

Pursuant to points 2 and 3 of Article 58 of the Banking Act (Official Gazette of the Republic of Slovenia, No. 25/15; hereinafter: the ZBan-2) and the first paragraph of Article 31 of the Bank of Slovenia Act (Official Gazette of the Republic of Slovenia, Nos. 72/06 [official consolidated version] and 59/11), the Governing Board of the Bank of Slovenia hereby issues the following

REGULATION

on the documentation for demonstrating fulfilment of the conditions for nomination as a member of the management body of a bank or savings bank

Article 1 (content of regulation)

- (1) This regulation sets out the detailed content of the documentation by means of which:
1. a candidate to be a member of the management board of a bank or savings bank (hereinafter: bank) in a two-tier governance system or an executive director of a bank in a single-tier governance system, to be the liquidator of a bank or to be the managing director of a branch of a third-country bank (hereinafter: candidate for membership of the management board) demonstrates that the conditions set out in Article 38 of the ZBan-2 have been fulfilled, or
 2. a bank demonstrates that the conditions for nomination as a member of the supervisory board set out in Article 53 of the ZBan-2 have been fulfilled in connection with a nominated member of the supervisory board of a bank in a two-tier governance system or a non-executive director of a bank in a single-tier governance system.
- (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 (use of terms)

The terms used in this regulation shall have the same meanings as in the ZBan-2 and Regulation (EU) No 575/2013, and in regulations issued on their basis.

Article 3 (enclosures in connection with demonstration of fulfilment of conditions)

- (1) A candidate for a member of the management board shall also enclose the following in the request for the granting of the authorisation referred to in the first paragraph of Article 40 or in connection with Article 80 and the second paragraph of Article 122 of the ZBan-2:
1. a completed VPR questionnaire, which is an appendix to this regulation, in the part relating to a candidate for a member of the management board;
 2. an extract from the criminal records or another form of evidence of the fulfilment of the condition set out in point 2 of the first paragraph of Article 38 of the ZBan-2;
 3. a declaration by the candidate for a member of the management board or appropriate assurances with regard to the fulfilment of the condition set out in point 3 of the first paragraph of Article 38 of the ZBan-2;
 4. the decision by the supervisory board on the nomination of an individual as member of the management board referred to in the third paragraph of Article 39 of the ZBan-2.
- (2) Within five days of the nomination of a member of the supervisory board at the Assembly meeting, the bank shall submit the following to the Bank of Slovenia in connection with the person in question:

1. a VPR questionnaire, which is an appendix to this regulation, in the part relating to a nominated member of the supervisory board, completed by the member in question;
2. an extract from the criminal records or another form of evidence of the fulfilment of the condition set out in point 2 of the first paragraph of Article 53 of the ZBan-2;
3. a declaration by the member of the supervisory board or appropriate assurances with regard to the fulfilment of the condition set out in point 3 of the first paragraph of Article 53 of the ZBan-2;
4. the decision by the bank's Assembly on the nomination of the member of the supervisory board.

Article 4
(cessation of application of regulation)

On the day that this regulation enters into force, the Regulation on the documentation for demonstrating fulfilment of the conditions for performing the function of a member of the management board of a bank or savings bank (Official Gazette of the Republic of Slovenia, Nos. 74/13 and 5/14) shall cease to be applied.

Article 5
(entry into force)

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

Ljubljana, 24 September 2015

Boštjan Jazbec
President,
Governing Board of the
Bank of Slovenia

BANK OF SLOVENIA QUESTIONNAIRE

1. for the request for the granting of an authorisation to perform the function of:

- a member of the management board of a bank or savings bank in a two-tier governance system
- an executive director of a bank or savings bank in a single-tier governance system
- the liquidator of a bank or savings bank
- the managing director of a branch of a third-country bank

2. for assessment of the fulfilment of the conditions for nomination as member of the supervisory board of a bank or savings bank

First name and surname of applicant	
Bank / savings bank	
Date of nomination	

1. Introductory note

The Bank of Slovenia uses the answers provided in the VPR questionnaire in the assessment of the suitability of a candidate for a member of the management board of a bank or savings bank (hereinafter: bank) or a nominated member of the supervisory board of a bank from the perspective of knowledge, skills and experience, reputation, governance and time availability, in:

- a) the procedure to grant an authorisation to perform the function of a member of the management board of a bank in a two-tier governance system or an executive director of a bank in a single-tier governance system, the liquidator of a bank or the managing director of a branch of a third-country bank, or
- b) the procedure to assess the fulfilment of the conditions for nomination as a member of the supervisory board of a bank in a two-tier governance system or a non-executive director of a bank in a single-tier governance system.

On the basis of the information in the questionnaire, the Bank of Slovenia ensures equal treatment for each candidate.

2. Instructions for completing the VPR questionnaire

The questionnaire should be completed on a computer.

Where a particular section has the heading “explanation”, arguments and evidence should be provided for the corresponding statements.

When the applicant does not wish to answer a particular question, reasons should be cited for such. When the information does not exist, the applicant should mark a cross. Fields may not be left empty.

1. Basic information

1.1 I am completing the questionnaire for the following purpose (mark with a cross):

Granting of an authorisation to perform the function of member of a bank's management board	
Assessment of the fulfilment of the conditions for nomination as member of the supervisory board	

1.2 Function on management body (mark with a cross)

President of the management board	
Other member of the management board	
Chairperson of the supervisory board	
Other member of the supervisory board	

1.3 In light of my knowledge and experience, I am (or may be) a candidate to be a member of the following supervisory board committees referred to in Article 49 of the ZBan-2 (to be completed by supervisory board member only):

1. AUDIT COMMITTEE	<i>If YES, please clarify</i>
2. RISK COMMITTEE	<i>If YES, please clarify</i>
3. NOMINATION COMMITTEE	<i>If YES, please clarify</i>
4. REMUNERATION COMMITTEE	<i>If YES, please clarify</i>

2. Personal information

2.1 Summary of personal information

Title	First name	Surname	Name at birth
Date of birth	Country and place of birth	Nationality	
Email	Telephone (mobile)	Telephone (work)	
Permanent residence	Postcode, city	Country	
Temporary residence	Postcode, city	Country	
Marital status	Number of children	Age of children	

2.2 Other previous names and dates of change (if any)

no.	Name	Date of change
1.		
2.		
3.		
4.		
5.		
6.	<i>Add rows as required</i>	

Note: The applicant should enclose a photocopy of a valid personal identification document (identity card, passport) in the questionnaire.

3. Questions in connection with knowledge, skills and experience

3.1 Please state precisely:

- 1) any professional qualifications obtained (without abbreviations), including the grades/classes obtained,
- 2) all professional bodies of which you are a member, or in which you have requested membership or have been invited to become a member,
- 3) all additional education and training in the fields of banking, finance, economics, law, administration, financial regulations, mathematics and statistics,
- 4) knowledge of foreign languages.

AD1) PROFESSIONAL QUALIFICATIONS

Qualification	Grade/class obtained	Educational institution, location	Date obtained
<i>Add rows as required</i>			

Enclose photocopies of evidence of any professional qualification obtained.

AD2) MEMBERSHIP OF PROFESSIONAL BODIES

Professional body	Date of membership
<i>Add rows as required</i>	

AD3) ADDITIONAL EDUCATION AND TRAINING

Other additional education and training, particularly in the fields of banking, finance, economics, law, administration, financial regulations, mathematics and statistics. A supervisory board member should also enter education and training in the field of corporate governance and the functioning of supervisory boards, ¹ enclosing an appropriate photocopy of the evidence/certificate.	Period of education/training
<i>Add rows as required</i>	

¹ <http://www.zdruzenje-ns.si/zcnswweb/vsebina.asp?n=3&s=423> (and similar)

AD4) KNOWLEDGE OF FOREIGN LANGUAGES

Language	Level of knowledge - Advanced (speaking / reading / writing) - Intermediate (reading / writing) - Basic (reading)	Certification obtained (YES/NO)	Date certification obtained
1.	Native language		
2.			
3.			
4.			
5.			
<i>Add rows as required</i>			

3.2 State information about your professional experience (employment, self-employment and functions), including the names of all companies/organisations at which you are or have been employed (to be completed by a supervisory board member and a candidate for membership of a management board). State the nature and duration of all corresponding functions/positions, and how they were terminated. Begin the list with your most recent employment. Describe all periods, including any periods of unemployment.

Period from/to (month/year)	Name and address of employer, and primary business line	Function/position	Duration of function and manner of termination (expiry of term of office, resignation or dismissal)
<i>Add rows as required</i>			

3.3 State all companies at which you serve or have served in management positions and/or functions (to be completed by a supervisory board member and a candidate for membership of a management board). Your description should include delegated powers, internal decision-making powers and areas of operations for which you were responsible, including the number of subordinates. Include honorary functions, as applicable.

Company name	Primary business line	Function / honorary function / representative position*	Period from-to (mm/yyyy-mm/yyyy)
<i>Add rows as required</i>			

* E.g. procurator or nominee, function of statutory representative of management or supervisory bodies

Briefly describe your experience in management positions, including the nature and scope of operations, and the company's organisational structure.

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State all companies at which you are or have been a member of the supervisory board.

Company name	Primary business line	Period from-to (mm/yyyy-mm/yyyy)
<i>Add rows as required</i>		

3.4 Provide recommendations from employers and/or supervisory boards for at least the last three years. Enclose photocopies of recommendations and/or assessments in the questionnaire (to be completed by a candidate for membership of a management board only).

Period to which recommendation applies from-to	Employer	First name, surname and function of person issuing recommendation
<i>Add rows as required</i>		

3.5 Give a rating from 1 to 4 for and briefly describe your theoretical knowledge and practical experience in connection with the areas cited in the table.

a) Ratings

Area	Theoretical knowledge (rating of 1 to 4)	Practical experience (rating of 1 to 4)
Financial markets		
Banking legislation, regulations and requirements		
Strategic planning, understanding and realisation of a bank's business strategy and business plan, and their connection with strategies and policies of risk take-up and management		
Internal governance arrangements of a bank		
- A bank's organisational structure, conflicts of		

interest, independence of internal control functions		
- Risk management (identification, assessment, stress testing, management, monitoring, control of a bank's significant risks)		
- Internal control mechanisms (internal controls and role of internal control functions)		
- Remuneration policy and practices		
Understanding of a bank's financial information, identification of key issues on the basis of financial information, and implementation of appropriate controls and measures		

b) Explanation of rating

Area	Explanations
Financial markets	
Banking legislation, regulations and requirements	
Strategic planning, understanding and realisation of a bank's business strategy and business plan, and their connection with strategies and policies of risk take-up and management	
Internal governance arrangements of a bank	
- A bank's organisational structure, conflicts of interest, independence of internal control functions	
- Risk management (identification, assessment, stress testing, management, monitoring, control of a bank's significant risks)	
- Internal control mechanisms (internal controls and role of internal control functions)	
- Remuneration policy and practices	
Understanding of a bank's financial information, identification of key issues on the basis of financial information, and implementation of appropriate controls and measures	

4. Issues in connection with assessment of reputation

Answer the next questions by choosing the YES or NO option for each question. If the answer to a question is YES, please provide details in the corresponding box.

4.1 Have you ever been prosecuted or convicted in the Republic of Slovenia or abroad due to: YES/NO

- criminal offences / misdemeanours under laws governing banking and/or financial activities, trading in financial instruments, insurance activities, payment services, money laundering, market manipulation, insider trading or extortion;
- criminal offences / misdemeanours in connection with dishonesty, fraud or financial crimes;
- tax-related criminal offences / misdemeanours; or
- other criminal offences / misdemeanours under laws governing companies, bankruptcy, insolvency, consumer protection or employment?

If yes, please provide details.

4.2 Are you aware of any ongoing proceedings against you in the Republic of Slovenia or abroad due to the criminal offences / misdemeanours referred to in the previous question? YES/NO

If yes, please provide details.

4.3 Has any final or pending judicial decision been issued with regard to the payment of a debt that you have failed to settle? Are such proceedings ongoing? YES/NO

If yes, please provide details.

4.4 Have you ever been found liable through a final or pending decision in disciplinary proceedings? Are such proceedings ongoing? YES/NO

If yes, please provide details.

4.5 Has a court in the Republic of Slovenia or abroad issued a final or pending decision finding you liable for damages in connection with a participating interest in or the governance of any company? Are such proceedings ongoing? YES/NO

If yes, please provide details.

4.6 Has any final or pending conviction been handed down against you in any other civil, labour law, administrative or disciplinary proceedings (including proceedings due to the breach of an employment contract, proceedings due to discrimination, harassment or mobbing in the workplace, disqualification from acting as a company director, bankruptcy proceedings, insolvency or similar proceedings)? YES/NO

If yes, please provide details.

4.7 Have any of the proceedings referred to in points 4.1 to 4.6 been settled out of court or within the framework of alternative dispute resolution? If yes, how? YES/NO

If yes, please provide details.

4.8 Have you ever requested that a competent authority grant an authorisation to execute transactions or pursue activities for which an authorisation is required from the competent authority in the Republic of Slovenia or abroad (e.g. for stockbroking or similar transactions)? YES/NO

4.9 Was your request for the granting of an authorisation referred to in point 4.8 rejected? YES/NO

If yes, please provide details.

4.10 Have you ever had the authorisation referred to in point 4.8 withdrawn, suspended or revoked? YES/NO

If yes, please provide details.

4.11 Have you ever had a request for the granting of an authorisation to perform the function of a member of the management board of a company rejected? YES/NO

If yes, please provide details.

4.12 Have you ever been dismissed or required to resign from an executive YES/NO

position/function?

If yes, please provide details.

4.13 Has your employment ever been terminated owing to a breach of work obligations? YES/NO

If yes, please provide details.

4.14 Have you ever resigned from the (paid or unpaid) position of nominee or procurator? YES/NO

If yes, please provide details.

4.15 Has any company in which you hold or held a qualifying holding, are or were the founder or are or were a member of the management board or a director had its request for membership in any professional association rejected or had such membership withdrawn, or has the company been sanctioned in any way by such organisations in the Republic of Slovenia or abroad? YES/NO

If yes, please provide details.

4.16 Has a competent authority in the Republic of Slovenia or abroad ever prohibited you from performing any activity? YES/NO

If yes, please provide details.

4.17 To your knowledge, have you ever been included on a list of debtors who settle their liabilities to a bank with delay (e.g. SISBON)? YES/NO

If yes, please provide details.

4.18 Have you ever declared personal bankruptcy? YES/NO

If yes, please provide details.

4.19 Do you have any major investments, financial exposures or loan borrowings that could have a significant impact on your financial position? YES/NO

If yes, please provide details.

4.20 Have you ever served in an executive position or supervisory function at a company whose authorisation to pursue an activity for which a special authorisation is required was withdrawn? YES/NO

If yes, please provide details.

4.21 Have you ever served in an executive position or supervisory function at a company against which compulsory composition, liquidation or bankruptcy proceedings have been initiated or at which a special administration has been appointed in the Republic of Slovenia or abroad? YES/NO

If yes, please provide details.

4.22 Are you aware of the intention to initiate any of the proceedings referred to in point 4.21? YES/NO

If yes, please provide details.

5. Questions in connection with governance and conflicts of interest

5.1 State all companies in which you or your immediate family members hold or have held a participating interest or voting rights exceeding 10% over the last three years.

Company name	Primary business line	Participating interest, %	State which immediate family members hold a participating interest in the company
<i>Add rows as required</i>			

5.2 Are any of the companies stated in your responses under points 2.3 and 2.26 in a business relationship with the bank at which you have been appointed a member of the management board? If YES, please describe the business relationship. YES/NO

If yes, please provide details.

5.3 To your knowledge, is there currently any suspicion of a conflict of interest at the level of members of the management body² referred to in point 4 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) between you in the function of a member of the management body and the bank?

Please clarify.

6. Issues in connection with time availability

6.1 State all executive and non-executive directorships referred to in the second paragraph of Article 36 of the ZBan-2 that you currently hold, having regard for the fourth paragraph of Article 36 of the ZBan-2

² A "conflict of interest at the level of members of the management body" is a situation in which the private interest of a member of the management body has or could have an impact on the impartial and objective execution of tasks or decision-making by the member in question in relation to the bank's interests. The private interest of a member of the management body means his/her interest in an undue material or non-material advantage for himself/herself, for an immediate family member or for a person who has interests in common with the member in question that are evidenced in action in concert between the member in question and the aforementioned person. A conflict of interest at the level of members of the management body also includes any significant business contact.

Company name	Executive directorship	Non-executive directorship	With a cross indicate the functions that constitute a single directorship pursuant to the fourth paragraph of Article 36 of the ZBan-2
<i>Add rows as required</i>			

6.2 Are you, taking into account your other business and personal obligations, capable of dedicating sufficient time to your work at the bank, even if that means exceeding mandatory working hours at the bank? YES/NO

Please clarify.

7. Vision for the bank’s operations or supervision³

7.1 Which work areas will you be responsible for on the bank’s management board (to be completed by a candidate for a member of the management board) or which areas will you be responsible for supervising on the bank’s supervisory board (to be completed by a supervisory board member)?

7.2 Describe your strategy (in 2,000 to 3,000 words):

- for managing the bank’s operations and managing the corresponding risks (to be completed by a candidate for a member of the management board)
 - for supervising the bank’s operations (to be completed by a supervisory board member)
- having regard for banking legislation in the area for which you will be responsible on the bank’s management board or supervisory board, and the relation between this area and the banking system in the Republic of Slovenia.

³ A candidate to be a liquidator is not required to answer the questions in this point.

Declaration

I, _____
(first name and surname)

- (a) hereby confirm that the data and information provided in the questionnaire are true and accurate, and that all copies of documents enclosed are identical to the originals.

Circle the applicable indent:

- I am aware that a member of the management board of a bank / an executive director of a bank / the liquidator of a bank / the managing director of a branch of third-country bank must possess the relevant professional qualifications and the personal qualities and experience required to manage the operations of a bank.
- I am aware that a member of the supervisory board of a bank must possess the relevant professional qualifications and the personal qualities and experience required to supervise the operations of a bank.

(b) I hereby declare that:

1. I am not involved in any ongoing criminal or pre-trial proceedings in the Republic of Slovenia or abroad, that I have not been convicted of a criminal offence where the conviction is yet to be expunged, and that I have not been charged with a criminal offence prosecuted *ex officio* for which a prison sentence of one year or more may be imposed,
2. I do not or did not hold an executive position or perform the function of a supervisory body at a company in the Republic of Slovenia or abroad against which compulsory composition, liquidation or bankruptcy proceedings have been or were initiated, nor do I have knowledge of any intention to initiate such proceedings,
3. I have fully answered every question in this questionnaire and disclosed all information that may be deemed relevant for the purpose of completing this questionnaire,
4. I recognise the Bank of Slovenia's right to verify the veracity of the information and the authenticity of the enclosed copies of documents,
5. I undertake to inform the Bank of Slovenia without delay of any significant changes in connection with the answers, statements and other content that I have provided in this questionnaire and with regard to other matters that I become aware of between the completion of this declaration and the granting of the authorisation,

- (c) I am aware that the Bank of Slovenia may only disclose the information in this questionnaire in accordance with the first and second paragraphs of Article 16 and the first paragraph of Article 19 of the ZBan-2.

Date:

Signature: