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Pursuant to the eighth paragraph of Article 200 of the Banking Act (Official Gazette of the Republic of Slovenia, No. 25/15; hereinafter: the ZBan-2) 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] and 59/11), the Governing Board of the Bank of Slovenia hereby issues the following

REGULATION
on the documentation for the granting of an authorisation for a qualifying investment of banks and savings banks

1. GENERAL PROVISIONS

Article 1
(content of regulation)

- (1) This regulation sets out the detailed content of the documentation that a bank or savings bank (hereinafter: bank) shall enclose in its request for the granting of an authorisation for a qualifying investment.
- (2) The provisions of this regulation shall apply to the bank on an individual basis, except where in individual cases this regulation explicitly stipulates the obligation to also submit documentation on a consolidated basis as defined in Chapter 2 of Title II of Part 1 of 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; hereinafter: Regulation (EU) No 575/2013).
- (3) Wherever this regulation refers to the provisions of other regulations, such provisions shall apply in their wording applicable at the time in question.

Article 2
(definition of terms)

- (1) The terms used in this regulation shall have the same meanings as in the ZBan-2 and Regulation (EU) No 575/2013, and in regulations issued on their basis.
- (2) The following definitions shall apply for the purposes of this regulation:
 - (a) “financial institution” means a financial institution as defined in point 26 of the first paragraph of Article 4 of Regulation (EU) No 575/2013 that is established in the Republic of Slovenia or another Member State, with the exception of financial institutions for which a bank shall obtain authorisation from the supervisory authority in the Republic of Slovenia or other Member State to acquire a qualifying holding in those entities;
 - (b) “financial sector entity” means a financial sector entity as set out in point 27 of the first paragraph of Article 4 of Regulation (EU) No 575/2013 that is established in a third country;
 - (c) “management body” means the body that performs the tasks of managing the operations of a financial institution or financial sector entity;
 - (d) “supervisory body” means the body that performs the tasks of supervising the management of the operations of a financial institution or financial sector entity;

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- (e) “supervisory authority” means the supervisory authority that is competent for supervising financial institutions or financial sector entities as defined for the purposes of this regulation;
- (f) “supervised financial institution or financial sector entity” means a financial institution or financial sector entity that is supervised by the supervisory authority of the home country of the institution or entity.

(3) Articles 62 and 63 of the ZBan-2 shall apply *mutatis mutandis* to the determination of the bank’s qualifying holding in a financial institution or financial sector entity for the purposes of this regulation.

**2. DOCUMENTATION FOR THE GRANTING OF AUTHORISATION FOR A
QUALIFYING INVESTMENT**

**Article 3
(general)**

The bank shall enclose the general documentation set out in Article 4 of this regulation and the documentation on the internal governance arrangements arising from acquisition and management of qualifying investment set out in Article 5 of this regulation in the request for the granting of an authorisation for a qualifying investment.

**Article 4
(general documentation)**

- (1) The general documentation on a qualifying investment in a financial institution or financial sector entity shall contain:
- (a) basic information about the financial institution or financial sector entity (business name, registered office, address, registration number);
 - (b) an extract from the companies register or another relevant public register for a financial institution, or a translation of a certified extract from the companies register or another relevant public register for a financial sector entity;
 - (c) a description of the business activities of the financial institution or financial sector entity;
 - (d) the bank’s current holding (direct or indirect) in the financial institution or financial sector entity and its book value, and the holding that the bank wishes to acquire, together with the projected payment, the method of financing and the timeframe for the acquisition of the holding;
 - (e) the purpose of the acquisition of the qualifying investment in the financial institution or financial sector entity, and a description of the previous business links between the bank and the financial institution or financial sector entity;
 - (f) the annual report of the financial institution or financial sector entity, or the audited annual report together with the auditor’s report if the financial institution or financial sector entity is subject to auditing under the regulations of the home country, for the previous financial year, and the financial statements for the current financial year if more than six months have passed since the end of the previous financial year;
 - (g) the shareholder structure of the financial institution or financial sector entity, in particular the qualifying holders in the institution/entity with information about their holdings, and in the case of a financial sector entity a translation of a certified extract from the companies register or another relevant public register for each of them, and an indication of whether the securities of the financial institution or financial sector entity are quoted on a stock exchange;
 - (h) the composition of the management and supervisory bodies of the financial institution or financial sector entity and an indication of the parent undertaking of the financial institution or financial sector entity;

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- (i) the consents of the bank's management and/or supervisory bodies for the acquisition of the qualifying investment in the financial institution or financial sector entity;
 - (j) in the case of a supervised financial institution or financial sector entity, the consent or opinion of the supervisory authority on the bank's qualifying investment in the financial institution or financial sector entity, or evidence that in accordance with the regulations applying to the future holder of a qualifying holding in the financial institution or financial sector entity no such consent or opinion is required;
 - (k) other facts and circumstances that could have an impact on the fulfilment of the conditions for obtaining the authorisation for a qualifying investment.
- (2) When the bank intends to acquire a qualifying investment in a financial institution or financial sector entity based on which its qualifying holding in the financial institution or financial sector entity will be equal to or more than 20%, it shall also enclose in the request for the granting of an authorisation a list of the persons who have a close link to the financial institution or financial sector entity in which the bank intends to acquire or increase a qualifying investment, including a description of the nature of the close link.

**Article 5
(documentation of internal governance arrangements)**

- (1) The documentation for determining the adequacy of internal governance arrangements relates to the management of the risks to which the bank will be exposed via the acquisition and management of the qualifying investment in the financial institution or financial sector entity, and shall contain:
- (l) a description of the risks to which the bank is or will be exposed as a result of current and future links with the financial institution or financial sector entity;
 - (m) the governance strategy of the financial institution or financial sector entity, together with an assessment of the economic effectiveness of the investment or the justification of the investment;
 - (n) a financial plan and a description of the source of financing in connection with the qualifying investment in the financial institution or financial sector entity for the next three years;
 - (o) the bank's policy of taking up and managing risks in connection with the qualifying investment in the financial institution or financial sector entity, and a description of internal reporting and risk monitoring;
 - (p) the calculation of own funds and capital requirements on an individual and consolidated basis as at the final day of the month before the request for the granting of the authorisation was filed, including the amount and composition of own funds by individual categories and items, before and after the acquisition of the holding in the financial institution or financial sector entity, and evidence that the bank will continue to ensure capital adequacy as set out in Article 129 of the ZBan-2 in accordance with the requirements of the Bank of Slovenia or another supervisory authority and other requirements and limits referred to in the ZBan-2 and Regulation (EU) No 575/2013.
- (2) When the bank intends to acquire a qualifying investment in a financial institution or financial sector entity based on which its qualifying holding in the financial institution or financial sector entity will be equal to or more than 20%, it shall also enclose the following in the request for the granting of an authorisation:
- (a) documentation from which the organisation of the system of internal controls is evident from the perspective of the management of the qualifying investment in the financial institution or financial sector entity;
 - (b) the accounting treatment of the bank's investment in the financial institution or financial sector entity and the treatment of the institution/entity from the perspective of the method of prudential consolidation in accordance with Article 18 of Regulation (EU) No 575/2013 for the

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purposes of meeting the requirements on a consolidated basis set out in Chapter 2 of Title II of Part 1 of Regulation (EU) No 575/2013;

(c) a list of the employees at the bank who will perform the function of management or supervision at the financial institution or financial sector entity.

(3) When the bank intends to acquire a qualifying investment in a financial institution or financial sector entity based on which its qualifying holding in the financial institution or financial sector entity will be equal to or more than 50%, it shall also enclose the remuneration policy referred to in Articles 169 and 170 of the ZBan-2 in the request for the granting of an authorisation.

3. FINAL PROVISIONS

Article 6 (cessation of application of regulation)

On the day that this regulation enters into force, the Regulation on the documentation for the granting of an authorisation for a qualifying asset to banks and savings banks (Official Gazette of the Republic of Slovenia, No. 80/13) shall cease to be applied.

Article 7 (entry into force)

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

Ljubljana, 23 June 2015

Boštjan Jazbec
President,
Governing Board of the Bank of Slovenia