

**EXECUTIVE COMMITTEE ACT 178/4/2.10.2020**

**ANNEX A**

**ANNEX II**  
**QUESTIONNAIRE**  
**ASSESSMENT OF PROPOSED ACQUISITION OF A HOLDING BY**  
**NATURAL PERSONS**

<b>Name of target institution</b>	
<b>LEI code of target institution</b>	
<b>General Electronic Commercial Registry (GEMI) number of target institution</b>	
<b>Name of natural person</b>	

*Instructions for completing the questionnaire*

1. The questionnaire must be duly completed and signed by the obligor, with legalisation of his signature by a competent administrative authority.
2. The space provided under each question in the questionnaire is NOT indicative of the size of the required answer.
3. The data provided shall be proved through official certificates (if they can be issued by a competent authority in the appropriate Member State or third country). Where there is no competent authority to issue the required certificates, equivalent documents issued by an independent reliable source shall be submitted. In case of procedures/searches in progress, information can be provided through a statutory declaration.
4. The certificates submitted together with this questionnaire should have been issued no more than three months before the submission of the questionnaire.
5. Any false or misleading information or suppression of important information may give rise, in addition to criminal prosecution, also to doubts about the integrity of the natural person and, therefore, his/her suitability.
6. All questions must be duly completed, otherwise the necessary explanations should be provided.
7. The supporting documents accompanying the questionnaire shall provide a cross-reference to the relevant paragraph and shall be attached to the questionnaire as

Attachments, numbered as specified herein and not consecutively, i.e. omitting the numbers of any missing/non-applicable annexes.

8. The submission of the questionnaire and the documentation in paper form should be accompanied by an electronic file storage (a CD or USB) containing all the documentation scanned in PDF format.

The questionnaire and the relevant documentation shall be submitted in a sealed envelope at the following address:

BANK OF GREECE

Banking Supervision Department

21, E. Venizelos Ave., 10250 Athens

Telephone: +30 210 3205019

Fax: +30 210 3205400

Email: [dep.bankingsupervision@bankofgreece.gr](mailto:dep.bankingsupervision@bankofgreece.gr)

Website: [www.bankofgreece.gr](http://www.bankofgreece.gr)

*The data submitted in this questionnaire are covered by official/professional secrecy under Article 54 of Law 4261/2014.*

**Applicant's contact person**

Name	
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Surname	
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Occupation	
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Postal address	
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Fixed phone number (including area code)	
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Mobile phone number (optional)	
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Fax number (including area code)	
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Email address	
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**1. Information on the proposed acquisition**

**1.1** Please state the name of the target institution.

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**1.2** If you propose to acquire an indirect holding in the target institution, give the names of the intermediate legal persons of which you are a shareholder or you control, as well as the percentages of your holdings.

Name	Holding (%)

**1.3** State the number and kind of shares (common or preference) that you already hold (if any) before the proposed acquisition, the amount of these shares in the total share capital (in percentage), the number of voting rights\* and proportion of voting rights\*\*.

	Number and kind of shares	% of total share capital	Nominal value of shares	Market value of shares	Number of voting rights*	Proportion of voting rights**
Direct holding						
Indirect holding						

\* If different from the number of shares.

\*\* If different from the percentage of shares in the total share capital.

State the price of the proposed acquisition and the criteria used to determine that price. If the market value differs from the price of the proposed acquisition, please explain.

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**1.4** State the number and kind of shares (common or preference) that you will hold after the proposed acquisition, the amount of these shares in the total share capital (in percentage), the number of voting rights\* and proportion of voting rights\*\*.

	Number and kind of shares	% of total share capital	Nominal value of shares	Market value of shares	Number of voting rights*	Proportion of voting rights**
Direct holding						
Indirect holding						

\* If different from the number of shares.

\*\* If different from the percentage of shares in the total share capital.

**1.5** State the number and kind of shares (common or preference) that will be held after the proposed acquisition or the number and kind of shares already held, directly or indirectly, in the target institution by your relatives up to the second degree, by blood or alliance, as well as your spouse, registered partner, cohabitee or other relation with whom you share living accommodation, the amount of these shares in the total share capital (in percentage), the number of voting rights\* and proportion of voting rights\*\*.

Full name of natural person and your relationship with him/her	Direct/ indirect holding	Number and kind of shares	% of total share capital	Number of voting rights*	Proportion of voting rights**

\* If different from the number of shares.

\*\* If different from the percentage of shares in the total share capital.

**1.6** Do you plan to become actively involved in the management of the target institution?

No

Yes ▶ If yes, please provide more information

**1.7** State your aim and expectations of the proposed acquisition (e.g. strategic investment, portfolio investment).

**1.8** State the holding percentage in the target institution that you propose to acquire within the next 12 months.

**1.9** State whether you plan to appoint new members of the board of directors of the institution as a result of the proposed acquisition. If so and if these new members are known to you, please state their names and the positions they will hold.



## **2. Information on the natural person**

### **2.1 Name**

### **2.2 Surname**

### **2.3 Father's name**

### **2.4 Date of birth**

### **2.5 Country and city of birth**

### **2.6 Identity data or passport data**

Identity Card/Passport Number:

Issuing authority:

Issue date/Expiry date (for passports):

Please attach, as Attachment 1, an authenticated copy of your Police Identity Card or Passport.

### **2.7 Phone number (including area code)**

### **2.8 Email address**

### **2.9 Nationalities**

**2.10 Current residence address**

Street	
Number	
City	
Country	
Postal code	
Start date of residence	

**2.11 Permanent residence address (if different from the current residence address)**

Street	
Number	
City	
Country	
Postal code	
Start date of residence	

Attach, as Attachment 2, evidence of the residence addresses you have given in 2.10 and here.

**2.12** State any positions of trust and the responsibilities/tasks that you hold or propose to assume in the target institution.

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**2.13** Attach, as Attachment 3, your CV, including details on your education and training, previous work experience, as well as the activities or additional functions currently performed. Attach, also, all relevant certificates, including any recognition of your qualifications in Greece.

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**2.14** State the sources and total amount of your income, attaching, as Attachment 4, authenticated copies of your income tax returns in Greece and abroad (for income taxed abroad), as well as your tax review forms for the last three years.

If you are legally exempted from the requirement to submit an income tax return in Greece, or the funds to be used for the acquisition of the holding come from tax-exempt or separately taxed income, or from earned revenue or funds that were legally not disclosed in the income tax returns, please produce other equivalent evidence, to the satisfaction of the Bank of Greece, of the origin of the funds to be used for the acquisition of the holding.

**2.15** List your real estate holdings, attaching authenticated copies of your real estate returns (tax form E9) for the last three years, or equivalent returns filed abroad, detailing the addresses, dates of acquisition and market values of the properties ([Attachment 5](#)).

**2.16** Describe the current state of your debts. Have you provided any guarantees or undertaken any commitments?

Has any guarantee issued by you or on your behalf in favour of another party been called in?

**2.17** Are you the subject of any enforcement action that is in progress or has been suspended, in Greece or abroad, in connection with debts to public agencies or private individuals?

- No
- Yes ▶ If yes, please provide more information

**2.18** Have you, or any legal person in which you have been a member of the board of directors or a person that controls, within the meaning of Article 3(1)(34) of Law 4261/2014, or has a qualifying holding, within the meaning of Article 3(1)(33) of Law 4261/2014, ever issued cheques that bounced in Greece or abroad?

Is there a relevant pending case?

If yes, please specify.

**2.19** Have you, or any legal person in which you have been a member of the board of directors or a person that controls, within the meaning of Article 3(1)(34) of Law 4261/2014, or has a qualifying holding, within the meaning of Article 3(1)(33) of Law 4261/2014, ever accepted or guaranteed a bill of exchange that has been protested in Greece or abroad?

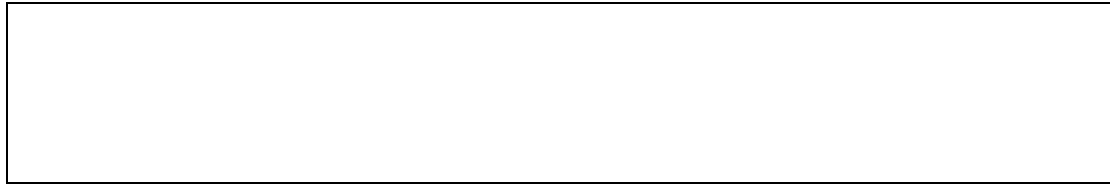
Is there a relevant pending case?

If yes, please specify.

**2.20** Have any entities in which you have been a member of the board of directors or a person that controls, within the meaning of Article 3(1)(34) of Law 4261/2014, ever been assessed by an external credit assessment institution, in Greece or abroad?

If so, attach, as Attachment 6, the relevant reports. In addition, state below the names(s) of the above external credit assessment institution(s), assessment date and the credit rating assigned.

**2.21** Describe your business activities.



**2.22** Describe in detail any financial (e.g. credit operations, guarantees, pledges) and non-financial (family or close relationships) interests or relationships with the persons listed in the following points:

(a) any other current shareholder of the target institution;

(b) any person entitled to exercise voting rights of the target institution in any of the following cases or a combination of them:

i. voting rights held by a third party with whom that person or entity has concluded an agreement, which obliges them to adopt, by concerted exercise of the voting rights they hold, a lasting common policy towards the management of the issuer in question;

ii. voting rights held by a third party under an agreement concluded with that person or entity providing for the temporary transfer for consideration of the voting rights in question;

iii. voting rights attaching to shares which are lodged as collateral with that person or entity, provided the person or entity controls the voting rights and declares its intention of exercising them;

iv. voting rights attaching to shares in which that person or entity has the life interest;

v. voting rights which are held, or may be exercised within the meaning of the first four items of this subparagraph (b), by an undertaking controlled by that person or entity;

vi. voting rights attaching to shares deposited with that person or entity which the person or entity can exercise at its discretion in the absence of specific instructions from the shareholders;

vii. voting rights held by a third party in its own name on behalf of that person or entity;

viii. voting rights which that person or entity may exercise as a proxy where the person or entity can exercise the voting rights at its discretion in the absence of specific instructions from the shareholders;

- (c) any member of the board of directors or key function holder of the target institution;
- (d) any person that controls, within the meaning of Article 3(1)(34) of Law 4261/2014;
- (e) any politically exposed person, within the meaning of Article 3(9) of Law 4557/2018; and
- (f) the target institution itself and its group.

Are there any conflict of interests or activities arising from the above relationships?

If so, propose possible solutions for managing those conflicts of interest.

**2.23** State any action in concert with other parties, within the meaning of Article 23(5) of Law 4261/2014 (e.g. contribution of other parties to the financing, means of participation in the financial arrangements, future organisational arrangements, etc.).

**2.24** State any existing or potential shareholder agreements with new and existing shareholders of the target institution concerning the target institution, and describe the conditions of such agreements.

**2.25** Provide information on any other interests or activities that may be in conflict with those of the target institution and possible solutions for managing those conflicts of interest.

**2.26** State any oral or written arrangements with other (natural or legal) persons that will affect the manner of exercising your voting rights.

**2.27** Will the proposed acquisition impact in any manner, including as a result of your close links with the target institution, the latter's ability to continue to provide timely and accurate information to the Bank of Greece?

**2.28** Have you, as a natural person, ever defaulted on your payments and asked your creditors for a restructuring? What were the reasons behind such default? How long were your payments overdue? How was the default settled? Is there a relevant pending case?

Give details including the relevant legal consequences or any sanctions imposed.

**2.29** Answer question 2.28 above in relation to any entity in which you have been a member of the board of directors or a person that controls, within the meaning of Article 3(1)(34) of Law 4261/2014, or has a qualifying holding, within the meaning of Article 3(1)(33) of Law 4261/2014.

**3. Direct or indirect holdings in legal persons, management positions**

**3.1** Do you hold any management position in any legal person in Greece or abroad?

No

Yes ► If yes, please specify

Name of legal person	Nature of activities	Address

**3.2** Do you hold directly or indirectly 10% or more of the capital or voting rights of any other legal persons in Greece or abroad?

No

Yes ► If yes, specify the information below, as well as the kind of any relationship with the target institution

Name of legal person	Nature of activities	Address	Percentage of participation	Kind of relationship



#### **4. Suitability of the natural person**

**4.1** Has any supervisory authority, chamber or government agency, in Greece or abroad, ever refused to you, revoked or suspended any registration, authorisation, membership, or licence to carry out a trade, business or profession? Has any such application ever been withdrawn or terminated?

Please answer this question also with respect to any entity in which you have been a member of the board of directors or a person that controls, within the meaning of Article 3(1)(34) of Law 4261/2014, during the last ten years.

No

Yes ▶ If yes, please specify

**4.2** Have you ever obstructed the effective exercise of supervisory tasks by competent authorities in Greece or abroad?

No

Yes ▶ If yes, please specify

**4.3** Have you, or any entity in which you have been a member of the board of directors or a person that controls, within the meaning of Article 3(1)(34) of Law 4261/2014 during the last ten years, ever been convicted and been the subject of criminal, civil or administrative penalties, in Greece or abroad? Is any criminal, civil or administrative proceeding or investigation currently in progress in Greece or abroad?

No

Yes ▶ If yes, please specify

In particular,

4.3.1 for fraud, bribery, forgery, tax evasion, usury, breach of trust or embezzlement?

No

Yes ▶ If yes, please specify

4.3.2 for money laundering and terrorist financing?

No

Yes ▶ If yes, please specify

4.3.3 for offences related to insolvency, consumer credit, consumer protection, legislation relating to companies, bankruptcy, insider dealing?

No

Yes ▶ If yes, please specify

4.3.4 for market abuse?

No

Yes ▶ If yes, please specify

4.3.5 for violation of the laws on banking, insurance activity, (principal and ancillary) investment services, payment services?

No

Yes ► If yes, please specify

4.3.6 any other offence punishable with imprisonment that may reasonably be considered as relevant to the sound and prudent management of a credit institution?

No

Yes ► If yes, please specify

**4.4** Attach, as Attachment 7, authenticated transcript of criminal record issued by the competent authority, or other equivalent document for non-residents.

**4.5** Have you, as a natural person, or any entity in which you have been a member of the board of directors or a person that controls, within the meaning of Article 3(1)(34) of Law 4261/2014 during the last ten years, ever been the subject of administrative or disciplinary penalties imposed by any supervisory authority, professional body or government agency, in Greece or abroad, for non-compliance with provisions of the legislation in force? Is any relevant proceeding in progress?

No

Yes ► If yes, specify (kind of penalty, competent authority, brief background)

**4.6** Has any bankruptcy or pre-bankruptcy or similar resolution proceeding been instituted against you, in Greece or abroad? Is there any such proceeding in progress?

Have you ever been, or are you currently subject to any procedure for settlement of debts of overindebted natural persons or debt restructuring under Law 4469/2017? Are any other similar legal measures currently in force against you?

Has any injunction ever been issued against you pending the determination of a bankruptcy proceeding (e.g. prohibition to sell or acquire assets, freezing of assets, suspension of creditor proceedings, appointment of a sequestrator)?

Is there any such proceeding in progress?

No

Yes ► If yes, specify (including whether the bankruptcy or pre-bankruptcy or similar proceeding was instituted by yourself)

Attach the relevant certificates as Attachments 8-10, or the relevant decisions as Attachment 11, as appropriate.

**4.7** Has any entity in which you have been a member of the board of directors or a person that controls, within the meaning of Article 3(1)(34) of Law 4261/2014 during the last ten years, ever been adjudicated bankrupt, or subject to conservatorship or enforcement proceedings, debt restructuring under Law 4469/2017, or liquidation or pre-bankruptcy or similar resolution proceedings, or other similar legal measures, in Greece or abroad?

Is there any such proceeding in progress?

No

Yes ► If yes, please specify

**4.8** Have you ever been dismissed from employment or disqualified from any position of trust, fiduciary or other similar position, in Greece or abroad?

No

Yes ► If yes, please specify

**4.9** Have you ever been assessed by another supervisory authority, in Greece or abroad, either as a candidate for a position of trust or a proposed shareholder in an entity in the financial sector? Have you ever been assessed by any competent authority from another, non-financial sector?

If yes, state the name of the authority and attach, as Attachment 12, the relevant documentation, if available.

**4.10** Has any entity in which you have been a member of the board of directors or a person that controls, within the meaning of Article 3(1)(34) of Law 4261/2014, or has a qualifying holding, within the meaning of Article 3(1)(33) of Law 4261/2014 during the last ten years, been granted authorisation as a credit institution or investment firm or financial sector corporation, within the meaning of Article 3(1)(23) of Law 4261/2014, in Greece or abroad?

No

Yes ► If yes, please specify

**4.11** Have you or any entity in which you have been a member of the board of directors or a person that controls, within the meaning of Article 3(1)(34) of Law 4261/2014 during the last ten years, ever been held culpable of unauthorised pursuit of regulated business, in Greece or abroad? Is there any such proceeding in progress?

No

Yes ▶ If yes, please specify

**4.12** If you have responded affirmatively to any of the questions from 4.1 to 4.11, attach, as Attachment 13, the relevant documentation, indicating the related question.

**4.13** Provide any other data in support of your application.

**5. Financing of the proposed acquisition**

**5.1** Complete the table below, stating the cost of the proposed acquisition and describe how you plan to finance it. Attach, as Attachment 14, any relevant documentation (e.g. loan agreement, tax return, etc.) as evidence of the information provided in questions 5.2 to 5.7.

Cost	Information on the financing of the acquisition

**5.2** Give details on the use of private financial resources and the origin and availability of the funds that will be used to acquire the proposed holding, including relevant documentation.

**5.3** Provide information on access to capital sources and financial markets to finance the acquisition of the proposed holding, including details on the financial instruments to be issued.

**5.4** Provide information on the use of borrowed funds including the name of relevant lenders and details of the facilities granted, including maturities, terms, pledges and guarantees, along with information on the source of revenue to be used to repay such borrowings and the origin of the borrowed funds where the lender is not a supervised financial institution.

**5.5** Describe the means of payment of the intended acquisition and the network used to transfer funds.

**5.6** Provide information on any financial arrangements with the other shareholders of the target institution.

**5.7** Provide information on your assets or the target institution's assets that are to be sold or may be sold to help finance the acquisition of the holding. Provide information on the conditions of sale, price, appraisal, details regarding their characteristics, including information on when and how the assets were acquired.

**5.8** Please provide any additional relevant information not requested hereinabove.



## **6. Attachments**

List the required documentation accompanying the questionnaire

<b>Attachment</b>		<b>Paragraph</b>	<b>Tick (√) if submitted or indicate “n/a”</b>
1	Authenticated copy of ID or passport	2.6	
2	Evidence of residence addresses	2.10, 2.11	
3	CV with authenticated copies of the relevant qualifications/ certificates	2.13	
4	Income tax returns and tax review forms for the last three years	2.14	
5	Real estate returns (tax form E9) for the last three years	2.15	
6	Reports by external credit assessment institutions	2.20	
7	Transcript of criminal record or other equivalent document for non-residents	4.4	
8	Certificate of non-adjudication in bankruptcy	4.6	
9	Certificate of non-filing of an application for adjudication in bankruptcy	4.6	
10	Certificate of non-filing of an application for suspension of payments	4.6	
11	Decisions relating to question 4.6	4.6	
12	Documentation of any assessment by another supervisory authority of the financial or non-financial sector	4.9	

13	Documentation relating to questions 4.1 to 4.11	4.12	
14	Documentation relating to the financing of the proposed acquisition	5.1	
15	Other – Please explain		

**7. DECLARATION – AUTHORISATION BY PROPOSED ACQUIRER/  
NATURAL PERSON**

I, the undersigned, hereby solemnly declare that:

- (a) the information and data provided in this questionnaire are complete and true to the best of my knowledge, and I agree to provide the Bank of Greece with any further information and clarifications in respect of this questionnaire;
- (b) I am aware that any wilful or negligent provision of untrue or misleading information to the Bank of Greece also entails criminal sanctions;
- (c) I hereby provide my express permission to the Bank of Greece and its duly authorised staff to seek and obtain information from any other party (including, but not limited to, my current and previous employers, institutions, other domestic or foreign supervisory or regulatory authorities), as necessary to verify data provided in this questionnaire;
- (d) the Bank of Greece shall be notified promptly in writing of any change in the information in this questionnaire;
- (e) being fully cognizant of the legal consequences, I hereby provide my explicit and unconditional consent to the collection, alignment, combination and processing of the records containing my personal data, which are kept by the Bank of Greece, as well as to the transmission of such data in accordance with the provisions of the current institutional framework;
- (f) whenever needed or considered appropriate by the Bank of Greece, I shall assist and cooperate in order to achieve compliance with the obligations that are incumbent either upon myself personally or upon the target institution; and
- (g) this declaration extends to both the current and any future data and information concerning myself, which are collected for supervisory purposes.

.....

(Signature)

.....

(Full name and position)

.....

(Place and Date)

**8. DECLARATION – AUTHORISATION BY OTHER NATURAL PERSONS  
WHOSE PERSONAL DATA ARE INCLUDED IN THE QUESTIONNAIRE**

I, the undersigned, hereby solemnly declare that:

(a) being fully cognizant of the legal consequences, I hereby provide my explicit and unconditional consent to the collection, alignment, combination and processing of the records containing my personal data, which are kept by the Bank of Greece, as well as to the transmission of such data in accordance with the provisions of the current institutional framework; and

(b) this declaration extends to both the current and any future data and information concerning myself, which are collected for supervisory purposes.

.....

(Signature)

.....

(Full name and position)

.....

(Place and Date)