

600/2005 Coll.

DECREE
of the Ministry of Labour, Social Matters, and the Family of the
Slovak Republic,

dated 12 December 2005,

stipulating the due form of an application for prior approval
under Act No. 650/2004 Coll. on supplementary pension saving and
on amendments to certain laws

Under the provisions of Article 26 paragraph 5 of Act No. 650/2004 Coll. on supplementary pension saving and on amendments to certain laws (hereinafter referred to as 'Act'), the Ministry of Labour, Social Matters, and the Family of the Slovak Republic has enacted the following:

Article 1

(1) An application for prior approval made by a natural person pursuant to Article 26 paragraph 1 letter a) of the Act, shall contain:

a) the name, surname, date of birth, and permanent residence of the applicant; if the natural person is an entrepreneur, his business name, place of business, and identification number are also required, if available;

b) the citizenship (nationality) of the applicant;

c) the business name, seat, and identification number of the supplementary pension management company in which the applicant intends to acquire a stake or to exceed the statutory share in the registered capital or voting rights, or which is to become its subsidiary company;

d) information on whether the planned acquisition or exceeding of the statutory share in the registered capital of a supplementary pension management company will affect the material, organisational, and personal conditions, and the commercial-financial plan of the supplementary pension management company, and information on whether the applicant negotiated with the present shareholders of the supplementary pension management company and whether there is agreement in respect of the further development of the supplementary pension management company;

e) the business name, legal form, registered office, identification number if any, the registered capital of the legal entity in which the applicant has a share in the registered capital or voting rights amounting to at least 5% or is a member of the statutory body or supervisory body, or is otherwise represented, or guarantees its liabilities with his total property, and the amount of this share in percentage terms and documents certifying these facts;

f) data on the supplementary pension management company's shares that the applicant intends to acquire, that is

1. the number;
2. nominal value;
3. total value;
4. share of the registered capital in percentage terms;

g) data on voting rights in the supplementary pension management company which the applicant intends to acquire, that is

1. the number of votes;
2. the share of voting rights in percentage terms;

h) data on the supplementary pension management company's shares owned by the applicant at the time when the application is filed, that is

1. the number of shares;
2. their nominal value;
3. the share of registered capital in percentage terms;

i) data on voting rights in the supplementary pension management company held by the applicant at the time when the application is filed, that is

1. the number of votes;
2. the share of voting rights in percentage terms;

j) justification for acquiring or exceeding the statutory share in the registered capital of the supplementary pension management company or the voting rights in the supplementary pension management company, including a declaration by the applicant that he intends to acquire shares for his own account and that he is acting accordingly;

k) declaration by the applicant that all the data and documents submitted by him are up to date, complete, and correct;

l) declaration by the applicant that he is not a natural person who went into liquidation, whose property was placed under

control of a bankruptcy trustee, or the petition in whose bankruptcy was rejected for the lack of property, or within five years after the bankruptcy or the repeated confirmation of the compulsory settlement, but not sooner than one year after the settlement of its liabilities, which are tied to bankruptcy pursuant to a lawful decision of the court;

m) the proposed date of acquisition or exceeding of the statutory share in the registered capital or voting rights of the supplementary pension management company;

n) the sum for which the natural person acquires a statutory share of the registered capital or voting rights in the supplementary pension management company.

(2) The annex attached to the application pursuant to paragraph 1 shall contain the following documents:

a) the applicant's professional curriculum vitae;

b) an extract from the crimes register not older than three months or, in the case of a non-resident, a similar certificate of integrity issued by the competent body of the country of his permanent residence and the body of the country of his usual address;

c) an extract from the commercial register (for a natural person who is an entrepreneur), or an extract from the trade register, or a certificate of authorisation for business activity no older than three months, or, for a non-resident, an extract from a register or a similar list in which he is registered and on the basis of which he conducts business activities, not older than three months;

d) documents certifying, in a transparent and trustworthy manner, the origin, sufficient volume, and appropriate structure of the financial means used for the acquisition of shares, i.e. a survey of the applicant's proprietary and financial situation, for example an income tax return, current statements of accounts, a valid extract from the land register, and current statements of the account maintained by central securities depository.

(3) An application for prior approval made by a legal entity pursuant to Article 26 paragraph 1 letter a) of the Act, shall contain:

a) the applicant's business name, registered office, and identification number if any;

b) a detailed structure of the group of closely related persons¹⁾ to which the legal entity belongs;

c) the requisites specified in paragraph 1 letters c) to m);

d) the sum for which the legal entity acquires a share of the registered capital or voting rights in the supplementary pension management company;

e) declaration by the applicant that he is not a legal entity which went into liquidation, whose property was placed under control of a bankruptcy trustee, or the petition in whose bankruptcy was rejected for the lack of property, or within a period of five years after bankruptcy or after the repeated confirmation of compulsory settlement, but not sooner than one year after the settlement of its liabilities, which are tied to bankruptcy pursuant to a lawful decision of the court.

(4) The annex attached to the application pursuant to paragraph 3 shall contain the following documents:

a) an extract from the commercial register or other document issued by the competent body, certifying the existence of the legal entity, not older than three months;

b) a statement of the owner's account of book-entry securities and an extract from the issuer's register;

c) the list of legal entities and natural persons whose share of the registered capital or voting rights in the legal entity applying from prior approval, is more than 5%;

d) documents certifying, in a transparent and credible manner, the origin, sufficient volume, and appropriate structure of the applicant's financial means used for the acquisition of shares, mainly financial statements for the last three fiscal years directly preceding the fiscal year in which the said application is submitted (verified by an auditor) or, if the legal entity is part of a consolidated unit, consolidated financial statements or reports on budgetary performance for the last three fiscal years directly preceding the fiscal year in which the application is submitted (verified by an auditor); if the legal entity was founded before less than three years before the submission of this application, the annex attached to the application shall contain data only for the period since the date of foundation.

Article 2

(1) An application for prior approval pursuant to Article 26 paragraph 1 letter b) of the Act, shall contain:

a) the business name, registered office, and identification number of the supplementary pension management company which intends to reduce its registered capital, exceeding the level of registered capital pursuant to Article 22 paragraph 8 of the Act;

b) the amount of registered capital and the list of shareholders of the supplementary pension management company, including their shares in the registered capital of the supplementary pension management company in percentage terms as at the date of application for prior approval;

c) the registered capital of the supplementary pension management company after its reduction, the way in which the registered capital is to be reduced, the justification for the registered capital reduction, the proposed date of the general meeting where the reduction in the registered capital is to be approved, and the list of shareholders, including their shares in the registered capital of the supplementary pension management company in percentage terms, after the reduction in the registered capital of the supplementary pension management company;

d) declaration by the supplementary pension management company that all the submitted data and documents are up to date, complete, and correct;

e) the expected impact of reduction in the registered capital upon the adequacy of own resources of the supplementary pension management company.

(2) The annex attached to the application pursuant to paragraph 1 shall contain the following documents:

a) an extract from the commercial register not older than three months;

b) minutes from the meeting of the competent body of the supplementary pension management company which decided to file this application.

Article 3

(1) An application for prior approval pursuant to Article 26 paragraph 1 letter c) of the Act, shall contain:

a) the business name, registered office, and identification number of the applicant who submits the application;

b) the names, surnames, dates of birth, and permanent addresses of the natural persons nominated as members of the management board of the supplementary pension management company and members of the supervisory board of the supplementary pension management company, senior officers directly reporting to the management board and responsible for the management of investment activity, manager in charge of the internal control department, and authorised representative of the supplementary pension management company;

c) declaration by the applicant that all the data and documents submitted by him are up to date, complete, and correct;

(2) The annex attached to the application pursuant to paragraph 1 shall contain the following documents:

a) professional curriculum vitae, documents of completed education and professional experience from the natural persons nominated as members of the management board of the supplementary pension management company and members of the supervisory board of the supplementary pension management company, senior officers directly reporting to the management board and responsible for the management of investment activity, manager in charge of the internal control department, and authorised representative of the supplementary pension management company;

b) an extract from the crimes register not older than three months or, in the case of a non-resident, a similar certificate of integrity issued by the competent body of the country of his permanent residence and the body of the country of his usual address;

c) written declarations by the natural persons nominated as members of the management board of the supplementary pension management company, members of the supervisory board of the supplementary pension management company, senior officers directly reporting to the management board and responsible for the management of investment activity, manager in charge of the internal control department, and authorised representative of the supplementary pension management company, that they meet the requirements stipulated by law;

d) minutes from the meeting of the competent body of the supplementary pension management company which decided to file an application for the selection of natural persons as members of the management board of the supplementary pension management company, members of the supervisory board of the supplementary

pension management company, senior officers reporting directly to the management board and responsible for the control of investment activity, manager of the internal control department, and authorised representative of the supplementary pension management company.

Article 4

(1) An application for prior approval pursuant to Article 26 paragraph 1 letter d) of the Act, shall contain:

a) the business name, registered office, and identification number of the supplementary pension management company that submits the application;

b) justification for the return of a licence for the foundation and operation of a supplementary pension management company (hereinafter referred to as 'licence');

c) the proposed date of expiration of the licence;

d) declaration by the supplementary pension management company that all the data and documents presented are up to date, complete, and correct.

(2) The annex attached to the application pursuant to paragraph 1 shall contain the following documents:

a) an extract from the commercial register not older than three months;

b) minutes from the meeting of the competent body of the supplementary pension management company which decided to file this application;

c) documents certifying that, by the time when the supplementary pension management company ended its operations, the management of its supplementary pension funds had been transferred to another supplementary pension management company and that the former supplementary pension management company no longer manages supplementary pension funds;

d) documents certifying that the supplementary pension management company has settled all its liabilities towards its participants and pension beneficiaries.

Article 5

(1) An application for prior approval pursuant to Article 26

paragraph 1 letter e) of the Act, shall contain:

a) the business name, registered office, and identification number of the supplementary pension management company which is to merge with the supplementary pension management company submitting this application;

a) the business name, registered office, and identification number of the supplementary pension management company which will be cancelled without liquidation via merger;

c) justification for the merger of supplementary pension management companies;

d) the proposed date of merger for the supplementary pension management companies;

e) declaration by the applicants that all the data and documents submitted are up to date, complete, and correct.

(2) The annex attached to the application pursuant to paragraph 1 shall contain the following documents:

a) minutes from the meeting of the competent bodies of the supplementary pension management companies which decided to file this application.

b) the schedule of organisational, legal, and financial procedures that are to be taken for the merger of supplementary pension management companies, and the schedule of the transfer of supplementary pension funds managed by the dissolved supplementary pension management company to a successor supplementary pension management company and the merger of payment supplementary pension funds;

c) the merger agreement;

d) the draft statutes of the merged supplementary pension management company;

e) the impact on the material, organisational, and personnel conditions, and on the commercial-financial plan of the supplementary pension management company.

Article 6

(1) An application for prior approval pursuant to Article 26 paragraph 1 letter f) of the Act, shall contain:

a) the business name, registered office, and identification

number of the applicant;

b) the names of supplementary pension funds whose management is supposed to be taken over;

c) the business name, registered office, and identification number of the supplementary pension management company to which the management of supplementary pension funds is to be transferred;

d) documents testifying that the supplementary pension management company to which the management of supplementary pension funds is to be transferred, meets the material, personnel, and organisational conditions;

e) the proposed date of transfer of the management of supplementary pension funds and the reason behind the transfer;

f) the affirmative position of the depository of the supplementary pension management company to which the management of supplementary pension funds is to be transferred, on the transfer of the management of supplementary pension funds;

g) declaration by the applicant that all the data and documents submitted by him are up to date, complete, and correct;

(2) The annex attached to the application pursuant to paragraph 1 shall contain the following documents:

a) an extract from the commercial register for the supplementary pension management company to which the management of pension funds is to be transferred, not older than three months;

b) minutes from the meeting of the competent body of the supplementary pension management company which decided to file this application, and minutes from the meeting of the competent body of the supplementary pension management company to which the management of supplementary pension funds is to be transferred;

c) the schedule of the transfer of the management of supplementary pension funds.

Article 7

(1) An application for prior approval pursuant to Article 26 paragraph 1 letter g) of the Act, shall contain:

a) the business name, registered office, and identification number of the supplementary pension management company that

submits this application;

c) declaration by the applicant that all the data and documents submitted by him are up to date, complete, and correct.

(2) The annex attached to the application pursuant to paragraph 1 shall contain the following documents:

b) minutes from the meeting of the competent body of the supplementary pension management company which decided to file this application;

b) the opinion of the manager in charge of the supplementary pension management company's internal control department, if the statutes are proposed to be changed by the shareholders of the supplementary pension management company;

c) the text of the proposed changes in the statutes;

d) the full text of the statutes of the supplementary pension management company after the proposed changes have been incorporated.

Article 8

(1) An application for prior approval pursuant to Article 26 paragraph 1 letter h) of the Act, shall contain:

a) the business name, registered office, and identification number of the supplementary pension management company that submits the application;

b) the name of the supplementary pension management company whose statutes are to be changed;

c) declaration by the applicant that all the data and documents submitted by him are up to date, complete, and correct.

(2) The annex attached to the application pursuant to paragraph 1 shall contain the following documents:

a) minutes from the meeting of the competent body of the supplementary pension management company which decided to file this application;

b) the text of proposed changes in the supplementary pension fund's statutes;

c) the full text of the supplementary pension fund's statutes after the proposed changes have been incorporated.

Article 9

(1) An application for prior approval pursuant to Article 26 paragraph 1 letter i) of the Act, shall contain:

a) the commercial name, registered office, and identification number of the supplementary pension management company that submits the application;

b) declaration by the applicant that all the data and documents submitted by him are up to date, complete, and correct.

(2) The annex attached to the application pursuant to paragraph 1 shall contain the following documents:

a) minutes from the meeting of the competent body of the supplementary pension management company which decided to file this application;

b) the text of the proposed changes in the plan of contributions;

c) the full text of the supplementary pension fund's statutes after the proposed changes have been incorporated.

Article 10

(1) An application for prior approval pursuant to Article 26 paragraph 1 letter j) of the Act, shall contain:

a) the business name, registered office, and identification number of the supplementary pension management company that submits the application;

b) the name, surname, date of birth, permanent residence, and place of business of the natural person who is an entrepreneur and who is to be charged with the tasks laid down in Article 37 of the Act, or the business name, registered office, or identification number if any of the legal entity which is to be charged with the tasks laid down in Article 37 of the Act;

c) the name, surname, date of birth, and permanent residence of the managers of the legal entity who will be responsible for the conduct of activities pursuant to Article 37 of the Act;

d) the date from which the tasks are proposed to be assigned pursuant to Article 37 of the Act;

e) declaration by the applicant that all the data and documents submitted by him are up to date, complete, and correct.

(2) The annex attached to the application pursuant to paragraph 1 shall contain the following documents:

a) the draft agreement on the assignment of tasks pursuant to Article 37 of the Act, which also covers the liabilities of the natural person or legal entity who/which is proposed to be entrusted with the tasks pursuant to Article 37, the observance of the supplementary pension fund's statutes and the plan of contributions;

b) certificates of completed education, professional experience, and curriculum vitae of the natural persons pursuant to paragraph 1 letters b) and c);

c) an extract from the crimes register for natural persons pursuant to paragraph 1 letters b) and c) not older than three months or, in the case of a non-resident, a similar certificate of integrity issued by the competent body of the country of his permanent residence and the body of the country of his usual address;

d) a statutory declaration by the person pursuant to paragraph 1 letters b) and c) that he is a trustworthy person under Article 23 paragraph 11 of the Act;

e) the depository's position on the proposed assignment of tasks pursuant to Article 37 of the Act;

f) documents certifying that the natural person or legal entity to which activities are to be assigned pursuant to Article 37 of the Act, has material, personal, and organisational conditions for the performance of the assigned activities;

g) minutes from the meeting of the competent body of the supplementary pension management company which decided to file this application;

h) an extract from the commercial register not older than three months or, in the case of a non-resident, an extract from the commercial register or other similar register, if such registration is required by the law of the country that applies to the foreign person concerned, not older than three months.

Article 11

(1) An application for prior approval pursuant to Article 26 paragraph 1 letter k) of the Act, shall contain:

- a) the business name, registered office, and identification number of the supplementary pension management company that submits the application;
- b) the business names, registered offices, and identification numbers of the previous depository and the new depository;
- c) prior approval from the new depository to the conduct of activities as a depository;
- d) the name, surname, date of birth, and permanent residence of the managers of the new depository, who will ensure the activities of the depository;
- e) the proposed date of change of depository;
- f) declaration by the applicant that all the data and documents submitted by him are up to date, complete, and correct.

(2) The annex attached to the application pursuant to paragraph 1 shall contain a draft contract for depository activities, concluded between the supplementary pension management company and the new depository.

Article 12

(1) An application for prior approval pursuant to Article 26 paragraph 1 letter 1) of the Act, shall contain:

- a) the business name, registered office, and identification number of the supplementary pension management company that submits the application;
- b) the name of the supplementary pension management company which is to be set up;
- c) justification for the setting up of a new supplementary pension management company;
- d) the proposed date on which the new supplementary pension management companies is to be set up;
- e) declaration by the applicant that all the data and documents submitted by him are up to date, complete, and correct.

(2) The annex attached to the application pursuant to paragraph 1 shall contain the following documents:

- a) minutes from the meeting of the competent body of the

supplementary pension management company which decided to file this application;

b) the draft of the new supplementary pension management company's information prospectus;

c) the draft of the new supplementary pension fund's statutes;

d) prior approval from the depository to the conduct of activities as a depository for the new supplementary pension fund.

Article 13

(1) An application for prior approval pursuant to Article 26 paragraph 1 letter m) of the Act, shall contain:

a) the business name, registered office, and identification number of the supplementary pension management company that submits the application;

b) the names of contributory supplementary pension funds that are to be merged, and the names of supplementary pension funds into which the contributory supplementary pension funds are to be merged;

c) justification for the merger of contributory supplementary pension funds;

d) the proposed date on which the contributory supplementary pension funds are to be merged;

e) declaration by the applicant that all the data and documents submitted by him are up to date, complete, and correct.

(2) The annex attached to the application pursuant to paragraph 1 shall contain the following documents:

b) minutes from the meeting of the competent body of the supplementary pension management company which decided to file this application;

b) the schedule of organisational, legal, and financial procedures that are to be taken for the merger of contributory supplementary pension funds.

Article 14

(1) An application for prior approval pursuant to Article 26

paragraph 1 letter n) of the Act, shall contain:

a) the business name, registered office, and identification number of the supplementary pension management company that submits the application;

b) the name of the contributory supplementary pension fund that is to be cancelled;

c) justification for the cancellation of the contributory supplementary pension fund;

d) the proposed date on which the contributory supplementary pension fund is to be cancelled;

e) declaration by the applicant that all the data and documents submitted by him are up to date, complete, and correct.

(2) The annex attached to the application pursuant to paragraph 1 shall contain the following documents:

a) minutes from the meeting of the competent body of the supplementary pension management company which decided to file this application;

b) the schedule of organisational, legal, and financial procedures, including a procedure for settling the claims of participants, which are to be taken for the cancellation of a contributory supplementary pension fund;

c) a survey of assets in the cancelled contributory supplementary pension fund.

Article 15

The documents mentioned in Articles 1 to 14 shall be submitted in original copies and if their originals cannot be submitted, their officially verified copies are presented. If an application for prior approval and its annexes are made in a foreign language, an officially verified Slovak translation is also to be attached to the application.

Article 16

If the applicant submits the documents mentioned in Articles 1 to 14 before filing an application for prior approval, he may substitute them with a written declaration that the relevant documents are up to date, complete, and correct, with the officially verified signatures of the persons authorised to act

for and on behalf of the applicant and with a list of the submitted documents, including the date of submission.

Article 17

This Decree shall become effective on 31 December 2005.

Iveta Radičová

1) Article 8 letter e) of Act No. 566/2001 Coll. on securities and investment services and on amendments to certain laws (Securities Act) as amended by subsequent regulations.