**CROATIAN NATIONAL BANK**

**Prudential Regulation and Supervision Area**

**Trg hrvatskih velikana 3**

**10000 Zagreb**

**APPLICATION FOR AUTHORISATION TO MERGE BY ACQUISITION /FORMATION OF A NEW CREDIT INSTITUTION WITH ANOTHER CREDIT INSTITUTION OR OTHER LEGAL PERSON AND AUTHORISATION TO BE MERGED BY ANOTHER CREDIT INSTITUTION**

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| **No.** | **Information to be included in the application for authorisation to merge by acquisition /formation of a new credit institution with another credit institution or other legal person and authorisation to be merged by acquisition by 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** | *describe the type of legal transaction (Article 63, paragraphs (1), (2) or (4) of the Credit Institutions Act)* |
| 2 | **Name and head office of the credit institution/credit institutions/legal person to which the application relates** |  |
| 3 | **Name/firm, head office and address of the applicant**  |  |  |
| 4 | **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* |
| 5 | **Name of the person authorised for contact in connection with the application and telephone and fax numbers and e-mail address of that person** |  |
| 6  | **Draft Articles of Association of a credit institution to which another credit institution or other legal person is merged or the credit institution that is formed as a result of a merger of credit institutions** | *provide draft Articles of Association (and amendments thereto) of a credit institution to which another credit institution or other legal person is merged or the credit institution that is formed as a result of merger of credit institutions* |
| 7 | **Ownership structure of participants in the merger by acquisition /formation of a new credit institution** | *for each participant in the merger by acquisition/formation of a new credit institution, provide a list of shareholders and the types of shares they hold, specifying the nominal amounts by share types, number of shares, the total amount by share types held by shareholders, and the percentage of the capital of the undertaking and of the voting rights (before and after the merger by acquisition/formation of a new credit institution)*  |
| 8 | **Data on shareholders - holders of qualifying holdings** | *provide:** *for all participants, a certificate from the register of companies or other relevant register, in the form of an original or a certified copy;*
* *for all participants, a certificate from the register of shareholders (book of shares) or book of holdings, in the form of an original or a certified copy)*
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| 9 | **If a merger by acquisition of a legal person that is not a credit institution is requested by the application, provide financial statements for three business years (balance sheet and profit and loss account)**  |  |
| 10 | **If a merger by acquisition of a legal person that is not a credit institution with a head office in the Republic of Croatia is requested by the application, provide a list of all the persons constituting a group of persons connected with that legal person**  | * *provide a list of a group of connected persons referred to in Article 4, paragraph (39) of Regulation (EU) No 575/2013 (for legal persons data on the head office and activity), specifying the type of connection;*
* *list all equity holdings of each shareholder individually, irrespective of their amounts*
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| 11 | **Proposed members of the supervisory board and the management board of the credit institution (this applies only in the case of a merger of credit institutions and formation of a new credit institution having a head office in the Republic of Croatia)**  | *enclose with the application for authorisation of a new credit institution which is formed as a result of a merger by formation of a new credit institution applications for prior approval for the appointment of the supervisory board members and the chairperson and management board members of the credit institution that is being established* |
| 12 | **A detailed description of the planned merger by acquisition/formation of a new credit institution, including an explanation of the intended objectives and dynamics of implementation of the planned activities until the date the procedure is completed** | *provide key reasons for the merger by acquisition/formation of a new credit institution, specifying the intended objectives which should not jeopardise the safety and stability of long-term operations of the new credit institution in a competitive environment* |
| 13 | **A description of the actions taken by the applicant before applying for authorisation to merge by acquisition/formation**  | *indicate all preparatory activities conducted before the application was submitted and provide:** *agreement on merger by acquisition/formation of a new credit institution;*
* *decisions of the general meetings of the participants;*
* *decisions on the appointment of the auditor for the merger by acquisition/formation of a new credit institution;*
* *report on the audit of the merger by acquisition/formation of a new credit institution showing the share exchange ratio*
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| 14 | **The estimated cost of implementation and the source of financing**  | *specify all expenses related to the merger by acquisition/formation of a new credit institution*  |
| 15 | **Opinion on the impact of the planned merger by acquisition/formation of a new credit institution on the banking system and monetary policy of the Republic of Croatia and expectations regarding the market share** | *describe the impact of the merger by acquisition/formation of a new credit institution on the banking system and monetary and lending policy of the Republic of Croatia and specify the market share that the new credit institution will have in the banking system of the Republic of Croatia* |
| 16 | **Business strategy of the credit institution**  | *in view of the objectives and expectations, define in detail the business strategy of the credit institution following a merger by acquisition/formation of a new credit institution in terms of services, activities, new products, target client groups and regional framework* |
| 17 | **Business plan of the credit institution to which another credit institution or other legal person is merged by acquisition, or of the credit institution formed by a merger by formation of a new credit institution, with the projections of financial statements (balance sheet, profit and loss account) for the next three years (five years would be desirable)**  | * *provide 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*
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| 18 | **Internal bylaws governing the 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 changes resulting from mergers by acquisition/formation of a new credit institution* |
| 19 | **Information technology of the credit institution** | *describe IT of each participant in the merger by acquisition/formation of a new credit institution and specify and explain in detail the plan of activities in connection with system integration, etc.*  |
| 20 | **Data on tangible assets of the credit institution** | *specify if operations broadening will take place in own or rented space (indicating the size, equipment and protection) and describe plans regarding branch and operating unit network expansion* |
| 21 | **Authorisation or opinion of the competent authority of the credit institution from another country**  | *if the participant in the merger by acquisition/formation of a new credit institution is a credit institution from another country, provide an authorisation or opinion of the competent supervisory authority regarding the intended merger by acquisition/formation of a new credit institution (or a statement by that body that such an authorisation is not required)* |

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.*