

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

**ANNEX C**

### ANNEX III

#### Information requirements associated with the amount of acquisition of a holding by a proposed acquirer

<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 proposed acquirer</b>	

#### *Instructions for completing the questionnaire*

1. This form must be duly completed and signed by an authorised person, with legalisation of his signature by a competent administrative authority.
2. All questions must be duly completed, otherwise the necessary clarifications should be provided.
3. 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 proposed acquirer and, therefore, his suitability for acquisition of a qualifying holding.
4. Submission of this form and the relevant documentation in paper form should be accompanied by an electronic file storage (a CD or USB) containing all the documentation scanned in PDF format.

This form 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 form are covered by official/professional secrecy under Article 54 of Law 4261/2014.*

**A. If the total holding of the proposed acquirer is less than 20% of the share capital,** a description of the policy to be followed in the exercise of the rights emanating from the shareholding, containing the following information is required:

(i) the strategy of the proposed acquirer regarding the proposed acquisition, including the period for which the proposed acquirer intends to hold its shareholding after the proposed acquisition and any intention of the proposed acquirer to increase, reduce or maintain the level of his shareholding in the foreseeable future;

(ii) the intention of the proposed acquirer to act or not as an active minority shareholder, and the rationale for that action and;

(iii) the financial position of the proposed acquirer and his willingness to support the target institution with additional own funds if needed for the development of its activities or in case of financial difficulties.

**B. If the total holding of the proposed acquirer is between 20% and 50% of the share capital,** or where the holding is less than 20% but the influence exercised is considered to be equivalent to a qualifying holding between 20% and 50%, information of the same nature as mentioned under Section A above shall be provided, but in more detail, including:

(i) details on the influence that the proposed acquirer intends to exercise on the financial position including the dividend policy, the strategic development, and the allocation of resources of the target institution and;

(ii) a description of the proposed acquirer's intentions and expectations towards the target institution in the medium term, covering all the elements referred to in Section C(i) below.

**C. Where the proposed acquisition would result in a qualifying holding of 50% or more, or if the target institution becomes a subsidiary of the proposed acquirer, or the proposed acquirer gains otherwise control of the target institution, a business plan which shall comprise of the following information is required:**

(i) a strategic development plan, indicating the main goals of the proposed acquisition and the main ways for achieving them, including:

(a) documentation of the business decision to acquire the holding in the target institution;

(b) medium-term financial goals which may be stated in terms of return on equity, cost-benefit ratio, earnings per share, or in other terms as appropriate;

(c) the main synergies to be pursued through the acquisition of a holding in the target institution;

(d) the possible redirection of activities, products and targeted customers expected to have an impact on the target institution;

(e) the possible reallocation of funds or resources expected to have an impact on the target institution; and

(f) general processes for including and integrating the target institution in the group structure of the proposed acquirer (where relevant), including a description of the main synergies/ interactions to be pursued with other companies in the group, as well as a description of the policies governing intra-group relations.

(ii) the estimated financial statements of the target institution, on both an individual and, where applicable, a consolidated basis, for a period of three years, including the following:

(a) a forecast balance sheet, income statement and supervisory indices;

(b) forecast prudential capital requirements and solvency ratio;

(c) information on the level of risk exposures including credit, market and operational risks as well as other relevant risks; and

(d) a forecast of provisional intra-group transactions;

(iii) an assessment of the impact of the acquisition on the corporate governance and general organisational structure of the target institution, including the impact on:

(a) the composition and duties of the board of directors and the main management committees, including the risk committee, audit committee, remuneration committee and any other committees, including information concerning the persons who will be appointed to direct the business;

(b) administrative and accounting procedures and internal controls, including changes in procedures and systems relating to accounting, internal audit, compliance (including the provisions of the AML/CTF legislation), as well as the appointment of the key function holders (e.g. internal auditor, compliance officer and risk manager);

(c) the overall IT architecture including any changes concerning the outsourcing policy, the data flowchart, the in-house and external software used and the essential

data and systems security procedures and tools including back-up, continuity plans and audit trails;

(d) the policies governing outsourcing, including information on the areas concerned, on the selection of service providers, and on the respective rights and obligations of the principal parties as set out in contracts such as audit arrangements and the quality of service expected from the provider; and

(e) any other relevant information pertaining to the impact of the acquisition on the corporate governance and general organisational structure of the target institution, including any modification regarding the voting rights of the shareholders.

**DECLARATION - AUTHORISATION**

I, the undersigned, hereby 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, other domestic or foreign supervisory or regulatory authorities), as necessary to verify data provided in this form;
- (d) the Bank of Greece shall be notified promptly in writing of any change in the information in this form;
- (e) 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 the proposed acquirer or upon the target institution;
- (f) this declaration extends to both the current and any future data and information which are collected for supervisory purposes; and
- (g) if this declaration is submitted in the name and on behalf of an acquiring legal person, we confirm that we are authorised to sign on behalf of the legal person and attach the relevant authorisation documents.

.....  
(Signature)

.....  
(Full name and position)

.....  
(Place and Date)