

National Bank of the Republic of Macedonia
Off-Site Supervision and Licensing Department
Financial Stability and Banking Regulations Department



DECISION
amending the Decision on Issuing Approvals

February 2018

Pursuant to Article 47 paragraph 1 item 6 of the Law on the National Bank of the Republic of Macedonia (Official Gazette of the Republic of Macedonia No. 158/10, 123/12, 43/14, 153/15 and 6/16) and Article 57 paragraph 2 and paragraph 3 and Article 59 paragraph 5 of the Banking Law (Official Gazette of the Republic of Macedonia No. 67/07, 90/09, 67/10, 26/13, 15/15, 153/15 and 190/16), the National Bank of the Republic of Macedonia Council adopted the following

DECISION
amending the
Decision on Issuing Approvals
(Official Gazette of the Republic of Macedonia No. 24/18)

1. In the Decision on Issuing Approvals (Official Gazette of the Republic of Macedonia No. 72/13) in item 2 paragraph 1 indent 1, after the words: "and after the Governor has issued an approval", the semicolon shall be replaced by full stop, followed by new sentence, which shall read as follows: "The decision/draft-decision shall contain the text of the amendment to the bank statute;"

Indent 2 shall be deleted, and indents 3 and 4 shall become indents 2 and 3.

2. In item 4, paragraph 1 shall be followed by a new paragraph 2 that reads as follows:

"After the adoption of the decision on issuing an approval for amendments to the statute, the bank shall be obliged to submit to the National Bank of the Republic of Macedonia (hereinafter: the National Bank) revised text of the statute with the adopted amendments within 15 days of their adoption."

3. In item 7 paragraph 2, the word: "domestic" shall be deleted.

4. In item 9 sub-item 9.1. paragraph 1 and in item 12 sub-item 12.1. paragraph 1 in the introductory sentence, the words: "the level of acceptable risk" shall be replaced by the words: "the acceptable level of risk".

5. In item 13 paragraph 1, the wording in the introductory sentence: "of the Republic of Macedonia (hereinafter: the National Bank)" shall be deleted.

6. In item 16 sub-item 16.1. paragraph 1, the words: "shall state the duration of the mandate" shall be replaced by the words: "shall state the period".

In item 16 sub-item 16.6. paragraph 1, the wording in the second sentence: "a bank Supervisory Board, the standards that banks need to comply with, according to the regulations and their specific activities" shall be replaced by the words: "a bank Supervisory Board and the standards that banks need to comply with, according to the regulations".

In sub-item 16.7. paragraph 1, the first sentence shall be amended and read as follows: "Data from the Central Registry if the proposed person is recorded as a manager, member of a managing or supervisory body in some legal entity."

Sub-item 16.8. shall be amended and read as follows:

"16.8. A copy of the document, if issued as such, of the competent authority for the supervision of banks and other non-bank financial institutions (except a document of the

National Bank) pursuant to which the person proposed as member of the Supervisory Board was issued the approval for a member of a bank or other non-bank financial institution body. In the event when the competent foreign authority for the supervision of banks and other non-bank financial institutions fails to issue a formal approval, the application shall state this circumstance.”.

Sub-item 16.9. shall be amended and read as follows:

“16.9. The assessment of the appropriateness of the proposed member of the Supervisory Board, which shall determine the fulfillment of the criteria for a member of the Supervisory Board and the appropriateness of the proposed member of the Supervisory Board together with the other members, according to the National Bank’s regulation on good corporate governance rules for banks.”.

In sub-item 16.10. paragraph 1, in indent 2 the wording: "the bank" shall be followed by the words: "or do not represent a shareholder with qualified holding in the bank".

In sub-item 16.11., paragraph 1 shall be followed by a new paragraph 2 that reads as follows:

“The National Bank, ex officio, may also require additional documents, data and information from an appropriate competent authority in the country or abroad for the purpose of assessing the reputation or integrity of the person proposed as member of the Supervisory Board.”

7. Item 17 shall be amended and read as follows:

„17. Together with the application for issuing an approval for reappointment of a member of the bank’s Supervisory Board, the bank shall submit the documentation of item 16 sub-items 16.1. (decision on reappointment), 16.2. (in case of expired validity of previously submitted documents or change in data), 16.4., 16.5., 16.7., 16.8. (in case of change in the membership in the managing and/or supervisory bodies or the person was subject to new assessment of other supervisory body), 16.9., 16.10. (for independent members) and 16.11. (for a foreign natural person) of this Decision as well as:

- minutes of the meetings of the Supervisory Board held during at least one year prior to application;
- all annual assessment of the appropriateness and work of the person proposed as a member of the Supervisory Board, for the previous period in which the person was a member of the Supervisory Board, made pursuant to the Banking Law and the National Bank’s regulation on good corporate governance rules for banks;
- document issued by the bank if the person proposed as member of the Supervisory Board and the persons related thereto use loans or other forms of exposure or have deposits in the bank. If the above-stated persons use loans or other forms of exposure or have deposits in the bank, the bank shall confirm that they do not enjoy more favorable conditions than those applicable to other customers of the bank at the same level of risk;
- additional documents, data and information which the National Bank may require in the process of deciding.”

8. In item 19, paragraph 1 shall be amended and read as follows:

“During the decision-making, based on the submitted documentation stipulated in item 16 or item 17 of this Decision and the conducted interview of item 18 of this Decision, the

National Bank shall make an assessment whether the proposed Supervisory Board member fulfills the criteria prescribed with the Banking Law.”.

In paragraph 2, the wording: “the by-laws resulting thereof” shall be deleted.

In paragraph 3, the second sentence shall be amended and read as follows: “This means that for this person there is no proof of:

- his/her prior involvement in business operation or activities which meant noncompliance with the regulations, the business practices and procedures, noncompliance with the good corporate governance rules and the contractual obligations to the bank or other legal entities;

- disruption or jeopardizing the interests of the legal entity where this person worked or works, as well as the interests of its depositors.

- inadequate cooperation or refusal to cooperate with competent authorities, including supervisory bodies;

- rejection, revocation or withdrawal of an approval for performing certain function by competent body, including supervisory body.”

In paragraph 4, the wording: “a member of the bank body or of” shall be replaced by the words: “a person with special rights and responsibilities at the bank or in”.

Paragraph 5 shall be followed by three new paragraphs 6, 7 and 8 that read as follows:

“The assessment whether the proposed person will devote sufficient time to carry out the obligations as a member of the Supervisory Board shall take into account his/her memberships in the managing and/or supervisory bodies in other legal entities or non-profit organizations, the nature of each membership i.e. function (executive or non-executive), the usual number of meetings that should be attended by the person as a result of those memberships and the time required to carry out other professional engagements. If the proposed person had previously been a member of the bank’s Supervisory Board, his/her involvement in the work of the bank’s Supervisory Board, through his/her attendance and activity at the meetings of the Supervisory Board, shall also be taken into account.

If the proposed person had previously been a member of the bank's Supervisory Board, the assessment whether he/she will avoid conflict of interests shall take into account the manner in which he/she had acted when the Supervisory Board had discussed or had decided on issues of conflict between his/her interest, including the interest of persons related thereto and the interest of the bank.

The assessment of the appropriateness of the person proposed as a member of the Supervisory Board together with the other members of the Supervisory Board shall take into account if the Supervisory Board is constituted of persons with knowledge and experience in areas important for understanding the bank’s activities, the material risks it is exposed to and for conducting efficient supervision of the bank’s operations, monitoring and assessing of operations and the decisions of the bank’s Supervisory Board.”

9. In item 20, paragraph 2 shall be deleted. Paragraph 3 shall become paragraph 2.

10. In item 21 sub-item 21.1. paragraph 1, the words: "shall state the duration of the mandate" shall be replaced by the words: “shall state the period”, and paragraph 1 shall be followed by a new paragraph 2 that reads as follows:

"Together with the decision of the bank's Supervisory Board, the assessment of the appropriateness of the person proposed as a member of the bank's Management Board shall also be submitted, which shall determine the fulfillment of the criteria for a member of the Management Board and the appropriateness of the proposed member of the Management Board together with the other members, according to the National Bank's regulation on good corporate governance rules."

Sub-item 21.7. shall be amended and read as follows:

"21.7. Decision which permits residence for work in the Republic of Macedonia (for a foreign national). The bank is required to submit a new decision on residence for work in the Republic of Macedonia to the National Bank within fifteen days of the expiry of the previous decision, during the period for which the person proposed as a member of the Management Board has received approval from the Governor."

In sub-item 21.10. paragraph 1, the words: "a bank Management Board, the standards that banks need to comply with, according to the regulations and their specific activities" shall be replaced by the words: "a bank Management Board and the standards that banks need to comply with, according to the regulations".

In sub-item 21.11. paragraph 1, the first sentence shall be amended and read as follows: "Data from the Central Registry if the proposed person is recorded as a manager, member of a managing or supervisory body in some legal entity."

In sub-item 21.12. paragraph 1, the words: "entity" shall be followed by the wording: "except in the legal entities referred to in Article 83 paragraph 6 of the Banking Law,".

Sub-item 21.14. shall be amended and read as follows:

"21.14. A copy of the document, if issued as such, of the competent authority for the supervision of banks and other non-bank financial institutions (except a document of the National Bank) pursuant to which the person proposed as member of the Management Board was issued the approval for a member of a bank or other non-bank financial institution body. In the event when the competent foreign authority for the supervision of banks and other non-bank financial institutions fails to issue a formal approval, the application shall state this circumstance."

In sub-item 21.15., paragraph 1 shall be followed by a new paragraph 2 that reads as follows:

"The National Bank, ex officio, may also require additional documents, data and information from an appropriate competent authority in the country or abroad for the purpose of assessing the reputation or integrity of the person proposed as member of the Management Board."

11. Item 23 shall be amended and read as follows:

"23. Together with the application for issuing an approval for reappointment of a member of the bank's Management Board, the bank shall submit the documentation of item 21 sub-items 21.1. (decision on reappointment together with the assessment of the appropriateness), 21.2. (in case of expired validity of previously submitted documents or change in data), 21.4., 21.6., 21.7. (for foreign natural person), 21.8., 21.11., 21.14. (in case of change in the membership in the managing and/or supervisory bodies of companies or

organizations or the person was subject to new assessment of other supervisory body) and 21.15. (for foreign natural person), as well as:

- a document issued by the bank if the person proposed as member of the Management Board and the persons related thereto use loans or other forms of exposure or have deposits in the bank. If the above-stated persons use loans or other forms of exposure or have deposits in the bank, the bank shall confirm that they do not enjoy more favorable conditions than those applicable to other customers of the bank at the same level of risk and
- other documents which the National Bank may require in the process of deciding.”

12. In item 25, paragraph 1 shall be amended and read as follows:

“During the process of deciding on the application for issuing an approval for a member of the Management Board, based on the submitted documentation stipulated in item 21 or item 23 of this Decision and the conducted interview of item 24 of this Decision, the National Bank shall make an assessment of whether the proposed Management Board member fulfills the criteria prescribed with the Banking Law.”

In paragraph 2, in the third sentence, the word “basic” shall be deleted.

In paragraph 4, the second sentence shall be amended and read as follows: “This means that for this person there is no proof of:

- his/her prior involvement in business operation or activities which meant noncompliance with the regulations, the business practices and procedures, noncompliance with the good corporate governance rules and the contractual obligations to the bank or other legal entities;
- disruption or jeopardizing the interests of the legal entity where this person worked or works, as well as the interests of its depositors.
- inadequate cooperation or refusal to cooperate with competent authorities, including supervisory bodies;
- rejection, revocation or withdrawal of an approval for performing certain function by competent body, including supervisory body.”

In paragraph 5, the wording: “a member of the bank body or” shall be replaced by the words: “a person with special rights and responsibilities at the bank or in”.

Paragraph 6 shall be followed by two new paragraphs 7 and 8 that read as follows:

“If the proposed person had previously been a member of the bank’s Management Board, the assessment whether he/she will avoid conflict of interests shall take into account the manner in which he/she had acted when the Management Board had discussed or had decided on issues of conflict between his/her interest, including the interest of persons related thereto and the interest of the bank.

The assessment of the appropriateness of the person proposed as member of the Management Board together with the other members of the Management Board shall take into account if the Management Board is constituted of persons with expertise, experience and abilities which enable independent bank’s management, understanding the activities performed by the bank and the material risks it is exposed to.”

13. In item 28 paragraph 1 indent 2, the wording: “legal entity” shall be followed by the wording: “except in the legal entities referred to in Article 83 paragraph 6 of the Banking Law,”.

14. In item 30 paragraph 1 indent 4, the wording: "efficient supervision" shall be followed by comma and the words: "conducting administration, undertaking other measures for resolving the situation, revocation of approvals, revocation of the license for status changes or revocation of the founding and operating license;".

15. In item 34 paragraph 1, indent 4 shall be amended and read as follows:

"- the organizational or ownership structure of the bank in which an equity holding is being acquired and the existence of any close links with other persons/entities does not hinder the performance of an efficient supervision and taking corrective measures on an individual and consolidated basis;".

In indent 5, the wording: "efficient supervision" shall be followed by comma and the words: "conducting administration, undertaking other measures for resolving the situation, revocation of approvals, revocation of the license for status changes or revocation of the founding and operating license".

16. In item 38 paragraph 1, indent 3 shall be amended and read as follows:

"- the organizational or ownership structure of the institution to be invested in does not hinder the performance of an efficient supervision, including taking corrective measures on an individual and consolidated basis;".

In indent 4, the word: "supervision" shall be followed by comma and the wording: "including taking corrective measures on an individual and consolidated basis".

In indent 7, the wording: "effective supervision" shall be followed by comma and the words: "conducting administration, undertaking other measures for resolving the situation, revocation of approvals, revocation of the license for status changes or revocation of the founding and operating license".

17. In item 50 paragraph 1 indent 2, the word "operation" shall be followed by the words "and will invest Tier 2 capital in the bank, if required."

18. In item 51 paragraph 1 indent 4, the word: "creditors" shall be followed by the words: "inadequate cooperation or refusal to cooperate with competent supervisory bodies,".

In indent 5, the wording: "efficient supervision" shall be followed by comma and the words: "conducting administration, undertaking other measures for resolving the situation, revocation of approvals, revocation of the license for status changes or revocation of the founding and operating license".

19. Item 54 shall be amended and read as follows:

"54. The bank, i.e. the applicant, shall be obliged to fully prepare the application for issuing an approval submitted to the National Bank, to verify and ensure that the application and the documentation submitted to the application do not contain errors regarding the facts or other omissions.

With the applications for issuing the approvals of this Decision, the bank, i.e. the applicant, shall submit data on the authorized contact person with the National Bank (name

and surname, telephone number, e-mail address) and a proof of payment of the fee for processing of the application.

Together with the application, the entire documentation prescribed with the Banking Law and this Decision should be submitted. Other additional documentation may also be required during the procedure, and the National Bank shall notify the bank, i.e. the applicant thereon.”.

20. In item 56 paragraph 1, the wording: "a license" shall be replaced with the word: "an approval”.

In paragraph 2, indent 2, the words: "who is not engaged by the relevant bank or a person related to the bank" shall be deleted.

Paragraph 2 shall be followed by a new paragraph 3 that reads as follows:

“The documents under paragraph 2 of this item shall clearly and unambiguously state that according to the legislation of the foreign country, a certain document prescribed with this Decision may not be obtained, i.e. there is no competent institution in that country that keeps a record and issues a document as that stipulated in this Decision or clearly and unambiguously state in which manner and through which other document a certain circumstance is proved (e.g. ban on performing a profession, activity or duty).”

21. Forms 1, 2, 3, 4 and 5 shall be replaced by new forms 1, 2, 3, 4 and 5, which are an integral part of this Decision.

22. The proceedings initiated before the beginning of application of this Decision, shall be subject to the provisions that were applicable on the date of submission of the application for obtaining prior approval by the National Bank.

23. This Decision shall enter into force on the eighth day from the date of its publication in the Official Gazette of the Republic of Macedonia, and shall apply from 1 July 2018.

D. No. 02-15/II-2/2018
1 February 2018
Skopje

Governor
and Chairman
of the National Bank of the Republic of
Macedonia Council
Dimitar Bogov

Questionnaire for a Supervisory Board member

1. Personal data

- 1.1. Name and surname
- 1.2. Home address
- 1.3. Address in the Republic of Macedonia (in case of foreign person with residence in the Republic of Macedonia)
- 1.4. Date and place of birth
- 1.5. Citizenship
- 1.6. Number of the identity card or passport number (for foreign natural persons)
- 1.7. NINC (National Identification Number of the Citizen)
- 1.8. Telephone and e-mail address

2. Education

Name of the educational institution and head office	Full title of the degree obtained	Period of education

3. Data on the qualifications, professional history and experience

- 3.1. Please list all jobs and/or positions which you have held until the moment of completing this Questionnaire, starting from the most recent job.

Period from/to (month/year)	Name, head office and core activity of the employer	Job/position, a brief description of the working duties and authorizations for decision-making

- 3.2. Please list all attended training courses in the area of banking and/or finance

Training course	Institution sponsoring the training course	Period when the training course was held

- Have you ever been imposed a misdemeanor sanction, or a ban on performing a profession, activity or duty? If such a sanction or a ban had been imposed on you, please provide all the details.
- Have you ever been convicted by an effective court judgment for unconditional imprisonment of more than six months, in the period of duration of the legal consequences of the conviction, for crimes against property, crimes against public finances, payment operations and economy, criminal offenses against official duty, as well as crimes of forging documents, specific cases of forging documents, computer forgery, using a document with untrue content and pettifoggery of the Criminal Code? If such judgment was rendered, please provide all the details.
- Are you or the person/entity connected with you, a shareholder, owner, co-owner or partner in some legal entity, including the bank in which you are proposed to be a member of the Supervisory Board? If the answer is yes, please complete the following two tables, where the first one is completed only for the proposed member and the second for the persons/entities connected with him/her.

Name and head office of the legal entity in which the proposed member holds capital and/or voting shares	Percentage of the capital and/or of the voting shares

Name and surname, or title of the connected person/entity and the manner of connection	Name and head office of the legal entity where the connected person/entity holds capital and/or voting shares	Percentage of the capital and/or of the voting shares

- Are you, or the person/entity connected with you, a member of a supervisory or management body in the above-stated entities? If the answer is yes, please complete the following two tables, where the first one is completed only for the proposed member and the second for the persons/entities connected with him/her.

Name and head office of the legal entity	Supervisory or management body

Name and surname, or title of the connected person/entity and the manner of connection	Name and head office of the legal entity	Supervisory or management body

8. Are you a member of a supervisory or a management body or do you in any other way exert influence on the management and the policy making and the making of financial and business decisions of any other legal entity, except the legal entities stipulated in item 6 of this questionnaire? Please list any such legal entities, the management or supervisory body or the manner under which you exert influence.

Name and head office of the legal entity	Supervisory or management body	Description of the manner of exerting influence

9. If you have been proposed as an independent member of the Supervisory Board, have you and/or the persons/entities connected with you had any material interest or business relationship with the bank in which you have been proposed as a member of the Supervisory Board, in the last three years, including the total compensation for membership in the Supervisory Board according to the bank's Remuneration Policy? If the answer is yes, please provide more details on the type and the amount of the material interest or the type of the business relationship.
10. Please indicate how much time you devote for the performance of the functions of a member of a supervisory or a management body in other legal entities referred to in items 3, 7 and 8 of this questionnaire.

Name and head office of the legal entity	Supervisory or management body	Time required – weekly (in hours) and annually (in days)	Number of meetings annually	Additional information

11. If you are a representative of shareholder(s) of the bank, which shareholder(s) will you represent in the Supervisory Board? What is the basis for your connection with the shareholder(s)?
12. If you have been proposed as an independent member of the Supervisory Board of the bank, how do you think you can perform your independent role?
13. Are you a person connected with the other members of the Supervisory Board or with the members of the Management Board of the bank? If the answer is yes, please indicate the members to which you are connected and the manner of connection.

14. Are you, or the person connected with you, connected with other persons, who in accordance with the Banking Law, are considered affiliated with the bank? If the answer is yes, please complete the following two tables, where the first one is completed only for the natural person and the second one for the persons/entities connected with him/her.

Name and surname, or title and head office of the person/entity affiliated with the bank	Type of affiliation

Name and surname, or title and head office of the person/entity affiliated with the natural person	Name and surname, or title and head office of the person/entity affiliated with the bank	Type of affiliation between the entities/persons from columns 1 and 2

15. Has a bankruptcy procedure been initiated against the legal entities in which you held a position of a responsible person (manager, executive member of a board of directors, member of a management board)? If the answer is yes, please provide more details about your activities, competences and responsibilities in that legal entity.
16. Is there a legally effective court decision rendered against you whereby you are held reliable for the opened bankruptcy procedure? If the answer is yes, please provide all the details related to the court verdict.
17. If applicable in your country, is your estate subject to bankruptcy proceedings? If the answer is yes, please provide all the details related to the circumstances connected with this procedure.
18. Has a competent supervisory authority, except the National Bank of the Republic of Macedonia, ever undertaken any measures against a bank or other financial institution where you have exerted control or have been a member of a supervisory or a management body or have in any way influenced the management and the policy making and the making of financial and business decisions? If the answer is yes, please list the measures and all details related to their implementation.
19. Has any competent authority responsible for supervision of banks and/or other financial institutions, except the National Bank of the Republic of Macedonia, ever assessed your reputation and/or appropriateness when applying for an approval for becoming a member of a supervisory or a management body of those institutions? If the answer is yes, please provide all the details.

Name of the competent supervisory authority	Type of approval/license applied for	Reasons for rejecting the application (if the competent body did not)	Validity period of the obtained approval/license

		issue the requested approval)	

20. Has the competent authority for supervision of banks and/or other financial institutions, except the National Bank of the Republic of Macedonia, ever revoked your approval for a shareholder or for a participation in the capital of a bank or another financial institution or an approval for a member of a supervisory or a management body? If the answer is yes, please provide all the details.
21. Have you ever been removed or asked to resign from any function in another legal entity? If the answer is yes, please provide full details.
22. Please indicate in which of the following or other areas you have the knowledge and/or experience: financial markets and capital markets, financial analyses, strategic planning, risk management, information technology, internal audit, legislation, corporate governance and company management. Please provide an appropriate explanation.
23. Have there been any discussion and decision-making about issues of conflict between your interest, including the interest of persons/entities connected to you, and the interest of the bank during your mandate as a member of the Supervisory Board? If the answer is yes, please indicate the specific cases and the manner in which you have acted.
24. Please list other facts or circumstances which could be important when assessing your knowledge of the regulations from the area of banking and/or finance as well as your experience in providing sound and safe operation of the bank.
25. Please provide a short description of your expectations for prosperity of the bank after five years.

I, the undersigned _____
(name of the natural person)

a) Declare, under full moral, material and criminal accountability, that I personally filled in this questionnaire and that the information provided in it, as well as the complete documentation that I submit together with the application for issuing an approval for a member of the Supervisory Board of _____ (name of the bank), are accurate and do not contain forged data and documents.

b) I am aware of the criteria prescribed in the Banking Law which I have to fulfill in order to become a member of the Supervisory Board of a bank.

c) I declare that I will ensure compliance with the supervisory standards and the measures undertaken by the National Bank, and thereby provide for sound and safe operation of the bank.

Place and date

Signature of the natural person

Questionnaire for a Management Board member

1. Personal data

1.1. Name and surname

1.2. Home address

1.3. Address in the Republic of Macedonia (in case of foreign person with residence in the Republic of Macedonia)

1.4. Date and place of birth

1.5. Citizenship

1.6. Number of the identity card or passport number (for foreign natural persons)

1.7. NINC (National Identification Number of the Citizen)

1.8. Telephone and e-mail address

2. Education

Name of the educational institution and head office	Full title of the degree obtained	Period of education

2.1. Knowledge of the Macedonian language

Native speaker _____
 Excellent _____
 Good _____
 Poor _____

2.2. Knowledge of foreign languages

Foreign language	Excellent	Good	Poor

3. Data on the qualification, professional history and experience

3.1. Please list all jobs and/or positions which you have held until the moment of completing this Questionnaire (including the legal entities referred to in Article 83 paragraph 6 of the Banking Law), starting from the most recent job.

Period from/to (month/year)	Name, head office and core activity of the employer	Job/position, a brief description of the working duties and authorizations for decision-making

3.2. Please indicate all memberships in professional bodies or similar organizations

Professional body or similar organization	Date of acquiring membership

3.3. Please indicate all attended training courses in the area of banking and/or finance

Training course	Institution sponsoring the training course	Period when the training course was held

4. Have you ever been imposed a misdemeanor sanction, or a ban on performing a profession, activity or duty? If such a sanction or a ban had been imposed on you, please provide all the details.
5. Have you ever been convicted by an effective court judgment for unconditional imprisonment of more than six months, in the period of duration of the legal consequences of the conviction, for crimes against property, crimes against public finances, payment operations and economy, criminal offenses against official duty, as well as crimes of forging documents, specific cases of forging documents, computer forgery, using a document with untrue content and pettifoggery of the Criminal Code? If such judgment was rendered, please provide all the details.
6. Are you, or the person/entity connected with you, a shareholder, owner, co-owner or partner in some legal entity, including the bank in which you are proposed to be a member of the Management Board? If the answer is yes, please complete the following two tables, where the first one is completed only for the proposed member and the second for the persons/entities connected with him/her.

Name and head office of the legal entity in which the proposed member holds capital and/or voting shares	Percentage of the capital and/or of the voting shares

Name and surname, or title of the connected person/entity and the manner of connection	Name and head office of the legal entity where the connected person/entity holds capital and/or voting shares	Percentage of the capital and/or of the voting shares

7. Are you, or the person/entity connected with you, a member of a supervisory or management body in the above-stated entities? If the answer is yes, please complete the following two tables, where the first one is completed only for the proposed member and the second for the persons/entities connected with him/her.

Name and head office of the legal entity	Supervisory or management body

Name and surname, or title of the connected person/entity and the manner of connection	Name and head office of the legal entity	Supervisory or management body

8. Are you a member of a supervisory or a management body or do you in any other way exert influence on the management and the policy making and the making of financial and business decisions of any other legal entity, except the legal entities stipulated in item 6 of this questionnaire? Please list any such legal entities, the management or supervisory body or the manner under which you exert influence.

Name and head office of the legal entity	Supervisory or management body	Description of the manner of exerting influence

9. Have there been any discussion and decision-making about issues of conflict between your interest, including the interest of persons/entities connected to you, and the interest of the bank during your mandate as a member of the Board of Directors? If the answer is yes, please indicate the specific cases and the manner in which you have acted.

10. Has a bankruptcy procedure been initiated against the legal entities in which you held a position of a responsible person (manager, executive member of a board of directors, member of a management board)? If the answer is yes, please provide more details about your activities, competences and responsibilities in that legal entity.
11. Is there a legally effective court decision rendered against you whereby you are held liable for the opened bankruptcy procedure? If the answer is yes, please provide all the details related to the court verdict.
12. If applicable in your country, is your estate subject to bankruptcy proceedings? If the answer is yes, please provide all the details related to the circumstances connected with this procedure.
13. Has a competent supervisory authority, except the National Bank of the Republic of Macedonia, ever undertaken any measures against a bank or other non-bank financial institution where you have exerted control or have been a member of a supervisory or a management body or have in any way influenced the management and the policy making and the making of financial and business decisions? If the answer is yes, please list the measures and all details related to their implementation.
14. Are you a person connected with the other members of the Management Board or with the members of the Supervisory Board of the bank? If the answer is yes, please indicate the members to which you are connected and the manner of connection.
15. Are you, or the person connected with you, connected with other persons, who in accordance with the Banking Law, are considered affiliated with the bank? If the answer is yes, please complete the following two tables, where the first one is completed only for the natural person and the second one for the persons/entities connected with him/her.

Name and surname, or title and head office of the person/entity affiliated with the bank	Type of affiliation

Name and surname, or title and head office of the person/entity affiliated with the natural person	Name and surname, or title and head office of the person/legal entity affiliated with the bank	Type of affiliation between the entities/persons from columns 1 and 2

16. Has any competent authority responsible for supervision of banks and/or other financial institutions, except the National Bank of the Republic of Macedonia, ever assessed your reputation and/or appropriateness when applying for an approval for becoming a member of a supervisory or a management body of those institutions? If the answer is yes, please provide all the details.

Name of the competent supervisory authority	Type of approval/license applied for	Reasons for rejecting the application (if the competent body did not issue the requested approval)	Validity period of the obtained approval/license

17. Has any competent authority responsible for supervision of banks and/or other financial institutions, except the National Bank of the Republic of Macedonia, ever revoked your approval for a shareholder or for participation in the capital of a bank or another financial institution or the approval for a member of a supervisory or a management body? If the answer is yes, please provide all the details.

18. Have you ever been removed or asked to resign from any function in another legal entity? If the answer is yes, please provide full details.

19. Is there a subdivision of the areas of responsibility of the members of the Management Board of the bank? If so, which area will you be responsible for?

20. In your opinion, what are the advantages of the bank where you have been proposed to be a member of the Management Board? How will you use these advantages to strengthen the stability and safety of the bank?

21. In your opinion, what are the weaknesses of the bank where you have been proposed to be a member of the Management Board? How will you remove/minimize these weaknesses?

22. Please list other facts or circumstances which could be important when assessing your capability of becoming a member of a bank Management Board and providing sound and safe operation of the bank.

23. Please provide a short description of your expectations for prosperity of the bank after five years.

I, the undersigned _____
(name of the natural person)

a) Declare, under full moral, material and criminal accountability, that I personally filled in this questionnaire and that the information provided in it, as well as the complete documentation that I submit together with the application for issuing an approval for a member of the Management Board of _____ (name of the bank), are accurate and do not contain forged data and documents.

b) I am aware of the criteria prescribed in the Banking Law which I have to fulfill in order to become a member of the Management Board of a bank.

c) I declare that I will ensure compliance with the supervisory standards and the measures undertaken by the National Bank and will submit all the data and information requested by the National Bank for the purposes of performing efficient supervision, and thereby provide for safe and sound operation of the bank.

Place and date

Signature of the natural person

Form 3

Questionnaire for the natural persons that intend to acquire shares in a bank

1. Personal data

1.1. Name and surname

1.2. Home address

1.3. Address in the Republic of Macedonia (in case of foreign person with residence in the Republic of Macedonia)

1.4. Date and place of birth

1.5. Citizenship

1.6. Number of the identity card or passport number (for foreign natural persons)

1.7. NINC (National Identification Number of the Citizen)

1.8. Telephone and e-mail address

2. Education

Name of the educational institution and head office	Full title of the degree obtained	Period of education

3. Please list all jobs and/or positions which you have held until the moment of completing this Questionnaire, starting from the most recent job.

Period from/to (month/year)	Name, head office and core activity of the employer	Job/position (where and when)

4. Have you ever been imposed a misdemeanor sanction, or a ban on performing a profession, activity or duty? If such a sanction or a ban had been imposed on you, please provide all the details.

5. Have you ever been convicted by an effective court judgment for unconditional imprisonment of more than six months, in the period of duration of the legal consequences of the conviction, for crimes against property, crimes against public finances, payment operations and economy, criminal offenses against official duty, as well as crimes of forging documents, specific cases of forging documents, computer forgery, using a document with

untrue content and pettifoggery of the Criminal Code? If such judgment was rendered, please provide all the details.

6. If applicable in your country, is your estate subject to bankruptcy proceedings? If the answer is yes, please provide all the details related to the circumstances connected with this procedure.
7. Are you, or the person/entity connected with you, a shareholder, owner, co-owner or partner in another legal entity? If the answer is yes, please complete the following two tables, where the first one is completed only for the natural person and the second one for the persons/entities connected with him/her.

Name and head office of the legal entity in which the natural person holds capital and/or voting shares	Percentage of the capital and/or of the voting shares

Name and surname, or title of the connected person/entity and the manner of connection	Name and head office of the legal entity where the connected person/entity holds capital and/or voting shares	Percentage of the capital and/or of the voting shares

8. Are you, or the person/entity connected with you, a member of a supervisory or management body in the above-stated entities? If the answer is yes, please complete the following two tables, where the first one is completed only for the natural person and the second one for the persons/entities connected with him/her.

Name and head office of the legal entity	Supervisory or management body

Name and surname, or title of the connected person/entity and the manner of connection	Name and head office of the legal entity	Supervisory or management body

9. Are you a member of a supervisory or a management body or do you in any other way exert influence on the management and the policy making and the making of financial and

business decisions of any other legal entity, except the legal entities stipulated in item 8 of this questionnaire? Please list any such legal entities, the management or supervisory body or the manner under which you exert influence.

Name and head office of the legal entity	Supervisory or management body	Description of the manner of exerting influence

10. Has a bankruptcy procedure been initiated against the legal entities in which you have exerted control or have been a member of a supervisory or a management body or have in any way influenced the management and the policy making and the making of financial and business decisions? If the answer is yes, please provide more details about your activities in that legal entity.
11. Is there a legally effective court decision rendered against you whereby you are held reliable for the opened bankruptcy procedure? If the answer is yes, please provide all the details related to the court verdict.
12. Has a competent supervisory authority, except the National Bank of the Republic of Macedonia, ever undertaken any measures against a bank or other financial institution where you have exerted control or have been a member of a supervisory or a management body or have in any way influenced the management and the policy making and the making of financial and business decisions? If the answer is yes, please list the measures and all details related to their implementation.
13. Are you, or the person connected with you, connected with other persons, who in accordance with the Banking Law, are considered affiliated with the bank? If the answer is yes, please complete the following two tables, where the first one is completed only for the natural person and the second one for the persons/entities connected with him/her.

Name and surname, or title and head office of the person/entity affiliated with the bank	Type of affiliation

Name and surname, or title and head office of the person/entity affiliated with the natural person	Name and surname, or title and head office of the person/legal entity affiliated with the bank	Type of affiliation between the entities/persons from columns 1 and 2

14. Has any competent authority responsible for supervision of banks and/or other financial institutions, except the National Bank of the Republic of Macedonia, ever assessed your

reputation and capability when applying for an approval for acquiring a share in the capital or becoming a member of a supervisory or a management body of those institutions? If the answer is yes, please provide all the details.

Name of the competent supervisory authority	Type of approval/license applied for	Reasons for rejecting the application (if the competent body did not issue the requested approval)

15. Has any competent authority responsible for supervision of banks and/or other financial institutions, except the National Bank of the Republic of Macedonia, ever revoked your approval for a shareholder or for participation in the capital of a bank or another financial institution or the approval for a member of a supervisory or a management body? If the answer is yes, please provide all the details.
16. Have you ever been removed or asked to resign from any function in another legal entity? If the answer is yes, please provide full details.
17. Please list other facts or circumstances which could be important when assessing your ability to be a bank shareholder and to provide for sound and safe operation of the bank.
18. Please provide a short description of your expectations for prosperity of the bank after five years (obligatory question for natural persons who intend to acquire participation in the bank which is being established).

I, the undersigned _____

(name of the natural person)

a) Declare, under full moral, material and criminal accountability, that I personally filled in this questionnaire and that the information provided in it, as well as the complete documentation that I submit together with the application for issuing an approval for acquiring shares in _____ (name of the bank), are accurate and do not contain forged data and documents.

b) I am aware of the criteria prescribed in the Banking Law which I have to fulfill in order to become a bank shareholder.

c) I declare that I will ensure compliance with the supervisory standards and the measures undertaken by the National Bank and will submit all the data and information requested by the National Bank for the purposes of performing efficient supervision, and thereby provide for safe and sound operation of the bank.

Place and date

Signature of the natural person

Questionnaire for the legal entities that intend to acquire shares in a bank

1. Data on the legal entity

1.1. Name of the legal entity

1.2. Head office

1.3. Tax number

1.4. Identification number (relevant identification number in accordance with the regulations in the foreign country – for a foreign legal entity)

1.5. Telephone, e-mail address and web address (if the legal entity has one)

1.6. Core activity, in accordance with the national classification of activities, or in accordance with the classification of activities applicable in the foreign country (for a foreign legal entity)

2. Please indicate the persons who are members of the management and supervisory bodies of the legal entity, with a short overview of their education and the work experience

Name and surname	Supervisory or management body	Education obtained	Work experience (where and when)

3. Please indicate the persons/entities who own more than 10% of the shares, or the stakes in the legal entity, directly or indirectly

Name and surname / title	Address / head office	Core activity	Share in the capital or in the voting rights in percents

4. Do the entities stipulated in item 3 of this Questionnaire have their representatives in the management or supervisory bodies of the legal entity? If the answer is yes, please indicate the legal entities and their representatives in the management or supervisory bodies of the legal entity which intends to establish a bank.

Name and head office	Name and surname of the representative	Supervisory or management body

5. Please indicate the legal entities in which the legal entity owns, directly or indirectly more than 10% of the shares or the stakes

Name and head office	Core activity	Share in the capital or the voting rights of the legal entity in percents	Assessed (market) value of the share* (in 000 denars)

* If the assessed (market) value of the share is not available, the book value of the share shall be considered.

5.1. Financial reports for the last three years shall be submitted for all of these entities.

6. Does the legal entity have its representatives in the management or supervisory bodies of the entities stipulated in item 5 of this Questionnaire? If the answer is yes, please list the legal entities and the representatives of the legal entity which intends to establish a bank, in their management or supervisory bodies.

Name and head office	Name and surname of the representative of the legal entity	Supervisory or management body

7. Does the legal entity have its representatives in the management or supervisory bodies or in any other way influences the management and the policy making and the making of financial and business decisions of any other legal entity in the Republic of Macedonia or abroad? Please indicate the legal entities, the bodies and the persons that represent the legal entity.

Name and head office of the legal entity	Supervisory or management body	Name and surname of the representative of the legal entity	Description of the manner of exerting influence

8. Has the legal entity ever been imposed an accessory penalty: ban on obtaining a license for founding and operating of a bank, revoking a license for founding and operating of a bank, ban on establishing new legal entities and temporary or permanent ban on performing banking activities. If such a sanction has been imposed, please provide all the details.
9. Has the person who exerts control in the legal entity (if it is a legal entity) ever been imposed an accessory penalty: ban on obtaining a license for founding and operating of a bank, revoking a license for founding and operating of a bank, ban on establishing new

legal entities and temporary or permanent ban on performing banking activities. If such a sanction has been imposed, please provide all the details.

10. Has the legal entity ever been imposed a misdemeanor sanction, or a ban on performing an activity? If such a sanction or a ban has been imposed, please provide all the details.
11. Has the person who exerts control in the legal entity ever been imposed a misdemeanor sanction, or a ban on performing a profession, activity or duty? If such a sanction or a ban has been imposed, please provide all the details.
12. Has the person who exerts control in the legal entity ever been convicted by an effective court judgment for unconditional imprisonment (if it is a natural person) of more than six months, in the period of duration of the legal consequences of the conviction, for crimes against property, crimes against public finances, payment operations and economy, criminal offenses against official duty, as well as crimes of forging documents, specific cases of forging documents, computer forgery, using a document with untrue content and pettifoggery of the Criminal Code? If such judgment was rendered, please provide all the details.
13. Is the estate of the legal entity or the estate of the person who exerts control in the legal entity subject to bankruptcy or liquidation proceedings (if the person who exerts control in the legal entity is a natural person, this question is answered only if applicable in the country of origin)? If the answer is yes, please provide all the details related to the circumstances connected with this procedure.
14. Is a person/entity connected with the legal entity, a shareholder or a member of the management or the supervisory body of another bank or financial institution? If the answer is yes, please provide details about:

Name and surname / title and head office of the connected person/entity	Name and head office of the bank / financial institution	Share in percents	Supervisory or management body	Other important data

15. Was there any bankruptcy procedure initiated against the legal entities in which the legal entity exerted control or had its representative in the management or supervisory bodies or in any other way influenced the management and the policy making and the making of financial and business decisions? If the answer is yes, please provide more detail.
16. Has a competent supervisory authority, except the National Bank of the Republic of Macedonia, undertaken any measures against a bank or other financial institution where the legal entity exerted control or had its representative in the supervisory or management bodies or in any other way influenced the management and the policy making and the financial and business decisions? If the answer is yes, please list all the measures and all the details related to their implementation or non-implementation.
17. Has a competent supervisory authority, except the National Bank of the Republic of Macedonia, undertaken any measures against a bank or other financial institution controlled by the person who exerts control in the legal entity or in which this entity had

its representative in the management or supervisory bodies or in any other way influenced the management and the policy making and the financial and business decisions? If the answer is yes, please list all the measures and all the details related to their implementation or non-implementation?

18. Is the legal entity, or the person who exerts control in the legal entity, connected with the other entities who, together with the legal entity intend to establish a bank? Please describe in which manner.
19. Has any competent authority responsible for supervision of banks and/or other financial institutions, except the National Bank of the Republic of Macedonia, ever assessed the reputation and the capability of the legal entity or the person who exerts control in the legal entity, to acquire share in the capital of those institutions? If the answer is yes, please provide all the details in separate tables for the legal entity and the person who exerts control in the legal entity.

Name of the competent supervisory authority	Type of the requested approval/license	Reasons due to which the approval has not been obtained (if the competent authority rejected the application for approval)

20. Has any competent authority responsible for supervision of banks and/or other financial institutions, except the National Bank of the Republic of Macedonia, ever revoked the approval previously given to the legal entity for becoming a shareholder or for qualified holding in the capital of the bank or another financial institution or an approval for becoming a member or have its representative in the supervisory or management body of the bank or the financial institution? If the answer is yes, please provide all the details.
21. Has any competent authority for supervision of banks and/or other financial institutions, except the National Bank of the Republic of Macedonia, ever revoked the approval from the person exerting control in the legal entity for becoming a shareholder or for holding a share in the capital of the bank or another financial institution or an approval for becoming a member or have his/her representative in the supervisory or management body of the bank or the financial institution? If the answer is yes, please provide all the details.
22. Please list other facts or circumstances which could be important when assessing the capability of the legal entity to be a shareholder of the bank and provide stable and safe operation of the bank.
23. Please provide a short description of your expectations for prosperity of the bank after five years.

I, the undersigned _____ (name and surname of the member of the supervisory or management body of the legal entity that intends to acquire shares in a bank) as a member of _____ (the supervisory or management body of the legal entity that intends to acquire shares in a bank) of _____ (name of the legal entity)

a) Declare, under full moral, material and criminal accountability, that I personally filled in this questionnaire and that the information provided in it, as well as the complete documentation submitted by the legal entity together with the application for issuing an approval for acquiring shares in a bank, are accurate and do not contain forged data and documents.

b) I am aware of the criteria prescribed in the Banking Law which _____
(name of legal entity) has to fulfill in order to become a shareholder with qualified holding in a bank.

c) Declare that the legal entity will ensure compliance with the supervisory standards and the measures undertaken by the National Bank and will submit all the data and information requested by the National Bank for the purposes of performing efficient supervision, and thereby provide for safe and sound operation of the bank.

Place and date

Signature of an authorized member of the competent body

Questionnaire for the persons with special rights and responsibilities¹

1. Personal data

1.1. Name and surname

1.2. Home address

1.3. Address in the Republic of Macedonia (in case of foreign person with residence in the Republic of Macedonia)

1.4. Date and place of birth

1.5. Citizenship

1.6. Number of the identity card or passport number (for foreign natural persons)

1.7. NINC (National Identification Number of the Citizen)

1.8. Telephone and e-mail address

2. Education

Name of the educational institution and head office	Full title of the degree obtained	Period of education

3. Data on the qualification, professional history and experience

3.1. Please list all jobs and/or positions which you have held until the moment of completing this Questionnaire, starting from the most recent job.

Period from/to (month/year)	Name, head office and core activity of the employer	Job/position

3.2. Please list all memberships in professional bodies or similar organizations

Professional body or similar organization	Date of acquiring membership

¹ Filled in by the person with special rights and responsibilities who will be authorized to perform the new financial activity

3.3. Please list all attended training courses in the area of banking and/or finance

Training course	Institution sponsoring the training course	Period when the training course was held

4. Have you ever been imposed a misdemeanor sanction, or a ban on performing a profession, activity or duty? If such a sanction or a ban had been imposed on you, please provide all the details.
5. Have you ever been convicted by an effective court judgment for unconditional imprisonment of more than six months, in the period of duration of the legal consequences of the conviction, for crimes against property, crimes against public finances, payment operations and economy, criminal offenses against official duty, as well as crimes of forging documents, specific cases of forging documents, computer forgery, using a document with untrue content and pettifoggery of the Criminal Code? If such judgment was rendered, please provide all the details.
6. Has a bankruptcy procedure been initiated against the legal entities in which you held a position of a responsible person (manager, executive member of a board of directors, member of a management board)? If the answer is yes, please provide more details about your activities, competences and responsibilities in that legal entity.
7. Is there a legally effective court decision rendered against you whereby you are held reliable for the opened bankruptcy procedure? If the answer is yes, please provide all the details related to the court verdict.
8. Has a competent supervisory authority, except the National Bank of the Republic of Macedonia, ever undertaken any measures against a bank or other financial institution where you have exerted control or have been a member of a supervisory or a management body or have in any way influenced the management and the policy making and the making of financial and business decisions? If the answer is yes, please list the measures and all details related to their implementation.
9. Are you a person connected with the other persons with special rights and responsibilities in the bank? If the answer is yes, please indicate the members to which you are connected and the manner of connection.
10. Are you, or the person connected with you, connected with other persons, who in accordance with the Banking Law, are considered affiliated with the bank? If the answer is yes, please complete the following two tables, where the first one is completed only for the natural person and the second one for the persons who, according to the Banking Law, are considered to be connected with him/her.

Name and surname, or title and head office of the person/entity affiliated with the bank	Type of affiliation

Name and surname, or title and head office of the person/entity affiliated with the natural person	Name and surname, or title and head office of the person/entity affiliated with the bank	Type of affiliation between the entities/persons from columns 1 and 2

11. Has any competent authority responsible for supervision of banks and/or other financial institutions, except the National Bank of the Republic of Macedonia, ever assessed your reputation or appropriateness when applying for an approval for becoming a member of a supervisory or a management body of those institutions? If the answer is yes, please provide all the details.

Name of the competent supervisory authority	Type of the requested approval/license	Reasons for rejecting the application (if the competent body did not issue the requested approval)

12. Has any competent authority responsible for supervision of banks and/or other financial institutions, except the National Bank of the Republic of Macedonia, ever revoked your approval for a shareholder or for participation in the capital of a bank or another financial institution or the approval for a member of a supervisory or a management body? If the answer is yes, please provide all the details.
13. Have you ever been removed or asked to resign from any function in another legal entity? If the answer is yes, please provide all the details.
14. In your opinion, what are the advantages of the introduction of the new financial activity in the bank, the performance of which will be within your competence? How will these advantages be used to strengthen the stability and safety of the bank?
15. In your opinion, what are the weaknesses of the introduction of the new financial activity in the bank, the performance of which will be within your competence? How will these weaknesses be removed?
16. Please list other facts or circumstances which could be important when assessing your capability of becoming a person with special rights and responsibilities and providing sound and safe operation of the bank.

I, the undersigned _____
(name of the natural person)

a) Declare, under full moral, material and criminal accountability, that I personally filled in this questionnaire and that the information provided in it, as well as the complete documentation that I submit together with the application for issuing an approval for a person with special rights and responsibilities in _____ (name of the bank), are accurate and do not contain forged data and documents.

b) I am aware of the criteria prescribed in the Banking Law which I have to fulfill in order to become a person with special rights and responsibilities of a bank.

c) I declare that I will ensure compliance with the supervisory standards and the measures undertaken by the National Bank and will submit all the data and information requested by the National Bank for the purposes of performing efficient supervision, and thereby provide for safe and sound operation of the bank.

Place and date

Signature of the natural person
