

BOARD OF DIRECTORS

Minutes of the meeting held in Luxembourg on 11 December 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 11 December 2019

Agenda

- | | | |
|----|---|--|
| A. | <u>Quorum and adoption of the agenda</u> | Doc. 19/358 |
| B. | <u>Annual meeting with the Audit Board</u> | |
| C. | <u>For decision</u> | |
| 1. | Approval of minutes dated 13 November 2019 | BD/MIN/333/2019 |
| 2. | Approval of confidential minutes dated 13 November 2019 | BD/MIN/CONF.1/333/2019
BD/MIN/CONF.2/333/2019
BD/MIN/CONF.3/333/2019 |
| 3. | Approval of minutes of written procedure dated 29 November 2019 | BD/WP/MIN/334/2019 |

AGENDA A

Equity

- | | | |
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| 4. | Avallon MBO Fund III - extension of period for the validity of approval | Doc. 19/359 |
| 5. | Beyond Capital Partners Fund II | Doc. 19/360 |
| 6. | HCapital II | Doc. 19/361 |
| 7. | BioDiscovery 6 | Doc. 19/362 |

Hybrid Debt-Equity

- | | | |
|----|------------------------------|-------------|
| 8. | Croatian Mezzanine Debt Fund | Doc. 19/363 |
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Guarantees

- | | | |
|-----|---|-------------|
| 9. | Compañía Española de Reafianzamiento Sociedad Mercantil Estatal, S.A. 2 (Spain) – increased allocation
InnovFin SME Guarantee Facility | Doc. 19/364 |
| 10. | [...] | |
| 11. | Caixa Geral de Depósitos S.A. (Portugal)
COSME Loan Guarantee Facility – Digitalisation Pilot | Doc. 19/366 |
| 12. | Kreditanstalt für Wiederaufbau (Germany) – increased allocation
COSME Loan Guarantee Facility | Doc. 19/367 |
| 13. | Malta Development Bank (Malta)
COSME Loan Guarantee Facility | Doc. 19/368 |
| 14. | Finora Capital AS (Estonia)
Cultural and Creative Sectors Guarantee Facility | Doc. 19/369 |

Mandates and Products

- | | | |
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| 15. | ERP-EIF Facility - increase | Doc. 19/370 |
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AGENDA B

Equity

- 16. [...]
- 17. btov Digital Tech Fund II S.C.S., SICAR Doc. 19/372
- 18. CIS Médecins du Monde AiLSi Doc. 19/373

Guarantees

- 19. [...]
- 20. *Item postponed*
- 21. Kredobank PJSC (Ukraine) Doc. 19/376
 InnovFin SME Guarantee Facility
- 22. [...]
- 23. DSK Bank EAD (Bulgaria) Doc. 19/378
 COSME Loan Guarantee Facility
- 24. Caixa Central – Caixa Central de Crédito Agrícola Mútuo, CRL (Portugal) Doc. 19/379
 ESIF EAFRD Portugal Mainland Fund of Funds
- 25. Vitas (Romania) Doc. 19/380
 EaSI Capacity Building Investments Window – Subordinated Loan

Mandates and Products

- 26. Turkish Investment Initiative SICAV third window – Turkey Future Fund¹ Doc. 19/381

D. Corporate and Institutional Matters

- 1. Corporate Operational Plan 2020-2022: second reading Doc. 19/382
- 2. Amendments to the Rules of Procedure and to the Audit Board Charter Doc. 19/383
 Request for authorisation to submit to the General Meeting for approval
- 3. EIB Group Stress Testing Framework Doc. 19/384

E. For information

- 1. EIB Group Capital Plan 2020-2024¹ Doc. 19/385
- 2. EIB Group communications and marketing update (presentation)² Doc. 19/386
- 3. Risk Sharing Instrument ("RSI") implementation update Doc. 19/387
- 4. InnovFin SME Guarantee Facility implementation update Doc. 19/388
- 5. EIF Risk Appetite Framework Dashboard Q3 2019¹ Doc. 19/389
- 6. Board of Directors follow-up programme Doc. 19/390

F. Miscellaneous / Statements

G. Confidential session

H. Date of next meeting: Tuesday 4 February 2020 in Luxembourg

¹ Late dispatch

² Presentation to be made available at the meeting

BOARD OF DIRECTORS

Those attending

<u>Members:</u>	D. SCANNAPIECO, Chairman A. FAYOLLE E. MASSÉ A. EBERHARDS, alternate to M. DESCHEEMAECKER K. JORNA K. SCHREIBER P. LAGARDE
<u>Alternate Members:</u>	E. KREIVI J.-C. LALOUX M. SCICLUNA BARTOLI
<u>Chief Executive:</u>	P.L. GILIBERT
<u>Deputy Chief Executive:</u>	R. HAVENITH
<u>Secretary:</u>	M. LEANDER
<u>Absent:</u>	M. DESCHEEMAECKER

The meeting of the Board of Directors ("Board") opened at 9:05.

A. QUORUM AND ADOPTION OF THE AGENDA

The CHAIRMAN noted that, in Mr. DESCHEEMAECCKER's absence, his alternate, Mr. EBERHARDS, was acting as full member.

The SECRETARY noted that there was a quorum.

The Board of Directors adopted the agenda as presented in document 19/358.

From 9:10 to 9:20, a closed session was held [...].

B. ANNUAL MEETING WITH THE AUDIT BOARD

From 9:20 to 9:45, a closed session was held between the Board of Directors and the Audit Board.

C. FOR DECISION

1. Approval of minutes dated 13 November 2019

The Board of Directors approved the minutes of the Board meeting dated 13 November 2019, ref. BD/MIN/333/2019 and took note of the forthcoming publication on the EIF's website.

2. Approval of confidential minutes dated 13 November 2019

The Board of Directors approved the confidential minutes corresponding respectively to the three closed Board sessions dated 13 November 2019, ref. BD/MIN/CONF.1/333/2019, BD/MIN/CONF.2/333/2019 and BD/MIN/CONF.3/333/2019.

3. Approval of minutes of written procedure dated 29 November 2019

The Board of Directors approved the minutes of the written procedure dated 29 November 2019, ref. BD/WP/MIN/334/2019 and took note of the forthcoming publication on the EIF's website.

AGENDA A

EQUITY

4. Avallon MBO Fund III - extension of period for the validity of approval

*EFSI-SMEW Equity Product Sub-window 1 and own resources, or
Risk Capital Resources and own resources*

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

The Board of Directors approved, starting with immediate effect, a an extension to the validity period of the initial approval, on the terms and conditions set out in document 19/359.

5. Beyond Capital Partners Fund II

*COSME Equity Facility for Growth,
Risk Capital Resources, own resources*

Generalist private equity fund focusing on lower mid-market investments in the DACH region, with a certain focus on Germany.

The Board of Directors approved an investment in Beyond Capital Partners Fund II, on the terms and conditions set out in document 19/360.

6. **HCapital II**

COSME Equity Facility for Growth,
NPI IFD Portugal Growth Primary Fund, own resources

Generalist private equity fund focusing on lower mid-market investments primarily in Portugal and, to a lesser extent, in Spain.

The Board of Directors approved an investment in HCapital II, on the terms and conditions set out in document 19/361.

7. **BioDiscovery 6**

ERP-EIF Facility, Risk Capital Resources, own resources

Venture capital fund focusing on balanced stage life science investments primarily in Europe, with a certain focus on France, Belgium, the Netherlands and Germany.

The Board of Directors approved an investment in BioDiscovery 6, on the terms and conditions set out in document 19/362.

HYBRID DEBT-EQUITY

8. **Croatian Mezzanine Debt Fund**

COSME Equity Facility for Growth,
Croatian Growth Investment Programme, own resources

Generalist hybrid debt-equity fund focusing on junior loans to Croatian-based SMEs.

The Board of Directors approved an investment in Croatian Mezzanine Debt Fund, on the terms and conditions set out in document 19/363.

GUARANTEES

9. **Compañía Española de Reafianzamiento Sociedad Mercantil Estatal, S.A. 2 (Spain) – increased allocation**

InnovFin SME Guarantee Facility

Counter-guarantees on guarantees covering senior/subordinated loans and leases to enhance access to finance for innovative SMEs in Spain.

The Board of Directors approved an increase of the maximum counter-guarantee amount, on the terms and conditions set out in document 19/364.

10. [...]

11. **Caixa Geral de Depósitos S.A. (Portugal)**

COSME Loan Guarantee Facility – Digitalisation Pilot

Direct guarantee to enhance access to finance and to support the digital transformation of SMEs in Portugal.

The Board of Directors approved a maximum guarantee cap amount, on the terms and conditions set out in document 19/366.

[...]

12. **Kreditanstalt für Wiederaufbau (Germany) – increased allocation**

COSME Loan Guarantee Facility

Direct guarantee to enhance access to finance for high risk start-up SMEs in Germany.

The Board of Directors approved a maximum guarantee cap amount, on the terms and conditions set out in document 19/367.

13. **Malta Development Bank (Malta)** *COSME Loan Guarantee Facility*
Counter-guarantee to enhance access to finance for SMEs in Malta.

The Board of Directors approved a maximum guarantee cap amount [...] on the terms and conditions set out in document 19/368.

14. **Finora Capital AS (Estonia)** *Cultural and Creative Sectors Guarantee Facility*
Direct guarantee to enhance access to finance for SMEs in the cultural and creative sectors in Estonia, Finland, Latvia and Lithuania.

The Board of Directors approved a maximum guarantee cap amount, on the terms and conditions set out in document 19/369.

MANDATES AND PRODUCTS

15. **ERP-EIF Facility – increase**

Increase of the existing facility to further support venture capital investments focusing on German technology-oriented SMEs in their early, expansion and growth stages

The Board of Directors approved an increase of the ERP-EIF fund-of-funds, to be equally funded with resources from the German Federal Ministry for Economic Affairs and Energy and the EIF, using any eligible pan-European EIF-managed resources, resulting in an increase of the ERP-EIF Facility's total aggregate volume, as presented in document 19/370.

AGENDA B

EQUITY

16. [...]

17. **btov Digital Tech Fund II S.C.S., SICAR** *EIB-EIF SME Funds Investment Facility*
ERP-EIF Facility, LfA-EIF Facility

Venture capital fund focusing on early stage B2C and B2B companies with software products and platforms enabled by a digital component, in the EU, EFTA and the European Neighbourhood Policy countries, with a strong focus on the DACH region.

The Board of Directors approved an investment in btov Digital Tech Fund II S.C.S., SICAR, on the terms and conditions set out in document 19/372.

18. **CIS Médecins du Monde AiLSi** *EFSI-SMEW Equity Product Sub-window 1, own resources*

Payment-by-Results scheme proposing an alternative to incarceration for homeless people with severe mental illnesses, in Marseilles, France.

[...]

The Board of Directors approved an investment in CIS Médecins du Monde AiLSi, on the terms and conditions set out in document 19/373.

GUARANTEES

19. [...]

20. Item postponed.

21. Kredobank PJSC (Ukraine)

InnovFin SME Guarantee Facility

Direct guarantee to enhance access to finance for innovative SMEs and small mid-caps in Ukraine.

The Board of Directors approved a maximum guarantee amount, on the terms and conditions set out in document 19/376.

22. [...]

23. DSK Bank EAD (Bulgaria)

COSME Loan Guarantee Facility

Direct guarantee to enhance access to finance for start-up SMEs in Bulgaria.

The Board of Directors approved a maximum guarantee cap amount, on the terms and conditions set out in document 19/378.

24. Caixa Central – Caixa Central de Crédito Agrícola Mútuo, CRL (Portugal)

ESIF EAFRD Portugal Mainland Fund of Funds

Direct guarantee on a portfolio of loans to enhance access to finance for farmers and agri-businesses across mainland Portugal.

The Board of Directors approved a maximum guarantee cap amount, on the terms and conditions set out in document 19/379.

25. Vitas (Romania)

EaSI Capacity Building Investments Window

Subordinated loan to support a capacity building investment, enabling the implementation of the intermediary's new digitalisation strategy, aiming to consolidate and expand its outreach in the micro-entrepreneurial segment in Western and Central Romania.

The Board of Directors approved a principal amount, on the terms and conditions set out in document 19/380.

MANDATES AND PRODUCTS

26. Turkish Investment Initiative SICAV third window – Turkey Future Fund

Third sub-fund under the Turkish Investment Initiative, with the EIF acting as an investment adviser and investor, to support early stage investments in Turkey.

[...]

The Board of Directors approved the new window [...], as set out in document 19/381.

D. CORPORATE AND INSTITUTIONAL MATTERS

1. Corporate Operational Plan 2020-2022: second reading

[...]

The Board of Directors approved the Corporate Operational Plan 2020-2022 as presented for second reading in document 19/382, noting that a final version would be communicated for information [...].

2. Amendments to the Rules of Procedure and to the Audit Board Charter

The Board of Directors approved the proposed amendments to the Rules of Procedure and to the Audit Board Charter, as presented in document 19/383, and authorised the submission of the proposal for decision by the General Meeting, noting that, if approved, the amendments would enter into effect early January 2020.

3. EIB Group Stress Testing Framework

The Board of Directors approved the EIB Group Stress Testing Framework, as presented in document 19/384, noting that it remained subject to the approval of the EIB's Board of Directors the following day.

E. FOR INFORMATION

1. EIB Group Capital Plan 2020-2024

The Board of Directors took note of the EIB Group Capital Plan 2020-2024, as presented in document 19/385.

2. EIB Group communications and marketing update

The Board of Directors took note of the EIB Group communications and marketing update, as presented in document 19/386, made available at the meeting. [...]

3. Risk Sharing Instrument ("RSI") implementation update

The Board of Directors took note of Risk Sharing Instrument ("RSI") implementation update, as presented in document 19/387.

4. InnovFin SME Guarantee Facility implementation update

The Board of Directors took note of InnovFin SME Guarantee Facility implementation update, as presented in document 19/388.

5. EIF Risk Appetite Framework Dashboard Q3 2019

The Board of Directors took note of the EIF Risk Appetite Framework Dashboard Q3 2019, as presented in document 19/389.

6. Board of Directors follow-up programme

The Board of Directors took note of the Board of Directors follow-up programme, as presented in document 19/390.

F. MISCELLANEOUS / STATEMENTS

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

G. CONFIDENTIAL SESSION

H. DATE OF NEXT MEETING

The Board of Directors agreed that the next meeting would take place in Luxembourg on Tuesday 4 February 2020.

The meeting was closed at 11:30 and was followed by a confidential session.

Luxembourg, 11 December 2019.

The CHAIRMAN (signed)
Dario SCANNAPIECO

The SECRETARY (signed)
Maria LEANDER