# Annex 1 – Cover Letter

**To:**

**European Investment Bank**

Attention:

|  |  |
| --- | --- |
| **Call for Expression of Interest No.:** |  |
| **Deadline for the submission of the Expression of Interest:** |  |
| **Expression of Interest for Financial Instrument:** |  |
| **Applicant submitting the Expression of Interest:** | **\_\_\_\_\_\_\_\_\_\_, \_\_\_\_\_\_\_\_\_\_\_**  **(company name, registration number / standard identification code, if applicable)** |
| **[*Insert Thematic Fund*]** | **\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_]** |

Madam/Sir,

Herewith we are submitting our Expression of Interest on behalf of [name Applicant] in response to the Call for Expression of Interest No. [ ] to select financial intermediaries that will

receive resources from a fund of funds established in cooperation between the Italian Ministry of Economy and Finance (“MEF”) and the European Investment Bank (“EIB”) to implement a financial instrument to provide loans, quasi equity and equity investments to companies in the context of the PNRR (“Piano Nazionale Ripresa e Resilienza”). 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 [name of Applicant], by signing this form, certifies/certify and declare(s) that the information contained in this Expression of Interest and its Appendices is complete and correct in all its elements, and that the applicant has examined and accepts without reserve or restriction the entire content of the Call for Expression of Interest.

The undersigned duly authorised to represent [name of Applicant], by signing this form certifies and declares to have read the EIB Anti-Fraud Policy and declares not to have made nor to make any Offer of any type whatsoever from which an advantage can be derived under the Operational Agreement 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 the Operational Agreement. The Applicant acknowledges and agrees that, if selected, it shall accept the obligations listed in the Call for Expression of Interest.

The undersigned duly authorised to represent [name of Applicant], by signing this form, certifies and declares that the Applicant shall comply with relevant standards and applicable legislation on the prevention of money laundering, the fight against terrorism and tax fraud and that is not established and shall not maintain business relations with entities incorporated in territories whose jurisdictions do not cooperate with the European Union in relation to the application of the internationally agreed tax standard.

The undersigned, duly authorised to represent [name of Applicant], by signing this form, certifies and declares that [name 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):

**Annexes to be submitted with the Expression of Interest::**

1. Expression of Interest (in the form set out in Annex 2)

2. Declaration to be made by the Applicant (in the form set out in Annexes 3 to 5)

3. Business Plan (in line with the provisions set out in section 7)

# Annex 2– Expression of Interest

EXPRESSION OF INTEREST

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

(name of Applicant)

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

(place of signature)

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

(date)

**1.** **Information about the Applicant**

**1.1. General information about the Applicant**

|  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| **Company Name**\* (Full legal name) | |  | | | | | | | |
| Address\* | |  | | | | | | | |
| Postal code & City\* | |  | | | | | | | |
| Country \* | |  | | | | | | | |
| Legal form of the Applicant\* | |  | | | | | | | |
| Date of registration (entry into the trade register)\* | |  | | | | | | | |
| Country of registration\* | |  | | | | | | | |
| Registration number \* (copy of registration certificate to be attached) | |  | | | | | | | |
| VAT registration number\* | |  | | | | | | | |
| SME | |  | yes | |  | no | | *Please tick the box as applicable* | |
| *SMEs are defined in Commission Recommendation 2003/361/EC as companies with fewer than 250 staff and a turnover not exceeding 50 million euros* | | | | | | | | | |
|  | | | | | | | | | |
| **Contact Person 1**\* |  | | | **Contact Person 2**\* | | | | |  |
| Work Title\* |  | | | Work Title\* | | | | |  |
|  | | | | | | | | | |
| E-mail address 1\* |  | | | E-mail address 1\* | | | | |  |
| E-mail address 2 |  | | | E-mail address 2 | | | | |  |
|  | | | | | | | | | |
| Telephone number 1\* |  | | | Telephone number 1\* | | | | |  |
| Telephone number 2 |  | | | Telephone number 2 | | | | |  |
|  | | | | | | | | | |
| I hereby certify the above information to be true. | | | NAME | | | |  | | |
|  | | | TITLE | | | |  | | |
|  | | | DATE | | | |  | | |
| Signature\* | | | | | | | | | |
| *NB: All mandatory fields (marked by an asterisk\*) must be filled in.*  *Legal Disclaimer: the Applicant is responsible for the above information. The EIB does not accept any responsibility or liability for the accuracy, content, completeness, legality, or reliability of the information received via this form* | | | | | | | | | |

# Annex 3: Deed of Undertaking

**1. Organisation of the Applicant**

1.1 Please tick the box below, as applicable:

|  |  |  |  |
| --- | --- | --- | --- |
| 🞏 | 🞏 | 🞏 | 🞏 |
| Sole Applicant  with no declared subcontractor | Sole Applicant  with declared subcontractor(s) | Consortium  (joint offer by a group of economic operators)  with no declared subcontractor | Consortium  (joint offer by a group of economic operators)  with declared subcontractor(s) |

1.2 In case of a sole Applicant, please provide the information in the table below:

|  |  |  |  |
| --- | --- | --- | --- |
| Name of the Applicant | Legal form | Address in full | Name of the authorised representative |
|  |  |  |  |

1.3 In case of consortium, please provide the information in the tables below:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **Information on the leader of the consortium[[1]](#footnote-1)** | | | | |
| Name of the consortium leader | Legal form | Address in full | Name of the authorised representative | Roles, activities and responsibilities within the consortium[[2]](#footnote-2) |
|  |  |  |  |  |

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **Information on the members of the consortium** | | | | |
| Name of the consortium member | Legal form | Address in full | Name of the authorised representative | Roles, activities and responsibilities within the consortium[[3]](#footnote-3) |
|  |  |  |  |  |
| *(please add as many lines to the table as necessary)* |  |  |  |  |

1.4 In case of subcontracting, please provide the information in the table below:

|  |  |  |  |
| --- | --- | --- | --- |
| Name of the subcontractors | Address in full | Reason for subcontracting and scope of subcontracting[[4]](#footnote-4) | Value of the subcontracted part of contract (in EUR **and** as a percentage of estimated total amount of contract) |
|  |  |  |  |
| *(please add as many lines to the table as necessary)* |  |  |  |

**Appendix 1 - Consortium member declaration**

To be completed and signed by **each** member of the consortium in the case that a consortium submits an offer/EoI.

I the undersigned, as an authorized representative of:

|  |  |
| --- | --- |
| Applicant Name |  |
| Address |  |

**hereby declare**

* the intention to collaborate with *[name of the consortium leader]* in the execution of the tasks related to the Call for Expression of Interest referenced below;
* that I have appointed *[name of the consortium leader]* as the leader of the consortium which (i) will represent the consortium and act as the single contact point for communication and (ii) shall also have full authority to legally bind the consortium and each of its members (including the entity represented by me), and (iii) shall be responsible for the administrative management of the Operational Agreement on behalf of all other consortium members (including the entity represented by me).
* that, if successful in the award of the tender referenced below, I undertake to provide *[name of the consortium leader]* with the necessary resources to perform the services which *[name of the consortium leader]*  intends to entrust to us under that contract;
* to have examined and accepted in full the content of the “Call for expression of Interest” and all their annexes:

|  |  |
| --- | --- |
| Call for Expression of Interest Number |  |
| Title |  |

**I also hereby acknowledge to have taken special note of and subsequently declare**

* that I, or the entity I represent, are not in any of the situations concerning exclusion and conflict of interest;
* that I have provided a duly signed Declaration on honour on exclusion criteria and selection criteria and on absence of conflict of interest (Annex 5);
* to have examined and accepted the provisions set in the Call for Expression of Interest in their entirety without reservation or restriction.

|  |  |
| --- | --- |
| Name: |  |
| Signature: |  |
| Position: |  |
| Date: |  |

**Appendix 2: Subcontractor declaration**

To be completed and signed by **each** respective subcontractor in the case that tasks will be subcontracted.

I, the undersigned, as an authorized representative of:

|  |  |
| --- | --- |
| Subcontractor’s Name |  |
| Address |  |

**hereby declare**

* the intention to collaborate with *[name of the Applicant]* in the execution of the tasks related to the Call for Expression of Interest referenced below;
* hereby declareto have examined and accepted in full the Call for Expression of Interest referenced below:

|  |  |
| --- | --- |
| Call for Expression of Interest |  |
| Title |  |

**I also hereby acknowledge to have taken special note of and subsequently declare**

* that I, or the entity I represent, are not in any of the situations concerning exclusion and conflict of interest;
* that, I have provided a duly signed Declaration on honour on exclusion criteria and selection criteria and on absence of conflict of interest (**Annex 5**).
* to have examined and accepted the provisions set in the Call for Expression of Interest without reservation or restriction;

|  |  |
| --- | --- |
| Name: |  |
| Signature: |  |
| Position: |  |
| Date: |  |

# Annex 4 – Declaration to be made by the Applicant

|  |  |  |
| --- | --- | --- |
| 1. | Name of the Applicant |  |
| 2. | Type of business |  |
| 3. | Represented by (name and position)  In case of the EoI being submitted by a consortium, a power of attorney or a cooperation agreement authorising the attorney to submit the EoI and the Business Plan and to represent the consortium at all stages of the selection procedure on behalf of the partners jointly applying for the contract should be submitted |  |
| 4. ESMA Authorisation / Custodian Bank etc. where applicable. | | |
| Questions 5 to 11 should be answered on behalf of the Applicantand any proposed subcontractors / consortium members. These questions will be assessed on a pass/fail basis. Responses should be stated in the form of “Yes”/“No” or “Certified” with accompanying detail provided where requested, either in the space provided or on separate sheets which should be referenced by the applicant. | | |
| 5. | Are there any liens or charges outstanding against the organisation at a commercial court (or any other relevant authority)? |  |
| 6. | Is the Applicant in receivership (or the subject of equivalent proceedings)?  If so:  (a) date of the receivership order:  (b) on what terms is the applicant authorised to carry on its activity? Specify in particular:  the name and address of the receiver(s):.  the date and period of validity of the authorisation given by the official receiver or the court to continue the business or activity: |  |
| 7. | The Applicant certifies that neither the organisation nor any of the persons authorised to act on its behalf are in liquidation |  |
| 8. | Has the Applicant been the subject of any sentence, disqualification or penalty regarding the proper pursuit of commercial or industrial occupations, or under the rules on prices and competition? |  |
| 9. | Has the Applicant or any of the persons authorised to act on its behalf a conflict of interest that may affect the performance of the tasks referred to in this Call for Expression of Interest? |  |
| 10. | The Applicant certifies that it has complied with its tax and social obligations |  |
| 11. | The Applicant certifies that it is entitled to carry out to implement Financial Instruments under the laws and regulations of the EU and Italy |  |
| 12. | The Applicant certifies that the information given above is correct |  |

Done at ................................................. (date) .................................................

STAMP NAME(S) SIGNATURE(S)

# Annex 5 – Declaration on Honour on Exclusion Criteria and absence of Conflict of Interest

|  |  |
| --- | --- |
| EIB_EU_SLOGAN_B_English_RVB_300 | **Call for Expression of Interest to select financial intermediaries to implement a financial instrument**  **Declaration on Honour on Exclusion Criteria and absence of Conflict of Interest** |

The undersigned [*insert name of the signatory of this form*], representing:

|  |  |
| --- | --- |
| (*only for natural persons*) himself or herself | (*only for legal persons*) the following legal person: |
| ID or passport number:  (‘the person’) | Full official name:  Official legal form:  Statutory registration number**:**  Full official address:  VAT registration number:  (‘the person’) |

I – Situation of exclusion concerning the person

|  |  |  |
| --- | --- | --- |
| 1. declares that the above-mentioned person is in one of the following situations: | YES | NO |
| 1. 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 national legislation or regulations; |  |  |
| 1. it has been established by a final judgement or a final administrative decision that the person is in breach of its obligations relating to the payment of taxes or social security contributions in accordance with the law of the country in which it is established, with those of the country in which the contracting authority is located or those of the country of the performance of the contract; |  |  |
| 1. it has been established by a final judgement or a final administrative decision that the person is guilty of grave professional misconduct by having violated applicable laws or regulations or ethical standards of the profession to which the person belongs, or by having engaged in any wrongful conduct which has an impact on its professional credibity 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 selection criteria or in the performance of a contract; |  |  |
| (ii) entering into agreement with other persons with the aim of distorting competition; |  |  |
| (iii) violating intellectual property rights; |  |  |
| (iv) attempting to influence the decision-making process of the contracting authority during the award procedure; |  |  |
| (v) attempting to obtain confidential information that may confer upon it undue advantages in the award procedure***;*** |  |  |
| 1. it has been established by a final judgement that the person is guilty of the following: |  | |
| (i) fraud, within the meaning of Article 1 of the Convention on the protection of the European Communities' financial interests, drawn up by the Council Act of 26 July 1995; |  |  |
| (ii) corruption, as defined in Article 3 of the Convention on the fight against corruption involving officials of the European Communities or officials of EU Member States, drawn up by the Council Act of 26 May 1997, and in Article 2(1) of Council Framework Decision 2003/568/JHA, as well as corruption as defined in the legal provisions of the country where the contracting authority is located, the country in which the person is established or the country of the performance of the contract; |  |  |
| (iii) participation in a criminal organisation, as defined in Article 2 of Council Framework Decision 2008/841/JHA; |  |  |
| (iv) money laundering or terrorist financing, as defined in Article 1 of Directive 2015/849 of the European Parliament and of the Council; |  |  |
| (v) terrorist-related offences or offences linked to terrorist activities, as defined in Articles 1 and 3 of Council Framework Decision 2002/475/JHA, 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 forms of trafficking in human beings as defined in Article 2 of Directive 2011/36/EU of the European Parliament and of the Council; |  |  |
| 1. the person has shown significant deficiencies in complying with the main obligations in the performance of a contract financed by the Union’s budget, which has led to its early termination or to the application of liquidated damages or other contractual penalties, or which has been discovered following checks, audits or investigations by an Authorising Officer, OLAF or the Court of Auditors; |  |  |
| 1. it has been established by a final judgment or final administrative decision that the person has committed an irregularity within the meaning of Article 1(2) of Council Regulation (EC, Euratom) No 2988/95; |  |  |
| 1. for the situations of grave professional misconduct, fraud, corruption, other criminal offences, significant deficiencies in the performance of the contract or irregularity, the applicant is subject to: 2. facts established in the context of audits or investigations carried out by the Court of Auditors, OLAF or internal audit, or any other check, audit or control performed under the responsibility of an authorising officer of an EU institution, of a European office or of an EU agency or body; 3. non-final administrative decisions which may include disciplinary measures taken by the competent supervisory body responsible for the verification of the application of standards of professional ethics; 4. decisions of the ECB, the EIB, the European Investment Fund or international organisations; 5. decisions of the Commission relating to the infringement of the Union's competition rules or of a national competent authority relating to the infringement of Union or national competition law; or 6. decisions of exclusion by an authorising officer of an EU institution, of a European office or of an EU agency or body. |  |  |
| 1. is the target of a sanction or restrictive measure[[5]](#footnote-5) imposed or administered by: |  |  |
| the European Union[[6]](#footnote-6); or |  |  |
| the United States of America. |  |  |

II – Situations of exclusion concerning natural persons with power of representation, decision-making or control over the legal person

***Not applicable to natural persons, Member States and local authorities***

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| 1. declares that a natural person who is a member of the administrative, management or supervisory body of the above-mentioned legal person, or who has powers of representation, decision or control with regard to the above-mentioned legal person (this covers company directors, members of management or supervisory bodies, and cases where one natural person holds a majority of shares) is in one of the following situations: | YES | NO | N/A | |
| Situation (c) above (grave professional misconduct) |  |  |  | |
| Situation (d) above (fraud, corruption or other criminal offence) |  |  |  | |
| Situation (e) above (significant deficiencies in performance of a contract ) |  |  |  | |
| Situation (f) above (irregularity) |  |  |  | |
| Situation (h) above (sanctions) |  |  |  |

III – Situations of exclusion concerning natural or legal persons assuming unlimited liability for the debts of the legal person

|  |  |  |  |
| --- | --- | --- | --- |
| 1. declares that a natural or legal person that assumes unlimited liability for the debts of the above-mentioned legal person is in one of the following situations: | YES | NO | N/A |
| Situation (a) above (bankruptcy) |  |  |  |
| Situation (b) above (breach in payment of taxes or social security contributions) |  |  |  |

IV – Grounds for rejection from this procedure

|  |  |  |
| --- | --- | --- |
| 1. declares that the above-mentioned person: | YES | NO |
| 1. has distorted competition by being previously involved in the preparation of documents for this selection procedure. |  |  |

V – Conflict of Interest

|  |  |  |
| --- | --- | --- |
| 1. declares that the above-mentioned person: | YES | NO |
| 1. is aware of any conflict of interest due to its participation in the selection procedure.   If yes, please provide details |  |  |
| 1. has advised the EIB or otherwise been involved in the preparation of the selection procedure   If yes, please provide details. |  |  |

VI - Remedial measures

If the person declares one of the situations of exclusion listed above, it must indicate measures it has taken to remedy the exclusion situation, thus demonstrating its reliability. This may include e.g. technical, organisational and personnel measures to prevent further occurrence, compensation of damage or payment of fines. The relevant documentary evidence which illustrates the remedial measures taken must be provided in annex to this declaration. This does not apply for situations referred in section I(h) of this declaration.

Regarding paragraph (h) of section II of this Declaration (Sanctions - Natural Persons), the person may propose as a remedial measure that the natural person(s) concerned shall not be involved in the proposed contract.

vii – exclusion effect

1. The contracting authority shall exclude the person from participation in a procurement procedure:

* if the contracting authority has established by verification or is otherwise aware that the person is in one of the situations listed in **sections I to V of this Declaration**, and/or
* if the person would find itself in a situation of conflict of interest due to its participation or has advised the contracting authority or has otherwise been involved in the preparation of the procurement procedure, as per section VII of this Declaration.

1. Regarding **paragraph (h) of section I of this Declaration (Sanctions)**, the contracting authority shall exclude the person from participation in a procurement procedure:

* if the contracting authority has established by verification or is otherwise aware that the person is the target of a sanction or restrictive measure (imposed or administered by the European Union or by the United States of America), and
* in the case of US Sanctions, (1) the proposed contract for which the person is applying has a US Nexus,[[7]](#footnote-7) or (2) the sanction or restrictive measure in question is not in conflict with [EU Regulation (EC) 2271/96](https://eur-lex.europa.eu/legal-content/EN/TXT/?uri=CELEX%3A31996R2271) (“Blocking Regulation”) as amended from time to time.

1. Regarding **paragraph (h) of section II of this Declaration (Sanctions - Natural Persons)**, the contracting authority shall exclude the person from participation in a procurement procedure if:

* the conditions under sub-section (ii) above apply to the natural person(s) concerned, and
* the person has not confirmed, to the full satisfaction of the contracting authority, that the natural person(s) concerned shall not be involved in the proposed contract.

VIII – Evidence upon request

Upon request and within the time limit set by the contracting authority the person must provide information on the persons that are members of the administrative, management or supervisory body. It must also provide the following evidence concerning the person itself and concerning the natural or legal persons which assume unlimited liability for the debt of the person:

For situations described in (a), (c), (d) or (f), production of a recent extract from the judicial record is required or, failing that, an equivalent document recently issued by a judicial or administrative authority in the country of establishment of the person showing that those requirements are satisfied.

For the situation described in point (b), production of recent certificates issued by the competent authorities of the State concerned are required. These documents must provide evidence covering all taxes and social security contributions for which the person is liable, including for example, VAT, income tax (natural persons only), company tax (legal persons only) and social security contributions.

Where any document described above is not issued in the country concerned, it may be replaced by a sworn statement made before a judicial authority or notary or, failing that, a solemn statement made before an administrative authority or a qualified professional body in its country of establishment.

The person is not required to submit the evidence if it has already been submitted for another selection procedure. The documents must have been issued no more than one year before the date of their request by the contracting authority and must still be valid at that date.

The signatory declares that the person has already provided the documentary evidence for a previous procedure and confirms that there has been no change in its situation.

***The above-mentioned person may be subject to rejection from this procedure if any of the declarations or information provided as a condition for participating in this procedure prove to be false.***

Full name Date Signature

1. Please include the declaration contained in Appendix 1 (Consortium member declaration) signed by each consortium member appointing the legal entity indicated above as the leader of the consortium which will represent the consortium and act as the single contact point for communication. This entity shall also have full authority to bind the consortium and each of its members for the purposes of the Operational Agreement. [↑](#footnote-ref-1)
2. If necessary, please include reference to other documents which form part of your offer and which describe the roles, activities and responsibilities of the consortium members more in detail. [↑](#footnote-ref-2)
3. If necessary, please include reference to other documents which form part of your offer and which describe the roles, activities and responsibilities of the consortium members [↑](#footnote-ref-3)
4. Please include the declaration contained in Appendix 2 (Subcontractor Declaration) from each subcontractor, stating their intention to collaborate with the Applicant, if the Applicant is awarded an Agreement. [↑](#footnote-ref-4)
5. Being “the target of a sanction or restrictive measure” means the economic operator (i) being listed on a sanctions list, or (ii) being (directly or indirectly) 50% or more (individually or on aggregate basis) owned or controlled by, or acting on behalf of or at the direction of, a person or entity listed on, any sanctions lists, or (iii) being located or resident in, or organised or incorporated under the laws of a Sanctioned Country, or owned or controlled by, or acting on behalf or at the direction of such a person or entity. A “Sanctioned Country” shall mean a country or territory that is, or whose government is, at any time, the target of comprehensive country or territory-wide sanction or restrictive measure imposed or administered by the competent authorities described in this sub-section (h). [↑](#footnote-ref-5)
6. Pursuant to Chapter 2 of Title V of the Treaty on European Union or Article 215 of the Treaty on the Functioning of the European Union, either autonomously or pursuant to the sanctions decided by the United Nations Security Council on the basis of Article 41 of the UN Charter. [↑](#footnote-ref-6)
7. “US Nexus” means where there is any US involvement or connection, including (without limitation): (i) any US dollar denominated transaction; (ii) any payment in any currency that is cleared through the US financial system, including foreign branches of US banks, and US branches, agency or representative offices or US accounts of non-US financial institutions; and (iii) any US Person, including US financial institutions, foreign branches of US banks, and US branches, agency or representative offices or US accounts of non-US financial institutions.

   “US Person” means: (i) any US citizen, US permanent resident alien or green card holder, wherever they are located or employed; (ii) any entity organised under the laws of the US or any jurisdiction within the US, including foreign branches of such an entity; and (iii) any individual or entity located in the US. [↑](#footnote-ref-7)