



## **BANK OF GREECE**

**EUROSYSTEM**

**THE EXECUTIVE COMMITTEE**

### **ANNEX II QUESTIONNAIRE FORM B**

<p><b>Name of target credit institution</b></p> <p>.....</p> <p><b>Name of legal person</b></p> <p>.....</p>
--

#### *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 10 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 addition 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**  
Supervision of Credit and Related Financial Institutions Department  
3 Amerikis St.  
10250 Athens

Tel: +30 210 3205019  
Fax: +30 210 3205400  
E-mail: [dep.bankingsupervision.gr@bankofgreece.gr](mailto:dep.bankingsupervision.gr@bankofgreece.gr)  
Website: [www.bankofgreece.gr](http://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. Members of the management body and persons that effectively direct the business of the acquiring credit institution
4. Information on the persons that control directly or indirectly, through controlled undertakings, the legal person
5. Financing of the acquired holding
6. Information on the acquired holding
7. Suitability of the legal person
8. Attachments
9. Determination of beneficial owner
10. Declaration

## 1. Information on the proposed acquisition

### 1.1 Name of the target credit institution

--

1.2 State the number and kind of shares (common or preference) already held (if any) by the legal person before the proposed acquisition, the amount of these shares in the total 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 (through controlled undertakings)				

\* If different from the number of shares.

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

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

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

--

1.5 State the holding percentage in the credit institution that the legal person, or any legal person it has close links with, within the meaning of Article 2(16) of Law 3601/2007, plans to acquire.

--

## **2. Information on the legal person**

### **2.1 Registered name**

--

### **2.2 Business 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 Address of registered company seat**

Street	
Number	
City	
Country	
Postal code	

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

- No      ▶ Please specify  
 Yes

Street	
Number	
City	
Country	
Postal code	

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

**2.7** Please attach, as Attachment 2, the financial statements (on both a solo and consolidated basis) of the legal person and any legal persons with which it has close links, within the meaning of Article 2(16) of Law 3601/2007 (including any credit and financial institutions or insurance firms), for the last three years, audited according to law by chartered accountants or audit firms.

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

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

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

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

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

- a. any other current shareholders of the credit institution;
- b. any person entitled to exercise voting rights of the credit institution;
- c. any member of the management body or key function holder of the credit institution;
- d. the target credit institution itself, including the group the credit institution is a part of.

**2.11** Has the legal person ever been assessed by another supervisory authority, in Greece or abroad, either as a proposed shareholder 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 5, 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 5, the relevant documents.

No

Yes ▶ If yes, please specify

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

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

Name of legal person

Home country

Information on the supervisory authority

Description of the legal person's activities

**2.14** State any credit institutions 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** State the amount in the total capital (in percentage) and the proportion of voting rights held on behalf of the legal person by other parties, within the meaning of Article 24(2)(a) and (b) of Law 3601/2007, as currently in force, explaining the existing legal relationships.

**2.17** Has the legal person, or the members of its management body, or any closely linked legal persons, within the meaning of Article 2(16) of Law 3601/2007, ever defaulted on payments and asked creditors for a restructuring?

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

Specify including the relevant legal consequences or any sanctions imposed.



**3. Members of the management body and persons that effectively direct the business of the acquirer**

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

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

**3.2** Provide the following details on the members of the management body of the legal person.

Full name	Date of birth	Position

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

Full name	Date of birth	Position

**4. Information on the persons that control directly or indirectly, through controlled undertakings, the legal person**

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

(a) Any legal persons that are closely linked, within the meaning of Article 2(16) of Law 3601/2007, with the legal person (name, seat, object etc.).

(b) The beneficial owner of the legal person, within the meaning of Article 4(16) of Law 3601/2008, and the way of determining the beneficial owner.<sup>1</sup>

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.

Where the shareholders are legal persons, provide also the data of the natural persons that control them, within the meaning of Article 2(12) of Law 3601/2007, as well as their beneficial owner and the way of determining the beneficial owner, as mentioned hereinabove.

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

No

Yes ▶ If yes, please specify

---

<sup>1</sup> For the determination of the beneficial owner, please complete Chapter 9 of this Questionnaire.

**5. Financing of the proposed acquisition**

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

Cost	Information on the financing of the acquisition

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

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

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

**5.4** Provide any additional relevant information not given above.

**6. Information on the proposed holding**

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

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

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

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

**6.5** Does the legal person, or any legal person it has close links with, within the meaning of Article 2(16) of Law 3601/2007, plan to enter into agreements or undertake any commercial cooperation with the target credit institution? Please mention any such existing agreements or commercial cooperation.

No

Yes ▶ If yes, please specify

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

**6.7** State any action of the legal person in concert with other parties, within the meaning of Article 24(2)(c) of Law 3601/2007, or acts of long-standing common policy with other parties (e.g. means of participation in the financial arrangements, future organisational arrangements, etc.).

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

**6.9** Is there any interest of the legal person that may be in conflict with the target credit institution?

No

Yes ▶ If yes, submit proposals for resolving such conflict

## 7. Suitability of the legal person

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

- No  
 Yes ▶ If yes, complete the table below

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

7.2 Has an application for authorisation ever been rejected or withdrawn, or has the Bank of Greece or another competent financial authority, in Greece or abroad, ever withdrawn an authorisation to the legal person or any legal person it has close links with, within the meaning of Article 2(16) of Law 3601/2007? Answer this question also in relation to the members of the management body of the legal person (regarding authorisation to carry out a profession).

- No  
 Yes ▶ If yes, please specify

7.3 During the last ten years, has any competent supervisory authority, in Greece and abroad, conducted audits (other than regular audits) of the accounts and financial data of the legal person?

- No  
 Yes ▶ If yes, please specify

7.4 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 2(16) of Law 3601/2007, been investigated by any competent supervisory authority, in Greece or abroad?

- No  
 Yes ▶ If yes, please specify

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

No

Yes ▶ If yes, please specify

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

No

Yes ▶ If yes, please specify

**7.7** Has any sentence ever been issued, or have any criminal or administrative sanctions ever been imposed, or are there any criminal charges pending against the legal person, or any members of its management body, or against any legal person it has close links with, within the meaning of Article 2(16) of Law 3601/2007, in Greece or abroad:

7.7.1 For fraud, bribery, forgery or tax evasion?

No

Yes ▶ If yes, please specify

7.7.2 For money laundering and terrorist financing?

No

Yes ▶ If yes, please specify

7.7.3 For abuse of confidential or privileged information?

No

Yes ▶ If yes, please specify



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

- No  
 Yes ▶ If yes, please specify

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

- No  
 Yes ▶ If yes, please specify

7.7.6 For any other offence that carries a custodial sentence?

- No  
 Yes ▶ If yes, please specify

**7.8** Has the legal person, or any legal person it has close links with, within the meaning of Article 2(16) of Law 3601/2007, ever been a party to any litigation or entered into any judicial settlement that had a material impact on its financial position?

- No  
 Yes ▶ If yes, please specify

**7.9** 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 2(16) of Law 3601/2007, 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

**7.10** 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 2(16) of Law 3601/2007, 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

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

**7.12** Provide any other data that could help assess your application.

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

## 8. Attachments to Questionnaire Form B

Please list the required supporting documents that accompany this questionnaire

<b>Annex</b>		<b>Paragraph</b>	<b>Tick (√) if submitted or indicate "n/a"</b>
1	Authenticated copy of articles of association, registration certificate and evidence of head office address	2.4, 2.6	
2	Financial statements	2.7, 2.12	
3	Reports by external credit assessment institutions	2.8	
4	Description of the legal person's activities	2.9	
5	Documents concerning any assessment by a financial or non-financial regulator	2.11	
6	Organisational chart of the group's structure	2.12	
7	Supervised legal persons of the group	2.13	
8	Organisational chart of the legal person's structure and CVs	3.1	
9	Shareholding structure of the legal person	4.1	
10	Documents concerning the financing of the proposed acquisition	5.1	
11	Information on the questions of Chapter 7	7.1 - 7.12	
12	Other information. Please explain		

## **9. Determination of beneficial owner**

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

According to Law 3691/2008, the beneficial owner 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 fulfill 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.

**10. 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 questionnaire;

(b) the Bank of Greece shall be notified promptly in writing of any change in the information in this questionnaire.

We also confirm that:

(a) We are aware that any wilful or negligent provision of untrue or misleading information to the Bank of Greece also entails criminal sanctions;

(b) We hereby provide our express permission to the Bank of Greece and its duly authorised staff to seek and obtain information from any other party (including, but not limited to, 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 in force.

No 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 required or deemed appropriate by the Bank of Greece, we will provide assistance and cooperate with a view to achieving compliance with the obligations incumbent upon either the legal person or the target credit institution.

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

.....  
Full name and position

.....  
Full name and position

.....  
(signature)

.....  
(signature)

.....  
(Date)