

Pursuant to the provisions of the Article 50, paragraph 4 of the Capital Market Act (Official Gazette 88/08, 146/08), the Management Board of the Croatian Financial Services Supervisory Agency issued at its session on 7 January 2009

ORDINANCE ON LIST OF DOCUMENTS REQUIRED FOR THE ASSESSMENT OF THE APPLICATION FOR GRANTING APPROVAL FOR ACQUISITION OF A QUALIFYING HOLDING

Article 1

- (1) Ordinance on list of documents required for the assessment of the application for granting approval for acquiring a qualifying holding regulates the list of documents required to be submitted along with the application to acquire qualifying holdings in the investment firm for the purpose of assessing the adequacy of acquiring the qualifying holding.
- (2) Provisions of this Ordinance shall also apply to the acquiring of the qualifying holding in stock exchange and central clearing depository company.

Article 2

Terms used in this Ordinance have the following meaning:

1. **Agency** is Croatian Financial services Supervisory Agency;
2. **Act** is Capital Markets Act (Official Gazette 88/08, 146/08);

Article 3

Each person which intends to acquire the qualifying holding (hereinafter referred to as: proposed acquirer), has to enclose the documents in accordance with the provisions of this Ordinance, along with the application for granting the approval for acquiring a qualifying holding.

Article 4

- (1) The following shall be enclosed along with the application for granting approval for acquiring a qualifying holding:
 1. when proposed acquirer is legal person:
 - a) excerpt from court or other corresponding register, in original or certified copy,
 - b) statute of the proposed acquirer, i.e. other act where its organizational structure is evident,

c) excerpt from register of shareholder or book of shares, in original or certified copy,

d) list of natural persons which are ultimate shareholders or owners of business units of the proposed acquirer where the following information are listed: name and surname, address i.e. residence and other identification data, total nominal amount of shares and percentage of initial capital of the proposed acquirer, as well as date referred to in paragraph 1, point 2, subpoints b and c of this Article;

e) list of persons managing the firm's business activities,

f) list of persons which are, within the meaning of the Act, closely related to the proposed acquirer, as well as description of the relationship,

g) list of persons which, along with the proposed acquirer, form the group of related persons,

h) financial reports for three last business years,

i) audit opinion on financial report for last business year, in case proposed acquirer is obliged regarding the audit of financial report,

j) financial reports for the current year, in case more than 9 months have passed since the last annual financial report,

k) proof of secured assets for acquiring a qualifying holding and description of method, i.e. source of financing,

l) description of the investment strategy and managing qualifying holdings in financial and credit institutions where the following is eminent:

- total nominal amount of shares and percentage of initial capital intended to acquire,
- acquirer's ability to further increase the financial sources,
- business ethics of acquirer,
- risk management system,
- sources of investment of own funds,
- proposed acquirer's financial capacity

m) description of activities regarding acquiring prior to the submitting of application;

n) proof of good repute or adequate information on whether acquirer or person referred to in subpoints e, f and g is not finally convicted for the criminal offence against values protected by international law, and for some of the following criminal offences:

- financial instruments market abuse,
- concealing money obtained in an illegal manner,
- financing terrorism
- against property, where the criminal proceedings are started by official duty,
- against safety of the payment system and transactions,
- against justice,
- against the credibility of the documents,
- against the official duty,
- doing with the purpose of obtaining gain

o) proof that bankruptcy proceedings concerning the property of proposed acquirer are neither opened nor initiated,

p) opinion or approval of the competent authority from the member state or third country on proposed acquiring, where applicable,

r) proof that the administrative charges and fee are paid.

2. when proposed acquirer is natural person:

a) appropriately filled in form from the ordinance issued pursuant to the provisions of Article 21, paragraph 12 of the Act;

b) certified copy of identity card or passport;

c) proposed acquirer's curriculum vitae including list of all the firms and their addresses where he/she was or is still employed, member of the management board or supervisory board, as well as those where he/she had or still has qualifying holdings;

d) proof of good repute or adequate information that acquirer is not finally convicted for the criminal offence against values protected by international law, and for some of the following criminal offences:

- financial instruments market abuse;
- concealing money obtained in an illegal manner;
- financing terrorism;
- against property, where the criminal proceedings are started by official duty;
- against safety of the payment system and transactions;
- against justice;
- against the credibility of the documents;
- against the official duty;
- doing with the purpose of obtaining gain.

e) documents referred to in point 1 e), f), j), k) and l),

f) proof that the administrative charges and fee are paid.

(2) In case proposed acquirer is natural person, Agency may, for the purpose of assessment during the process of granting approval for acquiring a qualifying holding, invite him/her to hold a presentation in the Agency's office.

Article 4

(1) in case proposed acquirer is financial holding, the following shall be submitted along with the documents referred to in Article 4 of this Ordinance:

-documents showing that organizational structure, processes and system within the group are consistent and integrated in a manner that undisturbed preparation of all data and information important for supervision of the company on individual and consolidated basis is enabled.

Article 5

(1) If proposed acquirer is superior person in the group, it shall submit documents referred to in paragraph 1, points g. to i. of the Article 2 of this Ordinance made on consolidated basis, along with the documents referred to in Article 2.

(2) If acquiring a qualifying holding enables significant influence or control over business activities within the meaning of the Act, proposed acquirer shall enclose the following along with the application and documents referred to in Article 2 of this Ordinance:

a) business strategy of the company where a qualifying holding is acquired;

b) business plan for three following business years which includes balance sheet and profit and loss account;

c) planned changes in organizational and management structure and human resources;

d) plan of activities concerning drafting new or amending existing internal documents.

Article 6

Along with the documents referred to in this Ordinance, Agency may, during the process of reviewing application also require other documents considered needed for bringing decision on granting approval, including information regulated by the act regulating prevention of money laundry and terrorism financing, and which are collected by obliged entities under this Act.

Article 7

This Ordinance shall enter into force at the eighth day of publishing in Official Gazette.

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Zagreb, 7 January 2009

President of the Management Board

Ante Samodol