

**BANKA
SLOVENIJE**
EVROSISTEM

Slovenska 35
1505 Ljubljana
Slovenija
Tel.: 01 47 19 000
Fax: 01 25 15 516

GORENJSKA BANKA d.d. Kranj
gospod Andrej Andoljšek
predsednik uprave
Bleiweisova 1

4000 KRANJ

Oznaka: 38.10-0164/16
Datum: 31. 5. 2016

Spoštovani,

v prilogi vam pošiljamo Odločbo z oznako: D03-38.10-3/15 z dne 30. 5. 2016 o izdaji dovoljenja za opravljanje storitve finančnega zakupa (lizinga, najema).

S pozdravi,

BANKA SLOVENIJE
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433

D. Igljč
Damjana Igljč
direktorica
Sistemski nadzor in regulativa



Oznaka: D03-38.10-3/15
Datum: 30. 5. 2016

Ime organa, ki izdaja odločbo:

Banka Slovenije: Svet Banke Slovenije v sestavi:
Boštjan Jazbec, dr. Mejra Festić, mag. Marko
Bošnjak, dr. Primož Dolenc in mag. Irena
Vodopivec Jean

Predpis o pristojnosti:

prvi odstavek 103. člena Zakona o bančništvu
(Uradni list RS, št. 25/15; v nadaljevanju ZBan-2)
v povezavi s prvim odstavkom 31. člena Zakona o
Banki Slovenije (Uradni list RS, št. 72/06 –
uradno prečiščeno besedilo in 59/11)

Način uvedbe postopka:

na zahtevo stranke

Naziv stranke:

Gorenjska banka d. d., Kranj

Zakoniti zastopniki:

Andrej Andoljšek in Mojca Osolnik Videmšek
dovoljenje za opravljanje storitve finančnega
zakupa (lizinga, najema)

Zadeva, za katero gre v postopku:

Dan seje, na kateri je bilo o zadevi odločeno:

30. 5. 2016 (korespondenčna seja Sveta Banke
Slovenije)

ODLOČBA

o izdaji dovoljenja za opravljanje storitve finančnega zakupa (lizinga, najema)

Banka Slovenije izdaja Gorenjski banki d. d., Kranj, Bleiweisova cesta 1, 4000 Kranj (v nadaljevanju banka) dovoljenje za opravljanje storitve finančnega zakupa (lizinga, najema) po prvem odstavku 103. člena ZBan-2. Po 3. točki drugega odstavka 5. člena ZBan-2 sodi storitev finančnega zakupa (lizinga, najema) med vzajemno priznane finančne storitve.

OBRAZLOŽITEV

Banka Slovenije je dne 23. 12. 2015 prejela zahtevo banke za izdajo dovoljenja za opravljanje storitve finančnega zakupa (lizinga, najema) po 3. točki drugega odstavka 5. člena ZBan-2. Vloga je bila dopolnjena dne 5. 2. 2016.

Za opravljanje storitve finančnega zakupa (lizinga, najema) mora banka v skladu s prvim odstavkom 103. člena ZBan-2 pridobiti dovoljenje Banke Slovenije. Drugi odstavek 103. člena ZBan-2 pa določa, da mora banka pridobiti dovoljenje za opravljanje finančnih storitev pred začetkom opravljanja teh storitev.

Drugi odstavek 104. člena ZBan-2 določa, da morajo biti zahtevi za izdajo dovoljenja za opravljanje finančnih storitev priloženi:

- a) poslovni načrt banke za prva tri leta poslovanja, ki mora obsegati tudi:
 - podrobnejši opis dejavnosti, ki jih namerava banka opravljati in
 - opis sistema notranjega upravljanja iz 128. člena ZBan-2;

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b) druge informacije in dokazila, iz katerih izhaja, da bo banka v zvezi z izvajanjem načrtovanih storitev zagotavljala varno in skrbno upravljanje banke;

c) dokaze o izpolnjevanju pogojev, ki jih za opravljanje storitev iz prejšnjega odstavka določajo drugi predpisi.

S pregledom zahteve banke in priložene dokumentacije je Banka Slovenije ugotovila, da zahteva vsebuje vse podatke, ki jih mora vsebovati v skladu s 333. členom ZBan-2 in so izpolnjene vse procesne predpostavke za odločanje, ki jih določa 334. člen ZBan-2. Prav tako je Banka Slovenije ugotovila, da so k zahtevi priložene predpisane listine oziroma dokumentacija, kot jih določajo 2. točka 104. člena ZBan-2 in prvi odstavek 12. člena Sklepa o dokumentaciji za izdajo dovoljenj za opravljanje bančnih in finančnih storitev ter za statusna preoblikovanja (Uradni list RS, št. 73/15).

V skladu s Sklepom o letnih nadomestilih za opravljanje nadzora in taksah v zvezi s postopki odločanja Banke Slovenije (Uradni list RS, št. 47/15) je takso za odločanje o zahtevi za izdajo dovoljenja za opravljanje finančnih storitev v višini 2.400,00 EUR (z besedo: dva tisoč štiristo evrov 00/100) banka plačala dne 23. 12. 2015.

Iz poslovnega načrta, ki ga je predložila banka izhaja, da želi banka z uvedbo finančnega zakupa (lizinga, najema) izboljšati rezultate poslovanja v naslednjih letih, saj naj bi dobiček iz te dejavnosti že v letu 2018 dosegel dobiček osnovne dejavnosti banke. Zaradi finančnega zakupa (lizinga, najema) se bo povečala bilančna vsota banke. Banka Slovenije ocenjuje, da je način uvedbe finančnega zakupa (lizinga, najema) v sodelovanju s hčerinsko družbo za pomožne storitve GB Leasing d.o.o., kot izhaja iz predstavljenega poslovnega modela, stroškovno učinkovitejši, kot če bi banka sama začela z razvojem le-tega.

Banka Slovenije je na podlagi prejete dokumentacije v okviru postopka izdaje dovoljenja presojala načrtovani sistem notranjega upravljanja iz 128. člena ZBan-2 za upravljanje s tveganji, ki jim bo banka izpostavljena pri opravljanju storitve finančnega zakupa (lizinga, najema). Banka Slovenije je ocenila, da ima banka primeren organizacijski ustroj in ustrezne postopke za upravljanje s tveganji, kot tudi ustrezno vzpostavljena sistema notranjih kontrol in prejemkov za opravljanje storitve finančnega zakupa (lizinga, najema).

Banka bo opravljala predmetno storitev v službi 'Finančni zakup (leasing)', ki je ustanovljena v področju 'Trg'. Preko te službe bo banka sprejemala odločitve o sklepanju poslov, ki jih bo izvajala hčerinska družba za pomožne storitve GB Leasing d.o.o. v imenu in za račun banke. Notranji predpisi banke urejajo sistem sprejemanja odločitev ter odgovornost delavcev banke pri opravljanju predmetne storitve. Razmejitev glede strokovne in organizacijske odgovornosti med posameznimi organizacijskimi enotami banke in družbo GB Leasing d.o.o. je jasna.

Banka Slovenije ocenjuje, da se bo z uvedbo finančnega zakupa (lizinga, najema) v banki povečalo zlasti kreditno tveganje, v manjši meri pa tržno in likvidnostno tveganje. Banka obvladuje navedena tveganja z obstoječimi notranjimi predpisi o upravljanju s tveganji, ki jih bo nadgradila s specifikami poslov finančnega zakupa. Banka Slovenije ocenjuje, da bo banka primerno obvladovala tveganja, ki bodo nastajala pri opravljanju poslov finančnega zakupa (lizinga, najema).

Glede na izbrani model upravljanja predmetne dejavnosti v banki Banka Slovenije ocenjuje, da bodo notranje kontrole omogočale nemoteno izvajanje storitve finančnega zakupa (lizinga, najema) in omejevale izpostavljenost banke tveganjem zaradi uvedbe nove storitve. Služba

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notranje revizije banke je posle finančnega zakupa (lizinga, najema) vključila v svoj program rednih pregledov.

Banka je vzpostavila tako politiko in prakso prejemkov, ki sta združljivi s primernim in učinkovitim upravljanjem s tveganji, ter tako upravljanje s tveganji tudi spodbuja. Banka je vzpostavila in izvaja tudi politiko prejemkov za kategorije zaposlenih, katerih poklicna dejavnosti pomembno vpliva na profil tveganosti banke.

Banka Slovenije je nadalje ocenila, da je tehnična opremljenost prostorov banke primerna in da je predvidena informacijska tehnologija za izvajanje storitve finančnega zakupa (lizinga, najema) ustrezna. Poslovni prostori banke so opremljeni s standardno tehnično opremo, ki omogoča varno in nemoteno izvajanje vseh poslovnih procesov v okviru izvajanja storitev finančnega zakupa (lizinga, najema), ter zagotavlja ločitev posameznih funkcij poslovanja in možnost njihove medsebojne povezave. Informacijsko tehnologijo za izvajanje poslovanja finančnega zakupa (lizinga, najema) bo banka zagotavljala s sodelovanjem hčerinske družbe GB Leasing d.o.o..

Banka bo pri opravljanju storitev finančnega zakupa (lizinga, najema) za občane upoštevala določila Zakona o potrošniških kreditih.

V skladu z navedenim Banka Slovenije zaključuje, da so izpolnjeni vsi pogoji in da ni ovir za izdajo dovoljenja banki za opravljanje storitve finančnega zakupa (lizinga, najema).

Pouk o pravnem sredstvu:

Proti tej odločbi je dovoljeno začeti postopek sodnega varstva z vložitvijo tožbe na Upravno sodišče Republike Slovenije v roku 15 dni od vročitve te odločbe.

Postopek vodil: Karlo Jerman




Boštjan Jazbec
predsednik
Sveta Banke Slovenije

Vročiti:

- Gorenjska banka d. d., Kranj, Bleiweisova cesta 1, 4000 Kranj

Certified translation from Slovene into English

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GORENJSKA BANKA d.d. Kranj
Mr. Andrej Andoljšek
President of the Management Board
Bleiweisova 1
4000 KRANJ

Ref.: 38.10-0164/16
Date: 31 May 2016

Dear Sir,

Please find enclosed the Decision marked: D03-38.10-3/15 dated 30 May 2016, concerning the issuance of the Licence for Performing the Service of Financial Leasing (Leasing, Lease)

Yours faithfully

L.S.:

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Damjana Iglič, signed
Damjana Iglič
Director
System Supervision and Regulations

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Ref.: D03-38.10-3/15
Date: 30 May 2016

Name of the authority that issued the Decision:

Bank of Slovenia: Governing Board of the Bank of Slovenia consisting of: Boštjan Jazbec, dr. Mejra Festić, Marko Bošnjak, M.Sc., Dr. Primož Dolenc and Irena Vodopivec Jean, M.Sc.

Applicable regulation:

Article 103(1) of the Banking Act (Official Gazette of the Republic of Slovenia, No. 25/15; hereafter ZBan-2) in connection with Article 31(1) of the Bank of Slovenia Act (Official Gazette of the Republic of Slovenia, No. 72/06 – official restated wording and 59/11)

Procedure introduction mode:

on the request of the client

Client:

Gorenjska banka d.d., Kranj

Legal representatives:

Andrej Andoljšek and Mojca Osolnik Videmšek

Subject of the procedure:

issuance of the Licence for Performing the Service of Financial Leasing (Leasing, Lease)

Date of the meeting when the Decision was passed:

30 May 2016 (Correspondence Meeting of the Governing Board of the Bank of Slovenia)

DECISION

on the issuance of the Licence for Performing the Service of Financial Leasing (Leasing, Lease)

Bank of Slovenia is issuing to Gorenjska banka d.d., Kranj, Bleiweisova 1, 4000 Kranj (hereafter: the Bank) the Licence for Performing the Service of Financial Leasing (Leasing, Lease) in terms of Article 103(1) of the Banking Act (ZBan-2). Pursuant to Article 5(2)(3) of the Banking Act (ZBan-2) the service of financial leasing (leasing, lease) ranks among mutually recognized financial services.

REASONS

On 23 December 2015, Bank of Slovenia received the Bank's request for issuance of the Licence for Performing the Service of Financial Leasing (Leasing, Lease) in terms of Article 5(2)(3) of the Banking Act (ZBan-2). The request was complemented on 5 February 2016.

In accordance with Article 103(1) of the Banking Act (ZBan-2), the Bank's performing of the service of financial leasing (leasing, lease) shall be subject to its acquisition of the respective licence from Bank of Slovenia. Article 103(2) of the Banking Act (ZBan-2) specifies that the Bank shall acquire the Licence for Performing Financial Services prior to the beginning of such services.

Article 104(2) of the Banking Act (ZBan-2) specifies that the request for issuance of the Licence for Performance of Supplementary Financial Services shall be accompanied by the following items:

- a) Bank's business plan for the first three years of operation that shall also include:
- a) a detailed description of services envisaged by the Bank,
 - b) a description of the performance of internal control in terms of Article 128 of the Banking Act (ZBan-2);

(initials)

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- b) Other information and pieces of evidence revealing that the Bank will provide for safe and diligent management of the Bank in connection with the implementation of the planned services;
- c) Pieces of evidence about the fulfillment of the terms and conditions imposed by other regulations for the performance of the envisaged services.

On examining the Bank's request and the documentation enclosed to the bank's request Bank of Slovenia established that the request contained all data required in terms of Article 333 of the Banking Act (ZBan-2) as well as that the request meets all procedural prerequisites invoked in Article 334 of the Banking Act (ZBan-2). Likewise Bank of Slovenia established that the request has been accompanied by all prescribed documents and/or the documentation specified in Article 104 (2) of the Banking Act (ZBan-2) and in Article 12 (1) of the Decision on the Documentation Required for Issuance of Licences for the Performance of Banking and Financial Services and for Status Transformations (Official Gazette of the Republic of Slovenia, No. 73/15).

In accordance with the Decision on Annual Allowances for Supervision and on the Fees Relating to the Decision-Making Procedures by Bank of Slovenia (Official Gazette of the Republic of Slovenia, No. 47/15), the Bank paid the fee applicable to the decision-making on the request for issuance of the Licence for Performance of Financial Services amounting to EUR 2,400.00 (in words: two thousand four hundred euros, zero cents) on 23 December 2015.

It ensues from the business plan submitted by the Bank that by introducing the financial leasing (leasing, lease) the Bank intends to improve its business results in the next few years since the profits from the respective activity are supposed to rich the profits from the Bank's basic activity already in 2018. The financial leasing (leasing, lease) will result in an increase of the Bank's balance sheet total. With reference to the presented business model Bank of Slovenia finds the method of the introduction of the financial leasing (leasing, lease) in cooperation with GB Leasing d.o.o., the Bank's subsidiary for auxiliary services, more cost effective than if the Bank started to develop it on its own.

With reference to the documentation received within the scope of the Licence issuing procedure, Bank of Slovenia assessed the Bank's envisaged internal management system invoked in Article 128 of the Banking Act (ZBan-2), such as relating to the Bank's management of risks which the Bank will be exposed to in the course of its performance of the services of financial leasing (leasing, lease). Bank of Slovenia established that the Bank avails of an adequate organizational structure and uses appropriate risk management procedures as well as adequately established systems of internal control and remuneration, as required for the services of financial leasing (leasing, lease).

The Bank will perform the service in question under the 'Financial Leasing Department' created within the 'Market Sector'. It will be through this Department that the Bank will adopt its business decisions to be carried out by GB Leasing d.o.o., the Bank's subsidiary for auxiliary services, in the name and for the account of the Bank. The decision-making system and the responsibility of the Bank's employees for the performance of the respective service are regulated by the Bank's internal regulations. There is a clear distinction between the Bank's units and GB Leasing d.o.o. regarding their technical and organizational responsibilities.

Bank of Slovenia estimates that the Bank's introduction of financial leasing (leasing, lease) will particularly increase the credit risk and to a minor extent the market and the liquidity risks. The Bank manages the above risks by application of the existing internal risk management regulations that it will upgrade through the introduction of specific features of financial leasing.

(initials)

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According to the estimation by Bank of Slovenia the Bank will adequately manage the risks arising in the course of financial leasing (leasing, lease) transactions.

With reference to the selected model of the Bank's activity in question, Bank of Slovenia estimates that internal controls will provide for undisturbed performance of the service of financial leasing (leasing, lease) and they will limit the Bank's exposure to risks caused by the introduction of the new service. The Bank's Internal Audit Department included financial leasing (leasing, lease) transactions into its regular inspection programme.

The Bank has established such remuneration policy and practice that are compatible with appropriate and efficient risk management and it also encourages such risk management. Moreover, the Bank has also established and practices the remuneration policy for those categories of employees whereof the professional activity significantly influences the Bank's risk profile.

Furthermore, Bank of Slovenia has assessed that the technical equipment of the Bank's offices is suitable and that the envisaged information technology meets the requirements of the services of financial leasing (leasing, lease). The Bank's offices contain standard technical equipment that allows for safe and undisturbed performance of all business processes within the scope of the services of financial leasing (leasing, lease). It also provides for separation of individual operating functions as well as for their possible interaction. The Bank will provide the information technology for financial leasing (leasing, lease) transactions with the participation of its subsidiary GB Leasing d.o.o.

At providing the services of financial leasing (leasing, lease) on the level of retail banking, the Bank will consider the provisions of the Consumer Credits Act.

In accordance with the above statement Bank of Slovenia concludes that there are no obstacles for issuing to the Bank the Licence for Performing the Service of Financial Leasing (Leasing, Lease).

Legal instruction

A procedure of judicial protection against this Decision may be started by filing a legal action to the Administrative Court of the Republic of Slovenia within 15 (fifteen) days from the service of this Decision.

The procedure was conducted by: Karlo Jerman
Jerman, signed

L.S.:

BANK OF SLOVENIA
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1
Coat-of-Arms

Boštjan Jazbec, signed
Boštjan Jazbec
President of the
Board of Governors
of Bank of Slovenia

To be delivered to:
- Gorenjska banka d.d., Kranj, Bleiweisova 1, 4000 Kranj

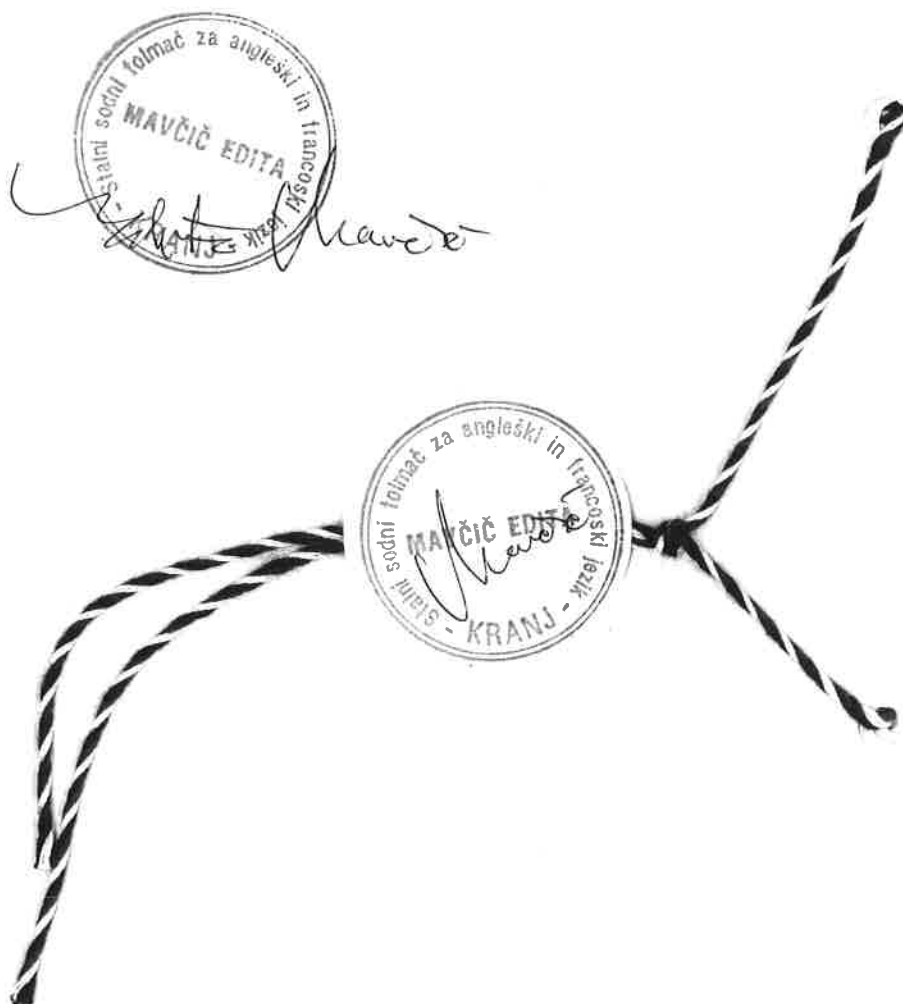
(initials) 2x

Podpisana Edita Mavčič, z odločbo Republiškega sekretariata za pravosodje, organizacijo uprave in proračun SRS št. 74/A-15/76 z dne 24. 11. 1976 postavljena za stalnega sodnega tolmača za angleški jezik, izjavljam, da se ta prevod povsem ujema z izvirnikom, ki je sestavljen v slovenskem jeziku.

The undersigned Edita Mavčič, who was designated a permanent legal interpreter for English by the decree of the Republic's Secretariat for Justice and General Administration No. 74/A-15/76 of 24 November 1976, confirms herewith that this translation is in complete accordance with the Slovene original.

No. 406/2016

In Ljubljana, on 16 August 2016



Stalni sodni tolmač za angleški in francoski jezik
MAVČIČ EDITA

Stalni sodni tolmač za angleški in francoski jezik
MAVČIČ EDITA
KRAJNJ