

## Request for Proposal for a Foreign VC Investment Fund Commitment

### Overview

This Request of Proposal (the “RFP”) is to find those who are interested in seeking investment from Foreign VC Investment Fund (the “FVCIF”).

FVCIF is established by Korea Venture Investment Corp. (the “KVIC”) with governmental mandate from Ministry of SMEs and Startups to invest in offshore VC funds which can help Korean Companies to grow, and especially expand their businesses abroad.

FVCIF invests in VC funds with good quality investment teams with attractive and viable proposals, which show the best overall value for money in achieving the FVCIF’s objectives.

This RFP is effective from the date of publication and will expire at the end of year 2019 or at the date when the budget for this RFP is exhausted.

If interested, submit proposal via below e-mail with all materials attached to this RFP by 13<sup>th</sup> November 2019 (14:00 KST).

※ Point of Contact: [fvcif@k-vic.co.kr](mailto:fvcif@k-vic.co.kr) (Global Investment Team)

### **The funds must meet the following criteria:**

- Invest at least 1x of FVCIF’s commitment amount in Korean Companies.
  - During selection process, KVIC gives preference to funds that propose to invest more than 1x of FVCIF’s commitment amount into Korean Companies (e.g. 2x of FVCIF’s commitment amount)
  - The fund must locate investment manager in Korea office or visit Korea for certain number of times (or spend certain days in Korea) in its investment period, and cooperate with KVIC’s initiatives.
  - If the fund specifies its Korea investment sector into early stage (3 years from establishment), regional (outside metropolitan area), female, or social impact, the fund must investment at least 60% of whole fund into such specific area. FVCIF can commit up to 60% of such fund.
- Non-Korean Limited Partners commit more than half of the FVCIF commitment.
- At least two fund managers, who have more than two years of investment experience in venture capital firms, accelerators or private equity firms, must participate in investment team. And the managers are expected to be capable of investing in Korean Companies and supporting them to grow globally.

**In addition, FVCIF investment will:**

- Not be more than 40% of the total fund size.
  - In case that foreign government or government institution commits to the fund, FVCIF can commit more than 40% of the fund upon discussion in advance.
  - For early stage, regional, female, or social impact fund, FVCIF can commit up to 60% of the fund.
- Not set its maximum fund size but FVCIF can adjust or reduce its commitment size at its own discretion regardless of the size requested in the proposal.
- Invest in offshore VC fund which is not established under the relevant Korean Law such as “Support for Small and Medium Enterprise Establishment Act” or “Special Measures for the Promotion of Venture Business”
  - For early stage, regional, female, or social impact fund, applying VCs must establish the fund under relevant Korean law.

**Fund Selection Process**

FVCIF’s fund selection process normally takes 1 month after receipt of application.

**Submission and Acceptance of Application (~13<sup>th</sup> Nov 2019)**

General Partner (“GP”) of the fund is expected to provide application forms attached on KVIC’s website. (<https://www.k-vic.co.kr/eng/board.do?boardConfigNo=110&menuNo=564>)

The application forms shall be made in digital files and delivered via e-mail.

**Due Diligence (Nov-Dec 2019)**

Following acceptance of the application, KVIC will undertake due diligence on the proposal. In addition to a review of the materials prepared by the GP of the fund, it is also likely that KVIC’s team will visit the GP at its office, undertake background and reference checks on the investment team, verify the team’s track record and relevant legal documentation.

**Investment Committee (Nov-Dec 2019) and Final Approval (Dec 2019)**

Based on the proposal, due diligence undertaken, KVIC investment team will make a recommendation to the FVCIF’s Investment Committee which will formally approve the terms of FVCIF’s investment. Managers from GP will be invited to the Investment Committee to present the fund’s proposal at KVIC’s HQ in Korea. Managers can present at one of KVIC’s overseas offices – US, China, Singapore - instead of HQ; the presentation will be broadcasted to HQ by video call.

The GP will be given the notice of (dis)approval of commitment in December.

**FVCIF’s Budget and Detailed Information for Applicants**

FVCIF’s Budget for this RFP	Approximately KRW 50Bil. (Approximately equivalent to USD 42Mil.)
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Sectors and Stage	<ul style="list-style-type: none"> <li>- The Funds' sector and stage can vary according to fund's strategy (or specify into early stage, regional, female, or social impact)</li> <li>- However the funds shall be suitable for aligning with Korean government policy, promoting overseas expansion of Korean Companies and creating global venture ecosystem in Korea</li> </ul>
Legitimate GP Entity	<p>GP must be either Foreign VC firm, or Foreign VC firm partnering with Korean VC firm<sup>1</sup>(Co-GP)</p> <p>* Korean VC firm(sole GP) can apply in case that foreign government or government institution commits to the fund</p> <p>* Foreign VC firm partnering with Korean VC firm means; both parties must (i)commit certain portion to the GP Company or the fund and (ii)have Co-GP structure in decision making of the fund(for example, Investment Committee shall consist of fund managers from both parties)</p>
Expiration Date of FVCIF's Commitment	<ul style="list-style-type: none"> <li>- Selected fund will be given 6 months of closing including FVCIF's subscription from the date of approval. FVCIF can revoke its commitment at its own discretion without any penalty or responsibility if the fund is not properly closed within 6 months.</li> <li>- However, the GP can ask FVCIF to extend expiration date up to 3 months from the date when the first given period expires. Extension of the expiration date will be applied only under unavoidable circumstances with KVIC's written approval before initial period is expired.</li> </ul>

**Terms and Conditions for FVCIF's commitment**

Contribution Method	Capital call
Term of Partnership	<p>About ten(10) years (Investment period: About five(5) years from either initial closing date or final closing date)</p> <p>* If the term of partnership or investment period is different from the above, GP needs to discuss with KVIC</p>
Management Fee / Hurdle Rate (IRR) / Carried Interest	<ul style="list-style-type: none"> <li>- Can be discussed with KVIC to get aligned with Venture Capital Market Standard of Applicant(s)' region.</li> <li>- The same conditions will be applied to FVCIF as those of the other Limited Partners, including foreign investors.</li> </ul>

<sup>1</sup> Korean VC firm refers to the entity established under relevant Korean laws, such as 'Small and Medium Business Start-up Investment Company', 'LLC' under Commercial Act, and 'New Technology Venture Capital Business', that can manage a partnership or company in accordance with Act on Special Measures for the Promotion of Venture Business

Incentives for GP	For early stage, regional, female, or social impact fund, FVCIF can give additional carried interest, allowance for losses, and call options. Specific conditions are same as noted in Korea Fund of Funds' RFP.
MISC.	<ul style="list-style-type: none"> <li>- Obligation to offer information regarding the Fund management (eg. Korean Companies Portfolio list, LP list) to KVIC on a regular basis (eg. Monthly, quarterly)</li> <li>- Any requests for commitments under different terms and conditions stated in this Announcement must be discussed in advance</li> <li>- Detailed terms and conditions of commitment will be discussed further upon the approval of commitment</li> </ul>

### **Suspension, Revocation, and Restrictions on Fund Selection of FVCIF**

#### **1. Suspension**

- KVIC has the right to determine to hold the investment decision process for re-evaluation at its sole discretion, if significant changes regarding the fund's management emerge or are expected to emerge.

#### **2. Revocation**

- KVIC may revoke the investment decision under any of the following circumstances:
  - ✓ If the fund fails to raise capital to meet the minimum fund size set by the Investment Committee.
  - ✓ If the GP fails to comply with the commitment bindings set within this Proposal or by the Investment Committee.
  - ✓ If there is significant false statement or concealment in the PPM(including related materials) or in the presentation at KVIC's Investment Committee
  - ✓ If the following circumstances happen after the investment decision;
    - More than half of key investment members are changed
    - Any events or changes that can significantly affect the Fund's management

#### **3. Restrictions**

- If the GP fails to complete the closing of the fund even after an extension of effective date of FVCIF's commitment, the GP is restricted from receiving commitments at least once within a year from the deferred effective date and cancelation of approval of commitment from FVCIF. If GP consist of multiple entities, then different restrictions may be applied depending on the cause.

### **Contacts for Application and Inquiries**

- **Point of Contact:** [fvCIF@k-vic.co.kr](mailto:fvCIF@k-vic.co.kr) (Global Investment Team)