

**Resolution No. 389/2008  
of the Polish Financial Supervision Authority  
of 17 December 2008**

**concerning the list of documents attached to the application to the Polish Financial Supervision Authority on issuing permit to establish a bank, consent to appoint the members of the bank's Management Board and information about the composition of the board presented to the Polish Financial Supervision Authority by the Supervisory Board of the bank**

Pursuant to art. 137 point 1 and 2 of the Banking Act of 29 August 1997 - The Banking Act (Journal of Laws of 2002, No. 72, item 665, as further amended<sup>1</sup>):

§ 1. The resolution sets out a list of documents attached to an application to the Polish Financial Supervision Authority on issuing a consent to establish a bank, to agree on the appointment of members of the board of the bank and to information about the composition of the board presented to the Polish Financial Supervision Authority by the supervisory board of the bank.

§ 2. A dominant entity is defined in the resolution as an entity referred to in Article 4 Section 1 point 8 of the act of 29 August 1997 – the Banking Act.

§ 3. The application referred to in Article 22b. Section 1 of the Banking Act, the supervisory board attaches the following documents:

- 1) notarized copies of pages of the candidate ID: series and card number, name, Personal Identification number (PESEL), an indication of the authority issuing the identity card and the date of issue of ID card or - if the candidate is not a Polish citizen - a notarized copy of the selected candidate's identity document containing identifying characteristics of this document;
- 2) candidate's statement containing the following data:
  - a) candidate's name, maiden name, parents' names, mother's maiden name,
  - b) nationality of the candidate,
  - c) permanent address and temporary address and address of residence of the candidate as at the date the application is filed and during the last 5 years;
- 3) candidate's CV, together with certificates of employment and candidate's work reference letters from the period of the last 5 years of employment - if such reference letters are available;
- 4) information about the candidate's education, for:
  - a) completed secondary school,
  - b) completed higher education,
  - c) completed postgraduate studies, specialist training and others., together with relevant documents certifying acquired education;
- 5) candidate's statement on the current state and the last five years, providing information on:
  - a) business conducted by the candidate and the persons close to them and forming part of the household, including form and type of business conducted,
  - b) owned shares in companies,

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<sup>1</sup> Amendments to the consolidated text of this Act were published in the Journal of Laws of 2002, No. 126, item 1070, No. 141, item 1178, No. 144, item 1208, No. 153, item 1271, No. 169, item 1385, and 1387 and No. 241, item 2074, 2003, No. 50, item 424, No. 60, item 535, No. 65, item 594, No. 228, item 2260, No. 229, item 2276, 2004, No. 64, item 594, No. 68, item 623, No. 91, item 870, No. 96, item 959, No. 121, item 1264, No. 146, item 1546, No. 173, item 1808, of 2005, No. 83, item 719, No. 85, item 727, No. 167, item 1398, No. 183, item 1538, of 2006, No. 104, item 708, No. 157, item 1119, No. 190, item 1401 and No. 245, item 1775, of 2007 No. 42, item 272 and No. 112 item 769, of 2008 No. 171, item 1056, No. 192, item 1179, No. 209, item 1315.

- c) posts in the management boards, supervisory boards and other executive bodies in business entities , including information on obtaining or refusal to discharge with functions,
- d) criminal proceedings, fiscal proceedings, disciplinary or enforcement procedures against the candidate, administrative proceedings, where the entity in which the candidate served was or is present as a party or the entity was or is present, as well as court proceedings in civil cases in which the candidate was or is present as a party and which could have a negative impact on their financial position;
- 6) candidate statement to this effect:
  - a) whether they caused documented losses of property in the current and previous places of employment,
  - b) whether the candidate has been ordered to terminate business conducted on their own account and to cease acting as a representative or agent of the entrepreneur, a member of the supervisory board and audit committee of a company limited by shares, limited liability company or cooperative;
- 7) certificate from the inland revenue office stating the candidate exercised his tax obligation, or - if the candidate is or was subject to tax in another country during the tax year preceding the application - an equivalent document issued by the competent authority of that country;
- 8) a clean criminal record issued by the National Criminal Register, or - if the candidate is a foreigner - a different, equivalent document issued by the competent authority of the country of the nationality of the candidate;
- 9) the documents certifying the knowledge of Polish, where the candidate is a citizen of another country.

§ 4. Statements referred to in § 3. clauses 2, 5 and 6, should be signed by the candidate and attested by notary.

§ 5. To the information referred to in Article. Paragraph 22a. 2 of the Banking Act, the supervisory board attaches relevant documents mentioned in § 3. 1-8.

§ 6. As far as specified in Article 31 Clause 2, point 3 of the Banking Act the applicant shall provide the following documents relating to the founders:

- 1) where the founder is a legal person:
  - a) a full copy of the relevant excerpt from the National Court Register or an equivalent document issued by the competent authority in the country of its founder, containing data on legal form, company, company headquarters, business activity, the amount of paid-up capital, and company representation as well as persons currently entitled to representation,
  - b) articles of association, contract or other equivalent document, relevant to the country of the founder, specifying the legal form, company, companyheadquarters, business activity, the amount of paid-up capital, the manner of representation and the organizational structure of the founder,
  - c) information about the office address, telephone numbers, facsimile numbers, website address, electronic mail address of the founder,
  - d) declaration of the founder stating their intention to establish the bank,
  - e) information on the source of funds for the acquisition of shares of the bank, along with documented evidence,
  - f) founder's statement containing a list of the founder's bank accounts (not applicable to the founding of banks or entities referred to in point. 3),
  - g) the founder's statement indicating the creditor banks and lenders, along with their opinions about the progress of payments, in the case of use by the founder of the loans and cash advances (not applicable to founders in the form of banks or entities referred to in point 3),

- h) a certificate from the inland revenue office stating fulfillment of the tax obligation by the founder, or - where the founder is or was subject during the tax year preceding the application to tax in another country - an equivalent document issued by the competent authority of that country,
  - i) a statement of the founder concerning current state and the last five years, informing about fiscal proceedings or tax enforcement procedures against the founder or a parent entity to them, administrative proceedings, in which the founder or their parent entity was or is a party, and judicial proceedings in civil cases in which the founder or its parent entity was or is present as a party and which may have a significant impact on the financial position of the founder or parent entity to them,
  - j) a statement of the founder of a possible opening of insolvency proceedings or an application for bankruptcy of the founder or parent entity to them,
  - k) the founder's statement containing a list of all financial and economic links with other entities (legal and natural persons), in particular information on the shares held, positions held in management bodies of other entities,
  - l) accounts for the last 3 financial years, together with the opinions of auditors and the latest report on revenues, costs and financial result,
  - m) a statement of the founder including identification data of their parent entity, in particular: name, place of residence or office address, address, phone numbers, telefax numbers, website address, e-mail address, Personal Identification Number (PESEL) or a legal form of the parent entity, which is not a natural person, number of a pertinent register and information about the dominance character and in the case the parent entity is a subsidiary of a different entity or entities, which are linked by capital or organization - identification of the dominance structure with parent entities at each dominance level,
- 2) if a founder is a natural person:
- a) notarized copies of pages of the founder's ID: ID series and card number, name, Personal Identification number (PESEL), an indication of the authority issuing the identity card and the date of issue of ID card or - if the candidate is not a Polish citizen - a notarized copy of the selected candidate's identity document containing identifying characteristics of this document;
  - b) a founder's statement containing the following data:
    - name and surname of the founder, maiden name, parents' names, mother's maiden name,
    - nationality of the founder,
    - permanent address and temporary address and the actual residence of the founder as at the date of application and during the last 5 years,
  - c) information on the source of funds for the acquisition of shares of the bank, along with documentary evidence,
  - d) a founder's statement indicating the creditor banks and lenders, along with their opinions about the progress of payments, in the instance of use by the founder of credits and loans,
  - e) documents relating to their business (certificate of registration in the register of economic activities, or a full copy of the relevant excerpt from the National Court Register, where the founder is an unlimited liability partner in a commercial company), or - where the founder does business in another country - any other equivalent documents, issued by the competent authorities of that country,
  - f) a certificate from the inland revenue office stating the fulfillment of the tax obligation by the founder, or - where the founder during the tax year preceding the application is or was subject to tax in another country - an equivalent document issued by the competent authority of that country,
  - g) the founder's statement about current situation and spanning the past five years, concerning criminal and fiscal proceedings or tax enforcement procedures against the company founder, administrative proceedings, in which the founder was or is a party,

- and judicial proceedings in civil cases in which the founder was or is a party and which may have a significant impact on the founder's financial position,
- h) the founder's statement about instituted insolvency proceedings or an application for bankruptcy of a commercial enterprise, in which they are an unlimited liability partner,
  - i) the founder's statement containing a list of all the financial and economic links with other entities (legal and natural persons), in particular information on shares held and positions held in the management bodies of other entities,
  - j) the financial statements and the opinions of the auditors for the last 3 financial years (in the case of the requirement to prepare such reports),
  - k) the founder's statement indicating any ruling against them issued on the basis of the Bankruptcy Law and concerning banning them from conducting business on his own account and acting as a representative or agent of the entrepreneur, a member of the supervisory board and audit committee in a company limited by shares, limited liability company or cooperative;
- 3) when the founder is a financial market institution subject to supervision by pertinent supervisory authorities of a country of the European Economic Area, in particular a credit institution, an insurance company, an investment company, instead of the documents specified in point 1 a, b and h, a statement concerning information referred to in the regulations may be submitted.

§ 7. At the request of the Polish Financial Supervision Authority the applicant shall submit the relevant documents referred to in § 6 point 1. a-c, h-j and l and point. 2 point. a, b and d-k for the parent entity to the founder who is a legal entity. § 8-12 shall apply accordingly.

§ 8. Statements referred to in § 6 point 2. b, d, g-i and k must be signed by the founder and certified by a notary

§ 9. Instead of the certificates and opinions referred to in § 3 point 3 and the documents referred to in § 3. point 4 and 9, in § 6 point 1. a, b, e and l and in point. 2. c, e and j, certified notarized copies may be submitted.

§ 10. Should the factual state or knowledge, on which the statements referred to in § 3. point 2, 5 and 6, in § 6 point 1. d, f, g, i-k, and m, and point 2 b, d, g-i and k are based, change, new statements, in accordance with the current state of affairs and knowledge, should be submitted.

§ 11. Documents drawn up in a foreign language must be submitted together with their translation into Polish by a sworn translator.

§ 12. Foreign official documents should be certified by a Polish diplomatic post or certified by an Apostille, in cases permitted by international agreements and conventions.

§ 13. The Resolution is published in the Official Journal of the Polish Financial Supervision Authority.

§ 14. The resolution comes into force on 1 January 2009.

For and on behalf of the Polish Financial Supervision Authority  
Chairman of the Polish Financial Supervision Authority  
Stanisław Kluza