

**Call: September 29, 2022**

**Strategy: Incubation and Technology transfer**

**Basis for the selection of up to three management companies or investment vehicles ("Management Companies" or "Management Company"), focused on Incubation / Technology transfer, where Fond-ICO Global will commit to invest**

**FIRST – Executive Summary and Legal Nature of the Selection Procedure**

On May 24, 2013, Axis Participaciones Empresariales SGEIC S.A. S.M.E., ("Axis") created Fond-ICO Global, FCR, ("Fond-ICO Global") with the aim of investing in private equity firms that invest in Spanish companies.

Fond-ICO Global is a private equity entity regulated by the Comisión Nacional del Mercado de Valores (CNMV) and therefore its investments are subject to compliance with law 22/2014, 12th November, which regulates private equity entities, as well as any other new legislation which comes into effect.

Axis carried out a public tender process to screen potential advisors in which Deloitte Financial Advisory S.L.U. was awarded sole advisor for the design, implementation and monitoring of Fond-ICO Global.

Axis, Fond-ICO Global's manager acting in accordance with its objectives, has issued the current tender process with the objective of committing capital from Fond-ICO Global to a maximum of three (3) private equity funds focused on incubation / technology transfer related investments, or investment vehicles focused on incubation / technology transfer related investments ("fund" or "funds"). The selection of the participants managing those Funds will be implemented through a qualification and evaluation process which adheres to the principles of equality, transparency and fair competition and whose development, implementation, scope and limits are solely governed by the in those terms set out in this Basis.

The Public Sector Contract Laws are not applicable to this selection process given Axis' legal nature and the objective of this process.

Funds focused on incubation / technology transfer related investments refer to those funds that meet the following requirements:

- (i) have a target size of at least 10 million euros
- (ii) funds mainly investing:
  - Incubation: up to 500 thousand euros per transaction, in equity or profit-sharing loans of private companies, that have been incorporated no more than two (2) years prior to the investment. The projects must have a defined incubation model; or
  - Technology transfer: funds investing in technology-based projects that develop knowledge and research originated in Research Centers (regardless of sector specialization), and focus on one or more of the following areas:
    - a) Proof of concept pre-seed. Identify technologies for commercial application, defining a "proof of concept"

- b) Seed phase. Studies, evaluations and development of an initial concept, including product/design activities, pilot plant development and prototypes realization
  - c) Start-up phase. Product development, its scaling and initial commercialization
- (iii) fund that is or will be incorporated in an OECD member country and registered or authorized with the CNMV or, when required by the applicable legislation, under the corresponding local regulatory authority of an OECD member country.

The fund's legal documentation must explicitly reflect that the Fund shall not invest, directly or indirectly, in companies whose activity is related to: (i) the sale or production of ammunition and weapons military/police equipment or infrastructures; (ii) projects which result in limiting people's individual rights and freedom, or violation of human rights; (iii) the development and/or implementation of projects unacceptable in sustainability and social terms; (iv) ethically or morally controversial projects.

This selection process targets Management Companies which are 100% privately owned (with no direct or indirect public sector ownership) and manage funds focused in incubation / technology transfer which invests in Spanish companies with significant operations in Spain, requiring a minimum of 90% of the fund to be invested in Spanish companies. In reference to the above, those entities whose main activity consists of owning shares issued by companies whose main activity is not Spanish, will not comply.

**In addition, Funds must meet all the qualification requirements set in the Fourth Section of this Basis.**

Candidates that shall be excluded from the current selection process (Management Company or Group) are those who:

- Are currently managing a fund of the same strategy that has an approved investment commitment by any fund managed by Axis and whose total committed and deployed capital has not exceeded 60%, unless the investment period of the fund is ended
- Participate in more than one strategy in this Call
- Participate in this call with a outsource management company
- Have been selected in previous calls for the management of a fund that has not yet been subscribed by Fond-ICO Global.
- Participate with funds focusing on Sustainability and Social Impact strategies.
- Present the same fund in more than one investment program of any fund managed by Axis.
- Contain in their structure a company or vehicle incorporated in a country that does not belong to the OECD and that is considered a tax haven according to Spanish legislation or a non-cooperative country / territory for tax purposes on the European Union list.

Fond-ICO Global may commit in each Fund up to 49% of the total target Fund size, with a maximum commitment of 20 million euros. Fond-ICO Global will assign 20 million euros to the selected participants. Notwithstanding, Fond-ICO Global will

participate in the different closings, held in accordance with requisites defined in this Basis, with a commitment equivalent to the previously mentioned percentage requested in the offer over the total commitments closed in the vehicle in which Fond-ICO will invest, up to the maximum of 20 million euros.

As for this Basis, the total fund target size will be the one identified by the participant in Attachment II (questionnaire) which has been included in the Offer and shall not be less than 10 million euros.

## **SECOND – Selection Process**

The selection process will be structured in the following two phases:

- 1) Qualification phase, where participants should prove that they meet all requirements included in this Basis.
- 2) Evaluation phase, where after the participants qualify via the requirements in phase one, the proposal is analyzed based on the information provided in the questionnaire and any additional documentation provided by participants. Additionally, during the evaluation phase, it will be possible for the Valuation Committee to arrange an in-person interview with the investment team. This interview will be used to verify the information provided by the participant in the questionnaire.

Once all proposals that meet the requirements are evaluated, the three (3) candidates with the highest score will be selected. Final commitment to the Funds will be subject to due diligence processes and to Axis' final approval.

## **THIRD – Publication of the Selection Process**

The publication of the selection process will be available on AXIS' website ([fondicoglobal@axispart.com](mailto:fondicoglobal@axispart.com)) in English and Spanish. In the event of a discrepancy between the content of the English version and the Spanish version the latter will prevail.

Candidates may request clarifications in reference to this Basis to [fondicoglobal@axispart.com](mailto:fondicoglobal@axispart.com) from October 6th, 2022, at 14:00 hours. Axis will proceed to reply within a period of one (1) week from the completion of the clarification request period – until October 14th, 2022. For clarification purposes, no particularities will be answered.

This Basis guarantees the confidentiality of the information provided by participants and identified as such in the terms set in the Eleventh Section of this Basis. However, if there are any confidentiality agreements between the participant and third parties, related to the disclosure of certain information that would restrict the participant from providing that information, the latter may submit any additional confidentiality agreements to be evaluated by Axis. Axis reserves the right to incorporate changes and modifications to the submitted documents or to not endorse them in the event they do not meet the criteria required for its acceptance.

These confidentiality agreements should be sent to [fondicoglobal@axispart.com](mailto:fondicoglobal@axispart.com) before October 6th, 2022, at 14:00 hours. If no answer is received from Axis within a maximum of ten (10) working days, the application for the signature of the confidentiality agreement should be considered rejected. In no case will the deadline

for submitting these agreements be extended. Working days shall be those considered as official working days in Madrid.

#### **FOURTH – Participant’s Requirements**

It is required as specific capacity to the participant in the present selection procedure that:

- (i) the participant is a Management Company or an investment vehicle (including all Ltd, Plc but excluding individuals), that is 100% privately owned
- (ii) has at least four (4) years of experience in incubation related investments
- (iii) have made at least five (5) incubation / transfer technology investments during the last eight (8) years
- (iv) of such investee companies, at least three (3) must have received capital in subsequent rounds of financing from new professional investors that haven’t invested previously. At least one (1) member of the investment team (partner/ director), who is also a shareholder of the participant must have participated in such investments.

In case the Management Company is already constituted, it must be presented as the participant.

If the Management Company has vehicles under management with an Incubation/ Technology Transfer strategy, only investments made from such vehicles will be considered for the purposes of proving experience.

To further clarify, if the participant is a new Management Company with no vehicles under the management with an Incubation and/or Technology transfer strategy, or an unincorporated Management Company, if the participant does not comply with the experience requirements, it could be proven with another vehicle (including all Ltd, Plc but excluding individuals, henceforth “vehicle with experience”) in which one of the shareholders and member of the management team is also a reference shareholder and a member of the management team of the participating vehicle.

In the case that the Management Company is not constituted, the participant must incorporate a management company or an investment vehicle focused on incubation / technology transfer related investments (investments in early-stage / start-up companies) within a period of eighteen (18) months after the selection process resolution decision made by Axis’ Board. The firm must be incorporated in an OECD member country and registered or authorized with the CNMV or, when required by the applicable legislation, under the corresponding local regulatory authority of an OECD member country.

In the event the participant is a management company or an investment vehicle which complies with the requirements defined in this Basis, it must incorporate a Fund that also complies with these same requirements.

It is required that the participant complies with the following requirements at the time of submitting the proposal including all the documentation requested in the Fifth Section of this Basis and during the entire Fond-ICO Global’s participation in the Fund:

- The Fund’s investment strategy should meet the following requirements:

- (i) have a target size of at least 10 million euros
- (ii) funds mainly investing:
  - Incubation: up to 500 thousand euros per transaction, in equity or profit sharing loans of private companies, that have been incorporated no more than two (2) years prior to the investment. The projects must have a defined incubation model; or
  - Technology transfer: funds investing in technology-based projects that develop knowledge and research originated in Research Centers (regardless of sector specialization), and focus on one or more of the following areas:
    - a) Proof of concept pre-seed. Identify technologies for commercial application, defining a "proof of concept"
    - b) Seed phase. Studies, evaluations and development of an initial concept, including product/design activities, pilot plant development and prototypes realization
    - c) Start-up phase. Product development, its scaling and initial commercialization
  - Fund that is or will be incorporated in an OECD member country and registered or authorized with the CNMV or, when required by the applicable legislation, under the corresponding local regulatory authority of an OECD member country.
  - At least one (1) investment team professional (partner / director) has been, for at least four (4) years, member of an investment team (partner / director) of an investment vehicle and that, during the period in which that member participated, has made at least five (5) incubation / technology transfer investments. Of such investee companies, at least one (3) must have received capital in subsequent rounds of financing from new professional investors that haven't invested previously. In reference to the above, angel investors and venture capital funds will be considered as professional investors. This member of the team must be, likewise, a reference shareholder of the participant.

In reference to the above, angel investors and venture capital funds will be considered as professional investors.

It must be justified that the member or members of the participant's investment team (partner / director) has participated in the investments presented.

This member of the investment team (partner/ director) must be a key executive member of the fund in which Fond-ICO Global will invest and must be reflected in the Fund's legal documentation.

- At least another investment team professional (partner / director) must have experience in the sector or sectors the participant focuses on.
- Additionally, the participant must ensure that at least another member of the investment team will be wholly dedicated to the Fund in which Fond-ICO Global will invest.

- The Management Company must commit to invest at least 90% of the fund in Spanish companies. This commitment must be reflected in the Fund's legal documentation.
- The participant must have at least 10% of the target size of the Fund, in which Fond-ICO would invest, in hard commitments from investors. Portfolio contributions, as well as any other non-monetary contributions, will not be considered valid for this purpose. Commitments must be represented by a signed letter of intent by each investor whose commitment may only be subject to legal due diligence, Fond-ICO's Global's commitment in the new Fund and the first closing taking place. The commitment offered by the Management Company and/or the management team will be included towards reaching the required 10%. Axis and their advisors will have the right to request all the necessary documentation in order to validate the submitted commitments at any time during the process.
- There must be a minimum of two (2) investors among the requested commitments. At least one (1) of these investors must be (i) completely independent from the investment team and the management company, (ii) do not have any ownership stake in the participant's company, and (iii) have previously taken part in the participant's capital or profits.
- The fund target size indicated in the proposal must corresponds to the target size reflected in the fund's legal documentation.
- The management fee must not be greater than 3.0% per annum of the committed capital throughout the investment period nor of the capital still invested throughout the divestment period.
- The management team and/or the Management Company will commit at least 1.0% of the Fund's size. Only commitments signed by the Management Company, the management team and/or a vehicle 100% owned by them, will be considered valid towards reaching the required 1.0%. Commitments from other investors with an ownership stake in the Management Company will not. The aforementioned offered commitment is required both on the target size of the fund and on the size of the vehicle in which Fond-ICO Global will invest.
- The Management Company must be 100% privately owned.
- In addition, the fund in which Fond-ICO Global would invest, should meet the following requirements:
  - 1) The funds and all the vehicles that compose it shall be incorporated and denominated in euros and Fond-ICO Global's commitments will always be in euros.
  - 2) The majority of capital raised by the Fund must come from private investors, including Fond-ICO Global's public participation.
  - 3) In the event that government-backed institutions, organizations or companies with local scope participate in the funds, the sum of their participation and Fond-ICO Global's participation should not exceed the investment limits identified on the First Section of this Basis in percentage terms – up to 49% of the total target fund size. In no case they will have a higher commitment than Fond-ICO Global. Funds may not commit themselves to investing in a majority way in autonomous



or local scopes. These limits apply to the overall structure of the fund regardless of the different vehicles included in the structure.

- 4) Beyond compliance with other requirements that had been previously established in order to be incorporated into a certain investment vehicle, the possible presence of these government-backed institutions, organizations or companies with local scope in the fund's decision-making bodies, should not condition any investment or divestment decision.
- In the event that the fund has completed an investment, the Fund itself will have a maximum age of 24 months since its registration or authorization with the CNMV or, when required by the applicable legislation, under the corresponding local regulatory authority of an OECD member country, even if it comes from a previous legal form, at the deadline for submission of the documentation. Additionally, any investment made by the Fund may not be older than nine (9) months.
  - The Management Company and the fund, if incorporated, should comply with the solvency capital requirements demanded by the CNMV (or by any other OECD regulatory body, when required by the corresponding applicable legislation) and by the applicable regulations, in addition to the absence of any outstanding sanction proceedings.

## **FIFTH – Documentation to Be Submitted**

All documentation must be submitted in **TWO SEALED ENVELOPES (ENVELOPE "A" AND ENVELOPE "B")**, either in Spanish or English and in the required format.

The offer submission will imply, for all purposes, the unconditional acceptance and compliance of all terms in this Basis with no exceptions.

**EACH ENVELOPE** must contain the documentation listed below with the requested documentation either as originals or photocopies. **EACH ENVELOPE** must contain an electronic copy via USB flash drive of all the documentation included in its respective envelope. The digital files must be correctly identified and separated by folders, according to the order established in the different sections and appendices of these Basis and Attachments.

Inserting in **ENVELOPE "A"** information or documentation corresponding to **ENVELOPE "B"** (PROPOSAL), will result in the exclusion of the participant from the selection process.

The envelopes' content shall include:

### **ENVELOPE A) DOCUMENTATION RELATED TO THE REQUIREMENTS**

The envelope must be submitted, sealed and signed by a legal representative with sufficient binding power, clearly identifying the envelope as containing the "GENERAL DOCUMENTATION", as well as contact details including contact name, position, address, telephone, fax and email. All the information provided must be backed by documentation certifying the requirements included in this Basis. This documentation will be included as Attachments following the order listed below.

- Attachment a): Deed of incorporation of the participant (investment vehicle - including all Ltd, Plc but excluding individuals -, or management companies or

investment vehicles), and/or modification if applicable, registered in the official Company Registry where required by the corresponding applicable commercial law. In the case that such registration is not required, the deed of incorporation must be provided, including any amendments to the statutes or founding principles which regulate its activity, registered in the appropriate official record.

- Attachment b): If it differs from the participant, deed of incorporation (and, where applicable, modifications), of the vehicle with experience (including all Ltd, Plc but excluding individuals) or management companies or investment vehicles, in which at least one member of the participating vehicle (partner / director) has participated and which is described in the Fourth Base.

Also include as Attachment b.1) a description of the corporate, organizational and ownership structure of the vehicle with experience, as well as a description of the holding group structure, if any.

- Attachment c): Explanatory memorandum (description/ report) of the relation between the participant with the vehicle that accredits the experience.

Also include as Attachment c.1) certification or other documents evidencing that at least one (1) of the members of the investment team of the participant (partner / director) has been part of the management team (as partner / director) of the vehicle with experience which is described in the Fourth Base, and has participated in the investments.

Also include as Attachment c.2) an organization chart that includes the entire team of the vehicle with experience, identifying the different areas and positions held by each of these professionals (Management, Investments, Administration / Finance, Compliance, Marketing, Investor Relations...), indicating if they are part of the Investment Committee, and specifying the investments in which each of them has participated

- Attachment d): Notarized deed, certificate or other documents evidencing the power of attorney of the legal representative signing the proposal and affidavits required under the terms of this document.
- Attachment e): In event that the management company has been already incorporated, authorization or registration certificate with the CNMV or under the corresponding local regulatory authority of an OECD member. In the case that according to the participant's applicable commercial law the authorization or registration in any local regulatory authority is not mandatory, it is required to provide appropriate justification with an independent legal opinion. In case the fund is constituted, please provide its corresponding certificate of authorization or registration.
- Attachment f): Affidavit signed by a legal representative with sufficient binding power that confirms the matters and terms set out below and in accordance with the example provided in Attachment 1 of this Basis. Participants must file the affidavit following the draft format set out in Attachment I:

Requirements	Supporting Documentation
It is required that the participant (or the vehicle that certifies the experience)	Attachment f.1):



<p>(i) is a Management company or an investment vehicle (including all Ltd, Plc but excluding individuals), that is 100% privately owned</p> <p>(ii) must have at least four (4) years of experience in incubation / technology transfer related investments</p> <p>(iii) Must have made at least five (5) incubation / technology transfer investments during the last eight (8) years. Of such investee companies, at least three (3) must have received capital in subsequent rounds of financing from new professional investors that haven't invested previously. At least one (1) member of the investment team (partner/director), who is also a shareholder of the participant must have participated in such investments.</p>	<p>Please provide complete resumes of all investment team members (shareholder / director / partner / manager). Additionally provide supporting documentation proving the link between the relevant member of the team and the participant as a shareholder or manager.</p>
<p>The Fund's strategy meets the following requirements:</p> <ul style="list-style-type: none"> <li>- have a target size of at least 10 million euros</li> <li>- funds mainly investing up: <ul style="list-style-type: none"> <li>- Incubation: to 500 thousand euros per participation in equity or profit sharing loans of private companies, that have been incorporated no more than two (2) years prior to the investment The projects must have a defined incubation model; or</li> <li>- Technology transfer: funds investing in technology-based projects that develop knowledge and research originated in Research Centers (regardless of sector specialization), and focus on one or more of the following areas: <ul style="list-style-type: none"> <li>a) Proof of concept pre-seed. Identify technologies for commercial application, defining a "proof of concept"</li> <li>b) Seed phase. Studies, evaluations and development of an initial concept, including product/design activities, pilot plant development and prototypes realization</li> </ul> </li> </ul> </li> </ul>	

c) Start-up phase. Product development, its scaling and initial commercialization	
Funds that are or will be incorporated in an OECD member country and registered or authorized with the CNMV or, when required by the applicable legislation, under the corresponding local regulatory authority of an OECD member country.	
At least one (1) investment team professional (partner / director) has been, for at least four (4) years, member of an investment team (partner / director) of an investment vehicle that, during the period in which that member participated, has made at least five (5) incubation / technology transfer investments. At least three (3) of those companies must have received capital in subsequent rounds of financing from new professional investors that haven't been invested in previously. In reference to the above, angel investors and venture capital funds will be considered as professional investors. In said investments, at least one (1) member (partner/ director) of the investment team must also be a reference shareholder of the participant.  This member of the investment team (partner/ director) must be a key executive of the fund in which Fond-ICO Global is going to invest in, including them deliberately in the legal documentation of the fund.	
At least one (1) investment team professional (shareholder / director / partner / manager) must have experience in the sector or sectors the participant focuses on. Additionally, the participant must ensure that at least one (1) member of the investment team will be wholly dedicated to the Fund in which Fond-ICO Global will invest.	Attachment f.2):  Please provide complete resumes of all investment team members.
The Management Company must invest at least 90% of the Fund in Spanish companies. This commitment must be reflected in the fund's legal documentation.	
The participant must have at least 10% of the target size of the Fund, in which Fond-ICO would invest, in hard commitments from investors. Portfolio contributions, as well as any other non-monetary contributions, will	Attachment f.3):  Include commitment letters (signed letters of intent) from each investor, indicating the validity of the same,

<p>not be considered valid for this purpose. Commitments must be represented by a signed letter of intent by each investor whose commitment may only be subject to legal due diligence, Fond-ICO' Global's commitment in the new fund and the first closing taking place. The commitment offered by the Management Company and/or the management team will be included towards reaching the required 10%. Axis and their advisors will have the right to request all the necessary documentation in order to validate the submitted commitments at any time during the process.</p>	<p>subject only to the conditions described.</p> <p>In addition, attach the commitments listed in the Affidavit table in Excel format.</p> <p>Furthermore, in the event that a closing has already occurred, please include each of the subscription agreements and confirm the actual amount subscribed and drawn down at the time the participant submits the proposal including the documentation of each investor.</p> <p>In the event of the existence of suspensory/cancellation clauses in the letters of intent or subscription agreements, please specify their status at the time the proposal is submitted.</p>
<p>There must be a minimum of two (2) investors among the requested commitments. At least one (1) of these investors must be (i) completely independent from the investment team and the management company, (ii) do not have any ownership stake in the participant's company, and (iii) have previously taken part in the participant's capital or profits.</p>	
<p>The Fund target size indicated in the proposal must corresponds to the target size reflected in the fund 's legal proposal</p>	
<p>The management fee will not be greater than 3.0% per annum of the committed capital throughout the investment period nor of the outstanding cost basis throughout the divestment period.</p>	
<p>If at the time of the participant's submission the management company is already incorporated, the management company must be 100% privately owned.</p> <p>If not, the participant commits to maintain 100% private ownership.</p>	<p>Attachment f.4):</p> <p>Certificate detailing the Management Company's shareholding ownership percentages, signed by the legal representative, with sufficient binding power.</p> <p>In case the management company has not been incorporated yet, please attach a certificate detailing the participant's shareholding ownership percentages signed by the legal representative, with sufficient binding power.</p>

<p>The management team and/or the Management Company will commit at least 1.0% of the fund's size. Only commitments signed by the Management Company, the management team and/or a vehicle 100% owned by them, will be considered valid towards reaching the required 1.0%. Commitments from other investors with an ownership stake in the Management Company will not. The aforementioned offered commitment is required both on the target size of the fund and on the size of the vehicle in which Fond-ICO Global will invest.</p>	<p>Anexo f.5):</p> <p>Provide details of the shareholding structure of the entities making the commitment, as well as its relationship with both the management team and the Management Company</p>
<p>In addition, the fund in which Fond-ICO Global would invest, should meet the following requirements:</p> <ol style="list-style-type: none"> <li>1) The funds and all the vehicles that compose it must be incorporated and denominated in euros and Fond-ICO Global's commitments will always be in euros.</li> <li>2) The majority of capital raised by the Fund must come from private investors, including Fond-ICO Global's public participation.</li> <li>3) In the event that government-backed institutions, organizations or companies with local scope participate in the funds, the sum of their participation and Fond-ICO Global's participation should not exceed the investment limits identified on the First Section of this Basis in percentage terms – up to 49% of the total target fund size. In no case they will have a higher commitment than Fond-ICO Global.</li> </ol> <p>Funds may not commit themselves to investing in a majority way in autonomous or local scopes. These limits apply to the overall structure of the fund regardless of the different vehicles included in the structure.</p> <ol style="list-style-type: none"> <li>4) Beyond compliance with other requirements that had been previously established in order to be incorporated into a certain investment vehicle, the possible presence of these government-backed institutions, organizations or companies with local scope in the fund's decision-making bodies, should not condition any investment or divestment decision.</li> </ol>	

<p>In the event that the fund has completed an investment, the Fund itself will have a maximum age of 24 months since its registration or authorization with the CNMV or, when required by the applicable legislation, under the corresponding local regulatory authority of an OECD member country, even if it comes from a previous legal form, at the deadline for submission of the documentation. Additionally, any investment made by the fund may not be older than nine (9) months.</p>	
<p>The Management Company and the Fund, if incorporated, should comply with the solvency capital requirements demanded by the CNMV (or by any other OECD regulatory body, when required by the corresponding applicable legislation) and by the applicable regulations, in addition to the absence of any outstanding sanction proceedings.</p>	<p>Attachment f.6):</p> <p>Include the last three annual financial statements audited for the Management Company and the last annual financial statement audited for the Fund, if incorporated.</p>
<p>The investment strategy is not in the field of Sustainability and Social Impact.</p>	
<p>The candidate is not currently managing a fund with the same investment strategy and investment policy, that has an approved investment commitment by any fund managed by Axis and whose total committed and deployed capital has not exceeded 60%, unless the investment period of the fund is ended.</p>	<p>Attachment f.7):</p> <p>An explanatory report justifying the differences and similarities of the previous fund invested by Fond-ICO Global, if applicable, and the invested and deployed percentage.</p>
<p>Contain in their structure a company or vehicle incorporated in a country that does not belong to the OECD, that is considered a tax haven according to Spanish legislation or a non-cooperative country / territory for tax purposes on the European Union list.</p>	<p>Attachment f.8):</p> <p>Also include as Attachment a.1) a description of the participant's corporate, organizational and ownership structure as well as detail of the holding group structure, if any.</p>

The Valuation Committee may request any additional documentation it deems necessary to certify the authenticity of the documentation provided.

### **ENVELOPE B) PROPOSAL**

Participants in the tender process must complete the questionnaire in the format set out in Attachment II and include all the information required in the appendices of that questionnaire. Failure to provide such documentation will result in exclusion of the same in the evaluation process.

The envelope must be submitted, sealed and signed by a legal representative with sufficient binding power, clearly identifying the envelope as containing the "PROPOSAL".

## **SIXTH – Place and Timing for Submitting Proposals and Documentation**

For the delivery of documentation, it will be necessary to request a previous appointment. The candidate will be able to request an appointment via e-mail (fondicoglobal@axispart.com) on October the 13<sup>th</sup>, 2022. Without an appointment, candidates will not be able to submit the documentation for this call.

All envelopes must be hand-delivered to the attention of AXIS PARTICIPACIONES EMPRESARIALES SGEIC S.A. S.M.E. at Axis' Registry Office (C/ Los Madrazo 38, 28014, Madrid) from 9:00 to 14:00 the next October 19<sup>th</sup> or 20<sup>th</sup>, 2022 depending on the day assigned to the candidate.

All the documentation must be submitted on the date and hour and hour indicated on the scheduled appointment and therefore any information received afterwards, except for the information requested by the Valuation Committee in the specific cases identified on the Seventh Section of this Basis, will not be considered relevant for the evaluation process.

## **SEVENTH – Proposal Valuation and Selection**

Proposals will be evaluated by the Valuation Committee composed of the following members:

- Chief Operating Officer from Axis
- Two Investment Managers from Axis
- One Investment Analyst from Axis

This Valuation Committee will be technically advised by Deloitte Financial Advisory S.L.U.

The Valuation Committee will meet within a maximum of five (5) working days from the proposal and general documentation submission deadline to analyze all the general documentation submitted in the "GENERAL DOCUMENTATION" envelope, proceeding with the evaluation of the documents submitted in time and form, in order to determine whether or not they meet all requirements.

Notwithstanding other assumptions that may be applicable, the participant will be excluded from the selection process as a result of the following:

- 1) Inserting in **ENVELOPE "A"** information or documentation corresponding to **ENVELOPE "B"** (PROPOSAL)
- 2) Not following the exact wording and format set out in Attachment I when filling out the affidavit
- 3) Not following the exact format set out in Attachment II when filling out the questionnaire (**ENVELOPE "B"** - Proposal)

The verification from the Valuation Committee of the participant's inaccuracy or error when submitting the documentation will imply its elimination from the tender process. However, if the Valuation Committee finds any patent error within the



documentation of “Envelope A”, an additional period of five (5) working days may be granted for the participant to rectify them.

Once verified that all the requirements have been met, the envelopes related to the “PROPOSAL” (Envelope B) submitted by participants will be opened by the Valuation Committee. If the Valuation Committee requires any explanation relating to the proposal, they may individually contact the corresponding participants for appropriate clarification, with an additional period of five (5) working days to clarify those issues. Such request for clarification will be sent from the following email address: [fondicoglobal@axispart.com](mailto:fondicoglobal@axispart.com).

During this phase, it will be possible for the Valuation Committee to arrange the in-person interview previously mentioned in the Second Section of this Basis with the management team, in which the Valuation Committee may request any additional information or documentation it deems necessary.

The Valuation Committee will proceed to evaluate proposals following the valuation criteria included in Attachment III and will be able to perform a Preliminary Due Diligence.

The Valuation Committee will prepare a proposal to Axis’ Board with the three (3) participants obtaining the highest score, after all valuation criteria in Attachment III have been met and in accordance to what was stated in them.

In addition, and as a reserve candidate, in case one of the selected candidates resigned within the three (3) months following Axis’ Board approval, the candidate that obtained the immediate best score will be designated, as long as its score is not more than ten per cent (10%) lower than the lowest score of the selected participants.

The Valuation Committee will submit its selection proposal to Axis’ Board within a maximum of ninety (90) working days from the proposal and documentation submission deadline, related to the selected participants and the reserve candidate.

Axis’ Board will then decide on the submitted proposal from the Valuation Committee, related to the selected participants and the reserve candidate.

Axis’ Board will have the power to approve or reject the Valuation Committee’s proposal, including not selecting any proposal if it believes that none of them comply with all the requirements established in this Basis or when the process has not been subject to the principle of fair competition, explaining in any case their final decision. Once the decision process resolution has been approved by Axis’ Board, it will be published on Axis’ website. The selected participants will be notified by Axis.

Axis will not provide participants with information generated during the selection process (specifically and without limitation feedback regarding scores obtained).

In the event of a candidate’s resignation previously mentioned, Axis will inform the reserve candidate of its selection, after which the candidate will be subject to all the obligations and terms defined for selected candidates in this Basis.

## **EIGHTH – Selected Participants’ Obligations**

- 1) The selected participants will have eighteen (18) months from the selection process resolution by Axis’ Board to incorporate a management company or investment vehicle focused on incubation / technology transfer related

investments (investments in early-stage / start-up companies), and 100% privately owned. In the event that according to the participant's applicable commercial law the authorization or registration in any local regulatory authority is not mandatory, it is required to provide appropriate justification with an independent legal opinion.

- 2) During these eighteen (18) months, the selected participants must hold a closing in which Fond-ICO Global would formalized its commitment.
- 3) This closing must represent at least of 70% of the total fund target size including Fond-ICO Global's commitment.
- 4) Furthermore, in this closing, at least a 20% of the Total Fund Target Size must be committed by investors other than (i) Fond-ICO Global, (ii) the managers, (iii) the management company and/or its shareholders. This minimum percentage must be maintained throughout Fond-ICO Global's entire investment period.
- 5) Additionally, the amount of commitments in the closing, excluding Fond-ICO Global's commitment, can never be less than those presented as hard commitments in the documentation and signed in the affidavit.
- 6) Fond-ICO Global will assign 20 million euros to the selected participants Notwithstanding, Fond-ICO Global will participate in the different closings, held in accordance with requisites defined in this Basis, with a commitment equivalent to: (i) the previously mentioned percentage requested in the offer over the total Fund commitments closed; and (ii) the maximum commitment assigned to each participant, up to a maximum of 20 million euros.
- 4) The Management Company must commit to invest at least 90% of the fund in Spanish companies and must reflect this requirement in the Fund's legal documentation.
- 5) Prior to Fond-ICO Global's formalization of its final commitment, selected participants must submit an annualized financial budget including estimates for the fund's investment period.
- 6) Selected participants must issue quarterly reports in the format set out in Attachment IV within a maximum of forty five (45) natural days from the end of the quarter.

In the last week of each quarter, selected participants must submit an estimate of contributions and distributions for the next quarter.

- 7) Selected participants must submit the Fund's audited financial statements annually, and within a maximum of one hundred and fifty (150) natural days from the end of the fund's fiscal year.
- 8) Selected participants must issue capital calls and distributions in the format set out in Attachment V.
- 9) Selected participants must comply with the IPEV (International Private Equity and Venture Capital Association) / EVCA (European Venture Capital Association) valuation guidelines.
- 10) Selected participants must report to Fond-ICO in those systems that remain in force at any time.

- 11) The selected Management Companies and their management teams must maintain their proposed minimum commitment to the Fund.
- 12) The management fee must not be greater than the percentage set out in the proposal.
- 13) The Management Company and the Fund must comply at all time with the anti-money laundering regulations required by the applicable legislation. Fond-ICO Global may perform additional Due Diligence requesting all the information necessary to confirm the participant's compliance with the anti-money laundering regulations.
- 14) The Management Company and the fund must comply with all the obligations set on this Basis, Attachments and the Proposal submitted.
- 15) The fund should be incorporated according to the Regulation (EU) 2019/2088 on financial sustainability-related disclosures declared in the proposal.
- 16) In the context of the Juncker Plan, ICO has formalized a financing agreement with EIB (the "Program").

As a consequence of the foregoing, funds selected by Fond-ICO Global may be elected by EIB as part of the financing granted to ICO under the Program. To this extent, Axis will provide EIB with the Limited Partnership Agreement and the documentation provided to the Axis Board for approval of the investment.

The funds' management companies may, at a later time, decide whether to participate in the Program or not. The hypothetical acceptance by the management companies will not imply in any way the existence of a direct relationship between the management companies and EIB.

## **NINTH – Penalties**

The following penalties will apply in the scenarios listed below:

- If the selected participant fails to incorporate the management company or investment vehicle as a 100% privately owned in the eighteen (18) months after the selection process resolution by Axis' Board, Fond-ICO Global will withdraw its commitment.
- If in the eighteen (18) months after the selection process resolution decision made by Axis' Board the selected participant fails to hold a fund's close representing at least 70% of the target fund size including Fond-ICO Global in the conditions set forth in the Eight Basis, Fond-ICO Global will withdraw its commitment.
- 24 months after the resolution of the election process resolution decision made by Axis' Board, Axis will automatically release Fond-ICO Global's unsubscribed commitment.
- Should the Fund in which Fond-ICO Global has made its commitment to not meet its commitment of investing in Spanish companies (either by percentage of the Fund or absolute value) after the investment period ends (excluding

possible extensions), the Management Company will have to indemnify Fond-ICO Global following the penalties listed below:

<b>Compliance with minimum commitment to invest in Spain</b>	
At least 80% or more in compliance with criteria	NO MANAGEMENT FEE ADJUSTMENTS
Between 60% and 80% in compliance with criteria	25% refund of the management fee charged to the fund related to Fond-ICO Global's commitment
Between 40% and 60% in compliance with criteria	50% refund of the management fee charged to the fund related to Fond-ICO Global's commitment
Under 40% in compliance with criteria	75% refund of the management fee charged to the fund related to Fond-ICO Global's commitment

In no case may the refund result in management fees charged by the Fund on Fond-ICO Global's commitment below 0.5%.

Fond-ICO Global's following draw-downs will be reduced by the corresponding reimbursement until the Management Company has returned the total amount due. No delayed interest will be charged to Fond-ICO Global, nor would Fond-ICO Global be considered a defaulting investor as a result of the application of the penalties described in this Basis.

- Should quarterly reports not be submitted in the time and form set out in Attachment IV, Fond-ICO Global will receive 1% of the management fees corresponding to that quarter, per day delayed, until appropriately submitted.
- Should the fund's annual audited financial statements not be submitted in the allowed timeframe, Fund-ICO Global will receive 1% of the management fees corresponding to that quarter, per day delayed, until appropriately submitted.
- Should issued capital calls notices not meet the format set out in Attachment V, Fond-ICO Global will receive 1% of the management fees corresponding to that quarter, per day delayed, until appropriately submitted.
- Should distribution notices not meet the format set out in Attachment V, Fond-ICO Global will receive 1% of the management fees corresponding to that quarter, per day delayed, until appropriately submitted.
- Should the Management Company or the Fund not comply with the applicable anti-money laundering regulation, Fond-ICO Global will be released from future capital calls until the regulation is complied with. As a consequence, no delayed interest will be charged to Fond-ICO Global, nor would Fond-ICO Global be considered a defaulting investor.
- Should the selected Management Company or its management team fail to fund its proportional share of any capital call, Fond-ICO may:
  - a) Receive a compensation equal to 100% of the management fees for the corresponding quarter in which the Management Company or the management team does not meet its commitment and/or
  - b) To be released from future capital calls until the Management Company or its management team meet its commitment. As a consequence, no

delayed interest will be charged to Fond-ICO Global, nor would Fond-ICO Global be considered a defaulting investor.

Any other failure to comply with the objective and set requirements in this Basis as well as those requirements that have been determinant in the selection of the participant throughout the life of the fund will enable Fond-ICO Global to:

- a) Receive compensation equal to 100% of the management fees corresponding to Fond-ICO Global until remedied when applicable and/or
- b) Be released from future capital calls until the Management Company and its management team meet its commitment or obligation. As a consequence, no delayed interest will be charged to Fond-ICO Global, nor would Fond-ICO Global be considered a defaulting investor and/or
- c) Require the Management Company, who is obligated to comply with facilitating Fond-ICO's exit of the fund at market price

Should one of the above penalties take place, the Management Company will be required to fill out the template in Attachment VI.

#### **TENTH – Formalization of the Commitment**

Prior to Fond-ICO Global signing its commitment, Fond-ICO Global will proceed with a final due diligence process on the Management Company and the investment vehicle to which Fond-ICO Global will commit. Fond-ICO Global will conduct Due Diligence when necessary on all the parallel vehicles composing the Fund structure.

For clarification purposes, Fond-ICO Global's commitment will be calculated based on the target size of the investment vehicle in which it will invest.

Likewise, the proposal submitted regarding the investment amount allocated to Spain will be calculated based on the target size of the investment vehicle in which Fond-ICO Global will invest or based on Fond-ICO Global's commitment to that investment vehicle. Notwithstanding, all investment amounts from the entire investment structure will be considered in order to comply with the investment amount allocated to Spain.

Fond-ICO Global's commitment will be formalized with each selected participant that successfully passed the Final Due Diligence process by subscribing a subscription agreement and the required side letters. A side letter template can be found as Attachment VII.

The Management Company will have to modify, when applicable and to Axis satisfaction, its legal documentation so that it includes the Fund main terms and conditions detailed on Attachment VIII.

In addition, the fund manager shall undertake to grant Fond-ICO Global the right to avail itself of any conditions offered to other investors, with the exception of the management team.

The validity and effectiveness of the formalized commitment is subject to the conditions set forth in the Basis.

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**ELEVENTH – Confidentiality**

Axis agrees not to disclose the information received from the participants regarded as confidential by them, except in the case of an injunction or as mandated by a government authority. In particular, this refers to trade secrets and to all confidential subjects within the proposals.

**TWELFTH – Jurisdiction**

This tender process is governed by the Spanish law.

The parties irrevocably agree to submit to the exclusive jurisdiction of the Courts of Madrid, Spain, for the purpose of this selection process and agree that, accordingly, any suit, action or proceeding deriving from or in connection with this selection process shall be brought to such Courts. Such jurisdiction will be applicable to any dispute or litigation in connection with Fond-ICO Global 's investment (covering, for clarification purposes, any litigious matter which could arise from the execution or interpretation of the legal documentation of the fund and/or side letter, regardless of the jurisdiction established in such documentation).



## **ATTACHMENT I**

**AFFIDAVIT SAMPLE**

Contact Person:	[...]
Telephone:	[...]
E-mail:	[...]
Participant name:	[...]
Name of the vehicle that certifies the experience	[...]
Fund name:	[...]
Fund domicile:	[...]
Investment strategy (including geography, industry, sector):	[...]

Ms./Mr. [...], with Passport number [...], on behalf of [...], with Vat number [...], supported by submitted documentation and in accordance with the requirements indicated on the Basis for the selection of up to three (3) management companies or investment vehicles ("Management Companies" or "Management Company") investing in incubation / technology transfer funds, to which Fond-ICO Global, managed by AXIS PARTICIPACIONES EMPRESARIALES SGEIC S.A. S.M.E., will make its investment,

**STATES THAT, by the time the participant submits the proposal including all the documentation requested in the Fifth Section of this Basis for the aforementioned tender process:**

**1.-** The participant is a Management Company or an investment vehicle (including all Ltd, Plc but excluding individuals), that is 100% privately owned and that:

- (i) has at least four (4) years of experience in technology transfer related investments;
- (ii) has made at least five (5) incubation / technology transfer investments during the last eight (8) years. Of such investee companies, at least three (3) have received capital in subsequent rounds of financing from new professional investors, that haven't invested previously. At least one (1) member of the investment team (partner/ director), who is also a shareholder of the participant must have participated in such investments.

In the case that the Management Company is constituted, it must be presented as the participant.

If the Management Company has vehicles under management with an Incubation/ Technology Transfer strategy, only investments made from such vehicles will be considered for the purposes of proving experience.

To further clarify if the participant is a new Management Company with no vehicles under the management with an Incubation and/or Technology transfer strategy, or an unincorporated Management Company, if the participant does

not comply with the experience requirements, it could be proven with another vehicle (including all Ltd, Plc but excluding individuals, henceforth "vehicle with experience") in which one of the shareholders and member of the management team is also a reference shareholder and a member of the management team of the participating vehicle.

**2. - The investment strategy meets the following requirements:**

- (i) have a target size of at least 10 million euros
- (ii) funds mainly investing:
  - Incubation: up to 500 thousand euros per transaction in equity or profit sharing loans of private companies, that have been incorporated no more than two (2) years prior to the investment. The projects must have a defined incubation model; or
  - Technology transfer: funds investing in technology-based projects that develop knowledge and research originated in Research Centers (regardless of sector specialization), and focus on one or more of the following areas:
    - a) Proof of concept pre-seed. Identify technologies for commercial application, defining a "proof of concept"
    - b) Seed phase. Studies, evaluations and development of an initial concept, including product/design activities, pilot plant development and prototypes realization
    - c) Start-up phase. Product development, its scaling and initial commercialization

Indicate and describe the strategy reflected in the legal documentation of the fund:

Incubation <input type="checkbox"/>	Technology transfer <input type="checkbox"/>
[.....]	

**3.-** Fund that is or will be incorporated in an OECD member country and that is not considered as a tax haven according to the Spanish legislation or a non-cooperative country/ territory for tax purposes on the European Union list, as well as registered or authorized with the CNMV or, when required by the applicable legislation, under the corresponding local regulatory authority of an OECD member country.

**4. -** At least one (1) investment team professional (partner / director) has been, for at least four (4) years, member of an investment team (partner / director) of an investment vehicle and that, during the period in which that member participated, has made at least has made at least five (5) incubation / technology transfer investments during the last eight (8) years. Of such investee companies, at least three (3) have received capital in subsequent rounds of financing from new professional investors that haven't invested previously. This member of the team must be, likewise, a reference shareholder of the participant.

In reference to the above, angel investors and venture capital funds will be considered as professional investors.

This member of the actual investment team (partner/ director) will be a key executive of the fund in which Fond-ICO Global is going to invest in, and that will be expressed exclusively in the legal documentation of the fund.

Incubation / technology transfer investments

Company	Related team member	Vehicle through which the investment was made	Company description	Investment Date	Rounds of financing after the participant entry (capital increases)		
					Date	Investor	Amount
[...]	[...]	[...]	[...]	[...]	[...]	[...]	[...]
[...]	[...]	[...]	[...]	[...]	[...]	[...]	[...]
[...]	[...]	[...]	[...]	[...]	[...]	[...]	[...]
[...]	[...]	[...]	[...]	[...]	[...]	[...]	[...]

Please include attachment f.1) notarized deeds or investment contracts of the companies referred to in order to support the requested experience

**5. -** At least another (1) investment team professional (partner / director) has experience in the sector or sectors the participant focuses on. Additionally, the participant ensures that at least one (1) member of the investment team will be wholly dedicated to the Fund in which Fond-ICO Global will invest.

Experience in the sectors where the participant focuses on

Name	Position and location	Fund / Vehicle / Particular investing	Team industry experience (years) – Business industry projects participation	Business projects participated in (include position, initial and final date)	% of time dedicated to the new fund
[...]	[...]	[...]	[...]	[...]	[...]
[...]	[...]	[...]	[...]	[...]	[...]
[...]	[...]	[...]	[...]	[...]	[...]
[...]	[...]	[...]	[...]	[...]	[...]
[...]	[...]	[...]	[...]	[...]	[...]

Please include Attachment f.2) complete resumes of all investment team members (shareholder / director / partner / manager). Additionally provide supporting documentation proving the link between the relevant member of the team and the participant as a shareholder or manager.

**6.** – The Management Company must invest at least 90% of the Fund in Spanish companies. This commitment must be reflected in the Fund’s legal documentation.

**7.** – The participant must have at least 10% of the target size of the Fund, in which Fond-ICO would invest, in hard commitments from investors. Portfolio contributions, as well as any other non-monetary contributions, will not be considered valid for this purpose. Commitments must be represented by a signed letter of intent by each investor whose commitment may only be subject to legal due diligence, Fond-ICO’ Global’s commitment in the new Fund and the first closing taking place. The commitment offered by the Management Company and/or the management team will be included towards reaching the required 10%. Axis and their advisors will have the right to request all the necessary documentation in order to validate the submitted commitments at any time during the process.

Investor Name	Type of Investor		Country	Commitment (exact quantity in €)
	Institutional/ Particular/ management team	Public/ Private		
[...]	[...]	[...]	[...]	[...]
[...]	[...]	[...]	[...]	[...]
[...]	[...]	[...]	[...]	[...]
[...]	[...]	[...]	[...]	[...]

Please include Attachment f.3) commitment letters (signed letters of intent) from each investor, indicating the validity of the same, only subject to the conditions described.

In addition, attach the commitments listed in the Affidavit table in Excel format. Furthermore, in the event that a closing has already occurred, please include each of the subscription agreements and confirm the actual amount subscribed and drawn down at the time the participant submits the proposal including the documentation of each investor. In the event of the existence of suspensory/cancellation clauses in the letters of intent or subscription agreements, please specify their status at the time the proposal is submitted.

**8.-** There are a minimum of two (2) investors among the requested commitments. At least one (1) of these investors must be (i) completely independent from the investment team and the management company, (ii) do not have any ownership stake in the participant’s company, and (iii) have previously taken part in the participant’s capital or profits.

**9.-**The fund target size is (indicate an exact amount in €)  
 [...]

**10.-** The management fee will not be greater than 3.0% per annum of the amount committed capital throughout the investment period and of the invested capital alive throughout the divestment period.

**11.-** If at the time of the participant's submission the management company is already incorporated, the management company must be 100% privately owned.

If not, the participant commits to maintain always the 100% private ownership

Please include attachment f.4) certificate detailing the Management Company's shareholding ownership percentages, signed by the legal representative, with sufficient binding power.

In case the management company has not been incorporated yet, please attach a certificate detailing the participant's shareholding ownership percentages signed of the participant vehicle, and, if applicable, the vehicle that certifies the experience, by the legal representative, with sufficient binding power.

**12. -** The management team and/or the Management Company will commit the [.....] % of the fund's size (at least the 1% of the fund's size). Only commitments signed by the Management Company, the management team and/or a vehicle 100% owned by them, will be considered valid towards reaching the required 1.0%. Commitments from other investors with an ownership stake in the Management Company will not. The aforementioned offered commitment is required both on the target size of the fund and on the size of the vehicle in which Fond-ICO Global will invest. The management team undertakes to maintain this commitment. For the purposes of qualification and evaluation phases, the % committed will be estimated over the target size of the Fund.

Include as Attachment f.5) details of the shareholding structure of the entities that make the commitment, as well as their relationship with both the management team and the Management Company.

**13. -** In addition, the Fund in which Fond-ICO Global would invest, should meet the following requirements:

- 1) The funds and all the vehicles that compose it must be incorporated and denominated in euros and Fond-ICO Global's commitments will always be in euros.
- 2) The majority of capital raised by the Fund must come from private investors, including Fond-ICO Global's public participation.
- 3) In the event that government-backed institutions, organizations or companies with local scope participate in the funds, the sum of their participation and Fond-ICO Global's participation, should not exceed the investment limits identified on the First Section of this Basis in percentage terms – up to 49% of the total target fund size. In no case they will have a higher commitment than Fond-ICO Global. Funds may not commit themselves to investing in a majority way in autonomous or local scopes. These limits apply to the overall structure of the fund regardless of the different vehicles included in the structure.
- 4) Beyond compliance with other requirements that had been previously established in order to be incorporated into a certain investment vehicle, the possible presence of these government-backed institutions, organizations or



companies with local scope in the fund's decision-making bodies, should not condition any investment or divestment decision.

**14. -** In the event that the Fund has completed an investment, the Fund itself will have a maximum age of 24 months since its registration or authorization with the CNMV or, when required by the applicable legislation, under the corresponding local regulatory authority of an OECD member country, even if it comes from a previous legal form, at the deadline for submission of the documentation. Additionally, any investment made by the Fund may not be older than nine (9) months.

Indicate if the fund presented is constituted and if it is, the constitution date.

Yes	No
[../..../.]	[...]

In case any investment has been made, please complete the following table.

Investment made by the fund	Date of the investment
[...]	[...]
[...]	[...]
[...]	[...]

**15. -** The Management Company and the Fund, if incorporated, should comply with the solvency capital requirements demanded by the CNMV (or by any other OECD regulatory body, when required by the corresponding applicable legislation) and by the applicable regulations, in addition to the absence of any outstanding sanction proceedings.

Include Attachment f.6) last three annual financial statements audited for the Management Company and the last annual financial statement audited for the Fund, if incorporated.

**16. -** The investment strategy is not in the field of Sustainability and Social Impact.

**17. -** The candidate is not currently managing a fund with the same investment strategy and investment policy, that has an approved investment commitment by any fund managed by Axis and whose total committed and deployed capital has not exceeded 60%, unless the investment period of the fund is ended.

Include Attachment f.7) an explanatory report justifying the differences and similarities of the previous fund invested by Fond-ICO Global, if applicable, and the invested and deployed percentage.

**18. -** Contain in their structure a company or vehicle incorporated in a country that does not belong to the OECD, that is considered a tax haven according to Spanish legislation or a non-cooperative country / territory for tax purposes on the European Union list.

Include Attachment f.8) a description of the participant's corporate, organizational and ownership structure as well as detail of the holding group structure, if any.

**19.** - The information provided on the documentation requested in Attachments f.1) f.2); f.3); f.4); f.5) f.6) f.7) and f.8) in the present affidavit is true.

Accept this letter as our willingness to participate in the selection process of three (3) management companies or investment vehicles focused on incubation / technology transfer related investments to which Fond-ICO Global, managed by AXIS PARTICIPACIONES EMPRESARIALES SGEIC S.A. S.M.E., will commit to invest.

Confirmed and agreed by: [.....]

On behalf of: [.....]

Date and place of signature: [.....]

## **ATTACHMENT II**

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## **Fond-ICO Global Questionnaire – Incubation and Technology transfer**

The participant must complete the questionnaire following the exact format and the specific instructions provided by each question. Additionally, the participant will have to supply the supporting documentation requested as Appendices. Failure to complete any section of the questionnaire or failure to provide the documentation required in the Appendices will result in exclusion of the same from the evaluation process. If any participant wishes to provide additional information, it should be included in the Appendix as well, indicating on the name of each document the number of the question in reference. The participant should have documentation that supports the accuracy of the information provided in the questionnaire.

The following economic terms shall be those represented in the fund's documentation:

### **Economic Terms Summary**

Please complete the following statements referring to the information provided in the questionnaire:

#### **1. Fund target size:**

1.1. The fund has a target size of [indicate an exact amount] Euros.

#### **2. Commitment requested from Fond-ICO Global:**

2.1. The fund requests a commitment from Fond-ICO Global of [...] % of the fund size achieved, with a maximum of 20 million euros:

#### **3. Target investments in Spanish companies:**

3.1. The fund commits to invest [...] % of its final size in Spanish companies.

#### **4. GP commitment to the fund:**

4.1. The Management Company and /or the Management Team will commit to invest [...] % of the fund's final size.

#### **5. Management fee:**

5.1. The Management Company will commit to have a management fee of [...] % on committed capital during the investment period and thereafter, either the percentage or the base amount, will be reduced to market standard levels.

## Fond-ICO Global Questionnaire – Incubation and Technology transfer

### A. General Information

#### A.1. Contact Information:

Contact Person:	[...]
Position:	[...]
Address:	[...]
Telephone:	[...]
Fax:	[...]
E-mail:	[...]

#### A.2. Participant's\* information or Fund's management company information in case it is already incorporated.

General Partner name:	[...]
Jurisdiction:	[...]
Legal structure:	[...]
Initial date of activity:	[...]
Number and location of office/s:	[...]

\* According to the selection process basis, in the event that the fund's management company is not incorporated yet, the participant could instead be an investment vehicle (including all Ltd, Plc but excluding individuals).

Attachment A.2 – Please include the description of the participant's corporate, organizational and ownership structure as well as any additional detail of the holding group structure, if applicable.

#### A.3. Provide the participant's shareholding detail or the fund's Management Company's shareholding detail in the event it is already incorporated: Add rows as necessary.

Shareholder	Ownership	Public	Private	Comments
[...]	[%]	[Yes/No]	[Yes/No]	[...]
[...]	[%]	[Yes/No]	[Yes/No]	[...]
[...]	[%]	[Yes/No]	[Yes/No]	[...]
[...]	[%]	[Yes/No]	[Yes/No]	[...]
[...]	[%]	[Yes/No]	[Yes/No]	[...]

Attachment A.3 – Include the management organizational chart (specifying subsidiaries or affiliated entities) and details of any recent shift (last 5 years) or next to the management company's shareholding.

## Fond-ICO Global Questionnaire – Incubation and Technology transfer

### A.4. Fund's general information:

Fund name:	[...]
Incorporation date:	[...]
Jurisdiction:	[...]
Legal structure:	[...]
Investment strategy (geography, industry, sector, majority and minority investments, etc.):	[...]
Name and position of the Investment team members:	[...]
Fund target size (Euros): *	[indicate exact amount]
Fund Hard cap (Euros):	[indicate exact amount]
Number of target investments:	[...]
Average investment size (Euros):	[...]
Minimum commitment size (Euros):	[...]
Latest closing date and size (Euros):	[...]
Next closing date and size (Euros):	[...]
Investment period:	[...]
Fund term:	[...]

\* Fond-ICO Global's commitment will be calculated based on the commitment requested to Fond-ICO Global indicate in this section by the participant over the target fund size.

Attachment A.4 – Include a description of the fund's structure as well as detail of any additional vehicles that may exist and their domicile, if applicable.

A.5. The fund requests to Fond-ICO Global a commitment of [...] % of the fund size achieved, with a maximum of 20 million euros.

## B. Quantitative Criteria

### Participant's / vehicle with experience track record:

If the participant does not comply with the three experience requirements, it could be proven with another vehicle in which one of the shareholders and member of the management team is also a shareholder and a member of the management team of the participating vehicle.

B.1. Invested companies: number of incubation / technology transfer companies in which the participant (or vehicle with experience) made investments. Add rows as necessary

Company	Vehicle from which the investment has been realized	Brief description of the company's activity	Investment date	Brief description of the incubation scope / origin of the technology (research organization)	Investment amount
[...]	[...]	[...]	[...]	[...]	[...]
[...]	[...]	[...]	[...]	[...]	[...]



## Fond-ICO Global Questionnaire – Incubation and Technology transfer

[...]	[...]	[...]	[...]	[...]	[...]
[...]	[...]	[...]	[...]	[...]	[...]
[...]	[...]	[...]	[...]	[...]	[...]
[...]	[...]	[...]	[...]	[...]	[...]
[...]	[...]	[...]	[...]	[...]	[...]

Appendix B.1 – Provide notarized deeds, investment contracts of the companies referred to or auditor's report in order to support all the contents of the table

B.2. Investments that have received financing from European Institutions / CDTI / ENISA. Add rows as necessary.

Company	Founding date	European Institutions' financing, CDTI and/or ENISA
[...]	[...]	[...]
[...]	[...]	[...]
[...]	[...]	[...]
[...]	[...]	[...]
[...]	[...]	[...]

Appendix B.2 – Provide supporting documentation of the financing agreements with European Institutions, CDTI and/or ENISA

B.3. Of the investments listed in B.1, please indicate those that have received subsequent rounds of financing (through issuance of new shares) from professional investors. Add rows as necessary.

Company	Subsequent rounds of financing (issuance of new shares) following the participant entrance		
	Date	Investor	Amount
[...]	[...]	[...]	[...]
[...]	[...]	[...]	[...]
[...]	[...]	[...]	[...]

Appendix B.3 – Provide notarized deeds of issuance of new shares or auditor's report in order to prove the content of the previous table.

B.4. Realized companies with positive returns: number of companies realized by the participant (or vehicle with experience) that have had positive returns. Add rows as necessary.

Company	Investment date	Invested capital	Exit date	Realized value
[...]	[...]	[...]	[...]	[...]
[...]	[...]	[...]	[...]	[...]

## Fond-ICO Global Questionnaire – Incubation and Technology transfer

[...]	[...]	[...]	[...]	[...]
[...]	[...]	[...]	[...]	[...]

Appendix B.4 – Provide notarized deeds, investment and realization contracts of the companies referred to or auditor`s report in order to support all the contents of the tables

B.5. Founded / started companies: Of the investments listed in B.1, please indicate those that have been launched by the participant. Add rows as necessary.

Company	Founding date	Investment amount
[...]	[...]	[...]
[...]	[...]	[...]
[...]	[...]	[...]
[...]	[...]	[...]

Appendix B.5 – Provide notarized deeds, investment contracts of the companies referred to or auditor`s report in order to support all the contents of the table

### **Investment team experience**

List the members of the investment team and their position in the fund:

Investment team professional name	Position in the fund	% of time dedicated to the new fund
[...]	[...]	[...]
[...]	[...]	[...]
[...]	[...]	[...]
[...]	[...]	[...]
[...]	[...]	[...]

Appendix B. Team – Please attach: (i) an organizational chart that includes the entire team responsible for the management of the fund, specifying the different areas and positions held by each of these professionals; and (ii) complete resumes on the executive personnel (partners / directors) involved in the Fund manager`s administration and operation in the following areas: Management, Investments, Administration/Finance, Compliance, Marketing, and Investor Relations. In the event there are any independent members of the investment committee, also provide resumes. Also, include relevant information reflecting the existing relationship with the Management Company and the date in which that relationship started.

B.6. Investment team's experience in the sector / industry the Fund will focus on: provide information on all investment team professionals (partners or directors), adding rows as necessary.

**Fond-ICO Global Questionnaire – Incubation and Technology transfer**

Investment team professional name	Industry experience (years) – Participation in business projects within the industry	Business projects (include position, position breakdown, investment date and realization date)	Vehicule/s through which investments in the incubation / technology transfer field have been made
[...]	[...]	[...]	[...]
[...]	[...]	[...]	[...]
[...]	[...]	[...]	[...]
[...]	[...]	[...]	[...]
[...]	[...]	[...]	[...]

Appendix B.6 – Provide biographical information on the investment team included in this section detailing the different positions held in each firm as well as the tenure during which the member held that position. This information must be presented for each team professional following the format provided on the example below:

Executive 1:

Business projects within the industry	Project Description	Geography	Position / Role	Position description and duties performed	Investment and realization dates of the Project
Business project A	Description project A	Region / Country / City	Founder Partner Adviser / Member of the board of directors Director ...	[...]	[Apr. 05-Jan. 14] [Feb. 02-Mar. 05] [Jun. 98-Jan. 02]

Appendix B.6.1 – Describe how the manager and the team were initially formed and provide a brief history of how they have evolved to date. Please provide a current organizational chart.

B.7. Investment team's investing experience in incubation / technology transfer projects in Spain. Add rows as necessary.

Investment team professional name	Vehicule/s through which investments in the incubation / technology transfer field in Spain have been made	Years of investing experience in the field of incubation / technology transfer in Spain	Spanish investments in the incubation / technology transfer field (include role, and investment and realization dates)
[...]	[Fund, Vehicle, Particular]	[...]	[...]
[...]	[Fund, Vehicle, Particular]	[...]	[...]

**Fond-ICO Global Questionnaire – Incubation and Technology transfer**

[...]	[Fund, Vehicle, Particular]	[...]	[...]
[...]	[Fund, Vehicle, Particular]	[...]	[...]
[...]	[Fund, Vehicle, Particular]	[...]	[...]

Appendix B.7 – Provide biographical information on the investment team included in this section. This information must be presented for each team professional following the format provided on the example below:

Executive 1:

Spanish investments in the incubation / technology transfer field	Geography	Position / Role	Position description and duties performed	Investment and realization dates
Company A	Region / Country / City	Founder Partner Adviser / Member of the board of directors Director ...	[...]	[Apr. 05-Jan. 14] [Feb. 02-Mar. 05] [Jun. 98-Jan. 02]

B.8. Investment team's investing experience in incubation / technology transfer projects internationally (excluding Spain). Add rows as necessary.

Investment team professional name	Vehicle/s through which international investments in the incubation / technology transfer field have been made	Years of international investing experience in the incubation / technology transfer field	International investments in the incubation / technology transfer field (include role, and investment and realization dates)
[...]	[Fund, Vehicle, Particular]	[...]	[...]
[...]	[Fund, Vehicle, Particular]	[...]	[...]
[...]	[Fund, Vehicle, Particular]	[...]	[...]
[...]	[Fund, Vehicle, Particular]	[...]	[...]
[...]	[Fund, Vehicle, Particular]	[...]	[...]

Appendix B.8 – Provide biographical information on the investment team included in this section. This information must be presented for each team professional following the format provided on the example below:

## Fond-ICO Global Questionnaire – Incubation and Technology transfer

### Executive 1:

International investments in the incubation / technology transfer field	Geography	Position / Role	Position description and duties performed	Investment and realization dates
Company A	Region / Country / City	Founder Partner Adviser / Member of the board of directors Director ...	[...]	[Apr. 05-Jan. 14] [Feb. 02-Mar. 05] [Jun. 98-Jan. 02]

B.9. Investment Team's experience working together: number of years that at least 2 members (partners or directors) have worked together. Add rows as necessary.

Name	Position	Year that he/she joined the Firm	Other relevant experience working together prior joining Firm
[...]	[...]	[...]	[...]
[...]	[...]	[...]	[...]
[...]	[...]	[...]	[...]
[...]	[...]	[...]	[...]
[...]	[...]	[...]	[...]

B.10. Investment Team's experience as member of the board of directors of portfolio companies: number of companies in which the team investment professionals (partners or directors) have been members of the board of directors. Add rows as necessary.

Company	Position	Initial and final date	Position description and duties performed
[Executive 1]			
[...]	[...]	[...]	[...]
[...]	[...]	[...]	[...]
[Executive 2]			
[...]	[...]	[...]	[...]
[...]	[...]	[...]	[...]

### **Investment team:**

B.11. Management Company or Management Team's commitment to the fund in case it is already incorporated: This commitment of [...] % corresponds to the indicated in the Affidavit.

Commitment over the target fund size
[%]

## Fond-ICO Global Questionnaire – Incubation and Technology transfer

Appendix B.11 - If the commitment is made by an entity other than the Management Company, please provide details of its shareholding structure as well as its relationship with both the management team and the Management Company. Only commitments signed by the Management Company, the management team and/or a vehicle 100% owned by them, will be considered. Commitments from other investors with an ownership stake in the Management Company will not. The aforementioned commitment is required both on the target size of the fund and on the size of the vehicle in which Fond-ICO Global will invest.

B.12. Number of professionals that are part of the management team

Number of management team professionals	Number of target investments in the new fund.
[...]	[...]

### **Management Company's track record:**

B.13. Management Company's previous experience managing funds focused on incubation / technology transfer investments: Detail of all funds previously and currently managed by the firm, regardless of whether they are legacy funds. Add rows as necessary.

Name of the fund	Size (€)	Registered date	Country	Regulator / Registration	Nº of registration	Valuation as of December 31 <sup>st</sup> , 2021 (Gross)	Valuation as of December 31 <sup>st</sup> , 2021 (Net)
[...]	[...]	[...]	[...]	[...]	[...]	[MOIC and IRR]	[MOIC and IRR]
[...]	[...]	[...]	[...]	[...]	[...]	[MOIC and IRR]	[MOIC and IRR]
[...]	[...]	[...]	[...]	[...]	[...]	[MOIC and IRR]	[MOIC and IRR]
[...]	[...]	[...]	[...]	[...]	[...]	[MOIC and IRR]	[MOIC and IRR]
[...]	[...]	[...]	[...]	[...]	[...]	[MOIC and IRR]	[MOIC and IRR]

\* All information must be updated as of December 31<sup>st</sup>, 2021, admitting valuations on subsequent dates.

Appendix B.13 – Attach supporting documentation proving the fund's management by the Management Company

### **Investor Base and Fundraising:**

B.14. Capital raised to date and level of international and institutional LPs (investors). Add rows as necessary.

Investor name	Type of investor		Country	Commitment (exact amount in €)
	Institutional/particular/management team	Public/private		

**Fond-ICO Global Questionnaire – Incubation and Technology transfer**

[...]	[...]	[...]	[...]	[...]
[...]	[...]	[...]	[...]	[...]
[...]	[...]	[...]	[...]	[...]
[...]	[...]	[...]	[...]	[...]
[...]	[...]	[...]	[...]	[...]

Appendix B.14 – Include signed letters of intent from all investors' commitments mentioned in question B.14.

Commitments must be represented by a signed letter of intent, indicating the validity of the same, by each investor whose commitment may only be subject to legal due diligence, Fond-ICO Global's commitment in the new fund or the first closing taking place. Portfolio contributions, as well as any other non-monetary contribution, will not be considered valid for this purpose. Furthermore, in the event that a closing has already occurred, please include each of the subscription agreements and confirm the actual amount subscribed and drawn down at the time the participant submits the proposal including the documentation of each investor.

In addition, attach the commitments listed in the affidavit table in Excel format. In the event of the existence of suspensory/cancellation clauses in the letters of intent or subscription agreements, please specify their status at the time the proposal is submitted.

Appendix B.13.1 – (i) Describe the fundraising strategy of the fund, including the type of investors to be targeted. Provide detail of the intended schedule and amounts of the fundraising plan. Describe the extent to which you may use intermediaries to assist in raising capital for the fund. Indicate if there has been any shift in strategy compared to previous fundraising. (ii) Identify your major / key investors in previous and current funds.

B.15. Requested commitment from Fond-ICO Global:

Commitment amount (exact amount in €)	Commitment over the target fund size (%)
[...]	[%]

Appendix B.15 – Please indicate if there is a maximum fund size or hard cap, the minimum size at which the fund would be viable and the term of the Fund.

**Economics of the Fund:**

B.16. Management fee and carried interest for an 8%\* hurdle rate (preferred return)

Management fee	Hurdle rate	Carried interest
[%]	[%]	[%]

\* Those participants with hurdle rates lower than 8% will not be evaluated.

**Other:** Please complete the requested information.

B.17. Collaboration agreements and alliances with: (i) Official Research Centers, Business Schools or Academic Institutions; (ii) large corporations with activities in the industry where the incubation / technology transfer investments are made and (iii) International organizations.

## Fond-ICO Global Questionnaire – Incubation and Technology transfer

Number of collaboration agreements with Official Research Centers	Number of collaboration agreements with large corporations in the industry	Number of collaboration agreements with international organizations
[...]	[...]	[...]

Appendix B.17 – Provide the collaboration agreements signed by each of the organizations included in this section. To be considered valid, collaboration agreements should be formal, be in effect, include a description of the type of collaboration agreement and be signed by the parties involved.

B.18. Management Company / Fund constituted and registered in Spain

	Constituted and registered in Spain	Constituted and registered outside of Spain
Management Company	<input type="checkbox"/>	<input type="checkbox"/> - Constituted in [...] <input type="checkbox"/> - Registered in [...]
Fund	<input type="checkbox"/>	<input type="checkbox"/> - Constituted in [...] <input type="checkbox"/> - Registered in [...]

Appendix B.18 – If the Fund is already incorporated, please provide supporting documentation



# Fond-ICO Global Questionnaire – Incubation and Technology transfer

## C. Qualitative Criteria

### C.1. Fund's Investment Strategy

Please describe the fund's investment strategy, as well as the incubation / technology transfer model established by the manager to comply with it. Please also specify the primary reasons for pursuing this strategy, the maturity levels of the projects in which you invest and the average length of stay of the projects in the fund. Also include the measures to be incorporated for the stimulus, growth and support for the Spanish company's internationalization.

[...]

### C.2. Investment sectors the fund will focus on

Please describe the new fund target sector / industry, specifying the main reasons for its selection.

[...]

### C.3. Current strategy consistency with previous strategy

Specify if the new fund's investment strategy fits well with the team's investing experience.

[...]

### C.4. Investment team's complementary experience and technical experience of the investment team

Please detail how the team's investing experience serves to cover all necessary duties within the firm and give details on the duties of each of the investment team professionals. In addition, please detail the technical/scientific expertise of the team in the particular sector in which the investments are to be made, specifying the value contribution of such expertise to the companies to be invested.

[...]

### C.5. Team's commitment to the new fund

Please indicate the investment team's estimated dedication to the new fund, as well as any plan to increase the investment team size.

[...]

### C.6. Technical equipment

Please give details on the firm's technical equipment (resources obtained directly or indirectly through agreements with R & D centers)

## Fond-ICO Global Questionnaire – Incubation and Technology transfer

[...]

C.7. Services provided to the invested companies (Advisory / Auditing / Business plan development / Intellectual property / Financing resources / Technological

Please describe the various value-added services offered to the incubated company (networking, business development, technology development, acquisition and financing, etc..) and make any arguments for your differentiation., Include any additional support services (accounting and administration, legal, audit, IT, intellectual property, training etc.)

[...]

C.8. Portfolio monitoring and level of involvement of the team in the management of invested of invested companies.

Describe how the invested companies are monitored once they have been incorporated into the portfolio and team involvement in the management of these.

[...]

C.9. Sources of Deal flow.

Describe how to identify potential projects through the different deal flow channels available to team members.

[...]

C.10. Decision making process

Describe the fund's investment selection / due diligence process. Provide a description of the different steps in the analysis and implementation of a transaction. Describe any governing / advisory body that will impact the management or investment activity of the fund. Indicate which individuals are responsible for approving/rejecting a potential investment, as well as the decision-making process and percentage of votes needed to approve an investment

[...]

C.11. Economic Project – detail of alignment of strategy and commissions

Please give details on the expense and revenue budget of the firm, breaking down the structure of the different fees. Also, justify how the management fee is well aligned with the fund and firm's long-term strategy.

[...]

Appendix C.11 – Attach a memorandum outlining the management company as well as the fund's economics.

C.12. Information provided on the quarterly report of managed funds.

## Fond-ICO Global Questionnaire – Incubation and Technology transfer

Please detail what type of information is provided to investors and how often it is facilitated. Indicate how many days after the end of the quarter you have to prepare the report. Indicate if there is data available online and whether the reporting meets the ILPA (International Limited Partnership Association) standards.

[...]

Appendix C.12 – Attach the most recent quarterly report and the last three annual financial statements audited for the existing funds managed by the firm.

C.13. Capital call and distribution notices.

Detail what type of information capital call and distribution notices provide to investors. Discuss whether these notices meet ILPA (International Limited Partnership Association) standards.

[...]

Appendix C.13 – Please include examples of capital calls and distributions notices.

C.14. Impact and Sustainability.

Please indicate: (i) which article is covered by your fund according to the Regulation (EU) 2019/2088 on financial sustainability-related disclosures (Article 8 or Article 9); (ii) whether your fund is a signatory of UN PRI (United Nations Principles of Responsible Investment) and (iii) the Environmental, Social and Governance (ESG) principles implemented, describing the structure, incentives, key members, monitoring and reporting systems. Explain the monitoring and whether if they are included in the investors' reports or if they have a separate report. (iv) Likewise, regarding the invested companies, indicate the policies carried out regarding, among others, the following parameters: net job creation, high-skilled employment, permanent contract of employment, job creation for individuals older than 40, social integration and gender equality.

[...]

Appendix C.14– If available, attach a copy of your corporate governance report.

C.15. Alignment of interests and incentives of investment team members

Please detail which incentives are offered to the members of the investment team (salary, bonuses, participation in benefits, participation in the carried interest, others) and the evaluation processes implemented.

[...]

## **Fond-ICO Global Questionnaire – Incubation and Technology transfer**

**The following information should be also included as Appendix:**

### **Appendix – C. Qualitative Criteria:**

#### **C.16. Investment plan.**

Appendix C.16 – Discuss the current investment plan for the fund, describing how the opportunities are sourced and the investment details: description of the company, rationale for investment, plan to follow and any other information that is considered relevant.

#### **C.17. Financial audit of the firm.**

Appendix C.17 – Does the firm undergo an annual financial audit? If so, indicate the auditor, how often your firm is audited and the last audit. Has your firm changed auditors over the last three years? If so, indicate the reasons. Please elaborate on any material findings from your auditors in the last three years. Please, attach a copy of your audited financial statements.

#### **C.18. Alignment and conflicts of interest.**

Appendix C.18 – Describe how the fund and its investors' interests are aligned. Does the management company or its shareholders intend to commit a certain amount to the fund? In what proportion? Additionally, describe any potential conflict of interest. How do you plan to resolve potential conflicts of interest within the fund, or with other investment funds managed by your firm or its associated entities?

#### **C.19. Legal actions.**

Appendix C.19– Disclose any business-related legal actions against your firm, portfolio investments, and key officers for the past five years. If such legal action exists, attach a copy.

#### **C.20. Fund administration.**

Appendix C.20 – Indicate which administrative functions are handled internally and which ones externally (i.e., by a parent institution or outsourced). Describe the structure and personnel involved in the administration of the fund. Include an explanation on any internal and external oversight structures and processes that are used to monitor your operations. Describe your management information systems, if they are maintained internally or externally and what types of emergency and disaster recovery plans are in place.

#### **C.21. Launching of new products over the next several years.**

Appendix C.21 – Describe your firm's overall plans with respect to the launching of new products / investments over the next several years.

#### **C.22. Marketing and legal materials.**

Appendix C.22 – Include the Private Placement Memorandum or any other documentation for the current fund (if available), and one from your most recent previous fund (if appropriate / applicable); the fund's partnership agreements and subscription agreements (if available / applicable); and any side letters or special agreements established with existing investors in the fund. Include any marketing material considered desirable (recent presentations, teasers) which have been prepared and explain the investment opportunity.

#### **C.23. References.**

Appendix C.23 – Disclose (20) reference contacts, including, current investors, portfolio company executives, lenders, intermediaries, former employees in relevant jobs, and co-investors involved in prior deals who are familiar with the firm.

## **ATTACHMENT III**



## **ATTACHMENT IV**

<b>Fund Name</b>	
<b>Fund ID Number</b>	
<b>Management Company</b>	
<b>Mgmt. Company ID Number</b>	
<b>Fund ISIN Code</b>	
<b>CNMV Registration Number</b>	
<b>Investor</b>	Fond ICO Global FCR
<b>Date of Reporting</b>	
<b>Audited Data</b>	<input type="checkbox"/> Sí <input type="checkbox"/> No

<b>Fund Size (€)</b>	
<b>Vintage</b>	
<b>Management Team Commitment (€)</b>	
<b>Incorporation Date</b>	
<b>CNMV Registration Date</b>	
<b>Latest Closing Date</b>	
<b>Final Closing Date</b>	
<b>Investment Period</b>	
<b>Fund Term</b>	
<b>Fund Year Extension</b>	
<b>Management Fee</b>	
<b>Other Fees and Expenses</b>	
<b>Carried Interest</b>	
<b>Hurdle Rate</b>	

	<b>Fund</b>	<b>Fond-ICO Global FCR</b>
<b>Investment Commitment (€)</b>		
<b>Capital Called (€)</b>		
<b>Capital Distributed (€)</b>		
<b>Unfunded Commitment (€)</b>		
<b>NAV (€)</b>		
<b>Number of Units</b>		
<b>Net Multiple</b>		
<b>Net IRR</b>		



Fund Name:  
Date:

Fund ID #: \_\_\_\_\_  
ISIN Code: \_\_\_\_\_

INVESTMENT PORTFOLIO (I)

(Data as of reporting date)

Company	HF	Sector <sup>(1)</sup>	Geography	SME / Not SME <sup>(2)</sup>	Investment Date	Invested Capital (€)	% Ownership in company	% of Total Fund <sup>(3)</sup>	Unrealized Value (€)	Realized Value (€)	Exit Date <sup>(4)</sup>	Total Value (€)	Multiple	IRR
Portfolio Investments (I)														
Company 1														
Company 2														
Company 3														
Company 4														
Company 5														
Company 6														
Company 7														
Total Portfolio Investments														
Realized Investments (I)														
Company 1 realized														
Company 2 realized														
Company 3 realized														
Company 4 realized														
Total Realizations														
TOTAL														

<sup>(1)</sup> According to ECA's guidelines  
<sup>(2)</sup> According to European Union's guidelines  
<sup>(3)</sup> Invested capital over fund size  
<sup>(4)</sup> Only applicable for exit realizations

Fund Name:  
Date:

Fund ID #: \_\_\_\_\_  
ISIN Code: \_\_\_\_\_

INVESTMENT PORTFOLIO (I)

(Data as of reporting date, income statement figures in LTM terms) <sup>(1)</sup>

Company	Employees	Sales (€) <sup>(1)</sup>	EBITDA (€) <sup>(1)</sup>	EBIT (€) <sup>(1)</sup>	Corporate Income Tax (€) <sup>(1)</sup>	Total Assets (€)	Intangible Assets (€)	% Foreign Sales	Debt/EBITDA Ratio
Portfolio Investments									
Company 1									
Company 2									
Company 3									
Company 4									
Company 5									
Company 6									
Company 7									
Total Portfolio Investments									
Realized Investments (I)									
Company 1 realized									
Company 2 realized									
Company 3 realized									
Company 4 realized									
Total Realizations									
TOTAL									

<sup>(1)</sup> LTM: Last twelve months or latest annual closing

Company example			Reporting Date:
Investment Date:	Fund Ownership %:	Investment Commitment (€):	
Industry (2):	Investor Group	Invested Capital (€):	
Region / Country:	Ownership %:	Realized Proceeds(€):	
EV at Closing (€):	Management Ownership %	NAV (€):	
Ticker Symbol(3):	Board Representation:	Investment Multiple:	
	Board Members:	Gross IRR:	
INVESTMENT BACKGROUND			CO-INVERSORES:

INVESTMENT THESIS / EXPECTATIONS	RECENT EVENTS & KEY INITIATIVES
----------------------------------	---------------------------------

INVESTMENT STRUCTURE (as of XX/XX/XX) <sup>(4)</sup>					CAPITALIZATION (as of XX/XX/XX)					
Investment Structure	Equity/ Debt	Total Invested	Reported Value	Realized Proceeds	Capitalization	Rate	Maturity	Transaction on Closing	Reporting Date	Threshold
Total		-	-	-						

VALUATION METHODOLOGY
-----------------------

RISK ASSESSMENT/UPDATE
------------------------

- ☐ Above Plan  
☐ On Plan  
☐ Below Plan

<sup>(1)</sup> Refer to "Portfolio Company Excel Template" from ILPA (<http://ilpa.org> <http://ilpa.org/quarterly-reporting-standards>)

<sup>(2)</sup> According to EVCA's guidelines:

- ☐ Transportation
- ☐ Real estate
- ☐ Life sciences
- ☐ Financial services
- ☐ Energy & environment
- ☐ Consumer services
- ☐ Consumer goods & retail
- ☐ Construction
- ☐ Computer & consumer electronics
- ☐ Communications
- ☐ Chemicals & materials
- ☐ Business & industrial services
- ☐ Business & industrial products
- ☐ Agriculture

<sup>(3)</sup> For listed companies

<sup>(4)</sup> For loans or other debt provided by the Fund, please provide further description (characteristics, maturity, interest rate, etc.)

**Portfolio Update and Supplemental Schedules****Portfolio Company Update**

<b>Portfolio Company 3</b>				<b>DEAL TEAM: Johnson, Smith, DeMatteis</b>	
Investment Date:	9/15/2007	Fund Ownership %:	12%	Investment Commitment	\$10.0m
Industry:	Healthcare	Investor Group		Invested Capital	\$10.0m
Headquarters:	Brooklyn, NY	Ownership %:	75%	Realized Proceeds	\$2.0m
EV at Closing	\$60.0m	Management Ownership	25%	Reported Value	\$12.0m
Ticker Symbol:	ZZZZ	Board Representation:	2 of 8	Investment Multiple	0.9x
		Board Members:	Jenson, Smith	Gross IRR (All Security Types)	15%

**INVESTMENT BACKGROUND** CO-SPONSORS:(Ownership %): ABC I, LP (38%); XYZ Capital (15%); Individuals (10%)

1992, the company provides free personalized information about eldercare facility options to tens of thousands of families each month. To do so, Company 3 generates leads primarily from online marketing sources and converts them to move-ins through its nationwide network of 750 eldercare advisors.

On September 15, 2007, BP led a consortium, which completed the acquisition of Company 3 for a total effective consideration of \$60 million excluding third-party transaction fees. BP II invested \$5 million for a 12% equity stake in a transaction that included \$19m of debt. In October 2009, BP II provided \$5.0 million of debt as part of a restructuring, following a covenant breach.

<b>INVESTMENT THESIS / EXPECTATIONS</b>	<b>RECENT EVENTS &amp; KEY INITIATIVES</b>
<ul style="list-style-type: none"> <li>Steady Growth: Organic revenue growth of 6.5% for the five years prior to BP II's investment versus 5% for the industry</li> <li>Fragmented industry presents opportunity for sizeable, bolt-on acquisitions at accretive multiples</li> <li>Expectations: Exit through IPO or strategic sale within 24 months</li> </ul>	<ul style="list-style-type: none"> <li>Management: New CEO started on November 1, 2010, and has implemented a 100 day plan including a new budget process</li> <li>Sales Growth: Signed a new five-year contract with major eldercare facility which will drive sales growth in 2011</li> </ul>

INVESTMENT STRUCTURE (as of 12/31/10)			CAPITALIZATION (as of 12/31/10)							
Investment Structure	Equity/Debt	Total Invested	Reported Value	Realized Proceeds	Capitalization	Rate	Maturity	Closing	31/12/2010	Threshold
Common Units	Equity	2,500,000	1,200,000	0	Cash on Hand			2,000,000	2,000,000	
Unsec. Loan	Debt	2,500,000	1,500,000	0	Sr. Sec Note	9%	31/12/2014	9,000,000	9,000,000	xEBITDA
Sr. Sec. Note	Debt				Sr. Sec Note	7.50%	31/12/2015		5,000,000	xEBITDA
@ 7.5%, mtrg 12/31/15	Debt	5,000,000	5,200,000	1,000,000	Jr. Note	14%	31/12/2012	7,000,000	7,000,000	xEBITDA
Total		10,000,000	7,900,000	1,000,000	Drawn Revolver	L+150	31/12/2011	5,000,000	2,320,000	
					Total Net Debt			19,000,000	21,320,000	
					Equity			41,000,000	30,520,000	
					Enterprise Value			60,000,000	51,840,000	

**VALUATION METHODOLOGY**

multiple of EBITDA approach, we used an 8.3x multiple on LTM EBITDA as of YE 2009. We kept Company A's multiple flat to last quarter as a result of the wide range and inter quarter volatility valuation multiples for the trading comparables. To determine the discount rate, we calculated the WACC using the industry comparables as guidelines. Using the discount rate of 11% and with exit multiples ranging from 7.5x to 8.5x, we calculated a total equity value in the range of \$102.2 million to \$154.6 million. This analysis implies a mid-point value of \$128.4 million or \$77.6 million in equity value for the Fund. Evaluating Company A using these two methodologies implied a valuation range of \$32.9 million to \$77.6 million for the Fund's interest in Company A. Given this analysis, the increase in multiples and positive EBITDA trends in the business, we believe it is appropriate to value Company A at \$42.5 million or 55% of cost.

**RISK ASSESSMENT/UPDATE**

Given the declining amount of eldercare referrals in our target region coupled with rising online marketing prices, the company's covenant headroom remains tight and will be an area of significant focus over the coming months.

[ ] Above Plan

[ ] On Plan

[ ] Below Plan

## FOND-ICO GLOBAL FCR - "CAPITAL ACCOUNT"

Fund:

Fund ID #:

Date:

ISIN Code:

### INVESTMENT COMMITMENT

Fond-ICO Global FCR Investment Commitment  
Total Fund Size  
% Fond-ICO Global FCR

All amounts are expressed in euros

SINCE INCEPTION

### CAPITAL CALLS & DISTRIBUTIONS

#### Capital Called

Capital Called (inside Investment Commitment)  
Capital Called (outside Investment Commitment)

#### Gross Distributions

Return of Capital  
Profits Distributions  
Dividends  
Capital Gains  
Interest and Others

Of which, recallable distributions

Carried Interest (Accrued and Paid)

#### Net Distributions

#### Unfunded Commitment

### VALUATION

#### Net Operating Income/(Expense):

Realized Gains on Portfolio Investments  
Management Fees  
Realized Losses on Portfolio Investments  
Other Operating Expenses

Unrealized Gain / Loss  
Accrued Carried Interest

#### Net Asset Value (NAV)

Number of Units  
NAV per Unit

### INVESTMENT RETURNS

Net Invested Capital Multiple  
Net IRR

CASH FLOW FOND-ICO GLOBAL FCR

Fund  
Date:

Fund ID #:  
ISIN Code:

[illegible]NAVIRR



## CASH FLOW PORTFOLIO COMPANIES

Fund ID #:

ISIN Code:

Company:	Company example				
Date	Capital Calls (-)	Distributions (+)	NAV (+)	Total	Description

Company:		Company 2			
Date	Capital Calls (-)	Distributions (+)	NAV (+)	Total	Description

[illegible][illegible]

TOTAL PORTFOLIO IRR

## INVESTORS'S LIST

Fund ID #:  
ISIN Code:

Investor Name	Investor Type	Country	Investment Commitment (€)	Commitment over the target fund size (%)	Number of Units	Capital Called (€)	Distributed (€)	Unfunded Commitment (€)	NAV (€)
<b>TOTAL</b>									





Company Size	Sectors	Activity	Investor type	
SME	Agriculture	Capital Call	Particular	Public
Not SME	Industrial products	Distribution	Institutional	Private
	Industrial and Business Services	Capital Call + Distribution	Fond-ICO Global FCR	
	Productos químicos y materiales		Management Team / Management Company	
	TMT			
	Construction			
	Consumer goods and distribution			
	Consumer Services			
	Energy			
	Financial Services			
	Life Sciences			
	Real Estate			
	Transport			

## **ATTACHMENT V**



Transaction Type	Capital Call / Distribution	Definition
Call: Deemed GP Contribution	Call	Call from Investors, on behalf of Management Company's share of a capital call (typically serves as an offset to future management fees)
Call: Investments	Call	Call for investments in new or existing underlying holdings
Call: Legal Fees	Call	Call for Legal Fees
Call: Management Fee (inside commitment)	Call	Call for periodic Mgmt. Fees/Mgmt. Co. Distributions, net of any waivers or offsets (provide mgmt. fee calculation in the "Side Calculation" section)
Call: Management Fee (outside commitment)	Call	Call for periodic Mgmt. Fees/Mgmt. Co. Distributions, net of any waivers or offsets (provide mgmt. fee calculation in the "Side Calculation" section)
Call: Org. Costs	Call	Call for Organizational Costs
Call: Other E.g., (Provide explanation in far-left column)	Call	Call for miscellaneous expenses not listed above (provide a description of these expenses in the far left column of the worksheet)
Call: Placement Agent Fees	Call	Call for Placement Agent Fees
Call: Subsequent Close Interest	Call	Interest due from Investors that committed to subsequent closing of fund
Call: Working Capital	Call	Drawdown against unfunded obligation when final use of funds has not been determined
Dist: Carry	Dist.	Management company's share of distribution proceeds, as defined by the waterfall calculation in the LPA (offset to distribution)
Dist: Clawback	Dist.	Return of excess carry distributed to Management Company, as defined by the waterfall calculation in the LPA (offset to Carry)
Dist: Income/Dividends	Dist.	Income or dividends earned from underlying holdings
Dist: Other (Provide explanation in far-left column)	Dist.	Miscellaneous distributions not otherwise defined above (provide a description of these expenses in the far left column of the worksheet)
Dist: Realized Gain - Cash	Dist.	Realized gain from the full or partial sale of an underlying holding
Dist: Realized Gain - Stock	Dist.	Realized gain from a stock distribution
Dist: Realized Loss - Cash	Dist.	Realized loss from the full or partial sale of an underlying holding
Dist: Realized Loss - Stock	Dist.	Realized loss from a stock distribution
Dist: Return of Capital - Cash	Dist.	Return of capital from the full or partial sale of an underlying holding
Dist: Return of Capital - Fees/Expenses	Dist.	Return of fees and/or expenses
Dist: Return of Capital - Stock	Dist.	Cost basis of a stock distribution
Dist: Return of Excess Capital Called	Dist.	Return of unused proceeds called for investments (typically increases unfunded commitment)
Dist: Subsequent Close Interest	Dist.	Interest received from Investors that committed to subsequent closing of fund
Dist: Temporary Return of Capital - Fees/Expenses	Dist.	Return of fees and/or expenses that can be called again in the future
Dist: Temporary Return of Capital - Investment	Dist.	Return of capital previously called for underlying holding, can be called again

## **ATTACHMENT VI**

## PENALTY NOTICE

Fund Name

Management Company Name

Date fo Breach Notice to the Management Company

Reason for Penalty (choose from dropdown)

Penalty Calculation Basis

Time Period used for Penalty Calculation

**Penalty Amount (€)**

Date for Penalty Payment<sup>(1)</sup>

<sup>(1)</sup> Deadline for payment: 5 days after the end of the Time Period used for Penalty Calculation

Penalties
Breach of volume or % to be invested in Spain
Breach of quarterly reporting obligations
Breach of capital call notification obligations
Breach of distribution notification obligations
Breach of minimun % of management team commitment
General breach of object and requirements of Tender Basis

## **ATTACHMENT VII**

[HEADER]

**AXIS Participaciones Empresariales SGEIC, S.A., S.M.E.**

C/ Los Madrazo, 38

28014, Madrid

[...], on [...]

**Re:**

Dear Sirs,

We are writing to you in relation to the committed investment of Fond-ICO Global FCR (hereinafter, "**Fond-ICO**") in [...] (hereinafter, the "**Fund**"), in accordance with the terms and conditions of the management regulations (hereinafter, the "**Regulations**") attached to the subscription agreement executed on this date between Fond-ICO and [...] (hereinafter the "**Subscription Agreement**"), registered with the Spanish Securities Market Commission (hereinafter, "**CNMV**") under the number [...].

The Fund is managed by [...], a company registered in the administrative register of the CNMV under the number [...] having its registered office at [...] (hereinafter, the "**Management Company**").

Unless otherwise defined, capitalized terms which are undefined shall have the same meaning given to them in the Regulations.

In consideration to your commitment to the Fund, we, the undersigned, acting on behalf of the Management Company and the Fund hereby agree, undertake, represent and warrant to Fond-ICO that:

**1 Documents to be submitted by the Management Company**

Notwithstanding any provision to the contrary established in the Subscription Agreement, the Regulations or this document, the first drawdown of the Fond-ICO Commitment is subject to the delivery of the following documents:

- (a) an executed copy of the Regulations registered with the corresponding Administrative Register of the CNMV;
- (b) the present document signed ; and
- (c) the Subscription Agreement signed by the Management Company enabling Fond-ICO to be an investor in the Fund.

**2 Management team commitment**

The Management Team will commit to Invest in the Fund, an amount equal to at least [...] per cent of the total commitments of the Fund.

**3 Transfer of the Fund's interest**

Transfers in interests of the Fund which, directly or indirectly, imply a breach of the provisions established in the Bases for the selection of [...] companies or [...] funds for the investment by Fond-ICO (hereinafter the "**Bases**"), attached hereto as Annex 1, shall not be authorized in any event.



For the avoidance of doubt, the Fund will at all times comply with the obligations<sup>1</sup> set out by Bases in which at least fifty one (51) per cent of the interest will be held, at all times, by private entities.

Furthermore, Fond-ICO will be informed in writing, throughout the life of the Fund when necessary, of the real identity of all of the Funds investors.

#### **4 Free transfer of Fond-ICO's interest**

Notwithstanding the provisions of the Regulations, any transfer of Fond-ICO's interests to any entity designated by AXIS Participaciones Empresariales SGEIC, S.A., S.M.E. (hereinafter "**AXIS**"), by means of written notice, shall be free and shall not require the consent of the Management Company, nor be subject to any of the rights of first refusal of the other investors.

Furthermore, in accordance with the previous paragraph, the purchaser of Fond-ICO's interests shall automatically assume the rights and benefits established in this letter.

#### **5 Amendment of the Regulations**

The Management Company shall not promote any amendments to the Regulations that, directly or indirectly, result in a breach of the provisions and/or requirements established in the Bases.

#### **6 Ownership of the Management Company**

As established in the Bases, one hundred (100) percent of the Management Company's share capital shall be privately owned, and no public institutions, companies or bodies may hold a direct or indirect stake in its share capital.

Furthermore, Fond-ICO will be notified in writing, within a period of ten (10) calendar days, about any transfer or commercial transaction that, directly or indirectly, involves a change in the ownership of the Management Company share capital.

#### **7 Defaulting investor**

Fond-ICO shall not be considered a defaulting investor following the provisions set out in the Regulations, as a direct result of the implementation of the penalties established in the Bases.

In addition, Fond-ICO shall be reimbursed with the fees as described in clause 9 of the Bases, in cases where such penalties indicate the necessary reimbursements.

We shall also indemnify Fond-ICO for any economic effects or payments that may be required from Fond-ICO deriving from its practice as defaulting investor, from the rights set out in clause 9 of the Bases..

#### **8 Equalisation Payment by Subsequent Investors**

Notwithstanding the provisions set out in the Regulations, the Management Company undertakes that any subscription of shares made by Fond-ICO will not imply any equalisation payments or compensation payments of any nature.

#### **9 Supervisory Committee**

Fond-ICO will be entitled to designate one (1) member of the Supervisory Committee to the Fund or similar body, as well as, maintaining this right as long as it continues to hold an interest in the Fund.

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<sup>1</sup> If applicable in accordance with the Bases, the following obligation shall be added: "*no regional or local public institutions, companies or entities will be admitted as investors of the Fund*"

**10 Drawdown notices**

Any of the Funds drawdown notices issued by the Management Company to Fond-ICO will always be carried out in accordance with the form set out in Annex V of the Bases.

In addition, the Management Company shall not issue any drawdown notices during the month of august of each year.

**11 Distribution notices**

Any Fund's distribution notices issued by the Management Company to Fond-ICO will always be carried out in accordance with the form set out in Annex V of the Bases.

**12 Distributions in Kind**

No distributions in kind will be made to Fond-ICO. All reimbursements and distributions shall be made in cash, with the Management Company responsible for completing the necessary transactions for this purpose, assuming all expenses arising in this regard.

**13 Information to investors**

The Management Company shall issue quarterly reports of the Fund, following the format found within Annex IV of the Bases. These reports shall be delivered to the investors within a period of forty-five (45) calendar days from the last day of each quarter.

For this purpose, the quarters shall begin on 1 January, 1 April, 1 July and 1 October of each year (hereinafter the "**Starting Date**") and end at 12 midnight the day before the Starting Date of the following quarter, with the exception of the first quarter, which shall begin on the Fund's First Closing Date and end at 12 midnight the day before the following Starting Date, and the last quarter, which shall end on the Fund's liquidation date.

**14 Most Favored Nation (MFN)**

Fond-ICO will receive a copy of any side letters or other individual agreements signed by the Management Company or Fund with any of the Fund's investors. In addition, Fond-ICO will have the right to receive all benefits provided in any side letter or individual agreement, executed by the Management Company or the Fund along with any of the Fund's investors. For these purposes, the Management Company shall ensure that there are no individual agreements with investors that are not in writing.

**15 Prevention of Money Laundering**

Notwithstanding the provisions of the Regulations, the Management Company shall comply with all laws, regulations, directives or special procedures for the prevention of money laundering, the financing of terrorism, the use of inside information, and "know your customer" guidelines applicable to the Fund and the Management Company in Spain.

Furthermore, Fond-ICO will be immediately notified of any change in the law, regulations, directives or special procedures, or any of the other provisions mentioned in the first paragraph of this clause, which have or could have a material impact on Fond-ICO as an investor in the Fund.

**16 Waiver**

The Management Company shall be notified in writing of a waiver by Fond-ICO to exercise any right, privilege or benefit provided for in this letter.

For the avoidance of doubt, any omission or delay in exercising any right, privilege or benefit provided for in this letter shall in no event constitute a waiver of such rights, privileges or benefits.

Furthermore, the waiver of any right, privilege or benefit provided for in this letter shall not constitute a waiver of the remaining rights, privileges or benefits held by Fond-ICO by virtue of this letter.

**17 “Pari Passu” Principle**

The terms and conditions for investing in the Fund shall be the same for all investors.

**18 Severability**

In the event that any of the terms of this letter for any reason are held to be or become invalid or unenforceable, the validity of the remaining terms of this letter shall not be affected or impaired. Instead of the invalid or unenforceable terms of this letter, such valid or enforceable provisions shall be deemed to be agreed upon in a way that most closely corresponds to the intended purpose of the invalid or unenforceable provisions.

**19 Entire Agreement**

This letter, the Fond-ICO Subscription Agreement and the Regulations constitute the entire agreement in relation to the Fund (hereinafter the “**Agreement**”), terminating and extinguishing any other previous drafts of the Agreement, including undertakings, guarantees and preliminary deals of any kind prior to the date of the Agreement.

**20 Conflicts**

In the event that any conflict arises between the provisions of this letter, the Regulations, the Subscription Agreement or any other document of a legal nature in relation to the Agreement, whether contractual or commercial, signed or issued by the Management Company in relation to the Fund, this letter shall prevail; and/or (ii) the original Spanish version of the Bases and its translation into English, the original Spanish version of the Bases shall always prevail.

**21 Term**

Notwithstanding any right or obligation that arises prior to the completion of this letter, the provisions of this letter shall remain in effect until the first of the following dates: (i) the date in which all the signatories of this letter agree to terminate their effects in writing; (ii) the date in which the Fund liquidation transactions are completed; or (iii) the date in which Fond-ICO ceases to hold an interest in the Fund.

Notwithstanding the provisions of the previous paragraph, clauses 16, 18, 19, 20 and 23 shall remain in effect after completion vis-à-vis of the other parties signing this letter.

**22 Valuation Criteria**

The valuation criteria used by the Management Company shall be consistent with those established and recommended by Invest Europe from time to time and which is currently the IPEV (“*International Private Equity and Venture Capital Valuation Guidelines*”).

**23 Applicable Law**

This letter shall be governed by the laws of Spain (“*legislación común española*”).

In witness whereof, both parties sign this document in duplicate and for a single purpose in the place and on the date indicated in the header.

**AXIS Participaciones Empresariales SGEIC, S.A., S.M.E.**

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Signed:

for and on behalf of the Board of AXIS Participaciones Empresariales SGEIC, S.A., S.M.E.

[...]

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Name:

Title:

## **ANNEX I**

**Bases for the selection of [...] companies of [...] funds for investment by Fond-ICO**

## **ATTACHMENT VIII**

## MAIN TERMS AND CONDITIONS OF THE FUND

<b>Share Capital of the Management Company</b>	Undertaking by the Management Company to ensure that its share capital is privately owned at all times.
<b>Management fee</b>	There shall be a step down in the base amount and/or percentage of the management fee at the end of the investment period.
<b>Transaction Fees</b>	Income from investments shall be offset against the management fee.
<b>Key executives</b>	The Fund's legal document shall indicate which management team members are designated as key executives.
<b>Departure of key executives</b>	The Fund's legal document shall indicate the procedure to follow with the departure of key executives.
<b>Size of the Fund</b>	The Fund's legal document shall indicate the target size of the Fund.
<b>Exclusivity</b>	The Fund's legal document shall include an exclusivity clause in respect of the Management Company and the management team.
<b>Investment policy</b>	The percentage to be allocated for investments in Spain shall be indicated in the Fund's investment policy clause.
<b>Investment sectors excluded</b>	The fund's legal documentation must explicitly reflect that the Fund shall not invest, directly or indirectly, in companies whose activity is related to: (i) the sale or production of ammunition and weapons military/police equipment or infrastructures; (ii) projects which result in limiting people's individual rights and freedom, or violation of human rights; (iii) the development and/or implementation of projects unacceptable in environmental and social terms; (iv) ethically or morally controversial projects.
<b>Term of the Fund</b>	The term of the Fund and the mechanisms for possible extensions shall be indicated in the legal document.
<b>Term of the Investment Period</b>	The term of the investment period and the mechanisms for possible extensions shall be indicated in the legal document of the Fund.
<b>Cross-over investments</b>	In the event that investments can be made in companies of the Management Company's group, these shall be submitted to the supervisory committee as a conflict of interest.
<b>Removal or Substitution of the Management Company</b>	The Fund's legal document shall indicate the mechanisms to remove or substitute the Management Company, and the economic consequences of such removal or substitution related to the Management Fees and the Carried Interest
<b>Removal 'for cause' of the Management Company</b>	The Fund's legal document shall indicate those events in which the Management Company could be ceased at any time without being entitled to receive economic compensation.
<b>Mechanisms for substituting the Management Company</b>	The Fund's legal document shall include the mechanisms for substituting the Management Company.
<b>Investors' agreements</b>	The minimum percentages for the assumption of agreements by the investor's must be included.

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<b>Prevention of money laundering</b>	The Fund's legal document shall indicate the rules and procedures of the Management Company and/or the Fund for the prevention of money laundering.
<b>Most favored nation</b>	A most favored nation clause ( <b>MFN</b> ) shall be included in the Fund documents.
<b>Valuation methods</b>	Fund valuations shall be performed pursuant to the methods established by the IPEV (International Private Equity and Venture Capital Association) and/or EVCA (European Venture Capital Association) Valuation Guidelines.
<b>Transfer of quotas</b>	The Fund's legal document shall establish a ban on the transfer of quotas in favor of regional or local public entities, as well as state, bodies, if their commitment to invest in the fund, along with Fond-ICO, represents more than [...] of the Size of the Fund.