

NEGOTIATIONS FOR THE DIRECT AWARD OF ADVISORY SERVICES

**FOR THE REVIEW, EVALUATION, SELECTION AND IMPLEMENTATION OF THE COMPENSATION AND BENEFITS SCHEME
FOR THE EXECUTIVE AND NON-EXECUTIVE MEMBERS OF THE BOARD OF DIRECTORS
OF THE HELLENIC CORPORATION OF ASSETS AND PARTICIPATIONS S.A.
("HCAP" or "Corporation")**

November 25, 2016

I. INTRODUCTION

Pursuant:

- A. Article 185 of Law 4389/2016 (Government Gazette A' 94)
1. The Corporation operates in the public interest in accordance with the rules of private industry. It is set up to serve a specific public purpose. In particular, the Corporation manages and uses its assets in order to:
 - (a) contribute resources for the implementation of Greece's investment policy and to make investments that contribute to strengthening the development of the Greek economy and
 - (b) contribute to reducing the financial obligations of the Hellenic Republic, in accordance with Law 4336/2015 (Government Gazette, Series I, No 94).
 2. In order to fulfil its purpose, the Corporation shall act in an independent, professional and entrepreneurial manner with a long-term vision in achieving its results, in accordance with its rules of procedure; it shall also act to guarantee full transparency, with a view to enhancing the value and improving the performance of the abovementioned assets as well as generating revenue which is distributed in accordance with this Law. Furthermore, the Corporation shall promote reforms of public undertakings, inter alia, through restructuring, good corporate governance and transparency and by fostering accountable administration, social responsibility, sustainability, innovation and good corporate practices.
 3. The Corporation may take any action necessary to achieve its purpose within the framework laid down by this Law.
- B. Decision No. 0015977 ΕΞ 2016 of the Minister of Finance published in the Government Gazette [Issue ΥΟΔΔ 536/10.10.2016] by virtue of which the first 5-member Supervisory Board of the Corporation is appointed and in accordance with which the Supervisory Board will represent and bind the Corporation only for actions that are required in order to enable the selection of the first Board of Directors of the Corporation and up to the election of the first Board of Directors.
- C. Article 191, paragraph 4 of Law 4389/2016, the Supervisory Board shall, inter alia, decide on the following matters:
1. It shall select and appoint the members of the Board of Directors of the Corporation in accordance with the conditions referred to in Article 192 of Law 4389/2016.
 2. It shall revoke the appointment of the members of the Board of Directors of the Corporation.
 3. It shall determine the remuneration of the members of the Board of Directors of the Corporation and approve work or other contracts according to which they provide services to the company, in accordance with Article 194 of Law 4389/2016.

- D. Article 194 of Law 4389/2016 relating to the rules applicable to the governing bodies of the Corporation and of its direct subsidiaries.

II. SCOPE OF WORK

The Supervisory Board of HCAP is seeking to retain an international, reputable company able to demonstrate and provide undisputed evidence of their deep local knowledge, global coverage, international/cross-border capacity and industry specialization in assignments of this nature (“**Advisor**”) that will provide to the Supervisory Board high quality services for the review, evaluation, selection and implementation of the Compensation and Benefits Scheme that will apply for the Executive and Non-Executive members of the Board of Directors of the Corporation (“**Services**”). The Advisor is expected to provide the following, indicative, Services:

- A. Provide information and intelligence regarding contemporary trends in the Greek and international markets for CEOs, C-suite executives and non-executive Board members in similar industries and practices to those of HCAP.
- B. Assist and support the Supervisory Board in:
1. designing the total rewards strategy of the Board of Directors,
 2. determining and designing the policy regarding salary, performance related incentives and compensation levels and bands for each of the Executive and Non-Executive members of the Board
 3. benchmarking and comparing the proposed compensation and benefits policy with those applicable to similar positions in corporations in Greece and with those of similar to HCAP entities at global level.
 4. designing competitive benefit plans
 5. determining the level of HCAP’s employee attractiveness as an “employer of choice” regarding compensation and benefits
- C. **Executive Reports & Recommendations:** Present relevant Executive Reports and Recommendations for the Executive and Non-Executive members of the Board respectively.

III. BUDGET

The maximum available budget for all fees and consultants’ expenses for the assignment is Euro 40.000 € (plus VAT, if applicable).

IV. DURATION

The term of the Engagement for the Services shall be 20 days beginning from the date of signing the relevant Engagement Letter.

V. SELECTION PROCESS

1. Given that the maximum available budget of the requested services does not exceed Euro 40.000 € (plus VAT, if applicable), it falls within the threshold that allows a Direct Award procedure to take place in accordance with the provision of Article 2.2 of HCAP’s Procurement Regulation.
2. HCAP reserves, at the fullest extent possible and at its exclusive discretion, the right to cancel, suspend, amend or postpone until a later time its intention to retain the advisor and award the requested services, without any prior notice, as well as to terminate any negotiations or discussions at any stage of the process, without incurring any liability whatsoever as against any participant and/or any third party.

3. No responsibility or liability is or will be accepted by either the HCAP or any of its advisors, or any agents, employees, officers in respect of any error or misstatement in or omission from this document. No person acquires any right or claim for compensation or other from this document against the HCAP or any its advisors for any reason or cause.
4. Interested Parties must submit their offer and any other documentation that prove their experience and expertise for the Services via e-mail at the e-mail: secretariat@hcap.gr marked "ADVISOR TO THE HELLENIC CORPORATION OF ASSETS AND PARTICIPATIONS S.A. (HCAP) FOR THE REVIEW, EVALUATION, SELECTION AND IMPLEMENTATION OF THE COMPENSATION AND BENEFITS SCHEME FOR THE EXECUTIVE AND NON-EXECUTIVE MEMBERS OF THE BOARD OF DIRECTORS OF THE HCAP" or may also submit them, in a sealed envelope, at the offices of HCAP located at 7 Voulis Street, 8th floor, attention of Mrs. Antonopoulou. If there is any inconsistency between the hard copy and the submission via e-mail, the e-mail submission shall prevail.
5. The offers of Interested Parties must be submitted no later than Thursday, 1 December 2016, 17:00, Athens time.