- Official Gazette of the Republic of Slovenia, No. 1407/26 of 8 September 2026 (in force as of 23 September 2026)

Pursuant to paragraph 5 of Article 9 and paragraph 1 of Article 267 of the Banking Act (Official Gazette of the Republic of Slovenia, No. 15/26; hereinafter: the ZBan-4), and paragraph 1 of Article 31 of the Bank of Slovenia Act (Official Gazette of the Republic of Slovenia, Nos. 72/06 [official consolidated version], 59/11, 55/17 and 15/26 [ZBan-4]), the Governing Board of Banka Slovenije hereby issues the following

REGULATION

on the documentation and information for assessment of the suitability of a material holding

CHAPTER I
GENERAL PROVISIONS

Article 1
(content of regulation)

(1) This regulation sets out the detailed content of the documentation referred to in point 2 of paragraph 1 of Article 259 of the ZBan-4 that a bank, savings bank or credit undertaking or a financial holding company or mixed financial holding company that has obtained an approval in accordance with Article 108 of the ZBan-4 (hereinafter: the proposed acquirer) attaches to the request for an assessment of the suitability of a material holding referred to in paragraph 1 of Article 258 of the ZBan-4 (hereinafter: request for an assessment of the suitability of a material holding).

(2) Wherever this regulation makes reference to the provisions of other regulations, these 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-4 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 a Corrigendum (OJ L 2026/90419 of 28 May 2026, p. 1) (hereinafter: Regulation 575/2013/EU), and in regulations issued on their basis.

(2) The term “target entity” for the purposes of this regulation means a financial sector entity or an entity outside the financial sector.

(3) For the purposes of paragraph 2 of Article 258 of the ZBan-4, eligible capital is the capital as reported in the latest reporting period in accordance with Commission Implementing Regulation (EU) No 2021/451 of 17 December 2020 laying down implementing technical standards for the application of Regulation (EU) No 575/2013 of the European Parliament and of the Council with regard to supervisory reporting of institutions and repealing Implementing Regulation (EU) No 680/2014 (OJ L 97 of 19 March 2021, p. 1), last amended by Commission Implementing Regulation (EU) 2024/855 of 15 March 2024 amending the implementing technical standards laid down in Implementing Regulation (EU) 2021/451 as regards rules on the supervisory reporting of interest rate risk in the banking book (OJ L 2024/855 of 24 April 2024, p. 1).

(4) The threshold for the purposes of paragraph 2 of Article 258 of the ZBan-4 shall be determined as the higher of the following ratios:

a) the ratio between the purchase price of the material holding and the proposed acquirer’s eligible capital; or

b) the ratio between the book value of the material holding and the proposed acquirer's eligible capital.

(5) When the proposed acquirer of the material holding follows previous acquisitions of holdings in the target entity conducted within twelve consecutive months period, the threshold is the sum of the thresholds for all the executed acquisitions and the proposed acquisition calculated in accordance with the previous paragraph.

CHAPTER II
DOCUMENTATION AND INFORMATION FOR ASSESSMENT OF SUITABILITY OF MATERIAL HOLDING

Article 3
(general)

(1) The general documentation and information referred to in Article 4 of this regulation and the additional information referred to in Article 5 of this regulation on an individual and/or consolidated basis, according to the level of the threshold reached, shall be attached to the request for an assessment of the suitability of a material holding by the proposed acquirer.

(2) The previous paragraph notwithstanding, the proposed acquirer shall also attach the general documentation and information referred to in Article 4 of this regulation and the additional information referred to in Article 5 of this regulation on a consolidated basis to the request for an assessment of the suitability of the material holding in the case of the indirect proposed acquisition of a material holding that is being acquired directly by one or more subsidiaries of the proposed acquirer that are included within the scope of its prudential consolidation in accordance with Article 18 of Regulation 575/2013/EU and are not an institution, a financial holding company or a mixed financial holding company that has obtained an approval in accordance with Article 108 of the ZBan-4.

Article 4
(general documentation and information)

(1) The request for an assessment of the suitability of a material holding shall contain the following general documentation and information:

a) documentation and information on the target entity:
   - basic data on the target entity (business name, registered office, address, registration number);
   - a description of the target entity's business activities;
   - a description of current business links between the proposed acquirer and the target entity;
   - the threshold reached, including the determination of the threshold of the proposed acquisition as set out in Article 2 of this regulation;
   - an indication of whether the proposed acquisition of the material holding is subject to the approval or authorisation of the competent authority in connection with a qualifying holding in a financial sector entity as the target entity;
   - the latest annual report, or the audited annual report together with the audit report on the financial statements if the target entity is subject to mandatory auditing;
   - details of the target entity's ownership structure, and an indication of the shareholders or members that control the target entity alone or in concert with other shareholders or members, where this information is available;

b) documentation and information on the material holding that the proposed acquirer wishes to acquire in the target entity:
   - the proposed acquirer's existing (direct and indirect) holding in the capital and voting rights of the target entity, and the holding that it will acquire on the basis of the proposed material holding in the target entity;

- an indication of whether the acquisition of the material holding will enable control of the target entity by the proposed acquirer and, if so, an indication of the inclusion of the target entity in the scope of prudential consolidation under Regulation 575/2013/EU;
- the envisaged purchase price of the material holding, the means of financing, and the timeline for the acquisition of the material holding;
- the consent of the proposed acquirer's management and/or supervisory bodies with regard to the acquisition of the material holding in the target entity.

(2) In addition to the general documentation and information referred to in the previous paragraph, the following shall also be attached to the request for an assessment of the suitability of a material holding:

a) the reasoning and the business strategy behind the proposed acquisition of the material holding, including an indication of whether it is a strategic or portfolio investment, the time horizon of the investment, and the exit strategy;

b) a description of the material changes to the business model and risk profile that the proposed acquirer envisages after the acquisition of the material holding;

c) a description of the planned synergies and the costs of integrating the target entity;

č) a description of the accounting treatment of the proposed acquisition of the material holding;

d) an assessment of the impact of the proposed acquisition of the material holding on own funds, capital adequacy, liquidity and the fulfilment of other requirements under Regulation 575/2013/EU and the ZBan-4 as at the envisaged date of the acquisition of the material holding, together with evidence that the proposed acquirer will meet the aforementioned requirements upon the acquisition of the material holding;

e) a description of the material changes to internal governance, in particular with regard to the internal control system, the risk management framework, and the organisational structure of the proposed acquirer.

Article 5
(additional information)

When the proposed acquisition of the material holding means that the target entity will become a subsidiary of the proposed acquirer, the following additional information and more detailed explanations shall be attached to the request for an assessment of the suitability of a material holding under the previous article:

a) financial projections for a period of at least three years after the proposed acquisition of the material holding on the basis of a baseline scenario and an adverse scenario, which at the minimum contain a forecast of key items of assets, liabilities, revenues and expenses;

b) projections of the fulfilment of regulatory requirements for a period of at least three years after the proposed acquisition of the material holding on the basis of a baseline scenario and an adverse scenario, which contain calculations and projections of own funds, capital adequacy, liquidity, leverage and large exposures, and the fulfilment of other requirements under the ZBan-4 (additional own funds requirement, guidance on additional own funds, combined buffer requirement), together with evidence that the proposed acquirer will continue to meet the aforementioned requirements on an individual, subconsolidated and consolidated basis when relevant;

c) an assessment of the impact of the acquisition on the risk level and control at the proposed acquirer, including credit risk, market risk, liquidity risk and leverage risk, operational risk including risks in connection with information and communication technology and cyber security, outsourcing risk, ML/TF risks, and ESG risks;

č) a description of the treatment of goodwill or badwill within the framework of the accounting treatment of the proposed acquisition of the material holding when relevant.

CHAPTER III
FINAL PROVISION

Article 6
(entry into force)

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

(2) This regulation shall be repealed on the day of the initial application of the regulatory technical standards referred to in Article 27b(7) of 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 2013, p. 338), last amended by a Corrigendum (OJ L 2025/90027 of 15 January 2025, p. 1), which *inter alia* will set out a list of the minimum requirements that the intended acquirer must submit to the competent authority in connection with the acquisition of the significant holding.

Ljubljana, 3 September 2026

Primož Dolenc
President
of the Governing Board of Banka Slovenije