

Thessaloniki, 14.8.2024

General Commercial Division of ThPA S.A.
Real Estate Department

**CALL FOR EXPRESSION OF INTEREST
FOR THE SUBCONCESSION OF SPACES AND ASSETS WITHIN THE PORT OF THESSALONIKI**

Thessaloniki Port Authority Société Anonyme (ThPA S.A.), taking into consideration the Concession Agreement (hereinafter referred to as Concession Agreement) between the Greek State and itself dated 02.02.2018, ratified by Law 4522/2018 (Government Gazette 39 A'/07.03.2018), as amended and being in force, by which is granted with the exclusive right to possess, use, manage, maintain, improve and exploit the Concession Assets in accordance with the provisions of the Concession Agreement, **invites the interested parties to express their interest for the sub-concession of Concession Assets within the port of Thessaloniki.**

1. Description of the Sub-concession Assets

- 1.1. Each participant shall submit his/ her proposal regarding building, warehouse, plot, uncovered area, etc., defining specific characteristics, the way and the duration of exploitation.
- 1.2. The Call for Expression of Interest (hereinafter referred to as Call) concerns only assets, without mobile equipment, as described in paragraph 1.1 of article 1 of the Call and the Concession Agreement (hereinafter referred to as Concession Agreement).
- 1.3. The participants shall conclude in their Expression of Interest at least the intended use, the category of the space, the range in sq.m., and the duration, according to the attached Expression of Interest Template (Annex 2).

2. Right of participation / Condition of participation

- 2.1. Participation in this Call is open to economic entities, in particular natural persons or legal entities, joint ventures or associations of economic entities submitting a joint offer.
- 2.2. Participants shall:
 - 2.2.1. Not be in a state of bankruptcy, liquidation, compulsory receivership, suspension of payments, bankruptcy settlement, suspension of operations and not have been subject to bankruptcy, liquidation, receivership, or other similar proceedings, and not be subject to any other legal operating restrictions.
 - 2.2.2. Not have been irrevocably convicted themselves, in case of participation of natural persons, and their legal representatives or their administrators, in any other case for:
 - a) Participation in a criminal organization as defined in Article 2 of Council Framework Decision 2008/841/JHA of 24 October 2008 on the fight against organized crime (OJ L 300, 11.11.2008, p. 42) and in Article 187 of the Greek Penal Code;
 - b) Corruption, as defined in Article 3 of the Convention on the fight against corruption involving officials of the European Communities or officials of Member States of the European Union (C-195 6/25/1997, 195) and in par. 1 of Article 2 of Council Framework Decision 2003/568/JHA of 22 July 2003 on combating corruption in the private sector (OJ L 192, 31.7.2003, p. 54), as well as the crimes under Articles 159A (corruption of politicians), 236 (corruption of an employee), 237 par. 2-4 (corruption of court officials), 237A par. 2 (trade of influence through intermediaries), 396 par. 2 (corruption in the private sector) of the Greek Penal Code;
 - c) Fraud against the financial interests of the Union within the meaning of Articles 3 and 4 of Directive (EU) 2017/1371 of the European Parliament and of the Council of 5 July 2017 on combating, through

criminal law, fraud against financial interests of the Union (L.198/28.07.2017);

d) Terrorism or crimes related to terrorist activities as defined, respectively, in Articles 1 and 3 of Council Framework Decision 2002/475/JHA of 13 June 2002 on combating terrorism (OJ L 164, 22.6.2002, p. 3) or moral instigation or complicity or attempt to commit a crime, as defined in Article 4 thereof, and the crimes of Articles 187A and 187B of the Criminal Code as well as the crimes of articles 32-35 of Law No. 4689/2020 (A' 103);

e) Money laundering or terrorist financing, as defined in Article 1 of Directive (EU) 2015/849 of the European Parliament and of the Council of 20 May 2015 on the prevention of the use of the financial system for money laundering or for the financing of terrorism, amending Regulation (EU) no. 648/2012 of the European Parliament and of the Council, and repealing Directive 2005/60/EC of the European Parliament and the Commission Directive 2006/70/EC (OJ L 141/05.06.2015), and the crimes of Articles 2 and 39 of Law No. 4557/2018 (A' 139) ;

f) Child labor and other forms of trafficking in human beings, as defined in Article 2 of Directive 2011/36/EU of the European Parliament and of the Council of 5 April 2011 on preventing and combating trafficking in human beings and protecting its victims, replacing Council Framework Decision 2002/629/JHA (OJ L 101), which was incorporated into national law by Law No. 4198/2013 (A' 215), and the crimes of Article 323A of the Greek Penal Code (trafficking in human beings) and

g) the crimes of Articles 375 (embezzlement), 386-388 (fraud), 385 (extortion), 216-218 (forgery), 224 (perjury), 235-237 (bribery) of the Greek Penal Code and 197 et seq. (bankruptcy) of Greek Bankruptcy Code or crimes similar to their objective nature according to the provisions of any foreign legal orders.

2.3. To hold a tax and insurance awareness certificate.

2.4. To have no debts to ThPA S.A.

2.5. If the economic entities participate as an association or joint venture, the above must be fulfilled by each member of the association or joint venture.

2.6. Associations of economic operators, including temporary partnerships, are not required to have a specific legal form for participating in the Call. The selected Joint Venture or Association of economic operators may be required to have a specific legal form insofar as the inclusion of such a legal form is necessary for the proper performance of the contract.

2.7. In the case of Expression of Interest by an association of economic operators, all its members are jointly and severally liable to ThPA S.A. for the fulfillment of all obligations arising from the Call and the contract.

3. Content of the Expression of Interest

Interested parties shall include in their envelopes for their Expression of Interest at least the following documents:

3.1. The Expression of Interest, according to the attached Expression of Interest Template (Annex 2), signed by the participating natural person or the legal representative of the participating legal entity.

3.2. If the participant is a legal entity, in order to prove its legal constitution and representation, it shall submit the legal document of constitution and legal representation (such as last amended Articles of Association, certificates of company information amendments, decisions to form the administrative body depending on the legal form of the candidate, certificate of current legal representation, authorization in case of granting to a third party the power of representation, etc.). The above documents specify the lawful establishment, the person(s) legally binding the company on the date of the tender (legal representative, right of signature etc.), any third parties authorized to represent the candidate, as well as the term of office of the person(s) and/ or the members of the management body/ legal representative.

3.3. Certificate of registration at the relevant Chamber if there is obligation to register.

3.4. In case of the participation of a foreign economic operator, equivalent to the above documents must be provided by the competent bodies and authorities of the country of establishment of the candidate.

3.5. A solemn declaration of the participating natural person or the legal representative of the participating legal person/financial entity, that the person and/or the legal entity he/ she represents, as well as the legal representative/ administrator, does not establish reasons for exclusion defined in paragraph 2.2.2 of article 2 of the Call as well as that there are no reasons to believe that these

obstacles will occur during the validity of the sub-concession.

- 3.6. A solemn declaration by the participating natural person or the legal representative of the participating company/financial entity that the participant and the person exercising management does not establish reasons for exclusion defined in paragraph 2.2.1. of article 2 of the Call as well as that there are no reasons to believe that these obstacles will occur during the validity of the sub-concession.
- 3.7. Audited Financial Statements of the previous financial year.
- 3.8. Proof of Tax awareness.
- 3.9. Proof of Insurance awareness.
- 3.10. Description of the intended operation.
- 3.11. Proof of expertise in organizing establishments as presented through a summary report of its existing operating businesses.
- 3.12. The information document on the processing of personal data attached in Annex 1, signed by the participating natural person or the legal representative of the participating legal entity.
- 3.13. Natural person's or legal entity's profile and its business activity.
- 3.14. Associations or joint ventures of economic operators that submit a joint offer, submit the above documents for each economic operator that participates in them . In addition, the associations of economic operators shall submit an agreement between their members which states at least:
 - The extent and type of participation of each member in the execution of the contract.
 - The member responsible for coordinating and managing all members.
 - The joint representative, who has been appointed for representing the association and its members during the competition.
 - Declaration that each member of the association is jointly and severally liable with the other members of the association towards ThPA S.A. for any claim arising from the participation or the execution of this Call and the Contract.

NOTE: The Solemn Declarations submitted in accordance with this Call, if drawn up by Greek citizens living in Greece, shall either be in the form provided for in article 8 par. 2 of Law 1559/1986 or digitally published through the website <https://www.gov.gr/> or have an advanced digital signature. An equivalent declaration (e.g., Self Declaration) applicable to the country of origin is accepted for candidates of other nationalities.

4. Submission process

- 4.1. The expressions of interest shall be submitted by the interested parties **no later than, Monday 16th of September 2024 at 15.00 (local time)**, in the following email addresses nypsilantis@thpa.gr and realestate@thpa.gr by sending a locked file folder. If the electronic file has a capacity of more than 20 MB it should be sent via a file transfer platform (e.g. WeTransfer GoogleDrive etc). The password shall be sent to the above email addresses after the deadline for submission of Expression of Interest, upon notice to the participants.

Alternatively, they can be submitted or sent by post in a physical/hard copy envelope with the indication *"CALL FOR EXPRESSION OF INTEREST FOR THE SUBCONCESSION OF SPACES AND ASSETS WITHIN THE PORT OF THESSALONIKI"* to Thessaloniki Port Authority S.A., Old Coastguard building (ground floor), Corporate Governance Department (Protocol), 1st Pier of the Port of Thessaloniki, P.C. 54625, Tel: +30 2310 593 118, , in any case within the aforementioned deadline. Participants shall also provide an electronic data storage medium (USB) with the contents of the envelope.
- 4.2. After the expiry of this date and time, it shall no longer be possible to submit envelopes. Envelopes not submitted on time will not be considered.
- 4.3. The participants accept the risk and undertake the full responsibility for any event, including force majeure events, that may result to a non-timely, non-full or non-appropriate submission of their envelope.
- 4.4. It is expressly clarified that:
 - 4.4.1. This does not constitute an invitation to prepare a contract and submitting a bid in no way implies its acceptance.
 - 4.4.2. The Call is non-binding for ThPA S.A., who bears no responsibility whatsoever towards the

participants who will express their interest.

4.4.3.No compensation claims can be substantiated from the Call, by the participants who will express their interest.

4.4.4.The Expression of Interest does not bind the interested parties.

4.4.5.The participants take part in the process at their own responsibility, and they are not entitled to any compensation for expenses relevant to their participation in the Call process or relevant to the preparation of the envelope for the participation in the Call process.

4.4.6.ThPA S.A. reserves the right to, freely and at its own absolute discretion, decide the extension or suspension of the deadline for the submission of the envelopes, to amend or add to the Call documents, to decide the termination, postponement, repeat, cancellation, or annulment of the Call process.

4.4.7.ThPA S.A. reserves the right, based on the results of the present Call, to conduct an open procedure for the creation of a register of sub concessionaires per category of sub concession or to conduct a pre-selection tender, based on both cases to criteria that will be determined by ThPA S.A.

5. Clarifications on the Call & Language

5.1. Requests for clarification shall be submitted electronically no later than five (5) working days before the deadline for submission of envelopes at the following e-mail addresses: nypsilantis@thpa.gr and realestate@thpa.gr.

5.2.Requests for clarifications submitted in any other way will not be considered.

5.3.Requests for clarification sent after the expiry of the above deadline will not be answered.

5.4.If ThPA S.A., in its sole discretion, determines that a clarification is required, such clarification shall be published in the website of ThPA S.A. Interpretations, corrections, or changes to the Call made in any other manner other than writing are not binding upon ThPA S.A., and participants shall not rely upon such interpretations, corrections, or changes. Oral explanations or instructions are not binding.

5.5. The official languages of the proceedings are Greek and English. All details of the Expressions of Interest shall be either in Greek or English and accompanied by an official translation into one of the above languages (provided that they are drafted in the language of their country of origin). In case of disagreement, the prevailing wording shall always be the translation into one of the official languages herein.

6. Evaluation

6.1. During the evaluation, ThPA S.A. may address requests to the participants for clarifications and/or additional evidence and the participants must provide the clarifications within the time limits set for them.

6.2. ThPA S.A. will evaluate all the Expressions of Interest, that will be submitted in a timely and appropriate manner by the participants.

6.3. The Expressions of Interest whose content, at the absolute discretion of ThPA S.A., are vague and cannot be evaluated, are excluded as inadmissible.

6.4.If ThPA S.A. concludes that the content of any Expression of Interest does not comply fully with the terms and conditions of the Call, the submitting participant will be excluded from the evaluation process.

7. Other Terms

7.1. The participants should take into consideration that if a participant emerges as the preferred Contractor (hereinafter referred to as Contractor) through a future procedure according to 4.4.7, the Contractor shall assume full and exclusive responsibility for the costs arising from the maintenance, restoration or repair of damages and breakdowns of the sub-conceded spaces and equipment thereof (electrical, hydraulic, etc.) throughout the duration of the sub-concession. Any repair that may be required for any reason shall be borne exclusively by the Contractor and shall remain for the benefit of the sub-conceded space. ThPA S.A. is not obliged to incur any expense, even if necessary and required for repairing damage which prevents the agreed use.

7.2.Any alteration of the layout and any other interventions in the sub-conceded spaces will be at the sole

expense, care and responsibility of the Contractor following the approval and under the supervision of the General Technical Division of ThPA S.A. The Contractor shall be solely and exclusively responsible for obtaining all necessary and appropriate permits by the competent Authorities for any alteration of the sub-conceded space as well as all necessary and appropriate permits and licenses for the intended use. The any kind appropriateness of the sub-conceded space for the intended use shall be of the exclusive and sole responsibility of the Contractor.

- 7.3. The Contractor will receive the spaces in their current state and available for use. These spaces will have been previously inspected by the Contractor, who will deem them suitable for their intended use. The Contractor shall bear the costs for all equipment, the organization, and the operation of the spaces.
- 7.4. ThPA S.A. shall reserve the right to use the adjacent and outdoor spaces for the purpose of serving its port and development operations and other purposes. The sub-concession shall not obstruct the operation of ThPA S.A. and the use of Pier 1 of the Port of Thessaloniki, in line with its nature and as provided for by the relevant provisions.
- 7.5. The Contractor shall undertake the guarding, cleaning and security of the sub-conceded spaces and its facilities, the obligation to use them diligently, to maintain and keep them in good condition and to comply with the instructions of ThPA S.A., the Central Port Authority and all municipal and public authorities, as well as with all applicable Regulations of ThPA S.A. and the applicable legislation.
- 7.6. The Contractor is obliged to comply with the terms and restrictions set out in the ThPA S.A. by the Concession Agreement between the Greek State and ThPA dated 02.02.2018, ratified by Law 4522 Government Gazette 39 A'/07.03.2018, as in force.

ANNEX 1 - Information document on the processing of personal data

ANNEX 2 - Expression of Interest Template

THE CHIEF EXECUTIVE OFFICER OF THPA S.A.

ARIE KOPPELAAR