



**Seed & Venture Capital Scheme  
2025 – 2029**

**First Call for Expressions of Interest**

**November 2024**

## 1. Introduction

Enterprise Ireland (EI) is seeking to make investments into funds as further described in this document. In this regard EI are now seeking Expressions of Interest (EoI) from venture fund managers that have alignment with both the strategic objectives and the evaluation criteria set out further in this document.

Enterprise Ireland (EI), with funding from Government, has invested in five Seed & Venture Capital (SVC) Schemes since 1994 to help ensure that there is both an available and effective overall funding ecosystem for high growth companies and to address market failures in this area. The investment provided by these SVC Funds has supported a significant number of indigenous Irish companies over the years with more than €1.4bn invested in over 600 EI supported companies to the end of 2023.

EI's overall investment strategy, is focused on increased funding for start-up companies, through to increased funding for High Potential Start Ups (HPSU's) and scale-up companies as well as driving larger rounds into Irish companies to enable them to compete with their international peers.

On the 15<sup>th</sup> August 2024 the Minister for Enterprise, Trade & Employment announced a new Seed & Venture Capital Scheme with an increased allocation of €250m to be committed over the lifetime of the Seed & Venture Capital Scheme (2025-29) (the "**Scheme**").

This document provides direction for Funds intending to submit an Expression of Interest ("Applicants") and sets out the process (the "Process") that will be conducted by EI to select the fund manager(s) under the first call (the "First Call") of the Scheme, under which EI seeks to invest up to €100m in Seed and Series A/+ stage funds.

The Scheme will support the companies from seed stage through to follow-on stages as the companies gain traction. As a result, the proposed Scheme will be balanced across seed and Series A/+ stages.

EI is acting as an investor in placing these funds. As such, EI is not subject to the European Procurement Directives or implementing procurement regulations (together "Procurement Law"). Procurement Law will not be applied in the conducting of the Process or the placing of the investment. For the avoidance of doubt, this means that the Process will not be conducted in accordance with the competitive procedures provided for in Procurement Law. The rules governing the Process are exclusively as set out in this document. Applicants should therefore read this document carefully to ensure they understand the manner in which the Process is being conducted and raise any queries they have about the Process, with the individuals named below, prior to the submission of EoI.

For further information contact:

**Claire Carroll**

Head of Growth Capital

[Claire.carroll@enterprise-ireland.com](mailto:Claire.carroll@enterprise-ireland.com)

## 2. Scheme Vision and Objectives

The SVC investment strategy is to accelerate focused growth in the funding environment for ambitious early stage, innovative companies. In placing these investments, EI are seeking to realise the following vision:

***“To build an active, sustainable equity investment environment in Ireland for the purpose of funding a strong innovation ecosystem across all regions of Ireland of high growth, market disruptive businesses at all stages of development from Seed to Follow-on”.***

To realise this vision, the strategy of allocation of the funding covers the following themes (see also Appendix 3):

- **Stage:** Balanced allocation of funding from Seed to Series A/+ to ensure that companies in the sectors which EI is targeting can access capital beyond the seed stage so that they can rapidly scale and grow to fulfil their potential. The entire funding escalator needs to be supported to create a continuum of funding and ensure the nexus of company activity remains in Ireland as companies grow and develop. EI recognises that there is a particular challenge for companies at the earliest stages of development and will prioritise the most credible proposals focused on these stages. EI further acknowledges that companies seeking the first stage of funding for scaling, typically at the Series A round, are often challenged when fundraising as the level of product/service-market-fit is still being established.
- **Sector:** Target investment strategies include core EI sectors including Software, Electronics, Fintech, Digitalisation, Cyber Security, Lifesciences, Medtech, Industrial, Food and priority areas of AI, Deeptech, Climate, Sustainability and Foodtech/AgriTech.
- **Diversity & Gender Balance:** To strengthen the inclusiveness of the Seed and Venture Capital industry in Ireland by increasing the diversity and gender balance among the senior teams in venture funds with a specific focus on greater diversity at investee company level and to provide opportunities to female entrepreneurs.
- **Leverage:** EI may represent up to 70% of a seed stage fund, and up to 50% of a Series A stage fund, however, EI will aim to favour funds where more leverage can be achieved.

EI seeks to leverage increased domestic and international private sector and institutional capital into Ireland and maximise the additionality SVC brings to the entrepreneurial ecosystem in terms of both funding and expertise in company development.

- **Measured Impacts:** To drive measured econometric impact across all regions of the Irish ecosystem in terms of jobs, exports and number of companies on the scale-up journey contributing economic and financial returns through both company and fund level growth and returns. Specifically, to drive ESG policy implementation within SMEs.
- **Wider goals:** EI is seeking to maximise the potential for jobs and exports, scale-up Irish companies, benefits to the regions, innovation, and commercialisation (spin-outs). EI is also seeking to maximise the potential to scale Irish companies and is keen to foster a dynamic investment sector.

The above factors will inform EI's assessment of each Expression of Interest (Eoi) application received, and the scores awarded under the evaluation criteria will necessarily have regard to the extent to which EI estimates the Application contributes towards some or all the above objectives.

In making its decision and ensuring alignment with EI strategy, EI will focus on both a standalone assessment of each application and the balance of funding allocation across sectors and stages of growth. For the avoidance of doubt, this does not mean that an allocation will be made in every sector listed above.

### 3. Current Investment Call –Stages & Sectors

The First Call seeks to invest up to €100m and will target funds with strategies across two particular stages:

- (i) **Seed stage funds** where the majority of the fund (50%+) is to be invested in seed stage rounds. EI may represent up to 70% of a fund, however, EI will aim to favour funds where leverage can be delivered; and
- (ii) **Series A/+ stage funds** where the fund is invested at Series A / A+ stages. EI may represent up to 50% of a fund at this stage, although increased leverage will be an ambition under this call.

Applicants must indicate which of (i) or (ii) they are making their application under as these will be evaluated separately.

### 4. Process Overview

#### 4.1 Conditions of Investment

Venture fund managers should note that, should they be successful, the following will form contract terms in the investment agreement entered into with EI:

- The manager will invest an amount equal to twice EI's net commitment into Irish companies.
- EI invests on a pari-passu basis with the private sector equally sharing the risk and reward.
- EI will expect to be represented on the fund's Advisory Committee as an entitlement of any commitment to a fund.

#### 4.2 How will EI make its investment decision?

Enterprise Ireland will form an Evaluation Team (ET) to assess responses under the Call. This ET will consider the Expressions of Interest (Eoi) in accordance with this document and will allocate funding (in the amounts determined by EI which shall not necessarily accord with the amount sought by the Applicant).

The ET, with the approval of the Seed & Venture Capital Committee, may elect not to allocate the entire €100m which is available to it, as the available Scheme funding is for investment into the funds over 4 years to 2028. The ET's process will be to:

- Consider the Eoi in accordance with this document. They will identify those Applicants to whom investment is to be allocated by reference to the Evaluation Criteria and by reference to the overall Scheme Vision and Objectives outlined in section 2 above.
- Evaluate Seed Stage and Series A/+ stage Eoi separately.

- Ensure comprehensive applications have been submitted and failure to include any of the requested information may result in a lower score or may result in a submission being eliminated. EoI should be formatted using the headings in the applicable Appendix.
- Exclude EoI that do not meet the minimum requirements from the Process. Thereafter:
- **Stage 1 of Application Ranking - Governance:** The ET will undertake an assessment of the Governance of the EoI and where the ET assesses that an application falls below a 50% score, it will not be brought forward in the Process. This will be approved by the Seed & Venture Capital Committee and the Applicant will be advised in writing.
- **Stage 2 of Application Ranking – 4 Evaluation Criteria:** The ET will undertake a first round scoring of the 4 areas of evaluation criteria and any EoI that fail to obtain a mark of 50% of any one criteria will be brought to the Seed & Venture Capital Committee for their approval not to progress such Applications to the next stage. The unsuccessful Applicants will be informed of the decision in writing thereafter.
- The ET will proceed with an engagement phase with remaining Applicants which may involve submitting further clarification information or responding to EI queries. The ET will also conduct in person interviews,. The ET reserves the right to hold more than one interview with each Applicant (and/or seek additional clarification information) at a later date to ensure that it has sufficient information. Applicants will be asked to submit slides of presentations or clarifications in writing, which will be considered to form part of their Application.
- Following this engagement, the ET may re-score the EoI, accounting for any updated or clarified information provided, or for example, to reflect the level of confidence that the evaluation team has in the capability of the Applicant, bearing in mind the cohesion of the team and performance at interview. Only EoI that obtain a minimum score of 50% in each Evaluation Criterion will be considered further.
- The ET will then consider the scores achieved by each EoI in each of the Seed and Series A/+ groups, as well as the wider Scheme Vision and Objectives set out in Section 2 above. Having regard to these factors, the ET will then prepare a recommendation of investment for approval by the Seed & Venture Capital Committee.
- The final decision to make any investment will be made by the Board of EI on the recommendation of the Seed & Venture Capital Funds Committee.
- Membership details of the Board and Seed & Venture Capital Funds Committee can be found in EI's [Annual Report](#).
- EI reserves the right, at its absolute discretion, to offer an investment of any size and is not bound by the amount of investment sought in the Expression of Interest.

***EI will make investment decisions based on its assessment of the quality of the EoI received and how it contributes to the wider Scheme Vision and Objectives.***

***The receipt and acceptance of any Expression of Interest submitted as part of the First Call under the Seed and Venture Capital Scheme (2025-29) does not in any way indicate an intention by EI to make a financial investment.***

***EI will not release any information received as part of this Call except as may be required by law, including the Freedom of Information Act 2014 (as amended from time to time). In the***

***event of a Freedom of Information request, the proposer will be given reasonable advance notice.***

#### **4.3 Communications and Queries**

Queries in connection with this document or the Process can be submitted via email to SVCCall2025@enterprise-ireland.com.

EI does not accept responsibility for any communications issued which are missed or not received by Applicants, or for communications issued by Applicants, which are not received by EI.

If an Applicant considers any part of this document to be unclear, ambiguous, or inconsistent with any other documents published in relation to this Process, the Applicant should immediately raise a clarification query with EI.

#### **4.4 Independent Enquiries**

EI reserves the right to make independent investee, investor and security inquiries about an Applicant before final evaluation of the Applicant for investment or awarding any subsequent contract. Applicants may be requested to provide additional referees, such as proposed or previous Limited Partners. EI reserves the right to take account of the information obtained during the course of these enquiries in the scoring of the Applications.

### **5. Evaluation Criteria**

Once the ET is satisfied with the proposed Governance set out in the EoI, with any that fail to achieve a 50% score or higher not being progressed, they will then assess the EoI based on the below criteria having regard to the Scheme Vision & Objectives set out in section 2.

<b>Category</b>	<b>Weighting Call 1</b>
Investment Strategy	30
Investment Team, Experience, Capability, Track Record(s)	30
Capacity & Connectivity Reach	15
Visibility of other Investors to support a 1 <sup>st</sup> viable close	25

A more detailed outline of the type of information that Applicants should submit in response to the Call is set out in Appendix 1, so that the ET can evaluate the merit of the EoI. In addition to responding to the specific areas set out in Appendix 1, Applicants must demonstrate how they will contribute to achieving the Scheme Vision & Objectives. A summary of the Criteria is set out on the coming pages.

## Stage 1 of Application Ranking

### 5.1 Governance (Reference 1.2 Appendix 1)

EI will assess the robustness of the governance structure and the extent of any reputational risks that may arise, (in each case bearing in mind the Scheme Vision & Objectives), including with respect to the following:

- EI will assess whether current competitive market best practices in terms of governance and fund structures are adopted by the fund.
- EI will assess the general governance structure of the funds including with respect to use of investment advisory teams, financial robustness of the proposed management company, together with proposed legal status and location.
- Profile of existing or proposed other Limited Partners must be provided.

To assess the proposed model to ensure alignment with good industry standards, applicants must provide the fund model detailing:

- Forecast investment sizes and cashflow timelines.
- Outline the financial terms including fees, hurdle rate, concentration ratios.
- Fund cost structure.
- Proposed GP Commitment to the fund.
- GP vehicle model for the period of the fund to be provided showing all GP costs.

EI will seek to establish if any reputational risk may arise, e.g. where the manager intends to utilise investment terms or instruments that may act as a deterrent for future investors seeking to invest in the underlying investee in later investment rounds, or any impediment around KYC requirements. EI will also assess measures adopted by the fund to prevent these risks.

## Stage 2 of Application Ranking

### 5.2 Investment Strategy (Reference 1.3 Appendix 1)

*The ET will have regard to the extent to which the investment strategy proposed aligns with the Scheme Vision & Objectives as identified in section 2. Regard will be given to the extent to which the Applicant's fund strategy supports early stage innovative Irish companies led by ambitious entrepreneurs, building globally oriented businesses, taking account of the following:*

- The stage – Seed or Series A+ - which the investment strategy primarily targets.
- Sector(s) within scope of the fund strategy.
- Target fund size, number of investees and typical investment sizes.
- Fund model showing cashflow forecasts and projected returns.
- The geographical focus of the strategy.
- The extent to which fund strategies target investment opportunities in Irish-registered companies.
- The extent to which the fund would bring something substantial and distinct from other active managers in the market to areas where the demand exists. Evidence of demand to be supplied.
- The investment thesis of the fund regarding the role that the fund would have in progressing key EI strategic objectives/strategies including diversity, gender balance, potential to create jobs and exports, sustainability, climate targets, potential to disrupt markets and generate an increase in Irish scaling businesses.

### **5.3 Investment Team, Experience, Capability & Track Record (Reference 1.4 Appendix 1)**

*The ET will have regard to the following, bearing in mind the Scheme Vision & Objectives. The ET will be cognisant of the benefits of a dynamic investment sector and will consider alternative methods of demonstrating the team's capability, be it through involvement in previous investment vehicles, entrepreneurial experience, angel investment history or more general SME expansion capabilities.*

- Details of previous funds raised and invested together with performance metrics.
- Summary of exits to date.
- Term sheets issued -v- investments made.
- Summary of exits and source of exit (MBO, Trade Sale etc).
- Breakdown of investment team by gender and the manager's policy with regard to team diversity.
- Team member CVs.
- Team members financial track record and returns both individually and as a team, with sector and stage experience to that being proposed.
- The number of successful companies supported through the cycle and scaled from investment to exit by individual team members.
- The team's specific domain expertise and experience as relevant to the execution of their investment thesis.
- The extent to which the fund will 'add value' to investee beyond the capital invested and extent to which the approach can be demonstrated with reference to previous investments.

The ET will consider the following factors, to the extent applicable:

- for first time managers, review evidence of the team's capabilities in line with the above.
- the extent to which the investment management team is suitably qualified and possesses appropriate skills, demonstrated experience and capability needed to successfully build, manage to optimize outcomes and exit a portfolio of innovative companies.

### **5.4 Capacity & Connectivity Reach (Reference 1.5 Appendix 1)**

*The ET will have regard to their confidence in relation to information provided on the capacity and connectivity reach of the proposed investment team. They will also have regard to the overall Scheme Vision and Objectives set out in section 2.*

- The proposed time commitment of the team members to the fund, and whether other conflicts exist regarding commitments to other funds or work-related activities.
- The extent to which the fund manager can demonstrate both strong connectivity into the Irish ecosystem, and an ability to scale companies internationally.
- The extent to which the fund manager can demonstrate their ability to access new deal flow in the Irish market, providing evidence of local and international relationships with investment and entrepreneurial communities, that will bring additional value-add to investees.
- The extent to which the Applicant demonstrates capabilities with regard to deal syndication (*including providing previous experience where applicable*) as well as how such partner sourcing/syndication will be deployed to help portfolio companies scale internationally in the target investment sector(s).



### 5.5 Visibility of other Capital Commitments to support a 1<sup>st</sup> viable close (Reference 1.7 Appendix 1)

The ET will have regard to the following (bearing in mind the Scheme Vision & Objectives):

- The level of existing commitments or strong indications of commitments from other LPs. EI is seeking to deploy capital into the market without undue delay.
- Ability to attract sufficient investment commitments from other investors.
- Indicative leverage of EI's capital into Irish market.
- The extent to which the fund will contribute to an increase in the size of VC funds in Ireland thereby increasing the round sizes achievable for scalable, early stage companies.

## 6 How to Submit an Expression of Interest

The Expression of Interest should include the comprehensive information requested above and in Appendix 1, and should be submitted as follows:

*An electronic copy of the completed Expression of Interest **which must follow the structured lay-out set out in Appendix 1**, to minimise repetition; plus*

*An Excel model (not PDF) which includes all the financial information requested in this document; plus*

*A list of references (fund investors, previous investees/LPs, international & domestic syndicate partners, external partners who bring expertise, co-investors) with contact details; plus*

*A signed statement (on the proposer's own letterhead) must be included in each Expression of Interest and contain the following statement:*

*"This Expression of Interest for support under the Seed & Venture Capital Fund Scheme (2025-2029), is submitted on the basis of the enclosed information, which is correct to the best of my knowledge and belief. The Expression of Interest is in relation to [**Seed Stage Funds or Series A/+ funds** – delete as appropriate].*

*By submitting an Expression of Interest, the Applicant accepts the terms of the process as set out in this document and acknowledges that the process and placement of any investment will be conducted in accordance with this document and not in accordance with Procurement Law.*

*Signed  
[Fund Promoter]"*

**Applicants should submit no more than two documents, together with a detailed contents page. Applicants should be mindful of the size of their submission to reduce the risk of being blocked by the EI IT system. Please do not submit Dropbox or other Deal Room links as these will not be accessed.**

**Applicants are asked to ensure minimal repetition of information, please use references to other parts of the submission rather than repeat.**

**EI are seeking concise, clearly set out information which should not require large volumes of documentation.**

These documents should be submitted by email to SVCCall2025@enterprise-ireland.com on or before 3pm on 28<sup>th</sup> February 2025. Only in exceptional circumstances will Eol received after this deadline be accepted, and this will be entirely at the discretion of EI.

An acknowledgement will be issued on receipt of the Expression of Interest. *Any Applicant not in receipt of such an acknowledgement should contact the email address above.*

Further information may be sought from Applicants (in addition to that contained in the Expression of Interest submission), to enable EI to make a fully informed evaluation of the proposal.

EI reserves the right to contact all references (including referees not listed in the response) and EI reserves the right to conduct such due diligence as it deems appropriate.

## **7. STEPS FOLLOWING ASSESSMENT**

### **7.1 Notification**

As soon as practicable after EI have made a decision in connection with the selection of its investments, EI will notify Applicants of the outcome of this process. This notification will not form a contract or other obligation and specifically will not obligate EI to proceed with the investment.

### **7.2 Feedback to unsuccessful applicants**

In notifying Applicants of the outcome of this Process, EI will not share evaluation scoring with Applicants, however, feedback on where the Expressions of Interest fell short will be outlined.

### **7.3 Review of Investment Decision**

In the event that an unsuccessful Applicant requires a review of a decision made by EI to not to invest with that Applicant, the Applicant can request a review of that decision within a period of 10 days from receipt of the notification letter advising the Applicant that it was unsuccessful. EI may, at its absolute discretion refer the decision to the Board Secretary for review.

## 8. General Conditions

- Any offer to invest in a proposal made by EI as a result of this process will be subject to further satisfactory negotiation and agreement of applicable commercial and legal terms. EI reserves the right to negotiate final terms and shall not be bound by any element of an Applicant's proposal in response to the EoI.
- The terms of the Process as set out in this document may be amended or withdrawn by EI at any point.
- EI reserves the right at any time not to make an investment and/or cancel (in whole or in part) or withdraw from the process at any stage.
- Applicants bear all costs associated with the preparation and submission of their EoI. EI shall not be responsible and/or liable to pay for any costs, expenses or losses whatsoever which may be incurred by the Applicant in the preparation or submission of its EoI or in relation to any interviews, presentations, clarifications or additional information associated with the evaluation of submitted EoI that may arise following submission, or otherwise arising from participation in the process, regardless of the conduct or outcome of the process. EI reserves the right to reject any and all submissions at any stage, with or without cause.
- EI reserves the right to request clarification of information submitted and to request additional information regarding any submission, including the right to request face-to-face meetings. Refusal to provide such information upon request may cause the submission to be rejected.
- No representation, express or implied, is made by EI as to the completeness or accuracy of any facts or opinions contained in this document or any invitation to Calls and recipients should seek their own independent legal, financial, tax, accounting, or regulatory advice before making any submission in this Process.
- EI is not making any representations and is giving no warranties or indemnities of any nature. No reliance shall be placed on any information or statements contained herein, and no representation or warranty, express or implied, is or will be made in relation to such information. Without prejudice to the foregoing, EI nor any of its advisers, consultants, contractors, servants and/or agents shall have any liability or responsibility in relation to the accuracy, adequacy or completeness of such information or any statements made. For the avoidance of doubt, Applicants should not assume that such information or statements will remain unchanged. The information does not purport to be comprehensive or to have been independently verified.
- EI reserves the right to amend this document, their requirements and any information contained herein at any time by notice, in writing, to the Applicants.
- Nothing in this document is, nor shall be relied upon as, a promise or representation as to the ultimate decision of the EI in relation to the making of investment. EI reserves the right to take such steps in respect of the Process as are considered appropriate, including (but not limited to):
- Changing the basis of, or the procedures (including the timetable) relating to, the process.
  - Rejecting any, or all, of the EoI.
  - Not inviting an Applicant to proceed further.
  - Not furnishing an Applicant with additional information; or
  - Abandoning the Process.
- Any summaries or descriptions of documents or contractual arrangements contained in any part of this document cannot be and are not intended to be comprehensive, nor any substitute for the underlying documentation (whether existing or to be concluded in the future) and are in all respects qualified in their entirety by reference to them.
- No legal relationship or other obligation shall arise between the Applicants and EI (including with regard to the process itself) unless and until an Agreement has been formally executed in writing by EI and any successful Applicants. EI reserves the right not to proceed with the award process and to withdraw from the process at any time. No contract to be entered into with any successful

Applicants will contain any representation or warranty in respect of this document or the Process.

- EI is acting as an investor for the purposes of this Scheme and, therefore, is not subject to Procurement Law or financial promotion legislation or corresponding rules.
- EI is not authorised to carry out regulated activities. EI will therefore be unable to consider responses where receipt or processing would require any form of regulatory authorisation or permission.
- Investment proposals will also be expected to provide a timetable for meeting any other obligations, such as the raising of private sector investment, and successful completion of a submission will be conditional on meeting that timetable.
- EI is subject to the provisions of the Freedom of Information Act 2014 and other legislation in relation to access to information. Therefore, information provided by Applicants during this Process (including personal data submitted) may be liable to be disclosed under any such applicable legislation. Where Applicants consider any information, they provide during this Process to be commercially sensitive or confidential in nature or otherwise exempt from disclosure under access to information legislation, EI shall be so advised, and the reasons specified. The nature of the documentation may then be considered by EI in considering requests, if any, for access to such information under applicable legislation. It is not sufficient for an Applicant to include a statement that all of its information is commercially sensitive or confidential. Automatic confidentiality disclaimers generated by IT systems will not, in themselves, be regarded as binding. Applicants shall note that, on conclusion of any contract, the contract and associated documents will be open to public examination to the extent required by the Freedom of Information Act 2014 or any act amending or replacing it, or any other legislation in relation to access to information. Statutory requirements will, in all circumstances, supersede all the stated requirements of the various parties.
- Neither EI nor any of their respective advisers, servants and/or agents accept any responsibility for the legality, validity, effectiveness, adequacy, or enforceability of any documentation executed, or which may be executed, in relation to any investments made. No legal relationship or other obligation shall arise between the Applicants and EI (including with regard to the Process itself) unless and until a contract has been formally executed in writing by EI and any successful Applicants. EI reserves the right not to proceed with the award process and to withdraw from the Process at any time. No contract to be entered into with any successful Applicants will contain any representation or warranty in respect of this document or the Process.
- Personal data will be processed in accordance with Data Protection Law. “Data Protection Law” means all applicable data protection law including, the General Data Protection Regulation (Regulation (EU) 2016/679) and the Data Protection Act 2018 A Data Protection Notice is set out in this document.
- Irish law is applicable to the process. The Irish courts shall have exclusive jurisdiction in relation to any disputes arising from the content of this document or in connection with the process.
- Each Applicant’s submission of an Expression of Interest constitutes its agreement to, and acceptance of, the terms set forth in this document.

## 9. Monitoring

The SVC Scheme funding is provided by the Irish Government, through the Department of Enterprise, Trade & Employment and the Department of Public Expenditure, NDP Delivery & Reform. EI will report to these Departments on a number of metrics on a strictly confidential basis.

As a result, in addition to providing details on formal fund level reporting, successful funds will be expected to monitor and track the overall economic impact of their investees and information will be collected by EI including but not limited to:

- Jobs and Sales growth achieved by portfolio companies.
- Exports.
- Women led activity and initiatives (including in pipeline companies).
- Regional activity.
- Fund management team & investee diversity.
- ESG – EI will require annual reported metrics.
- Private and overseas capital leveraged within the fund.
- Other capital leveraged into investment rounds from 3<sup>rd</sup> parties.

## Appendix 1

### 1. Information to be Included in Expression of Interest

The Expression of Interest should provide the following information. These headings are for guidance and are not intended as an exhaustive checklist. Where appropriate, information should be provided in tabulated format as distinct from narrative. Other relevant information may be submitted as part of the Expression of Interest under the appropriate headings in this section. Where the Applicant team is a first time Venture Fund Manager, please provide relevant team member individual activity information as possible.

#### 1.1 General Information

- Name, Address & Title of party submitting the Expression of Interest.
- Identify any other locations/jurisdictions where the company/fund has an office.
- Details of management company/GP shareholding.
- Outline the level of investment sought from EI.

#### 1.2 Governance

- Documented full disclosure of historical and recent financial data on the underlying GP management company or affiliated management companies for prior funds, including management and audited accounts.
- Details of:
  - Legal structure of fund.
  - The fund regulation and any associated organisation chart and costs.
  - Location and domicile of the fund.
  - Current assets under management by the applicant, regulatory status of same and any anticipated changes.
- Identify the Investment Committee members and the proposed Advisory Board, provide details of their role, whether they are external to the management team.
- Profile of existing or proposed other Limited Partners.
- Instruments which the manager may use when making their investment, together with potential reputational risk that may arise. e.g. where the manager intends to utilise investment terms or instruments that may act as a deterrent for future investors seeking to invest in the underlying investee in later investment rounds, or any impediment around KYC requirements. If such a risk arises the Applicant should identify how it will prevent this.
- How the fund will adhere to current competitive market best practices in terms of governance and fund structures.
- General governance structures in place, including with respect to investment advisory teams, financial robustness of the proposed management company, together with proposed legal status.
- Detail of proposed Key Persons within the fund, their proposed investment into the fund and Carry entitlement.
- Detail any proposal that would involve the fund, or fund affiliates selling services or levying additional costs to investees for specific services.
- Approach to cyber-crime prevention and policies.
- A list and copies of all ESG related policies for the GP team.
- GP vehicle model for the period of the fund to be provided showing all GP costs, including individual salary levels for proposed investment staff and directors, together with number of overall staff and costs.

- A detailed financial model in Excel format for the fund clearly identifying all costs and fees proposed including:
  - Management fee during the investment and divestment periods.
  - Any proposed cap on management fees over the life of the fund.
  - Manager’s proposed fees in any periods of extension which may be sought.
  - If the fund is to be an affiliate/feeder to another fund, outline cost implications/ benefits.
  - Proposed Hurdle Rate.
  - Concentration ratio.
  - Distribution Waterfall and timing.
  - Targeted level of return to investors (Net and Gross).
  - Carry structure and pass through to GP.
  - Detail **all** fees that will be charged to investees.
  - Provide an estimate of any fees and identify to whom these fees will accrue.
  - Detail if any fees received from Investees will offset the management fee.
  - Detail **all** costs to be borne by the fund and provide estimates of any other costs outside of the proposed GP Share/management fee (to include proposals to outsource services such as AIFM management, depository services etc).
  - Proposed GP Commitment to the fund.
- Details of all fees for each of the past 3 years received by the Manger across all current funds (including fees not offset against GP share) and the forecasted outlook for the next 2 years for existing funds (as relevant).

### **1.3 Investment Strategy**

- Applicants should outline the proposed fund size and proposed number of investees.
- Indicate to what extent the proposed fund will invest into the sectors being targeted by EI.
- Full fund model, including proposed investment activity per year, showing number of target investments and investment amounts, broken down between new investments and follow-ons, in addition to divestments and fund total returns.
- The proposed monthly schedule of drawdown of capital for the first 12 months of the fund. Drawdown profile yearly thereafter.
- Applicants should set out the geographical focus of the strategy (*including the extent to which it targets investment opportunities in Irish-registered companies, subject to Irish Taxation, with the central decision-making locus being in Ireland together with a substantial element of activities*).
- Describe the investment strategy of the fund with reference to:
  - the principal investment thesis of the fund.
  - Is the fund proposed as an affiliate/feeder to another fund.
  - the stages of development and the profile of potential investees.
  - the investment size range and detail any upper investment limit.
  - the expected shareholding proposed across investee companies and whether this is appropriate to make a difference to the business and give the manager leverage to have influence with the investee’s strategy.
  - the expected number of investments at first close & final close.
  - the expected hold period of any investment.
  - the expected follow on provisions for any investment.
  - the range of investment instruments proposed.
  - the range of proposed exit mechanisms.
  - the proposed amount of investment outside of Ireland (if any).
  - the minimum criteria that any potential investment must meet.
  - the targeted level of return for the fund and how this reflects prior fund returns.
  - The approach to be taken during diligence and post investment in relation to ESG policies.
- In relation to female entrepreneurship, outline the fund strategy and target metrics.
- In relation to Irish regional focus, outline policies and any targets.

- Outline how the proposal increases the available capital for high growth SMEs in Ireland and supports the growth of EI supported companies providing additionality, and thereby, supporting the continued development of the Venture Capital industry in Ireland to achieve a more robust, commercially viable and sustainable sector.
- Provide available evidence to demonstrate the size of the potential market being targeted through the investment strategy, by reference to:
  - number of deals previously closed per annum in existing fund(s) by the Manager.
  - number of deals typically available within this investment strategic area annually in Ireland not being supported by existing funds, and
  - assessment of their competitors in this space.
- Outline to what extent the proposal represents an increase in the level of capital and expertise available in the market currently.
- The manager's assessment of their unique selling point in this space, taking account of aspects such as risk tolerance and sectoral expertise, supported by evidence of historic activity.
- Indicate the amount of capital that any EI investment will leverage. If referring to historic leverage generated by the fund manager, please distinguish between the leverage from EI direct/supported fund sources and independent sources of capital.
- Describe how the proposal reflects current best practice/trends in the investment industry and outline the innovative features of the proposal.

#### **1.4 Investment Team, Experience, Capability and Track Record**

- Details of previous funds raised and invested (where relevant), in each case:
  - fund size
  - number of investments made vs original estimate.
  - targeted returns of each fund at outset -v- actual.
  - Drawn down Capital vs Committed Capital for each fund at y/e 2024 (as relevant).
  - Total fees & Costs as a percentage of Committed Capital for each fund.
  - Gross IRR / Net IRR / TVPI / DVPI for each fund.
  - Individual IRRs for each proposed investing partner.
  - Remaining Value to Paid-In Capital ratio.
  - Number of Term Sheets issued vs. investments made (eg funnel).
- Tracked information across:
  - Number of inbound enquiries.
  - Term sheets to female lead businesses vs investments completed with female lead companies.
  - Number of Term Sheets issued vs. investments made (eg funnel) in past 5 years (where relevant).
- Summary of exits to date per fund broken down by method (trade sale/MBO/other) and return.
- Breakdown of investment team by gender and the Manager's policy with regard to team diversity.
- Details of proposed use of a wider advisory network and fees payable to these individuals.
- Evidence that the team is suitably qualified and possesses the requisite skills and capability needed to successfully build, manage to optimize outcomes and exit a portfolio of innovative companies by references to actual examples.
- The applicant should evidence the specific industry sector domain expertise and experience as relevant to the execution of their investment thesis.
- The applicant should highlight specific skill sets and expertise within the members of the management team and how these will be utilised to help investee companies.
- Where the team will rely upon a wider Advisory Board, please distinguish between internal management capability and those within the wider affiliate grouping.
- In terms of the sectors identified as part of the investment strategy, outline any relevant emerging trends and detail the experience within the team of working with investees in these sectors.



- Demonstrate that the proposed team can work together effectively to deliver the articulated investment strategy.
- Provide CVs for team members.
- Outline how the team will ‘add value’ to investees above and beyond the capital invested.
- Outline how the team will work alongside company founders to build capability and ambition – please give examples.
- Examples of how the team has previously worked alongside company founders to actively add value, and scale the business, which EI may use as references.
- Details of how the team’s approach to portfolio management and how they will interact with investees on a day-to-day basis.

### **1.5 Capacity & Connectivity Reach**

- Regarding the investment team, provide details of their role in the team and detail the amount of time each individual will commit to the proposed fund, and time or other work related commitments.
- Identify any other funds and/or investments that any member of the team is involved with (now and/or in future) and detail proposed mechanisms to ensure there are no conflicts of interest.
- Highlight any gaps in the overall team and detail plans to fill these gaps.
- Current status of any existing fund(s) in terms of any remaining fund period, remaining capital and time commitment required from team.
- Provide details of how the fund proposes to generate required deal flow.
- Provide details of current investment pipeline.
- Detail the local and international connections, recent new activity with these parties, and how they will be deployed to help portfolio companies scale internationally.
- Details of relevant previous domestic and international co-investment/syndication activity – please distinguish between EI supported VCs and others.
- Details of the domestic & international networks (*in terms of sourcing talent, access to sales leads, improving operations, strategic partners*) that the Manager can introduce to investees, to enable them to reach their growth potential.
- Outline the fund’s position on the focus within the Investment Strategy on deal syndication and the extent to which syndication will play a role in each investment round.
- Outline the role previously played by the Manager in co-investment with reference to partner sourcing, deal structuring and whether the manager played a lead role in the round.
- Detail if the same 3<sup>rd</sup> party investor has co-invested with the team on more than one occasion.
- Systems to be used to manage and monitor their investment pipeline and investee portfolios.

### **1.6 Visibility of other Investors to support a 1<sup>st</sup> viable close**

- Details of any capital commitments already secured, with supporting evidence to be provided and whether these commitments have any conditionality.
- Targeted first & final close dates (date and size).
- The plan to secure the balance of funding to reach the targeted first close as early as possible reflecting the current demand for early stage funding in the market.
- Names of LPs in previous funds (where relevant).
- Amount of non-Irish LP capital leveraged into the Irish market.
- Total historical funds raised to date as a team, whether these funds closed at the original target sizes, whether these funds fulfilled the original target number of investments, consistency of LP support (where relevant).
- If the fund has already negotiated a Legal Document (e.g. Limited Partnership Agreement) please provide a copy with this Expression of Interest.

## Data Protection Notice

## Appendix 2

As part of this Process, Applicants may (at various stages) provide personal data relating to the Applicant or its organisation, employees or other third parties to EI.

Where the Applicant provides personal data relating to third parties to EI, the Applicant must ensure that such third parties are made aware of the contents of this Data Protection Notice in full.

Where such personal data is provided, the relevant controller is EI. If there are any questions about the use of such personal data, or if you would like to exercise any of your rights in relation to your personal data, please contact EI.

In this Data Protection Notice ‘**you**’ or ‘**your**’ means the individual who is the subject of any personal data provided by the Applicant to EI as part of its Process, such as employees, officers and contractors. We may process the following personal data relating to you as part of this Process:

- Name.
- Contact details.
- CV details (including but not limited to qualifications, education, experience, previous roles and responsibilities, etc.).
- Details of proposed role(s) and responsibilities.
- Referee details; and
- Any other data provided by the Applicant.

EI collects personal data relating to you from the Applicant directly, and from the following sources:

- The Applicant’s organisation.
- Other members of the Applicant’s consortium (if any).
- Referees.

Any personal data provided will be processed for the purposes of the Process, the administration of any legal agreement entered on foot of this process, reporting to any regulators or oversight bodies and/or any disputes relating to the Process. EI’s legal bases for processing such personal data for such purposes are that it is necessary for the performance of tasks carried out in the public interest or the exercise of official authority vested in EI or, in connection with disputes, that it is necessary to comply with a legal obligation applicable to EI.

In connection with the above, EI may disclose your personal data to various recipients including:

- The Applicant’s organisation.
- Other members of the Applicant’s consortium.
- EI’s third-party service providers, such as financial, legal and technical advisors and contractors.
- Regulators or oversight bodies; and
- EI’s employees.

If the Applicant is not successful in being allocated funding, such personal data will be retained until three years after the conclusion of the Process. If the Applicant is successful, and a legal agreement is entered into with the Applicant, such personal data will be retained in accordance with EI’s record management and retention policy, a copy of which can be obtained from EI upon request.

Any data subjects in respect of which EI holds or processes personal data have rights in relation to their personal data, including the right to request access to their data and, in certain circumstances to object to, or to request rectification, erasure or restriction of, the processing of their personal data. All such data subjects have the right to lodge a complaint with the Irish supervisory authority, the Data Protection Commission.

## Appendix 3

### Pillar 1: Fund Manager Strategy

Fund Manager Type	Comment
Domestic Existing	Supporting existing funds is a high priority. It underpins activity in market, enable fund size growth to support larger rounds plus more companies supported.
International New & Existing	Supporting International new & existing funds is a high priority. It leverages international capital and attract new specialist sectoral teams.
New Domestic	Supporting new domestic funds is a high priority. Continue to develop the Irish ecosystem with more competition and areas of focus.

### Pillar 2: Stages of Growth Strategy

Stage (round size)	Proposed Allocation under First Call for Expressions of Interest
Seed + follow-on (Typically €500k-€3m)	Ideally 50% of SVC into this stage of growth.
Series A/+ (Typically €3m-5m)	Ideally 50% of SVC into Series A/+.

### Pillar 3: Focus Areas Strategy

Area	Impact on Market
Regional companies	Creating high quality jobs nationally.
Gender Balance & Female entrepreneurship	Ireland trending better on average for female VC involvement and 22% is better than international average, aim to continue this balance improvement to bring better balance at investee level.
Commercialisation / Spin out	R&D intensive companies are highly disruptive, creating high quality jobs and stimulating clusters of excellence.
Scalability	Companies that can drive jobs & export growth.

### Pillar 4: Priority Sectors

In addition to all EI supported sectors, the below will be a priority for focus under the Scheme:

Sector
Generative Artificial Intelligence (AI)
Disruptive/ Deep Tech
Climate Tech and Sustainability
Lifesciences/Medtech
Agri Tech, Food Tech