



**HELLENIC REPUBLIC ASSET
DEVELOPMENT FUND**

HELLENIC REPUBLIC ASSET DEVELOPMENT FUND S.A.

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P.C. 10562 ATHENS

ATHENS, 27 SEPTEMBER 2012

**INVITATION TO SUBMIT AN EXPRESSION OF INTEREST FOR THE ACQUISITION OF A 33%
STAKE IN THE HELLENIC FOOTBALL PROGNOSTICS ORGANISATION S.A. ("OPAP")**

INTRODUCTION

OPAP was established in 1958 and has been listed on the Athens Exchange ("**ATHEX**") since 2001. In an agreement dated 15.12.2000, OPAP was granted by the Hellenic Republic (the "**HR**") the exclusive right to operate 13 games of chance in Greece for 20 years (the "**Concession**"). In an addendum dated 12.12.2011, the Concession, was extended for 10 more years, until October 2030. Further, pursuant to Decision No. 10010/04.11.2011 of the Minister of Finance (GG B' 2503/04.11.2011) and an agreement dated 04.11.2011, OPAP was granted the exclusive licence for 10 years for the operation of 35,000 Video Lottery Terminals ("**VLTs**"), of which 16,500 will be operated by OPAP itself and the remaining 18,500 by 4 to 10 sub-licensees to be selected through a public international tender process to be conducted by OPAP.

For more information on OPAP's business you can visit OPAP's website at <http://www.opap.gr>. Hellenic Republic Asset Development Fund S.A. ("**HRADF**") has no responsibility for information contained on OPAP's website.

Pursuant to Decision No 193/27-10-2011 (GG B' 2501/2011) of the Interministerial Committee for Asset Restructuring and Privatisation ("**ICARP**"), the HR transferred to the HRADF 29% of its aggregate 34% shareholding in OPAP. The HR intends to transfer a further 4% shareholding in OPAP to HRADF, by means of an ICARP decision. HRADF will then dispose of a 33% shareholding in OPAP under Law 3985/2011 "Midterm Fiscal Strategy Framework 2012-2015", (GG A' 151/01.07.2011), Law 3986/2011 (GG A' 152/01.07.2011) "Urgent Measures for the Implementation of the Midterm Fiscal Strategy 2012-2015" and Law 4046/2012 (GG A'28/14.02.2012).

The HRADF's Board of Directors, by means of its decision taken on 19.09.2012, resolved and approved the sale of the HRADF's shareholding in OPAP by way of a competitive tender process.

In accordance with the above legislation and Board of Directors resolution, the HRADF is commencing the tender process for the sale of 33% of the share capital of OPAP (the "**Privatisation**").

Deutsche Bank AG, London Branch and National Bank of Greece SA (together the "**Financial Advisers**"), Freshfields Bruckhaus Deringer LLP and Karatzas & Partners Law Firm are acting as advisers to the HRADF throughout the Privatisation.

1. PROCESS OVERVIEW

- 1.1. The HRADF would like to invite potential investors, either as single legal entities or as consortia (each a “**Candidate**”) to submit an expression of interest to participate in the Privatisation. The purpose of this document is to guide Candidates on the terms and conditions for the submission of any expression of interest to participate in the Privatisation (the “**Expression of Interest**”) and to outline the pre-qualification criteria described in section 4 below (the “**Pre-qualification Criteria**”) and the legal eligibility criteria described in section 5 below (the “**Legal Eligibility Criteria**”), on the basis of which Candidates will be selected to participate in the competitive tender procedure (the “**Tender Procedure**”).
- 1.2. The Tender Procedure is envisaged to be conducted in two (2) phases, subject to the HRADF’s right to introduce an additional intermediary phase of non binding offers. In the first phase of the Tender Procedure (the “**First Phase**”), which is regulated by the terms and conditions of this document, Candidates will express their interest to participate in the Tender Procedure by submitting the Expression of Interest, accompanied by the documentation specified in section 7 below. Following completion of the First Phase and selection of qualified Candidates, such qualified Candidates will be requested to submit their binding offers during the second phase of the Tender Procedure (the “**Second Phase**”). Whether or not a Candidate qualifies to participate in the Second Phase will be determined by the HRADF on the basis of the Pre-qualification Criteria, the Legal Eligibility Criteria and the other terms and conditions set out in this document.
- 1.3. Candidates will be notified in writing by the Financial Advisers of whether or not they are eligible to participate in the Second Phase. Disqualified Candidates will be notified of the reason for their disqualification.
- 1.4. In order to participate in the Second Phase, Candidates will be required to sign a confidentiality agreement (the “**Confidentiality Agreement**”) following which Candidates will receive bidding instructions and an overview of the Second Phase (the “**Process Letter**”).

- 1.5. Upon execution of the Confidentiality Agreement, the qualified Candidates will be granted the right to *inter alia* carry out their due diligence in relation to OPAP and submit non-binding comments on the draft Share Purchase Agreement (the “SPA”) provided to them.
- 1.6. Paragraphs 1.2 to 1.5 above may be amended in the event that an additional intermediary phase of non binding offers is introduced, and in any case will be described in more detail in the Process Letter.
- 1.7. Candidates wishing to participate in the Tender Procedure will need to fulfil the Pre-qualification Criteria and the Legal Eligibility Criteria and observe the other terms and conditions provided in this document. The HRADF reserves the right to request clarification of, verification of or written proof of fulfilment of the Pre-qualification Criteria and the Legal Eligibility Criteria and, in general, compliance with the terms and conditions described in this document, in addition to the documents outlined in section 7 below, at any stage during the Tender Procedure.
- 1.8. All Candidates wishing to participate in the Tender Procedure need to submit by electronic mail (“e-mail”) their Expression of Interest together with the documentation specified in section 7 below, subject to the terms and conditions provided in this document, to both Financial Advisers, with the e-mail to be addressed directly and exclusively to the following two respective contact persons (the “**Contact Persons**”):

Deutsche Bank AG, London Branch

Winchester House,
1 Great Winchester Street
London EC2N 2DB, United Kingdom

Attn: Mr. Damianos Damalitis

E-mail: damianos.damalitis@db.com

T: +44 20 754 57088

F: +44 11 322 36032

M: +44 7879 880 289

National Bank of Greece S.A.

91 Michalakopoulou Street
11528 Athens, Greece

Attn : Mr Theodore Tzouros

E-mail: ttzouros@nbg.gr

T: +30 210 7720 988

F: +30 210 7720 969

M : +30 6951 654 518

- 1.9. All e-mail submissions must be received not later than the 19th of October 2012, 17:00 UK time (the “**Submission Deadline**”). A sealed envelope enclosing hard copies of the

submitted documents, labelled “Expression of Interest submission re: Project Olympus” must also be sent to Deutsche Bank at the above address, with the date of posting being not later than the Submission Deadline. In the case of any discrepancy between the documents submitted by e-mail and those submitted by post, the documents submitted by e-mail will prevail.

Candidates may submit requests for clarification of the Expression of Interest by no later than the 12th of October 2012, 17.00 UK time. Such requests should be addressed to both Contact Persons by e-mail. Replies to such requests for clarification will be posted on the official website of the HRADF: <http://www.hraf.gr>.

2. CANDIDATES IDENTIFICATION & OWNERSHIP CRITERIA

- 2.1. The ownership of each Candidate (or, in the case of a consortium, consortium members) should be identified up to its ultimate beneficial shareholders (holding more than 5% of the equity if it is a listed company) in the Expression of Interest as set out in paragraph 7.1.
- 2.2. After submission of an Expression of Interest, any change in the ownership of 5% or more of the share capital of a single Candidate or, in case of a consortium, of any consortium member or any parent company on whom the Candidate or the consortium member relies in order to fulfil the Pre-qualification Criteria, must be notified to the Financial Advisers within 6 days of such change occurring.
- 2.3. The successful Candidate must establish a special purpose vehicle (an “SPV”) in order to execute the SPA.
 - 2.3.1. If the successful Candidate is a consortium, the shareholding structure of the SPV must be the same as the consortium’s composition and in particular it must be represented by the Leader described in paragraph 3.2 below.
 - 2.3.2. If the successful Candidate is a single legal entity, then that legal entity must be the sole shareholder of the SPV.

3. CONSORTIA

- 3.1. A Candidate may only make one submission of an Expression of Interest. A member of a consortium may not participate in more than one consortia at the same time during the Tender Procedure, nor may a member of a consortium participate in the Tender Procedure also as a single Candidate. A breach of this paragraph shall cause the immediate disqualification of the relevant Candidate and any consortium of which it is a member.
- 3.2. Each consortium participating in the Tender Procedure must declare one leading member (the “**Leader**”) which must hold at least a 34% stake in the consortium throughout the Tender Procedure.
- 3.3. The Leader shall represent the consortium during the Tender Procedure.
- 3.4. While the composition of a consortium can change during the Tender Procedure up until four (4) weeks following the issue of the Process Letter, a change of the Leader cannot occur at any time during the Tender Procedure.
- 3.5. A consortium cannot add as a member more than one party who has acted at any time during the Tender Procedure as a Leader in another consortium.
- 3.6. Any change in the composition of a consortium must be notified to the Financial Advisers by e-mail within three (3) days of such change, together with evidence of the consortium’s continued compliance with the Pre-qualification Criteria and the Legal Eligibility Criteria and details of the ownership of the relevant consortium members.
- 3.7. Qualified Candidates must comply with the Pre-qualification Criteria and the Legal Eligibility Criteria throughout the Tender Procedure.
- 3.8. Disclosure of information between Candidates or, in the case of consortia, members of different consortia, directly or indirectly, regarding any aspect of the Tender Procedure is strictly prohibited.

4. PRE-QUALIFICATION CRITERIA

- 4.1. **Financial Capacity Criterion:** Any Candidate wishing to participate in the Tender Procedure will need to demonstrate by the Submission Deadline that:
- 4.1.1. if it is a corporate entity, the average of its consolidated Earnings Before Interest, Tax, Depreciation and Amortisation (“**EBITDA**”) for the most recent three (3) audited financial years exceeded €150 million; or
 - 4.1.2. if it is a fund, the sum of active and un-invested funds exceeds €500 million.
- 4.2. In the case of a consortium, the Financial Capacity Criterion must be fulfilled by each consortium member pro rata to its stake in the consortium.
- 4.3. If a Candidate or a consortium member is part of a consolidated group for accounting purposes but not the parent company of that group, it may satisfy the Financial Capacity Criterion by reference to the financial capacity of other companies in such consolidated group, provided that the relevant Candidate or consortium member provides a binding commitment from the parent company of that group to financially support the Candidate or consortium member.
- 4.4. For the purposes of paragraph 4.1 above, a Candidate or consortium member will not be able to rely on any third party that is not part of its consolidated group or, in case of a fund, is not managed by the same entity managing the fund, in order to demonstrate fulfilment of the Pre-qualification Criteria.

5. LEGAL ELIGIBILITY CRITERIA

- 5.1. Each Candidate or, in the case of a consortium, each consortium member must comply with the legal eligibility requirements set forth in this section 5 (the “**Legal Eligibility Criteria**”).
- 5.2. Candidates who have committed in any jurisdiction criminal offences which are related to their professional or business conduct are not permitted to take part in the Tender Procedure, and consequently shall be disqualified. As regards sociétés anonymes, this disqualification criterion also applies to the current chairman of the board of directors and the current managing director based on the articles of association or equivalent document of the legal entity. For other types of legal entities, the above disqualification

criterion also applies to the company's directors and other legal representative(s). Offences related to professional or business conduct include (but are not limited to) embezzlement, extortion, forgery, perjury, fraudulent bankruptcy and additionally:

5.2.1. participation in a criminal organisation, as defined in article 2, paragraph 1 of the Joint Act 98/733/JHA of the Council of the European Communities (the "**Council**") (OJ L 351/1 of 29.12.1998);

5.2.2. bribery, as defined in article 3, paragraph 1 of the Joint Act 98/742/JHA of the Council (OJ L 358 of, 31.12.1998);

5.2.3. fraud, in the meaning of Article 1 of the Convention on the Protection of the European Communities' financial interests (OJ C 316 of 27.11.1995), relating to the protection of financial interests/concerns of the European Communities; and

5.2.4. money laundering, as defined in article 1 of Directive 91/308/EC of the Council, on the prevention of exploitation of the financial system for money laundering (OJ L 166/77 of 28.06.1991).

5.3. Candidates and each consortium member will not be able to participate in the Tender Procedure:

5.3.1. if it is bankrupt, in liquidation, in compulsory receivership or in any other insolvency process specified in the law of the country where the Candidate or relevant consortium member is incorporated;

5.3.2. if proceedings have been instigated against it for bankruptcy, liquidation, compulsory receivership, bankruptcy settlement or any other insolvency process specified in national, legal and regulatory provisions;

5.3.3. if it has not fulfilled its obligations as regards payment of social security contributions, in accordance with the law of the country where the Candidate or relevant consortium member is incorporated;

5.3.4. if it has not fulfilled its obligations regarding payment of taxes and duties, in accordance with the law of the country where the Candidate or relevant consortium member is liable to pay tax; and

5.3.5. if it has been found guilty of making false representations or to have neglected to submit required information in accordance with the law of the country where the Candidate or relevant consortium member is incorporated.

6. REASONS FOR DISQUALIFICATION FROM PROCESS

Candidates that do not comply with any of the terms and conditions set out in this invitation and/or do not fulfil the Pre-qualification Criteria and the Legal Eligibility Criteria, will be disqualified from the Tender Procedure.

7. FORM OF SUBMISSION OF MATERIALS FOR PRE-QUALIFICATION

The Expression of Interest submitted by Candidates should include the following documents/declarations:

7.1. Confirmation of its shareholding structure including ultimate beneficiaries holding 5% or more of its share capital (each a "**Key Shareholder**").

7.1.1. In the case of consortia, confirmation of Key Shareholders for each consortium member needs to be provided ; and

7.1.2. In the case of funds, the relevant registration documentation and/or administration agreement for the investment manager of the fund needs to be provided.

7.2. Details of the composition of the board of directors or other relevant administrative or competent corporate bodies of the Candidate and, in case of a consortium, each member of the consortium.

7.3. In the case of consortia, details of their composition indicating the consortium's Leader, the percentage participation of each member in the consortium and confirming the

ability of each member of the consortium to participate in the consortium and also the Leader's power to represent the consortium.

7.4. The Candidate's (and in case of a consortium each member's) full name, address and registered office, phone and fax numbers, email address and internet website address (if any).

7.5. Details of the process agent appointed by the Candidate to act as a contact person for all communications between the HRADF and its advisers and the Candidate (including all consortium members), including name, address, email address, fax number and office and mobile number of the primary contact at each adviser.

7.6. Declaration of compliance with the Legal Eligibility Criteria. The HRADF retains the right to request evidence of compliance at the time of the submission of the binding offers during the Second Phase.

7.7. Declaration of compliance with the Pre-qualification Criteria.

7.7.1. If paragraph 4.1.1 above is relevant, such declaration should be accompanied by evidence of the average of consolidated Earnings Before Interest, Tax, Depreciation and Amortisation (EBITDA) in the most recent three (3) audited financial years; and

7.7.2. If paragraph 4.1.2 above is relevant, such declaration should be accompanied by evidence of the active and un-invested funds as of the Submission Deadline.

7.8. Declaration that the Candidate is fully aware of the contents of this document and unconditionally accepts the terms of this document.

7.9. Declaration that the participation in the Tender Procedure takes place at the sole risk and expense of the Candidate and that the participation as such does not establish any right to compensation from the HRADF.

7.10. Acknowledgment that any disqualification from the Tender Procedure or failure to succeed in the Tender Procedure does not create any right of compensation for the Candidate.

- 7.11. A statement by the legal representative or duly authorised representative of the Candidate, declaring that (i) the Candidate by means of a resolution of its competent body/officer, including details of such resolution, has decided to participate in the Tender Procedure, (ii) the Candidate as well as its legal representative(s) comply with the Legal Eligibility Criteria and (iii) the Candidate meets the Pre-qualification Criteria. In the case of a consortium, the aforementioned declaration under (iii) shall be made only by the Leader in respect of the consortium.
- 7.12. A copy or extract of the resolution of the Candidate's competent body or officer according to its articles of association, regarding the approval of the Candidate's participation in the Tender Procedure and the appointment of the process agent pursuant to paragraph 7.5 above. In the case of consortia the participation percentage in the consortium, as well as the Leader's authorisation must be included in the above resolution for each member.
- 7.13. A letter by a bank or other credit institution lawfully operating in at least one EU, EEA or OECD member state, confirming the overall financial standing of the Candidate. In the case of consortia, the above letter should be provided in respect of each member of the consortium.
- 7.14. All documents described in this section should be submitted either in Greek or in English. The HRADF reserves the right to request official translations into Greek or English of documents not originally drafted in Greek or English.
- 7.15. All documents described in this section should not bear a date of issue earlier than twenty (20) days from the date of submission of the Expression of Interest.
- 7.16. For the avoidance of doubt, any mention to "days" herein shall mean calendar days.

8. LEGAL NOTICE

- 8.1. A Candidate participating in the Tender Procedure shall be deemed to unconditionally accept the terms and conditions of this document. The HRADF may at any time require from the Candidates clarifications, updating and/or supplemental information on documents already duly submitted.

8.2. This document has been prepared by, and is the sole responsibility of, the HRADF and is being directed only at persons to whom it may be lawfully communicated under applicable law. It does not constitute any offering and, to the extent permitted by law, the HRADF and its advisers accept no liability in relation to it.

In particular:

8.2.1. Whilst the information contained in this document has been prepared in good faith, it is not comprehensive and has not been verified independently by the HRADF, or its advisers, including, without limitation, Deutsche Bank AG, London Branch, National Bank of Greece SA, Freshfields Bruckhaus Deringer LLP or Karatzas & Partners Law Firm.

8.2.2. No representation, warranty or undertaking, express or implied is or will be made in relation to the accuracy, adequacy or completeness of this document.

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8.2.5. This document is not intended to form the basis of any investment decision or investment recommendation made by the HRADF or any of its advisers and does not constitute the giving of investment advice by the HRADF or any of its advisers. Each person to whom the document is made available must make their own independent assessment after making such investigation and taking such professional advice, as they deem necessary.

8.2.6. The issue of this document in no way commits the HRADF to proceed with the sale of its stake in OPAP during the Tender Procedure. The HRADF reserves the right to amend the terms of, postpone or terminate the Tender Procedure without prior notice and to terminate discussions with any or all Candidates at any time.

8.2.7. In furnishing this document, the HRADF and its advisers undertake no obligation to provide Candidates with access to any additional information or to update the document or to correct any inaccuracies therein which may become apparent.

8.2.8. For the purposes of this document, the HRADF's advisers are acting exclusively as the advisers to the HRADF and will not be responsible to anyone other than the HRADF for work carried out by them in connection with this document. Neither the HRADF, nor any of its advisers, shall be liable for any costs or expenses incurred or which may be incurred by any Candidate or other recipient of this document in connection with the Tender Procedure.

8.2.9. All responses and submissions relating to this document and/or the Tender Procedure are made at the risk of the Candidates. Candidates should be aware that national legislation applying to betting, gaming, lotteries and taxation might change. The application of EU law and treaties to betting, gaming, lotteries and taxation may also change e.g. following the application of internal market and state aid rules.

8.3. This document may not be reproduced, copied or stored in any medium, in whole or in part, without the prior written consent of the HRADF, other than as strictly required for the preparation of a response to this document.

8.4. In certain circumstances HRADF may be required by law to disclose information.

8.5. The Courts of Athens, Greece will have exclusive jurisdiction in relation to any disputes contractual or non contractual arising from or in connection with this document.

8.6. Greek law shall apply to all contractual or non contractual disputes arising from or in relation with this document.

This communication has been prepared by, and is the sole responsibility of, the HRADF and is being directed only at persons to whom it may be lawfully communicated under applicable law. It does not constitute any offering and, to the extent permitted by law, the HRADF and its advisers accept no liability in relation to it. This communication is not intended to form the basis of any investment decision or investment recommendation made by the HRADF or any of its advisers and does not constitute the giving of investment advice by the HRADF or any of its advisers. The issuance of this communication in no way commits the HRADF to proceed with the Tender Procedure. The HRADF reserves the right to amend the terms of, postpone or terminate the Tender Procedure without prior notice, to reject any or all of the expressions of interest and to terminate discussions with any or all interested parties at any time. No person acquires any right or claim for compensation from this communication or from their participation in the Tender Procedure against the HRADF or its advisers for any reason or cause.

Deutsche Bank AG, London Branch and National Bank of Greece SA are acting as financial advisers to HRADF only and no-one else and will not be responsible to anyone other than HRADF in connection with the privatisation of OPAP or for providing the protections afforded to clients of Deutsche Bank AG, London Branch and National Bank of Greece SA nor for providing advice in relation to such privatisation and/or taking responsibility for the contents of this communication.

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