

Executive Committee Act 118/19.5.2017

Subject: "Framework of establishment and operation of credit servicing firms (Law 4354/2015) – Replacement of Executive Committee Act 95/27.5.2016"

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

- (a) Article 55A of the Statute of the Bank of Greece (Government Gazette A´ 298/1927);
- (b) the provisions of 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
- (c) the fact that no expenditure shall be incurred by the government budget as a result of the provisions of the present Act,

HAS DECIDED AS FOLLOWS:

To replace Executive Committee Act 95/27.5.2016 "Replacement of Executive Committee Act Executive Committee Act 82/8.3.2016 "Framework of establishment and operation of credit servicing or credit acquiring firms (Law 4354/2015)"" (Government Gazette B´1574) as follows:

CHAPTER A.

PROCEDURE AND REQUIREMENTS OF AUTHORISATION IN GREECE

The authorisation of a credit servicing firm by the Bank of Greece under Law 4354/2015, shall be subject to the following requirements, as applicable:



Section A.1 Authorisation of a firm domiciled in Greece

1. Credit servicing

In order for a firm to carry out the business of credit servicing under Law 4354/2015, where its articles of association do not allow it carry out the business of loan refinancing, the following requirements shall apply:

- (a) submission of an application, using the template given in Annex I hereto, accompanied by the documentation specified therein;
- (b) completion and submission of the questionnaires contained in Annex II hereto, without prejudice to para. 3 of Section B.2, accompanied by the documentation specified therein. The requirement to complete and submit the questionnaires contained in Annex II hereto shall apply as follows:
- (aa) Questionnaire Form A shall be submitted by the natural persons referred to in Article 1(2)(b) and (c) of Law 4354/2015;
- (bb) Questionnaire Form B1 or B2 shall be submitted by the legal persons referred to in Article 1(2)(b) and (c) of Law 4354/2015. This questionnaire submission requirement and the respective obligation of natural persons that control, directly or indirectly, such legal persons shall be cumulative:
- (cc) Questionnaire Form C shall be submitted by the members of the management body of the firm and, when the conditions of Article 1(25) of Law 4354/2015 are met, by the AML/CTF officer of the firm under Article 44 of Law 3691/2008 (Government Gazette A'166);
- (c) current articles of association, including all their amendments;
- (d) a business plan which shall present the firm's key functions and initial objects;
- (e) a description of the structure of the group of which the firm is a part;
- (f) the organisational and management structure of the firm;



- (g) a written policy to prevent conflicts of interest;
- (h) a written IT system security policy, except where the company's IT systems have an appropriate ISO/IEC certificate;
- (i) a detailed report setting out the basic principles and methods ensuring the success of forbearance/restructuring solutions, in line with Article 1(2)(h) of Law 4354/2015; such report shall not be required where the firm carries out servicing business on behalf of a credit or financial institution supervised by the Bank of Greece that is primarily obliged to meet this requirement;
- (j) the procedures for ensuring compliance with para. 3 of Section B.5, when the conditions of Article 1(25) of Law 4354/2015 are met; and
- (k) evidence of full payment of a minimum capital of one hundred thousand euro (€100,000), in accordance with Law 4354/2015, deposited in cash to a credit institution domiciled in Greece.

2. Loan refinancing

Where a firm wishes to carry out, in addition to the business of credit servicing under Law 4354/2015, also the business of loan refinancing, in accordance with Article 1(20) of Law 4354/2015, apart from the requirements of para. 1(a), (c) and (e) to (j) above, it shall also submit the following:

- (a) the questionnaires of Annex II to Executive Committee Act 22/12.7.2013 "Procedures for (a) the authorisation of credit institutions in Greece and (b) for the acquisition of a holding in an existing credit institution Prudential assessment of the liable persons "(Government Gazette B'1767), without prejudice to para. 3 of Section B.2, as follows:
- (aa) Questionnaire Form A shall be submitted by the natural persons referred to in Article 1(2)(b), (c) and (d) of Law 4354/2015, as well as by the key function holders and the AML/CTF officer of the firm under Article 44 of Law 3691/2008;



- (bb) Questionnaire Form B shall be submitted by the legal persons referred to in Article 1(2)(b) and (c) of Law 4354/2015. This questionnaire submission requirement and the respective obligation of natural persons that control directly or indirectly such legal persons shall be cumulative;
- (cc) Questionnaire Form C shall be submitted by the persons referred to in Article 1(2)(d) of Law 4354/2015, as well as the key function holders and the AML/CTF officer of the company under Article 44 of Law 3691/2008;
- (b) a statutory declaration by the persons referred to in Article 1(2)(b), (c) and
- (d) of Law 4354/2015 to the effect that no relations referred to in Article 1(5)(e) of the said law exist:
- (c) a business plan which shall present in detail the actions to be pursued, the firm's strategy by category of targeted loans or economic sector and geographical region, the available resources, including a projection of the firm's nature and volume of activities and key aggregates over a time horizon of at least two (2) years;
- (d) internal procedures and a description of the accounting system and auditing procedures;
- (e) internal procedures and a description of the management information system;
- (f) a written outsourcing policy; and
- (k) evidence of full payment of a minimum capital of four million five hundred thousand euro (€4,500,000), in accordance with Law 4354/2015, deposited in cash to a credit institution domiciled in Greece.



Section A2. Firms domiciled abroad that wish to operate through a branch in Greece

- 1. If a firm referred to in Section A.1. above is domiciled in another EEA Member State and has the right to operate in Greece as a branch of a credit or financial institution subject to supervision by a regulator of an EEA Member State under Directive 2013/36/EU and Articles 34 and 41 of Law 4261/2014 (Government Gazette A´107) ("EU passport"), it shall, in addition to the notification referred to in the above law, also be informed by the Bank of Greece about any obligations arising from Law 4354/2015, pursuant to Article 44 of Directive 2013/36/EU, as explained in recitals 14 and 19 21 of its preamble, and the respective Articles 34, 39 and 41 of Law 4261/2014.
- 2. If a firm referred in Article 1(a)(bb) of Law 4354/2015 does not fall within the scope of para. 1 above, it shall be subject to the authorisation requirements of para. 1 or 2 of Section A.1, as appropriate. If the firm is regulated in accordance with the national legislation of the country of origin, the required documentation shall be accompanied by the express consent of the competent supervisory authority to the expansion of business applied for.

CHAPTER B.

PRUDENTIAL SUPERVISION

Section B.1. Acquisition of a qualifying holding

1. In the case of a proposed acquisition or increase of a holding in a firm authorised under Section A.1 or Section A.2(2) that is, directly or indirectly, equal to, or higher than, the thresholds provided for in Article 1(8) of Law



4354/2015, the proposed acquirer shall submit, without prejudice to para. 3 of Section B.2.:

- (a) where the firm's articles of association do not allow it to carry out the business of loan refinancing:
- (aa) the questionnaires provided for in para. 1(b)(aa) and (bb) of Section A1; and
- (bb) a business plan setting out the functions and objects of the firm (para. 1(d) of Section A.1), including documentation of the business decision to acquire the holding, any change in the nature of activities, products and targeted customers, as well as any changes in the composition of the management body;
- (b) where the firm intends to carry out the business of loan refinancing:
- (aa) the questionnaires provided for in para. 2(a)(aa) and (bb) of Section A1; and
 - (bb) Annex III to Executive Committee Act 22/12.7.2013.
- 2. Any proposed reduction of a holding below the limits referred to in para. 1 above, shall be notified in writing to the Bank of Greece by the obligor natural or legal person that owns the holding, with a reference to the percentage the latter wishes to maintain.
- 3. The notifications referred to in paras. 1 and 2 above, shall also be submitted by the firm within 10 days of being informed thereof.

Section B.2. Prudential assessment of persons

1. The prudential assessment of the natural and legal persons under this Act, focusing on their suitability in relation to their duties, as well as their professional or kinship relations, in compliance with Law 4354/2015, shall be



conducted by the Bank of Greece. This procedure shall not replace the primary obligation of firms to recruit competent and suitable executives.

- 2. A prudential assessment shall be conducted in case of:
- (a) submission of an application for authorisation of a new firm or for acquisition of a qualifying holding;
- (b) change in an assessed person for any reason; and
- (c) at any time on the initiative of the Bank of Greece.
- 3. If the persons assessed hereunder have already been assessed for their suitability (fit and proper assessment) by another supervisory authority or the Bank of Greece in connection with duties related to regulated activities of the financial sector in accordance with EU or other equivalent law, the Bank of Greece may waive assessment and simply require notification of the identity of either such persons or simply the regulated legal person, reserving the right of consultation with the relevant supervisory authority. In the case where the firm's shareholders are legal persons listed on a regulated market, the provisions of para. 1(b) and para. 2(a) of Section A.1 shall not apply to persons that, directly or indirectly, hold ownership stakes in the said legal persons.

B3. Organisational requirements at operation

1. Internal systems, procedures and management bodies

- 1.1 Credit servicing firms whose articles of association do not allow them to carry out the business of loan refinancing shall:
- (a) establish a corporate governance system including a clear organisational structure with distinct reporting lines and allocation of responsibilities, adequate internal control mechanisms, as well as measures to prevent conflicts of interest. This system shall be in line with the general principles of



paras. 4.3, 6, 7, 9, 11, 13.4, 21.9, 21.11 and 21.12 of Section II of Bank of Greece Governor's Act 2577/9.3.2006 "Framework of operational principles and criteria for the evaluation of the organisation and Internal Control Systems of credit and financial institutions, and relevant powers of their management bodies" (Government Gazette A'59). Moreover, with respect to IT requirements, where firms have no adequate ISO/IEC certification, they shall comply with the relevant provisions of Bank of Greece Governor's Act 2577/9.3.2006 regarding IT systems and Annex 2 thereto.

To control the adequacy and efficiency of the corporate governance system, firms shall have an independent internal audit function, which shall report directly to and inform regularly the management body. This function shall be in line with the general principles of paras. 2.1, 2.2, 2.5, 2.7, 2.8, 2.11, 2.12 and 3.1 of point (a) of Section V of Bank of Greece Governor's Act 2577/9.3.2006.

- (b) The members of the management body shall have good reputation, adequate knowledge and experience, and shall devote enough time to the performance of their duties. In the context of its responsibilities, the management body shall:
- (aa) define, supervise and account for the implementation of governance arrangements that ensure the effective and prudent management of the firm, including the separation of responsibilities in the firm and the prevention of conflicts of interest;
- (bb) have the overall responsibility of the management and operation of the firm, approve and oversee the achievement of strategic objects, the risk management strategy and the internal governance of the firm;
- (cc) ensure the firm's compliance with the current legislative and regulatory framework;
- (dd) ensure the soundness of the accounting and financial reporting systems, including financial and operational audits;



- (ee) be responsible for overseeing senior management; and
- (ff) monitor and assess regularly the effectiveness of the firm's corporate governance arrangements and take due action to tackle any defects.
- 1.2 Where firms intend, in addition to credit servicing business under Law 4354/2015, also to conduct the business of loan refinancing under Article 1(20) of the said law, they shall comply with the provisions of Bank of Greece Governor's Act 2577/9.3.2006, with the exception of the provisions on a separate risk management function and a respective Committee. The Bank of Greece shall reserve the right to require the establishment of a separate risk management function and a relevant management board committee, if it considers it appropriate on the basis of the principle of proportionality and the size and the complexity of the portfolios serviced by the firm as criterion.

2. Servicing agreement

The draft servicing agreement shall be submitted to the Bank of Greece by the credit or financial institution that assigns the loans to be serviced, if it is supervised by the Bank of Greece, before its signing, or, if this is not the case, by the firm itself, within the time limit set under Article 2 of Law 4354/2015. Such agreement shall:

- (a) be in line with Article 2 of Law 4354/2015 and include at least:
 - (aa) the data required under para. 1(b) to (e) of Chapter E; and
- (bb) a clause providing for the safe and continuous access to, or transfer of, all data and information on the loans being serviced, specifying clearly if the firm undertakes also the responsibility to notify the borrowers as provided for in Law 2472/1997 (Government Gazette A'50); and
- (b) have been approved by the competent management bodies of the contracting parties.



Section B.4. Loan refinancing

- 1. For loan refinancing, keeping of records shall be required, which (records) shall be presented to the Bank of Greece on request and shall contain the following:
- (a) the consent of the beneficiary of the claim; in the case of many beneficiaries, consent by all shall be required, whether or not the firm has entered into a servicing assignment agreement with the creditor institution;
- (b) the restructuring plan under which refinancing was agreed upon, approved by the competent management bodies.
- 2. Refinancing of loans to borrowers that are related to the firm or the credit or financial institution having legal title to the loans, within the meaning of Annex I to Bank of Greece Governor's Act 2651/2012 "Prudential reporting to the Bank of Greece Determination of persons related to a credit institution" (Government Gazette B'199), shall be subject to prior approval by the management bodies of the firm and the entity having legal title to the loans, respectively.

Section B.5. Rules governing relations with borrowers

1. Code of Conduct under Law 4224/2013 (Government Gazette A'288)

Firms referred to in Sections A.1 and A.2 shall apply the provisions of Credit and Insurance Committee decision 195/1/29.7.2016 "Revision of the Code of Conduct under Law 4224/2013" (Government Gazette B'2376), taking into account any steps already taken and any data provided by either party under Article 3(2) of Law 4354/2015.



2. Transparency - Information - Complaints handling

Firms referred to in Sections A1 and A2 shall apply the provisions of Bank of Greece Governor's Act 2501/31.10.2002 "Credit institutions disclosure requirements to retail customers with respect to terms and conditions governing the provision of bank services" (Government Gazette A'277) and shall not submit the data referred to in Chapters C and G of the said Act.

3. Application of Law 3691/2008

Decisions of the Bank of Greece issued by authority of Law 3691/2008 shall be implemented by the firms referred to herein in accordance with Article 1(25) of Law 4354/2015.

CHAPTER C.

REPORTING REQUIREMENTS

- 1. Firms authorised under Sections A.1 and A.2(2) shall submit regularly, on the dates applicable to credit institutions:
- (a) the financial statements referred to in Article 1(17)(a) of Law 4354/2015; and
- (b) the templates given in Annex II to Executive Committee Act 42/30.5.2014 "Supervisory framework for the management of loans in arrears and non-performing loans" (Government Gazette B'1582). The above data shall be submitted separately for (a) loans the legal title to which belongs to the firm; and (b) serviced loans the legal title to which no longer belongs to an institution that is primarily required to submit under Executive Committee Act 42/30.5.2014. These templates shall not be submitted in respect of serviced loans where the legal title to such loans belongs to an institution with primary reporting obligation under Executive Committee Act 42/30.5.2014.



4. Firms authorised under Sections A.1(2) and A.2(2) that conduct the business of loan refinancing under Article 1(20) of Law 4354/2015 shall submit the reports referred to in para. 1 of Section VI of Bank of Greece Governor's Act 2577/9.3.2006, on the dates specified in para. 1a of the said section.

CHAPTER D.

OBLIGATIONS OF INSTITUTIONS COMING UNDER EXECUTIVE COMMITTEE ACT 42/30.5.2014 IN THEIR COOPERATION WITH FIRMS REFERRED TO IN LAW 4354/2015

Taking into account the need to monitor operational and credit risks, in line with Bank of Greece Governor's Act 2577/9.3.2006 and Executive Committee Act 42/30.5.2014, obligor institutions that assign the servicing of, or transfer legal title to, a loan shall have in place and apply, subject to approval by their management body, a written, detailed description of the following:

1. In relation to servicing assignment

- (a) Criteria of selection of servicing firm.
- (b) Quarterly monitoring of servicing efficiency (operational targets).
- (c) A method of monitoring the firm's compliance with the requirements of Section B.5 above.
- (d) Eligible remedial measures and their triggers.
- (e) Conditions of termination of a servicing agreement.
- (f) Designation of the competent management bodies, in line with Executive Committee Act 42/30.5.2014 and Bank of Greece Governor's Act 2577/9.3.2006.



2. In relation to transferred portfolios

- (a) The institution's strategy on portfolio transfers (procedure portfolio selection criteria senior management members responsible for approval).
- (b) The methods of valuation of transferred loans, the approval procedure and the competent management bodies.
- (c) A policy to prevent conflicts of interest between shareholders and senior management members of the credit institution, the firm and the borrowers whose loans the servicing is assigned or legal title is transferred to the firm, including rules that prevent preferential financing.
- (d) Record keeping in relation to the fulfilment of the requirement provided for in Article 3(2) of Law 4354/2015.

CHAPTER E.

AMENDMENT TO CREDIT AND INSURANCE COMMITTEE DECISION 195/1/29.7.2016 "REVISION OF THE CODE OF CONDUCT UNDER LAW 4224/2013"

Para. 1(i) of Section E of the first chapter of Credit and Insurance Committee decision 195/1/29.7.2016 shall be replaced to read as follows:

"Provide dedicated points of contact (physical, electronic, telephone or other) to receive queries, give instructions, receive declarations and other documents, as well as to conduct communication specifically for the needs of the implementation of this Code."



CHAPTER F. OTHER PROVISIONS

- 1. The Bank of Greece reserves the right to request additional data and information for the achievement of supervisory purposes and for reasons of transparency. If any application is submitted by a firm under establishment, authorisation shall only be granted by the Bank of Greece after the legal incorporation of the firm.
- 2. Any change in the data and information submitted for obtaining authorisation that occurs during the firm's operation shall be notified forthwith by the firm, if such change has reasonably come to its knowledge.
- 3. In the event of replacement, removal or other change in the persons obliged to submit a Questionnaire Form C under Annex II hereto or Annex II of Executive Committee Act 22/12.7.2013, the firm shall forthwith inform the Bank of Greece of such change, explaining the reasons that caused it.
- 4. In the event that any data or information submitted hereunder are found to be false or misleading, as well as in the event of non-compliance with the provisions hereof, the Bank of Greece may impose sanctions, including withdrawal of authorisation, under Article 55A of its Statute and the relevant provisions of Law 4354/2015, regardless of any criminal responsibility.
- 5. The certificates submitted to the Bank of Greece for the purposes hereof shall have been issued by legally authorised persons, officially authenticated, and be in, or translated into, Greek or English.
- 6. The Banking Supervision Department of the Bank of Greece is authorised to provide instructions, issue templates for the submission of the data needed for the implementation of Chapter C above and receive and assess data and information submitted pursuant to the present Act.
- 7. From the day of entry into force of the present Act, Executive Committee



Act 95/27.5.2016 "Replacement of Executive Committee Act Executive Committee Act 82/8.3.2016 "Framework of establishment and operation of credit servicing or credit acquiring firms (Law 4354/2015)"" (Government Gazette B'1574) shall be repealed.

This Act and Annexes I and II, which are an integral part hereof, shall be published in the Government Gazette and posted on the Bank of Greece website.

The Deputy Governor The Deputy Governor The Governor

Theodoros Mitrakos John (Iannis Mourmouras) Yannis Stournaras

True and exact copy
Athens, 19 May 2017
Banking Supervision Department
The Director
[signed]
S. Papagiannidou



ANNEX I APPLICATION FOR AUTHORISATION

A. INSTRUCTIONS FOR COMPLETING THE APPLICATION FORM

- 1. The application form must be duly completed and signed by two authorised persons. If the application is not submitted by the authorised natural persons themselves, their signatures must be legalised by the competent administrative authority.
- 2. Point 5.2 shall only be completed by firms that intend, in addition to the business of credit servicing, also to conduct the business of loan refinancing under Article 1(20) of Law 4354/2015.
- 3. Data or documents Nos. 14 to 17 in Section C of this application shall only be completed by firms that intend, in addition to the business of credit servicing, also to conduct the business of loan refinancing under Article 1(20) of Law 4354/2015.
- 4. The space provided under each question in the questionnaire is NOT indicative of the size of the required answer.
- 5. All questions must be duly completed, otherwise the necessary explanations should be provided.
- 6. 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.
- 7. Where there is no competent authority to issue the required certificates, equivalent documents issued by a reliable independent source shall be submitted.



- 8. 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.
- 9. The completed application shall be submitted confidentially by registered mail addressed as follows:

BANK OF GREECE

Banking Supervision Department

21 E. Venizelos Avenue, 10250 Athens

10. If you need any further information in connection with this application, please contact us at:

Tel: +30 210 3205018, 210 3205019

Fax: +30 210 3205400

E-mail: dep.bankingsupervision@bankofgreece.gr

Website: www.bankofgreece.gr



B. INFORMATION

1. General Information

1.1	Registered name on the basis of	
	the (draft) articles of association:	
1.2	Business name:	
1.3	Trading name:	
1.4	Form of establishment:	☐ Société anonyme
		established in Greece
		☐ Branch established in
		Greece
1.4.a.	Legal/supervisory regime:	
1.4.b	Legal form:	
1.5	Address of registered company	
	seat:	
1.6	Address of head office (if different	
	from 1.4 above):	
1.7	Postal address:	
1.8	Telephone number:	
1.9	Fax number:	
1.10	E-mail:	



1.11	Firm's website:	
1.12	Representatives of the applicant	
	in respect of this application	
	1.12.1 Representative 1	
	1.12.1.1 Full name:	
	1.12.1.2 Position/relationship with	
	applicant:	
	1.12.1.3 Business address:	
	1.12.1.4 Postal address:	
	1.12.1.5 E-mail:	
	1.12.1.6 Telephone number:	
	1.12.1.7 Fax number:	
	1.12.2 Representative 2:	
	1.12.2.1 Full name:	
	1.12.2.2 Position/relationship with	
	applicant:	
	1.12.2.3 Business address:	
	1.12.2.4 Postal address:	
	1.12.2.5 E-mail:	
	1.12.2.6 Telephone number:	



	1.12.2.7 Fax number:		
2. Ap	oplicant's activities		
2.1	Activity applied for	☐ Credit servicing	
		☐ Refinancing	

3. Shareholders/persons referred to in para. 2(b) and para. 2(c) of Law 4354/2015

Full	Holding	Voting rights	Description/	Legal/authorisation
name/Company	(%)	(%)	comments	status
name			(direct/ indirect	
			holding, type of	
			connection/agr	
			eement from	
			which control	
			arises)	



4. Group structure

·
4.1 Please state whether the applicant is a part of a group.□ No
□ Yes
4.2 If the answer to question 4.1 is affirmative, please complete the table below:



Kind of group	Registered/business	Home	Competent	Activities
(under Directive	/trading name of	country	supervisory	
2002/87, as	group leader		authority	
currently in				
force)				
Banking sector				
Insurance				
sector				
Investment				
companies				
sector				
Financial				
conglomerate				
Other				



5. Members of the management body – Key function holders

5.1. Members of the management body

Full name	Country of	Member status	Membership of
	residence	(executive/non-	management
		executive)	bodies of other
			companies
			(refer to
			capacity)



5.2. Key function holders

Full name	Country of	Function	Other capacities
	residence		(e.g.
			membership of
			management
			body of the
			applicant or
			other firm)

6. Amount of applicant's paid-up capital				



C. REQUIRED DOCUMENTATION

		Submitted	N/A
1	Authenticated copy of the articles of association or draft articles of association including all its amendments		
2	Evidence of the location of the head office		
3.a	Authorisation documents for the first representative of the applicant		
3.b	Authorisation documents for the second representative of the applicant		
4	Evidence of the paying-up of the initial capital (para. 1(k) or para. 2(g) of Section A.1)		
5	Documents establishing the origin of funds, issued by an independent and reliable entity		
6	List of shareholders		
7	Business plan (para. 1(d) or para. 2(c) of Section A.1)		
8	Organisational structure with corresponding holding percentages (para. 1(e) of Section A.1)		
9	Organisational and management structure of the company (para. 1(f) of Section A.1)		
10	Policy to prevent conflicts of interest (para. 1(g) of Section A.1)		



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11	IT security policy or appropriate ISO/IEC	
	certificate where IT systems are certified (para.	
	1(h) of Section A.1)	
12	Report on the basic principles and methods for	
	successful loan restructuring (para. 1(i) of	
	Section A.1.)	
13	Procedure for complying with para. 3 of	
	Section B.5 of Chapter B, when required under	
	Article 1(25) of Law 4354/2015 (para. 1(j) of	
	Section A.1)	
14	Statutory declaration by the persons referred to	
	in Article 1(2)(b), (c) and (d) of Law 4354/2015	
	that the relations referred to in Article 1(5)(e) of	
	the said law do not exist (para. 2(b) of Section	
	A.1)	
15	Internal procedures and description of the	
	accounting system and audit procedures (para.	
	2(d) of Section A.1)	
16	Internal procedures and description of the	
	management information system (para. 2(e) of	
	Section A.1)	
17	Outsourcing policy (para. 2(f) of Section A.1)	
18	Other (please specify)	



D. DECLARATION

We, the undersigned, hereby declare that:

- (a) the information and data provided in this questionnaire are 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 authorisation requirements under Article 5 of Law 4354/2015;
- (c) the Bank of Greece shall be notified promptly in writing of any change in the information required hereunder as may occur 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.
- (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.

We warrant that we are authorised to s	ign on behalf of the applicant.
Full name and position	Full name and position
(signature)	(signature)
(Place and date)	



ANNEX II

QUESTIONNAIRE FORM A

Name of target firm		
Name of natural person		

Instructions for completing the application form

- 1. The application form must be duly completed and signed by the obligor. If the application is not submitted by the obligor himself/herself, his/her signature must be legalised by the 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. Any false or misleading information or suppression of important information may give rise, in additional to criminal prosecution, also to doubts about the integrity of the natural person and therefore, his/her suitability for acquisition of a qualifying holding.
- 5. All questions must be duly completed, otherwise the necessary explanations should be provided.
- 6. 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.

7. The completed application shall be submitted confidentially by registered mail addressed as follows:

BANK OF GREECE

Banking Supervision Department

21 E. Venizelos Avenue 10250 Athens

8. If you need any further information in connection with this application, please contact us at:

Tel: +30 210 3205018, 210 3205019

Fax: +30 210 3205400

E-mail: dep.bankingsupervision@bankofgreece.gr

Website: www.bankofgreece.gr



Data of contact person

Name
Surname
Occupation
Company name
· · · ·
Postal address
Fixed phone number (including area code)
Tixed phone number (including area code)
Mobile phone number (optional)
Fax number (including area code)
E-mail



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- 4. Suitability of natural person
- 5. Attachments
- 6. Declaration Authorisation



1.	Information	on the	proposed	acquisition

1.1 If you propose to acquire an indirect holding in the target firm, give the
names of the controlled undertakings of which you are a shareholder, as we
as the percentages of your holdings.

Name	Holding (%)	
1.2 Please state your aim and expectations of the proposed acquisition (e.g. strategic investment, investment portfolio).		

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

	Number and	% of total	Number of	Proportion of
	kind of	capital	voting rights*	voting rights**
	shares			
Direct holding				
Indirect				
holding				



THE EXECUTIVE O				
* If different fro	m the number of	shares.		
** If different fro	om the proportion	n of capital.		
1.4 State the n	umber and kind	of shares (comr	non or preferenc	e) that you will
hold after the	proposed acquis	sition, the amou	nt of these sha	res in the total
capital (in per	centage), the r	number of votin	g rights* propo	rtion of voting
rights**.				
	Number and	% of total	Number of	Proportion of
	kind of	capital	voting rights*	voting rights**
	shares			
Direct holding				
Indirect				
holding				
* If different fro	m the number of	shares.		
** If different from the proportion of capital.				
ii dinerent nom the proportion of capital.				
1.5 Do you plan to become actively involved in the management of the firm?				
□No				
□Yes If	yes, please	provide more	information or	positions of
responsibility/competencies/duties to be undertaken in the firm.				



2. Information on the natural person

2.1 State the capacity in which you complete this questionnaire.

Capacity of the person	
A) natural persons referred to in Article	
1(2)(b) of Law 4354/2015	
B) natural persons referred to in Article	
1(2)(c) of Law 4354/2015	
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 (for residents in Greece) or passport data (for non-residents)
Identity card/passport number:
Issuing authority:
Issue date/expiry date (for passports):
Please attach, as Attachment 1, an authenticated copy of your Police Identity
Card or Passport.
2.8 Citizenship and way of acquisition (birth, naturalisation, marriage).

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			
☐ I live outside Greece and have no re	sidence address in Greece.		
2.10 Please state any relationships referred to in Article 1(5)(e) of Law 4354/2015.			
2.11 Please attach, as Attachment 2, your short CV, which will include:			
information on your education and training;			
previous work experience (with reference to any credit/ financial			
institutions or other organisations of the broader financial sector for			
which you are currently working or have worked in the past and give details on the nature of such activity);			
 current employment status. 			



2.12 Please describe the present status of your debts (kind and amount of debt, creditor, status (performing or non-performing)). Have you, as a natural
person, ever defaulted on your payments and asked your creditors for a
restructuring? How was the default settled? Is there a relevant pending case?
2.13. Give details on the amount and origin of the private financial resources
that will be used to acquire the proposed holding and how this will be funded
that will be used to acquire the proposed holding and how this will be funded (own funds, funds from the banking system, including details on the terms
that will be used to acquire the proposed holding and how this will be funded (own funds, funds from the banking system, including details on the terms (maturities, costs, pledges and guarantees, etc.)). Please attach, as
that will be used to acquire the proposed holding and how this will be funded (own funds, funds from the banking system, including details on the terms
that will be used to acquire the proposed holding and how this will be funded (own funds, funds from the banking system, including details on the terms (maturities, costs, pledges and guarantees, etc.)). Please attach, as
that will be used to acquire the proposed holding and how this will be funded (own funds, funds from the banking system, including details on the terms (maturities, costs, pledges and guarantees, etc.)). Please attach, as
that will be used to acquire the proposed holding and how this will be funded (own funds, funds from the banking system, including details on the terms (maturities, costs, pledges and guarantees, etc.)). Please attach, as
that will be used to acquire the proposed holding and how this will be funded (own funds, funds from the banking system, including details on the terms (maturities, costs, pledges and guarantees, etc.)). Please attach, as

- **2.14** Describe your financial and non-financial interests or relationships with:
- any other current shareholders of the firm;



any person entitled to exercise voting rights of the firm;
 any (incumbent or prospective) member of the management body of the firm; the target firm itself;
any entities in the group the firm is a part of.
2.15 State any existing or contemplated shareholder agreements/ concerted action, within the meaning of Article 23(5) of Law 4261/2014, concerning the firm, and describe the conditions of such agreements.
2.16 State any oral or written arrangements with other (natural or legal) persons that will affect the manner of exercising your voting rights.



3. Direct or indirect holdings in legal person	3.	Direct or	indirect	holdings	in legal	person
--	----	-----------	----------	----------	----------	--------

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 firm					
Name of legal	Nature of	Address	Percentage	Kind of	
person	activities		of holding	relationship	

3.1 Do you hold, directly or indirectly, 10% or more of the capital or voting



4. Suitability of natural person

4.1 Have you ever been accused, convicted of, or investigated for, any civil or
administrative or criminal offence in Greece or abroad?
□No
□Yes If yes, please specify
Please attach, as Attachment 4, authenticated transcript of criminal record
issued by the competent judicial authority, or, in the case of aliens, another
equivalent document.
4.2 Are you the subject of any enforcement action that has been suspended,
in Greece or abroad, in connection with debts to public agencies or private
individuals?
□No
□Yes If yes, please specify

4.3 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? $\hfill\square \mbox{No}$
☐Yes If yes, please specify (kind of sanction, competent authority, brief background)
4.4 Has any bankruptcy or similar proceeding been instituted against you, either by yourself or by another party, in Greece or abroad?□No
□Yes
4.5 Have you ever been adjudicated bankrupt, have your assets ever been frozen and, generally have you ever been party to any such proceedings? Is there any such proceeding in progress? □No
□Yes If yes, please specify

4.6 Has any legal person with which you have had close links, within the meaning of Article 3(35) of Law 4261/2014, or any legal person in which you



have been a member of the management body or key function holder ever been adjudicated bankrupt, or subject to conservatorship or enforcement proceedings or liquidation or bankruptcy proceedings, in Greece or abroad? Is there any such proceeding in progress? \square No □Yes If yes, please specify 4.7 Have you or any company in which you have been an administrator or a management body member ever been held culpable of unauthorised pursuit of regulated business, or been investigated for unauthorised pursuit of regulated business in Greece or abroad? □No □Yes If yes, please specify 4.8 Have you ever obstructed the effective exercise of supervisory functions by competent authorities in Greece or abroad? □No □Yes



4.9 Have you ever been refused authorisation or licence to carry out a trade, business, or profession, or has any such authorisation or licence been withdrawn? □No
□Yes If yes, please specify
4.10 Have you ever been assessed by another supervisory authority, in Greece or abroad, either as a proposed shareholder of a credit institution or as a member of the management body or key function holder?
If yes, please state the name of the authority and attach, as <u>Attachment 5</u> , the relevant documentation.
Have you ever been assessed by any competent authority from another, non-financial sector? If yes, please attach, as Attachment 5 , the relevant documentation.
4.11 State any interest or activity that may be in conflict with the target firm,

and submit proposals for resolving such conflict.



4.12 Provide any other data in support of your application.
minimum survivation and an experience year approximent



5. Attachments

List the required documentation accompanying the questionnaire.

Attachment		Paragraph	Submitted	N/A
1	Authenticated copy of police identity card or passport (for non-residents)	2.7		
2	Short CV	2.11		
3	Documentation of the financing of the proposed acquisition	2.13		
4	Transcript of criminal record issued by the competent judicial authority or equivalent document for non- residents)	4.1		
5	Documentation			



	of any		
	assessment by		
	another financial	4.10	
	or non-financial		
	authority		
6	Others. Please		П
	specify		



6. DECLARATION – AUTHORISATION

and clarifications in respect of this questionnaire;

(a) the information and data prov	vided in this questionr	naire are complete and
true, and I agree to provide the	Bank of Greece with	any further information

I, the undersigned hereby solemnly declare that:

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

The data provided in this questionnaire are considered confidential. These data may be collected and processed by authorised officers of the Bank of Greece legally and legitimately for specific, clear and legitimate purposes, in accordance with the provisions of Law 2472/1997 on the protection of individuals with regard to the processing of personal data, as currently into force.



No information concerning me shall be disclosed or transmitted to any third party, other than in the cases contemplated by law or pursuant to a court judgment.

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

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 firm.

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

(signature)	(Name & position)
Place and date:	



ANNEX II

QUESTIONNAIRE FORM B1 – Direct holding

Name of target firm
Name of legal person

Instructions for completing this questionnaire

- 1. The application form must be duly completed and signed by a person authorised to this effect. The authorisation documents shall be attached together with a declaration under Chapter 9 of this questionnaire. If the application is not submitted by the authorised natural persons themselves, their signatures must be legalised by the 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. Any false or misleading information or suppression of important information may give rise, in additional to criminal prosecution, also to doubts about the suitability of the obligor legal person.
- 5. All questions must be duly completed, otherwise the necessary explanations should be provided.
- 6. The supporting documents accompanying the application shall give 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 annexes.

7. The questionnaire shall be submitted at the following address:

BANK OF GREECE
Banking Supervision Department
21 E. Venizelos Avenue
10250 Athens

8. If you need any further information in connection with this application, please contact us at:

Tel: +30 210 3205018, 210 3205019

Fax: +30 210 3205400

E-mail: dep.bankingsupervision@bankofgreece.gr

Website: www.bankofgreece.gr



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)
E-mail



CONTENTS

- 1. Information on the proposed acquisition
- 2. Information on the legal person
- 3. Information on the persons that control, directly or indirectly, the legal person
- 4. Financing of the acquired holding
- 5. Relations with the target firm
- 6. Suitability of the legal person
- 7. Attachments
- 8. Determination of beneficial owner
- 9. Declaration



1. Information on the proposed acquisition

1.1 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 capital (in percentage), the number of voting rights* and proportion of voting rights**.

	Number and	% of total	Number of	Proportion of
	kind of	capital	voting rights*	voting rights**
	shares			
Direct holding				
Indirect				
holding				
_				

^{*} If different from the number of shares.

1.2 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* proportion of voting rights**.

	Number and	% of total	Number of	Proportion of
	kind of	capital	voting rights*	voting rights**
	shares			
Direct holding				

^{**} If different from the proportion of capital.



Indirect				
holding				
(through				
controlled				
undertakings)				
* If different fro	m the number of	shares.		
** If different from	om the proportion	n of capital.		
1.3 State the le	egal person's air	n and expectation	ons of the propo	sed acquisition
(e.g. strategic i	nvestment, inves	stment portfolio)		



2. Information on the legal person					
2.1 Registered name					
2.2 Trading name)				
2.3 Legal form					
Association of the	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.				
State the registr	ration number of the legal person. If the legal person is				
registered outside	e Greece, state the equivalent of the registration number and				
attach, as Attach	ment 1, the relevant certificate.				
2.5 Authorisation/supervisory regime					
2.6 Address of registered company seat					
Street					
Number					
City					
Country					
Postal code					



2.7 Please attach, as Attachment 2, the financial statements of the legal
person for the last two years, audited according to law.
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 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 give a description of the legal person's activities to date and
indicate the most important of these activities in terms of turnover.
2.10 Please refer to any relationships described in Article 1(5)(e) of Law
4354/2015.
4004/2010.

- **2.11** Describe 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:
- any other current shareholders of the firm;



• any person entitled to exercise voting rights of the firm;

THE EXECUTIVE COMMITTEE

any member of the management body of the firm; and				
the target firm itself, including the group the firm is a part of.				
2.12 Has the legal person ever been assessed by another supervisory				
authority, in Greece or abroad, either as a proposed shareholder (direct or				
ndirect qualifying holding) of a credit institution or as a legal person controlling				
a credit institution?				
f yes, state the name of the said authority and attach, as Attachment 3, the				
relevant documents that contain the findings. If there is a similar assessment				
by any competent authority from another, non-financial sector, please attach,				
as Attachment 3, the relevant documents.				
□ No				
7. V				
☐ Yes If yes, please specify				
2.13 If the legal person is a member of a group, either as parent company or				

affiliate, please determine the group and the comprised legal persons. Please

attach, as Attachment 4, an organisational chart of the group's structure, as

well as the holding percentages and voting rights.



2.14 State any credit institutions to which the legal person is affiliated or has		
been affiliated during the last ten years and the form of such affiliation.		
2.15 Is the legal person listed on a stock exchange in Greece or abroad?		
□ No		
☐ Yes If yes, please specify		
2.16 Describe the current condition of the legal person's debts (kind and		
amount of debt, creditor, status (performing or non-performing)). Has the legal		
person ever defaulted on payments and asked creditors for a restructuring?		
How was the default settled? Is there a relevant pending case?		



- 3. Information on the persons that control, directly or indirectly, the legal person
- **3.1** Please attach, as <u>Attachment 5</u>, the shareholding structure of the legal person (identity, address, percentage of holding in capital and voting rights) and information on:
- (a) Any legal persons that are closely linked, within the meaning of Article 3(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 3691/2008, 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, within the meaning of Article 106(1) of Law 2190/1920, on the management of the legal person.
- **3.2** 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 8 of this Questionnaire.



4. Financing of the acquired holding

4.1 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 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 <u>Attachment 6</u>.



5. Relations with the target firm

business cod agreements o	e legal person plan to enter into agreements or undertake any operation with the target firm? Please mention any such existing or business cooperation.
☐ Yes If yes,	please specify
	ne provisions of any existing or contemplated shareholder's between the legal person and new and existing shareholders in e target firm.
5.3 Is there target firm?	any interest of the legal person that may be in conflict with the
□ No	
□ Yes	If yes, submit proposals for resolving such conflict



6. Suitability of the legal person

6.1 During the last ten years, has the legal person, or any members of its management body, or any legal person it has close links with, within the meaning of Article 3(35) of Law 4261/2014, been investigated by any competent supervisory authority, in Greece or abroad?
□ No
☐ Yes If yes, please specify
6.2 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
6.3 Has any prosecution or investigation ever been carried out, or have any civil, criminal or administrative sanctions ever been imposed on the legal person, or any members of its management body, or on any legal person it has close links with, within the meaning of Article 3(35) of Law 4261/2014, in Greece or abroad?



6.4 Has the legal person, or any members of its management body, or any legal person it has close links with, within the meaning of Article 3(35) of Law 4261/2014, ever been the subject of administrative or disciplinary sanctions imposed by any supervisory authority, professional body or government agency due to non-compliance with provisions of the legislation in force?
□ No
☐ Yes If yes, please specify
6.5 During the last ten years, has the legal person, or any members of its management body, or any legal person it has close links with, within the meaning of Article 3(35) of Law 4261/2014, been: (a) adjudicated bankrupt? (b)subject to conservatorship, enforcement or liquidation proceedings, or bankruptcy or relevant resolution proceedings? (c) subject to an application for similar proceedings? □ No □ Yes
6.6 Provide any other data in support of your application.



7. Attachments

Please list the required supporting documents that accompany this questionnaire

Attachm	nent	Paragraph	Submitted	N/A
1	Authenticated copy of articles of association, registration certificate	2.4		
2	Financial statements	2.7		
3	Documents concerning any assessment by a financial or non-financial authority	2.12		
4	Organisational chart of the group's structure	2.13		
5	Shareholding structure of the legal person	3.1		



6	Documents concerning the financing of the proposed acquisition	4.1	
7	Other information. Please explain		



8. Determination of beneficial owner

(To be completed in order to determine the beneficial owner of the acquiring legal person under question 3.1)

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

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 arrangements, 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 arrangement provided that the future beneficiaries have already been determined. ☐ The category of persons in the interest of which the legal entity or arrangement has mainly been established, 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 arrangement.



9. DECLARATION

(a) the information and data provided in this questionnaire are complete and true, and we agree to provide the Bank of Greece with any further information

The undersigned, hereby solemnly declare that:

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 certify 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, my current and previous employers, credit

institutions, other domestic or foreign supervisory or regulatory authorities), as

necessary to verify data provided in this questionnaire.

The data provided in this questionnaire are considered confidential. These

data may be collected and processed by authorised officers of the Bank of

Greece legally and legitimately for specific, clear and legitimate purposes, in

accordance with the provisions of Law 2472/1997 on the protection of

individuals with regard to the processing of personal data, as currently into

force.

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No such information shall be disclosed or transmitted to any third party, other than in the cases contemplated by law or pursuant to a court judgment.

Whenever needed or considered appropriate by the Bank of Greece, we shall assist and cooperate in order to achieve compliance with the obligations that are incumbent either upon the legal person or upon the target firm.

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

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)	
(Name & position)	(Name & position)
(signature)	(signature)
Place and date:	



ANNEX II

QUESTIONNAIRE FORM B2 – Indirect holding

Name of target firm
Name of legal person

Instructions for completing this questionnaire

- 1. The application form must be duly completed and signed by a person authorised to this effect. The authorisation documents shall be attached together with a declaration under Chapter 8 of this questionnaire. If the application is not submitted by the authorised natural persons themselves, their signatures must be legalised by the 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. Any false or misleading information or suppression of important information may give rise, in additional to criminal prosecution, also to doubts about the suitability of the obligor legal person.
- 5. All questions must be duly completed, otherwise the necessary explanations should be provided.
- 6. The supporting documents accompanying the application shall give 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 annexes.

7. The questionnaire shall be submitted at the following address:

BANK OF GREECE
Banking Supervision Department
21 E. Venizelos Avenue
10250 Athens

8. If you need any further information in connection with this application, please contact us at:

Tel: +30 210 3205018, 210 3205019

Fax: +30 210 3205400

E-mail: dep.bankingsupervision@bankofgreece.gr

Website: www.bankofgreece.gr



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)
E-mail



CONTENTS

- 1. Information on the proposed acquisition
- 2. Information on the legal person
- 3. Information on the persons that control, directly or indirectly, the legal person
- 4. Financing of the acquired holding
- 5. Relations with the target firm
- 6. Attachments
- 7. Determination of beneficial owner
- 8. Declaration



1. Information on the proposed acquisition

1.1 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 capital (in percentage), the number of voting rights* and proportion of voting rights**.

	Number and	% of total	Number of	Proportion of
	kind of	capital	voting rights*	voting
	shares			rights**
Indirect				
holding				

^{*} If different from the number of shares.

1.2 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* proportion of voting rights**.

	Number and	% of total	Number of	Proportion of
	kind of	capital	voting rights*	voting
	shares			rights**
Indirect				
holding				

^{*} If different from the number of shares.

^{**} If different from the proportion of capital.

^{**} If different from the proportion of capital.



2. Information or	n the legal person
2.1 Registered na	ame
2.2 Trading name	;
2.3 Legal form	
2.4 Address of re	gistered company seat
Street	
Number	
City	
Country	
Postal code	
2.5 Please provid	e a brief description of the legal person's activities to date.
2.6 Please refer 4354/2015.	to any relationships described in Article 1(5)(e) of Law



2.7 Has the legal person ever been assessed by another supervisory authority, in Greece or abroad, as a proposed shareholder (owning a direct or indirect holding)? If yes, state the name of the said authority and attach, as Attachment 1, the relevant documents that contain the findings. If there is a similar assessment by any competent authority from another, non-financial sector, please attach, as Attachment 1, the relevant documents. □ No ☐ Yes If yes, please specify 2.8 If the legal person is a member of a group, either as parent company or affiliate, please determine the group and the comprised legal persons. Please attach, as Attachment 2, an organisational chart of the group's structure, as well as the holding percentages and voting rights. **2.9** Is the legal person listed on a stock exchange in Greece or abroad? □ No ☐ Yes If yes, please specify



- 3. Information on the persons that control, directly or indirectly, the legal person
- **3.1** Please attach, as <u>Attachment 3</u>, 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(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 3691/2008, and the way of determining the beneficial owner.² 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, within the meaning of Article 106(1) of Law 2190/1920, on the management of the legal person.
- **3.2** 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?

□ Yes	If yes, please specify
□ No	

² For the determination of the beneficial owner, please complete Chapter 7 of this Questionnaire.



□ No

☐ Yes If yes, please specify

4. Financing of the acquired holding

4.1 Give details of the cost of the asset	essed holding, how you plan to finance
it, as well as the sources of the funds.	
Cost	Information on the financing of the
	acquisition
5. Relations with the target firm	
5.1 Does the legal person plan to en	ter into agreements or undertake any
business cooperation with the target fi	rm? Please mention any such existing
agreements or business cooperation.	

5.2 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 firm.



5.3 Is there target firm?	any interest of the legal person that may be in conflict with the
□ No	
□ Yes	If yes, submit proposals for resolving such conflict



6. Attachments

Please list the required supporting documents that accompany this questionnaire.

Attachment		Paragraph	Submitted	N/A
1	Documents concerning any assessment by a financial or non-financial authority	2.7		
2	Organisational chart of the legal person's structure	2.8		
3	Shareholding structure of the legal person	3.1		
4	Other information. Please explain			



(a) Regarding companies:

7. Determination of beneficial owner

(To be completed in order to determine the beneficial owner of the acquiring legal person under question 3.1)

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

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

□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 arrangements, 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 arrangement, provided that the future beneficiaries have already been determined. □The category of persons in the interest of which the legal entity or arrangement has mainly been established, 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 arrangement.



8. <u>DECLARATION</u>

(a) the information and data provided in this questionnaire are complete and true, and we agree to provide the Bank of Greece with any further information

The undersigned, hereby solemnly declare that:

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 certify 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, my current and previous employers, credit institutions, other domestic or foreign supervisory or regulatory authorities), as necessary to verify data provided in this questionnaire.

The data provided in this questionnaire are considered confidential. These data may be collected and processed by authorised officers of the Bank of Greece legally and legitimately for specific, clear and legitimate purposes, in accordance with the provisions of Law 2472/1997 on the protection of individuals with regard to the processing of personal data.

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No such information shall be disclosed or transmitted to any third party, other than in the cases contemplated by law or pursuant to a court judgment.

Whenever needed or considered appropriate by the Bank of Greece, we shall assist and cooperate in order to achieve compliance with the obligations that are incumbent either upon the legal person or upon the target firm.

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

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)	
(Name & position)	(Name & position)
(signature)	(signature)
Place and date:	



ANNEX II

QUESTIONNAIRE FORM C

Name of target firm
Name of natural person

Instructions for completing the application form

- 1. The application form must be duly completed and signed by the obligor. If the application is not submitted by the obligor himself/herself, his/her signature must be legalised by the 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. Any false or misleading information or suppression of important information may give rise, in additional to criminal prosecution, also to doubts about the integrity of the natural person and therefore, his/her suitability for taking up of the duties applied for.
- 5. All questions must be duly completed, otherwise the necessary explanations should be provided.
- 6. 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.

7. The completed application shall be submitted confidentially by registered mail addressed as follows:

BANK OF GREECE
Banking Supervision Department
21 E. Venizelos Avenue
10250 Athens

8. If you need any further information in connection with this application, please contact us at:

Tel: +30 210 3205018, 210 3205019

Fax: +30 210 3205400

E-mail: dep.bankingsupervision@bankofgreece.gr

Website: www.bankofgreece.gr



Data of contact person

Name
Surname
Occupation
Company name
Postal address
Fixed phone number (including area code)
Factoria
Mobile phone number (optional)
Fax number (including area code)
E-mail
L-IIIaII



CONTENTS

- 1. Personal data
- 2. Professional experience, academic and professional qualifications
- 3. Suitability of natural person
- 4. Relations with other persons/organisations
- 5. Letters of recommendation
- 6. Attachments
- 7. Declaration Authorisation



1. Personal data

1.1 Please check the duties that you wish to perform within the target firm:		
☐ Member of the management body		
☐ Executive member		
□ Non-executive member		
☐ Non-executive independent member		
☐ Chair of the management body		
☐ Vice-chair of the management body		
□ CEO		
□ Deputy CEO		
□ Other – Please specify		
□ AML/CTF Officer under Law 3691/2008		
1.2 Name		
1.3 Surname		



1.4 Father's name	
1.5 Date of birth	
1.6 Country and city of birth	
1.7 Identity data (for residents in Greec	e) or passport data (for non-residents)
Identity card/passport number:	
Issuing authority:	
Issue date/expiry date (for passports):	
Please attach, as <u>Attachment 1</u> , an aut Card or Passport.	henticated copy of your Police Identity
1.8 Citizenship and way of acquisition (birth, naturalisation, marriage).
1.9 Current residence address (plea	se indicate whether you stay at this
address for less than 180 days per yea	r)
Street	
Number	



City					
Country					
Postal code					
I stay at this address for less than 180 of	days per year. YES □ NO □				
In case you have also a residence add	ess abroad, please provide the				
relevant details below. If you stay only a	abroad please provide the relevant				
details below.					
Street					
Number					
City					
Country					
Postal code					
I stay abroad and I do not have an address in Greece. YES □ NO □					
1.10 Please describe the present status of your debts (kind and amount of debt, creditor, status (performing or non-performing)). Have you, as a natural person, ever defaulted on your payments and asked your creditors for a restructuring? How was the default settled? Is there a relevant pending case?					
1.11 Are you aware of the obligations and duties attendant to your position under the legislation in force?Yes, I have been informed □ No, I have not been informed □					



1.12 Please provide any further data in support of your application.
□ YES □ NO
basis
confirm that I am willing to comply with the relevant legislation on an ongoing



2. Professional experience, academic and professional qualifications

Please attach, as <u>Attachment 2</u>, a CV including data and information on the following:

2.1 Professional experience

Your full employment record, starting with your most recent job, including such information as the reasons of termination of employment or any periods of unemployment. Provide your full employment record for the last ten years, including, for every job:

- start and end date of employment;
- o employer's name, address and nature of business;
- the position you held, including information on your responsibilities and decision-making powers; and
- any experience and knowledge you gained which are relevant to the proposed position.

2.2 Academic qualifications

Please provide details of your academic qualifications (institutions, degrees/certificates awarded).

2.3 Professional qualifications and membership in professional bodies

- Full names of professional bodies
- Full titles of professional qualifications acquired
- Dates of award of professional qualifications (month-year)
- Position in the professional body and effective dates (month year)
- o Relevance of qualifications or memberships to the proposed position.



2.4 Other relevant education/training

Please provide details on any other education or training that is relevant to the proposed position.



3. Suitability of natural person

3.1 Have you ever been accused, convicted of, or investigated for, any civil or administrative or criminal offence in Greece or abroad?						
□ No						
☐ Yes If yes, please specify						
Please attach, as <u>Attachment 3</u> , authenticated transcript of criminal record issued by the competent judicial authority, or, in the case of aliens, another equivalent document.						
3.2 Are you the subject of any enforcement action that has been suspended, in Greece or abroad, in connection with debts to public agencies or private individuals? □ No						
☐ Yes If yes, please specify						

3.3 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? □ No
$\hfill\square$ Yes \hfill If yes, please specify (kind of sanction, competent authority, brief background)
3.4 Has any bankruptcy or similar proceeding been instituted against you, either by yourself or by another party, in Greece or abroad?□ No
□ Yes
3.5 Have you ever been adjudicated bankrupt, have your assets ever been frozen and, generally have you ever been party to any such proceedings? Is there any such proceeding in progress? □ No
☐ Yes If yes, please specify

3.6 Has any legal person with which you have had close links, within the meaning of Article 3(35) of Law 4261/2014, or any legal person in which you



have been a member of the management body or key function holder ever been adjudicated bankrupt, or subject to conservatorship or enforcement proceedings or liquidation or bankruptcy proceedings, in Greece or abroad? Is there any such proceeding in progress? □ No □ Yes If yes, please specify
3.7 Have you ever resigned any post, in Greece or abroad, in order to avoid legal or disciplinary action against you?□ No
□ Yes
 3.8 Have you or any company in which you have been an administrator or a management body member or a key function holder ever been held culpable of unauthorised pursuit of regulated business, or been investigated for unauthorised pursuit of regulated business in Greece or abroad? □ No □ Yes If yes, please specify



3.9 Have you ever obstructed the effective exercise of supervisory functions
by competent authorities in Greece or abroad?
□ No
□ Yes
3.10 Have you ever been refused authorisation or licence to carry out a trade,
business, or profession, or has any such authorisation or licence been
withdrawn?
□ No
☐ Yes If yes, please specify
3.11 Have you ever been assessed by another supervisory authority, in
Greece or abroad, either as a proposed shareholder of a credit institution or
as a member of the management body or key function holder?
If yes, please state the name of the authority and attach, as Attachment 4, the
relevant documentation.
Have you ever been assessed by any competent authority from another, non-
financial sector? If yes, please attach, as Attachment 4, the relevant
documentation.



4.	Relations	with	other	persons/	orc	ıanisat	tions

4.1 Do you hold, directly or indirectly, a stake in the capital and/or are a member of the management body of another firm, in Greece or abroad?						
Holder of a stake □						
Please provide the	followinç	g information:				
Company name	Kind of	Kind of holding (direct/ indirect) Percentage				
Member of the mar	nagemer	nt body □				
Please provide the	followinç	g information:				
Company name		Position (executive	End	of term		
		member etc.)				
•		s referred to in the answiship with the target firm?		o question 4.1 above		
If yes, provide the following information:						
(a) name of the cor	npany, it	s main activities, etc.; a	nd			



(b) nature of the business relationship.
4.3 Please disclose any relations referred to in Article 1(5)(e) of Law 4354/2015.
 4.4 Please disclose any financial or non-financial interests, as well as any relations between you or your spouse, descendants or ascendants with: shareholders of the target firm, persons holding voting rights in the target firm, members (whether incumbent or candidate) of the management body; the firm itself, legal persons of the group the firm is a member of.
4.5 Please disclose any potential conflict of interests or activities with the applicant.If there is any such conflict, submit proposals for resolving it.



5. Letters of recommendation

Please provide the contact data of two persons from which the Bank of Greece could contact for letters of recommendation.

Name	
Surname	
Company	
Position	
Telephone number	
E-mail	



6. Attachments

Please list the required supporting documents that accompany the application.

Attachment		Paragraph	Submitted	N/A	
1	Authenticated				
	copies of police				
	identity card or	17			
	passport (for non-				
	residents)				
2	CV	2			
3	Transcript of				
	criminal record				
	issued by the				
	competent judicial	3.1	П		
	authority or other				
	equivalent				
	document for				
	non-residents				
4	Documents				
	concerning any				
	assessment by a	3.11			
	financial or non-				
	financial authority				
5	Others. Please				
	specify				



7. DECLARATION - AUTHORISATION

(a) the information and data provided in this questionnaire are complete and
true, and I agree to provide the Bank of Greece with any further information
and clarifications in respect of this questionnaire;

I, the undersigned hereby solemnly declare that:

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

The data provided in this questionnaire are considered confidential. These data may be collected and processed by authorised officers of the Bank of Greece legally and legitimately for specific, clear and legitimate purposes, in accordance with the provisions of Law 2472/1997 on the protection of individuals with regard to the processing of personal data, as currently in force.



No information concerning me shall be disclosed or transmitted to any third party, other than in the cases contemplated by law or pursuant to a court judgment.

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

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 firm.

This declaration extends to both the current and any future data and

information concerning myself, which are collected for supervisory purposes	
(signature)	(Name & position)
(oignataro)	(Marile & position)
Place and date:	