the Interested Party, the financial capacity will be checked based on the consolidated financial statements.

If the applicable law of the Corporate Entity’s country of registered seat does not require the publication of financial statements, a sworn statement, or, in countries where such a statement is not available, a solemn declaration before a competent judicial or administrative

authority or notary public or competent professional or commercial organisation in accordance with the laws of the country of incorporation/registered seat (as appropriate) must be submitted by the Corporate Entity in addition to the unpublished financial statements, confirming that no publication is required, together with all the data required according to this Invitation (according to Statement Template 7 of Annex B).

- (B) A sworn statement, or, in countries where such a statement is not available, a solemn declaration issued within the last thirty (30) calendar days prior to the last day of the Submission Deadline, before a competent judicial or administrative authority or notary public or competent professional or commercial organisation in accordance with the laws of the country of incorporation/registered seat (as appropriate) regarding the compliance with the Financial Capacity Criterion described in paragraph 4.2.3, together with a table reflecting financial data (according to Statement Template 5 of Annex B).

2.2 PRIVATE EQUITY FIRMS/FUNDS

A Private Equity Firm/Fund, must submit:

- (A) Copies of either the most recent audited financial statements (consolidated if applicable) or an independent auditor's report or a relevant certification by a qualified auditor, in all cases being an internationally reputable audit firm, issued within the last thirty (30) calendar days prior to the last day of the Submission Deadline, which shall confirm the committed, undisbursed and uninvested funds of the Private Equity Firm / Fund in the financial year prior to the date of the submission of the Expression of Interest. The Fund shall be entitled to request the auditor's report or certification mentioned above, even if the Interested Party has already submitted its financial statements.

If the applicable law of the Private Equity Firm's / Fund's country of registered seat does not require the publication of financial statements, a sworn statement, or, in countries where such a statement is not available, a solemn declaration before a competent judicial or administrative authority or notary public or competent professional or commercial organisation in accordance with the laws of the country of incorporation/registered seat (as appropriate) must be submitted in addition to the unpublished financial statements, confirming that no publication is required (according to Statement Template 7 of Annex B).

- (B) The sworn statement/solemn declaration provided for in paragraph 2.1(B) above (according to Statement Template 5 of Annex B).

2.3 NATURAL PERSONS

The natural persons must submit:

- (A) For cash deposits in a bank or any other credit institution, operating duly in at least one member state of the EU, the EEA or the OECD, a recent certificate (maximum three (3) months prior to the last day of the Submission Deadline) of a bank or other credit institution should be produced;
- (B) For liquid and transferable securities, a recent certificate (maximum three (3) months prior to the last day of the Submission Deadline) of a bank, securities company, trustee or other legal entity which may duly issue such certificates and which duly operates in at least one member state of the EU, the EEA or the OECD should be produced;
- (C) The sworn statement/solemn declaration provided for in paragraph 2.1(B) above (according to Statement Template 5 of Annex B).

All above documentation which will be submitted by Natural Persons shall be subject to acceptance or rejection of the Fund. The Fund may accept or reject the proof of funds, should these funds be considered as difficult for liquidation or undervalued.

2.4 CONSORTIA

In case of a Consortium, the Consortium submits the Supporting Documentation provided for in paragraph 2.1, 2.2 or/and 2.3 (as applicable) of Annex A also for each Consortium Member.

2.5 THIRD PARTY

Any Interested Party or Consortium Member who relies on the resources of a Third Party to meet the Financial Capacity Criterion, must also submit the appropriate aforementioned documentation for evidencing the fulfilment of the Financial Capacity Criterion by such Third Party together with a sworn statement, or, in countries where such a statement is not available, a solemn declaration before a competent judicial or administrative authority or notary public or competent professional or commercial organisation in accordance with the laws of the country of origin/incorporation/registered seat (as appropriate) regarding the satisfaction of the Financial

Capacity Criterion described in paragraph 4.2.3 and stating that such Third Party shall unconditionally place all necessary financial resources at the disposal of the Interest Party (or, in case of a Consortium, the Consortium Member) until the completion of the relevant Transaction and for as long after may be required by the documents of the Tender Process and the Transaction Documents and the commitment to incur full liability towards the Fund in case the conditions stipulated in paragraph 4.2.3 of the Invitation are not met (according to Statement Template 6 of Annex B).

3. TECHNICAL CAPACITY CRITERIA (TO BE SUBMITTED IN PHASE B)

The Prequalified Investors must submit during Phase B a sworn declaration or, in the countries that a sworn declaration is not provided for, a solemn declaration before a competent judicial or administrative authority or notary public or a competent professional or commercial organisation according to the law of the country of origin/incorporation/registered seat (as appropriate), regarding the compliance with the Technical Capacity Criteria in accordance with paragraph 4.2.4 together with a table reflecting technical data (in accordance with Statement Templates 8 [if the Prequalified Investor fulfils itself the Technical Capacity Criteria] and 9 [if it relies on a Third Party] in Annex B), accompanied by the relevant proof stipulated in said Statement Templates or by equivalent evidence proving at a manner satisfactory to the Fund the fulfilment of the Technical Capacity Criteria. The Fund may request additional appropriate evidence. The RfBO may amend (add, remove or specify) the evidence required to prove the Technical Competence Criteria.

ANNEX B - TEMPLATES**EXPRESSION OF INTEREST LETTER TEMPLATE****I. TEMPLATE FOR LEGAL ENTITIES**

From:

[Please insert name, address and tax ID number (if any) of the Interested Party]
(the "**Interested Party**")

To:

Hellenic Republic Asset Development Fund S.A.

6 Karageorgi Servias str.

105 62 Athens

Greece

(the "**Fund**")

[place], [date]

Dear Sirs,

RE: Exploitation of the cruise activity in the Port of Katakolon, in a section of the old port of Patras and in a section of the central port of Kavala – Expression of Interest Letter

1. I / we, the undersigned [...] (full name), son / daughter of [...] (father's full name) and of [...] (mother's full name), holder of the [...] (country) passport / identity card no. [...] issued by [...] (the authority that issued the passport / identity card) on [...] (date of the issuance of the passport / identity card), [...] (country) citizen, born in [...] (place of birth, town and country) on [...] (date of birth), resident of [...] (country - town - street - postal code) {in case where there are more than one legal representatives of the company, the details of all representatives that sign must be filled in} acting in my / our capacity as legal representative(s)/duly authorised representative(s) of the legal entity under the corporate name [...] (full company name), established under the laws of [...], with company registration number [...] and registered offices at [...] (country - town - street - postal code), with [...] (country) tax registration number [...] hereby declare that the Interested Party is interested in participating in the tender process which was called by virtue of the Invitation to Submit an Expression of Interest dated 23.12.2024 which was issued by the Fund (the "**Invitation**") for the award of (a) the Port of Katakolon Concession Agreement, (b) the Port of Patras Cruise Sub-concession Agreement, and (c) the Central Port of Kavala

Cruise Sub-concession Agreement (the “**Tender Process**”), and hereby submits an Expression of Interest in accordance with the terms of the Invitation.

Unless otherwise specified herein, capitalised terms herein shall have the meaning given to them in the Invitation.

2. I / we hereby declare that the Interest Party expresses its interest²:

[- For **Lot 1** of the Tender Process, i.e. for the award of (a) the Port of Katakolon Concession Agreement and (b) the Port of Patras Cruise Sub-concession Agreement.]

[- For **Lot 2** of the Tender Process, i.e. for the award of the Central Port of Kavala Cruise Sub-concession Agreement.]

[- Both for **Lot 1** of the Tender Process, i.e. for the award of (a) the Port of Katakolon Concession Agreement and (b) the Port of Patras Cruise Sub-concession Agreement, and for **Lot 2** of the Tender Process, i.e. for the award of the Central Port of Kavala Cruise Sub-concession Agreement.]

3. Furthermore, I / we hereby declare that:

- i. the Interested Party unconditionally accepts the terms and conditions of the Invitation;
- ii. the Interested Party acts as a principal and not as an agent;
- iii. there are no matters which restrict the Interested Party from submitting the Expression of Interest;
- iv. the Interested Party's Board of Directors, investment committee and/or any other body with equivalent decision-making authority has consented to the Interested Party's response to the Invitation;
- v. the participation in the Tender Process takes place at the sole risk and expense of the Interested Party, and the participation as such, or dismissal of an Expression of Interest, or the cancellation of the Tender Process, or any of its phases or any of its Lots, for any reason whatsoever, does not, in either case, establish any right to compensation from the Fund or its Advisors; and

² Interested parties must select one of the three options, depending on whether they submit Expression of Interest only for Lot 1 or only for Lot 2 or for both Lots. The Expression of Interest Letter should clearly indicate for which Lot the Interested Party submits the EoI.

vi. the Interested Party is in full compliance with all the Personal Status Criteria.

4. The necessary authorisations for the signing of the present Expression of Interest Letter and the submission of the Expression of Interest are attached hereto, as per subparagraph 2 of paragraph 1.1. of Annex A of the Invitation.

5. The Expression of Interest Letter is accompanied by all necessary Supporting Documentation for the participation in the Tender Process, as stipulated in Annex A of the Invitation.

6. I / We appoint [...] (full name), resident of [...] (country - town - street - postal code), with telephone number [...] (landline and mobile number), and email address [...], holder of the [...] (country) passport / identity card no. [...] issued by [...] (the authority that issued the passport / identity card) on [...] (date of the issuance of the passport / identity card), [...] (country) citizen, born in [...] (place of birth, town and country) on [...] (date of birth), as a contact person/agent, with whom the Fund and its Advisors may communicate in the framework of the Tender Process.

In the capacity of [...] (position).

Authorised to sign this statement in the name of [...] (full company name).

(signature)

Name:

II. TEMPLATE FOR PRIVATE EQUITY FIRMS/FUNDS

From:

[Please insert name, address and tax ID number (if any) of the Interested Party]

(the “**Interested Party**”)

To:

Hellenic Republic Asset Development Fund S.A.

6 Karageorgi Servias str.

105 62 Athens

Greece

(the “**Fund**”)

[place], [date]

Dear Sirs,

RE: Exploitation of the cruise activity in the Port of Katakolon, in a section of the old port of Patras and in a section of the central port of Kavala – Expression of Interest Letter.

I / we, the undersigned [...] (full name), son / daughter of [...] (father's full name) and of [...] (mother's full name), holder of the [...] (country) passport / identity card no. [...] issued by [...] (the authority that issued the passport / identity card) on [...] (date of the issuance of the passport / identity card), [...] (country) citizen, born in [...] (place of birth, town and country) on [...] (date of birth), resident of [...] (country - town - street - postal code) {in case where there are more than one legal representatives of the company, the details of all representatives that sign must be filled in} acting in my / our capacity as legal representative(s)/duly authorised representative(s) of the legal entity under the corporate name [...] (full company name of the investment / fund manager or general partner, as the case may be), established under the laws of [...] (country), with company registration number [...] and registered offices at [...] (country - town - street - postal code), with [...] (country) tax registration number [...] (the “**Manager**” / the “**General Partner**”) (*as the case may be*) acting in the name and on behalf of the private equity firm / fund under the name [...] (*further details of the Private Equity Firm/Fund to be included depending on its form*), hereby declare that the Interested Party is interested in participating in the tender process which was called by virtue of the Invitation to Submit an Expression of Interest dated 23.12.2024 which was issued by the Fund (the “**Invitation**”) for the award of (a) the Port of

Katakolon Concession Agreement, (b) the Port of Patras Cruise Sub-concession Agreement, and (c) the Central Port of Kavala Cruise Sub-concession Agreement (the “**Tender Process**”), and hereby submits an Expression of Interest in accordance with the terms of the Invitation.

Unless otherwise specified herein, capitalised terms herein shall have the meaning given to them in the Invitation.

2. I / we hereby declare that the Interest Party expresses its interest³:

- [- For **Lot 1** of the Tender Process, i.e. for the award of (a) the Port of Katakolon Concession Agreement and (b) the Port of Patras Cruise Sub-concession Agreement.]
- [- For **Lot 2** of the Tender Process, i.e. for the award of the Central Port of Kavala Cruise Sub-concession Agreement.]
- [- Both for **Lot 1** of the Tender Process, i.e. for the award of (a) the Port of Katakolon Concession Agreement and (b) the Port of Patras Cruise Sub-concession Agreement, and for **Lot 2** of the Tender Process, i.e. for the award of the Central Port of Kavala Cruise Sub-concession Agreement.]

3. Furthermore, I / we hereby declare that:

- i. the Interested Party unconditionally accepts the terms and conditions of the Invitation;
- ii. the Interested Party acts as a principal and not as an agent;
- iii. there are no matters which restrict the Interested Party from submitting the Expression of Interest;
- iv. the Interested Party’s board of directors, investment committee and/or any other body with equivalent decision-making authority has consented to the Interested Party’s response to the Invitation;
- v. the participation in the Tender Process takes place at the sole risk and expense of the Interested Party, and the participation as such, or dismissal of an Expression of Interest, or the cancellation

³ Interested parties must select one of the three options, depending on whether they submit Expression of Interest only for Lot 1 or only for Lot 2 or for both Lots. The Expression of Interest Letter should clearly indicate for which Lot the Interested Party submits the EoI.

of the Tender Process, or any of its phases, or any of its Lots, for any reason whatsoever, does not, in either case, establish any right to compensation from the Fund or its Advisors; and

vi. the Interested Party and its Manager / General Partner are in full compliance with all the Personal Status Criteria.

4. The necessary authorisations for the signing of the present Expression of Interest Letter and the submission of the Expression of Interest are attached hereto, as per subparagraph 2 of paragraph 1.1. of Annex A of the Invitation.

5. The Expression of Interest Letter is accompanied by all necessary Supporting Documentation for the participation in the Tender Process, as stipulated in Annex A of the Invitation.

6. I / We appoint [...] (full name), resident of [...] (country - town - street - postal code), with telephone number [...] (landline and mobile number), and email address [...], holder of the [...] (country) passport / identity card no. [...] issued by [...] (the authority that issued the passport / identity card) on [...] (date of the issuance of the passport / identity card), [...] (country) citizen, born in [...] (place of birth, town and country) on [...] (date of birth), as a contact person/agent, with whom the Fund and its Advisors may communicate in the framework of the Tender Process.

In the capacity of [...] (position).

Authorised to sign this statement in the name of [...] (full company name).

(signature)

Name:

III. TEMPLATE FOR CONSORTIA

From:

[Please insert name, address and tax ID number (if any) of each Consortium Member]

(the “**Interested Party**”)

To:

Hellenic Republic Asset Development Fund S.A.

6 Karageorgi Servias Str.

105 62 Athens

Greece

(the “**Fund**”)

[place], [date]

Dear Sirs,

RE: Exploitation of the cruise activity in the Port of Katakolon, in a section of the old port of Patras and in a section of the central port of Kavala – Expression of Interest Letter.

1. We, the undersigned [...] (full name), son / daughter of [...] (father’s full name) and of [...] (mother’s full name), holder of the [...] (country) passport / identity card no. [...] (no. of the passport / identity card) issued by [...] (the authority that issued the passport / identity card) on [...] (date of the issuance of the passport / identity card), [...] (country) citizen, born in [...] (place of birth, town and country) on [...] (date of birth), resident of [...] (country - town - street - postal code), {the details of all representatives that sign must be filled in} acting in our capacity as legal representatives / duly authorised representatives of the legal entities with the corporate names: (a) [...] (full company name), established under the laws of [...] (country), with company registration number [...] and registered offices at [...] (country - town - street - postal code), with [...] (country) tax registration number [...] (tax registration number of the company), (b) ... {the details of all Consortium Members must be filled in}, hereby declare that the above (legal and/or natural) persons are interested in participating jointly in the tender process which was called by virtue of the Invitation to Submit an Expression of Interest dated 23.12.2024 which was issued by the Fund (the “**Invitation**”) for the award of (a) the Port of Katakolon Concession Agreement, (b) the Port of Patras Cruise Sub-concession Agreement, and (c) the

Central Port of Kavala Cruise Sub-concession Agreement (the “**Tender Process**”), and hereby submits an Expression of Interest in accordance with the terms of the Invitation.

Or

1. I, the undersigned [...] (full name), son / daughter of [...] (father’s full name) and of [...] (mother’s full name), holder of the [...] (country) passport / identity card no. [...] issued by [...] (the authority that issued the passport / identity card) on [...] (date of the issuance of the passport / identity card), [...] (country) citizen, born in [...] (place of birth, town and country) on [...] (date of birth), resident of [...] (country – town – street – postal code) acting in my capacity as common representative duly authorised to this end by the legal entities referred to below, hereby declare that such (legal and/or natural) persons are interested in participating jointly in the tender process which was called by virtue of the Invitation to Submit an Expression of Interest dated 23.12.2024 which was issued by the Fund (the “**Invitation**”) for the award of (a) the Port of Katakolon Concession Agreement, (b) the Port of Patras Cruise Sub-concession Agreement, and (c) the Central Port of Kavala Cruise Sub-concession Agreement (the “**Tender Process**”), and hereby submits an Expression of Interest in accordance with the terms of the Invitation.

The (legal and/or natural) persons referred to below have established a Consortium as follows:

i) Members of the Consortium:

a) [...] (full company name), established under the laws of [...] (country), with company registration number [...] and registered offices at [...] (country - city - street - postal code), with [...] (country) tax registration number [...], which holds [...] % (participation stake) in the Consortium.

b) [...] (full company name), established under the laws of [...] (country), with company registration number [...] and registered offices at [...] (country - city - street - postal code), with [...] (country) tax registration number [...], which holds [...] % (participation stake) in the Consortium.

c) [...]

Total: 100%

ii) Lead member of the Consortium is [...] (full company name), which holds [...] % (≥ 34 %) according to the provisions of paragraph 4.1 (B) of the Invitation.

Unless otherwise specified herein, capitalised terms herein shall have the meaning given to them in the Invitation.

2. I / we hereby declare that our Consortium expresses its interest⁴:

[- For **Lot 1** of the Tender Process, i.e. for the award of (a) the Port of Katakolon Concession Agreement and (b) the Port of Patras Cruise Sub-concession Agreement.]

[- For **Lot 2** of the Tender Process, i.e. for the award of the Central Port of Kavala Cruise Sub-concession Agreement.]

[- Both for **Lot 1** of the Tender Process, i.e. for the award of (a) the Port of Katakolon Concession Agreement and (b) the Port of Patras Cruise Sub-concession Agreement, and for **Lot 2** of the Tender Process, i.e. for the award of the Central Port of Kavala Cruise Sub-concession Agreement.]

3. Furthermore, I / we hereby declare that:

- i. the Consortium and each Consortium Member unconditionally accepts the terms and conditions of the Invitation;
- ii. the Consortium and each Consortium Member acts as a principal and not as an agent;
- iii. there are no matters which restrict the Consortium and each Consortium Member from submitting the Expression of Interest;
- iv. each Consortium Member's Board of Directors, investment committee and/or any other body with equivalent decision-making authority has consented to the Consortium's and each Consortium Member's response to the Invitation;
- v. the participation in the Tender Process takes place at the sole risk and expense of the Consortium and each Consortium Member, and the participation as such, or dismissal of an Expression of Interest, or the cancellation of the Tender Process, or any of its phases, or any of its Lots, for any reason whatsoever, does not, in either case, establish any right to compensation from the Fund or its Advisors;

⁴ Interested parties must select one of the three options, depending on whether they submit Expression of Interest only for Lot 1 or only for Lot 2 or for both Lots. The Expression of Interest Letter should clearly indicate for which Lot the Interested Party submits the EoI.

- vi. the Consortium and each Consortium Member is in full compliance with all the Personal Status Criteria; and
- vii. all Consortium Members agree to be jointly and severally liable vis-à-vis the Fund for their compliance with the terms of the Tender Process.

4. The necessary authorisations for the signing of the present Expression of Interest Letter and the submission of the Expression of Interest are attached hereto, as per subparagraph 2 of paragraph 1.1. of Annex A of the Invitation.

5. The Expression of Interest Letter is accompanied by all necessary Supporting Documentation for the participation in the Tender Process, as stipulated in Annex A of the Invitation.

6. I / We appoint [...] (full name), resident of [...] (country - town - street - postal code), with telephone number [...] (landline and mobile number), and email address [...], holder of the [...] (country) passport / identity card no. [...] issued by [...] (the authority that issued the passport / identity card) on [...] (date of the issuance of the passport / identity card), [...] (country) citizen, born in [...] (place of birth, town and country) on [...] (date of birth), as a contact person, with whom the Fund and its Advisors may communicate in the framework of the Tender Process.

Authorised to sign this statement in the name of [...] [please insert the name or corporate name of the Consortium Member].

(signature)

Name:

Position:

[Please ensure that the legal representatives of all the Consortium Members have signed this Expression of Interest Letter]

OR

Authorised to sign this statement as the common representative of the [please insert the name of the Consortium].

(signature)

Name:

Position:

IV. TEMPLATE FOR NATURAL PERSONS

From:

[Please insert name, address and tax ID number (if any) of the Interested Party]

(the “**Interested Party**”)

To:

Hellenic Republic Asset Development Fund S.A.

6 Karageorgi Servias str.

105 62 Athens

Greece

(the “**Fund**”)

[place], [date]

Dear Sirs,

RE: Exploitation of the cruise activity in the Port of Katakolon, in a section of the old port of Patras and in a section of the central port of Kavala – Expression of Interest Letter.

1. I, the undersigned [...] (full name), son / daughter of [...] (father’s full name) and of [...] (mother’s full name), holder of the [...] (country) passport / identity card no. [...] issued by [...] (the authority that issued the passport / identity card) on [...] (date of the issuance of the passport / identity card), [...] (country) citizen, born in [...] (place of birth, town and country) on [...] (date of birth), resident of [...] (country - town - street - postal code), hereby state that I am interested in participating in the tender process which was called by virtue of the Invitation to Submit an Expression of Interest dated 23.12.2024 which was issued by the Fund (the “**Invitation**”) for the award of (a) the Port of Katakolon Concession Agreement, (b) the Port of Patras Cruise Sub-concession Agreement, and (c) the Central Port of Kavala Cruise Sub-concession Agreement (the “**Tender Process**”), and hereby submit an Expression of Interest in accordance with the terms of the Invitation.

Unless otherwise specified herein, capitalised terms herein shall have the meaning given to them in the Invitation. 2. I hereby declare that as an Interested Party I express my interest⁵:

⁵ Interested parties must select one of the three options, depending on whether they submit Expression of Interest only for Lot 1 or only for Lot 2 or for both Lots. The Expression of Interest Letter should clearly indicate for which Lot the Interested Party submits the EoI.

[- For **Lot 1** of the Tender Process, i.e. for the award of (a) the Port of Katakolon Concession Agreement and (b) the Port of Patras Cruise Sub-concession Agreement.]

[- For **Lot 2** of the Tender Process, i.e. for the award of the Central Port of Kavala Cruise Sub-concession Agreement.]

[- Both for **Lot 1** of the Tender Process, i.e. for the award of (a) the Port of Katakolon Concession Agreement and (b) the Port of Patras Cruise Sub-concession Agreement, and for **Lot 2** of the Tender Process, i.e. for the award of the Central Port of Kavala Cruise Sub-concession Agreement.]

3. Furthermore, I hereby declare that:

- i. I unconditionally accept the terms and conditions of the Invitation;
- ii. I act as a principal and not as an agent;
- iii. there are no matters which restrict me from submitting the Expression of Interest;
- iv. the participation in the Tender Process takes place at my sole risk and expense, and the participation as such, or dismissal of an Expression of Interest, or the cancellation of the Tender Process or any of its phases or any of its Lots, for any reason whatsoever, does not, in either case, establish any right to compensation from the Fund or its Advisors; and
- v. I am in full compliance with all the Personal Status Criteria.

4. The Expression of Interest Letter is accompanied by all necessary Supporting Documentation for the participation in the Tender Process, as stipulated in Annex A of the Invitation.

[5. I appoint [...] (full name), resident of [...] (country - town - street - postal code), with telephone number [...] (landline and mobile number), and email address [...], holder of the [...] (country) passport / identity card no. [...] issued by [...] (the authority that issued the passport / identity card) on [...] (date of the issuance of the passport / identity card), [...] (country) citizen, born in [...] (place of birth, town and country) on [...] (date of birth), as a contact person, with whom the Fund and its Advisors may communicate in the framework of the Tender Process.] *(in case the Interested Party wishes to appoint a contact person/process agent)*

(signature)

Name:

STATEMENT TEMPLATE 1 – COMPLIANCE WITH CRITERIA SET OUT IN SUBPARAGRAPH 7, PARAGRAPH 1.1 OF ANNEX A

I. TEMPLATE FOR LEGAL ENTITIES

From:

[Please insert the corporate name, address and tax ID number (if any) of the Interested Party or in case of a Consortium, each Consortium Member makes a separate statement]

(the “**Interested Party**”)

To:

Hellenic Republic Asset Development Fund S.A.

6 Karageorgi Servias str.

105 62 Athens

Greece

(the “**Fund**”)

[place], [date]

Dear Sirs,

RE: Exploitation of the cruise activity in the Port of Katakolon, in a section of the old port of Patras and in a section of the central port of Kavala – Compliance with criteria set out in subparagraph 7, of paragraph 1.1 of Annex A of the Invitation.

I / we, the undersigned [...] (full name), son / daughter of [...] (father's full name) and of [...] (mother's full name), holder of the [...] (country) passport / identity card no. [...] (no. of the passport / identity card) issued by [...] (the authority that issued the passport / identity card) on [...] (date of the issuance of the passport / identity card), [...] (country) citizen, born in [...] (place of birth, town and country) on [...] (date of birth), resident of [...] (country - town - street - postal code), {in case where there are more than one legal representatives of the company, the details of all representatives who sign must be filled in} acting in my / our capacity as legal representative(s) of the legal entity under the corporate name [...] (full company name), established under the laws of [...] (country), with company registration number [...] and registered offices at [...] (country - town - street - postal code), with [...] (country) tax registration number [...], hereby declare in

connection with the submission of an Expression of Interest by the company /consortium [...] (name of the Interested Party) in the tender process which was called by virtue of the Invitation to Submit an Expression of Interest dated 23.12.2024 which was issued by the Fund (the “**Invitation**”) for the award of (a) the Port of Katakolon Concession Agreement, (b) the Port of Patras Cruise Sub-concession Agreement, and (c) the Central Port of Kavala Cruise Sub-concession Agreement that:

(i) The Interested Party is not subject to rehabilitation proceedings (*or in case it is subject to rehabilitation proceedings*: The Interested Party complies with the terms of the rehabilitation agreement as approved by a court order, has not violated any of its obligations under this agreement and there is no event of termination of this agreement).

(ii) The Interested Party has not failed to comply with the obligations under Article 29 para 3 of the Law on award and execution of Concession Agreements.

(iii) There is no conflict of interest situation within the meaning of the provisions of Article 35 of the Law on award and execution of Concession Agreements (Law 4413/2016).

(iv) The Interested Party and the members of its Board of Directors, managerial or supervisory body, as well as any persons that have general power of representation, decision making or control at the Interested Party have not been found guilty of serious misrepresentations in supplying the information required for verification of the grounds for disqualification or the fulfilment of the Prequalification Criteria, nor have they concealed such information and the Interested Party is able to submit the required documents supporting such information.

(v) The Interested Party and the members of its Board of Directors, managerial or supervisory body, as well as any persons that have general power of representation, decision making or control at the Interested Party have not undertaken to unduly influence the decision making process of the Fund, to obtain confidential information that may result in unfair advantages for Interested party in the Tender Process or to provide by negligence or by fault misleading information that may have a material influence on the decisions of the Fund concerning disqualification or selection or award of the Tender Process.

(vi) The Interested Party is not be subject to United Nations (UN) sanctions and/or European Union restrictive measures (the "EU") implemented pursuant to any EU Regulation based on Article 215 of the Treaty on the Functioning of the European Union (OJ L 326) or Decision adopted within the framework of the EU's Common Foreign and Security Policy (including Council Regulation (EU)

No 833/2014 of 31 July 2014, concerning restrictive measures in view of Russia's actions destabilising the situation in Ukraine, as amended and in force), and does not act on behalf of or at the direction of an entity subject to such sanctions or restrictive measures.

Unless otherwise specified herein, capitalised terms herein shall have the meaning given to them in the Invitation.

(if applicable)

There is no provision for a sworn statement in [...] (country of incorporation) and / or in [...] (country of registered seat of the company).

In the capacity of [...] (position).

Authorised to sign this statement in the name [...] (full company name).

(signature)

Name:

(attestation of signature by a competent authority having the right to provide signature verification in the applicable jurisdiction)

II. TEMPLATE FOR NATURAL PERSONS

From:

[Please insert name, address and tax ID number (if any) of the Interested Party]

(the “Interested Party”)

To:

Hellenic Republic Asset Development Fund S.A.

6 Karageorgi Servias str.

105 62 Athens

Greece

(the “Fund”)

[place], [date]

Dear Sirs,

RE: Exploitation of the cruise activity in the Port of Katakolon, in a section of the old port of Patras and in a section of the central port of Kavala – Compliance with criteria set out in subparagraph 7, of paragraph 1.1 of Annex A of the Invitation.

I, the undersigned [...] (full name), son / daughter of [...] (father's full name) and of [...] (mother's full name), holder of the [...] (country) passport / identity card no. [...] (no. of the passport / identity card) issued by [...] (the authority that issued the passport / identity card) on [...] (date of the issuance of the passport / identity card), [...] (country) citizen, born in [...] (place of birth, town and country) on [...] (date of birth), resident of [...] (country - town - street - postal code), hereby declare in connection with the submission of an Expression of Interest by myself in the tender process which was called by virtue of the Invitation to Submit an Expression of Interest dated 23.12.2024 which was issued by the Fund (the “Invitation”) for the award of (a) the Port of Katakolon Concession Agreement, (b) the Port of Patras Cruise Sub-concession Agreement, and (c) the Central Port of Kavala Cruise Sub-concession Agreement that:

(i) I am not subject to rehabilitation proceedings (*or in case the Interested Party is subject to rehabilitation proceedings: I am complying with the terms of the rehabilitation agreement as approved by a court order, have not violated any of its obligations under this agreement and there is no event of termination of this agreement*).

(ii) I have not failed to comply with the obligations under Article 29 para 3 of the Law on award and execution of Concession Agreements.

(iii) There is no conflict of interest situation within the meaning of the provisions of Article 35 of the Law on award and execution of Concession Agreements (Law 4413/2016), as applicable.

(iv) I have not been found guilty of serious misrepresentations in supplying the information required for verification of the grounds for disqualification or the fulfilment of the Prequalification Criteria, nor have they concealed such information and I am able to submit the required documents supporting such information.

(v) I have not undertaken to unduly influence the decision making process of the Fund, to obtain confidential information that may result in unfair advantages for me in the Tender Process or to provide by negligence or by fault misleading information that may have a material influence on the decisions of the Fund concerning disqualification or selection or award of the Tender Process.

(vi) I am not subject to United Nations (UN) sanctions and/or European Union restrictive measures (the "EU") implemented pursuant to any EU Regulation based on Article 215 of the Treaty on the Functioning of the European Union (OJ L 326) or Decision adopted within the framework of the EU's Common Foreign and Security Policy (including Council Regulation (EU) No 833/2014 of 31 July 2014, concerning restrictive measures in view of Russia's actions destabilising the situation in Ukraine, as amended and in force), and I do not act on behalf of or at the direction of an entity subject to such sanctions or restrictive measures.

Unless otherwise specified herein, capitalised terms herein shall have the meaning given to them in the Invitation.

(if applicable)

There is no provision for a sworn statement in [...] (country of origin).

(signature)

Full name:

(attestation of signature by a competent authority having the right to provide signature verification in the applicable jurisdiction)

STATEMENT TEMPLATE 2 – VALIDITY AND ACCURACY OF THE SUPPORTING DOCUMENTATION SUBMITTED

I. TEMPLATE FOR LEGAL ENTITIES

From:

[Please insert name, address and tax ID number (if any) of the Interested Party or in case of a Consortium, each Consortium Member]

(the “**Interested Party**”)

To:

Hellenic Republic Asset Development Fund S.A.

6 Karageorgi Servias str.

105 62 Athens

Greece

(the “**Fund**”)

[place], [date]

Dear Sirs,

RE: Exploitation of the cruise activity in the Port of Katakolon, in a section of the old port of Patras and in a section of the central port of Kavala – Declaration for the validity and accuracy of the Supporting Documentation submitted.

I / we, the undersigned [...] (full name), son / daughter of [...] (father's full name) and of [...] (mother's full name), holder of the [...] (country) passport / identity card no. [...] (no. of the passport / identity card) issued by [...] (the authority that issued the passport / identity card) on [...] (date of the issuance of the passport / identity card), [...] (country) citizen, born in [...] (place of birth, town and country) on [...] (date of birth), resident of [...] (country - town - street - postal code), {in case where there are more than one legal representative of the company, the details of all representatives that sign must be filled in} acting in my / our capacity as legal representative(s) of the legal entity under the corporate name [...] (full company name), established under the laws of [...] (country), with company registration number [...] and registered offices at [...] (country - town - street - postal code), with [...] (country) tax registration number [...], hereby declare in connection with the submission of an Expression of Interest by the company / consortium [...] (name of the Interested Party) in the tender process which was called by virtue of the Invitation to

Submit an Expression of Interest dated 23.12.2024 which was issued by the Fund (the “**Invitation**”) for the award of (a) the Port of Katakolon Concession Agreement, (b) the Port of Patras Cruise Sub-concession Agreement, and (c) the Central Port of Kavala Cruise Sub-concession Agreement (the “**Tender Process**”) that:

All information, statements, declarations, Supporting Documentation and other accompanying documents we have submitted together with our Expression of Interest, are true, valid and accurate and we have not concealed any information related to the Tender Process and the Transactions according to the provisions of the Invitation.

Unless otherwise specified herein, capitalised terms herein shall have the meaning given to them in the Invitation.

(if applicable)

There is no provision for a sworn statement in [...] (country of incorporation) and / or in [...] (country of registered seat of the company).

In the capacity of [...] (position).

Authorised to sign this statement in the name [...] (full company name).

(signature)

Full Name:

(attestation of signature by a competent authority having the right to provide signature verification in the applicable jurisdiction)

II. **TEMPLATE FOR NATURAL PERSONS**

From:

[Please insert name, address and tax ID number (if any) of the Interested Party]

(the “**Interested Party**”)

To:

Hellenic Republic Asset Development Fund S.A.

6 Karageorgi Servias str.

10562 Athens

Greece

(the “**Fund**”)

[place], [date]

Dear Sirs,

RE: Exploitation of the cruise activity in the Port of Katakolon, in a section of the old port of Patras and in a section of the central port of Kavala – Declaration for the validity and accuracy of the Supporting Documentation submitted.

I, the undersigned [...] (full name), son / daughter of [...] (father's full name) and of [...] (mother's full name), holder of the [...] (country) passport / identity card no. [...] (no. of the passport / identity card) issued by [...] (the authority that issued the passport / identity card) on [...] (date of the issuance of the passport / identity card), [...] (country) citizen, born in [...] (place of birth, town and country) on [...] (date of birth), resident of [...] (country - town - street - postal code), hereby declare in connection with the submission of an Expression of Interest by myself in the tender process which was called by virtue of the Invitation to Submit an Expression of Interest dated 23.12.2024 which was issued by the Fund (the “**Invitation**”) for the award of (a) the Port of Katakolon Concession Agreement, (b) the Port of Patras Cruise Sub-concession Agreement, and (c) the Central Port of Kavala Cruise Sub-concession Agreement (the “**Tender Process**”), that:

All information, statements, declarations, Supporting Documentation and other accompanying documents I have submitted together with my Expression of Interest, are true, valid and accurate

and I have not concealed any information related to the Tender Process and the Transactions according to the provisions of the Invitation.

Unless otherwise specified herein, capitalised terms herein shall have the meaning given to them in the Invitation.

(if applicable)

There is no provision for a sworn statement in [...] (country of origin).

(signature)

Full name:

(attestation of signature by a competent authority having the right to provide signature verification in the applicable jurisdiction)

STATEMENT TEMPLATE 3 – DECLARATION OF SHAREHOLDER STRUCTURE

TEMPLATE FOR LEGAL ENTITIES

From:

[Please insert name, address and tax ID number (if any) of the Interested Party or in case of a Consortium, each Consortium Member] (the “**Interested Party**”)

To:

Hellenic Republic Asset Development Fund S.A.

6 Karageorgi Servias str.

105 62 Athens

Greece

(the “**Fund**”)

[place], [date]

Dear Sirs,

RE: Exploitation of the cruise activity in the Port of Katakolon, in a section of the old port of Patras and in a section of the central port of Kavala – Declaration of shareholder.

I / we, the undersigned [...], son / daughter of [...] (father's full name) and of [...] (mother's full name), holder of the [...] (country) passport / identity card no. [...] (no. of the passport / identity card) issued by [...] (the authority that issued the passport / identity card) on [...] (date of the issuance of the passport / identity card), [...] (country) citizen, born in [...] (place of birth, town and country) on [...] (date of birth), resident of [...] (country - town - street - postal code), {in case where there are more than one legal representatives of the company, the details of all representatives that sign must be filled in} acting in my / our capacity as legal representative(s) of the legal entity under the corporate name [...] (full company name), established under the laws of [...] (country), with company registration number [...] and registered offices at [...] (country - town - street - postal code), with [...] (country) tax registration number [...], hereby declare in connection with the submission of an Expression of Interest by the company / consortium [...] (name of the Interested Party) in the tender process which was called by virtue of the Invitation to Submit an Expression of Interest dated 23.12.2024 which was issued by the Fund (the “**Invitation**”) for the award of (a) the Port of Katakolon Concession Agreement, (b) the Port of Patras Cruise Sub-concession Agreement, and (c) the Central Port of Kavala Cruise Sub-concession Agreement, that:

The full details of our company's shareholder structure are as follows:

(The legal entity must also include the identification of the natural persons [full name, father's name, mother's name, identity card or passport number, nationality, full address of residence, VAT number (if any)], which are the ultimate real beneficiaries of the legal entities, being either shareholders of the Interested Party or shareholders of the shareholders of the Interested Party, etc.).

(if applicable)

Our company is listed on [...] (the regulated stock exchange market in EU or EEA or OECD) (the "**Authority**") / Our company is authorised for trading by [...] (the competent public financial services authority in EU or EEA or OECD) (the "**Authority**").

Or (for Private Equity Firms/Funds)

Our investment / fund manager is / are regulated by [...] (the competent financial authority in an EU or EEA or OECD jurisdiction) (the "**Authority**").

(if applicable)

The Authority does not issue any certification as proof that the company / investment or fund manager (as applicable) is listed / authorised for trading / regulated (as applicable). Information on such registration can be found in the following link [...].

(if applicable)

There is no provision for a sworn statement in [...] (country of incorporation) and / or in [...] (country of registered seat of the company).

Unless otherwise specified herein, capitalised terms herein shall have the meaning given to them in the Invitation.

In the capacity of [...] (position).

Authorised to sign this statement in the name [...] (full company name).

(signature)

Full Name:

(attestation of signature by a competent authority having the right to provide signature verification in the applicable jurisdiction)

**STATEMENT TEMPLATE 4 – DECLARATION OF NOT ISSUANCE OF SUPPORTING DOCUMENTATION
AT THE COUNTRY OF INCORPORATION / REGISTERED SEAT OF THE LEGAL ENTITY / THE COUNTRY
OF ORIGIN FOR NATURAL PERSONS**

I. TEMPLATE FOR LEGAL ENTITIES

From:

[Please insert name, address and tax ID number (if any) of the Interested Party or in case of a Consortium, each Consortium Member makes a separate statement]

(the “**Interested Party**”)

To:

Hellenic Republic Asset Development Fund S.A.

6 Karageorgi Servias str.

105 62 Athens

Greece

(the “**Fund**”)

[place], [date]

Dear Sirs,

RE: Exploitation of the cruise activity in the Port of Katakolon, in a section of the old port of Patras and in a section of the central port of Kavala Declaration for not issuance of tender document required under paragraph [...] of Annex A to the Invitation to [...] (the country of incorporation), and/or to [...] (country of registered seat of the legal entity).

I / we, the undersigned [...], son / daughter of [...] (father's full name) and of [...] (mother's full name), holder of the [...] (country) passport / identity card no. [...] (no. of the passport / identity card) issued by [...] (the authority that issued the passport / identity card) on [...] (date of the issuance of the passport / identity card), [...] (country) citizen, born in [...] (place of birth, town and country) on [...] (date of birth), resident of [...] (country - town - street - postal code), {in case where there are more than one legal representatives of the company, the details of all representatives that sign must be filled in} acting in my / our capacity as legal representative(s) of the legal entity under the corporate name [...] (full company name), established under the laws of [...] (country), with company registration number [...] and registered offices at [...] (country - town - street - postal

code), with [...] (country) tax registration number [...], hereby declare in connection with the submission of an Expression of Interest by the company / consortium [...] (name of the Interested Party) in the tender process which was called by virtue of the Invitation to Submit an Expression of Interest dated 23.12.2024 which was issued by the Fund (the “**Invitation**”) for the award of (a) the Port of Katakolon Concession Agreement, (b) the Port of Patras Cruise Sub-concession Agreement, and (c) the Central Port of Kavala Cruise Sub-concession Agreement, that:

the [...] (description of the document) required under paragraph [...] of Annex A of the Invitation cannot be issued in [...] (country of incorporation) and / or in [...] (country of registered seat of the company).

(This statement must also confirm the facts that would have been certified if the certificate existed, as required by the Invitation)

(if applicable)

There is no provision for a sworn statement in [...] (country of incorporation) and / or in [...] (country of registered seat of the company).

Unless otherwise specified herein, capitalised terms herein shall have the meaning given to them in the Invitation.

In the capacity of [...] (position).

Authorised to sign this statement in the name [...] (full company name).

(signature)

Name:

(attestation of signature by a competent authority having the right to provide signature verification in the applicable jurisdiction)

II. TEMPLATE FOR NATURAL PERSONS

From:

[Please insert name, address and tax ID number (if any) of the Interested Party]

(the “**Interested Party**”)

To:

Hellenic Republic Asset Development Fund S.A.

6 Karageorgi Servias Str.

105 62 Athens

Greece

(the “**Fund**”)

[place], [date]

Dear Sirs,

RE: Exploitation of the cruise activity in the Port of Katakolon, in a section of the old port of Patras and in a section of the central port of Kavala – Declaration for the not issuance of tender document required under paragraph [...] of Annex A to the Invitation to [...] (the country of incorporation), and/or to [...] (country of registered seat of the legal entity).

I, the undersigned [...] (full name), son / daughter of [...] (father's full name) and of [...] (mother's full name), holder of the [...] (country) passport / identity card no. [...] issued by [...] (the authority that issued the passport / identity card) on [...] (date of the issuance of the passport / identity card), [...] (country) citizen, born in [...] (place of birth, town and country) on [...] (date of birth), resident of [...] (country - town - street - postal code), hereby declare in connection with the submission of an Expression of Interest by myself in the tender process which was called by virtue of the Invitation to Submit an Expression of Interest dated 23.12.2024 which was issued by the Fund (the “**Invitation**”) for the award of (a) the Port of Katakolon Concession Agreement, (b) the Port of Patras Cruise Sub-concession Agreement, and (c) the Central Port of Kavala Cruise Sub-concession Agreement (the “**Tender Process**”), that:

the [...] (description of the document) required under paragraph [...] of Annex A of the Invitation cannot be issued in [...] (country of origin).

(This statement must also confirm the facts that would have been certified if the certificate existed, as required by the Invitation)

(if applicable)

There is no provision for a sworn statement in [...] (country of origin).

Unless otherwise specified herein, capitalised terms herein shall have the meaning given to them in the Invitation.

(signature)

Name:

(attestation of signature by a competent authority having the right to provide signature verification in the applicable jurisdiction)

STATEMENT TEMPLATE 5 – COMPLIANCE WITH FINANCIAL CAPACITY CRITERIA

From:

[Please insert name, address and tax ID number (if any) of the Interested Party or, in case of a Consortium, each Consortium Member]

(the “**Interested Party**”)

To:

Hellenic Republic Asset Development Fund S.A.

6 Karageorgi Servias str.

105 62 Athens

Greece

(the “**Fund**”)

[place], [date]

Dear Sirs,

RE: Exploitation of the cruise activity in the Port of Katakolon, in a section of the old port of Patras and in a section of the central port of Kavala – Compliance with Financial Capacity Criteria.

I / we, the undersigned [...] (full name), son / daughter of [...] (father's full name) and of [...] (mother's full name), holder of the [...] (country) passport / identity card no. [...] issued by [...] (the authority that issued the passport/ identity card) on [...] (date of the issuance of the passport / identity card), [...] (country) citizen, born in [...] (place of birth, town and country) on [...] (date of birth), resident of [...] (country - town - street - postal code) {in case where there are more than one legal representatives of the company, the details of all representatives that sign must be filled in}, acting in my / our capacity as legal representative(s) of the legal entity under the corporate name [...] (full company name), established under the laws of [...] (country), with company registration number [...] and registered offices at [...] (country -town - street - postal code), with [...] (country) tax registration number [...], hereby declare in connection with the submission of an Expression of Interest by the company /consortium[...] (name of the Interested Party) in participating in the tender process which was called by virtue of the Invitation to Submit an Expression of Interest dated 23.12.2024 which was issued by the Fund (the “**Invitation**”) for the award of (a) the Port of Katakolon Concession Agreement, (b) the Port of Patras Cruise Sub-concession Agreement, and (c) the Central Port of Kavala Cruise Sub-concession Agreement that:

[...] (name of the Interested Party) satisfies the Financial Capacity Criterion set out in paragraph 4.2.3 of the Invitation as follows:

A. Single Interested Party or Third Party
--

Table A1 - Corporate entity

Year	Annual (consolidated if applicable) shareholder's total equity	Average annual (consolidated if applicable) shareholders' total equity [A]+[B]+[C] <hr/> 3
	[A]	
	[B]	
	[C]	

Table A2 - Private Equity Firm/Fund

Year	Committed, undisbursed and uninvested funds in the financial year prior to the Submission Deadline
As of year n* end	

*Where year n means the most recent financial year prior to the Submission Deadline.

Table A3 - Natural Person

Date*	Personal net worth components	Total personal net worth [A] + [B]
	Cash deposits in a bank or other credit institution [A]	
	Liquid and transferable securities [B]	

*Not older than three (3) months compared to the Submission Deadline.

B. Consortium

[For each Consortium Member, prior to filling in Table B below, Tables A1 or A2 or A3 should be filled in depending on whether the Consortium Member is a Corporate Entity, Private Equity Firm/Fund or a Natural Person, stating the identity of the Consortium Member to which they apply.]

Table B - Consortium

Column	(1)	(2)	(3)	(4)	(5)
Consortium Member	Average annual (consolidated if applicable) shareholders' total equity (Corporate Entity)	Committed, undisbursed and uninvested funds (Private Equity Firm/Fund)	Personal net worth (Natural Person)	Consortium Member's participation in the Consortium, expressed as a percentage	Consortium Member's weighted criteria (1) or (2) or (3) times (4)
Member A					
Member B					
Member C					
...
Total				100%	Total of column 5

[If an Interested Party or Consortium Member or Third Party records financial statements in a currency other than Euro, the Interested Party must convert the required amounts to Euro and present the currency exchange rate used for the conversion to Euro, which must be the currency exchange rate on the last day of the relevant financial year or in case that certificates / bank statements are presented, the currency exchange rate as of date of those certificates / statements, in all cases as published by the European Central Bank. In the event that the exchange rate is not published by the European Central Bank, the rate of the Central Bank of the country where the financial statements of the Interested Party or Consortium Member or Third Party are issued shall be used.

In case of discrepancies between the above table and the financial statements or the relevant certificates / statements the latter documentation shall prevail.]

(if applicable)

There is no provision for a sworn statement in [...] (country of incorporation) and / or in [...] (country of registered seat of the company).

Unless otherwise specified herein, capitalised terms herein shall have the meaning given to them in the Invitation.

In the capacity of [...] (position).

Authorised to sign this statement in the name [...] (full company name).

(signature)

Name:

(attestation of signature by a competent authority having the right to provide signature verification in the applicable jurisdiction)

STATEMENT TEMPLATE 6 – THIRD PARTY / CONSORTIUM MEMBER COMPLIANCE WITH FINANCIAL CAPACITY CRITERIA

From:

[Please insert name, address and tax ID number (if any) of the Third Party]

(the “**Third Party**”)

To:

Hellenic Republic Asset Development Fund S.A.

6 Karageorgi Servias Str.

105 62 Athens

Greece

(the “**Fund**”)

[place], [date]

Dear Sirs,

RE: Exploitation of the cruise activity in the Port of Katakolon, in a section of the old port of Patras and in a section of the central port of Kavala – Third Party/ Consortium Member compliance with Financial Capacity Criterion.

I / we, the undersigned [...] (full name), son / daughter of [...] (father's full name) and of [...] (mother's full name), holder of the [...] (country) passport / identity card no. [...] issued by [...] (the authority that issued the passport / identity card) on [...] (date of the issuance of the passport / identity card), [...] (country) citizen, born in [...] (place of birth, town and country) on [...] (date of birth), resident of [...] (country - town - street - postal code) {in case where there are more than one legal representatives of the company, the details of all representatives that sign must be filled in}, acting in my / our capacity as legal representative(s) of the legal entity under the corporate name [...] (full company name), established under the laws of [...] (country), with company registration number [...] and registered offices at [...] (country - town - street - postal code), with [...] (country) tax registration number [...], hereby declare in connection with the submission of an Expression of Interest by [...] (name of the Interested Party) in the tender process which was called by virtue of the Invitation to Submit an Expression of Interest dated 23.12.2024 which was issued by the Fund (the “**Invitation**”) for the award

of (a) the Port of Katakolon Concession Agreement, (b) the Port of Patras Cruise Sub-concession Agreement, and (c) the Central Port of Kavala Cruise Sub-concession Agreement, that:

(i) the [...] (full company name), which I / we represent, is a Third Party, as defined in the Invitation, of [...] (name of the Interested Party or Consortium Member, as the case may be) and satisfies the Financial Capacity Criterion set out in paragraph 4.2.3 of the Invitation and shall unconditionally place all necessary financial resources at the disposal of [...] (name of the Interested Party) until the completion of the relevant Transaction and for as long after may be required by the Request for Binding Offers and / or (Sub-)Concession Agreement and / or other documents that will be signed in the context of the relevant Transaction;

(ii) the [...] (full company name), which I / we represent, shall incur full liability towards the Fund in case the conditions stipulated in paragraph 4.2.3 of the Invitation are not met.

Unless otherwise specified herein, capitalised terms herein shall have the meaning given to them in the Invitation.

(if applicable)

There is no provision for a sworn statement in [...] (country of incorporation) and / or in [...] (country of registered seat of the company).

In the capacity of [...] (position).

Authorised to sign this statement in the name [...] (full company name).

(signature)

Name:

(attestation of signature by a competent authority having the right to provide signature verification in the applicable jurisdiction)

STATEMENT TEMPLATE 7 – DECLARATION OF NO REQUIREMENT FOR AUDIT / PUBLICATION OF FINANCIAL STATEMENTS

From:

[Please insert name, address and tax ID number (if any) of the Interested Party or in case of a Consortium, each Consortium Member]

(the “**Interested Party**”)

To:

Hellenic Republic Asset Development Fund S.A.

6 Karageorgi Servias Str.

105 62 Athens

Greece

(the “**Fund**”)

[place], [date]

Dear Sirs,

RE: Exploitation of the cruise activity in the Port of Katakolon, in a section of the old port of Patras and in a section of the central port of Kavala – Declaration for not auditing/publication of financial statements.

I / we, the undersigned [...] (full name), son / daughter of [...] (father's full name) and of [...] (mother's full name), holder of the [...] (country) passport / identity card no. [...] issued by [...] (the authority that issued the passport / identity card) on [...] (date of the issuance of the passport / identity card), [...] (country) citizen, born in [...] (place of birth, town and country) on [...] (date of birth), resident of [...] (country - town - street - postal code) {in case where there are more than one legal representatives of the company, the details of all representatives that sign must be filled in}, acting in my / our capacity as legal representative(s) of the legal entity under the corporate name [...] (full company name), established under the laws of [...] (country), with company registration number [...] and registered offices at [...] (country - town - street - postal code), with [...] (country) tax registration number [...], hereby declare in connection with the submission of an Expression of Interest by the company / consortium [...] (name of the Interested Party) in the tender process which was called by virtue of the Invitation to Submit an Expression of Interest dated 23.12.2024 which was issued by the Fund (the “**Invitation**”) for the award of (a) the Port of Katakolon Concession Agreement, (b) the Port of Patras

Cruise Sub-concession Agreement, and (c) the Central Port of Kavala Cruise Sub-concession Agreement, that:

(if applicable)

Auditing of financial statements is not required by the law in [...] (country of current registered seat of the company).

(if applicable)

Publication of financial statements is not required by the law in [...] (country of current registered seat of the company).

(if applicable)

There is no provision for a sworn statement in [...] (country of incorporation) and / or in [...] (country of registered seat of the company).

Unless otherwise specified herein, capitalised terms herein shall have the meaning given to them in the Invitation.

In the capacity of [...] (position).

Authorised to sign this statement in the name [...] (full company name).

(signature)

Name:

(attestation of signature by a competent authority having the right to provide signature verification in the applicable jurisdiction)

STATEMENT TEMPLATE 8 – DECLARATION OF COMPLIANCE WITH TECHNICAL CAPACITY CRITERIA*[To be submitted during Phase B of the Tender Process]*

From:

[Please insert name, address and tax ID number (if any) of the Interested Party or in case of a Consortium, each Consortium Member]

(the “**Prequalified Investor**”)

To:

Hellenic Republic Asset Development Fund S.A.

6 Karageorgi Servias Str.

105 62 Athens

Greece

(the “**Fund**”)

[place], [date]

Dear Sirs,

RE: Exploitation of the cruise activity in the Port of Katakolon, in a section of the old port of Patras and in a section of the central port of Kavala – Declaration of compliance with Technical Capacity Criteria.

I / we, the undersigned [...] (*full name*), son / daughter of [...] (*father's full name*) and of [...] (*mother's full name*), holder of the [...] (*country*) passport / identity card no. [...] issued by [...] (*the authority that issued the passport/ identity card*) on [...] (*date of the issuance of the passport / identity card*), [...] (*country*) citizen, born in [...] (*place of birth, town and country*) on [...] (*date of birth*), resident of [...] (*country - town - street - postal code*) {*in case where there are more than one representatives of the company, the details of all representatives that sign must be filled in, or in case of a Consortium, the details of the representatives of all Consortium Members or of the Joint Representative, if appointed, must be filled in*}, acting in my/our capacity as legal representative(s)/duly authorised representative(s) of the legal entity under the corporate name [...] (*full company name*), established under the laws of [...] (*country*), with company registration number [...] and registered offices at [...]

(country -town - street - postal code), with [...] (country) tax registration number [...],) {in case of a Consortium the details of all Consortium Members must be filled in} hereby declare in connection with the tender process which was called by virtue of the Invitation to Submit an Expression of Interest dated 23.12.2024 which was issued by the Fund (the “**Invitation**”) for the award of (a) the Port of Katakolon Concession Agreement, (b) the Port of Patras Cruise Sub-concession Agreement, and (c) the Central Port of Kavala Cruise Sub-concession Agreement as supplemented by the terms of the Request for Binding Offers issued on [...] (the “**RfBO**”), that:

Capitalised terms not defined herein shall be used as defined in the RfBO.

[...] (name of the Prequalified Investor or Consortium Member) satisfies the Technical Capacity Criteria set out in paragraph 4.2.4 of the Invitation as follows:

I. The requirement for at least three (3) consecutive years of experience in managing and operating a cruise terminal or facility, in a commercial port anywhere in the world, within the last ten (10) years prior to the Submission Deadline is fulfilled, given that the [...] (name of the Prequalified Investor or Consortium Member) manages and operates during the years [...]–[...] (Please mention the three consecutive years of last decade prior to the Submission Deadline) of the [...] (Please mention the cruise terminal or facility on which you rely for the fulfilment of the Technical Capacity Criteria)

II. The requirement for the required average throughput of passengers/year, for three (3) consecutive years within the last ten (10) years prior to the Submission Deadline is fulfilled based on the data reflected in the following Table regarding (Please mention the cruise terminal or facility on which you rely for the fulfilment of the Technical Capacity Criteria):

	Year 1	Year 2	Year 3	Average of Years 1-3 [Lot 1 ≥ 200.000] [Lot 2 ≥ 20.000]
Financial Year:				
Total annual passenger throughput				

[The annual financial statements (and/or reports) for the corresponding financial years are submitted as proof [Provided that the fulfilment of the Technical Capacity Criteria is demonstrated by these documents. Otherwise, a certificate from a competent Authority or an official document issued by a

third party, or a certificate prepared by a Statutory Auditor Accountant or equivalent documents proving to the Fund the sufficient fulfilment of the Technical Capacity Criteria, must be submitted.]

[If the law in the country of the registered seat of the Prequalified Investor (or Consortium Member) does not require the compilation of audited annual reports, the Prequalified Investor shall submit a Declaration confirming that auditing is not required pursuant to its applicable legislation, accompanied by the unaudited annual reports.]*

*[*The Third Party providing the Technical Capability must provide corresponding evidence of its experience as mentioned above.]*

[If an Interested Party or Consortium Member or Third Party records financial statements in a currency other than Euro, the Interested Party must convert the required amounts to Euro and present the currency exchange rate used for the conversion to Euro, which must be the currency exchange rate on the last day of the relevant financial year or in case that certificates / bank statements are presented, the currency exchange rate as of date of those certificates / statements, in all cases as published by the European Central Bank. In the event that the exchange rate is not published by the European Central Bank, the rate of the Central Bank of the country where the financial statements of the Interested Party or Consortium Member or Third Party are issued shall be used. In case of discrepancies between the above table and the financial statements or the relevant certificates / statements the latter documentation shall prevail.]*

[In case the Prequalified Investor (or Consortium Member) fulfils the Technical Capacity Criteria due to its participation of at least 34% in a legal entity which itself fulfils the Technical Capacity Criteria, {according to the provisions of the RfBO} the above table(s) must be filled in with the data of such entity together with the following statement:

[...] (name of the Prequalified Investor or Consortium Member) (a) is a shareholder of the company under the corporate name [...] (full company name), established under the laws of [...] (country), with company registration number [...] and registered offices at [...] (country - town - street - postal code), with [...] (country) tax registration number [...], which satisfies the Technical Capacity Criteria set out in paragraph 4.2.4 of the Invitation as demonstrated above, with a participation percentage of [...] % in said company.

**Prequalified Investor (or Consortium Member) must provide adequate proof of such shareholding. The above-mentioned Supporting Documentation will be evaluated on a case-by-case basis, and it will be up to the Fund to determine whether they are sufficient and satisfactory]*

Authorised to sign this statement in the name of *[insert name of Prequalified Investor]*

Name:

Title:

OR IN CASE OF CONSORTIUM

Authorised to sign this statement in the name of *[insert name of the relevant Consortium Member]*

Name:

Title:

Authorised to sign this statement in the name of [insert name of the relevant Consortium Member]

Name:

Title:

[Please ensure that the representatives of all Consortium Members have signed. For practical purposes, this letter may be executed and submitted in counterparts, each signed (with signature verification) on behalf of one or more Consortium Members, provided that the Offer is submitted complete with the counterparts for all Consortium Members]

OR

Authorised to sign this statement in the name of *[insert name of the Consortium]*

Name:

Title: Joint Representative

[Please note that the signatures must be attested by a competent authority having the right to provide signature verification in the applicable jurisdiction]

STATEMENT TEMPLATE 9 - TEMPLATE OF THIRD PARTY'S DECLARATION REGARDING TECHNICAL CAPACITY CRITERIA

[To be submitted during Phase B of the Tender Process]

From:

[Please insert name, address and tax ID number (if any) of the Third Party or in case of a Consortium, each Consortium Member]

(the “**Third Party**”)

To:

Hellenic Republic Asset Development Fund S.A.

6 Karageorgi Servias Str.

105 62 Athens

Greece

(the “**Fund**”)

[place], [date]

Dear Sirs,

RE: Exploitation of the cruise activity in the Port of Katakolon, in a section of the old port of Patras and in a section of the central port of Kavala – Third Party's declaration regarding Technical Capacity Criteria.

I / we, the undersigned [...] (*full name*), son / daughter of [...] (*father's full name*) and of [...] (*mother's full name*), holder of the [...] (*country*) passport / identity card no. [...] issued by [...] (*the authority that issued the passport/ identity card*) on [...] (*date of the issuance of the passport / identity card*), [...] (*country*) citizen, born in [...] (*place of birth, town and country*) on [...] (*date of birth*), resident of [...] (*country - town - street - postal code*) {*in case where there are more than one representatives of the company, the details of all representatives that sign must be filled in*}, acting in my/our capacity as legal

representative(s)/duly authorised representative(s) of the legal entity under the corporate name [...] (*full company name*), established under the laws of [...] (*country*), with company registration number [...] and registered offices at [...] (*country - town - street - postal code*), with [...] (*country*) tax registration number [...],) hereby declare in connection with the submission of a binding offer by [...] (*name of the Prequalified Investor*) (the “**Prequalified Investor**”) in the tender process which was called by virtue of the Invitation to Submit an Expression of Interest dated 23.12.2024 which was issued by the Fund (the “**Invitation**”) for the award of (a) the Port of Katakolon Concession Agreement, (b) the Port of Patras Cruise Sub-concession Agreement, and (c) the Central Port of Kavala Cruise Sub-concession Agreement as supplemented by the terms of the Request for Binding Offers issued on [...] (the “**RfBO**”), that:

Capitalised terms not defined herein shall be used as defined in the RfBO.

(i) [...] (*full company name*), which I / we represent, is a Third Party of [...] (*name of the Prequalified Investor or Consortium Member, as the case may be*) and satisfies the Technical Capacity Criteria set out in paragraph 4.2.4 of the Invitation as follows:

I. The requirement for at least three (3) consecutive years of experience in managing and operating a cruise terminal or facility, in a commercial port anywhere in the world, within the last ten (10) years prior to the Submission Deadline is fulfilled, given that the [...] (*name of the Prequalified Investor or Consortium Member or the Third Party*) has/had been managing and operating during the years [...]-[...] (*Please mention the three consecutive years of last decade prior to the Submission Deadline*) of the [...] (*Please mention the cruise terminal or facility on which you rely for the fulfilment of the Technical Capacity Criteria*)

II. The requirement for the required average throughput of passengers/year, for three (3) consecutive years within the last ten (10) years prior to the Submission Deadline is fulfilled based on the data reflected in the following Table regarding the (*Please mention the cruise terminal or facility on which you rely for the fulfilment of the Technical Capacity Criteria*):

	Year 1	Year 2	Year 3	Average of Years 1-3 [Lot 1 ≥ 200.000] [Lot 2 ≥ 20.000]
Financial Year:				
Total annual passenger throughput				

To support the proof, the following are submitted: [please describe the relevant proof in accordance with the provision of Statement Template 8].

[If the law in the country of the registered seat of the Third Party does not require the compilation of audited annual reports, the Prequalified Investor shall submit a Declaration confirming that auditing is not required pursuant to its applicable legislation, accompanied by the unaudited annual reports.]*

(ii) the [...] (*full company name*), which I / we represent, shall unconditionally place all necessary technical resources at the disposal of [...] (*name of the Prequalified Investor*) for as long after may be required by the RfBO and / or other documents that will be signed in the context of the Transactions;

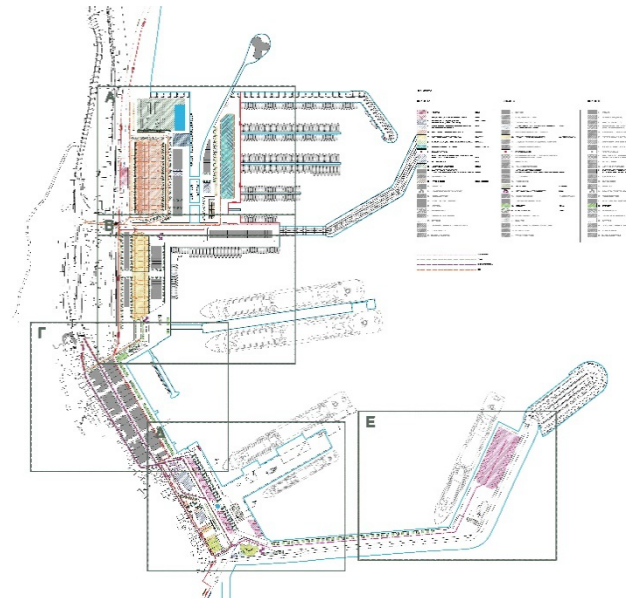
(iii) the [...] (*full company name*), which I / we represent, shall incur joint and several liability with the Prequalified Investor towards the Fund in case that the conditions stipulated in paragraph 4.2.4 of the Invitation are not met.

Authorised to sign this statement in the name of [*insert name of Third Party*]

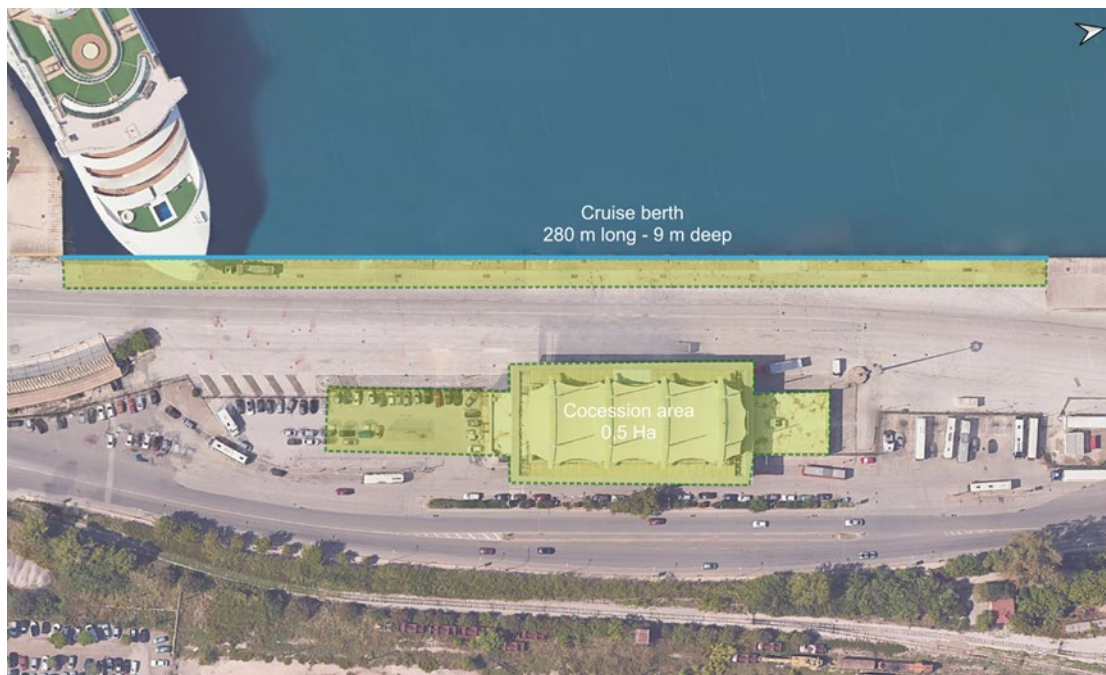
Name:

Title:

[Please note that the signature(s) must be attested by a competent authority having the right to provide signature verification in the applicable jurisdiction]

ANNEX C – PORT LAND ZONE TO BE CONCEDED**C.1. PORT OF KATAKOLON****C.1.1 Indicative concession perimeter of the Port of Katakolon****C.1.2 General overview of the Port of Katakolon (left) and extract of the latest masterplan (right)**

C.2.1 Indicative sub-concession perimeter of the Port of Patras



C.2.2 General overview of the Port of Patras (left) & extract of the latest masterplan (right)

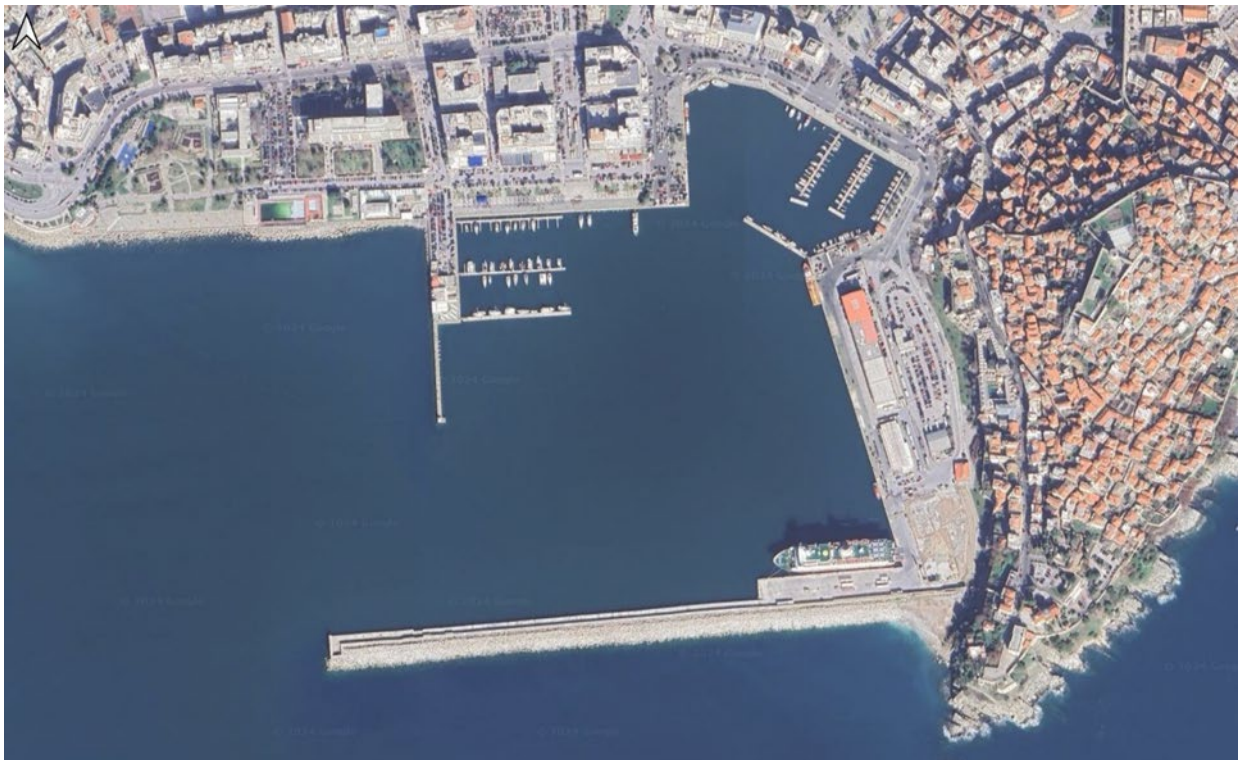


C.3. PORT OF KAVALA

C.3.1 Indicative sub-concession perimeter of the Port of Kavala



C.3.2 General overview of the Central Port of Kavala



Currently, visiting cruise vessels berth at the south of the port basin, where two berths are available for cruise vessels: one large berth with a length of 470 m and a smaller berth with a length of 160 m (refer to image below). The latter is currently also used for ferry operations. The maximum available depth at the berths is ~8.8 m.

Current location of berthing for cruise vessels:

