



BANK OF GREECE

EUROSYSTEM

THE EXECUTIVE COMMITTEE

EXECUTIVE COMMITTEE ACT No. 142/11.6.2018

Re: Procedures for (a) the authorisation of credit institutions in Greece; (b) the acquisition of, or increase in, a holding in credit institutions; and (c) the taking up of a post as a member of the board of directors and as a key function holder of credit institutions

THE EXECUTIVE COMMITTEE OF THE BANK OF GREECE, having regard to:

- (a) Articles 2 and 55A of the Statute of the Bank of Greece (Government Gazette A 298/1927);
- (b) Law 4261/2014 “Access to the activity of credit institutions and prudential supervision of credit institutions and investment firms (transposition of Directive 2013/36/EU), repeal of Law 3601/2007, and other provisions” (Government Gazette A 107), in particular the provisions of Articles 4, 6, 8, 10, 13, 14, 15, 16, 19, 23, 24, 27, 28, 80 and 83 thereof;
- (c) Regulation (EU) No 1093/2010 of the European Parliament and of the Council of 24 November 2010 establishing a European Supervisory Authority (European Banking Authority), amending Decision No 716/2009/EC and repealing Commission Decision 2009/78/EC (OJ L 331 (15.12.2010) 12), in particular Article 16 thereof;
- (d) Council Regulation (EU) No 1024/2013 of 15 October 2013 conferring specific tasks on the European Central Bank concerning policies relating to the prudential supervision of credit institutions (OJ L 287 (29.10.2013) 63), in particular Articles 4 and 6 thereof;
- (e) Regulation (EU) No 468/2014 of the European Central Bank of 16 April 2014 establishing the framework for cooperation within the Single Supervisory Mechanism between the European Central Bank and national competent authorities and with national designated authorities (SSM Framework Regulation) (ECB/2014/17) (OJ L 141 (14.5.2014) 1), in particular Articles 73-76, 93 and 94 thereof;

- (f) Law 3691/2008 “Prevention and suppression of money laundering and terrorist financing, and other provisions” (Government Gazette A 166);
- (g) the provisions of Law 1667/1986 “Civil cooperatives and other provisions”, (Government Gazette A 196), in particular Article 4(2e) thereof;
- (h) Bank of Greece Governor’s Act 2526/8.12.2003 “Codification and supplementation of the provisions of Bank of Greece Governor’s Act 1379/24.10.1988, as currently in force, on the terms and conditions of authorisation of a credit institution in Greece” (Government Gazette A 301);
- (i) Bank of Greece Governor’s Act 2577/9.3.2006 “Framework of operational principles and criteria for the evaluation of the organisation of Internal Control Systems of credit and financial institutions and relevant powers of their management bodies” (Government Gazette A 59);
- (j) Bank of Greece Governor’s Act 2622/21.12.2009 “Authorisation requirements and supervisory rules for (i) leasing companies; (ii) credit companies; and (iii) factoring companies” (Government Gazette B 3/2010);
- (k) the Committee of European Banking Supervisors (CEBS) Guidelines for the prudential assessment of acquisitions and increases in holdings in the financial sector required by Directive 2007/44/EC (CEBS/2008/214);
- (l) the Joint Committee of the European Supervisory Authorities Joint Guidelines for the prudential assessment of acquisitions and increases of qualifying holdings in the financial sector (JC/GL/2016/01);
- (m) the European Banking Authority (EBA) Guidelines on the assessment of the suitability of members of the management body and key function holders (EBA/GL/2012/06);
- (n) Law 4354/2015 “ Non - performing loans management, wage provisions, and other urgent provisions concerning the implementation of the fiscal goals and structural reforms agreement” (Government Gazette A 176), in particular Articles 1 –3 thereof; and
- (o) the fact that no expenditure shall be incurred by the Government Budget as a result of the provisions of this Act,

HEREBY DECIDES AS FOLLOWS:

A. PROCEDURE FOR THE AUTHORISATION OF A CREDIT INSTITUTION IN GREECE

1. The authorisation of a legal person as a credit institution in Greece, within the meaning of Article 3(1)(1) of Law 4261/2014, by the Bank of Greece shall be subject to the following requirements:

(a) full paying-up of the initial capital of the credit institution to be established, in accordance with Article 12 of Law 4261/2014, as well as of any additional funds that may be required in order to ensure that, during the first three years of operation, the own funds of the new credit institution will meet the expected capital requirements and the minimum initial capital on a continuous basis. To calculate any additional funds, the projections of the submitted programme of operations shall be taken into account, in particular the expected losses and the risks to be assumed by the credit institution. The relevant amount shall be deposited with the Bank of Greece before authorisation is granted;

(b) submission of an application, using the template given in Annex I hereto, along with the documentation specified therein;

(c) completion and submission of the questionnaires contained in Annex II hereto, along with the documentation specified therein; and

(d) notification of the identity and the holding percentages of the twenty largest shareholders (natural or legal persons) of the credit institution to be established. The Bank of Greece may require these persons to submit the relevant questionnaires, as appropriate. For the persons included in the twenty largest shareholders and required to submit the questionnaires contained in Annex II hereto under para. 2 below, no notification other than the submission of the questionnaires shall be required.

2. The requirement to complete and submit the questionnaires contained in Annex II hereto shall apply as follows:

(a) The questionnaire “Assessment of proposed acquisition of a holding by natural persons” shall be submitted by natural persons that:

(i) will hold in the credit institution to be established, directly or indirectly (on the basis of the criteria set out in para. 10 of Chapter B), alone or by acting in concert within the meaning of Article 23(5) of Law 4261/2014, a qualifying holding, as defined in Article 3(1)(33) of Law 4261/2014;

(ii) although not included in the persons referred to in (i) above, will control, through written or other arrangements or concerted action within the meaning of Article 23(5) of

Law 4261/2014, the credit institution to be established, within the meaning of Article 3(1)(34) of Law 4261/2014.

(b) The questionnaire “Assessment of proposed acquisition of a holding by legal persons” shall be submitted by legal persons that meet the conditions of para. 2(a)(i) and (ii) above.

The Bank of Greece may permit the parent undertaking or the beneficial owner, within the meaning of Article 4(16) of Law 3691/2008, to make the notification and submit the questionnaires in the name and on behalf of the legal persons that acquire a holding indirectly under the provisions of this Act.

(c) The questionnaire “Fit and proper assessment of members of the board of directors and key function holders” shall be submitted by the following persons:

(i) the members of the board of directors of the credit institution to be established;

(ii) the key function holders of the credit institution to be established (unless they are included in the persons referred to in (i) above). For the purposes of this Act, the key function holders are:

- The Head of the Internal Audit function
- The Head of the Risk Management function
- The Head of the Compliance function
- The Chief Financial Officer
- The members of the Audit Committee;

(iii) the officer of the credit institution to be established that will be responsible for compliance with the anti-money laundering and counter terrorist financing legislation under Article 44 of Law 3691/2008 (hereinafter referred to as the “AML/CTF” officer).

3. The Bank of Greece may require natural or legal persons outside the above categories that will hold, directly or indirectly (on the basis of the criteria set out in para. 10 of Chapter B), a holding or voting rights of more than 1% of the capital of the credit institution to be established, to provide data on their identity and the holding percentage, as well as to submit the relevant questionnaires, as appropriate.

4. The following shall also be submitted:

(a) authenticated copy or draft of the articles of association;

(b) a programme of operations specifically indicating the operations, by line of business, listing any principal investment services within the meaning of Law 4514/2018, that the credit institution intends to provide, as well as an action plan for the first three (3) years of operation, including a goal-oriented timetable. Such

programme of operations shall be based on a research of the Greek financial market, taking into account financial integration in the European Economic Area, and shall identify the targeted geographical region and customer base. This plan shall also include:

(i) the funding sources and forecast balance sheet, income statement and cash flow statement;

(ii) the anticipated course of the capital adequacy ratio during the first (3) years of operation of the credit institution, indicating the underlying method of risk assessment and measurement, in accordance with the applicable supervisory framework;

(iii) a description of the structure of the group of which the credit institution is a part, as well as the organisational and management structure of the credit institution, including organisational charts and the composition and position in the organisational chart of the Committees to be established regarding the internal control and the risk management (Chapter IV of Bank of Greece Governor's Act 2577/9.3.2006), and the number and qualifications of the staff in the relevant functions;

(iv) a description of the methods and promotion/distribution channels to be used by the credit institution, as well as the selection criteria for any persons to which product promotion/distribution activities may be outsourced;

(v) a description of the accounting system and auditing procedures;

(vi) a description of the IT system architecture (hardware/software, network infrastructure) and their interconnection with IT systems of other parties, including details on IT security and continuity plans and on the management information system;

(vii) the IT Security Policy rules; and

(viii) documentation of the policies and internal procedures for ensuring compliance with the relevant national and EU supervisory framework, in particular Article 66 of Law 4261/2014, Law 3691/2008 and Bank of Greece Governor's Act 2577/9.3.2006.

5. Any change in the data and information submitted for obtaining authorisation of a credit institution that occurs during its operation shall be notified (together with the relevant questionnaires, as appropriate) promptly by the obligor and/or the credit institution, if the change has come to its knowledge.

B. ACQUISITION OF, OR INCREASE IN, A HOLDING IN AN EXISTING CREDIT INSTITUTION ESTABLISHED IN GREECE

1. If a natural person/proposed acquirer:

(a) alone or acting in concert within the meaning of Article 23(5) of Law 4261/2014, has decided to acquire, directly or indirectly (on the basis of the criteria set out in para. 10 below), a qualifying holding in a credit institution, as defined in Article 3(1)(33) of Law 4261/2014; or

(b) alone or acting in concert within the meaning of Article 23(5) of Law 4261/2014, has decided to increase further, directly or indirectly (on the basis of the criteria set out in para. 10 below), an existing qualifying holding in a credit institution, so that the proportion of the voting rights or of the capital held would reach or exceed 20%, 1/3 or 50%, or so that the credit institution would become its subsidiary; or

(c) although not included in the above cases, plans, through written or other arrangements or concerted action within the meaning of Article 23(5) of Law 4261/2014, to control the credit institution, within the meaning of Article 3(1)(34) of Law 4261/2014,

the said person shall notify in writing the Bank of Greece, completing and submitting the questionnaire “Assessment of proposed acquisition of a holding by natural persons” (Annex II hereto) and the questionnaire contained in Annex III hereto, along with the required documentation.

2. If a legal person/proposed acquirer meets the conditions of para. 1(a), (b) or (c) above, it shall notify in writing the Bank of Greece, completing and submitting the questionnaire “Assessment of proposed acquisition of a holding by legal persons” (Annex II hereto) and the questionnaire contained in Annex III hereto, along with the required documentation.

3. Every natural or legal person that has decided to acquire or increase further, directly or indirectly (on the basis of the criteria set out in para. 10 below), an existing holding in a credit institution established in Greece so that the holding in the capital or the attached voting rights would reach or exceed 5%, it shall notify in advance the Bank of Greece of the proposed new holding percentage. If, within five (5) business days, the Bank of Greece judges that, as a result of the proposed holding, the proposed acquirer will be able to exercise significant influence over the management of the credit institution, the proposed acquirer shall complete and submit the questionnaires required under para. 1 (if a natural person) or 2 (if a legal person) above, as appropriate.

4. If a natural or legal person acquires a holding or increases an existing holding in a credit institution, as a result of which it becomes one of the twenty largest shareholders of the credit institution, it shall notify the Bank of Greece of its identity and holding percentage. The Bank of Greece may also require these persons to submit the relevant questionnaires, as appropriate.
5. The Bank of Greece may also require natural or legal persons that hold or acquire, directly or indirectly (on the basis of the criteria set out in para. 10 below), a holding or voting rights of more than 1% of the capital of a credit institution to provide data and submit the relevant questionnaires, as appropriate.
6. Where a holding in a credit institution has been acquired through persons that provide custody services, the Bank of Greece may require them to disclose the shareholders that have a holding equal to, or higher than, 1% of the total share capital of the credit institution.
7. The Bank of Greece may permit the parent undertaking or the beneficial owner, within the meaning of Article 4(16) of Law 3691/2008, to make the notification and submit the questionnaires in the name and on behalf of the legal persons that are indirect proposed acquirers under the provisions of this Act.
8. Natural and legal persons that are required to submit the relevant questionnaires under this Chapter B shall notify the Bank of Greece of any change in material data that could affect their suitability for the post they hold, submitting anew the relevant questionnaires.
9. If the proposed acquirer plans to appoint new members of the board of directors as a result of a proposed acquisition, he shall notify to the Bank of Greece both his intention and the new members, if they are known to him. These persons shall submit to the Bank of Greece the questionnaire “Fit and proper assessment of members of the Board of Directors and key function holders” (Annex II hereto). If the new persons are not known at the time of the application for the proposed acquisition, their assessment shall be conducted in accordance with the provisions of Chapter C subsequent to the approval of the application for the proposed acquisition.
10. To determine whether there is an indirect acquisition of a qualifying holding, the control and multiplication criteria shall be applied successively across the corporate chain. The first step envisages the application of the notion of control under para. 11 below. Accordingly, if it is found that the natural or legal persons concerned neither acquire control over nor control, directly or indirectly, an existing holder or a proposed

acquirer of a qualifying holding in a target credit institution, then the multiplication criterion shall be applied under para. 12 below.

11. Regarding the control criterion, the following shall apply:

(a) Under the control criterion, a qualifying holding shall be considered to be acquired indirectly if:

(i) natural or legal persons acquire directly or indirectly control, within the meaning of Article 3(1)(34) of Law 4261/2014, or through written or other arrangements or concerted action, over an existing holder of a direct or indirect qualifying holding;

(ii) natural or legal persons control, within the meaning of Article 3(1)(34) of Law 4261/2014, or through written or other arrangements or concerted action, directly or indirectly a person that acquires or increases directly a qualifying holding in a credit institution.

(b) The above persons shall include the beneficial owner of the legal person, within the meaning of Article 4(16) of Law 3691/2008.

(c) If it is judged that a qualifying holding is acquired indirectly under (a)(i) above, the size of such holding shall be considered to be equal to the qualifying holding of the existing holder.

(d) If it is judged that a qualifying holding is acquired indirectly under (a)(ii) above, the size of such holding shall be considered to be equal to the direct qualifying holding proposed to be acquired.

12. The multiplication criterion entails the multiplication of the percentages of the holdings across the corporate chain, starting from the qualifying holding held or acquired directly in the target credit institution, which has to be multiplied by the participation held at the level immediately above (the result of such multiplication being the size of the indirect holding of the latter person) and continuing up the corporate chain for so long as the result of the multiplication continues to be 10% or more. A qualifying holding will be deemed to be acquired indirectly:

(a) by each of the persons in respect of which the result of the multiplication is 10% or more; and

(b) by all persons holding, directly or indirectly, control over the persons identified pursuant to the application of the multiplication criterion in accordance with (a) above.

13. Credit institutions shall inform in time the holders of securities convertible to shares that if, as a result of the exercise of the conversion right, they fall within the scope

of Article 23 of Law 4261/2014, they shall be subject to the notification requirements of this Chapter before the exercise of the conversion right.

C. TAKING UP OF A POST AS A MEMBER IN THE BOARD OF DIRECTORS AND AS A KEY FUNCTION HOLDER OF A CREDIT INSTITUTION ESTABLISHED IN GREECE

1. If a new appointment of a member in the board of directors of a credit institution, the credit institution involved shall notify in writing the Bank of Greece, completing and submitting the questionnaire “Fit and proper assessment of members of the board of directors and key function holders” (Annex II hereto).

2. In case of a new appointment of a key function holder of a credit institution under Chapter A, para. 2 (c)(ii), or of AML/CTF Officer, the credit institution involved shall notify in writing the Bank of Greece, completing and submitting the questionnaire “Fit and proper assessment of members of the board of directors and key function holders” (Annex II hereto).

3. If, during the term of office of the natural persons referred to in paras. 1 and 2 above, there is any change in material data that could affect their suitability for the position they hold, these persons shall notify promptly the credit institution and re-submit through it the relevant questionnaire to the Bank of Greece.

4. The natural persons referred to in paras. 1 and 2 above shall be subject to reassessment by the Bank of Greece and shall re-submit the relevant questionnaire through the credit institution if they are appointed to a position other than the one they have already been assessed for, or the requirements for holding the position they have been assessed for change.

5. In the event of removal of any of the natural persons referred to in paras. 1 and 2 above, the credit institution shall promptly inform the Bank of Greece of such event, pointing out the reasons that caused it.

D. OTHER PROVISIONS

1. The Bank of Greece may require the obligors to provide such additional data and information as are reasonably required for supervisory purposes.

2. The Bank of Greece may require the obligors referred to in Chapters A, B and C to submit the relevant questionnaires, as appropriate, for the purposes of prudential assessment whenever deemed necessary.

3. The certificates submitted for the purposes hereof should have been issued by legally authorised persons, officially authenticated, and be in or translated into Greek or English.

4. The existing key function holders of credit institutions that have not been assessed in the past for taking up the positions they hold shall be subject to the requirement, under para. 2 of Chapter C above, of submitting the relevant questionnaire within three (3) months from the entry into force hereof.

5. The provisions of Executive Committee Act 22/12.7.2013 shall apply to applications pending as at the entry into force hereof.

E. REPEALED AND AMENDED PROVISIONS

1. As from the entry into force of this Act:

(a) The provisions of Chapters A, B, C and D, as well as the Annexes to Executive Committee Act 22/12.7.2013 amending Bank of Greece Governor's Act 2526/8.12.2003, shall be repealed and any reference to these provisions shall be understood as a reference to the corresponding provisions and Annexes of this Act. Regarding the Annexes, it should be clarified that:

(i) any reference to Questionnaire Form A contained in Annex II of Executive Committee Act 22/12.7.2013 shall be understood as a reference to the questionnaire "Assessment of proposed acquisition of a holding by natural persons" contained in Annex II hereto;

(ii) any reference to Questionnaire Form B contained in Annex II of Executive Committee Act 22/12.7.2013 shall be understood as a reference to the questionnaire "Assessment of proposed acquisition of a holding by legal persons" contained in Annex II hereto; and

(iii) any reference to Questionnaire Form C contained in Annex II of Executive Committee Act 22/12.7.2013 shall be understood as a reference to the questionnaire "Fit and proper assessment of members of the board of directors and key function holders" contained in Annex II hereto.

(b) The provisions of Chapter E of Bank of Greece Governor's Act 2526/8.12.2003, as renumbered by Executive Committee Act 22/12.7.2013 and Executive Committee Act 58/18.1.2016 (Government Gazette B 179), shall be repealed.

(c) Para. 4 of Chapter A of Executive Committee Act 58/18.1.2016 (Government Gazette B 179) shall be replaced to read as follows: "Submission by the credit institution of the questionnaire "Fit and proper assessment of members of the board of directors and

key function holders" contained in Annex II to Executive Committee Act 142/11.6.2018 for the persons referred to in para. 3(d)-(f) above, duly completed and accompanied by the required documentation. These persons shall be assessed by the Bank of Greece in accordance with Articles 13(1) and (2) and 15(1) of Law 4261/2014.”

(d) Para. 2(a)(aa) of Section A.1 of Chapter A of Executive Committee Act 118/19.5.2017 (Government Gazette B 1764) shall be replaced to read as follows: “(aa) The questionnaire "Assessment of proposed acquisition of a holding by natural persons" shall be submitted by the natural persons referred to in Article 1(2)(b) and (c) of Law 4354/2015.”

(e) Para. 2(b) and (c) of Section B of Chapter 1 of Bank of Greece Governor’s Act 2622/21.12.2009 shall be replaced to read as follows:

“(b) The persons referred to in subparagraph (a)(i) above shall submit, after completing and signing it, the questionnaire "Assessment of proposed acquisition of a holding by natural persons" or the questionnaire "Assessment of proposed acquisition of a holding by legal persons", as appropriate, contained in Annex II to Executive Committee Act 142/11.6.2018, along with the required documentation.

(c) The persons referred to in subparagraph (a)(ii) above shall submit, after completing and signing it, the questionnaire "Fit and proper assessment of members of the board of directors and key function holders" contained in Annex II to Executive Committee Act 142/11.6.2018, along with the required documentation.

The requirement to submit the questionnaires referred to in subparagraphs (b) and (c) above shall not apply to persons that have already submitted such information and data by virtue of their status or position in a credit institution which is the parent undertaking of the financial institution to be established.”

(f) Para. 1(b) of Executive Committee Act 48/24.3.2015 (Government Gazette B 867) shall be replaced to read as follows:

“(b). The declaration referred to in Section II "Qualifying holdings" of the Annex hereto shall be submitted together with the questionnaire "Assessment of proposed acquisition of a holding by natural persons" and the questionnaire "Assessment of proposed acquisition of a holding by legal persons", as appropriate, contained in Annex II to Executive Committee Act 142/11.6.2018, by the obligors referred to in the said Act. It shall also be submitted by the persons referred to in paras. 1(d) and 3 of Section A and paras. 3, 4 and 5 of Section B of Executive Committee Act 142/11.6.2018.”

(g) Para. 1(c) of Executive Committee Act 48/24.3.2015 shall be replaced to read as follows: “(a) The declaration referred to in Section III "Fit and proper assessment" of the Annex hereto shall be submitted together with the questionnaire " Fit and proper assessment of members of the board of directors and key function holders" contained in Annex II to Executive Committee Act 142/11.6.2018, by the obligors referred to in the said Act.”

The Banking Supervision Department is authorised to provide instructions and clarifications regarding the implementation hereof.

Annexes I, II and III shall be an integral part hereof.

This Act shall be published in the Government Gazette and posted on the website of the Bank of Greece.

The Executive Committee

The Deputy Governor

Theodoros Mitrakos

The Deputy Governor

John (Iannis) Mourmouras

The Governor

Yannis Stournaras

ANNEX I
APPLICATION FORM
FOR AUTHORISATION AS A CREDIT INSTITUTION

Instructions for completing the application form

1. The application form must be duly completed and signed by two authorised persons, with legalisation of their signatures by a competent administrative authority. The authorisation documents shall be attached to the declaration contained in Chapter 10 of this application.
2. The space provided under each question in the application form is NOT indicative of the size of the required answer.
3. The questions must be duly completed, otherwise the necessary explanations should be provided.
4. The supporting documents accompanying the application shall provide a cross-reference to the relevant paragraph and shall be attached to the application as Attachments, numbered as specified herein and not consecutively, i.e. omitting the numbers of any missing/non-applicable attachments.
5. Where there is no competent authority to issue the required certificates, equivalent documents issued by a reliable independent source shall be submitted.
6. Any false or misleading information or suppression of important information may, notwithstanding any criminal liability, lead to the immediate rejection of the application without further assessment.
7. The submission of the application 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.
8. The completed application 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

Website: www.bankofgreece.gr

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

CONTENTS OF THE APPLICATION

- 1 General information
- 2 Articles of association
- 3 Initial capital
- 4 Group structure of the applicant
- 5 Shareholders
- 6 Board of directors – Persons effectively directing the business –
Key function holders
- 7 Financial condition
- 8 Programme of operations
- 9 Attachments
- 10 Declaration

1. General information

1.1	Registered name :
1.2	Trading name :
1.3	Registration of legal form (number and date) : (please attach, as <u>Attachment 1</u> , the certificate of incorporation)
1.4	Address of registered company seat :
1.5	Address of head office (<i>if different from 1.4 above</i>) : (please attach, as <u>Attachment 2</u> , relevant probative evidence)
1.6	Postal address :
1.7	Telephone number :
1.8	Fax number :
1.9	Email address :
1.10	Company website :
1.11	Group website :
1.12	External auditors :
	1.12.1 Name of auditing firm :
	1.12.2 Name of auditor in charge :
	1.12.3 Postal address :
	1.12.4 Email address :
	1.12.5 Telephone number :
	1.12.6 Fax number :
1.13	Legal advisors :
	1.13.1 Name of legal advisor in charge :
	1.13.2 Postal address :

	1.13.3 Email address	:
	1.13.4 Telephone number	:
	1.13.5 Fax number	:
1.14	Representatives of the applicant in respect of this application (please attach, as <u>Attachment 3</u> , relevant legal documents)	
	1.14.1 Representative I	
	1.14.1.1 Name	:
	1.14.1.2 Position/relationship with applicant	:
	1.14.1.3 Business address	:
	1.14.1.4 Postal address	:
	1.14.1.5 Email address	:
	1.14.1.6 Telephone number	:
	1.14.1.7 Fax number	:
	1.14.2 Representative II	
	1.14.2.1 Name	:
	1.14.2.2 Position/relationship with applicant	:
	1.14.2.3 Business address	:
	1.14.2.4 Postal address	:
	1.14.2.5 Email address	:
	1.14.2.6 Telephone number	:
	1.14.2.7 Fax number	:

2. Articles of Association

Please attach, as Attachment 4, an authenticated copy or a draft of the Articles of Association of the applicant.

3. Initial capital

3.1 Please state the amount and the components of the initial capital of the applicant.

.....

3.2 Please attach, as Attachment 5, probative evidence of the paying-up of the initial capital, as well as the necessary evidence from a reliable independent source in respect of prospective shareholders, natural or legal persons, stating the origin of funds to be used for paying up of each participation.

It should be noted that the above evidence need not be submitted at the time of submission of the application, but later, and in any case before the issuance of the relevant authorisation decision.

4. Group structure of the applicant

4.1 Please state whether the applicant is a part of a group.

No

Yes ▶ If yes, please specify below

4.1.1 Please attach, as Attachment 6, the organisational chart of the group's structure, setting out all entities in the group and their respective participation percentages in the other entities of the group.

4.1.2 Please complete the table below, according to the organisational structure of the group.

Company name	Registration number	Home country	Relevant supervisory authority	Activity

4.2 Please indicate whether the applicant is a part of a financial conglomerate.

.....

4.3 Please indicate whether the applicant has close links, as defined in Article 3(1)(35) of Law 4261/2014, with other persons other than those referred to in 4.1.1.

No

Yes ▶ If yes, please complete the table below:

Company name	Registration No.	Home country	Relevant supervisory authority	Activity

5. Shareholders

5.1 Please attach, as Attachment 7, the list of shareholders of the applicant.

5.2 Please complete the table below with information regarding the persons referred to in Article 14(1) of Law 4261/2014.

Name/Company name	Holding (%)	Voting rights	Type of holding (direct/ indirect) or control of the credit institution (details on written or other

			arrangements or concerted action etc.)

6. Board of directors – Persons effectively directing the business – Key function holders

Please complete the table below with the details of the following persons:

a. Members of the board of directors

Name	Member status (executive/non-executive/independent)

b. Persons effectively directing the business of the credit institution to be established

Name	Responsibilities

c. Key function holders of the credit institution, as well as the AML/CTF Officer

Name	Position

7. Financial position

7.1 Please attach, as Attachment 8, the financial statements of the group of which the applicant is or will become a part, for the past three years, audited by duly authorised external auditors or chartered accountants.

7.2 Please attach, as Attachment 9, any report(s) by external credit assessment institutions for the applicant and/or the group of which the applicant is or will become a part.

8. Programme of operations

Please attach, as Attachment 10, the applicant’s programme of operations, addressing in detail all the matters referred to in Article 10(1) and (2) of Law 4261/2014, as well as in para. 4(b) of Chapter A hereof.

9. Attachments

Please list the required supporting documents that accompany the application

Attachment		Paragraph	Tick (✓) if submitted or indicate “n/a”
1	Certificate of incorporation	1.3	
2	Evidence of the location of the head office	1.5	
3	Legal documents for the representatives of the applicant	1.14	
4	Authenticated copy of the articles of association or draft articles of association	2	
5	Evidence of the paying-up of the initial capital and documents substantiating the origin of funds	3.2	
6	Organisational structure of the group	4.1.1	

7	List of shareholders	5.1	
8	Financial statements of the group	7.1	
9	External credit assessments	7.2	
10	Programme of operations	8	
11	Other – Please specify		

10. Declaration

We, the undersigned, hereby declare that:

- (a) the information provided in this application is complete and true and we agree to provide the Bank of Greece with any further information and clarifications in respect of this application;
- (b) all necessary measures are in place to ensure compliance with the credit institution authorisation requirements under the applicable EU and national legislation;
- (c) the Bank of Greece shall be notified promptly in writing of any change in the information required hereunder and the relevant questionnaires as may occur between the submission of this application and the granting of authorisation to the credit institution.

Furthermore, we confirm that:

- (a) we are aware that the wilful or negligent provision of untrue or misleading information to the Bank of Greece also entails criminal sanctions; and
- (b) fully cognizant of the legal consequences, we hereby provide our express permission to the Bank of Greece and its duly authorised staff to seek and obtain information from any other party, as necessary to verify the declarations and data hereinabove;
- (c) we warrant that we are authorised to sign on behalf of the applicant and we attach the relevant authorisation documents.

.....

Full name and position

.....

(Signature)

.....

(Place and Date)

.....

Full name and position

.....

(Signature)

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

Name of target credit institution	
LEI code of target credit institution	
General Electronic Commercial Registry (GEMI) number of target credit institution	
Name of natural person	

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. Where there is no competent authority to issue the required certificates, equivalent documents issued by an independent reliable source shall be submitted.
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 attachments.
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

Website: 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	
------	--

Surname	
---------	--

Occupation	
------------	--

Postal address	
----------------	--

Fixed phone number (including area code)	
---	--

Mobile phone number (optional)	
-----------------------------------	--

Fax number (including area code)	
-------------------------------------	--

Email address	
---------------	--

CONTENTS

1. Information on the proposed acquisition
2. Information on the natural person
3. Direct or indirect holdings in legal persons, management positions
4. Suitability of natural person
5. Attachments
6. Declaration – authorisation by the proposed acquirer natural person
7. Declaration – authorisation by other natural persons whose personal data are included in this questionnaire

1. Information on the proposed acquisition

1.1 Please state the name of the target credit institution.

--

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

Name	Holding (%)

1.3 Please state your aim and expectations of the proposed acquisition (e.g. strategic investment, investment portfolio).

--

1.4 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	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 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	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 capital.

1.6 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 credit 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 share total capital.

1.7 State the holding percentage in the credit institution that you propose to acquire within the next 12 months.

1.8 Do you plan to become actively involved in the management of the credit institution?

No

Yes ▶ If yes, please provide more information

2. Information concerning the natural person

2.1 State the capacity in which you complete this questionnaire.

2.2 Name

--

2.3 Surname

--

2.4 Father's name

--

2.5 Date of birth

--

2.6 Country and city of birth

--

2.7 Identity data or passport data

Identity Card/Passport Number: Issuing authority: Issue date/Expiry date :
--

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

2.8 Nationalities

--

2.9 Current residence address

Please state your residence address. Also state the address of any additional residence you may have outside Greece. If your only residence is outside Greece, please state the address of such residence and tick the appropriate box.

Street	
Number	
City	
Country	
Postal code	

Street	
Number	

City	
Country	
Postal code	

I live outside Greece and have no residence address in Greece.

2.10 Residence addresses during the last ten years

Give your residence addresses during the last ten years.

Please attach, as Attachment 2, evidence of the residence addresses you have given in 2.9 and here.

2.11 Please state any positions of trust and the responsibilities/tasks that you hold or propose to assume in the credit institution.

--

2.12 Please state any credit institutions, investment firms and financial sector corporations, within the meaning of Article 3(1)(23) of Law 4261/2014, with which you are cooperating or have cooperated during the last ten years and the form of such cooperation.

Please 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 all relevant certificates, including any recognition of your qualifications in Greece.

--

2.13 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.

2.14 Please 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).

2.15 List your assets or the credit institution's assets that are to be sold or may be sold within one year after the acquisition of the holding. If there are any such plans, give an estimate of their value, the reasons, conditions and details of such sale.

2.16 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.

2.17 Please answer question 2.16 above in relation to 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.

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 In the event that the credit institution should face liquidity problems in the future, would you support it with your private financial resources, and what is the origin of such resources?

2.21 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?

2.22 Provide information on your capacity/ability to access bank funding sources and financial markets to finance the acquisition of the proposed holding.

2.23 Give details on the amount and origin of the private financial resources that will be used to acquire the proposed holding.

2.24 Provide information on the amount, origin and terms (maturities, costs, pledges and guarantees, etc.) of any borrowed funds (e.g. from the banking system, from shareholders of the target credit institution, etc.) to be used to finance the acquisition.

2.25 Describe the means and the network used to transfer the funds for the acquisition of your holding in the credit institution.

Relevant documents (e.g. loan agreement, tax return etc.) confirming the answers given to questions 2.23 to 2.25 must be attached as Attachment 6.

2.26 Give information on any credit assessments or ratings or public reports on 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, or has a qualifying holding, within the meaning of Article 3(1)(33) of Law 4261/2014, for the last three years.

2.27 Describe your financial and non-financial interests or relationships with:

- any other current shareholders of the credit institution;
- any person entitled to exercise voting rights of the credit institution;
- any (incumbent or prospective) member of the board of directors or key function holders of the credit institution;
- any person that controls, within the meaning of Article 3(1)(34) of Law 4261/2014;
- the target credit institution itself;
- any legal entities in the group the credit institution is a part of.

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

2.29 State any action in concert with other parties, within the meaning of Article 23(5) of Law 4261/2014, or acts of long-standing common policy with other parties (e.g. contribution of other parties to the financing, means of participation in the financial arrangements, future organisational arrangements, etc.).

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

2.31 State in detail the percentage of capital and voting rights held on your behalf by other parties, within the meaning of Article 28(1) and (2) of Law 4261/2014, as currently in force, explaining the existing legal relationships.

2.32 State whether you plan, after the proposed acquisition, to appoint new members of the board of directors of the credit institution. If so, and if the new persons are known to you, please state their names and the positions they will hold.

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, please specify, as well as the kind of any relationship with the credit institution

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

4. Suitability of natural person

4.1 Have you ever been convicted of a criminal offence in Greece or abroad?

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

No

Yes ▶ If yes, please specify

4.2 Have you ever been convicted, in Greece or abroad, of any offence under the laws governing banking, investment or insurance services, payment instruments, insolvency, consumer credit, consumer protection, money laundering, market manipulation, insider dealing, usury, legislation relating to companies, bankruptcy, fraud, breach of trust, embezzlement, tax evasion?

No

Yes ▶ If yes, please specify

4.3 Is any criminal investigation or similar proceeding currently in progress in Greece or abroad?

- No
- Yes ▶ If yes, please specify

4.4 Have you ever been convicted of a civil wrong or administrative offence?

- No
- Yes ▶ If yes, please specify

4.5 Is any civil or administrative proceeding or investigation against you currently in progress in Greece or abroad?

- No
- Yes ▶ If yes, please specify

4.6 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 specify

4.7 Have you, as a natural person, ever been the subject of administrative or disciplinary sanctions 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?

If yes, please specify (kind of sanction, competent authority,
brief background)

4.8 Answer question 4.7 in relation to 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.

4.9 Has any of 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 ever been parties to any litigation or entered into any judicial settlement that had a material impact on your financial condition?

Is there any such proceeding in progress?

If yes, please specify, including any penalties imposed.

4.10 Has any of 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 ever been convicted in any criminal, civil and administrative proceeding in Greece or abroad?

Is there any such proceeding in progress?

If yes, please specify, including any penalties imposed.

4.11 Have any persons in which you have a qualifying holding, within the meaning of Article 3(1)(33) of Law 4261/2014, ever been convicted in a criminal, civil and administrative proceeding, or entered into any judicial settlement that had a material impact on your financial condition, in Greece or abroad?

Is there any such proceeding in progress?

If yes, please specify, including any penalties imposed.

4.12 Have any persons in which you have a qualifying holding, within the meaning of Article 3(1)(33) of Law 4261/2014, ever been convicted in any criminal, civil and administrative proceeding involving matters related to the application, in Greece or abroad?

Is there any such proceeding in progress?

If yes, please specify, including any penalties imposed.

4.13 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, please specify (including whether the bankruptcy or pre-bankruptcy or similar proceeding was instituted by yourself)

Please attach the relevant certificates as Attachments 8-10, or the relevant judgments as Attachment 11, as appropriate.

4.14 Has 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 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

4.15 Has any company 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, pending financial obligations in Greece or abroad?

No

Yes ▶ If yes, please specify

4.16 Have you or any company 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 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

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

No

Yes ▶ If yes, please specify

4.18 Have you ever been convicted, dismissed from employment or disqualified from any position of trust, in Greece or abroad?

No

Yes ▶ If yes, please specify

4.19 Have you ever been refused authorisation or licence to carry out a trading, business, or professional activity, or has any such authorisation or licence been withdrawn, in Greece or abroad?

No

Yes ▶ If yes, please specify

4.20 Has the Bank of Greece or any other competent authority, in Greece or abroad, ever refused to grant authorisation or licence to carry out a professional activity to 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?

No

Yes ▶ If yes, please specify

4.21 Has any supervisory authority, chamber or government agency ever withdrawn or suspended an authorisation or licence to carry out a professional activity previously granted to 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?

No

Yes ▶ If yes, please specify

4.22 Has 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, 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

4.23 If you have responded affirmatively to any of the questions from 4.1 to 4.22, please attach, as Attachment 11, the relevant documentation, indicating the related question.

4.24 Have you ever been assessed by another supervisory authority, in Greece or abroad, either as a candidate for a position of trust or as 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, please state the name of the authority and attach, as Attachment 12, the relevant documentation, if available.

4.25 State any interest or activity that may be in conflict with the target credit institution, and submit proposals for resolving such conflict.

4.26 Provide any other data in support of your application.



5. Attachments

List the required documentation accompanying the questionnaire

Attachment		Paragraph	Tick (√) if submitted or indicate “n/a”
1	Authenticated copy of ID or passport	2.7, 2.8	
2	Residence addresses during the last ten years	2.9, 2.10	
3	CV with authenticated copies of the relevant qualifications/ certificates	2.12	
4	Income tax returns and tax review forms for the last three years	2.13	
5	Real estate returns (tax form E9) for the last three years	2.14	
6	Documentation of the financing of the proposed acquisition	2.23-2.25	
7	Transcript of criminal record or other equivalent document for non-residents	4.1	
8	Certificate of non-adjudication in bankruptcy	4.13	
9	Certificate of non-filing of an application for adjudication in bankruptcy	4.13	
10	Certificate of non-filing of an application for suspension of payments	4.13	
11	Documents relating to questions 4.1-4.22	4.13, 4.23	
12	Documentation of any assessment by another financial or non-	4.24	

	financial regulator		
13	Documentation relating to the questions in Section 4		
14	Others – Please explain		

**6. DECLARATION – AUTHORISATION OF PROPOSED ACQUIRER/
NATURAL PERSON**

I, the undersigned, hereby solemnly declare that:

- (a) the information provided in this questionnaire is complete and true 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 regulatory 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 credit 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)

**7. 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 regulatory 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)

ANNEX II
QUESTIONNAIRE
ASSESSMENT OF PROPOSED ACQUISITION OF A HOLDING BY LEGAL
PERSONS

Name of target credit institution	
LEI code of target credit institution	
General Electronic Commercial Registry (GEMI) number of target credit institution	
Name of legal person	

Instructions for completing the questionnaire

1. The questionnaire must be duly completed and signed by an authorised person, with legalisation of his signature by a competent administrative authority. The authorisation documents shall be submitted together with the declaration contained in Chapter 10 and the declaration contained in Chapter 11 of this questionnaire.
2. The space provided under each question in the questionnaire is NOT indicative of the size of the required answer.
3. Where there is no competent authority to issue the required certificates, equivalent documents issued by an independent reliable source shall be submitted.
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 suitability of the legal person.
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 attachments.
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

Website: www.bankofgreece.gr

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

Data of contact person

Name	
------	--

Surname	
---------	--

Occupation	
------------	--

Company Name	
--------------	--

Postal address	
----------------	--

Fixed phone number (including area code)	
--	--

Mobile phone number (optional)	
--------------------------------	--

Fax number (including area code)	
----------------------------------	--

Email address	
---------------	--

CONTENTS

1. Information on the proposed acquisition
2. Information on the legal person
3. Members of the board of directors and persons that effectively direct the business of the acquiring legal person
4. Information on the shareholding structure of the legal person
5. Financing of the acquired holding
6. Information on the acquired holding
7. Suitability of the legal person
8. Attachments
9. Determination of beneficial owner
10. Declaration by the legal person
11. Declaration – authorisation by natural persons whose data are included in this questionnaire

1. Information on the proposed acquisition

1.1 Name of the target credit institution

--

1.2 State the number and kind of shares (common or preference) already held (if any) by the legal person 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	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 total capital.

1.3 State the number and kind of shares (common or preference) that will be held by the legal person after the proposed acquisition, the amount of these shares in the total capital (in percentage), the number of voting rights* and proportion of voting rights**.

	Number and kind of shares	% of total share capital	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 capital.

1.4 State the legal person's aim and expectations of the proposed acquisition (e.g. strategic investment, investment portfolio)

--

1.5 State the holding percentage in the credit institution that the legal person, or any legal person it has close links with, within the meaning of Article 3(1)(35) of Law 4261/2014, plans to acquire during the next 12 months.

--

2. Information on the legal person

2.1 Registered name

--

2.2 Trading name

--

2.3 Legal form

--

2.4 Please attach, as Attachment 1, authenticated copy of the Articles of Association of the legal person, including all its amendments, as well as any certificate of registration thereof by the competent authority, in Greece or abroad.

2.5 Address of registered company seat

Street	
Number	
City	
Country	
Postal code	

2.6 Is the head office address of the legal person the same as the company seat address?

No ▶ If no, please specify

Yes

Street	
Number	
City	
Country	
Postal code	

Please also attach, as Attachment 1, evidence of the head office address.

2.7 Please attach, as Attachment 2, the financial statements (on both a solo and consolidated basis) of the legal person and any legal persons with which it has close links, within the meaning of Article 3(1)(35) of Law 4261/2014, for the last three years, audited according to law by chartered accountants or audit firms.

If the application is submitted during the second half of the financial year, please submit half-yearly or three-quarter accounts, as appropriate. Moreover, if the financial position of the legal person has changed considerably in relation to the picture reflected in the submitted statements, please specify.

2.8 Has the legal person or its group ever been assessed by an external credit assessment institution, in Greece or abroad?

If yes, please attach, as Attachment 3, the relevant rating reports. Please state below the name(s) of the external credit assessment institution(s), the assessment date, as well as the rating assigned by them.

2.9 Please attach, as Attachment 4, a description of the legal person's activities to date and indicate the most important of these activities in terms of turnover.

2.10 Describe in detail any financial (e.g. financing, guarantees, commitments) and non-financial (e.g. family relationships) interests or relationships between the legal person and the following persons:

- a. any current shareholders of the credit institution;
- b. any person entitled to exercise voting rights of the credit institution;
- c. any member of the board of directors or manager of the credit institution;
- d. any person that controls, within the meaning of Article 3(1)(34) of Law 4261/2014;
- e. the target credit institution itself, including the group it is a part of.

2.11 Has the legal person ever been assessed by another supervisory authority, in Greece or abroad, as a proposed shareholder of an entity in the financial sector? Has it ever been assessed by any competent authority from another, non – financial sector?

If yes, state the name of the said authority and attach, as Attachment 5, the relevant documents, if available.

- No
- Yes ▶ If yes, please specify

2.12 If the legal person is a member of a group, either as parent company or affiliate, please determine the group, the comprised legal persons, their seat and objects. Please attach, as Attachment 6, an organisational chart of the group’s structure, as well as the percentages and voting rights. Please attach, if available, as Attachment 2, the annual consolidated accounts for the last three years of the group the legal person is a part of.

2.13 If the legal person is a part of a group, state the legal persons/parts of the group that are subject to supervision, as well as the names of the competent supervisory authorities. If they are more than one, please attach, as Attachment 7, the relevant details.

Name of legal person

Home country

Information on the supervisory authority

Description of the legal person's activities

2.14 State any credit institutions, investment firms and financial sector corporations, within the meaning of Article 3(1)(23) of Law 4261/2014, to which the legal person is cooperating or has cooperated during the last ten years and the form of such cooperation.

2.15 Is the legal person listed on a stock exchange, in Greece or abroad?

No

Yes ▶ If yes, please specify

2.16 State the amount in the total capital (in percentage) and the proportion of voting rights held on behalf of the legal person by other parties, within the meaning of Article 28(1) and (2) of Law 4261/2014, explaining the existing legal relationships.

2.17 Has the legal person, or the members of its board of directors, or any closely linked legal persons, within the meaning of Article 3(1)(35) of Law 4261/2014, ever defaulted on payments and asked creditors for a restructuring?

What were the reasons behind such default? How long were payments overdue? How was the default settled? Is there a relevant pending case?

Specify including the relevant legal consequences or any sanctions imposed.

--

3. Members of the board of directors and persons that effectively direct the business of the acquiring legal person

3.1 Please attach, as Attachment 8, an organisational chart of the legal person's structure, identifying all reporting lines, departments, and management or board of directors' committees.

Please also attach, as Attachment 8, CVs of the persons identified in tables 3.2, 3.3 and 3.4 below, including details on their education and training, professional experience, as well as the activities or additional functions currently performed. Please attach all relevant qualifications/certificates, including any recognition thereof in Greece.

3.2 Provide the following details on the members of the board of directors of the legal person.

Full name	Date of birth	Position

3.3 Provide information on the persons that effectively direct the business of the legal person, if different from those identified above.

Full name	Date of birth	Position

3.4 Provide information on the most important management officers of the legal person.

Full name	Date of birth	Position

4. Information on the shareholding structure the legal person

4.1 Please attach, as Attachment 9, the shareholding structure of the legal person (identity, address, percentage of capital and voting rights) and information on:

- (a) Any legal persons that are closely linked, within the meaning of Article 3(1)(35) of Law 4261/2014, with the legal person (name, seat, object etc.).
- (b) The beneficial owner of the legal person, within the meaning of Article 4(16) of Law 3601/2008, and the way of determining the beneficial owner.¹

There is no need to determine the beneficial owner where the legal person is a credit or financial institution of an EEA Member State or a country with equivalent ML/TF supervision, or another legal person subject to Article 17(2) of Law 3691/2008.

- (c) Anyone exercising significant influence on the management of the legal person.

Where the shareholders are legal persons, provide also the data of the natural persons that control them, within the meaning of Article 3(1)(34) of Law 4261/2014, as well as their beneficial owner and the way of determining the beneficial owner, as mentioned hereinabove.

4.2 Are there any written or oral arrangements between the legal person and any other (natural or legal) person that affect or will affect the way of exercising the voting rights of the legal person?

- No
- Yes ▶ If yes, please specify

¹ For the determination of the beneficial owner, please complete Chapter 9 of this Questionnaire.

--

5. Financing of the proposed acquisition

5.1 Give details of the cost of the assessed holding, how you plan to finance it, as well as the sources of the funds. Describe the possibilities (if any) of tapping the financial and capital markets in order to acquire the proposed holding.

Cost	Information on the financing of the acquisition

Relevant documents (e.g. loan agreement, tax return etc.) in support of the information provided above must be attached as Attachment 10.

5.2 Provide information on the contribution of any third parties to the financing of the holding of the legal person.

--

5.3 Describe the means and the network used to transfer the funds for the acquisition of the legal person's holding in the credit institution.

--

5.4 Provide any additional relevant information not given above.

--

6. Information on the proposed holding

6.1 Will voting rights be exercised directly by the legal person? Provide information concerning the representative of the legal person in the general meeting of the credit institution.

6.2 Provide information on the ability (financial position) and willingness of the legal person to support the credit institution with additional own funds if needed for the development of its activities or for the enhancement of its liquidity.

6.3 What kind of influence does the legal person plan to exercise on the credit institution's financial position, strategic development and allocation of resources?

6.4 Describe the medium-term goals concerning the credit institution, including, among other things, the financial goals, the main synergies to be pursued (if any) etc.

6.5 Does the legal person, or any legal person it has close links with, within the meaning of Article 3(1)(35) of Law 4261/2014, plan to enter into agreements or undertake any commercial cooperation with the target credit institution? Please mention any such existing agreements or commercial cooperation.

No

Yes ▶ If yes, please specify

6.6 Provide information on any assets of the legal person or the credit institution which are to be sold or may be sold within one year from the acquisition of the holding, including information (if any) on the price appraisal, reasons and conditions of sale, and details on their characteristics.

6.7 State any action of the legal person in concert with other parties, within the meaning of Article 23(5) of Law 4261/2014, or acts of long-standing common policy with other parties (e.g. means of participation in the financial arrangements, future organisational arrangements, etc.).

6.8 State the provisions of any existing or contemplated shareholder's agreements between the legal person and new and existing shareholders in relation to the target credit institution.

6.9 Is there any interest of the legal person that may be in conflict with its role as a shareholder of the target credit institution?

No

Yes ▶ If yes, please specify and submit proposals for resolving such conflict

6.10 State whether you plan, after the proposed acquisition, to appoint new members of the board of directors of the credit institution. If so, and if the new persons are known to you, please state their names and the positions they will hold.

--

7. Suitability of the legal person

7.1 During the last ten years, did the legal person hold any license as a credit institution or other entity in the financial sector in Greece or abroad?

No

Yes ▶ If yes, complete the table below

Dates (from/to)	Supervisory authority and home country	Kind of license (credit institution, investment firm, insurance undertaking, financial institution, etc.)

7.2 Has any application for authorisation ever been rejected or withdrawn, or has the Bank of Greece or another competent authority in the financial sector, in Greece or abroad, ever withdrawn an authorisation to the legal person or any legal person it has close links with, within the meaning of Article 3(1)(35) of Law 4261/2014? Answer this question also in relation to the members of the board of directors of the legal person (regarding authorisation to carry out a profession).

No

Yes ▶ If yes, please specify

--

7.3 During the last ten years, has any competent supervisory authority, in Greece or abroad, requested access to or seized the books or records of the legal person?

No

Yes ▶ If yes, please specify

7.4 Has the legal person ever obstructed the effective exercise of supervisory functions by competent authorities in Greece or abroad?

No

Yes ▶ If yes, please specify

7.5 Has any sentence ever been issued, or have any criminal or administrative sanctions ever been imposed, or are there any charges pending against the legal person, or any members of its board of directors, or against any legal person it has close links with, within the meaning of Article 3(1)(35) of Law 4261/2014, in Greece or abroad:

7.5.1 For fraud, bribery, forgery or tax evasion?

No

Yes ▶ If yes, please specify

7.5.2 For money laundering and terrorist financing?

No

Yes ▶ If yes, please specify

7.5.3 For abuse of confidential or privileged information?

- No
- Yes ▶ If yes, please specify

7.5.4 For manipulation of a regulated market or an equivalent market in a non-EU country?

- No
- Yes ▶ If yes, please specify

7.5.5 In connection with the provision of principal and ancillary investment services?

- No
- Yes ▶ If yes, please specify

7.5.6 For any other offence that carries a custodial sentence?

- No
- Yes ▶ If yes, please specify

7.6 Has the legal person, or any legal person it has close links with, within the meaning of Article 3(1)(35) of Law 4261/2014, ever been a party to any litigation or entered into any judicial or extrajudicial settlement that had a material impact on its financial position?

No

Yes ▶ If yes, please specify

7.7 Has the legal person, or any members of its board of directors, or any legal person it has close links with, within the meaning of Article 3(1)(35) of Law 4261/2014, ever been the subject of administrative or disciplinary sanctions imposed by any supervisory authority, professional body or government agency in Greece or abroad due to non-compliance with provisions of the legislation in force?

No

Yes ▶ If yes, please specify

7.8 During the last ten years, has the legal person, or any members of its board of directors, or any legal person it has close links with, within the meaning of Article 3(1)(35) of Law 4261/2014, in Greece or abroad, been:

(a) adjudicated bankrupt?

(b) subject to conservatorship, enforcement or liquidation proceedings, debt restructuring under Law 4469/2017, liquidation, pre-bankruptcy or similar resolution proceedings, or other similar legal measures?

(c) subject to an application for similar proceedings?

No

Yes ▶ If yes, please specify

Please attach the relevant certificates as Attachments 12-21, or the relevant judgments as Attachment 11, as appropriate, referring to the number of the relevant question.

7.9 When and why were the external auditors of the legal person last replaced? If the external auditors refused to cooperate, please specify.

7.10 Provide any other data that could help assess your application.

If you have responded affirmatively to any of the above questions under Section 7, please attach, as Attachment 11, the relevant documentation, indicating the related question.

8. Attachments to the Questionnaire

Please list the required supporting documents that accompany this questionnaire

Annex		Paragraph	Tick (✓) if submitted or indicate “n/a”
1	Authenticated copy of articles of association, registration certificate and evidence of head office address	2.4, 2.6	
2	Financial statements	2.7, 2.12	
3	Reports by external credit assessment institutions	2.8	

4	Description of the legal person's activities	2.9	
5	Documents concerning any assessment by a financial or non-financial supervisory authority	2.11	
6	Organisational chart of the group's structure	2.12	
7	Supervised legal persons of the group	2.13	
8	Organisational chart of the legal person's structure and CVs and relevant certificates/ qualifications	3.1	
9	Shareholding structure of the legal person	4.1	
10	Documents concerning the financing of the proposed acquisition	5.1	
11	Information on the questions of Section 7		
12	Certificate of non-adjudication in bankruptcy	7.8	
13	Certificate of non-filing of an application for adjudication in bankruptcy	7.8	
14	Certificate of non-filing of an application for composition in bankruptcy	7.8	

15	Certificate of non-filing of an application for suspension of payments	7.8	
16	Certificate of non-filing of an application for settlement – resolution under Article 99 of Law 3588/2007	7.8	
17	Certificate of non-filing of an application for dissolution of the company	7.8	
18	Certificate of non-filing of an application for a reorganisation plan	7.8	
19	Certificate of non-filing of an application for placement under special liquidation	7.8	
20	Certificate of non-placement under compulsory administration	7.8	
21	Certificate of non-filing of an application for placement under compulsory administration	7.8	
22	Other information. Please explain		

9. Determination of beneficial owner

(To be completed in order to determine the beneficial owner of the acquiring legal person under question 4.1)

According to Law 3691/2008, the beneficial owner(s) is/are the natural person(s) who ultimately own(s) the legal person or legal scheme.

To determine the beneficial owner, please identify the above-mentioned natural person by crossing the appropriate box.

(a) Regarding companies:

The natural person(s) that ultimately own(s) or control(s) the company by owning or controlling, directly or indirectly, a sufficient number of its shares or voting rights, *inter alia* through bearer shares, other than a company legally listed on a regulated market that is subject to disclosure requirements compatible with EU law or to equivalent international standards. A percentage of at least 25% is considered to fulfil this criterion.

The natural person(s) that otherwise control(s) the management of the company.

(b) Regarding other legal persons, legal entities or other legal schemes, such as fiduciaries or trusts that manage assets or distribute income:

The natural person(s) with a share of at least 25% in the property of the legal entity or scheme, provided that the future beneficiaries have already been determined.

The category of persons in the interest of which the legal entity or scheme has mainly been established or operates, provided that the future beneficiaries have not been determined yet.

The natural person(s) that control(s) at least 25% of the property of the legal entity or scheme.

10. DECLARATION BY THE LEGAL PERSON

We, the undersigned, hereby declare that:

- (a) the information provided in this questionnaire is complete and true and we agree to provide the Bank of Greece with any further information and clarifications in respect of this questionnaire;
- (b) the Bank of Greece shall be notified promptly in writing of any change in the information in this questionnaire.

We also confirm that:

- (a) we are aware that any wilful or negligent provision of untrue or misleading information to the Bank of Greece also entails criminal sanctions;
- (b) we hereby provide our 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, institutions, other domestic or foreign supervisory or regulatory authorities), as necessary to verify data provided in this questionnaire;
- (c) whenever required or deemed appropriate by the Bank of Greece, we will provide assistance and cooperate with a view to achieving compliance with the obligations incumbent upon either the legal person or the target credit institution;
- (d) this declaration extends to both the current and any future data and information concerning the legal person, which are collected for supervisory purposes; and
- (e) we confirm that we are duly authorised to sign on behalf of the legal person and attach the relevant authorisation documents.

.....

Name of legal person

.....

(Signature)

.....

(Name & position)

.....

(Place and date)

7. DECLARATION – AUTHORISATION BY 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 regulatory 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)

ANNEX II
QUESTIONNAIRE

**Fit and proper assessment of members of the board of directors and
key function holders**

Name of credit institution	
LEI code of credit institution	
General Electronic Commercial Registry (GEMI) number of credit institution	
Name of appointee	

Instructions for completing the questionnaire

1. The questionnaire must be duly completed and signed by the appointee and the institution, with legalisation of the 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. Where there is no competent authority to issue the required certificates, equivalent documents issued by an independent reliable source shall be submitted.
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 appointee and, therefore, his suitability.
6. All questions must be duly completed, otherwise the necessary explanations should be provided.
7. The supporting documents accompanying the questionnaire shall give 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 attachments.
8. 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 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

Website: www.bankofgreece.gr

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

Data of contact person in the institution

Name	
Surname	
Occupation	
Postal address	
Fixed phone number (including area code)	
Mobile phone number (optional)	
Fax number (including area code)	
Email address	

CONTENTS

1. Personal information of the appointee
2. Position for which the questionnaire is submitted
3. Education and professional experience
4. Time commitment
5. Reputation
6. Conflicts of interest
7. Letters of recommendation
8. Collective suitability
9. Additional information and Attachments
10. Declaration – authorisation by the appointee
11. Declaration by the credit institution
12. Declaration – authorisation by other natural persons whose personal data are included in this questionnaire

1. Personal information of the appointee

1.1 Name

1.1.1 Title

1.1.2 First name

1.1.3 Family name

1.1.4 Father's name

1.1.5 Middle name(s)

1.2 Previous name

1.2.1 Title

1.2.2 First name

1.2.3 Family name

1.2.4 Middle name(s)

1.2.5 Date and reason for change

1.3 Date of birth

1.4 Country and city of birth

1.5 Nationalities

1.6 Number, issuing authority and date of issue/expiry of current ID/passport (*if there is an expiry date*)

--

Please attach, as Attachment 1, authenticated copy of current ID/passport.

1.7 Contact phone number (*including country code*)

--

1.8 Email address

--

1.9 Current residence

1.9.1 Street	
1.9.2. Number	
1.9.3 City	
1.9.4 Country	
1.9.5. Postal code	
1.9.6 Start date of residence at this address	

Please attach, as Attachment 2, evidence of your current residence.

1.10 Permanent residence (*if different from the current residence*)

1.10.1 Street	
1.10.2. Number	
1.10.3 City	
1.10.4 Country	
1.10.5. Postal code	
1.10.6 Start date of residence at this address	

Please attach, as Attachment 2, evidence of your permanent residence.

1.11 State the sources and total amount of your income, attaching, as Attachment 3, 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.

--

1.12 Did you or do you control, within the meaning of Article 3(1)(34) of Law 4261/2014, or did you or do you have a qualifying holding, within the meaning of Article 3(1)(33) of Law 4261/2014 and according to the criteria of Article 28 of the said law, in any entities in Greece or abroad? If yes, specify below:

Name of entity	Nature of activities	Holding (%)	Control (yes/no)

2. Position for which questionnaire is submitted

2.1 Please state below the position which you hold or will hold within the credit institution by checking all boxes which apply:

- Member of the board of directors**
- Executive director
- Non-executive director
- Non-executive independent director
- Chairperson of the board of directors
- Vice-chairperson of the board of directors
- Managing director
- Deputy managing director
- Person effectively directing the business of the institution
- Representative of the Greek State under Law 3723/2008
- Representative of the Hellenic Financial Stability Fund under Law 3864/2010
- Other – Please provide details:
.....
- Key Function Holder**
- Head of the internal audit function
- Head of the risk management function
- Head of the compliance function
- Chief financial officer
- Member of the audit committee
- AML/CTF Officer**

Please attach, as Attachment 4, any minutes of the board of directors or other body as evidence of your appointment.

2.2 Please provide below as detailed a description as possible of the main duties, responsibilities and number of subordinates relating to the position in question. Please specify which other responsibilities, if any, you will exercise within the credit institution. Please also specify on which committees of the board of directors or other (management) committees you will sit, if applicable.

--

2.3 Please provide below additional details about the planned start date and the length of the term of office (if any).

Start date for the appointment	
Term of office	
Is the person to be appointed replacing somebody else?	<input type="checkbox"/> YES <input type="checkbox"/> NO
If YES, who and why?	

2.4 Nature of the arrangement between the appointee and the applicant.

- Contract for services
- Partner
- Employee
- Other – please explain:

.....

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

If yes, please complete the table below and attach, as Attachment 5, the required information and, if available, a copy of the relevant decisions.

Competent authority involved	Institution involved	Responsibilities	Conclusion of the assessment	Date of assessment	Start date	End date

2.6 In case of any non-approvals indicated above please explain the reasons:

--

3. Education and professional experience

3.1 Education

Please complete the table below providing information about your education. Moreover, attach as Attachment 6 authenticated copies of the relevant certificates, including any recognition thereof in Greece.

Official Degree/Certificate	Field of study	Date	Educational organisation (university, centre of studies...)	Period of study	
				From	To

3.2 Professional experience related to banking/financial sector

Please note when filling out the below fields that the following criteria are relevant to the level of experience and should be mentioned where necessary: nature of the management position held and its hierarchical level; nature and complexity of the business where the position was held, including its organisational structure; scope of competencies, decision-making powers and responsibilities, and number of subordinates. If necessary, please provide any additional information in the field below.

Position	Main responsibilities	Organisation, company etc.	Size ¹	Number of subordinates	Areas covered	From	To	Reason for termination

¹ Total assets (year-end data)

Please provide any additional information if necessary:

--

3.3 Other relevant experience outside the financial sector

Please note when filling out the below fields that the following criteria are relevant to the level of experience and should be mentioned where necessary: nature of the management position held and its hierarchical level; nature and complexity of the business where the position was held, including its organisational structure; scope of competencies, decision-making powers and responsibilities, and number of subordinates. If necessary, please provide any additional information in the field below.

Position	Main responsibilities	Organisation, company etc.	Size ²	Number of subordinates	Areas covered	From	To	Reason for termination

Please provide any additional information if necessary:

--

3.4 If you do not have relevant experience, then please list below any potential compensating factors (e.g. size of entity; other compensating experience; degree/academic experience; overall suitability; specialised knowledge; limited appointment in terms of the role of the appointment; other special cases)

--

3.5 Please complete the table below providing information about the experience you have in the following areas:

Area of experience	Assessment (high, medium-high, medium-low, low)
Financial markets	

² Total turnover and international presence.

Regulatory framework and requirements	
Strategic planning, and understanding of a credit institution's business strategy or programme of operations and accomplishment thereof	
Risk management (identifying, assessing, monitoring, controlling and mitigating the main types of risk of a credit institution);	
Assessing the effectiveness of a credit institution's arrangements, creating effective governance, oversight and controls	
Interpreting a credit institution's financial information, identifying key issues based on this information and appropriate controls and measures	
Accounting and auditing	

3.6 Other specialised experience.

--

3.7 Please state the name of the professional body (if any) of which you are a member, as well as the kind of membership.

--

3.8 Please attach, as Attachment 7, your CV.

The following question must be answered by the institution

3.9 Prior to the assumption of the position or within the first year of the assumption of the position, will the appointee follow specific training?

YES

NO

If the answer above is "yes", please provide details below:

Content of training	Training provided by (internal or name of external organisation)	From	To

4. Time commitment

[To be completed only where the appointee wishes to become a member of the board of directors]

4.1 What time commitment is required for the function involved?

--

4.2 Has an additional non-executive directorship been authorised by a competent authority (Article 83(6) of Law 4261/2014)?

YES

NO

4.3 List of executive and non-executive directorships and other professional activities. Please list the directorship for which this form is being completed first and then all other directorships and other professional activities held.

Entity (please mark listed companies with*)	Country	Description of the entity's activity	Size of entity ³	Function within the entity: executive director/ non-executive director/ other	Cases under Art. 83(3) & (5) of L. 4261/2014	Cases under Art. 83(4) of L. 4261/2014	Additional responsibilities such as membership of committees, etc.	Time commitment per week (hours) and per year (days) (to include additional responsibilities)	Term of mandate (as of – until)	No. of meetings per year	Any additional comments/ information

³ Total assets (year-end data) for financial sector entities, total turnover and international presence for other companies.

4.4 For positions coming under Article 83(4) of Law 4261/2014, please provide details of whether any synergies exist between the companies, such that there is a legitimate overlap in terms of time commitment within those companies.

5. Reputation

The answers of this section must be answered in relation to you, and in particular questions 5.2 an 5.4-5.9 must be answered also in relation to any entity in which you are/have been a member of the board of directors, a person that controls/controlled, within the meaning of Article 3(1)(34) of Law 4261/2014, or has/had a qualifying holding, within the meaning of Article 3(1)(33) of Law 4261/2014. Question 5.16 must be answered only in relation to the above entities.

If the answers to the above questions are affirmative in relation to you personally, please attach, as Attachment 8, the relevant documents, referring to the corresponding question. In particular with respect to question 5.5, please attach the documentation also in relation to the above entities.

5.1 Do you have any previous convictions in criminal proceedings or relevant civil or administrative proceedings (including convictions under appeal), in Greece or abroad? Is there any criminal or civil or administrative investigation in progress, in Greece or abroad?

NO

YES

If YES, please provide details below, in particular: nature of charge; likely penalty if conviction ensues; your conduct since offence; stage of proceedings; any other mitigating or aggravating factors.

Please attach, as Attachment 9, authenticated transcript of criminal record issued by a competent authority, or other equivalent document for non-residents.

5.2 Do the entities you are/were related with, as described hereinabove, have any previous convictions in civil or administrative proceedings which had an impact on your or the above entities' reputation or significant impact on your or the above entities'?

financial soundness (including convictions under appeal), in Greece or abroad? Is there any civil or administrative investigation in progress, in Greece or abroad?

NO

YES

If YES, please provide details below, in particular: nature of charge; likely penalty if conviction ensues; your conduct since offence; stage of proceedings; any other mitigating or aggravating factors.

5.3 Do you have any previous disciplinary measures or pending disciplinary actions (including disqualification as a company director, discharge from any post or position of trust, including cases where you were asked to resign), in Greece or abroad?

NO

YES

If YES, please provide details below.

5.4 Have you ever been sanctioned by any professional bodies or are you the subject of any pending investigations, in Greece or abroad?

NO

YES

If YES, please provide details below.

5.5 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, please specify (including whether the bankruptcy or pre-bankruptcy or similar proceeding was instituted by yourself or not, and whether you have ever been involved in any of the above proceedings).

Please attach the relevant certificates as Attachments 10-19, or the relevant judgments as Attachment 8, as appropriate.

5.6 Have you ever been included in a list of unreliable debtors or do you have a negative record on a list established by a recognised credit bureau or have you received an enforcement measure for any such debt?

NO

YES

If YES, please provide details below.

5.7 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 details below.

5.8 Have you ever been the subject of a refusal of registration, authorisation, membership or licence to carry out a trade, business or profession, or have you had such registration, authorisation, membership or licence withdrawn, suspended or terminated by any competent supervisory authority, chamber or government organisation, in Greece or abroad?

NO

YES

If YES, please provide details below.

5.9 Have any of the proceedings referred to in the above questions been settled out of court or within the framework of alternative dispute resolution (e.g. mediation)?

NO

YES

If YES, please provide details below.

5.10 Describe the current condition of your debts. Have you provided any guarantees or commitments or any other personal or physical collateral in connection with any financial claims on, or obligations of, any other natural or legal person? If YES, please provide details below.

5.11 Has the board of directors of the institution engaged in any specific deliberations regarding any aspects of your reputation?

NO

YES

If YES, please provide details on the content and outcome of this deliberation.

5.12 Have you ever resigned any post, in Greece or abroad, in order to avoid any legal action or disciplinary proceeding against you?

NO

YES

5.13 Has any of 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 ever been parties to any litigation or entered into any judicial settlement that had a material impact on your financial condition?

Is there any such proceeding in progress?

If yes, please specify, including any penalties imposed.

5.14 Has any of 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 ever been convicted in any criminal, civil and administrative proceeding in Greece or abroad?

Is there any such proceeding in progress?

If yes, please specify, including any penalties imposed.

5.15 Have you ever obstructed the effective exercise of supervisory functions by competent authorities in Greece or abroad?

YES

NO

5.16 Provide information on any credit assessments or ratings or public reports on any entities in which you are/have been a member of the board of directors or a person that controls/controlled, within the meaning of Article 3(1)(34) of Law 4261/2014, or has/had a qualifying holding, within the meaning of Article 3(1)(33) of Law 4261/2014, for the last three years.

6. Conflicts of interest

All the questions of this section must be answered in relation both to you personally and all your relatives up to the second degree, by blood or alliance, your spouse, registered partner, cohabitee or other relation with whom you share living accommodation, as well as any entity in which you are a member of the board of directors or any entity you have close links with, within the meaning of Article 3(1)(35) of Law 4261/2014.

6.1 Do you have any personal relationship with, or financial interests in:

- other members of the board of directors and/or key function holders of the credit institution, the parent undertaking or its subsidiaries (if any)?
- a person that has a qualifying holding, within the meaning of Article 3(1)(33) of Law 4261/2014, in the credit institution, the parent undertaking or their subsidiaries (if any)?

NO

YES

If YES, please provide details below.

6.2 Do you conduct business with the credit institution, the parent undertaking or their subsidiaries (if any)?

NO

YES

If YES, please provide the following information:

- a description of the type and content of the business and the obligations of both parties;
- if relevant, the name of the company;
- the relevant period of this relationship.

6.3 Are you currently involved in any legal proceedings against the credit institution, the parent undertaking or their subsidiaries (if any), either directly or indirectly?

NO

YES

If YES, please provide information on the content and status of the legal proceedings and the entity involved.

6.4 Do you have any professional (e.g. management position) or commercial relationship or have you had such relationship over the past two years with:

- the credit institution, the parent undertaking or their subsidiaries?
- competitors, consultants, main suppliers and service providers of the credit institution, the parent undertaking or their subsidiaries?

NO

YES

If YES, please provide details below (where a commercial relationship exists, please provide information as to what (financial) value it represents).

6.5 Do you have any substantial financial interest (such as ownership or investment) in the credit institution, the parent undertaking or their subsidiaries (if any), or in competitors or clients of the credit institution, their parent undertaking or their subsidiaries? If yes, please provide the following information in the table below:

Name of the entity	Main activities of entity	Relationship between the entity and the credit institution	Relevant period	Size of the financial interest (% of the capital and voting rights, or value of investment)

6.6 Do you, in any way, represent a shareholder of the credit institution, the parent undertaking or their subsidiaries (if any)?

NO

YES

If YES, please provide the following information:

- name of the shareholder;
- % participation (in % of the capital and voting rights);
- nature of the representation.

6.7 Do you have any substantial⁴ financial obligation to the credit institution, the parent undertaking or their subsidiaries (if any)?

NO

YES

If YES, please provide the following information:

- the type of obligation;
- the value of the obligation;
- the relevant period of this obligation.

⁴ Loans of less than €50,000 are not considered a substantial financial obligation.

6.8 Do you have or have you had over the past two years a position with high political influence (at European, national or regional/local level)?

NO

YES

If YES, please provide the following information:

- the nature of the position;
- the specific powers related to or the obligations of this position;
- the relationship between this position (or the entity where this position is held) and the credit institution, the parent undertaking or their subsidiaries.

6.9 Do you have any other relationships, positions or involvement that are not addressed in the questions above, which could adversely affect the interests of the credit institution?

NO

YES

If YES, please provide all necessary information (e.g. nature, content, period and, if relevant, the relation to/relationship with the credit institution, the parent undertaking or their subsidiaries).

6.10 Please state any other financial interests in undertakings in the financial sector that are not addressed in the questions above.

6.11 If any of the above apply, please indicate how a potential conflict of interest, whether or not it is considered material, is proposed to be mitigated. Please include relevant documentation if needed (e.g. bylaws, rules of procedure).

--

The following question must be answered by the institution

6.12 If any of the above apply, please indicate how a potential conflict of interest resulting from the appointee's statements above, whether or not it is considered material, is proposed to be mitigated. Please include relevant documentation if needed (e.g. bylaws, rules of procedure).

--

7. Letters of recommendation

Please complete the table below with contact details and other data of two persons that the Bank of Greece can contact for recommendations, preferably your past employers in the banking or financial sector.

Name		
Surname		
Company		
Position		
Telephone number		
Email address		
Kind of professional relationship		
Kind of non-professional relationship		

8. Collective suitability

To be completed by the institution only where the appointee plans to sit on the board of directors.

8.1 How is the appointee to be situated in the collective suitability of the credit institution? Please explain why the appointment complements the collective suitability of the board of directors in accordance with Article 83(7) of Law 4261/2014.

--

8.2 Explain in general the weaknesses that have been identified in the overall composition of the board of directors. How will the appointee help to solve some or all of the weaknesses?

--

9. Additional information and attachments

9.1 Please provide any additional information you consider to be relevant to your assessment.

--

The following question must be answered by the institution

9.2 Please provide any additional information you consider to be relevant to the assessment of the appointee.

--

9.3 Please list the required supporting documents that accompany the application as Attachments.

Annex		Paragraph	Tick (✓) if submitted or indicate “n/a”
1	Authenticated copy of ID or passport	1.6	
2	Evidence of residence	1.9, 1.10	
3	Income tax returns and tax review forms for the last three years	1.11	
4	Minutes of the board of directors or other body as evidence of your appointment	2.1	

5	Copy of approval or rejection decision of a supervisory authority	2.5	
6	Authenticated copies of qualifications	3.1	
7	CV	3.8	
8	Documents in relation to the questions in Section 5		
9	Transcript of criminal record or other equivalent document for non-residents	5.1	
10	Certificate of non-adjudication in bankruptcy	5.5	
11	Certificate of non-filing of an application for adjudication in bankruptcy	5.5	
12	Certificate of non-filing of an application for suspension of payments	5.5	
13	Certificate of non-filing of an application for settlement – resolution under Article 99 of Law 3588/2007	5.5	
14	Certificate of non-filing of an application for composition in bankruptcy	5.5	
15	Certificate of non-filing of an application for dissolution of the company	5.5	
16	Certificate of non-filing of an	5.5	

	application for a reorganisation plan		
17	Certificate of non-filing of an application for placement under special liquidation	5.5	
18	Certificate of non-placement under compulsory administration	5.5	
19	Certificate of non-filing of an application for placement under compulsory administration	5.5	
20	Other information. Please explain		

10. DECLARATION – AUTHORISATION BY THE APPOINTEE

I, the undersigned, hereby solemnly declare that:

- (a) the information provided in this questionnaire is complete 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 institution shall be notified promptly in writing of any change in the information in this questionnaire;
- (e) I confirm that I am aware of the responsibilities arising from the EU and national legislation which are of relevance to the function for which a positive assessment is sought, and also confirm the intention to ensure continued compliance with them;
- (f) 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 regulatory framework;
- (g) 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 institution concerned; and
- (h) 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)

11. DECLARATION BY THE CREDIT INSTITUTION

I, the undersigned, hereby confirm that:

- (a) the information provided in this questionnaire is accurate and complete to the best of my knowledge;
- (b) the institution will notify the Bank of Greece immediately in writing if there is any material change* in the information provided;
- (c) the institution has requested the full information necessary to assess the appointee’s suitability and it has given due consideration to that information in determining the appointee to be fit and proper;
- (d) the description of the function for which a positive assessment is sought accurately reflects the aspects of the activities of the institution which it is intended that the appointee will be responsible for;
- (e) the institution believes, on the basis of due and diligent enquiry and by reference to the fit and proper criteria as laid down in national and EU law, that the appointee is a fit and proper person to perform the function as described in this questionnaire;
- (f) the institution has made the appointee aware of the regulatory responsibilities associated with the function as described in this questionnaire; and
- (g) I have authority to submit this questionnaire and provide the declarations given by, and sign this questionnaire on behalf of, the institution.

Name:

Signature:

Position:

Date:

**A material change is a change that may affect the suitability of the appointee.*

**12. 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 regulatory 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)

ANNEX III

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

Name of target credit institution	
LEI code of target credit institution	
General Electronic Commercial Registry (GEMI) number of target credit institution	
Name of proposed acquirer	

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 documentation in paper form should be accompanied by an electronic file storage (aCD or USB) containing all the documentation 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

Website: 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 of the acquirer regarding the exercise of the rights from the acquisition is required. In addition, the proposed acquirer is also required to provide information about:

- (i) the period for which the proposed acquirer intends to hold his participation after the acquisition;
- (ii) any intention of the proposed acquirer to increase, reduce, or maintain the level of his participation in the foreseeable future;
- (iii) an indication of the intentions of the proposed acquirer to act as an active minority shareholder ; and
- (iv) information on the ability (financial position) and willingness of the proposed acquirer 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 capital, or is less than 20% but the influence exercised by the proposed acquirer is equivalent to that he would exercise if the qualifying holding was between 20% and 50%, information of the same nature as mentioned under (A) above shall be provided, but in more detail, including:

- (i) details on the influence that the proposed acquirer intends to exercise on the policy formulation (including dividend policy), the strategic development, and the allocation of resources of the target credit 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 mentioned under C(i) below.

C. If the proposed acquisition is expected to lead to a qualifying holding of 50% or more, or the target institution becomes a subsidiary of the proposed acquirer, or the proposed acquirer otherwise gains control of the target credit institution, a programme of operations should be provided, containing information on the following:

- (i) a strategic development plan indicating the main goals of the acquisition and the main ways for reaching them, including:
 - (a) the rationale of the business decision for the acquisition;
 - (b) medium-term financial goals (expressed in financial ratios);
 - (c) the main synergies to be pursued within the target credit institution;

(d) the possible redirection of activities/products/targeted customers within the target institution;

(e) the possible reallocation of funds/resources anticipated within the target credit institution;

(f) general modalities for including and integrating the target credit institution in the structure of the group (if any) of the proposed acquirer, including a description of the main synergies to be pursued with other companies in the group, as well as a description of the policies governing intra-group relations;

(ii) estimated financial statements of the target credit institution, on both a solo and consolidated basis, for a period of three years, including:

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

(b) information on the level of risk exposures per category of risk; and

(c) a forecast of intra-group operations;

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

(a) the composition and duties of the board of directors and the main management committees of the target institution (e.g. risk management committee, audit committee etc.);

(b) administrative and accounting procedures and internal controls: principal changes in procedures and systems related to accounting, audit, internal control and compliance (including the provisions of the AML/CTF legislation), as well as the appointment of key functions (auditor/internal controller and compliance officer);

(c) the overall IT systems architecture (e.g. the data flowchart, the software used, the essential data and systems security procedures and tools, business continuity plan); and

(d) the policies governing outsourcing (e.g. selection of service providers, areas concerned) and the respective rights and obligations of the principal parties as set out in contracts (audit arrangements, quality of service expected from the provider etc.).

DECLARATION

I, the undersigned, hereby declare that:

- (a) the information provided is 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, institutions, other domestic or foreign supervisory or regulatory authorities), as necessary to verify data provided in this form; and
- (d) the Bank of Greece shall be notified promptly in writing of any change in the information in this form.

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 credit institution.

This declaration extends to both the current and any future data and information which are collected for supervisory purposes.

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)