

**FOR  
DECISION**

EUROPEAN FUND FOR STRATEGIC  
INVESTMENTS

STEERING BOARD

**EIF - SME Window Products**

European Fund for Strategic Investments (“EFSI”) contribution in the form of:

(i) an increase to:

- InnovFin SME Guarantee Facility (“InnovFin SMEG”)
- COSME Loan Guarantee Facility (“COSME LGF”)
- Private Credit Tailored for SMEs (“Private Credit”)
- SMEW Equity Product Sub Window 1 and Sub Window 2 (“SMEW Equity Product SubW1 and SubW2”)

jointly referred to as “Existing Products”; and

(ii) a new contribution to:

- European Scale up Action for Risk capital (“ESCALAR”)
- Skills & Education Product (“Skills & Education”)

jointly referred to as “New Products”

Questions concerning this note should be referred to  
EFSI Secretariat: e-mail: [EFISecretariat@eib.org](mailto:EFISecretariat@eib.org)

## EIF - SME WINDOW PRODUCTS

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Each transaction under the SME Window of the EU guarantee (the “EFSI Guarantee”) implemented by the European Investment Fund (“EIF”) is subject to EIF’s governing bodies’ approval. However, SME Window products also have to be approved by the EFSI Steering Board, jointly with the EFSI Managing Director, after consultation with the EFSI Investment Committee (as these terms are defined in the EFSI Regulation).

The purpose of this note is to request approval from the aforementioned governing bodies for an EFSI contribution to the following products in the form of:

(i) an increase to:

- InnovFin SME Guarantee Facility (“InnovFin SMEG”)
- COSME Loan Guarantee Facility (“COSME LGF”)
- Private Credit Tailored for SMEs (“Private Credit”)
- SMEW Equity Product Sub Window 1 and Sub Window 2 (“SMEW Equity Product SubW1 and SubW2”)

jointly referred to as “Existing Products”; and

(ii) a new contribution to:

- European Scale up Action for Risk capital (“ESCALAR”)
- Skills & Education Product (“Skills & Education”)

jointly referred to as “New Products”,

under the extension of the European Fund for Strategic Investments (“EFSI 2 Increase”).

## 1. Background

### EFSI 2 Increase

Out of the overall EC contribution to EFSI, totalling EUR 6.5bn, EUR 5.07bn<sup>1</sup> have been allocated to date to existing EIF-managed products and to new products.

The remainder of EFSI resources, equal to EUR 1.43bn, is expected to be entirely provided for in the Fifth Amendment to the EFSI Agreement and allocated to Existing and New Products in line with the table below.

Overall EFSI contribution from the European Commission (EFSI 1 and EFSI 2) EUR 6.5bn	Allocated to date (EUR m)	New EFSI allocation (EUR m)	Total EFSI allocation (EUR m)
<b>Existing Products</b>			
<i>InnovFin SMEG</i>	1,100	100	1,200
<i>COSME LGF</i>	770	500 <sup>2</sup>	1,270
<i>EFSI SMEW Equity Product Sub-Window 1</i>	1,950	370	2,320
<i>EFSI SMEW Equity Product Sub-Window 2</i>	370	60	430
<i>EFSI Private Credit Tailored for SMEs</i>	300	50	350
<i>EaSI GFI</i>	300	-	300
<i>CCS GF</i>	130	-	130
<i>EFSI Combination Product</i>	150	-	150
<b>Total EFSI contribution to Existing Products</b>	<b>5,070</b>	<b>1,080</b>	<b>6,150</b>
<b>New Products</b>			
<i>Skills &amp; Education Product</i>	-	50	50
<i>European Scale Up Action for Risk Capital (ESCALAR)</i>	-	300	300
<b>Total EFSI contribution to New Products</b>		<b>350</b>	<b>350</b>
<b>Total EFSI contribution allocated to date</b>	<b>5,070</b>	<b>1,430</b>	<b>6,500</b>

The EUR 1.43bn EFSI allocation comes with an additional product offering that responds to the need of the EU to satisfy specific financing demand in high policy priority areas, namely **digitalisation, artificial intelligence, blockchain, skills, impact investing, life sciences, blue economy, and to promote innovative support mechanisms for the scaling up of European SMEs and Small Mid-caps**. Furthermore, part of the EFSI allocation to the COSME LGF is expected to facilitate access to finance for SMEs that are adversely impacted by the withdrawal of the United Kingdom, subject to the approval of the EIF Board of Directors.

The EIF Board of Directors approved the increase of the Existing Products and the New Products on the 17<sup>th</sup> of July 2019, which at that time did not include the EFSI SMEW allocation to the initiative mitigating the negative impact of uncertainties related to the withdrawal of the United Kingdom from the European Union on SMEs. The allocation of EFSI SMEW contribution of EUR 270m to the initiative mitigating the negative impact of the withdrawal of the United Kingdom on SMEs currently being developed under COSME LGF is envisaged to be proposed to the EIF Board of Directors in its meeting on 14 October 2019.

<sup>1</sup> The EFSI SMEW contribution allocated to date has been approved by the EFSI governing bodies on: (i) 21 July 2016, Document 21-2016, (ii) 10 July 2017, Document 10-2017, (iii) 18 October 2018, Document 36-2018

<sup>2</sup> Of which EUR 270 m to be allocated to the UK withdrawal mitigating action supporting SMEs.

### *Request*

The EFSI Steering Board and the EFSI Managing Director are requested to approve:

- (i) an increased EFSI contribution to the Existing Products for an amount of up to EUR 1,080m;  
and
- (ii) and new EFSI contributions to the New Products for an amount of up to EUR 350m,

as further set out in this note.

## 2. Overview Existing Products

### InnovFin and COSME LGF

Under EFSI 1, the EFSI Steering Board and EFSI Managing Director approved that the EFSI contribution to InnovFin SMEG and COSME LGF gets converted from a frontloading of each EU contribution into a permanent unfunded second loss piece covered by EFSI<sup>3</sup>. Further to the entry into force of EFSI 2, the overall size of the two products has been increased in order to address the continuous market demand for SME debt financing<sup>4</sup>. This new EFSI increase will be focussing inter alia on **enhancing access to finance for business undertaking digital transformation** in all sectors of the economy, including in traditional sectors where the adoption of digital solutions is lower.

Furthermore, the EIF and the EC are currently setting up an initiative aiming at mitigating the negative effect of **UK withdrawal** on economic conditions of SMEs, potentially affecting trade, services, supply chain. The initiative will be provided for under the COSME LGF, therefore relying on an established and well-functioning framework which will facilitate a higher impact within a short timeframe. To this end, an additional EFSI allocation to COSME LGF will be made available within the current EFSI amendment process (Fifth Amendment and Restatement to the EFSI Agreement).

InnovFin SMEG and COSME LGF remain successful facilities that are highly demanded by the market. Increasing market traction in supporting higher risk SMEs and innovative SMEs and Small Mid-Caps and successful deployment of both facilities to date justify an increase of the allocation.

As of May 2019, under COSME 112 guarantee contracts were signed supporting SMEs in 29 programme countries with expected mobilised investment of EUR 58.9bn. With respect to InnovFin SMEG as of August 2019 194 guarantee contracts were signed covering 41 countries for a total guarantee amount of EUR 10.8b, enabling over EUR 22.5bn of loans/leases.

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<sup>3</sup> Approved by the EFSI governing bodies on 21 July 2016, Document 21-2016, and on 10 July 2017, Document 10-2017

<sup>4</sup> Approved by the EFSI governing bodies on 18 October 2018, Document 36-2018

## Private Credit Tailored for SMEs

The programme was launched under EFSI 2 with the aim to increase the availability of non-bank financing for businesses from alternative investment funds and other investment vehicles who provide debt financing to SMEs and Small Mid-Caps across Europe. Further to the strong market demand already experienced, an additional EFSI allocation is deemed necessary to continue supporting this alternative financing channel throughout the remaining EFSI investment period.

Private Credit was launched in December 2018 and has been very well received by the market with 28 applications received so far under the call for expression of interest. As of September 2019, under Private Credit cash investment product EIF has signed commitments with 6 funds and additional funds have been preselected. In total, 16 funds are expected to benefit from cash investments of EUR 545m.

## SMEW Equity Product Sub Window 1 and Sub Window 2

In the case of the SMEW Equity Product SubW1 and SubW2, the latter contributing to the further scaling up of the **InnovFin Facility for Early Stage** ("IFE"), a further EFSI contribution<sup>5</sup> will increase the investment capacity and impact of the SMEW Equity Product and ensure the continuity of the related EU support.

The increase of the SMEW Equity Product SubW1 is expected to be deployed via intermediaries supporting final recipients from their early stage up to their expansion stage, in particular in the areas of **impact investing, life sciences and blue economy**.

With respect to IFE, the increase will be primarily directed to cover the underserved pipeline as well as towards new InnovFin thematic investments in the field of **artificial intelligence and blockchain**.

The two Products have shown a strong market traction. As of 14 May 2019, EIF has signed 85 operations (out of which 38 under SMEW Equity Product Sub Window 1 and 47 under IFE), for an amount of EUR 1.6bn.

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<sup>5</sup> Prior EFSI allocations has been approved by the EFSI governing bodies on 21 July 2016 (Document 21-2016) and on 18 October 2018, Document 36-2018

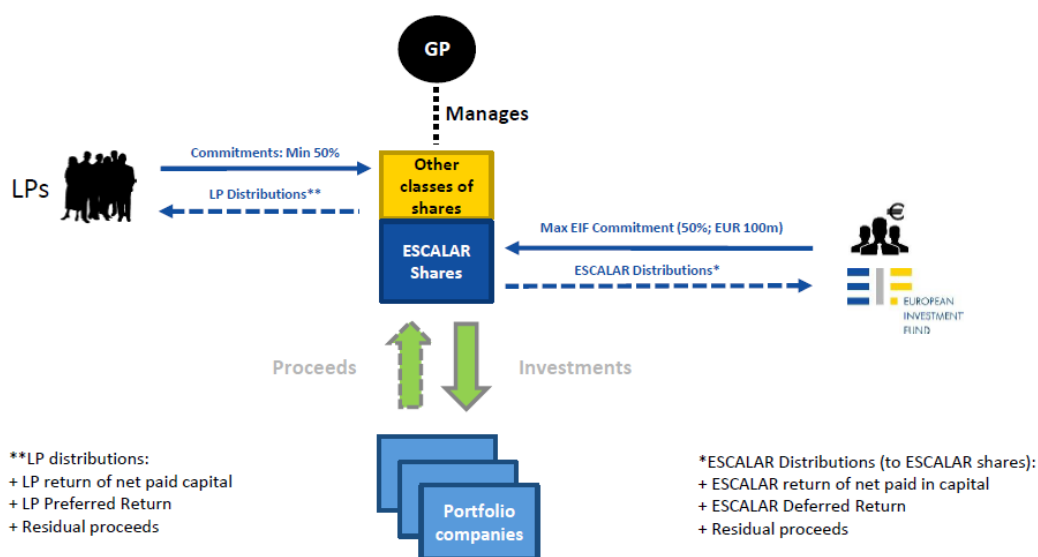
### 3. Overview New Products

#### European Scale up Action for Risk capital ("ESCALAR")

ESCALAR is a pilot programme aiming at supporting the provision of financing to high growth SMEs and Small Mid-Caps across the EU, by investing of EFSI contribution in funds and/or side vehicles of equity funds targeting such companies. ESCALAR's investment will be made in a form of an equity investment in a separate class of fund shares or units to the other investors in a fund, with asymmetric return payoff reflecting the position of the ESCALAR investment. On one side ESCALAR will benefit from structural seniority (versus other investors) in certain pre-defined scenarios, but which has a more limited (capped) return.

The instrument is inspired by the Small Business Investment Company program ("SBIC") in the US, which provides leverage to private equity funds supporting small businesses. However, the SBIC approach is not directly applicable to the EU market, therefore the EIF and the EC have structured a new bespoke investment product under EFSI. During the ESCALAR pilot, the investment product towards funds will be tested and refined. It is envisaged that at a later stage (possibly under InvestEU), the ESCALAR share class could be opened up to other institutional investors.

When EIF typically invests in a fund, EIF is *pari passu* to the other main investors, i.e. EIF's commitment is drawn down pro rata with other LPs, and EIF receives distributions pro rata with these LPs. However, under ESCALAR EIF will commit to a different class of share to the other LPs, and in certain downside scenarios, EIF will receive its capital back before other investors in the fund. The chart below summarises the structure underpinning the programme.



Prospective fund managers must apply for an investment under the ESCALAR programme and all applications will be subject to EIF's usual due diligence process.

The ESCALAR pilot will not directly overlap with other EIF mandates given the different investment terms applicable to an investment under ESCALAR, i.e. downside protection to ensure capital repayment in exchange of reduced investment returns (versus other classes of units/shares). Also, fund managers will



not be entitled to management fees on EIF’s commitment under the programme. In certain cases a fund manager could apply for an investment under the ESCALAR pilot, instead of applying for a “traditional” equity investment from EIF or a co-investment arrangement, such risk of cannibalisation, if any, is expected to be remote, particularly given the relatively small size of the ESCALAR Pilot (EUR 300m) and the structuring measures embedded in the product.

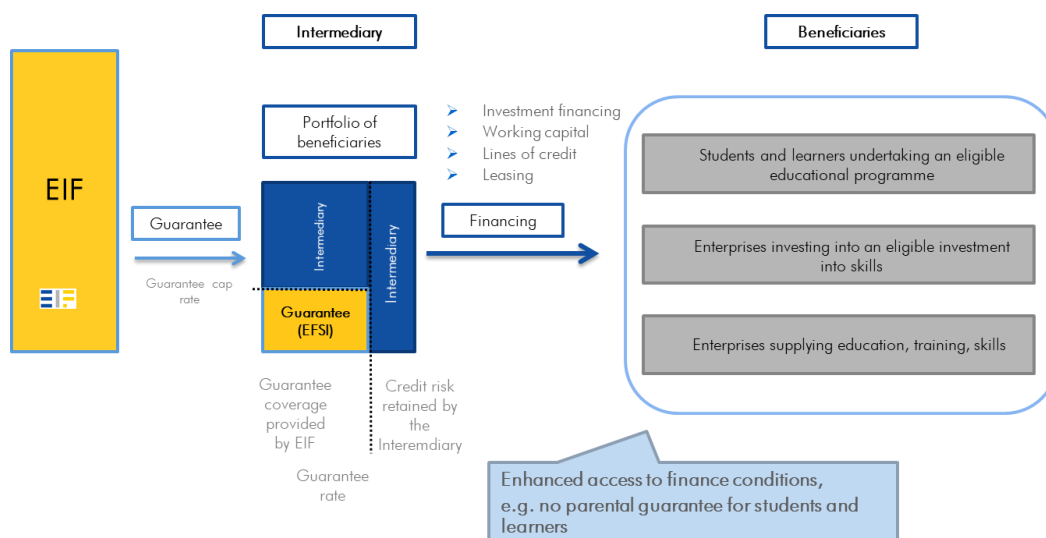
### Skills & Education Product

The Skills & Education Product is a pilot programme and it will take the form of a **capped<sup>6</sup> guarantee and/or counter-guarantees** provided to eligible intermediaries, including universities and other institutions operating in the education field

Thanks to an enhanced risk coverage on riskier portfolio of loans, it aims to unlock financing for three main categories of final recipients in the EU, namely:

- (i) students and learners undertaking an eligible educational programme – from upper secondary to PhDs, including digital skills and training in labour market relevant skills- for the purpose of enhancing their educational level and / or upgrading their skills;
- (ii) enterprises that invest into an eligible investment into skills – including apprenticeships, traineeships, student entrepreneurship, other relevant trainings- for the purpose of upgrading their workforce skills set; and
- (iii) enterprises supplying education, training, skills and related services as part of their business activity with the objective of improving the ecosystem of the supply of education, training and skills-related services.

The chart below provides for an overview of the structure of the product.



The instrument responds to the challenges posed by the knowledge society in Europe in terms of:

<sup>6</sup> The determination of the cap will vary depending on the target population

- **Skills shortage:** A growing demand for highly skilled workforce with recent forecasts indicating that by 2025 some 16 million jobs requiring high educational attainment will be created, while low-qualified jobs will decline by more than 7 million<sup>7</sup>. At the same time, more than half of the long-term unemployed are considered as low skilled, while 40% of the European employers are having difficulties in finding people with relevant and up-to-date skills. More striking is the fact that the ageing and shrinking of the EU workforce will only worsen the skills gap<sup>8</sup>.
- **Unequal opportunity to education:** Currently, access to education relies mainly on parental social background and financial standing. 63% of the EU survey respondents would require their family support in the absence of the EU supported finance<sup>9</sup>.
- **Insufficient EU support to education and skills in Europe:** An EU level-based approach to access to finance is expected to augment and give additional impulse to mobilise Member States and their national promotional institutions to intensify efforts and re-direct resources for the benefit of the education and skills and the building of a modern EU knowledge society.

The product has been designed by drawing on experiences from Erasmus+ Master Student Loan Guarantee Facility, an instrument implemented by EIF under the current EU programming period. It aims to complement EIF existing support for students by enlarging the scope of beneficiaries to students in general, adulthood learners and enterprises investing in education or active in this field.

Therefore, by means of its design, the Skills and Education Pilot is not expected to overlap materially with the Erasmus+ Student Loan Guarantee Facility. Prospective financial intermediaries participating under both facilities shall manage the participation in the two programmes separately, i.e. in separate portfolios. In addition, the implementation of the Skills and Education Product will be made complementary to other existing national or regional support schemes, if available.

#### 4. Key deliverables

The increase of the EFSI participation in the Existing Products and the contribution to the New Products through the EFSI SMEW is foreseen to achieve overall levels as follows:

##### Existing Products

- As regards **InnovFin SMEG, COSME LGF and Private Credit**, approval is sought for an EFSI 2 Increase of EUR 650m, which, combined with the EFSI 1 allocation of EUR 1,430m and the previous EFSI 2 allocation of EUR 740m, will lead to an overall EFSI contribution to such products of **EUR 2,820m**. The table below provides for the detailed allocation of the EFSI contribution to the abovementioned products:

Debt Products	EFSI 1 (EUR m)	EFSI 2 (EUR m)	Additional Increase EFSI 2 (EUR m)	Total EFSI allocation (EUR m)
InnovFin SMEG	880	220	100	1,200
COSME LGF	550	220	500	1,270
Private Credit	-	300	50	350
<b>Total</b>	<b>1,430</b>	<b>740</b>	<b>650</b>	<b>2,820</b>

<sup>7</sup> Cedefop, European skills & jobs survey. Maximising skills for jobs and jobs for skills, 2015.

<sup>8</sup> A New Skills Agenda for Europe: <https://eur-lex.europa.eu/legal-content/EN/TXT/PDF/?uri=CELEX:52016DC0381&from=EN>

<sup>9</sup> Annual beneficiary survey for the Erasmus+ Student Loan Guarantee Facility, 2017.

Overall, thanks to the EFSI 2 Increase – together with the total budgetary contributions from the relevant EU programmes (COSME, InnovFin) – the Existing Products are expected to trigger approximately EUR 98bn of financing and generate indicatively EUR 137.5bn of mobilised investments at the level of final recipients.

- As regards the **SMEW Equity Product**, approval is sought for an EFSI 2 Increase of EUR 430m allocated as follows:

Equity Facilities	EFSI 1 (EUR m)	EFSI 2 (EUR m)	Additional Increase EFSI 2 (EUR m)	Total EFSI allocation (EUR m)
Equity Product SubW1	1,000	950	370	2,320
Equity Product SubW2	270	100	60	430
<b>Total</b>	<b>1,270</b>	<b>1,050</b>	<b>430</b>	<b>2,750</b>

As regards the **SMEW Equity Product Sub Window 2**, the envisaged EFSI 2 Increase of EUR 60m, together with the contributions provided by the European Commission (DG RTD) and EIF own resources, will bring the total investment capacity of the facility to EUR 1,615m.

Thanks to the total EFSI 2 Increase of EUR 430m, a total of EUR 39.8bn is expected to be mobilised under the SMEW Equity Product.

### **New Products**

- With respect to **ESCALAR** approval is sought for an amount of up to **EUR 300m**. It is expected to deploy the instrument via 4 to 6 investments, reaching circa 70 Scale-ups, with aggregate fund commitments of at least EUR 600m to be invested across EU Member States (based on EIF's investment of EUR 300m being at least matched by private investors).
- With respect to the **Skills & Education Product**, approval is sought for an amount of up to **EUR 50m**. Through this instrument, it is expected to mobilise an amount of EUR 250m via 4-5 operations.

The overall EFSI products' portfolio under SMEW, including instruments which do not form part of the current increase, is expected to deliver mobilised volumes for indicatively EUR 184bn at the level of the final recipients. With respect to the New Products, the market sounding exercise conducted by the EIF indicates that the size of both instruments is appropriate to conduct a proper piloting phase in preparation of InvestEU and demand for the product exists amongst the respective targeted stakeholders.

## **5. Additionality**

### **Existing Products**

The additionality of the EFSI contribution lays in the supplementary volume of financing that will be made available to EU policy areas identified as suffering from market failures and representing key strategic sectors that the EU intends to further develop and reinforce. In particular, EFSI will enable EU central instruments to scale up their financial support to a wide variety of final beneficiaries operating primarily in the area of digitalisation, blue economy, impact investing, life sciences, artificial intelligence and

blockchain. With respect to the initiative mitigating the negative impact of the withdrawal of the United Kingdom on SMEs, the Union will be able to provide for a timely response to mitigate disruptions of business conditions of SMEs affected by the UK withdrawal. The most adequate instrument providing for the highest impact given limited initial budgetary resources is the existing COSME LGF guarantee and counter guarantee product with pan European coverage relying on effective distribution network of intermediaries. As COSME LGF is used by wide network of National Promotional Institutions, the additional effect using national resources would further augment the impact of the UK withdrawal mitigating measure introduced under COSME LGF.

### ***New Products***

**ESCALAR** will invest in late stage VC and private equity growth funds to support the availability of finance to SMEs and Small Mid-caps in the EU. The purpose of this instrument is to close the financing gap experienced by high growth companies by providing additional resources specifically directed to this purpose and (in the future) by encouraging institutional investors to invest in such funds, potentially by opening up the ESCALAR share class to other investors. Investments under the ESCALAR pilot will potentially enhance the fund returns for other LPs and thus attracting investors to the asset class. Additionally, the ability of ESCALAR to support existing funds offers fund managers the potential to increase their investment capabilities, and in particular is expected to facilitate (larger) follow-on investments in portfolio companies.

By improving the financing environment for scale-ups in the EU it is expected that fewer European scale-ups will leave the EU to continue their growth. In addition, the ESCALAR pilot can facilitate the scaling up of the funds themselves, resulting in larger fund sizes, thereby supporting the EU's late stage VC and growth focused fund ecosystems.

**The Skills & Education Product** aims to cover (i) students and learners undertaking an eligible educational programme for the purpose of enhancing their educational level and / or upgrading their skills, (ii) enterprises that invest into an eligible investment into skills for the purpose of upgrading their workforce skills set and (iii) enterprises supplying education, training, skills and related services and related services as part of their business activity. This pilot responds to the challenges posed by the knowledge society in Europe in terms of skills shortage, unequal opportunity to education and insufficient EU support to education and skills in Europe.

Overall, the focus on these high policy priorities within the remaining EFSI investment period will allow preparing the ground for thematic-focused interventions under InvestEU and shaping the next generation of financial instruments by building on lessons learned during the implementation of the instruments/initiative supported under EFSI. Furthermore, an EFSI support to such high policy priorities is expected to trigger a significant crowding-in effect of private resources, therefore increasing the catalytic effect played by policy resources.

## 6. Risk sharing mechanism

### *Existing Products*

The respective risk sharing mechanisms for the EFSI 2 Increase will remain unchanged vis a vis the existing provisions:

- As regards of Innovfin SMEG and Private Credit, the risk sharing modalities remain unchanged. For InnovFin SMEG, EIF will increase its risk taking by EUR 400m given the EUR 100m increase in the credit enhancement coming from EFSI. For Private Credit, EIF will increase both its (senior) risk taking and funding obligation by EUR 115m.
- With respect to COSME LGF, there is no EIF contribution, i.e. the risk is 100% borne by EFSI.
- As regards the **SMEW Equity Product**:
  - a. investments under SMEW Equity Product SubW1 1 shall continue to be funded *pari passu* by: (i) EFSI, with funding provided by the EIB and coverage under the EFSI Guarantee; and (ii) a systematic 5% co-investment by EIF;
  - b. investments under SMEW Equity Product SubW2 shall continue to be co-financed in accordance with the IFE layered risk-sharing structure entailing: (i) junior tranche (45%) funded by H2020; (ii) senior tranche (26.5%) backed by EFSI with funding provided by the EIB and coverage under the EFSI Guarantee; (ii) senior tranche (28.5%) backed by EIF own resources.

### *New Products*

- **ESCALAR**: no EIF resources will be used in the ESCALAR pilot and EFSI shall be the sole risk taker, with liquidity to be provided by the EIB through an increase of EFSI's existing liquidity facility;
- **Skills & Education Product**: EFSI shall be the sole risk take as there is no EIF contribution.

## 7. Legal Structure

The EFSI 2 Increase will be implemented through:

- the amendments of the respective delegation agreements in the case of the Innovfin SME Guarantee Facility, COSME Loan Guarantee Facility and IFE;
- the amendment of the EFSI Agreement and of the back-to-back agreement between the EIB and the EIF in respect of the EFSI guarantee; and
- be subject to the approval of the EFSI Steering Board and of the EFSI Managing Director (after consultation with the EFSI Investment Committee).

## 8. Time horizon

Under EFSI 2, the EIF shall be entitled to enter into EFSI operations during the EFSI investment period ending on 31<sup>st</sup> December 2022, provided that they have been approved by EIF by 31<sup>st</sup> December 2020.

The increase of the EFSI contribution will become effective for each relevant instrument once the relevant delegation agreement, the EFSI agreement and the EIB/EIF guarantee agreement have been amended and the EFSI Steering Board together with the EFSI Managing Director (after consultation with the EFSI Investment Committee) have given approval.

## Overview of the sizes of the products after the EFSI 2 Increase

Products	Size	Relevant Agreements: EFSI Agreement and the following additional agreements
<b>InnovFin SME Guarantee Facility ("InnovFin SMEG")</b>	up to EUR 2,630m, out of which EFSI participation of EUR 1,200m	Delegation agreement entered into between the EU, the EIB and the EIF on 12 June 2014, as amended from time to time (the " <b>Horizon 2020 Delegation Agreement</b> ")
<b>COSME Guarantee Facility ("COSME LGF")</b>	up to EUR 2,071m, out of which EFSI participation of EUR 1,270m	Delegation agreement entered into between the EU and the EIF on 22nd July 2014, as amended from time to time (the " <b>COSME Delegation Agreement</b> ")
<b>SMEW Equity Product Sub Window 1</b>	up to EUR 2,320m of EFSI participation	N/A
<b>InnovFin Facility for Early Stage ("IFE"), including SMEW Equity Product Sub Window 2</b>	up to EUR 1,615m, out of which EFSI participation of up to EUR 430m	Annex C to the delegation agreement entered into between the EU, the EIB and the EIF on 12 June 2014, as amended from time to time (the " <b>Horizon 2020 Delegation Agreement</b> ")
<b>Private Credit Tailored for SMEs</b>	up to EUR 1,050m, out of which EFSI participation of EUR 350m	N/A
<b>European Scale up Action for Risk capital ("ESCALAR")</b>	up to EUR 300m of EFSI participation	N/A
<b>Skills &amp; Education Product</b>	up to EUR 50m of EFSI participation	N/A