ANNEX II

QUESTIONNAIRE

Fit and proper assessment of members of the board of directors and

key function holders

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

Instructions for completing the questionnaire

1. The questionnaire must be duly completed and signed by the appointee and the institution, with legalisation of the signature by a competent administrative authority.

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

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

4. The certificates submitted together with this questionnaire should have been issued no more than three months before the submission of the questionnaire.

5. Any false or misleading information or suppression of important information may give rise, in additional to criminal prosecution, also to doubts about the integrity of the appointee and, therefore, his suitability.

6. All questions must be duly completed, otherwise the necessary explanations should be provided.

7. The supporting documents accompanying the questionnaire shall give a crossreference to the relevant paragraph and shall be attached to the questionnaire as Attachments, numbered as specified herein and not consecutively, i.e. omitting the numbers of any missing/non-applicable attachments.

8. Submission of the questionnaire and the documentation in paper form should be accompanied by an electronic file storage (a CD or USB) containing all the documentation in PDF format.

1

The questionnaire and the relevant documentation shall be submitted in a sealed envelope at the following address: BANK OF GREECE Banking Supervision Department 21, E. Venizelos Ave., 10250 Athens Telephone: +30 210 3205019 Fax: +30 210 3205400 Email: dep.bankingsupervision@bankofgreece.gr

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

Data of contact person in the institution

Data of contact person in the institution	
Name	
Surname	
Occupation	
Postal address	
Fixed phone number (including area	
code)	
Mobile phone number (optional)	
Fax number (including area code)	

Email address	
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CONTENTS

- 1. Personal information of the appointee
- 2. Position for which the questionnaire is submitted
- 3. Education and professional experience
- 4. Time commitment
- 5. Reputation
- 6. Conflicts of interest
- 7. Letters of recommendation
- 8. Collective suitability
- 9. Additional information and Attachments
- 10. Declaration authorisation by the appointee
- 11. Declaration by the credit institution

12. Declaration – authorisation by other natural persons whose personal data are included in this questionnaire

1. <u>Personal information of the appointee</u>

1.1 Name

1.1.1 Title

1.1.2 First name

1.1.3 Family name

1.1.4 Father's name

1.1.5 Middle name(s)

1.2 Previous name

1.2.1 Title

1.2.2 First name

1.2.3 Family name

1.2.4 Middle name(s)

1.2.5 Date and reason for change

1.3 Date of birth

1.4 Country and city of birth

1.5 Nationalities

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

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

1.7 Contact phone number (*including country code*)

1.8 Email address

1.9 Current residence

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

Please attach, as <u>Attachment 2</u>, evidence of your current residence.

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

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

Please attach, as <u>Attachment 2</u>, evidence of your permanent residence.

1.11 State the sources and total amount of your income, attaching, as <u>Attachment 3</u>, authenticated copies of your income tax returns in Greece and abroad (for income taxed abroad), as well as your tax review forms for the last three years.

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

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

2. Position for which questionnaire is submitted

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

Member of the board of directors

Executive director	

Non-executive director

Non-executive independent directed

- Chairperson of the board of directors
- Vice-chairperson of the board of directors

Managing director

- Deputy managing director
- Person effectively directing the business of the institution
- Representative of the Greek State under Law 3723/2008
- Representative of the Hellenic Financial Stability Fund under Law 3864/2010
- Other Please provide details:

.....

Key Function Holder

- Head of the internal audit function
- Head of the risk management function
- Head of the compliance function
-] Chief financial officer

Member of the audit committee

AML/CTF Officer

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

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

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

Start date for the appointment	
Term of office	
Is the person to be appointed replacing	YES
somebody else?	NO
If YES, who and why?	

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

Contract for services

Partner

Employee

Other – please explain:

.....

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

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

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

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

3. Education and professional experience

3.1 Education

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

Official	Field of	Date	Educational	Perio	od of study
Degree/Certificate	study		organisation	From	То
			(university, centre of		
			studies)		

3.2 Professional experience related to banking/financial sector

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

subordinates. If necessary, please provide any additional information in the field below.

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

Please provide any additional information if necessary:

3.3 Other relevant experience outside the financial sector

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

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

below.

Please provide any additional information if necessary:

3.4 If you do not have relevant experience, then please list below any potential compensating factors (e.g. size of entity; other compensating experience;

¹ Total assets (year-end data)

² Total turnover and international presence.

degree/academic experience; overall suitability; specialised knowledge; limited appointment in terms of the role of the appointment; other special cases)

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

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

3.6 Other specialised experience.

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

3.8 Please attach, as <u>Attachment 7</u>, your CV.

The following question must be answered by the institution

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

YES

NO

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

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

4. <u>Time commitment</u>

[*To be completed <u>only</u> where the appointee wishes to become a member of the board of directors*]

4.1 What time commitment is required for the function involved?

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

_ YES _ NO

Entity (please mark listed companies with*)	Country	Description of the entity's activity	Size of entity ³	Function within the entity: executive director/ non- executive director/ other	Cases under Art. 83(3) & (5) of L. 4261/2014	Cases under Art. 83(4) of L. 4261/201 4	Additional responsibilities such as membership of committees, etc.	Time commitment per week (hours) and per year (days) (to include additional responsibilit ies)	Term of mandate (as of – until)	No. of meeting s per year	Any additional comments/ information

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

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

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

5. <u>Reputation</u>

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

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

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

- NO
- YES

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

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

5.2 Do the entities you are/were related with, as described hereinabove, have any previous convictions in civil or administrative proceedings which had an impact on your or the above entities' reputation or significant impact on your or the above entities' financial soundness (including convictions under appeal), in Greece or abroad? Is there any civil or administrative investigation in progress, in Greece or abroad?

NO

YES

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

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

NO

YES

If YES, please provide details below.

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

NO

YES

If YES, please provide details below.

5.5 Has any bankruptcy or pre-bankruptcy or similar resolution proceeding been instituted against you, in Greece or abroad? Is there any such proceeding in progress? Have you ever been, or are you currently, subject to any procedure for settlement of debts of overindebted natural persons or debt restructuring under Law 4469/2017? Are any other similar legal measures currently in force against you?

Has any injunction ever been issued against you pending the determination of a bankruptcy proceeding (e.g. prohibition to sell or acquire assets, freezing of assets, suspension of creditor proceedings, appointment of a sequestrator)?

Is there any such proceeding in progress?

___ No

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

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

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

___ NO

YES

If YES, please provide details below.

5.7 Are you the subject of any enforcement action that is in progress or has been suspended, in Greece or abroad, in connection with debts to public agencies or private individuals?

NO

YES

If YES, please provide details below.

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

NO

YES

If YES, please provide details below.

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

NO

YES

If YES, please provide details below.

5.10 Describe the current condition of your debts. Have you provided any guarantees or commitments or any other personal or physical collateral in connection with any

financial claims on, or obligations of, any other natural or legal person? If YES, please provide details below.

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

NO

] YES

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

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

NO

YES

5.13 Has any of your relatives up to the second degree, by blood or alliance, as well as your spouse, registered partner, cohabitee or other relation with whom you share living accommodation ever been parties to any litigation or entered into any judicial settlement that had a material impact on your financial condition?

Is there any such proceeding in progress?

If yes, please specify, including any penalties imposed.

5.14 Has any of your relatives up to the second degree, by blood or alliance, as well as your spouse, registered partner, cohabitee or other relation with whom you share living accommodation ever been convicted in any criminal, civil and administrative proceeding in Greece or abroad?

Is there any such proceeding in progress?

If yes, please specify, including any penalties imposed.

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

YES

NO

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

6. Conflicts of interest

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

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

- other members of the board of directors and/or key function holders of the credit institution, the parent undertaking or its subsidiaries (if any)?

- a person that has a qualifying holding, within the meaning of Article 3(1)(33) of Law 4261/2014, in the credit institution, the parent undertaking or their subsidiaries (if any)?

NO

YES

If YES, please provide details below.

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

NO

YES

If YES, please provide the following information:

- a description of the type and content of the business and the obligations of both parties;

- if relevant, the name of the company;

- the relevant period of this relationship.

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

__ NO

YES

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

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

- the credit institution, the parent undertaking or their subsidiaries?

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

- NO
- YES

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

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

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

		investment)

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

NO

YES

If YES, please provide the following information:

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

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

NO



If YES, please provide the following information:

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

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

NO

YES

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

If YES, please provide the following information:

• the nature of the position;

• the specific powers related to or the obligations of this position;

• the relationship between this position (or the entity where this position is held) and the credit institution, the parent undertaking or their subsidiaries.

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

NO

YES

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

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

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

The following question must be answered by the institution

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

7. <u>Letters of recommendation</u>

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

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

8. <u>Collective suitability</u>

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

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

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

9. Additional information and attachments

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

The following question must be answered by the institution

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

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

Annex		Paragraph	Tick (√) if submitted or indicate "n/a"
1	Authenticated copy of ID or passport	1.6	
2	Evidence of residence	1.9, 1.10	
3	Income tax returns and tax review forms for the last three years	1.11	
4	Minutes of the board of directors or other body as evidence of your appointment	2.1	
5	Copy of approval or rejection decision of a supervisory authority	2.5	
6	Authenticated copies of qualifications	3.1	
7	CV	3.8	
8	Documents in relation to the questions in Section 5		
9	Transcript of criminal record or other equivalent document for non-residents	5.1	
10	Certificate of non-adjudication in bankruptcy	5.5	
11	Certificate of non-filing of an application for adjudication in	5.5	

	bankruptcy		
12	Certificate of non-filing of an application for suspension of payments	5.5	
13	Certificate of non-filing of an application for settlement – resolution under Article 99 of Law 3588/2007	5.5	
14	Certificate of non-filing of an application for composition in bankruptcy	5.5	
15	Certificate of non-filing of an application for dissolution of the company	5.5	
16	Certificate of non-filing of an application for a reorganisation plan	5.5	
17	Certificate of non-filing of an application for placement under special liquidation	5.5	
18	Certificate of non-placement under compulsory administration	5.5	
19	Certificate of non-filing of an application for placement under compulsory administration	5.5	
20	Other information. Please explain		

10. DECLARATION – AUTHORISATION BY THE APPOINTEE

I, the undersigned, hereby solemnly declare that:

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

(b) I am aware that any wilful or negligent provision of untrue or misleading information to the Bank of Greece also entails criminal sanctions;

(c) I hereby provide my express permission to the Bank of Greece and its duly authorised staff to seek and obtain information from any other party (including, but not limited to, my current and previous employers, institutions, other domestic or foreign supervisory or regulatory authorities), as necessary to verify data provided in this questionnaire;

(d) the institution shall be notified promptly in writing of any change in the information in this questionnaire;

(e) I confirm that I am aware of the responsibilities arising from the EU and national legislation which are of relevance to the function for which a positive assessment is sought, and also confirm the intention to ensure continued compliance with them;

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

(g) whenever needed or considered appropriate by the Bank of Greece, I shall assist and cooperate in order to achieve compliance with the obligations that are incumbent either upon myself personally or upon the institution concerned; and

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

(Signature)	(Full name and position)

(Place and Date)

11. DECLARATION BY THE CREDIT INSTITUTION

I, the undersigned, hereby confirm that:

(a) the information provided in this questionnaire is accurate and complete to the best of my knowledge;

(b) the institution will notify the Bank of Greece immediately in writing if there is any material change* in the information provided;

(c) the institution has requested the full information necessary to assess the appointee's suitability and it has given due consideration to that information in determining the appointee to be fit and proper;

(d) the description of the function for which a positive assessment is sought accurately reflects the aspects of the activities of the institution which it is intended that the appointee will be responsible for;

(e) the institution believes, on the basis of due and diligent enquiry and by reference to the fit and proper criteria as laid down in national and EU law, that the appointee is a fit and proper person to perform the function as described in this questionnaire;

(f) the institution has made the appointee aware of the regulatory responsibilities associated with the function as described in this questionnaire; and

(g) I have authority to submit this questionnaire and provide the declarations given by, and sign this questionnaire on behalf of, the institution.

Name:	 Signature:	
Position:	 Date:	

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

12. <u>DECLARATION – AUTHORISATION BY OTHER NATURAL</u> <u>PERSONS WHOSE PERSONAL DATA ARE INCLUDED IN THE</u> <u>QUESTIONNAIRE</u>

I, the undersigned, hereby solemnly declare that:

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

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

(Signature)	(Full name and position)

(Place and Date)