



ANNEX I – Expression of Interest and relevant Appendices templates

To: European Investment Fund

Re: Alternative Lending for Sustainable Development Instrument

Call for EoI - RRFSpain ALS-2024

Attention: Mandate Origination & Relationship Management

37B avenue J.F. Kennedy

L-2968 Luxembourg

RRFSpain@eif.org

Call for Expression of Interest No.:

Call for EoI – RRFSpain ALS-2024

Deadline for the submission of the Expression of Interest:

31 March 2025

Expression of Interest for Financial Instrument:

Alternative Lending for Sustainable Development

Applicant submitting the Expression of Interest:

_____, _____

(company name, registration number / standard identification code, if applicable)

Dear Sir or Madam,

Herewith we are submitting our Expression of Interest on behalf of (Applicant) in response to the Call for Expression of Interest - RRF Spain ALS-2024 in the framework of the Facility

implemented through EIF acting as agent of the Kingdom of Spain. Capitalised expressions utilised herein shall have the meaning attributed to them in the above-mentioned Call for Expression of Interest.

The undersigned, duly authorised to represent the (Applicant), by signing this form certifies and declares that the information contained in this Expression of Interest and its Appendices is complete and correct in all its elements.

The undersigned, duly authorised to represent the (Applicant), by signing this form certifies and declares to have read the EIF Anti-Fraud Policy¹ and declares not to have made nor to make any offer of any type whatsoever from which an advantage can be derived under the ALSD instrument and not to have granted nor to grant, not to have sought nor to seek, not to have attempted nor to attempt to obtain, and not to have accepted nor to accept, any advantage, financial or in kind, to or from any party whatsoever, constituting an illegal practice or involving corruption, either directly or indirectly, as an incentive or reward relating to signing of a Commitment Agreement. The (Applicant) acknowledges and agrees, if selected, to be audited by Member State audit bodies and, potentially, other audit bodies.

The undersigned, duly authorised to represent the (Applicant), by signing this form certifies and declares that the (Applicant) does not perform illegal activities according to the applicable legislation in the countries of establishment.

Yours sincerely,

Signature(s):

Stamp of the Applicant (if applicable):

Name and position in capitals:

Applicant's name:

Place:

Date (day/month/year):

Appendices to be submitted with the Expression of Interest:

- Applicant Identification (Appendix 1)
- Business Plan (based on elements listed in Appendix 2)
- Applicant Documents (listed in Appendix 3)
- Declaration of Honour (based on template in Appendix 4)

¹ <https://www.eib.org/en/publications/anti-fraud-policy>

Appendix 1 to EXPRESSION OF INTEREST

APPLICANT IDENTIFICATION

1.1. Applicant identification

INFORMATION REQUIRED	
APPLICANT NAME	
CONTACT DETAILS	Address: Telephone: E-mail:
LEGAL FORM	
COMMERCIAL REGISTER, ETC. – REGISTRATION DETAILS	Denomination of register: Date of registration: Country of registration: Standard identification code / registration number, if applicable:

1.2. Person authorised to submit the Expression of Interest on behalf of the Applicant and appropriate evidence of such authorisation

INFORMATION REQUIRED	
TITLE	Mr/Ms/Dr/other (delete or complete as appropriate)
NAME	Surname: Forename(s):
FUNCTION	
CONTACT DETAILS	Address: Telephone: Fax: E-mail:

1.3. Contact person (if different from 1.2)

TITLE	Mr/Ms/Dr/other (delete or complete as appropriate)
NAME	Surname: Forename(s):
FUNCTION	
CONTACT DETAILS	Address: Telephone: Fax: E-mail:

Appendix 2 to EXPRESSION OF INTEREST

BUSINESS PLAN

Applicants are asked to provide an outline investment proposal (“Business Plan”) in relation to the Financial Instrument. The Business Plan shall provide concise information on the following items:

Management team

- Relevant experience;
- Composition of the team, track record, balance of skills and stability;
- Composition of the investment committee of the fund;
- Ability to provide relevant added value;
- Ability to provide adequate commitment for the life of the fund;
- Decision making and governance;
- Screening of management team members in accordance with standard market practice and with specific attention to issue related to corrupt, fraudulent, coercive or collusive practices or criminal convictions concerning their professional conduct;
- Disclosure of fund manager’s key people and ultimate beneficial owners and their respective tax domiciles as per the European AML regulation and the EIB Group AML-CFT Framework and Policy towards weakly regulated, non-transparent and non-cooperative jurisdictions and tax good governance;
- Details of the planned carried interest split among the team members of the fund;
- Details of the history of the applicant and its previous/existing business activities, particularly describing any activity having potential of conflicts of interest in relation to the fund;
- Description of appropriate measures to avoid conflicts of interests and align the interests of the fund, its managers and its investors, such measures to be in line with market practices;
- Description of potential conflicts of interest between fund manager and any entity to which the fund manager has outsourced or will outsource any services (including, for the avoidance of doubt, evaluation of investments).

Market

- Targeted market segment(s) and market needs;
- Feasibility of origination, and strategy given track record;
- Competitors in targeted market segment(s), including other sources of financing;
- Differentiation vis-à-vis competitors and unique selling proposition.

Deal Flow

- Track record of access to deals;
- Volume of deal flow;
- Quality of deals and relevance of deal flow to strategy;
- Sources of deal flow;
- Credibility of plans to develop deal flow.

Investment Strategy

- Fund stage, sector and geographical focus;
- Number of targeted investments and portfolio / capital allocation model;
- Appropriateness of the investment strategy to the market, including the average holding period;
- Risk management methodology;
- Identification of suitable and achievable exit routes for targeted investments.

Fund Size

- Fund size (minimum, target and maximum);
- Balance between fund size, strategy and expected deal flow;
- Adequacy of provision for follow on investments.

Proposed terms

- Main economic terms, including all management or similar fees, establishment costs, hurdle rate/preferred return, carried interest, catch-up, policy on any monitoring, transaction and similar fees and respective offset with the management fee;
- Operational budget of the fund;
- Indicative investment from the fund management company and/or the management team into the fund;
- Indicative capital commitments from other investors at the level of the fund;
- Legal and tax structure.

Expected returns

- Evidence that the fund is to be run on a commercial basis and that it can be expected to be financially viable.

Investor base

- Pari-passu ranking (i.e., like risk, like reward) of market-oriented investors²;
- Evidence of support from other investors;
- Co-investment strategy and rationale;
- Screening and monitoring of co-investors to the extent the information is made available to the EIF and in accordance with standard market practice;
- Expected timing of first and final closing.

² Market oriented investors mean investors operating in circumstances corresponding to the market economy investor principles, irrespective of the legal nature and ownership structure of these investors, being so-called normal economic operators in market economies.

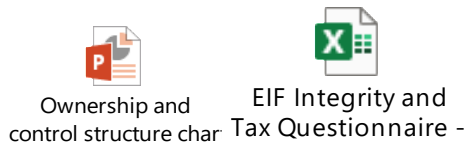
Appendix 3 to EXPRESSION OF INTEREST

LIST OF APPLICANT DOCUMENTS TO ATTACH - Know Your Customer (“KYC”)

The EIB Group has in place a counterparty due diligence process³ which takes into account, among others, factors including the type of counterparty (including sector), business relationship, product, service or transaction and country(ies) of operation. Through the EIB Group NCJ Policy⁴ and its implementing procedures, the EIB Group takes into consideration jurisdictions classified by one or more Lead Organisations for not having made sufficient progress towards satisfactory implementation of EU and/or internationally agreed standards in connection with AML-CFT and/or tax transparency/tax good governance standards. The EIB Group entities apply the counterparty due diligence measures to an extent determined on a risk-sensitive basis.

Please attach as part of the initial counterparty due diligence (or “KYC”) measures (to be completed later during the application process) the following documents with your application:

1. An excel and pdf-copy of the signed and dated Integrity Questionnaire (including ownership structure) in the form below:



2. Copy of extract of commercial register or equivalent, if applicable;
3. Copy of extract of beneficial ownership (“UBO”) register or equivalent, if applicable.

³ <https://www.eib.org/en/publications/eib-group-anti-money-laundering-and-combatting-the-financing-of-terrorism-policy>

⁴ [EIB Group Policy towards weakly regulated, non-transparent and non-cooperative jurisdictions and tax good governance](#)

Appendix 4 to EXPRESSION OF INTEREST

Declaration of Honour

The undersigned [name of the signatory(ies) of this Declaration], representing the following legal person: [name of the Applicant] (the “Financial Intermediary”)

Full official name:

Official legal form:

Full official address:

VAT registration number:

HEREBY DECLARES that:

1. The Applicant is not in any of the situations below:
 - it is bankrupt, subject to insolvency or winding-up procedures, its assets are being administered by a liquidator or by a court, it is in an arrangement with creditors, its business activities are suspended, or it is in any analogous situation arising from a similar procedure provided for under Union or national law;
 - it has been established by a final judgment or a final administrative decision that it is in breach of its obligations relating to the payment of taxes or social security contributions in accordance with the applicable law;
 - it has been established by a final judgment or a final administrative decision that it is guilty of grave professional misconduct by having violated applicable laws or regulations or ethical standards of the profession to which it belongs, or by having engaged in any wrongful conduct which has an impact on its professional credibility where such conduct denotes wrongful intent or gross negligence, including, in particular, any of the following:
 - i. fraudulently or negligently misrepresenting information required for the verification of the absence of grounds for exclusion or the fulfilment of eligibility or selection criteria or in the implementation of the legal commitment;
 - ii. entering into agreement with other persons or entities with the aim of distorting competition;
 - iii. violating intellectual property rights;
 - iv. attempting to influence the decision-making of the authorising officer responsible during the award procedure;
 - v. attempting to obtain confidential information that may confer upon it undue advantages in the award procedure;
 - it has been established by a final judgment that it is guilty of any of the following:

- i. fraud, within the meaning of Article 3 of Directive (EU) 2017/1371 of the European Parliament and of the Council (44) and Article 1 of the Convention on the protection of the European Communities' financial interests, drawn up by the Council Act of 26 July 1995 (45);
 - ii. corruption, as defined in Article 4(2) of Directive (EU) 2017/1371 or active corruption within the meaning of Article 3 of the Convention on the fight against corruption involving officials of the European Communities or officials of Member States of the European Union, drawn up by the Council Act of 26 May 1997 (46), or conduct referred to in Article 2(1) of Council Framework Decision 2003/568/JHA (47), or corruption as defined in other applicable laws;
 - iii. conduct related to a criminal organisation as referred to in Article 2 of Council Framework Decision 2008/841/JHA (48);
 - iv. money laundering or terrorist financing within the meaning of Article 1(3), (4) and (5) of Directive (EU) 2015/849 of the European Parliament and of the Council (49);
 - v. terrorist offences or offences linked to terrorist activities, as defined in Articles 1 and 3 of Council Framework Decision 2002/475/JHA (50), respectively, or inciting, aiding, abetting or attempting to commit such offences, as referred to in Article 4 of that Decision;
 - vi. child labour or other offences concerning trafficking in human beings as referred to in Article 2 of Directive 2011/36/EU of the European Parliament and of the Council (51);
 - it has shown significant deficiencies in complying with main obligations in the implementation of a legal commitment financed by the budget which has:
 - i. led to the early termination of a legal commitment;
 - ii. led to the application of liquidated damages or other contractual penalties; or
 - iii. been discovered by an authorising officer, OLAF or the Court of Auditors following checks, audits or investigations;
 - it has been established by a final judgment or final administrative decision that it has committed an irregularity within the meaning of Article 1(2) of Council Regulation (EC, Euratom) No 2988/95 (52);
 - it has been established by a final judgment or final administrative decision that it has created an entity in a different jurisdiction with the intent to circumvent fiscal, social or any other legal obligations in the jurisdiction of its registered office, central administration or principal place of business; or it has been established by a final judgment or final administrative decision that it has been created with such intent.
2. The Applicant is duly authorised – if applicable - to carry out financing activities in accordance with applicable laws and regulations;
 3. The Applicant does not perform activities, which are illegal according to the applicable legislation;

4. The Applicant complies with relevant international and EU standards and legislation, as applicable, on the prevention of money laundering, the fight against terrorism, tax fraud, tax evasion and artificial arrangements aiming at tax avoidance.
5. The Applicant is not subject to Restrictive Measures⁵.

For the purpose of the EIF Transparency Policy, as further specified in Appendix 5 below, and subject to the approval of the relevant operation by the EIF, the [Applicant], by signing this form:

[Please tick as appropriate]

- ☐ confirms that the Applicant agrees with the disclosure of summary information relevant to this transaction (the project name, the nature of the operation, the geographical focus and the relevant EIF-managed resources) in accordance with the EIF Transparency Policy, listed in Appendix 5;

OR

- ☐ declares that (i) the Applicant requests the non-disclosure of summary information relevant to this transaction (the project name, the nature of the operation, the geographical focus and the relevant EIF-managed resources) and (ii) such disclosure would undermine the protection of commercial interests relevant to the operation.

and,

- ☐ acknowledges and agrees (i) to the terms of the Terms of Confidentiality as provided in this Call, and (ii) that each of the Applicant and the EIF shall process Confidential Information (as defined under the Terms of Confidentiality) in accordance with the terms thereunder.

Full name
Signature(s)

Date (day/month/year):

⁵ As part of its due diligence process, EIF will analyse and exclude any applicant if it or any of its key persons, including ultimate beneficial owners, are subject to EU/UN/US/UK restrictive measures (sanctions), including but not limited to sanctions related to the invasion of Ukraine by the Russian Federation.

Appendix 5 EIF Transparency Policy

Within the framework of the EIF's Transparency Policy⁶ (the "EIF Transparency Policy"), EIF is committed to the guiding principle of promoting transparency with respect to its operational and institutional activities.

Pursuant to this guiding principle, and in accordance with the EIB Group approach and undertakings to promote transparency and good administrative practice, EIF has adopted the practice of publishing the minutes of the Board of Directors ("Board minutes") on its website, following their approval and signature.

The published Board minutes only indicate those operations presented for decision which have been approved and, as a general rule, contain a summary indicating the project name, the nature of the operation, the geographical focus and the relevant EIF-managed resources.

The EIF Transparency Policy also recognises the need for EIF to balance transparency with confidentiality undertakings and the protection of commercially sensitive or personal data, with a view to EIF satisfying its legal obligations to, and maintaining the confidence and trust of, its business partners, investors and third parties.

Consequently, should an application receive the relevant EIF internal authorisation for submission to EIF's Board of Directors and be approved by the Board thereafter, and should an Applicant deem that the publication of such a summary would expose sensitive or confidential information, for which there would be a compelling reason not to disclose, the Applicant shall make a declaration to that effect in the submission of the Expression of Interest resulting in the information in question being edited out of the published Board minutes and, subject to any applicable confidentiality undertakings, only being made public in connection with the signature of the operation in question.

If the EIF has not received such declaration confirming that an Applicant does not agree to the publication of the aforementioned operational overview, EIF will consider that publication is acceptable to the Applicant, if applicable, and will proceed with publication.

⁶ [EIF Transparency Policy](#)