

BOARD OF DIRECTORS

Minutes of the meeting held in Luxembourg on 15 May 2017

Parts of this document that, at the time of the meeting, fall under the exceptions for disclosure defined by the EIF Transparency Policy, notably under articles 5.4, 5.5 and 5.6, have been redacted.*

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BOARD OF DIRECTORS

Meeting held in Luxembourg on 15 May 2017

Agenda

A. Quorum

B. For decision

- | | | |
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| 1. | Adoption of the agenda | Doc. 17/116 |
| 2. | Approval of minutes dated 3 April 2017 | BD/MIN/277/2017 |
| 3. | Approval of confidential minutes dated 3 April 2017 | BD/MIN/CONF/F/277/2017
BD/MIN/CONF/F1/277/2017 |
| 4. | Approval of minutes of written procedure dated 24 April 2017 | BD/WP/MIN/278/2017 |

AGENDA A

Equity

- | | | |
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| 5. | [...] | |
| 6. | b-to-v Growth I S.C.S., SICAR
ERP-EIF Co-Investment Growth Facility | Doc. 17/118 |
| 7. | Allianz France Investissement IV
EFSI - SMEW Equity Product Sub-window 1, own resources | Doc. 17/119 |
| 8. | Ascendant Buy-Out Fund
COSME, Risk Capital Resources, Central Europe Fund of Funds, own | Doc. 17/120 |
| 9. | FCI FOSTER LR
Fund-of-Funds FOSTER Languedoc Roussillon ERDF | Doc. 17/121 |

Guarantees

- | | | |
|-----|---|-------------|
| 10. | [...] | |
| 11. | CIBANK EAD (Bulgaria) – extension and increase
COSME Loan Guarantee Facility | Doc. 17/123 |
| 12. | Erste & Steiermärkische Bank d.d. (Croatia)
InnovFin SME Guarantee Facility | Doc. 17/124 |
| 13. | Banca Popolare dell'Emilia Romagna S.p.A. 2 (Italy) – <i>late dispatch</i>
InnovFin SME Guarantee Facility | Doc. 17/125 |
| 14. | Banca Transilvania S.A. (Romania)
SME Initiative Guarantee Facility – Romania | Doc. 17/126 |
| 15. | SME Initiative Guarantee Facility Spain: reallocation of portfolio volumes
[...] | Doc. 17/127 |

AGENDA B

Guarantees

16. [...]

C. Mandates and Products

1. Increase of the European Fund for Strategic Investments ("EFSI") contributions: Doc. 17/129
COSME Loan Guarantee Facility, InnovFin SME Guarantee Facility, EaSI
Guarantee Facility, Cultural and Creative Sectors Guarantee Facility

2. ESIF - Ile de la Réunion (France) Doc. 17/130

D. For information

1. Quarterly Report – Q1 2017 Doc. 17/131

2. Private Equity Operations Portfolio Review as at 31 December 2016 Doc. 17/132

3. Guarantees and Securitisation Operations Risk Report as at 31 December 2016 Doc. 17/133

E. Miscellaneous / Statements

F. Date of next meeting: 14 June 2017 at 14:00 in Luxembourg

BOARD OF DIRECTORS

Those attending

<u>Members:</u>	D. SCANNAPIECO, Chairman A. FAYOLLE M. DESCHEEMAECKER E. MASSÉ B. ANGEL ¹ F. CARTAXO, alternate to H. WIRTH
<u>Alternate Members:</u>	M. SANTONI M. HEIPERTZ
<u>Chief Executive:</u>	P. L. GILIBERT
<u>Deputy Chief Executive:</u>	R. HAVENITH
<u>Secretary:</u>	M. LEANDER
<u>Absent:</u>	P. DELSAUX ¹ H. WIRTH

¹ Power of attorney issued by P. DELSAUX to B. ANGEL.

The meeting of the Board of Directors ("Board") opened at 11:35.

A. QUORUM

The CHAIRMAN noted that Mr. DELSAUX was unable to attend the meeting and that Mr. ANGEL was holding a power of attorney to act on his behalf. Ms. WIRTH was also unable to attend and was replaced by alternate member Mr. CARTAXO.

The SECRETARY noted that there was a quorum.

B. FOR DECISION

1. Adoption of the agenda

The Board of Directors adopted the agenda as presented in document 17/116.

2. Approval of minutes dated 3 April 2017

The Board of Directors approved the minutes of the Board meeting dated 3 April 2017, ref. BD/MIN/277/2017 and took note of the version to be published on EIF's website.

3. Approval of confidential minutes dated 3 April 2017

The Board of Directors approved the confidential minutes of the closed sessions of the Board meeting dated 3 April 2017, ref. BD/MIN/CONF/F/277/2017 and BD/MIN/CONF/F1/277/2017.

4. Approval of minutes of written procedure dated 24 April 2017

The Board of Directors approved the minutes of the written procedure dated 24 April 2017, ref. BD/WP/MIN/278/2017.

AGENDA A

The Board requested clarifications with respect to items 5, 6 and 8.

EQUITY

5. [...]

6. b-to-v Growth I S.C.S., SICAR

ERP-EIF Co-Investment Growth Facility

Co-investment fund focusing on growth stage technology companies in Germany.

In reply to a question from the Board, it was explained that the choice of a Luxembourg legal structure was largely due to its fiscal transparency for multi-jurisdictional structures and Luxembourg's comprehensive fund regulation environment.

Notably in the context of the third pillar of the Investment Plan for Europe, the CHAIRMAN proposed that the Board be provided with a paper, identifying elements observed to be relevant in legislative frameworks supporting European private equity.

The Board of Directors approved an investment in b-to-v Growth I S.C.S., SICAR, on the terms and conditions set out in document 17/118.

7. **Allianz France Investissement IV** *EFSI - SMEW Equity Product Sub-window 1, own resources*
Generalist fund-of-funds focusing on late stage venture capital, growth and lower mid-market replacement capital investments, through primary and secondary transactions and co-investments, primarily in France.

The Board of Directors approved an investment in Allianz France Investissement IV, on the terms and conditions set out in document 17/119.

8. **Ascendant Buy-Out Fund** *COSME, Risk Capital Resources, Central Europe Fund of Funds, own resources*

Generalist private equity fund focusing on lower mid-market companies based or active in the Western Balkans.

In reply to a question from the Board, certain matters of relevance to the proposed cross-border structure were discussed, in particular related to the approach proposed to mitigate the fact that the existing Dutch - Bosnian double tax treaty did not meet the OECD standards on exchange of information.

The Board of Directors approved an investment in Ascendant Buy-Out Fund, on the terms and conditions set out in document 17/120.

9. **FCI FOSTER LR** *Fund-of-Funds FOSTER Languedoc Roussillon ERDF*

Venture capital fund focusing on early stage companies in the region of Languedoc Roussillon, France.

The Board of Directors approved an investment in FCI FOSTER LR, on the terms and conditions set out in document 17/121.

GUARANTEES

10. [...]

11. **CIBANK EAD (Bulgaria) – extension and increase** *COSME Loan Guarantee Facility*

Direct guarantee to enhance access to finance for SMEs established and operating in Bulgaria.

The Board of Directors approved an increase in the budgetary allocation and an extension of the original availability period, on the terms and conditions set out in document 17/123.

12. **Erste & Steiermärkische Bank d.d. (Croatia)** *InnovFin SME Guarantee Facility*

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

The Board of Directors approved a principal guarantee amount, on the terms and conditions set out in document 17/124.

13. **Banca Popolare dell'Emilia Romagna S.p.A. 2 (Italy)** *InnovFin SME Guarantee Facility*

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

The Board of Directors approved a principal guarantee amount, on the terms and conditions set out in document 17/125.

14. Banca Transilvania S.A. (Romania)

SME Initiative Guarantee Facility - Romania

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

The Board of Directors approved (i) a principal guarantee amount in euro and (ii) a principal guarantee amount in Romanian leu, on the terms and conditions set out in document 17/126.

15. SME Initiative Guarantee Facility Spain: reallocation of portfolio volumes

Direct portfolio guarantees to enhance access to finance for SMEs in Spain.

The Board of Directors approved reallocations on the terms and conditions set out in document 17/127.

AGENDA B

GUARANTEES

16. [...]

C. MANDATES AND PRODUCTS

1. Increase of the European Fund for Strategic Investments ("EFSI") contributions: COSME Loan Guarantee Facility, InnovFin SME Guarantee Facility, EaSI Guarantee Facility, Cultural and Creative Sectors Guarantee Facility

Increase of the EFSI participations to the above-mentioned facilities, through the EFSI SME Window, and an extension of InnovFin SME GF eligibility criteria.

The Board welcomed the proposed increases, evidencing EIF's successful implementation of EFSI, and expressed support for proceeding to the rapid signature of the relevant agreements.

The Board of Directors approved increased EFSI participations in respect of (i) the InnovFin SME Guarantee Facility ("SMEG") as well as the extension of the InnovFin SMEG eligibility criteria to allow for the coverage of the subordinated debt with the associated increase of the Horizon 2020 contribution from DG Research & Innovation; (ii) the COSME Loan Guarantee Facility; (iii) the EaSI Guarantee Financial Instrument; and (iv) the Cultural and Creative Sectors Guarantee Facility, as proposed in document 17/129.

2. ESIF - Ile de la Réunion (France)

New mandate to enhance access to debt and equity finance for SMEs in the region of Ile de la Réunion, France, from the European Regional Development Fund and national co-financing and the region's own resources.

The Board of Directors approved the new mandate composed of resources from the Regional Operational Programme and from Ile de la Réunion own resources, as proposed in document 17/130.

D. FOR INFORMATION

1. Quarterly Report – Q1 2017

The Board of Directors took note of the Quarterly Report – Q1 2017, as presented in document 17/131.

2. Private Equity Operations Portfolio Review as at 31 December 2016

The Board of Directors took note of the Private Equity Operations Portfolio Review as at 31 December 2016, as presented in document 17/132.

3. Guarantees and Securitisation Operations Risk Report as at 31 December 2016

The Board of Directors took note of the Guarantees and Securitisation Operations Risk Report as at 31 December 2016, as presented in document 17/133.

E. MISCELLANEOUS / STATEMENTS

The CHIEF EXECUTIVE briefed the Board of Directors 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 14 June 2017 at 14:00.

The meeting was closed at 12:45.

Luxembourg, 15 May 2017.

The CHAIRMAN (signed)

Dario SCANNAPIECO

The SECRETARY (signed)

Maria LEANDER