

BOARD OF DIRECTORS

Minutes of the meeting held in Luxembourg on 13 November 2019

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* http://www.eif.org/news_centre/publications/EIF_Transparency_policy.htm?lang=-en

BOARD OF DIRECTORS

Meeting held in Luxembourg on 13 November 2019

Agenda

A. Quorum

B. For decision

- | | | |
|----|--|------------------------|
| 1. | Adoption of the agenda | Doc. 19/315 |
| 2. | Approval of confidential minutes (part 2) dated 9 September 2019 | BD/MIN/CONF.2/328/2019 |
| 3. | Approval of minutes dated 14 October 2019 | BD/MIN/331/2019 |
| 4. | Approval of confidential minutes (part 1) dated 14 October 2019 | BD/MIN/CONF.1/331/2019 |
| 5. | Approval of confidential minutes (part 2) dated 14 October 2019 | BD/MIN/CONF.2/331/2019 |
| 6. | Approval of minutes of written procedure dated 30 October 2019 | BD/WP/MIN/332/2019 |

AGENDA A

Equity

- | | | |
|----|---|-------------|
| 7. | Portobello Structured Partnerships Fund I | Doc. 19/316 |
| | <u>Hybrid Debt-Equity</u> | |
| 8. | Oquendo IV | Doc. 19/317 |
| 9. | Credit Solutions Partner Fund I | Doc. 19/327 |

Guarantees

- | | | |
|-----|---|-------------|
| 10. | Voba Synthetic 2019 (Italy)
Credit enhancement (EIF own risk and/or EIF fronted transaction)
(EIB EFSI Hybrid Window) | Doc. 19/318 |
| 11. | Oma Savings Bank Plc (Finland) – increased allocation
SME Initiative Guarantee Facility – Finland | Doc. 19/319 |
| 12. | OP OSUUSKUNTA (Finland)
SME Initiative Guarantee Facility – Finland | Doc. 19/320 |
| 13. | Savings Banks Group (Säästöpankki) (Finland) – increased allocation
SME Initiative Guarantee Facility – Finland | Doc. 19/321 |

AGENDA B

Equity

- | | | |
|-----|---------------------------------|-------------|
| 14. | Axcel VI K/S | Doc. 19/322 |
| 15. | Patrimonium Private Equity Fund | Doc. 19/323 |
| 16. | SEAF West Balkans Growth Fund | Doc. 19/324 |

Selective Loan Funds

- | | | |
|-----|--|-------------|
| 17. | <i>Item withdrawn</i>
<u>Hybrid Debt-Equity</u> | |
| 18. | <i>Item withdrawn</i>
<u>Diversified debt funds</u> | |
| 19. | KCI Real Economy I
EFSI SMEW Private Credit Tailored for SMEs | Doc. 19/328 |

Guarantees

20. BBVA Vela IV SME 2019 Synthetic Securitisation (Spain) – follow up*
Credit enhancement (EIF own risk, EIF fronted transaction for private investors, EIF fronted transaction for EIB) Doc. 19/329
21. [...]
22. ABN AMRO Bank N.V. (The Netherlands)
InnovFin SME Guarantee Facility Doc. 19/331
23. Banca Intesa ad Beograd (Serbia) – increased allocation
InnovFin SME Guarantee Facility Doc. 19/332
24. Innovation Norway (Norway) - second increase
InnovFin SME Guarantee Facility Doc. 19/333
25. K&H Bank Zrt (Hungary) – increased allocation
COSME Loan Guarantee Facility Doc. 19/334
26. Banco BPI S.A. (Portugal)
ESIF EAFRD Portugal Mainland Fund of Funds Doc. 19/335
27. [...]
28. Intesa Sanpaolo Banka d.d. Bosna i Hercegovina (Bosnia & Herzegovina)
Western Balkans Enterprise Development and Innovation Facility -
Guarantee Facility Youth Employment Doc. 19/337
29. [...]
30. Garanti Leasing (Romania)
EaSI Guarantee Instrument – Microfinance Doc. 19/339

Mandates and Products

31. Sustainable Development Umbrella Fund: Health Compartment Doc. 19/340

C. Corporate and Institutional Matters

1. Corporate Operational Plan 2020-2022: first reading* Doc. 19/341

D. For information

1. EIB Group Staff Code of Conduct and Whistleblowing Policy Doc. 19/342
2. Equity Operations Portfolio Review as at 30 June 2019 Doc. 19/343
3. EU-China Co-Investment Initiative – Private equity investments
(status update) Doc. 19/344

E. Miscellaneous / Statements

F. Date of next meeting: 11 December 2019 in Luxembourg

G. Confidential session

1. [...]

* Late dispatch

BOARD OF DIRECTORS

Those attending

Members: D. SCANNAPIECO, Chairman
A. FAYOLLE
E. MASSÉ
M. DESCHEEMAECCKER
K. JORNA
K. SCHREIBER
P. LAGARDE

Alternate Members: E. KREIVI
J.-C. LALOUX
M. HEIPERTZ
A. EBERHARDS
M. SCICLUNA BARTOLI

Chief Executive: P.L. GILIBERT

Deputy Chief Executive: R. HAVENITH

Secretary: M. LEANDER

The meeting of the Board of Directors ("Board") opened at 8:50.

A. QUORUM

The SECRETARY noted that there was a quorum.

Fund manager presentation: EMZ Partners

Following a welcome by the CHAIRMAN, the CHIEF EXECUTIVE introduced Mr. Thierry RAIFF, Managing Partner and Chairman of EMZ Partners, invited as guest speaker to share with the Board his extensive experience in the hybrid debt-equity market in Europe and, in particular, France¹.

[...]

B. FOR DECISION

1. Adoption of the agenda

The Board of Directors adopted the agenda as presented in document 19/315.

2. Approval of confidential minutes (part 2) dated 9 September 2019

The Board of Directors approved the confidential minutes of the closed Board session (part 2) dated 9 September 2019, ref. BD/MIN/CONF.2/328/2019.

3. Approval of minutes dated 14 October 2019

The Board of Directors approved the minutes of the Board meeting dated 14 October 2019, ref. BD/MIN/331/2019, and took note of the forthcoming publication on the EIF's website.

4. Approval of confidential minutes (part 1) dated 14 October 2019

The Board of Directors approved the confidential minutes of the closed Board session (part 1) dated 14 October 2019, ref. BD/MIN/CONF.1/331/2019.

5. Approval of confidential minutes (part 2) dated 14 October 2019

The Board of Directors approved the confidential minutes of the closed Board session (part 2) dated 14 October 2019, ref. BD/MIN/CONF.2/331/2019.

6. Approval of minutes of written procedure dated 30 October 2019

The Board of Directors approved the minutes of the written procedure dated 30 October 2019, ref. BD/WP/MIN/332/2019 and took note of the forthcoming publication on the EIF's website.

¹ Presentation on the basis of document 19/347, made available at the meeting.

AGENDA A

EQUITY

7. **Portobello Structured Partnerships Fund I** *EFSI-SMEW Equity Product Sub-window 1, own resources*

Generalist private equity fund focusing on lower mid-market investments primarily in Spain.

The Board of Directors approved an investment in Portobello Structured Partnerships Fund I, on the terms and conditions set out in document 19/316.

HYBRID DEBT-EQUITY

8. **Oquendo IV** *EFSI-SMEW Equity Product Sub-window 1, own resources*

Generalist hybrid debt-equity fund focusing on SMEs and small mid-caps primarily in Spain.

The Board of Directors approved an investment in Oquendo IV, on the terms and conditions set out in document 19/317.

9. **Credit Solutions Partner Fund I** *EFSI-SMEW Equity Product Sub-window 1, own resources and, potentially, Mezzanin Dachfonds für Deutschland 2*

Generalist hybrid debt-equity fund focusing on lower mid-market investments primarily in the DACH and Benelux regions.

[...]

The Board of Directors approved an investment in Credit Solutions Partner Fund I, on the terms and conditions set out in document 19/327.

GUARANTEES

10. **Voba Synthetic 2019 (Italy)** *Credit enhancement (EIF own risk and/or EIF fronted transaction) (EIB EFSI Hybrid Window)*

Risk transfer transaction on a portfolio of loans to enhance access to finance for SMEs in Italy.

The Board of Directors approved guarantee amounts, on the terms and conditions set out in document 19/318.

11. **Oma Savings Bank Plc (Finland) – increased allocation** *SME Initiative Guarantee Facility – Finland*

Direct portfolio guarantee to enhance access to finance for SMEs in Finland.

The Board of Directors approved an increase of the maximum guarantee amount, on the terms and conditions set out in document 19/319.

12. **OP OSJUUSKUNTA (Finland)** *SME Initiative Guarantee Facility – Finland*

Direct portfolio guarantee to enhance access to finance for SMEs in Finland.

The Board of Directors approved a maximum guarantee amount, on the terms and conditions set out in document 19/320.

13. **Savings Banks Group (Säästöpankki) (Finland) – increased allocation** *SME Initiative Guarantee Facility – Finland*

Direct portfolio guarantee to enhance access to finance for SMEs in Finland.

The Board of Directors approved an increase of the maximum guarantee amount, on the terms and conditions set out in document 19/321.

AGENDA B

EQUITY

14. **Axcel VI K/S** *Risk Capital Resources, own resources*
Generalist private equity fund focusing on mid-market investments in the Nordic countries, primarily in Denmark and Sweden.

[...]

The Board of Directors approved an investment in Axcel VI K/S, on the terms and conditions set out in document 19/322 [...].

15. **Patrimonium Private Equity Fund** *EFSI-SMEW Equity Product Sub-window 1, own resources*
Generalist private equity fund focusing on lower mid-market investments in the DACH region.

The Board of Directors approved an investment in Patrimonium Private Equity Fund, on the terms and conditions set out in document 19/323.

16. **SEAF West Balkans Growth Fund** *COSME Equity Facility for Growth, own resources*
Generalist private equity fund focusing on lower mid-market investments in Albania, Montenegro, North Macedonia, Serbia, Bosnia and Herzegovina, and Kosovo.

[...]

The Board of Directors approved an investment in SEAF West Balkans Growth Fund, on the terms and conditions set out in document 19/324.

SELECTIVE LOAN FUNDS

17. Item withdrawn.

HYBRID DEBT-EQUITY

18. Item withdrawn.

DIVERSIFIED DEBT FUNDS

19. **KCI Real Economy I** *EFSI SMEW Private Credit Tailored for SMEs*
Diversified debt fund providing senior financing with a focus on SMEs and small mid-caps primarily in France, and, to a lesser extent, other Eurozone countries.

The Board of Directors approved the transaction, on the terms and conditions set out in document 19/328.

GUARANTEES

20. **BBVA Vela IV SME 2019 Synthetic Securitisation (Spain) – follow up**

Credit enhancement (EIF own risk, EIF fronted transaction for private investors, EIF fronted transaction for EIB)

Risk transfer transaction on a portfolio of loans to enhance access to finance for SMEs and small mid-caps in Spain.

[...]

Further to the previous approval¹, the Board of Directors approved select potential private investors, as presented in document 19/329 [...].

¹ BBVA Vela IV SME 2019 Synthetic Securitisation (Spain), ref. BD/331/19, doc. 19/291, dated 14 October 2019.

21. [...]

[...]

22. **ABN AMRO Bank N.V. (The Netherlands)** *InnovFin SME Guarantee Facility*
Direct guarantee to enhance access to finance for innovative SMEs and small mid-caps in the Netherlands.

The Board of Directors approved a maximum guarantee amount, on the terms and conditions set out in document 19/331.

23. **Banca Intesa ad Beograd (Serbia) – increased allocation** *InnovFin SME Guarantee Facility*
Direct guarantee to enhance access to finance for innovative SMEs and small mid-caps in Serbia.

The Board of Directors approved an increase of the maximum guarantee amount, on the terms and conditions set out in document 19/332.

24. **Innovation Norway (Norway) - second increase** *InnovFin SME Guarantee Facility*
Counter-guarantee to enhance access to finance for innovative SMEs in Norway.

[...]

The Board of Directors approved an increase of the maximum guarantee amount, on the terms and conditions set out in document 19/333.

[...]

25. **K&H Bank Zrt (Hungary) – increased allocation** *COSME Loan Guarantee Facility*
Direct guarantee to enhance access to finance for high risk SMEs in Hungary.

The Board of Directors approved an increase of the maximum guarantee cap amount, on the terms and conditions set out in document 19/334.

26. **Banco BPI S.A. (Portugal)** *ESIF EAFRD Portugal Mainland Fund of Funds*
Direct guarantee on a portfolio of loans to enhance access to finance for farmers and agribusinesses across mainland Portugal.

The Board of Directors approved a maximum guarantee cap amount, on the terms and conditions set out in document 19/335.

27. [...]

28. **Intesa Sanpaolo Banka d.d. Bosna i Hercegovina (Bosnia & Herzegovina)**
Western Balkans Enterprise Development and Innovation Facility - Guarantee Facility Youth Employment

Direct guarantee to enhance access to finance for SMEs supporting youth employment in Bosnia and Herzegovina.

The Board of Directors approved a maximum guarantee cap amount, on the terms and conditions set out in document 19/337.

29. [...]

[...]

30. Garanti Leasing (Romania)

EaSI Guarantee Instrument – Microfinance

Direct guarantee to enhance access to finance for micro-entrepreneurs, including self-employed, freelancers and microenterprises, and especially start-ups in the individual and/or family business segments, primarily in urban areas in Romania.

The Board of Directors approved a maximum guarantee cap amount, on the terms and conditions set out in document 19/339.

MANDATES AND PRODUCTS

31. Sustainable Development Umbrella Fund: Health Compartment

Creation of a dedicated sub-fund, with the EIF acting primarily as investment advisor, to support investments in close-ended venture capital funds in the life sciences industry primarily in the EU.

[...]

The Board of Directors approved the new compartment, including a progressive contribution under the EFSI-SMEW Equity Product Sub-window 1 with co-investment from EIF own resources, as per mandate requirements, and additional commitments, expected to be fundraised from private corporate investors, as set out in document 19/340.

C. CORPORATE AND INSTITUTIONAL MATTERS

1. Corporate Operational Plan 2020-2022: first reading

[...]

The Board of Directors took note of the Corporate Operational Plan 2020-2022 as presented for first reading in document 19/341. It was agreed that an updated version, taking account of the modifications discussed by the Board as well as the outcome of relevant discussions at the EIB's Board of Directors the following day, would be submitted for second reading at the Board meeting of 11 December 2019.

D. FOR INFORMATION

1. EIB Group Staff Code of Conduct and Whistleblowing Policy

[...]

The Board of Directors took note of the EIB Group Staff Code of Conduct and Whistleblowing Policy, as presented in document 19/342.

2. Equity Operations Portfolio Review as at 30 June 2019

The Board of Directors took note of the Equity Operations Portfolio Review as at 30 June 2019, as presented in document 19/343.

3. EU-China Co-Investment Initiative – Private equity investments (status update)

The Board of Directors took note of the status update with respect to the EU-China Co-Investment Initiative – Private equity investments, as presented in document 19/344.

E. MISCELLANEOUS / STATEMENTS

The Board of Directors was briefed on a number of relevant issues.

F. DATE OF NEXT MEETING

The Board of Directors agreed that the next meeting would take place in Luxembourg on Wednesday 11 December 2019.

The meeting was closed at 12:15 and was followed by confidential sessions.

Luxembourg, 13 November 2019.

The CHAIRMAN (signed)

Dario SCANNAPIECO

The SECRETARY (signed)

Maria LEANDER