**ANNEX ΙΙ**

**QUESTIONNAIRE FORM Β1 – 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

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

\* If different from the number of shares.

\*\* If different from the proportion of capital.

**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 kind of shares | % of total capital | Number of voting rights\* | Proportion of voting rights\*\* |
| Direct holding |  |  |  |  |
| Indirect holding  (through  controlled  undertakings) |  |  |  |  |

\* If different from the number of shares.

\*\* If different from the proportion of capital.

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

**2. Information on the legal person**

**2.1** Registered name

**2.2** Trading name

**2.3** Legal form

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

State the registration number of the legal person. If the legal person is registered outside Greece, state the equivalent of the registration number and attach, as Attachment 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.

**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;

• 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 indirect qualifying holding) of a credit institution or as a legal person controlling a credit institution?

If 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

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 Attachment 5, 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]](#footnote-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

**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 Attachment 6.

**5. Relations with the target firm**

**5.1** Does the legal person plan to enter into agreements or undertake any business cooperation with the target firm? Please mention any such existing agreements or business cooperation.

No

Yes If yes, please specify

**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 any interest of the legal person that may be in conflict with the target firm?

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 If yes, please specify

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

**7. Attachments**

Please list the required supporting documents that accompany this questionnaire

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| **Attachment** |  | **Paragraph** | **Submitted** | | **N/A** | |
| **1** | Authenticated copy of articles  of association, registration  certificate | 2.4 |  | |  | |
| **2** | Financialstatements | 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**

The undersigned , hereby solemnly 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 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.

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)

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(signature) (signature)

Place and date:

1. For the determination of the beneficial owner, please complete Chapter 8 of this Questionnaire. [↑](#footnote-ref-1)