**ANNEX I**

**APPLICATION FORM**

**FOR AUTHORISATION AS A MICROCREDIT 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 11 of this application.

2. The blank space provided under each question in the application from is NOT indicative of the size of the required answer.

3. All questions must be duly answered, otherwise the necessary explanations should be provided.

4. The supporting documents accompanying the application shall provide a cross-reference to the respective paragraph and shall be attached to the application as numbered Attachments according to the predefined numbering herein. The numbering of the Attachments shall remain unaltered even if there are no documents to be submitted.

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

6. Any false or misleading information or deliberate concealment of important information may, notwithstanding any criminal liability, lead to the immediate, without further assessment, rejection of the application.

7. Submission of a hard copy of the application and the related supporting documentation should be accompanied by an electronic memory device of your choice (CD or USB) containing scanned copies of all the documentation in PDF format.

8. The completed application shall be submitted in a closed envelope addressed as follows:

BANK OF GREECE

Banking Supervision Department

21, E. Venizelou St., 10250 Athens

Telephone: +30 210 3205019

Email: dep.bankingsupervision@bankofgreece.gr

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

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

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**1. General information**

|  |  |  |  |
| --- | --- | --- | --- |
| **1.1** | **Registered name on the basis of (draft) articles of association** | : |  |
| **1.2** | **Business name** (please attach, as Attachment 1, a certificate by a chamber, registry or similar agency confirming that the chosen name applied for by the company is available) | : |  |
| **1.3** | **General Electronic Commercial Registry (GEMI) number and registration date** (please attach, as Attachment 2, the GEMI registration certificate or proof of filing)  | : |  |
| **1.4** | **Tax Registration Number** (please attach, as Attachment 3, the relevant certificate) |  |  |
| **1.5** | **Address of registered company seat** (please attach, as Attachment 4, the relevant evidence) | : |  |
| **1.6** | **Address of head office** *(if different from 1.5 above*; please attach, as Attachment 4A, the relevant evidence)  | : |  |
| **1.7** | Postal address | : |  |
| **1.8** | Telephone number(s) | : |  |
| **1.9** | Fax number | : |  |
| **1.10** | Email address | : |  |
| **1.11** | Company website | : |  |
| **1.12** | Group website | : |  |
| **1.13** | **External statutory auditors under Law 4449/2017** | : |  |
|  | 1.13.1 Name of audit firm  | : |  |
|  | 1.13.2 Name of auditor in charge | : |  |
|  | 1.13.3 Postal address | : |  |
|  | 1.13.4 Email address | : |  |
|  | 1.13.5 Telephone number(s) | : |  |
|  | 1.13.6 Fax number | : |  |
| **1.14** | **Legal advisors**  | : |  |
|  | 1.14.1 Name of legal advisor in charge | : |  |
|  | 1.14.2 Postal address  | : |  |
|  | 1.14.3 Email address | : |  |
|  | 1.14.4 Telephone number(s) | : |  |
|  | 1.14.5 Fax number | : |  |
| **1.15** | **Authorised representatives of the applicant in respect of this application**(please attach, as Attachment 5, the relevant authorisation documents) |  |  |
|  | **1.15.1 Representative I**  |  |  |
|  | 1.15.1.1 Name | : |  |
|  | 1.15.1.2 Position/relationship with applicant | : |  |
|  | 1.15.1.3 Business address | : |  |
|  | 1.15.1.4 Postal address  | : |  |
|  | 1.15.1.5 Email address  | : |  |
|  | 1.15.1.6 Telephone number(s) | : |  |
|  | 1.15.1.7 Fax number | : |  |
|  | **1.15.2 Representative II**  | : |  |
|  | 1.15.2.1 Name |  |  |
|  | 1.15.2.2 Position/relationship with applicant | : |  |
|  | 1.15.2.3 Business address  | : |  |
|  | 1.15.2.4 Postal address  | : |  |
|  | * + - 1. Email address
 | : |  |
|  | 1.15.2.6 Telephone number(s)  | : |  |
|  | 1.15.2.7 Fax number | : |  |

**2. Articles of association**

Please attach, as Attachment 6, an authenticated copy or a draft of the applicant’s articles of association or, where applicable, the original articles of association and all subsequent amendments.

**3. Initial capital**

* 1. Please state the amount and the elements of the initial capital of the applicant.

…………………………………………………………………………………………..

**3.2** Please attach, as Attachment 7, evidence of the paying-up of the initial capital, as well as the necessary evidence from a reliable and independent source in respect of every prospective shareholder, natural or legal person, stating the origin of funds to be used or already been used for paying up the capital. 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.

**3.3** Please attach, where appropriate, as Attachment 8, a certificate issued by a statutory auditor, within the meaning of Law 4449/2017, verifying that the net worth of the legal person does not fall short of the minimum required initial capital, on the basis of an updated balance sheet, as provided for in para. 2(b) of Chapter A of this Act.

**4. Programme of operations**

**4.1** Please attach, as Attachment 9, the applicant’s programme of operations, setting forth the full and detailed description of the business activities envisaged, as well as:

**4.2** as Attachment 10, a description of the organisational and administrative structure of the applicant and its branches, including the relevant organisational charts, which shall provide detailed information on all the matters set forth in para. 2(d)(i) of Chapter A of this Act;

**4.3** as Attachment 11, a forecast of the total number of staff of the institution and its branches, including a description of their qualifications, in accordance with para. 2(d)(ii) of Chapter A of this Act;

**4.4** as Attachment 12, a description of the governance framework and internal control mechanisms of the applicant, including detailed information on all the matters set forth in para. 2(d)(iii) of Chapter A of this Act;

**4.5** as Attachment 13, a description of the applicant’s outsourcing policy and procedures, as specified in para. 2(d)(iv) of Chapter A of this Act;

**4.6** as Attachment 14, a statutory declaration to the effect that the applicant institution has full responsibility for the acts and activities of its branches or outsourcing service providers, in accordance with para. 2(d)(iv) of Chapter A of this Act;

**4.7** as Attachment 15, a description of the system used to collect information on prospective microcredit recipients, providing detailed information on all the matters set out in para. 2(d)(v) of Chapter A of this Act;

**4.8** as Attachment 16, a detailed description of the credit policy in place for managing credit risk in all types of microcredit referred to in Article 14 of Law 4701/2020, in accordance with para. 2(d)(vi) of Chapter A of this Act;

**4.9** as Attachment 17, a detailed description of the portfolio quality review policy, in accordance with para. 2(d)(vi) of Chapter A of this Act;

**4.10** as Attachment 18, a description of the internal procedures in place for recording and handling customer complaints, in accordance with para. 2(d)(vii) of Chapter A of this Act;

**4.11** as Attachment 19, a declaration of compliance with the anti-money laundering and counter-terrorist financing (AML/CTF) framework, along with a description of the policies, procedures and internal control mechanisms in place for effectively managing ML/TF risks and ensuring compliance with said framework, as provided for in para. 2(b)(viii) of Chapter A of this Act; and

**4.12** as Attachment 20, a description of the existing or contemplated IT infrastructure (including management information systems – MIS), as well as a separate IT security policy document, in accordance with para. 2(d)(ix) of Chapter A of this Act.

**5. Business plan**

Please attach, as Attachment 21, the applicant’s business plan, detailing the action plan of the applicant institution during its first three (3) years of operation and providing a timeline for the achievement of its objectives, which shall include detailed information on all the matters set out in para. 2(e) of Chapter A of this Act.

**6. Audited financial statements**

Please attach, as Attachment 22, where applicable, the audited financial statements for the last three (3) financial years, accompanied by the certificate of the statutory auditor or audit firm, as defined in Law 4449/2017, in accordance with para. 2(f) of Chapter A of this Act.

**7. Structure and financial position of the group the applicant may be part of**

**7.1** Please state whether the applicant is or intends to be part ofa group.

[ ]  No

[ ]  Yes ⏵If yes, please specify below.

**7.2** Please attach, as Attachment 23, the financial statements of the group the applicant is or may become part offor the last three (3) financial years, audited by a statutory auditor/audit firm.

**7.3** Please attach, as Attachment 24, any report(s) by external credit rating agencies regarding the applicant and/ or the group the applicant is or may become part of.

**7.4** Please attach, as Attachment 25, the organisational chart of the group’s structure, setting forth the company name of all entities in the group and their respective intra-group holdings.

**7.4.1** Please complete the table below based on the organisational structure of the group.

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| Company name | Registration number | Home country | Competent supervisory authority | Activities |
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**7.4.2** Please indicate whether the applicant is a part of a financial conglomerate.

……………………………………………………………………………………

**7.4.3** Please indicate whether the applicant has close links, as defined in Article 3(1)(35) of Law 4261/2014, with persons other than those referred to in 7.4.1 above.

[ ]  No

[ ]  Yes ⏵ If yes, please complete the table below:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| Company name | Registration number | Home country | Competent supervisory authority | Activities | Description of close link |
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**8. Shareholders and qualifying holdings**

**8.1** Please attach, as Attachment 26, a comprehensive list of shareholders or the percentages of partners’ participation in the property of the institution, proving that no entity belonging to the public sector, as defined in Article 14(1)(a) of Law 4270/2014, holds more than sixty per cent (60%) of the share capital or property of the institution, as provided for in para. 2(g) of Chapter A of this Act.

**8.2** Please complete the table below with information regarding the persons with qualifying holdings, within the meaning of Article 3(1)(33) of Law 4261/2014.

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| Name/Company name | Share percentage in the capital of the applicant (%)  | Voting rights (%) | Number and type of shares or other equity issued or to be issued | Nominal value of shares or other holdings | Type of holding (direct/ indirect) or type of relationship resulting in control of the institution (details on written or other arrangements or acting in concert, etc.) | Reason for the qualifying holding |
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**8.3** Please attach, as Attachment 27, the questionnaire “Assessment of proposed acquisition of a holding by natural persons” (Annex II to Executive Committee Act 142/11.6.2018), in accordance with para. 2(i)(aa) of Chapter A of the present Act.

**8.4** Please attach, as Attachment 28, the questionnaire “Assessment of proposed acquisition of a holding by legal persons” (Annex II to Executive Committee Act 142/11.6.2018), in accordance with para. 2(i)(bb) of Chapter A of the present Act.

**8.5** Please attach, as Attachment 29, a description of any links with politically exposed persons, as defined in Article 3(9) of Law 4557/2018.

**8.6** Please attach, as Attachment 30, an analysis as to whether the qualifying holding of any natural and legal person referred to in para. 2(i)(i) and (ii) of Chapter A of this Act will impact in any manner, including as a result of such person’s close links with the applicant, on the ability of the applicant to provide accurate information to the Bank of Greece in a timely manner.

**9. Board of directors, executive officer of Article 38 of Law 4557/2018** **and head of the internal audit function**

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

a. Members of the board of directors

|  |  |  |
| --- | --- | --- |
| Name  | Country of domicile | Member status (executive/non-executive/independent) |
|  |  |  |
|  |  |  |
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b. Persons effectively directing the business of the institution

|  |  |  |
| --- | --- | --- |
| Name  | Country of domicile | Responsibilities |
|  |  |  |
|  |  |  |

c. Εxecutive officer of Article 38 of Law 4557/2018

|  |  |  |  |
| --- | --- | --- | --- |
| Name  | Country of domicile | Function | Other positions |
|  |  |  |  |

d. Head of the internal audit function

|  |  |  |  |
| --- | --- | --- | --- |
| Name  | Country of domicile | Function | Other positions |
|  |  |  |  |

**9.2** Please attach, as Attachment 31, the questionnaire “Fit and proper assessment of members of the board of directors and key function holders” (Annex II to Executive Committee Act 142/11.6.2018), in accordance with para. 2(i)(cc) of Chapter A of the present Act.

**9.3** Please attach, as Attachment 32, information relevant to the fit and proper assessment of the persons referred to in para. 2(i)(cc)(i), (ii) and (iii) of Chapter A of this Act.

**10. Attachments**

**Please list the supporting documents that accompany the application**

|  |  |  |  |
| --- | --- | --- | --- |
| **Attachment** |  | **Paragraph** | **Tick (√) if submitted** **or indicate “n/a”** |
| 1 | Certificate by a chamber, registry or similar agency confirming that the name applied for by the company is available | 1.2 |  |
| 2 | GEMI registration certificate or proof of filing | 1.3 |  |
| 3 | Evidence of Tax Registration Number | 1.4 |  |
| 4 (and 4Α) | Evidence of the address of the registered company seat and head office, if different | 1.5-1.6 |  |
| 5 | Authorisation documents for the representatives of the applicant | 1.15 |  |
| 6 | Certified copy of the articles of association or draft articles of association, or the original articles of association including their amendments | 2 |  |
| 7 | Evidence of the paying-up of the initial capital and documents establishing the origin of funds | 3.2 |  |
| 8 | Statutory auditor’s certificate on the total shareholders’ equity of the legal person (where applicable) | 3.3 |  |
| 9 | Programme of operations | 4.1 |  |
| 10 | Organisational structure | 4.2 |  |
| 11 | Anticipated staff number | 4.3 |  |
| 12 | Governance framework and internal control mechanisms | 4.4 |  |
| 13 | Outsourcing policy and procedures | 4.5 |  |
| 14 | Statutory declaration on outsourcing | 4.6 |  |
| 15 | System used to collect information on microcredit recipients | 4.7 |  |
| 16 | Credit policy | 4.8 |  |
| 17 | Portfolio quality review policy | 4.9 |  |
| 18 | Complaints’ handling procedure | 4.10 |  |
| 19 | Declaration of compliance with Law 4557/2018 and description of AML/CTF policies, procedures and internal control mechanisms | 4.11 |  |
| 20 | Description of IT infrastructure (including MIS) and IT security policy document | 4.12 |  |
| 21 | Business plan | 5 |  |
| 22 | Audited financial statements/ statutory auditor’s certificate (where applicable) | 6 |  |
| 23 | Audited group financial statements | 7.2 |  |
| 24 | Report(s) by external credit rating agencies | 7.3 |  |
| 25 | Group structure | 7.4 |  |
| 26 | Copy of shareholding composition | 8.1 |  |
| 27 | Questionnaires “Assessment of proposed acquisition of a holding by natural persons” (along with the required documentation) | 8.3 |  |
| 28 | Questionnaires “Assessment of proposed acquisition of a holding by legal persons” (along with the required documentation) | 8.4 |  |
| 29 | Description of close links with politically exposed persons | 8.5 |  |
| 30 | Analysis as to whether the qualifying holdings impact the applicant’s ability to provide accurate information to the Bank of Greece in a timely manner | 8.6 |  |
| 31 | Questionnaire “Fit and proper assessment of members of the board of directors and key function holders” | 9.2 |  |
| 32 | Internal fit and proper assessment, by the applicant, of the persons referred to in para. 2(i)(cc)(i), (ii) and (iii) of Chapter A of this Act  | 9.3 |  |

**11. 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 have been taken to ensure compliance with the authorisation requirements under the applicable EU and national legislation;

(c) the Bank of Greece shall be promptly notified in writing of any change to the information and data required hereunder and the relevant questionnaires as may occur during the time period between the submission of this application and the granting of authorisation.

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 consent to the Bank of Greece and its duly authorised staff to seek and obtain information from any third party, as necessary to verify the declarations and data hereinabove; and

(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 Full name and position

................................ ................................

(Signature) (Signature)

................................................

(Place and Date)