

BOARD OF DIRECTORS

Minutes of the meeting held in Luxembourg on 17 July 2019

Parts of this document may have been redacted if, at the time of the Board's decision, falling under the exceptions for disclosure defined by the EIF Transparency Policy, notably under articles 5.4, 5.5 and 5.6.*

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

BOARD OF DIRECTORS

Meeting held in Luxembourg on 17 July 2019

Agenda

A. Quorum

B. For decision

- | | |
|---|-------------------------|
| 1. Adoption of the agenda | Doc. 19/186 |
| 2. Approval of minutes dated 11 June 2019 | BD/MIN/323/2019 |
| 3. Approval of confidential minutes dated 11 June 2019 | BD/MIN/CONF/323/2019 |
| 4. Approval of minutes of written procedure dated 27 June 2019 | BD/WP/MIN/324/2019 |
| 5. Approval of minutes of confidential written procedure dated 28 June 2019 | BD/WP/MIN/CONF/325/2019 |

AGENDA A

Guarantees

- | | |
|---|-------------|
| 6. abc SME Lease Germany Compartment 6 (Germany)
<i>ABS direct investment (own risk) and credit enhancement (own risk)</i> | Doc. 19/187 |
| 7. PKO Leasing 2018-1 (Poland) – extension of period for the validity of approval
<i>Credit enhancement (own risk)</i> | Doc. 19/188 |
| 8. [...] | |
| 9. [...] | |
| 10. Vækstfonden (Denmark) - increased allocation
<i>COSME Loan Guarantee Facility</i> | Doc. 19/191 |
| 11. Vækstfonden 2 (Denmark) – increased allocation
<i>InnovFin SME Guarantee Facility</i> | Doc. 19/192 |
| 12. Oportunitas (Spain)
<i>EaSI Capacity Building Investment Window - Subordinated Loan</i> | Doc. 19/193 |

Diversified debt funds

- | | |
|---|-------------|
| 13. ODDO BHF German Mittelstand Subfund II
<i>EFSI SMEW Private Credit Tailored for SMEs</i> | Doc. 19/194 |
|---|-------------|

Mandates and Products

- | | |
|---|-------------|
| 14. Additional EFSI increase to InnovFin SMEG and COSME LGF, including Digitalisation Thematic thereunder, Private Credit Tailored for SMEs and a new Skills & Education Guarantee Pilot under EFSI | Doc. 19/195 |
| 15. Additional EFSI Increase to EFSI SME Window Equity Product Sub Window 1 and Sub Window 2, including InnovFin Equity Facility for Early Stage | Doc. 19/196 |
| 16. ESIF – ERDF Malta Energy Efficiency Initiative - amendment | Doc. 19/197 |
| 17. Standardised NPI Mandate with Instituição Financeira de Desenvolvimento ("IFD") - Portugal Growth | Doc. 19/198 |

AGENDA B

Equity

- | | |
|-----------------------------------|-------------|
| 18. Equinox III | Doc. 19/199 |
| 19. Gilde Buy-Out Fund VI | Doc. 19/200 |
| 20. Catalyst Romania Fund II SCSp | Doc. 19/201 |

AGENDA B continued...

21. Northzone IX L.P. Doc. 19/202
22. [...] Diversified debt funds
23. *Item postponed*
Guarantees
24. Santander Consumer Finance ABS 2019 (Spain) Doc. 19/205
Credit enhancement (own risk)
25. [...]
26. Československá obchodná banka a.s. (Slovakia) – increased allocation Doc. 19/207
COSME Loan Guarantee Facility
27. [...]
28. Banca Comerciala Intesa Sanpaolo Romania S.A. (Romania) Doc. 19/209
InnovFin SME Guarantee Facility
29. [...]
30. UniCredit Bank Austria AG (Austria) – increased allocation Doc. 19/211
InnovFin SME Guarantee Facility
31. UniCredit CEE Umbrella (multi-country) – increased allocation Doc. 19/212
InnovFin SME Guarantee Facility
32. Banca Intesa ad Beograd ("BIB") (Serbia) Doc. 19/213
EaSI Guarantee Instrument - Microfinance
33. Fibabanka (Turkey) – increased allocation Doc. 19/214
EaSI Guarantee Instrument - Microfinance
34. ING Bank (Turkey) Doc. 19/215
EaSI Guarantee Instrument - Microfinance
35. Komerční Banka (Czech Republic) – increased allocation Doc. 19/216
EaSI Guarantee Instrument - Microfinance
36. Patria Bank (Romania) – increased allocation Doc. 19/217
EaSI Guarantee Instrument - Microfinance
37. UniCredit Leasing Croatia (Croatia) Doc. 19/218
EaSI Guarantee Instrument - Microfinance
38. UniCredit SpA (Italy) – second agreement Doc. 19/219
EaSI Guarantee Instrument - Microfinance
39. Caisse Fédérale de Crédit Mutuel (France) Doc. 19/220
ALTER'NA – ESIF EAFRD Nouvelle-Aquitaine Fund of Funds
40. Crédit Agricole S.A. (France) Doc. 19/221
ALTER'NA – ESIF EAFRD Nouvelle-Aquitaine Fund of Funds
Mandates and Products
41. *Item withdrawn*
- C. Corporate and Institutional Matters**
1. EIF Corporate Operational Plan 2019: mid-year review Doc. 19/223
- D. For information**
1. Quarterly Report Q2 2019 Doc. 19/224
2. InnovFin SME Guarantee Facility implementation update Doc. 19/225
- E. Miscellaneous / Statements**
- F. Date of next meeting: 9 September 2019 in Croatia**

BOARD OF DIRECTORS

Those attending

<u>Members:</u>	D. SCANNAPIECO, Chairman A. FAYOLLE E. MASSÉ A. EBERHARDS, alternate to M. DESCHEEMAECCKER K. JORNA K. SCHREIBER
<u>Alternate Members:</u>	J.-C. LALOUX M. HEIPERTZ 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. DESCHEEMAECCKER

The meeting of the Board of Directors ("Board") opened at 8:30.

A. QUORUM

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

The SECRETARY noted that there was a quorum.

B. FOR DECISION

1. Adoption of the agenda

At the CHAIRMAN's request, item 41 was withdrawn from the agenda.

The Board of Directors adopted the agenda as presented in document 19/186 and including the withdrawal of item 41.

2. Approval of minutes dated 11 June 2019

The Board of Directors approved the minutes of the Board meeting dated 11 June 2019, ref. BD/MIN/323/2019 and took note of the forthcoming publication on the EIF's website.

3. Approval of confidential minutes dated 11 June 2019

The Board of Directors approved the confidential minutes of the Board meeting dated 11 June 2019, ref. BD/MIN/CONF/323/2019.

4. Approval of minutes of written procedure dated 27 June 2019

The Board of Directors approved the minutes of the written procedure dated 27 June 2019, ref. BD/WP/MIN/324/2019 and took note of the forthcoming publication on the EIF's website.

5. Approval of minutes of confidential written procedure dated 28 June 2019

The Board of Directors approved the minutes of the confidential written procedure dated 28 June 2019, ref. BD/WP/MIN/CONF/325/2019.

AGENDA A

GUARANTEES

- 6. abc SME Lease Germany Compartment 6 (Germany)** *ABS direct investment (own risk)
and credit enhancement (own risk)*

Securitisation transaction on a portfolio of leases to enhance access to finance for SMEs in Germany.

The Board of Directors approved a direct investment and a credit enhancement transaction, on the terms and conditions set out in document 19/187.

7. **PKO Leasing 2018-1 (Poland) – extension of period for the validity of approval**

Credit enhancement (own risk)

Securitisation transaction on a portfolio of leases to enhance access to finance for SMEs in Poland.

The Board of Directors approved an extension of the period for the validity of the Board's initial approval, on the terms and conditions set out in document 19/188.

8. [...]

9. [...]

10. **Vækstfonden (Denmark) – increased allocation**

COSME Loan Guarantee Facility

Direct guarantee to enhance access to finance for SMEs, including farmers and high risk SMEs, in Denmark.

The Board of Directors approved an increase of the maximum guarantee cap amount, on the terms and conditions set out in document 19/191.

11. **Vækstfonden 2 (Denmark) – increased allocation**

InnovFin SME Guarantee Facility

Direct guarantee to enhance access to finance for innovative SMEs in Denmark.

The Board of Directors approved an increase of the maximum guarantee cap amount, on the terms and conditions set out in document 19/192.

12. **Oportunitas (Spain)**

EaSI Capacity Building Investments Window – Subordinated Loan

Capacity building investment in the form of subordinated loan to support the establishment of the first non-bank microfinance institution in Spain, promoting self-employment and micro- entrepreneurship and facilitating social and labour inclusion.

The Board of Directors approved a principal amount, on the terms and conditions set out in document 19/193.

DIVERSIFIED DEBT FUNDS

13. **ODDO BHF German Mittelstand Subfund II**

EFSI SMEW Private Credit Tailored for SMEs

Diversified debt fund providing senior and unitranche financing with a focus on SMEs and small mid-caps primarily in Germany.

The Board of Directors approved the transaction on the terms and conditions set out in document 19/194.

MANDATES AND PRODUCTS

14. **Additional EFSI increase to InnovFin SMEG and COSME LGF, including Digitalisation Thematic thereunder, Private Credit Tailored for SMEs and a new Skills & Education Guarantee Pilot under EFSI**

Additional increase of the EFSI contribution to existing and new products managed by the EIF to further facilitate access to finance for SMEs, small mid-caps and other groups of beneficiaries, such as students and enterprises providing educational or training services.

The Board of Directors approved increases to the aforementioned guarantee/debt facilities, as set out in document 19/195, comprising an EFSI 2 contribution and EIF own resources.

15. Additional EFSI Increase to EFSI SME Window Equity Product Sub Window 1 and Sub Window 2, including InnovFin Equity Facility for Early Stage

Additional increase of the EFSI contribution to existing equity facilities to further support impact investing and to facilitate funding for life sciences, blue economy, artificial intelligence and blockchain technologies.

The Board of Directors approved an increase of the EFSI SME Window Equity Product Sub Window 1 comprising an EFSI 2 contribution and EIF own resources, and an increase of the InnovFin Equity Facility for Early Stage, comprising contributions from EFSI 2, EIF own resources, and the European Commission DG Research and Innovation, as set out in document 19/196.

16. ESIF – ERDF Malta Energy Efficiency Initiative - amendment

Mandate managed by the EIF to set up and implement a financial instrument to support investments in energy efficiency measures in Malta.

The Board of Directors approved the updated terms of the mandate, as set out in document 19/197.

17. Standardised NPI Mandate with Instituição Financeira de Desenvolvimento ("IFD") - Portugal Growth

New mandate enabling the participation of IFD in a new Primary Fund Investing Activity targeting private equity and growth capital on the basis of a Standardised NPI Mandate framework.

The Board of Directors approved the new mandate, including an initial commitment from IFD resources to be matched, on at least a 1:1 basis, by the EIF from EIF-managed or advised resources, as set out in document 19/198.

AGENDA B

EQUITY

18. Equinox III

EIB-EIF Midcap Funds Facility and own resources

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

The Board of Directors approved an investment in Equinox III, on the terms and conditions set out in document 19/199.

19. Gilde Buy-Out Fund VI

Risk Capital Resources and own resources

Generalist private equity fund focusing on mid-market investments in the Netherlands, Belgium, Luxembourg, Germany, Austria and Switzerland.

[...]

The Board of Directors approved an investment in Gilde Buy-Out Fund VI, subject to aggregate commitments by the EIF being capped as discussed and otherwise on the terms and conditions set out in document 19/200.

20. **Catalyst Romania Fund II SCSp** *JEREMIE Romania Reflows Equity Instrument, and InnovFin Equity Facility for Early Stage Venture capital fund focusing on early stage ICT investments primarily in Romania.*

The Board of Directors approved an investment in Catalyst Romania Fund II SCSp, on the terms and conditions set out in document 19/201.

21. **Northzone IX L.P.** *Risk Capital Resources and own resources Pan-European venture capital fund focusing on early stage ICT investments.*

The Board of Directors approved an investment in Northzone IX L.P., on the terms and conditions set out in document 19/202.

22. [...]

23. Item postponed.

GUARANTEES

24. **Santander Consumer Finance ABS 2019 (Spain)** *Credit enhancement (own risk) Securitisation transaction on a portfolio of auto loans to enhance access to finance for SMEs in Spain.*
[...]

The Board of Directors approved principal guarantee amounts on the terms and conditions set out in document 19/205.

25. [...]

26. **Československá obchodná banka a.s. (Slovakia) – increased allocation** *COSME Loan Guarantee Facility Direct guarantee to enhance access to finance for higher risk SMEs in Slovakia.*

The Board of Directors approved an increase of the maximum guarantee cap amount, on the terms and conditions set out in document 19/207.

27. [...]

28. **Banca Comerciala Intesa Sanpaolo Romania S.A. (Romania)** *InnovFin SME Guarantee Facility Direct guarantee to enhance access to finance for innovative SMEs and small mid-caps in Romania.*

The Board of Directors approved a maximum guarantee amount, on the terms and conditions set out in document 19/209.

29. [...]

30. **UniCredit Bank Austria AG (Austria) – increased allocation** *InnovFin SME Guarantee Facility Direct guarantee to enhance access to finance for innovative SMEs and small mid-caps in Austria.*

The Board of Directors approved an increase of the maximum guarantee cap amount, on the terms and conditions set out in document 19/211.

31. UniCredit CEE Umbrella (multi-country) – increased allocation

InnovFin SME Guarantee Facility

Direct guarantee to enhance access to finance for innovative SMEs and small mid-caps in Bosnia and Herzegovina, Bulgaria, Croatia, the Czech Republic, Hungary, Romania, Serbia, Slovakia and Slovenia.

The Board of Directors approved an increase of the maximum aggregate guarantee amount, on the terms and conditions set out in document 19/212.

[...]

32. Banca Intesa ad Beograd ("BIB") (Serbia)

EaSI Guarantee Instrument - Microfinance

Direct guarantee to enhance access to finance for micro and small farmers, particularly in rural areas, in Serbia.

The Board of Directors approved a maximum guarantee cap amount, on the terms and conditions set out in document 19/213.

33. Fibabanka (Turkey) – increased allocation

EaSI Guarantee Instrument - Microfinance

Direct guarantee to enhance access to finance for financially excluded micro-borrowers, including sole traders and start-up companies, in Turkey.

The Board of Directors approved an increase of the maximum guarantee cap amount, on the terms and conditions set out in document 19/214.

34. ING Bank (Turkey)

EaSI Guarantee Instrument - Microfinance

Direct guarantee to enhance access to finance for financially excluded micro-borrowers, particularly Syrian refugees, in Turkey.

The Board of Directors approved a maximum guarantee cap amount of EUR 1.76m, on the terms and conditions set out in document 19/215.

35. Komerční Banka (Czech Republic) – increased allocation

EaSI Guarantee Instrument - Microfinance

Direct guarantee to enhance access to finance for micro-enterprises, particularly start-ups, in the Czech Republic.

The Board of Directors approved an increase of the maximum guarantee cap amount, on the terms and conditions set out in document 19/216.

36. Patria Bank (Romania) – increased allocation

EaSI Guarantee Instrument - Microfinance

Direct guarantee to enhance access to finance for financially excluded micro-borrowers in Romania.

The Board of Directors approved an increase of the maximum guarantee cap amount, on the terms and conditions set out in document 19/217.

37. UniCredit Leasing Croatia (Croatia)

EaSI Guarantee Instrument - Microfinance

Direct guarantee to enhance access to finance for micro-enterprises, including start-ups, in Croatia.

The Board of Directors approved a maximum guarantee cap amount, on the terms and conditions set out in document 19/218.

38. UniCredit S.p.A. (Italy) – second agreement *EaSI Guarantee Instrument - Microfinance*

Direct guarantee to enhance access to finance for micro-businesses and micro-borrowers, including start-ups, in Italy.

The Board of Directors approved a maximum guarantee cap amount, on the terms and conditions set out in document 19/219.

39. Caisse Fédérale de Crédit Mutuel (France) *ALTER'NA – ESIF EAFRD
Nouvelle-Aquitaine Fund of Funds*

Direct guarantee to enhance access to finance for farmers and SMEs active in the agro-industry in Nouvelle Aquitaine, France.

The Board of Directors approved a maximum guarantee cap amount, on the terms and conditions set out in document 19/220.

40. Crédit Agricole S.A. (France) *ALTER'NA – ESIF EAFRD
Nouvelle-Aquitaine Fund of Funds*

Direct guarantee to enhance access to finance for farmers and SMEs active in the agro-industry in Nouvelle Aquitaine, France.

The Board of Directors approved a maximum guarantee cap amount, on the terms and conditions set out in document 19/221.

The Board congratulated the EIF on the successful deployment to date of the ALTER'NA – ESIF EAFRD Nouvelle-Aquitaine Fund of Funds.

The Board supported the continued development of blended financing instruments and encouraged the EIF to extend to further geographies. The Board underlined the importance of giving good visibility to the advantages of tools allowing the blending of EFSI and Financial Instruments, on both a regional and national scale, notably with the aim of achieving sufficient support for instruments to be programmed as part of the next Multi-annual Financial Framework and in the context of the potential Member States Compartment being considered for inclusion under InvestEU.

MANDATES AND PRODUCTS

41. [...]

C. CORPORATE AND INSTITUTIONAL MATTERS

1. EIF Corporate Operational Plan 2019: mid-year review

The CHIEF EXECUTIVE presented the Corporate Operational Plan ("COP") 2019 mid-year review (document 19/223), together with slides made available at the meeting (document 19/226).

[...]

The Board noted that additional information would be provided in the context of the COP 2020-2022 exercise.

D. FOR INFORMATION

1. Quarterly Report Q2 2019

The Board of Directors took note of the Quarterly Report Q2 2019, as presented in document 19/224.

2. InnovFin SME Guarantee Facility implementation update

The Board of Directors took note of the InnovFin SME Guarantee Facility implementation update, as presented in document 19/225.

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 Zagreb, Croatia, on Monday 9 September 2019.

The meeting was closed at 11.10.

Luxembourg, 17 July 2019.

The CHAIRMAN (signed)

Dario SCANNAPIECO

The SECRETARY (signed)

Maria LEANDER