
Annex

REPUTATION ASSESSMENT FORM

To be completed by proposed acquirers of qualifying holdings

1. Remarks

The purpose of the reputation assessment form (CH) is to collect information related to the requirement of business and professional reputation imposed on proposed acquirers of qualifying holdings in undertakings referred to in Article 233.1.a) Sections 1 and 2 of the Securities Markets Act (consolidated text), approved by Royal Legislative Decree 4/2015 of 23 October (market infrastructures), for acquisitions of holdings of 5% or more.

The form shall be completed by the proposed acquirer, by the undertaking(s) controlling it, if any, and by any person who effectively directs or controls its activities, including all the members of the Board of Directors or equivalent body and senior management.

The following considerations should be taken into account when completing the form:

a) Any questions, except for those concerning only natural persons, shall be answered considering both the individual (business or professional) actions of applicants, and those actions performed by them as managers of legal persons.

Managers here shall be understood as directors or board members, general managers or similar, the latter being those persons holding senior management positions reporting directly to the board or executive committees or their chief executive officers or managing directors.

Regarding question 6, applicants should consider whether any insolvency proceedings have been pursued, either in relation to the person completing the form as a professional individual, or in relation to legal persons with management positions, as defined above.

b) Where a question is answered affirmatively, applicants shall provide on a separate sheet any data related to that question. In particular, for questions 7, 8 and 9, the following information shall be provided:

- Whether those crimes, offences or administrative infringements were intentional or reckless.
- Whether the convictions or sanctions are final.
- The gravity of the conviction or sanction.
- The characterisation of the facts leading to such convictions or sanctions, especially in the case of offences against properties, offences for money laundering, against the socio-economic order, against the Tax Authorities or Social Security, or in cases of violation of regulations related to banking, insurances or securities markets, or to consumer protection.
- Whether the facts leading to such convictions or sanctions took place to their own advantage or against the interests of third parties whose management or business they held responsibility for, and, where appropriate, the importance of the facts leading to such convictions or sanctions in relation to the functions assigned or expected to be assigned to those directors/managers within the undertaking.
- The limitation period for criminal or administrative unlawful acts or the possible extinction of the responsibility thereof.
- Whether there are any aggravating or mitigating circumstances (including the repetition of convictions or sanctions due to crimes, offences or infringements).

c) The information obtained using this form will be used exclusively within the procedure to assess the suitability of members or shareholders of supervised undertakings.

d) In cases where the applicants have conducted professional or business activities as individuals or have held management positions outside Spain, questions are deemed to refer both to activities conducted in Spain and to legal circumstances which in the relevant country are or have been of a nature similar to the activities conducted in Spain referred to in this form.

e) Any natural person completing and signing this form on behalf of a legal person must provide sufficient proof of authorisation.

f) Relevant answers shall be marked with "X". All pages of the form and any other pages attached hereto shall be signed.

2. Details

Identification data of the proposed acquirer (for natural persons and representatives of legal persons):

Full name:
Tax identification/Passport number/Residence card:.....
Address:
Phone:
Fax:
Email:
Legal person represented, if any:

Identification data of the proposed acquirer (for legal persons):

Company name:
Tax identification code (or equivalent number for foreign legal persons):
Address:
Phone:
Website:

3. Questions

- (1) Are you a shareholder, a member of the Board of Directors or equivalent body, a general manager or similar of a financial undertaking or of one of the undertakings referred to in Article 233.1.a) Sections 1 and 2, of the Securities Markets Act (consolidated text)?

YES NO

- (2) Do you currently conduct or have you previously conducted professional or business activities on a regular basis outside Spain?

YES NO

If yes, please state in which countries:

- (3) In the course of your professional activity, have you ever had any relationship with regulatory and supervisory authorities, whether Spanish or foreign, other than with the CNMV?

YES NO

If yes, please state which authorities:

- (4) Have you ever been dismissed or terminated from management positions or similar as defined above?

YES NO

If yes, please state in which companies you were dismissed or terminated and the reasons for such:

- (5) Have you ever held decision-making positions in credit institutions or investment firms that were subject to any restructuring or resolution processes?

YES NO

- (6) Have you previously been or are you currently being subject to any legal or insolvency proceedings?

YES NO

If yes, please provide the essential information of the proceedings. Also, if such proceedings are already completed, please state whether you were disqualified according to the Insolvency Law 22/2003 of 9 July, as long as the disqualification period established by the insolvency judgment has not expired, or whether you were declared bankrupt and undischarged in insolvency proceedings before such law came into force.

- (7) Have you ever been convicted of any crimes or offences?

YES NO

If yes, please provide the information referred to in paragraph 1.b of this form.

- (8) Have you ever been subject to any sanction for administrative infringement of regulations related to banking activities, insurances or securities markets, or in relation to money laundering or consumer protection?

YES

NO

If yes, please provide the information referred to in paragraph 1.b of this form.

- (9) Have you ever been subject to any sanction for any administrative infringement other than the ones in the previous question?

YES

NO

If yes, please provide the information referred to in paragraph 1.b of this form.

- (10) Have you ever been subject to any intervention or replacement measures in accordance with the regulating provisions of the financial system and of the institutions operating in it?

YES

NO

- (11) Are you currently disqualified or involved in disqualification proceedings, in Spain or abroad, from holding public office or managing financial undertakings or other types of companies?

YES

NO

If yes, please provide the essential information of the proceedings.

- (12) Have you ever been subject to any declaratory or enforcement proceedings as the defendant or the party against whom enforcement is sought, for non-compliance with contractual obligations or non-payment of debts?

YES

NO

If yes, please provide the essential information of the proceedings.

- (13) Do you have any criminal records in Spain or abroad?

YES

NO

If yes, please state the crime or crimes originating such records:

- (14) Are you subject to any criminal or administrative proceedings or investigations on facts related to crimes against properties, money laundering, against the socio-economic order, against the Tax Authorities or Social Security, or in cases of violation of regulations related to banking, insurances or securities markets, or to consumer protection?

YES

NO

If yes, please state the type of facts under investigation, the current status of the proceedings, your current procedural situation, the alleged crime, offence or administrative infringement (and its gravity), the possible penalties or sanctions and any aggravating or mitigating circumstances, where appropriate.

- (15) In case you are not a national of a Member State of the European Union, have you ever been assessed by any competent authority in your country on the regulations of prevention of money laundering and terrorist financing, or by any competent international body on the application of such regulations?

YES

NO

If yes, please state which authority:

Explanations are attached on additional pages for affirmative or blank replies

Additional explanations are attached on additional pages for the purposes of the assessment

I HEREBY DECLARE UNDER MY OWN RESPONSIBILITY that the information contained in this form is true, and I hereby authorise the National Securities Market Commission to consult any public files for confirmation.

I undertake to notify the National Securities Market Commission of any changes to the circumstances mentioned in the above questions.

I also DECLARE that on the date _____, I have been granted sufficient authority to sign this document (to be completed by the legal persons' representative).

In _____, on _____, 20_____.

Signed: _____