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Pursuant to Article 91 of the Banking Act (Official Gazette of the Republic of Slovenia, Nos. 92/21 and 123/21 [ZBNIP]; hereinafter: the ZBan-3), and the first paragraph of Article 23 and the first paragraph of Article 31 of the Bank of Slovenia Act (Official Gazette of the Republic of Slovenia, Nos. 72/06 [official consolidated version], 59/11 and 55/17), the Governing Board of the Bank of Slovenia hereby issues the following

REGULATION

on documentation in connection with the request for approval of a financial holding company or mixed financial holding company

1. GENERAL PROVISIONS

**Article 1
(content of regulation)**

(1) This regulation sets out the detailed content of the documentation and information that are attached to the request for the approval of a financial holding company or mixed financial holding company referred to in Article 84 of the ZBan-3 and to the request for exemption from approval of a financial holding company or mixed financial holding company referred to in Article 86 of the ZBan-3.

(2) The provisions of this regulation shall apply to financial holding companies and mixed financial holding companies referred to in Article 83 of the ZBan-3, and to entities that will obtain the status of a financial holding company or mixed financial holding company under Article 83 of the ZBan-3.

**Article 2
(definition of terms)**

The terms used in this regulation shall have the same meanings as in the ZBan-3 and Regulation (EU) No 575/2013 of the European Parliament and of the Council of 26 June 2013 on prudential requirements for credit institutions and investment firms and amending Regulation (EU) No 648/2012 (OJ L 176 of 27 June 2013, p. 1), last amended by Commission Implementing Regulation (EU) 2021/1043 of 24 June 2021 on the extension of the transitional provisions related to own funds requirements for exposures to central counterparties set out in Regulation (EU) No 575/2013 of the European Parliament and of the Council (OJ L 225 of 25 June 2021, p. 52) (hereinafter: Regulation (EU) No 575/2013), and in regulations issued on their basis.

**2. DOCUMENTATION AND INFORMATION FOR APPROVAL OR EXEMPTION
FROM APPROVAL OF FINANCIAL HOLDING COMPANY OR MIXED FINANCIAL
HOLDING COMPANY**

**Article 3
(content of request for approval of financial holding company or mixed financial holding
company)**

(1) For the purposes of point 1 of the second paragraph of Article 84 of the ZBan-3, a request for the approval of a financial holding company or mixed financial holding company shall contain the following documentation and information:

1. details of the latest organisational structure of the group of which the financial holding company or mixed financial holding company is a part, in the form of an organogram, with a clear indication of the parent entities and subsidiaries, and a clear illustration of the links between entities in the group from direct and indirect holdings of capital and voting rights, or the other ways in which entities are linked;
2. for subsidiary credit institutions, an indication in a separate table of the name of each subsidiary credit institution, the country and location of its registered office, its total asset value on an individual basis as at the end of the previous year and its competent authority; and
3. for other subsidiaries, an indication in a separate table of the name of each subsidiary, the country and location of its registered office, its total asset value on an individual basis as at the end of the previous year, the type of business activity that it pursues, and, where appropriate, its competent authority.

(2) For the purposes of point 2 of the second paragraph of Article 84 of the ZBan-3, a request for the approval of a financial holding company or mixed financial holding company shall contain information on the identity of at least two persons effectively directing the financial holding company or mixed financial holding company, including documentation in connection with them and other evidence of compliance with the requirements set out in Article 40 of the ZBan-3.

(3) For the purposes of point 3 of the second paragraph of Article 84 of the ZBan-3, a request for the approval of a financial holding company or mixed financial holding company shall contain the following documentation and information:

1. an indication of the shareholders or members who have acquired or will acquire a qualifying holding in the subsidiary bank, including the amount of the relevant holding as at the final day of the month before the lodging of the request for the approval of the financial holding company or mixed financial holding company, or, when there are no qualifying holdings, a list of the bank's 20 largest shareholders and the amount of their holdings in the bank as at the final day of the month before the lodging of the request for the approval of the financial holding company or mixed financial holding company;
2. for shareholders or members who have acquired or will acquire a qualifying holding in the subsidiary bank, an indication of the authorisation to acquire a qualifying holding in the subsidiary bank or a reference to the request for the authorisation to acquire a qualifying holding in the bank; and
3. an indication of the persons who have a close link to the subsidiary bank, with a description of those links, as at the final day of the month before the lodging of the request for the approval of the financial holding company or mixed financial holding company.

(4) For the purposes of point 4 of the second paragraph of Article 84 of the ZBan-3, a request for the approval of a financial holding company or mixed financial holding company shall contain a description of the internal organisational structure and distribution of tasks within the group for compliance with the requirements under the ZBan-3 or Directive 2013/36/EU of the European Parliament and of the Council of 26 June 2013 on access to the activity of credit institutions and the prudential supervision of credit institutions and investment firms, amending Directive 2002/87/EC and repealing Directives 2006/48/EC and 2006/49/EC (OJ L 176 of 27 June 2012, p. 338), last amended by Directive (EU) 2021/338 of the European Parliament and of the Council of 16 February 2021 amending Directive 2014/65/EU as regards information requirements, product governance and position limits, and Directives 2013/36/EU and (EU) 2019/878 as regards their application to investment firms, to help the recovery from the COVID-19 crisis (OJ L 68 of 26 February 2021, p. 14) (hereinafter: Directive 2013/36/EU), and Regulation (EU) No 575/2013, including the role, position

and responsibility of the financial holding company or mixed financial holding company in the group. The following information shall also be attached:

1. a description of adequate policies and processes for complying with the requirements under the ZBan-3, Directive 2013/36/EU and Regulation (EU) No 575/2013, and regulations issued on their basis at group level, and internal control mechanisms, and evidence that they have been put in place at the subsidiaries;
2. a definition of the key individuals responsible for the implementation of the processes referred to in the previous point and their roles, and an indication and description of the key committees responsible for the implementation of the aforementioned processes;
3. a description of the mechanisms for preventing or managing intragroup conflicts; and
4. a description of the enforcement of the group-wide policies set by the parent financial holding company or parent mixed financial holding company throughout the group.

(5) For the purposes of point 5 of the second paragraph of Article 84 of the ZBan-3, a request for the approval of a financial holding company or mixed financial holding company shall contain the following documentation and information:

1. the articles of association of the financial holding company or mixed financial holding company or another legal document with regard to the legal form of the financial holding company or mixed financial holding company that defines the basic rules of its functioning and from which its organisational structure is evident; and
2. evidence of the fulfilment of the conditions set out in Article 55 of the ZBan-3 for members of the supervisory board of the financial holding company or mixed financial holding company or for the other supervisory body with regard to the legal form of the financial holding company or mixed financial holding company.

(6) Within the framework of the procedure for deciding on the request for the approval of a financial holding company or mixed financial holding company, the financial holding company or mixed financial holding company shall without delay submit modified, new or additional information to the Bank of Slovenia and, where appropriate, to the competent authority of the Member State in which the financial holding company or mixed financial holding company is established, if the aforementioned information modifies or augments the content of the originally submitted documentation and information referred to in the first to fifth paragraphs of this article.

Article 5

(content of request for exemption from approval of financial holding company or mixed financial holding company)

(1) For the purposes of point 1 of the first paragraph of Article 86 of the ZBan-3, a request for exemption from approval of a financial holding company or mixed financial holding company shall contain the following documentation and information:

1. the articles of association of the financial holding company or mixed financial holding company or another legal document with regard to the legal form of the financial holding company or mixed financial holding company that defines its business activities, and other evidence of the core business activities of the financial holding company or mixed financial holding company;
2. the latest annual report and consolidated annual report of the financial holding company or mixed financial holding company, where appropriate; and
3. a timeline of the acquisition of subsidiaries of the financial holding company or mixed financial holding company for the previous three years.

(2) For the purposes of point 2 of the first paragraph of Article 86 of the ZBan-3, a request for exemption from approval of a financial holding company or mixed financial holding company shall contain confirmation or other evidence from the financial holding company or mixed financial holding

company that it has not been designated as a resolution entity in any of the group's resolution groups in accordance with the resolution strategy set out by the resolution authority, confirmation of this status from the resolution authority, a copy of the group's resolution plan where appropriate, or confirmation from an entity that the newly created financial holding company or mixed financial holding company will not have any effect on the group's existing resolution strategy.

(3) For the purposes of point 3 of the first paragraph of Article 86 of the ZBan-3, a request for exemption from approval of a financial holding company or mixed financial holding company shall contain the following documentation and information:

1. the name of the subsidiary credit institution that is or will be responsible for ensuring the group's compliance with prudential requirements on a consolidated basis;
2. an indication of the credit institution that is currently responsible for meeting requirements on a consolidated basis for the entire group, where appropriate;
3. details of the decision by the management body in its managerial function of the financial holding company or mixed financial holding company or other evidence with regard to the designation of the subsidiary credit institution as responsible for ensuring the group's compliance with prudential requirements on a consolidated basis; and
4. other evidence and arguments from the perspective of legal powers and other means at the disposal of the subsidiary credit institution for effective compliance with the group's prudential requirements on a consolidated basis.

(4) For the purposes of point 4 of the first paragraph of Article 86 of the ZBan-3, a request for exemption from approval of a financial holding company or mixed financial holding company shall contain a description of the adoption of management, operational and financial decisions that affect the group or its subsidiaries. The following information shall also be attached:

1. details of the composition of the management body of the financial holding company or mixed financial holding company;
2. a description of the reporting lines between the parent financial holding company or mixed financial holding company and the subsidiaries in the group;
3. a description of the governance arrangements at each subsidiary bank, institution and financial institution, together with the relevant provisions of their articles of association or other legal documents with regard to the legal form of the financial holding company or mixed financial holding company that defines their basic rules of governance;
4. a declaration by the financial holding company or mixed financial holding company, with supporting documentation and other evidence, including an indication of the relevant provisions of the articles of association of the financial holding company or mixed financial holding company and any other legislative framework, that the management, operational and financial decisions of the financial holding company or mixed financial holding company do not affect the group or its subsidiary banks, institutions or financial institutions; and
5. the minutes of the last three sessions of the management body of the financial holding company or mixed financial holding company in its management function.

(5) For the purposes of point 5 of the first paragraph of Article 86 of the ZBan-3, a request for exemption from approval of a financial holding company or mixed financial holding company shall contain the following documentation and information:

1. details of the latest organisational structure of the group of which the financial holding company or mixed financial holding company is a part, in the form of an organogram, with a clear indication of the parent entities and subsidiaries and the position of the financial holding company or mixed financial holding company in the group, and a clear illustration of the links between entities in the group from direct and indirect holdings of capital and voting rights, or the other ways in which entities are linked;
2. for subsidiary credit institutions, an indication in a separate table of the name of each subsidiary credit institution, the country and location of its registered office, its total asset value on an individual basis as at the end of the previous year and its competent authority;

3. for other subsidiaries, an indication in a separate table of the name of each subsidiary, the country and location of its registered office, its total asset value on an individual basis as at the end of the previous year, the type of business activity that it pursues, and, where appropriate, its competent authority; and

4. a description and evidence of any legal or other impediments to the transfer of information from a subsidiary that is required for compliance with the group's prudential requirements on a consolidated basis.

(6) Within the framework of the procedure for deciding on the request for exemption from approval of a financial holding company or mixed financial holding company, the financial holding company or mixed financial holding company shall without delay submit modified, new or additional information to the Bank of Slovenia and, where appropriate, to the competent authority of the Member State in which the financial holding company or mixed financial holding company is established, if the aforementioned information modifies or augments the content of the originally submitted documentation and information referred to in the first to fifth paragraphs of this article.

3. FINAL PROVISION

Article 6 (entry into force)

This regulation shall enter into force on the fifteenth day after its publication in the Official Gazette of the Republic of Slovenia.

Ljubljana, 2 November 2021

Boštjan Vasle
President,
Governing Board of the Bank of Slovenia