**CROATIAN NATIONAL BANK**

**Prudential Regulation and Supervision Area**

**Trg hrvatskih velikana 3**

**10000 Zagreb**

**APPLICATION FOR AUTHORISATION FOR DIVISION, DISPOSAL (SPLIT-OFF) AND TRANSFER OF A PORTION OF ASSETS AND THE SAME PROPORTION OF LIABILITIES TO ANOTHER CREDIT INSTITUTION**

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| **No.** | **Information to be included in the application for authorisation for division, disposal (split-off) and transfer of a portion of assets and the same proportion of liabilities to another credit institution** | **EXPLANATION**  **(list the requested data or indicate the number of the annex in which they can be found)** |
| 1 | **Subject of application** | *indicate the type of legal arrangement (Article 63, paragraphs (5), (6), (7), (8) or (9) of the Credit Institutions Act)* |
| 2. | **Name/firm name, head office, address of the applicant** |  |  |
| 3. | **Name and function of the person that will represent the credit institution in the process of establishment** | *if the applicant has authorised another person for representation, provide a power of attorney in the form of an original or a certified copy* |
| 4. | **Name of the person authorised for contact in connection with the application and telephone and fax numbers and e-mail address of that person** |  |
| 5. | **Articles of Association in the form of a notarial deed or a certified copy thereof** | *provide Articles of Association of all participating credit institutions or credit institutions being established in the context of division or disposal (split-off)* |
| 6. | **Ownership structure of participants in division, disposal (split-off) or transfer of a portion of assets and the same proportion of liabilities to another credit institution** | *for each participant in division, disposal (split-off) or transfer of a portion of assets and liabilities, provide a list of shareholders and specify the types of shares they hold, indicating the nominal amounts by share types, the number of shares and the total amount of shares by share types held by shareholders and the percentage of the capital of the undertaking and of the voting rights (before and after division/disposal (split-off)* |
| 7. | **Proposed members of the supervisory board and the management board of the credit institution (where a new credit institution is established)** | *enclose with the application for authorisation of a new credit institution formed as a result of division/disposal (split-off), applications for prior approval for the appointment of the members of the supervisory board and the chairperson and members of the management board of the credit institution, i.e. credit institutions participating in division or disposal (split-off)* |
| 8. | **A detailed description of division/ disposal (split-off)/transfer of a portion of assets and liabilities, with an explanation of the objectives to be achieved and dynamics of implementation of the planned activities until the date of completion of the procedure of division, disposal (split-off) or transfer of a portion of assets and liabilities** | *state key reasons for division, disposal (split-off) or transfer of a portion of assets and liabilities, explaining the intended objectives* |
| 9. | **A description of the actions already taken by the applicant before applying for authorisation for division, disposal (split-off) or transfer of a portion of assets and liabilities** | *list all preparatory activities carried out before the application was submitted and provide (in the case of disposal (split-off) or division by formation):*   * *a plan of division/disposal (split-off)/transfer in accordance with Article 550.b, paragraph (2) of the Companies Act, certified by the auditor in accordance with Article 550.e of the same Act;* * *a decision of the general meeting authorising the plan of division/disposal (split-off)/transfer;*   *In the case of division/disposal (split-off) by acquisition, provide:*   * *an agreement on division and acquisition, concluded in the form of a notarial deed by the management boards of the credit institution that is being divided and the acquiring credit institution, in accordance with Article 550.r of the Companies Act;*   *in the case of a transfer of a portion of assets and liabilities to another credit institution, where the provisions of the Companies Act relating to acquisition apply as appropriate, provide:*   * *an agreement on the transfer of a portion of assets and liabilities (Article 513 of the Companies Act), which implies that decisions of general meetings of credit institutions participating in the transfer, decisions on the appointment of the transfer auditor and report on the performed audit of the transfer have already been made* |
| 10 | **The estimated cost of implementation and the source of financing** | *specify all expenses related to division/disposal (split-off) or transfer of assets and liabilities* |
| 11 | **Opinion on the impact of the planned activities on the banking system and monetary policy of the Republic of Croatia and expectations concerning the market share** | * *describe the impact of the division/disposal (split-off) or transfer of assets and liabilities on the banking system and monetary and credit policy of the Republic of Croatia and indicate the market share that the new credit institution will have in the banking system of the Republic of Croatia;* * *indicate whether this legal arrangement can result in a level of concentration in the provision of banking services that could distort free market competition* |
| 12 | **Business strategy of the credit institution** | *in view of the objectives and expectations, define in detail further operating strategy of the credit institution/institutions following division/disposal (split-off) or transfer of a portion of assets and liabilities as regards services, activities, new products, target client groups and the regional framework* |
| 13 | **Business plan with projections of financial statements (balance sheet, profit and loss account) for the following three years** | *provide for each participant, including the new credit institutions:*   * *projections of the balance sheet and profit and loss account for not less than three years, using the forms used for submitting supervisory reports to the Croatian National Bank;* * *explain expectations regarding developments in total assets, capital, reserves, capital adequacy ratio, total income, total expenses, profit and risk profile of the credit institution* |
| 14 | **Organisational, management and personnel structure of credit institutions participating in division, disposal (split-off) or transfer of assets and liabilities** | *specify all planned changes in the organisation, management and personnel of credit institutions participating in division, disposal (split-off) or transfer of assets and liabilities* |
| 15 | **Internal bylaws governing business policies and procedures of the credit institution** | *provide a plan of activities regarding the drafting of new or amending the existing internal bylaws of the credit institution in support of the planned changes* |
| 16 | **Information technology of the credit institution** | *describe IT of each participant and specify and explain in detail the plan of activities in connection with system integration, etc.* |
| 17 | **Data on tangible assets of the credit institution** | *specify if operations expansion is planned to take place in own or rented space, indicating the size, equipment and protection and describe plans regarding branch and operating unit network expansion (in the case of establishment of a new credit institution)* |

The applicant hereby declares that all the data and information provided with the application are accurate and complete and that he/she will inform the Croatian National Bank without delay of any change which might affect the authorisation decision.

Place and date:

Name and signature of the authorised person:

*Note:*

*The completed form should be printed out, signed, scanned and enclosed with the e-form.*