

APPENDIX 1: LIST OF DOCUMENTATION AND INFORMATION FOR ASSESSMENT OF SUITABILITY OF FUTURE QUALIFYING HOLDER

A. Documentation and general information on the future qualifying holder:

1. the identity of the future qualifying holder, if the future qualifying holder is a:
 - (a) legal person: an extract from the companies register or another relevant public register that makes evident the business name and official address of the registered office of the undertaking, and the postal address if different, information about the persons authorised to act as statutory representatives, the standard identification number, and the legal organisational form,
 - (b) natural person: personal details (first name and surname, date and place of birth, national personal identification number [insofar as it exists], address, contact details), with a copy of a personal identification document (identity card or passport);
2. the articles of association or, with regard to the legal organisational form of a future qualifying holder that is a legal person, another document from which the organisational structure is evident;
3. a list of shareholders from the share register or, with regard to the legal organisational form of a future qualifying holder that is a legal person, other relevant evidence of its ownership structure, including indications of the shares of capital and voting rights;
4. a list of all persons who are the ultimate beneficial owners of a future qualifying holder that is a legal person, including personal details (first name and surname, date and place of birth, national personal identification number [insofar as it exists], address, contact details), with a copy of a personal identification document;
5. information about the existence of any shareholders' agreements or other links between the owners that could have a significant impact on the governance of a future qualifying holder that is a legal person;
6. an organisational chart of the group if the future qualifying holder is part of a group as the parent undertaking or a subsidiary, with information about the shares of capital and voting rights in the future qualifying holder and other undertakings in the group;
7. a review and description of the business activities and any other activities of the future qualifying holder, and of the group as a whole and the other undertakings in the group if the future qualifying holder is part of a group as the parent undertaking or a subsidiary, including a list of the services and activities for whose performance a future qualifying holder that is a legal person has obtained an authorisation from a competent authority or a supervisory authority, and an indication of the aforementioned authority;
8. information about the interests or activities of the future qualifying holder that could lead to a conflict of interest:
 - (a) at the level of the target bank as defined in point 3 of the second paragraph of Article 3 of the Regulation on internal governance arrangements, the management body and the internal capital adequacy assessment process for banks and savings banks (Official Gazette of the Republic of Slovenia, No. 73/15; hereinafter: the internal governance regulation),
 - (b) at the level of members of the target bank's management body as defined in point 4 of the second paragraph of Article 3 of the internal governance regulation, including possible solutions for managing such a conflict of interest;
9. a list of persons whose relationship with the future qualifying holder constitutes a close link, and a description of the manner of the link;
10. a list of undertakings in which the future qualifying holder holds a participating interest, with an indication of the size of the participating interest and the primary business activities of these undertakings;
11. a list of the persons that together with the future qualifying holder constitute a group of connected clients;
12. a description of any financial and non-financial relationships of the future qualifying holder and the management of a future qualifying holder that is a legal person, including:

- (a) the existing shareholders in the bank in which the qualifying holding will be obtained (hereinafter: the target bank), or the persons entitled to exercise voting rights at the target bank in any of the ways set out in the second paragraph of Article 62 of the ZBan-2,
 - (b) the members of the target bank's management body and senior management,
 - (c) the target bank and the group of which the target bank is a part as the parent undertaking or a subsidiary;
- 13.a description of the internal governance arrangements, including the organisational structure, the risk management procedures, the internal control mechanisms, and the remuneration policy and practices of a future qualifying holder that is a legal person, or the group if the future qualifying holder is part of a group as the parent undertaking or a subsidiary;
- 14.a description of the regulatory regime and requirements applying to a future qualifying holder that is a legal person established in a third country, including a declaration by the competent authority or supervisory authority in the third country, where possible, that there are no obstacles or limitations to the provision of information to the target bank's competent authority for conducting supervision of the target bank.

B. Documentation and information on the reputation of the future qualifying holder:

1. a list of persons that are members of the management of a future qualifying holder that is a legal person, with a copy of the personal identification document (identity card or passport);
2. an indication of the credit assessment of an external credit assessment institution, or a declaration that such a credit assessment does not exist, if the future qualifying holder is a:
 - (a) legal person: for the future qualifying holder and the group as a whole if the future qualifying holder is part of a group as the parent undertaking or a subsidiary,
 - (b) natural person: for undertakings that the future qualifying holder manages or controls as a member of the management body in its management function or supervisory function, or as the ultimate beneficial owner;
3. a list of controlled undertakings in the group, with the names of the competent authorities or supervisory authorities, if the future qualifying holder is part of a group as the parent undertaking or as a subsidiary;
4. a curriculum vitae with a copy of evidence of professional qualifications for a future qualifying holder who is a natural person, or for members of the management of a future qualifying holder that is a legal person;
5. for the subsidiaries of a future qualifying holder that is a legal person, and for undertakings at which a future qualifying holder who is a natural person has in the last ten years been or is still a member of management body in its management function or its supervisory function or a holder of a qualifying holding of 50% or more:
 - (a) information in connection with definitively concluded criminal, civil and administrative proceedings against the future qualifying holder and in connection with ongoing proceedings of the aforementioned type, including:
 - an extract from the criminal records and evidence that a definitive indictment has not been lodged against the person for a criminal offence referred to in point (a) of the second paragraph of Article 3 of this regulation, or other appropriate proof if such evidence does not exist,
 - an extract from records of definitive decisions on misdemeanours referred to in point (b) of the second paragraph of Article 3 of this regulation, or other appropriate proof if such evidence does not exist,
 - (b) information on other measures pronounced or ongoing against the future qualifying holder, including refused, withdrawn, terminated or revoked memberships of professional bodies, registrations, or authorisations to provide services or pursue business activities for which a special authorisation is required or other authorisations on the basis of the relevant regulations;
6. if the future qualifying holder is a natural person, or for members of the management if the future qualifying holder is a legal person:
 - (a) an extract from the criminal records and evidence that a definitive indictment has not been lodged against the person for a criminal offence referred to in point (a) of the second

- paragraph of Article 3 of this regulation, or other appropriate proof if such evidence does not exist,
- (b) an extract from records of definitive decisions on misdemeanours referred to in point (b) of the second paragraph of Article 3 of this regulation, or other appropriate proof if such evidence does not exist,
 - (c) a completed KVALI questionnaire set out in Appendix 2 of this regulation;
7. the consent or opinion of the competent authority or supervisory authority vis-à-vis the future qualifying holder's intended investment in a qualifying holding in the target bank, or notification from such an authority that no such consent or opinion is required in accordance with regulations applicable to the future qualifying holder in its country of establishment;
 8. information with evidence from the competent authority or supervisory authority of authorisations or consents issued in connection with a future qualifying holder that is a legal person, viz.:
 - (a) for a qualifying holding in the future qualifying holder,
 - (b) for the suitability of members of the future qualifying holder's management body;
 9. information on authorisations and consents for the acquisition of a qualifying holding granted, refused, withdrawn, revoked or terminated, and on negative decisions with regard to the granting of such authorisations and consents to the future qualifying holder.

C. Documentation and information on the reputation and experience of persons who as a result of the acquisition of a qualifying holding will have the opportunity to govern the bank or to otherwise influence its operations

1. a list of the persons with their personal details (first name and surname, date and place of birth, national personal identification number [insofar as it exists], address, contact details), and a copy of a personal identification document (identity card or passport);
2. a curriculum vitae;
3. copies of evidence of any professional qualifications obtained;
4. a copy of any employer's references, if the person will be appointed as a member of the target bank's management body in its management function;
5. an extract from the criminal records and evidence that a definitive indictment has not been lodged against the person for a criminal offence referred to in point (a) of the second paragraph of Article 3 of this regulation, or other appropriate proof if such evidence does not exist,
6. an extract from records of definitive decisions on misdemeanours referred to in point (b) of the second paragraph of Article 3 of this regulation, or other appropriate proof if such evidence does not exist,
7. an extract from the system for the exchange of information regarding client credit ratings (SISBON) or from another appropriate collection of personal data from abroad, if the latter exists;
8. a completed KAN questionnaire set out in the appendix to the Regulation on the documentation for demonstrating fulfilment of the conditions for appointment as a member of the management body of a bank or savings bank in the part relating to a future member of the target bank's management board or in the part relating to a future member of the supervisory board.

D. Documentation and information on the specifics of the proposed acquisition of the qualifying holding

1. a description of the purpose of the acquisition of the qualifying holding (e.g. strategic investment, portfolio investment);
2. a definition of the timeframe for the acquisition of the qualifying holding;
3. an organisational chart of the ownership structure of the target bank before and after the intended acquisition of the qualifying holding, including the separate indication of persons whose share of the capital or voting rights is 10% or more;
4. the number, type and market value of shares owned by the future qualifying holder before the intended acquisition of the qualifying holding, should the purchase of the shares that are the subject of the proposed acquisition have been executed before the lodging of the request, or after the intended acquisition of the qualifying holding;

5. the share of the total capital and voting rights of the target bank represented by the shares owned by the future qualifying holder before the intended acquisition of the qualifying holding, should the purchase of the shares that are the subject of the proposed acquisition have been executed before the lodging of the request, or after the intended acquisition of the qualifying holding;
6. the total value in euros of the executed purchase should the purchase of the shares that are the subject of the proposed acquisition have been executed before the lodging of the request, or of the intended purchase;
7. the price of the share that is the subject of the intended acquisition, and the arguments for the criteria used when determining the price, including an explanation of any difference between the market value of a share and the proposed acquisition price;
8. an indication and description of shareholders' agreements concluded or envisaged with other shareholders in the target bank, or any other action in concert in the acquisition of the target bank's shares or the exercise of governance entitlements from the aforementioned shares, together with a copy of the concluded shareholders' agreement or a draft of the envisaged shareholders' agreement or any other document of the action in concert.

E. Documentation and information on the financing of the proposed acquisition of the qualifying holding

1. a scheme and description of the financial transactions, including details of the means of payment and an indication of the intermediaries that have participated or will participate in the transactions;
2. information and evidence of the origin and availability of the funds for the acquisition of the qualifying holding, including information on:
 - (a) the use of private financial resources,
 - (b) the financing of the proposed acquisition of the qualifying holding on capital markets or financial markets (e.g. the issue of financial instruments for financing the acquisition of the qualifying holding),
 - (c) the use of borrowed funds, including the name of the lenders, details of the loan facilities (maturity, terms, pledges and guarantees) and the source of revenue to be used to repay such borrowings, and, where the lender is not under the supervision of a competent authority or supervisory authority, an indication of the origin of the lender's funds,
 - (d) the assets of the future qualifying holder or the target bank that are to be sold for the purpose of financing the proposed acquisition, including the details of such financing (conditions of sale, price, appraisal, and details regarding their characteristics, including information on when and how the assets were acquired);
3. an assessment of the financial impact of the proposed acquisition of the qualifying holding on the financial position of the future qualifying holder and the impact of the acquisition on the fulfilment of the regulatory requirements applying to the future qualifying holder;
4. information on any financial agreements with other shareholders in the target bank in connection with the acquisition of the qualifying holding.

F. Documentation and information on the financial soundness of the future qualifying holder

1. Information on the financial position of a future qualifying holder that is a legal person:
 - (a) the annual reports for the last two financial years containing comparable figures for the previous year,
 - (b) the auditor's reports on the annual reports for the last two financial years, if the future qualifying holder was required to audit the annual report,
 - (c) the financial statements for the current financial year if more than six months have passed since the end of the previous financial year,
 - (d) financial indicators and performance indicators for the last three financial years,
 - (e) regulatory indicators for the last three financial years, if the future qualifying holder is committed to meeting such indicators,
 - (f) the documentation set out in points (a) to (e) on a consolidated basis, if the future qualifying holder is part of a group as the parent undertaking,

- (g) information on relationships between undertakings in the group that are financial sector entities and other undertakings in the group, if the future qualifying holder is part of a group as the parent undertaking or a subsidiary;
2. Information on the financial position of a future qualifying holder who is a natural person, including:
 - (a) an indication of the sources of revenues,
 - (b) a completed FIN form set out in Appendix 3 of this regulation, containing data on the type and stock of:
 - i. assets, with extracts from the relevant records where they exist: cash and cash equivalents (e.g. current accounts, savings accounts, certificates of deposit), investment assets (e.g. assets in securities accounts, pension insurance accounts, capital holdings, investment property) and other available assets (including an indication of the type and stock of other assets),
 - ii. liabilities: short-term loan borrowings (of up to one year, including revolving loans), non-current liabilities (of more than one year, including mortgage loans) and other liabilities (including an indication of the type and stock of liabilities),
 - iii. collateral granted and received (e.g. pledges and guarantees);
 - (c) an extract from the system for the exchange of information regarding client credit ratings (SISBON) or from another appropriate collection of personal data from the rest of the world, if the latter exists.

G. Documentation and information on the impact on the target bank's ability to act in accordance with regulatory requirements

1. When the future qualifying holder intends to obtain a qualifying holding of up to 20%, the following information should be enclosed:
 - (a) a description of the future qualifying holder's intentions in connection with the proposed acquisition of the qualifying holding, including the period for which it plans to hold the qualifying holding and the plans to reduce or increase the qualifying holding in the target bank,
 - (b) a description of the manner of the management of the qualifying holding, whether or not it intends to act as a minority shareholder, and the rationale for this action,
 - (c) information on the future qualifying holder's willingness to participate in the provision of capital or liquidity support to the target bank;
2. when the future qualifying holder intends to obtain a qualifying holding of 20% inclusive up to 50%, or if owing to the structure of the participating interests in the target bank the impact on the basis of the proposed acquisition of the qualifying holding would be equivalent to the impact of a qualifying holding of 20% inclusive up to 50%, a strategic plan including the following should be enclosed:
 - (a) the information referred to in point 1 of this section,
 - (b) the general objectives of the proposed acquisition,
 - (c) the plans in connection with the target bank's financial position, including the medium-term financial objectives and the exercise of dividend policy,
 - (d) the planned strategic development, including any redirection/change in activities, products or target clients, reallocation of funds and resources at the target bank, and assessment of the costs of implementing changes to the business model,
 - (e) the procedures for integrating the target bank into the group, if the future qualifying holder is part of a group as the parent undertaking or a subsidiary, including a description of the main interactions with other undertakings in the group and a description of the policy governing intra-group relations;
3. when the future qualifying holder intends to obtain a qualifying holding of 50% inclusive up to 100%, or if as a result of the acquisition of the qualifying holding the future qualifying holder becomes the parent undertaking of the target bank, a business plan encompassing the following should be enclosed:

- (a) a strategic development plan that encompasses a description of the main goals of the acquisition and the main ways of achieving these goals, including the information referred to in points 2(b) to 2(e) of this section,
 - (b) the forecast financial statements for a period of three years, on an individual basis (for the target bank) and a consolidated basis (for the target bank and the future qualifying holder together, or for the new group if the future qualifying holder will be part of a group as the parent undertaking), including:
 - i. a projection of the balance sheet, the income statement and the regulatory indicators on the basis of normal conditions of operation and an adverse scenario (including an indication and explanation of the assumptions used),
 - ii. an itemisation and evolution of the exposure to the principal risks (credit risk, market risk, operational risk and other relevant risks),
 - iii. a rough forecast of the types and scale of the projected intra-group transactions in the group into which the target bank will be integrated,
 - (c) the impact of the acquisition on the internal governance arrangements of the target bank, including the impact on:
 - i. the organisational structure, including a description of the changes in the organisational structure (relations between powers and responsibilities, the process of making business decisions, reporting flows), an assessment of the impact of the changes in the organisational structure on the stability of the internal governance arrangements and the new organisational scheme,
 - ii. the composition and duties of the management body and its committees and commissions,
 - iii. internal control mechanisms: internal controls and internal control functions (internal audit, risk management and compliance functions), including changes in processes and policies in connection with internal control mechanisms and managers of internal control functions,
 - iv. the information technology architecture, including the development of information systems, information system security and the target bank's information objectives,
 - v. outsourcing, including changes in outsourcing policy, and an indication of the business activities where the use of external service providers is planned,
 - vi. other aspects of the target bank's governance and organisational structure, including any changes in connection with shareholders' voting rights,
 - (d) analysis of the perimeter of consolidated supervision of the target bank and the group into which the target bank will be integrated after the proposed acquisition, including the level of consolidation and an indication of the undertakings that will be included in the scope of consolidation and sub-consolidation, and the fulfilment of regulatory requirements on a consolidated and sub-consolidated basis;
4. analysis of the impact of the acquisition on the target bank's ability, including as a result of the future qualifying holder's close links with the target bank, to continue providing timely and accurate information to its competent authority in accordance with the regulatory requirements and the competent authority's requirements.

H. Additional documentation and information for certain types of future qualifying holders (private equity funds, hedge funds, sovereign wealth funds)

- 1. a description of the fund's investment policy and any restrictions on investment, including information on factors affecting investment decisions and the exit strategy in connection with the qualifying holding in the target bank;
- 2. the decision-making framework in connection with the fund's investments, including the name and position of the persons responsible for making investment decisions for the fund;
- 3. information on the fund's current and past performance;
- 4. an indication of the fund's past and current investments in financial sector entities, and the performance in connection with these investments;

5. a description of the exit strategy in connection with the qualifying holding in the target bank, including potential exit triggers, and the manner and timetable of exit;
6. a description of anti-money laundering and terrorist financing procedures in connection with a private equity fund or a hedge fund, and an indication and description of the regulatory framework governing these procedures;
7. the name of the ministry or government body responsible for defining the investment policy of a sovereign wealth fund, and details of any influence exerted thereby on the day-to-day operations of the fund and the target bank.