

**ORDINANCE NO 11 OF DECEMBER 3, 2003 ON LICENSES TO CARRY
OUT ACTIVITY AS REGULATED MARKET, ORGANISER OF
MULTILATERAL TRADING FACILITY, INVESTMENT
INTERMEDIARY, INVESTMENT COMPANY, MANAGEMENT
COMPANY AND SPECIAL INVESTMENT PURPOSE COMPANY
(Title am. – SG, iss. 84 in 2005, iss. 83 in 2007)**

Adopted by Decision No. 11-H from 3 Dec., 2003 of the Financial Supervision Commission, prom. SG iss. 109 of 16 Dec., 2003; am. and suppl. iss. 84 of 21 Oct., 2005; am. iss. 104 of 27 Dec., 2005; am. and suppl. iss. 101 of 15 Dec., 2006; in effect from 1 Jan., 2007; iss. 83 of 16 Oct., 2007, in effect from 1 Nov., 2007; am. iss. 87 of 30 Oct., 2007; am. and suppl. iss. 28 of 14 April, 2009.

**Chapter One
GENERAL PROVISIONS**

Art. 1. (1) (Am. – SG, iss. 84 in 2005; iss. 101 in 2006; iss. 83 in 2007; iss. 28 in 2009) The Ordinance shall govern the conditions and procedure for granting licenses to carry out activity as regulated market, to organize a multilateral trading facility (MTF), to carry out activity as investment intermediary, investment company and management company, for granting authorizations for organization and management of contractual fund by the Financial Supervision Commission, hereinafter referred to as “the Commission”, and for the granted by it, respectively by the deputy chairperson, in charge of Investment Activity Supervision Division at the Commission, hereinafter referred to as “the deputy chairperson”, approvals under Art. 11 para 7, Art. 25 para 1, Art. 53 para 2, Art. 59, in relation to Art. 53 para 2, Art. 57 para 1, Art. 59 in relation to Art. 57 para 1, Art. 85 para 1 item 1 – 3, Art. 86 para 4 in relation to Art. 85 para 1 and 2, Art. 100 para 2 item 2, Art. 101 para 2 of the Markets in Financial Instruments Act (MFIA), Art. 192 para 3, Art. 198 para 3 and Art. 210 para 5 of the Law on Public Offering of Securities (LPOS) in relation to Art. 25 para 1 of MFIA and for making notification under Art. 26 and 26a of MFIA and Art. 210 para 5 of LPOS in relation to Art. 26 para 1-3 of MFIA. .

(2) The Ordinance shall also govern the conditions and procedure for granting licence to carry out activity as special investment purpose company by the Commission and for the authorizations granted by it under Art. 27, para 2 and 3 and Art. 28 of the Act on the Special Investment Purpose Companies (ASIPC) for transformation or termination of special investment purpose company.

Art. 2. (Am. – SG, iss. 84 in 2005) The licence under Art. 1 shall give right to carry out only the services and activities exhaustively indicated in it.

**Chapter Two
CONDITIONS FOR GRANTING LICENCE
(Title am. – SG, iss. 84 in 2005)**

Art. 3. (Am. – SG, iss. 84 in 2005; iss. 83 in 2007) To carry out activity as regulated market, the market operator must be established as a joint-stock company and at the time of the granting of the license, must have paid up capital according to Art. 75 para 1 of MFIA.

Art. 4. (Am. – SG, iss. 84 in 2005; cancelled – iss. 83 in 2007).

Art. 5. (1) (Am. – SG, iss. 84 in 2005; iss. 83 in 2007) A person, who will perform services and activities under Art. 5, para 2 and 3 of MFIA, shall:

1. be established as a joint-stock company or as a limited liability company; and
2. (Am. – SG, iss. 84 in 2005; iss. 83 in 2007) by the moment of the granting of the license meet the requirements of Ordinance No 35 of 2006 on the capital adequacy and liquidity of the investment intermediaries (OCALII), adopted with decision No 67-H from October 17, 2003 of the Commission (SG iss. 97 in 2006).

(2) (Am. – SG, iss. 84 in 2005; iss. 101 in 2006; iss. 83 in 2007) The Commission can issue a license for the performance of services and activities under Art. 5, para 2 and 3 of MFIA on the territory of the Republic of Bulgaria through a branch of a legal person from a third country, which meets the conditions under Art. 15 para 5 of MFIA.

Art. 6. (Am. – SG, iss. 84 in 2005) A person, who will carry out activity as investment company must be established as a joint-stock company and, by the moment of the granting of the license, must have paid up capital according to Art. 166, para 1 or 2 of the LPOS.

Art. 7. (1) (Am. – SG, iss. 84 in 2005) A person, who will carry out activity as management company must be established as a joint-stock company and by the moment of the granting of the license must have paid up capital according to Art. 203, para 1 of the LPOS.

(2) (Am. – SG, iss. 84 in 2005; iss. 101 in 2006; iss. 83 in 2007) The Commission may grant a license to carry out activity as management company on the territory of the Republic of Bulgaria through a branch of a legal person from a third country which meets the conditions under Art. 202 para 11 of the LPOS.

Art. 8. A person who will carry out activity as special investment purpose company must be established as a joint-stock company and, by the moment of filing the application for granting of licence, must meet the requirements under Art. 6, para 1 of the ASIPC.

Chapter Three

GRANTING AND REFUSAL TO GRANT LICENCE, AUTHORIZATION AND APPROVAL

Section I

Filing Application for Granting of Licence, Authorization and Approval

Art. 9. (Am. – SG, iss. 84 in 2005) (1) (Suppl. – SG, iss. 101 in 2006; am. iss. 83 in 2007; iss. 28 in 2009) For granting license to carry out activity as regulated market, organiser of MTF, investment intermediary, investment company, management company and a special investment purpose company, for granting authorization for organization and management of contractual fund, an authorization under Art. 27 para 2 and 3 and Art. 28 of the ASIPC and for granting approval under Art. 11 para 7, Art. 25 para 1, Art. 53 para 2, Art. 59, in relation to Art. 53 para 2, Art. 57 para 1, Art. 59 in relation to Art. 57 para 1, Art. 85 para 1 item 1 – 3,

Art. 86 in relation to Art. 85 para 1 and 2, Art. 100 para 2 item 2, Art. 101 para 2 of MFIA, Art. 192 para 3, Art. 198 para 3 and Art. 210 para 5 of the LPOS in relation to Art. 25 para 1 MFIA and for making notification under Art. 26 and 26a of MFIA and Art. 210 para 5 of LPOS in relation to Art. 26 para 1-3 of MFIA, a written application on paper carrier shall be filed and a registration form on electronic carrier shall be completed according a model form and format established by the Commission, or the deputy chairperson.

(2) The application for granting a license under Art. 1, as well as an authorization for organization and management of contractual fund under Art. 1 para 1 shall be filed with the Commission and shall contain the business name, seat and the registered office, the address for correspondence, exhaustive indication of the activities (transactions) which the applicant intends to carry out in the country, respectively abroad, and signature of the person possessing representative power.

(3) (Am. – SG, iss. 83 in 2007; iss. 28 in 2009) The application for granting approval under Art. 25 para 1 of MFIA and Art. 210 para 5 of LPOS in relation to Art. 25 para 1 of MFIA, respectively an authorization under Art. 1 para 2 shall be filed with the Commission, and for the granting of approval under Art. 11 para 7, Art. 53 para 1, Art. 59 in relation to Art. 53 para 1, Art. 57 para 1, Art. 59 in relation to Art. 57 para 1, Art. 85 para 1 item 1-3, Art. 100 para 2 item 2, Art. 101 para 2 of MFIA and Art.192 para 3 and Art. 198 para 3 of LPOS, for notification under Art. 26 and 26a of MFIA and Art. 210 para 5 of LPOS in relation to Art. 26 and 26a of MFIA – with the deputy chairperson. The application under sentence one shall contain the business name, seat, registered office and the address for correspondence, and for a natural person – the full name, the unified citizen number (UCN) and the address registration, respectively analogous data for the foreign persons, the requested approval, respectively authorization, and signature of the person possessing representative power, or of the natural person - applicant.

Art. 10. (Am. – SG, iss. 84 in 2005; iss. 83 in 2007) For the granting of a license to carry out activity as a regulated market, to the application under Art. 9, para 1 shall be attached:

1. (Suppl. – SG, iss. 83 in 2007) a certified copy of the statute and the other acts of association of the market operator, and for a two-tier system of management – also a certified copy of the decision of the supervisory board for election of a management board;

2. a bank document certifying:

a) the amount of the paid up capital, but not less than 25 percent of the subscribed capital;

b) the contributions made by the persons having subscribed shares;

3. documents for the legal persons having subscribed shares including:

a) (Am. – SG, iss. 83 in 2007) a current certificate for the entry in the commercial register, respectively analogous documents for the foreign persons;

b) (Am. – SG, iss. 83 in 2007) a certified copy of the decision of the competent body, according to the statutes of association, for participation in the establishment of the market operator;

c) (Cancelled – SG, iss. 83 in 2007);

4. (Am. – SG, iss. 83 in 2007) documents for the natural persons, having subscribed shares, including the full name, UCN and address registration, respectively analogous data about the foreign persons;

5. (New – SG, iss. 83 in 2007) data about the persons with whom a person that has subscribed shares, is related person and about the nature of relatedness;

6. (Prev. item 5, am. and suppl. – SG, iss. 83 in 2007) data on the full name, UCN and address registration of the natural persons elected for members of the board of directors, of the management and of the supervisory board of the market operator, respectively analogous data about the foreign persons;

7. (Prev. item 6, am. and suppl. – SG, iss. 83 in 2007) data on the business name, seat, registered office, number and file of entry in the commercial register and the unified identification code of the legal persons elected for members of the board of directors, of the management and of the market operator, respectively analogous data about the foreign persons;

8. (Prev. item 7, am. and suppl. – SG, iss. 83 in 2007) data on the full name, UCN and address registration of the natural persons representing the legal persons – members of the board of directors, of the management and of the supervisory board of the market operator, respectively analogous data about the foreign persons;

9. (Prev. item 8, am. and suppl. – SG, iss. 83 in 2007) data on the full name, UCN and address registration of all other persons authorised to manage and represent the market operator, respectively analogous data about the foreign persons;

10. (Cancelled, prev. item 9, am. – SG, iss. 83 in 2007) the Rules of the regulated market's operation;

11. (Am. – SG, iss. 83 in 2007) activity plan of the regulated market, containing:
a) types of activities which the regulated market will carry out;
b) the organizational structure of the regulated market;
c) information whether the conclusion of agreements is envisaged on the territory of other Member State to facilitate the access to the trading systems of a regulated market;

12. (Am. – SG, iss. 83 in 2007) data on the premises and on the technical equipment of the regulated market, on the material, hardware and software provision necessary for carrying out of the activity;

13. (New – SG, iss. 83 in 2007) data on the clearing and settlement system which the regulated market will apply for the transactions concluded through its trading systems, including the data and documents under Art. 13c when such system functions in other Member State;

14. (Prev. item 13, am. – SG, iss. 83 in 2007) information on the actions taken to ensure the fulfillment of the Rules of the regulated market's operation by the market operator, the employees, the participants in the trade and their employees, as well as the provision of internal control over the observance of the internal rules and procedures and the requirements to the professional qualification and experience of the personnel;

15. (Prev. item 14, am. – SG, iss. 83 in 2007) data on the procedure for duplication, storing and protection of the information regarding the conclusion and registration of every contract for sale and purchase of financial instruments allowing, where necessary, and within reasonable term, reproduction of the substantial terms of every contract and the actions of the parties at its conclusion, confirmation and execution;

16. (Cancelled, prev. item 15, am. – SG, iss. 83 in 2007) description of the measures and procedures adopted by the applicant in compliance with the requirements of MFIA, and the manner in which they ensure fulfillment of the provisions of the law;

17. a document certifying the payment of the respective fee according to the tariff – appendix to Art. 27, para 2 of the Financial Supervision Commission (FSCA).

Art. 11. (1) (Am. – SG, iss. 83 in 2007) For the persons elected for members of the board of directors, or of the management board of the market operator, or who manage its operation, attached to the application under Art. 9, para 1 shall be:

1. (Am. – SG, iss. 83 in 2007) a certificate of conviction as well as a declaration whether at the date of the application filing, there are criminal proceedings initiated against them;

2. a certified copy of a diploma for higher education, as well as other documents certifying the qualification and professional experience in the sphere of economy, law, finance, banking or information technologies;

3. a declaration stating that they have not been members of a management or control body or unlimited liability partners in a company wound up due to bankruptcy, if unsatisfied creditors remain;

4. (Am. – SG, iss. 83 in 2007) a declaration stating that they are not related persons within the meaning of the MFIA;

5. a declaration stating that they have not been declared bankrupt and they are not under proceedings of declaring bankruptcy;

6. a declaration stating that they have not been divested of the right to occupy a position of material responsibility.

(2) (Am. – SG, iss. 84 in 2005; iss. 83 in 2007) For the persons empowered to represent the market operator shall also be enclosed a certifying document for address registration, and for the foreigners – also a certified copy of the authorization for long-term stay in the Republic of Bulgaria, granted by the authorities for administrative control of foreigners.

(3) (Am. – SG, iss. 83 in 2007) For natural persons representing legal persons – members of the board of directors, or of the management board of the market operator, the documents under para 1 and 2 shall be enclosed.

(4) (Am. – SG, iss. 83 in 2007) Enclosed for the legal person elected for a member of the board of directors, of the management or of the supervisory board of the market operator shall be:

1. (Am. – SG, iss. 83 in 2007) a current certificate for the entry in the commercial register;

2. a certified copy of the decision for election of the person who will represent it in fulfillment of its obligations on the board of directors, in the management or in the supervisory board.

(5) (New – SG, iss. 83 in 2007) In the cases of Art. 77 para 2 of MFIA, where the persons designated for members of the management body of the market operator, or who will manage the regulated market's operation, are members of a management body or manage the operation of the regulated market, licensed according the requirements of MFIA, or of Section III of Directive 2004/39/EC, to the application of Art. 9 para 1 shall be enclosed the following data and documents:

1. data about the relevant regulated market;

2. a document duly certifying that the person is approved by the relevant competent authority of the Member State to occupy the position as well as a declaration that at the time of filing of the application under Art. 9, such person is a member of a management body or manages the operation of the relevant regulated market;

3. data about the competent authority exercising supervision over the operation of the relevant regulated market;

4. the applicable law in relation to the operation of the relevant regulated market.

Art. 12. (Am. – SG, iss. 84 in 2005; iss. 83 in 2007) The bank documents certifying that everyone who has subscribed shares has paid up the due contributions in full shall be presented at the Commission within a 14-days period from receiving the notification under Art. 80, para 5 of the MFIA.

Art.12a. (New – SG, iss. 83 in 2007) (1) To the application under Art. 9 para 1 for the persons possessing a qualifying holding in the market operator shall be attached the following data and documents:

1. data on the amount of the qualifying holding, including:
 - a) amount of the direct holding;
 - b) amount of the indirect holding with indication of the cases under Art. 146 of LPOS in which the person possesses such holding;
2. data and documents certifying that the person has the required reputation and experience, including:
 - a) a declaration stating that they have not been members of a management or control body or unlimited liability partners in a company, for which bankruptcy proceedings have been initiated, or wound up due to bankruptcy, if unsatisfied creditors remain;
 - b) a declaration stating that the person has not been dismissed from office in a management or control body of a company under MFIA, LPOS, ASIPC on the ground of applied enforcement administrative measure, or of a company the activity of which is regulated by similar statutory act of another state;
 - c) data about the qualification and professional experience of the persons who possess a qualifying holding;
3. a certificate from the tax office, or an analogous document issued by foreign government authorities, from which to be evident that the person does not have outstanding tax liabilities;
4. the annual financial statements for the past 3 years as well as financial statements for the last quarter, preceding the filing of the application, if they are legal entities;
5. a declaration whether the person is a related person with other partner(s) or shareholder(s), indicating the amount of the owned capital and the participation in the management of that partner(s), or shareholder(s);
6. data about the persons with whom the person is related as well as the nature of relatedness;
7. in the cases when the person is part of a group within the meaning of § 1, item 27 of MFIA, information shall be provided for the group's structure and activity;
8. a declaration according determined by the deputy chairperson model form by the person, who possesses directly a qualifying holding, about the origin of the funds from which the contributions for the subscribed shares were made, including if such funds were not loan funds and about the paid by the person taxes in the last 5 years;
9. with respect to the voting rights held by the person indirectly under Art. 146 of LPOS shall be attached:
 - a) data on the holder of the shares;
 - b) data and documents certifying the right of the person to acquire, transfer or to exercise the voting rights in the general meeting;
 - c) data on the controlled persons through whom the person exercises the voting rights, if any.

(2) For the natural persons who manage the activity of the legal entities, possessing a qualifying holding in the market operator, the data and documents under Art. 1 item 2 and Art. 10 item 9 shall apply.

Art. 12b (New – SG, iss. 83 in 2007) In the cases when the regulated market and the market operator are separate legal entities, to the application under Art. 9 para 1 shall be also attached the following data and documents about the regulated market:

1. the statute, charter and other acts of association;
2. the data and documents under Art. 10 item 3-5;
3. the data and documents under Art. 10 item 6-9 and Art. 11 about the members of the management and control body of the regulated market and about the persons who can manage the regulated market's operation;
4. the relevant data and documents under Art. 12a about the persons possessing a qualifying holding in the regulated market;
5. the documents certifying the allocation of the duties between the regulated market and the market operator in relation to the regulated market's operation.

Art. 12c. (New – SG, iss. 83 in 2007) For the granting of a license to a market operator for organization of a multilateral trading facility, to the application under Art. 9 shall be enclosed the data and documents under Art. 18 item 20.

Art. 13. (1) (Am. – SG, iss. 83 in 2007) For granting approval under Art. 85 para 1 item 3 of MFIA, of amendments and supplements to the Rules of the regulated market's operation, to the application under Art. 9 para 1 shall be enclosed:

1. (Am. – SG, iss. 83 in 2007) a certified copy of the decision of the board of directors, or of the market operator's management board, for amendment and supplement to the Rules;
2. (Am. – SG, iss. 83 in 2007) a certified copy of the Rules' full text containing the amendments and supplements by the relevant date.

(2) (Am. – SG, iss. 83 in 2007) For granting approval under Art. 85 para 1 item 1 of MFIA for change in the membership of the persons who are members of the management body of the market operator, or who are entitled to manage the market operator's activity, to the application under Art. 9 para 1 shall be enclosed:

1. (Am. – SG, iss. 83 in 2007) a certified copy of the decision of the competent body, according to the statutes of association of the market operator for election of a member of the board of directors, or of the management board, respectively for authorization of the persons outside the board of directors or of the management board to manage the activity of the market operator;
2. (Am. – SG, iss. 83 in 2007) the data and documents under Art. 10, item 6-9 and the documents under Art. 11 for the persons elected as members of the board of directors or of the management board, or authorised to manage the activity of the market operator.

(3) (New – SG, iss. 83 in 2007) For granting approval under Art. 86 para 4 in relation to Art. 85 para 1 item 1 in case of change in the membership of the persons who are members of the management body of the regulated market, or manage the regulated market's operation, to the application under Art. 9 para 1 shall be enclosed the relevant data and documents under Art. 10 item 6-9 and Art. 11.

Art. 13a. (New – SG, iss. 83 in 2007) (1) For granting approval under Art. 85 para 1 item 2 of MFIA, to the application under Art. 9 para 1 shall be attached the respective data and documents under Art. 12a.

(2) For granting approval under Art. 86 in relation to Art. 85 para 1 item 2 of MFIA, to the application under Art. 9 para 1 shall be enclosed the data and documents under Art. 12a for the persons that want to acquire a qualifying holding in the regulated market.

Art. 13b. (New – SG, iss. 83 in 2007) For granting approval under Art. 100 para 2 item 2 of MFIA to make settlement of the transactions through a system, other than that which the regulated market applies, to the application of Art. 9 para 1 the members and participants of the regulated market shall enclose the following data and documents:

1. indication of the Member State in which the system functions;
2. description of the system and data about the technical conditions and provision of the settlement which will be made through it;
3. data and documents certifying the necessary connections and agreements with other systems and means of settlement which ensure efficiency and economy of the transactions settlement;
4. data about the competent authority exercising supervision over the settlement system, if any, as well as about the applicable law in relation to the settlement;
5. data and documents about the participants in the system:
 - a) current certificate for the entry in the commercial register, or analogous data about the foreign persons;
 - b) in the cases when the person has been authorized to carry out activity by a competent authority, other than the Commission – a certified copy of that authorization.

Art. 13c. (New – SG, iss. 83 in 2007) For granting approval under Art. 101 para 2 of MFIA to carry out clearing and/or settlement of transactions concluded on the regulated market through a central counterparty, clearing house and settlement system in other Member State, to the application under Art. 9 para 1, the market operator shall enclose the following data and documents:

1. indication of the Member State in which the system for clearing and/ or settlement functions;
2. description of the system for clearing and/ or settlement and data about the technical conditions and provision for its functioning;
3. for the settlement system – the data and documents under Art. 13b item 2-4.

Art. 14. (Am. – SG, iss. 84 in 2005; cancelled iss. 83 in 2007).

Art. 15. (Am. – SG, iss. 84 in 2005; cancelled iss. 83 in 2007).

Art. 16. The bank documents certifying that everyone who has subscribed shares has paid up the due contributions in full may also be presented after filing the application under Art. 9, para 1.

Art. 17. (Cancelled – SG, iss. 83 in 2007).

Art. 18. (Am. – SG, iss. 84 in 2005; iss. 83 in 2007) A person requesting the granting of license to carry out the services and activities under Art. 5, para 2 and 3 of MFIA shall attach to the application under Art. 9, para 1:

1. (Am. – SG, iss. 84 in 2005) a certified copy of the statute, the charter and the other acts of association, and for a two-tier system of management – also a certified copy of the decision of the supervisory board for election of a management board;
2. (Suppl. – SG, iss. 84 in 2005; am. iss. 83 in 2007) documents certifying compliance of the initial capital with the requirements of the Art. 8 of MFIA and OCAII, including:

a) (New – SG, iss. 83 in 2007) data about the persons who have subscribed equities or stakes from the applicant’s capital as well as about their share of the capital;

b) (Prev. p. “a” – SG, iss. 83 in 2007) for a company which is in process of establishment;

aa) for the cash contributions – a certificate by a bank, regarding which no enforcement measure has been imposed and which is not under bankruptcy proceedings, stating that the money has been paid up to an accumulation account in accordance with the procedure under Art. 166, para 1 of the Commercial Law (CL);

bb) (Cancelled – SG, iss. 83 in 2007);

cc) (Am. – SG, iss. 101 in 2006; iss. 83 in 2007) for non-monetary contributions in shares and bonds, admitted to trading on a regulated market, which have a market price - an assessment by experts under Art. 72, para 2 of the CL, complied with the methods of Art. 15 of the OICALII, and a certificate issued by the Central Depository or other depository institution, stating that they have been blocked on accounts kept by them for the purposes of making the non-monetary contribution; in the event that the bonds are paid up in advance or their maturity occurs within the period from filing the application under Art. 9, para 1 to the decision of the Commission, the person that has made the non-monetary contribution shall pay the money to an accumulation bank account in accordance with Art. 166 para 1 of CL;

dd) (Am. – SG, iss. 84 in 2005; iss. 83 in 2007) for non-monetary contributions in real rights over real and personal assets or rights over immaterial objects, directly related to the services and activities under At. 5, para 2 and 3 of MFIA – assessment by experts according to At. 72, para 2 of the CL;

c) (Prev. p. “b”, am. – SG, iss. 83 in 2007) for company registered under the CL:

aa) (Am. – SG, iss. 83 in 2007) an annual balance sheet of the company for the preceding financial year, certified by a registered auditor, a balance sheet by the last day of the month preceding the month of filing the application, certified by a registered auditor, and if the company meets the requirements under Art. 37, para 2 of the Accountancy Law it shall also present the last consolidated balance, certified by a registered auditor as well as consolidated balance by the last day of the month preceding the month of filing the application under Art. 9, para 1;

bb) (Am. – SG, iss. 83 in 2007) a certificate by a bank, regarding which no enforcement measure has been imposed and/or which is not under bankruptcy proceedings, about the cash deposited on the company’s accounts;

cc) (Cancelled – SG, iss. 101 in 2006);

dd) (Am. – SG, iss. 84 in 2005; iss. 83 in 2007) information containing analytical segments of the accounts on which the long-term tangible assets and the long-term intangible assets are accounted for, explicitly indicating the assets which are not directly related to the activity of the company under Art. 5, para 2 and 3 of the MFIA, accompanied with assessment made by three experts if the investment intermediary includes these assets in the initial capital under Art. 2 of OICALII;

ee) (Am. SG, iss. 83 in 2007) information containing analytical segments of the accounts on which the possessed securities are accounted for, accompanied with assessment of the held shares and bonds admitted to trading on a regulated market, which have a market value, made by three experts, if the investment intermediary includes these assets in the initial capital under Art. 2 of the OICALII; the assessment of the experts must be complied with the methods of Art. 15 of OICALII;

ff) (Am. – SG, iss. 83 in 2007) information certified by the person, respectively the persons, empowered to represent the company containing analytical segments of the accounts on which other forms of investment are accounted for, which have no market value;

gg) (Cancelled – SG, iss. 83 in 2007);

d) (Prev. p. “c”, am. – SG, iss. 83 in 2007) for the companies under letters “b” and “c” – information for determining the initial capital according to the requirements of the OCALII, depending on the type of the company and the amount of the initial capital, in a form established by the deputy chairman;

e) (New – SG, iss. 83 in 2007) if the investment intermediary wishes to include the long-term (non-current) tangible assets and the long-term (non-current) intangible assets under para 1 item 2 point “c”, sub-point “dd” for the purposes of their inclusion in the initial capital according Art. 2 of OCALII, the same have to be valued by three experts; the valuation shall represent an integral part of the information under item 2, point “b”, sub-point “dd”;

f) (New – SG, iss. 83 in 2007) in the cases when the investment intermediary includes the shares and bonds under item 2, point “b”, sub-point “ee”, admitted to trading on a regulated market, which have a market price, in the calculation of the equity according Art. 2 of OCALII, the same have to be valued by three experts and the valuation shall be an integral part of the information under item 2, point “c”, sub-point “ee”;

3. (Am. – SG, iss. 84 in 2005) a plan of the company’s activity, covering:

a) market information:

aa) general review and expected development of the market;

bb) description of the competitive environment;

cc) strengths and weaknesses of the investment intermediary in the context of the market tendencies, the competitive environment and the offered products.

b) client structure:

aa) legal status;

bb) social status;

cc) inclination to risk (ratio risk / income).

c) (Am. – SG, iss. 83 in 2007) performed services and activities:

aa) (Am. – SG, iss. 83 in 2007) description of the performed services and activities;

bb) (New – SG, iss. 83 in 2007) in the cases when the applicant will conclude transactions for his own account with financial instruments, it shall be stated whether the applicant intends to act as a systematic internaliser with regard to shares admitted to trading on a regulated market as well as information about the shares with respect to which the applicant intends to act as such, and about the customers that may receive the published by the applicant offers for shares;

cc) (New – SG, iss. 83 in 2007) information on the functions, services or activities which the investment intermediary envisages to outsource to a third party;

dd) (Prev. sub-point “bb” – SG, iss. 83 in 2007) expected market share by types of products;

ee) (Prev. sub-point “cc” – SG, iss. 83 in 2007) total market share;

ff) (New – SG, iss. 83 in 2007) the data about the services and activities under Art. 5 para 2 and 3 of MFIA which the investment intermediary intends to perform in other Member States through a branch, or under the freedom to provide services;

d) expected financial result:

aa) turnover by types of offered services;

bb) volume and structure of the revenues by types of transactions, structure and volume of expenditures;

cc) forecasted financial result.

dd) (New – SG, iss. 83 in 2007) forecast of unavoidable costs;

ee) (New – SG, iss. 83 in 2007) forecast financial indicators accompanied with detailed analysis, attesting that the applicant justifiably expects to comply with the requirements of the law;

e) (Am. – SG, iss. 83 in 2007) Information on the planned percentage and value of the financial instruments for own account, in which the investment intermediary plans to invest, associated to them risks for the investment intermediary, type of financial instruments, market on which they are traded and states in which the investment intermediary plans to invest.

f) Internal organization

aa) organizational structure of the investment intermediary;

bb) (New – SG, iss. 83 in 2007) managerial structure of the investment intermediary to which a scheme is applied for allocation of the functions and powers among the executive directors and the other managerial positions;

cc) (Prev. sub-point “bb” – SG, iss. 83 in 2007) subsidiaries structure of the investment intermediary;

dd) (Prev. sub-point “cc” – SG, iss. 83 in 2007) personnel list in the investment intermediary;

ee) (Cancelled – prev. sub-point “dd” – SG, iss. 83 in 2007) operational characteristics of the separate structural units within the investment intermediary;

4. a certified copy of the certificate for entry of the applicant in the commercial register if he has been registered as an entrepreneur with another subject of activity, a certified copy of the decision of the competent body, according to the statutes of association, for change of its subject of activity, as well as a current certificate for the entry in the commercial register;

5. (Suppl. – SG, iss. 83 in 2007) data on the full name, UCN and address registration of the natural persons elected for members of the management and of the control body of the investment intermediary, respectively analogous data about the foreign persons;

6. (Suppl. – SG, iss. 83 in 2007) data on the business name, registered office, subject of activity, number and file of the entry in the commercial register and the unified identification code of the legal persons elected for members of the management and of the control body of the investment intermediary, respectively analogous data about the foreign persons;

7. (Suppl. – SG, iss. 83 in 2007) data on the full name, UCN and address registration of the natural persons representing the legal persons members of the management and of the control body of the investment intermediary, respectively analogous data about the foreign persons;

8. (Suppl. – SG, iss. 83 in 2007) data on the full name, UCN and address registration of all other persons who may jointly with another person manage the investment intermediary’s activity, or to conclude, independently or jointly with another person, transactions for the account of the investment intermediary, respectively analogous data about the foreign persons;

9. (New – SG, iss. 83 in 2007) data on the persons with whom the applicant is related person, including indication of the state where their registered office is located and the applicable law to their activity;

10. (Cancelled, prev. item 10, suppl. – SG, iss. 84 in 2005; am. iss. 101 in 2006, prev. item 9, am. iss. 83 in 2007) data on the full name, UCN and address registration of the persons

possessing a qualifying holding in the investment intermediary as well as on their share from the capital and on the number of the owned by them votes;

11. (Prev. item 11, am. – SG, iss. 84 in 2005; am. iss. 101 in 2006, prev. item 10, am. iss. 83 in 2007) data on the business name, registered office, subject of activity, number and file of entry in the commercial register and the unified identification code of the legal persons possessing a qualifying holding in the investment intermediary as well as of their share of the capital and on the number of the owned by them votes;

12. (Prev. item 12, am. – SG, iss. 84 in 2005; prev. item 11, am. iss. 83 in 2007) the general terms under Art. 13 para 2 item 5 of MFIA, applicable to the contracts with the clients as well as model forms of the contracts with clients and with persons who work under a contract for the investment intermediary;

13. (Prev. item 13, am. – SG, iss. 84 in 2005; am. iss. 101 in 2006; cancelled prev. item 12; am. iss. 83 in 2007) data on the business name, registered office, subject of activity, number and file of entry in the commercial register, current certificate for the entry in the commercial register and the unified identification number of the companies in which the investment intermediary possesses a qualifying holding;

14. (Prev. item 15, am. – SG, iss. 84 in 2005; iss. 83 in 2007) rules of the internal organization under Art. 24 para 2 of MFIA with minimal content according Art. 75 of ORAI;

15. (New – SG, iss. 84 in 2005; am. iss. 83 in 2007) the rules of the personal transactions, complying with the requirements of Art. 17 of ORAI;

16. (New – SG, iss. 83 in 2007) draft of the rules and mechanisms under Art. 142 para 1 and the rules and procedures under Art. 142 para 3 of OCALII;

17. (New – SG, iss. 101 in 2006; cancelled, new, iss. 83 in 2007) the rules under Art. 24 para 3 of MFIA of the structure, organization, powers and the relations of the internal control department with the other bodies and persons, working under a contract for the investment intermediary;

18. (New – SG, iss. 83 in 2007) the policy for execution of the orders under Art. 30 para 2 of MFIA;

19. (New – SG, iss. 83 in 2007) in the cases when the investment intermediary acts as a systematic internaliser with regard to shares admitted to trading on a regulated market, the following data and documents shall be enclosed:

a) the rules according Art. 44 para 3 of MFIA;

b) data on the hardware and software, the concluded contracts and agreements as well as other documents certifying that the investment intermediary is in a position to comply with the requirements of MFIA, its implementing instruments as well as of Regulation 1287/2006 EC in relation to its activity as a systematic internaliser;

20. (New – SG, iss. 83 in 2007) In the cases when the investment intermediary shall organize a MTF according Art. 5 para 2 item 8 of MFIA, the following data and documents shall be enclosed:

a) technical description of MTF;

b) the rules of trading, including the criteria for execution of orders according Art. 51 para 1 of MFIA;

c) description of the system for clearing, settlement and guaranteeing the concluded transactions through MTF;

d) data and documents certifying the availability of the required contracts and other agreements for effective settlement of the transactions concluded through MTF;

e) the offered services in relation to the organization of the multilateral trading facility;

f) the rules under Art. 51 para 3 of MFIA;

g) information about the conditions and procedure for settlement of disputes between the participants and the organizer of a MTF;

h) information on the fees and commissions collected by the organizer of MTF;

i) the standardized contracts applied by the organizer of the multilateral trading facility in its relations with the participants and the issuers of financial instruments;

j) the conditions and procedure under which the organizer of the multilateral trading facility exercises control over compliance with the rules according to Art. 51 para 1 and 3 by the participants in the trading facility;

k) the conditions and procedure for establishment of actions by the participants in the system which are market abuse;

l) the conditions and procedure for admission to and for removal of financial instruments from trading on MTF;

m) in the cases when the investment intermediary which organizes a MTF intends to use a central counterparty, clearing house or settlement system from other Member State with the purpose of ensuring the clearing and/ or the settlement of the concluded transactions with financial instruments through MTF, the data and documents under Art. 13c shall apply;

n) in the cases under Art. 53 para 2 of MFIA, when the applicant wishes to be exempted from complying with the requirement under Art. 52 para 1, the data and documents certifying the availability of the conditions under Art. 18 paragraph 1 or 2 of Regulation 1287/2006/EC shall apply;

21. (New – SG, iss. 83 in 2007) Where the investment intermediary shall perform the services and activities under Art. 5 para 2 item 1 and 4 of MFIA, the policy under Art. 3 para 3 item 2 of ORAI shall apply;

22. (New – SG, iss. 83 in 2007) Where the investment intermediary shall provide the services under Art. 5 para 2 item 2 and/ or item 3 of MFIA, the policy according Art. 37 para 1 item 3 of ORAI shall apply, including the procedure for avoidance of repeated allocation of transactions for own account, executed jointly with client orders;

23. (New – SG, iss. 83 in 2007) When the investment intermediary intends to outsource the performance of important operating functions to a third party, the following data and documents shall be enclosed:

a) data on the person to whom the performance is outsourced;

b) in the cases where the person to whom the performance is outsourced, is established in a third country, data and documents shall be enclosed certifying that the person was granted the required authorization for performance of the relevant functions, services or activities in such person's home Member State;

c) a certified copy of the authorizations granted to the person, which are required for performance of the outsourced functions, services or activities;

d) a draft contract between the investment intermediary and the person, which shall explicitly state the rights and obligations of the parties, with content which guarantees the fulfillment of the conditions under Art. 50 – 55 of ORAI;

e) data and documents certifying that the person to whom the performance is outsourced, has the required resources and possibilities for their reliable and professional fulfillment;

f) information whether the investment intermediary and the person to whom the performance is outsourced belong to one and same group within the meaning of § 1, item 27 of MFIA;

g) the methods applied by the investment intermediary for assessment of the performance of the outsourced functions;

h) information on the conditions and procedure for exercising control over the fulfillment of the outsourced functions, services or activities by the person to whom the performance is outsourced;

24. (New – SG, iss. 83 in 2007) – the rules of the internal control, policies and procedures under Art. 80 para 1 of ORAI;

25. (New – SG, iss. 83 in 2007) in the cases when the conditions under Art. 81 of ORAI exist, then data and documents shall be enclosed certifying the availability of these conditions;

26. (New – SG, iss. 83 in 2007) the rules of risk management in accordance with Art. 82 of ORAI;

27. (New – SG, iss. 83 in 2007) In the cases when the conditions under Art. 83 para 6 of ORAI exist, with which the investment intermediary may not set up an internal audit department, or when the department may consist of one person only, data and documents shall be enclosed certifying the availability of these conditions;

28. (New – SG, iss. 83 in 2007) data about the property, hardware and software necessary to pursue the activity as well as a certificate about fire safety of the premises in which the activity will be carried out;

29. (New – SG, iss. 83 in 2007) the tariff in accordance with Art. 22 para 2 of ORAI;

30. (Prev. item 16 – SG, 83 in 2007) a document certifying the payment of the respective fee according to the tariff-appendix to Art. 27, para 2 of the FSCA.

Art. 19. (1) (Am. – SG, iss. 83 in 2007) Attached to the application under Art. 9, para 1 for the persons elected for members of the management and supervisory body, or who manage the activity, of the investment intermediary shall be:

1. (Suppl. – SG, iss. 83 in 2007) a certificate of conviction as well as a declaration whether at the date of the application filing there are criminal proceedings initiated against such person;

2. a declaration stating that the person has not been member of a management or control body or unlimited liability partner in a company for which bankruptcy proceedings have been instituted or in a company wound up due to bankruptcy, if unsatisfied creditors remain;

3. a declaration stating that the person has not been declared bankrupt and is not under proceedings of declaring bankruptcy;

4. a declaration stating that the person is not a spouse or a relative in direct or collateral line up to third degree including, or relative by affinity up to third degree, of another member of the management or control body of the investment intermediary;

5. a declaration stating that the person has not been divested of the right to occupy a position of material responsibility;

6. (Am. – SG, iss. 84 in 2005; iss. 83 in 2007) a certified copy of documents certifying the professional qualification and experience required for the management of the activity of the investment intermediary with regard to the stated services and activities under Art. 5, para 2 and 3 of the MFIA.

7. (New – SG, iss. 101 in 2006) a declaration whether the person is a member of a management or control body, or otherwise participates in the management of other investment

intermediary, credit institution or insurer from a Member State as well as data about this participation;

8 (New – SG, iss. 83 in 2007) a declaration that the person was not in the last one year prior to the act of the Company's relevant competent body, member of a management or control body in a company, the license of which to pursue business granted by BNB or the Commission was withdrawn; in the cases when the license is withdrawn on request of the company, or when the act of the Commission, respectively of BNB is duly cancelled, the person shall declare the existence of this circumstance;

9. (New – SG, iss. 83 in 2007) a declaration that no administrative sanctions were imposed on such person during the past three years for violations of MFIA, LPOS, LMAMAFI, ASIPC and the instruments of their implementation when these violations are qualified as systematic;

10. (New – SG, iss. 83 in 2007) declaration that such person was not dismissed from office in a management or control body of a company under MFIA, LPOS, ASIPC on the ground of an imposed coercive administrative measure; in the cases when the act of the Commission for the imposition of the coercive administrative measure according sentence one is duly canceled, the person shall declare the existence of this circumstance.

(2) (Am. – SG, iss. 84 in 2005; iss. 83 in 2007) For the persons who, according to the statute and the decisions of the bodies of the investment intermediary, are empowered to represent it, shall be enclosed a certifying document for address registration, and for the foreigners – also a certified copy of the authorization for long-term stay in the Republic of Bulgaria, granted by the authorities for administrative control of foreigners.

(3) (Cancelled – SG, iss. 83 in 2007);

(4) (Am. – SG, iss. 83 in 2007) For the natural persons representing the legal persons – members of the management and of the control body of the investment intermediary shall be enclosed the documents under para 1 and 2.

(5) For all other persons who may conclude, independently or jointly with another person, transactions for the account of the investment intermediary shall be enclosed the documents under para 1 and 2.

(6) For the legal persons elected for members of the management and of the control body of the investment intermediary shall be enclosed:

1. (Am. – SG, iss. 83 in 2007) a current certificate for the entry in the commercial register, or analogous document for foreign persons;

2. a certified copy of the decision of the competent body, according to the statutes of association, for election of the person who will represent them at fulfillment of their obligations in the management or in the control body of the investment intermediary.

Art. 20. (Am. – SG, iss. 84 in 2005; iss. 101 in 2006, prev. text of Art. 20, am. iss. 83 in 2007) Attached to the application under Art. 9, para 1 for the persons who possess a qualifying holding in the investment intermediary, shall be:

1. (Am. – SG, iss. 101 in 2006; iss. 83 in 2007) a current certificate for the entry in the commercial register, or analogous document issued by foreign state authorities, if they are legal entities;

2. (Am. – SG, iss. 83 in 2007) a declaration whether the person has been a member of a management or of a control body or unlimited liability partner in a company for which bankruptcy proceedings have been instituted, or in a company wound up due to bankruptcy if unsatisfied creditors remain;

3. (Am. – SG, iss. 101 in 2006) a certificate issued by the tax authorities, or analogous document issued by foreign state authorities, showing whether the person has outstanding tax liabilities;

4. (Suppl. – SG, iss. 101 in 2006; iss. 83 in 2007) a declaration stating whether he is a related person with another partner (partners) or shareholder (shareholders) in the investment intermediary, indicating the amount of the possessed capital and the participation of this partner (partners) or shareholder (shareholders) in the management;

5. (Am. – SG, iss. 84 in 2005; iss. 83 in 2007; suppl. iss. 28 in 2009) a declaration whether administrative sanctions were imposed on such person during the past three years for violations of MFIA, LPOS, LMAMAFI, ASIPC, the Law on Credit Institutions (LCI), the Insurance Code (IC) and their implementing instrument or of similar statutory act of another state;

6. (New – SG, iss. 83 in 2007; suppl. iss. 28 in 2009) a declaration that such person was not dismissed from office in a management or control body of a company under MFIA, LPOS, ASIPC, LCI and the IC on the ground of imposed coercive administrative measures, or of a company the activity of which is regulated by similar statutory act of another state;

7. (New – SG, iss. 83 in 2007; am. iss. 28 in 2009) A declaration for availability of already made assessment of the reputation of the person in his capacity of a person acquiring or increasing his qualifying holding or participating in the management of an investment intermediary, credit institution, insurer, reinsurer or management company; data about the competent authority which made the assessment, and about the result thereof; in the cases when the person has a reasoned written decision of the competent authority that made the assessment, instead of a declaration a copy of the decision shall be enclosed.

8. (New – SG, iss. 83 in 2007; am. and suppl. iss. 28 in 2009) When the person possessing a qualifying holding falls within some of the cases under Art. 111 para 4 of MFIA, data shall be attached about the relevant investment intermediary, insurer, reinsurer, management company or credit institution and about the competent authority from a Member State, exercising supervision over him/ her;

9. (Suppl. – SG, iss. 84 in 2005; prev. item 6, am. iss. 83 in 2007) the annual financial accounts for the last 3 years, as well as financial accounts for the last quarter, preceding the filing of the application, if they are legal persons.

10. (New – SG, iss. 101 in 2006 – prev. item 7, am. iss. 83 in 2007) data about the persons with whom the person is related, and about the nature of relatedness;

11. (New – SG, iss. 83 in 2007; suppl. iss. 28 in 2009) in the cases when the person is part of a group within the meaning of §1 item 27 of MFIA, information shall be provided on the structure and on the activity of the group, information on the persons in the group over which supervision is exercised, and the names of the competent authorities from the home Member States, carrying out the supervision;

12. (New – SG, iss. 83 in 2007) when all votes in the general meeting of an investment intermediary are owned by one natural person, a plan shall be submitted about the measures and actions directed to protection of the client interest which will be undertaken in case of death, or incapacity of the natural person;

13. (New – SG, iss. 83 in 2007) a declaration according a determined by the deputy chairperson model form by the person that possesses directly a qualifying holding, about the origin of the funds with which the contributions are made for the subscribed shares or stakes, including also whether the funds are not loan funds as well as about the paid by the person taxes in the past 5 years;

14. (New – SG, iss. 83 in 2007) for the qualifying holding:

a) total amount of the qualifying holding – number of votes and their percentage ratio towards the total number of votes in the general meeting;

b) with regard to direct holding – number of stakes or shares, number of votes and their percentage ratio towards the total number of votes in the general meeting;

c) with regard to indirect holding – number of votes and their percentage ratio towards the total number of votes in the general meeting; indication of the corresponding cases under Art. 146; data about the owners of shares or stakes; data and documents certifying the right of the person to acquire, transfer or exercise the voting rights; data about the controlled persons through whom the person exercises the voting rights, if any.

(2) (New – SG, iss. 83 in 2007) For the natural persons who manage the activity of the legal entities possessing a qualifying holding in the investment intermediary, the data and documents under para 1 item 2, 4, 5 and 6 shall be enclosed.

Art. 21. (Am. – SG, iss. 84 in 2005; iss. 83 in 2007) Within a 14-day period from receiving the notification under Art. 14, para 4 of the MFIA, the applicant shall present at the Commission:

1. a document for initial contribution paid in the Fund for Compensation of Investors in Securities under Art. 77m, para 1 of the LPOS;

2. (Am. – SG, iss. 83 in 2007) bank or other documents certifying that everyone who has subscribed stakes or shares has paid up the due contributions in full.

Art. 22. (Am. – SG, iss. 84 in 2005; iss. 101 in 2006; iss. 83 in 2007) A person wishing to carry out the services and activities under Art. 5, para 2 of the MFIA in a third country as well, shall enclose to the application under Art. 9, para 1:

1. (Am. – SG, iss. 84 in 2005, iss. 101 in 2006; iss. 83 in 2007) a motivated stating of the reasons for the request for granting a license to carry out the stated services and activities under Art. 5, para 2 and 3 of the MFIA in a third country; detailed presentation of the services and activities he intends to carry out, in what financial instruments, on which markets and for what kind of clients he will trade, and what other activities he will carry out; way of execution of the orders of the clients, as well as the measures he will take for protection of the rights attached to the financial instruments and/or money furnished to him;

2. (Suppl. – SG, iss. 83 in 2007) data on the full name, UCN and address registration of the persons in charge of the management of the activity abroad, respectively analogous data about the foreign persons;

3. (Am. – SG, iss. 84 in 2005; iss. 101 in 2006, am. and suppl. iss. 83 in 2007) proof of the availability of employees with appropriate qualification and professional experience with regard to carrying out of the stated services and activities under Art. 5, para 2 and 3 of the MFIA in a third country, for whom a biographic reference shall be enclosed containing data on: the full name, UCC, respectively analogous data about the foreign persons; address registration; education, including the names of the educational establishments where the education was acquired and the years of study; attended qualification courses and seminars with indication of the place and the years of study; foreign languages of which the person has written and/or oral command, with indication of the level of command; reference for the professional experience with detailed characteristics of the occupied positions in years; present occupation and detailed characteristics of the occupied position.

Art. 23. (Am. – SG, iss. 84 in 2005; iss. 101 in 2006; iss. 83 in 2007) A legal person from a third country requesting the granting of license to carry out the services and activities under Art. 5, para 2 and 3 of the MFIA through a branch on the territory of the Republic of Bulgaria shall enclose to the application under Art. 9, para 1:

1. (Am. – SG, iss. 84 in 2005; iss. 101 in 2006) motivated statement of the reasons for establishing a branch in the Republic of Bulgaria, as well as a detailed presentation of the services and activities it intends to carry out, in what financial instruments, on which markets and for what kind of clients it will trade and what other activities it will engage in; if the foreign legal person is a part of a group acting in the financial sector a detailed description of the structure of the group shall also be presented;

2. a certified copy of the act for registration of the foreign legal person with current data on the seat, registered office, subject of activity, amount of the capital, the system of management and the persons representing and managing it;

3. (Am. – SG, iss. 84 in 2005; iss. 101 in 2006; iss. 83 in 2007) a certified copy of the authorization to carry out the services and activities under Art. 5, para 2 and 3 of the MFIA granted by the body controlling the capital market in the country where the legal person is registered, including also a description of the authorized services and actions;

4. (Am. – SG, iss. 101 in 2006) written consent for opening of a branch granted by the body controlling the capital market in the country where the legal person is registered;

5. (Am. – SG, iss. 101 in 2006) a written statement of the body controlling the capital market in the country where the legal person is registered containing:

a) (Suppl. – SG, iss. 83 in 2007) a declaration stating that supervision on consolidated basis is exercised over the person, including over its branch on the territory of the Republic of Bulgaria;

b) indication of the amount of its own capital and the capital adequacy ratios, including on consolidated basis;

6. (Am. – SG, iss. 101 in 2006) undertaking of an obligation by the body controlling the capital market in the country where the foreign legal person is registered for timely notification of the Commission of:

a) (Am. – SG, iss. 101 in 2006) the supervisory measures imposed on the legal person, as well as other sanctions or restriction of its activity;

b) (Am. – SG, iss. 101 in 2006) changes in the capital adequacy, liquidity or other indicators whose changes could have a negative effect on the stability of the legal person and its branch in the Republic of Bulgaria;

c) (Am. – SG, iss. 101 in 2006) changes in the requirements for supervision and other conditions which would have a substantial effect on the activity of the legal person, respectively its branch in the Republic of Bulgaria;

d) (Am. – SG, iss. 84 in 2005; iss. 101 in 2006; iss. 83 in 2007) suddenly occurred insolvency or over-indebtedness of the legal person, as well as withdrawal or other similar action of the authorization to carry out the service and activities under Art. 54, para 2 and 3 of the MFIA by the body controlling the capital market in the country where the legal person is registered;

e) occurrence of other circumstances which may seriously jeopardize the clients of the branch;

f) (Am. – SG, iss. 83 in 2007) undertaking of an obligation for cooperation with the supervisory bodies in the Republic of Bulgaria in carrying out inspections on the spot of the branch, as well as for submitting information on request;

7. (Am. – SG, iss. 101 in 2006) a certified copy of the decision of the competent management body of the legal person for opening of a branch within the territory of the Republic of Bulgaria;

8. (Am. – SG, iss. 101 in 2006) a certified copy of the act of the competent management body for election or appointment of the persons who will manage and represent the branch of the legal person in the Republic of Bulgaria;

9. (Am. – SG, iss. 101 in 2006; suppl. iss. 83 in 2007) a written declaration by the competent management body of the legal person that it will present the annual financial accounts, as well as the annual and half-year information on the capital adequacy of the legal person;

10. (Am. – SG, iss. 101 in 2006) the annual financial accounts of the legal person for the last 3 years;

11. (Am. – SG, iss. 84 in 2005; iss. 101 in 2006) the activity plan under Art. 18, item 3 including also a detailed description of the functions of the branch and its relations with the main office of the legal person in taking decisions regarding its activity on the territory of the Republic of Bulgaria;

12. (Am. – SG, iss. 101 in 2006; iss. 83 in 2007) the normative acts determining the requirements for capital adequacy and liquidity of the investment intermediaries in the country where the legal person is registered;

13. (New – SG, iss. 83 in 2007) documents issued by the body regulating the capital market in the country where the legal person is registered, certifying that the applicant has never violated and does not violate, by the moment of filing the application, the requirements for capital adequacy and liquidity according to its national legislation;

14. (New – SG, iss. 84 in 2005, prev. item 13, iss. 83 in 2007) a document for an initial contribution paid in the Fund for Compensation of Investors in Securities under Art. 77m, para 1 of the LPOS, unless the circumstances under art. 77a, para 4 of the LPOS exist;

15. (Prev. item 13– SG, iss. 84 in 2005, prev. item 14, am. iss. 83 in 2007) the data and the documents under Art. 18, items 8 – 30.

Art. 24. (Am. – SG, iss. 101 in 2006) Each person elected or appointed to manage the branch and to represent the legal person from a third country in the Republic of Bulgaria, shall present the documents under Art. 19, para 1 and 2.

Art. 25. (1) (Am. – SG, iss. 84 in 2005; iss. 83 in 2007) For granting approval under Art. 25, para 1 of the MFIA for transformation of an investment intermediary into another kind of trade company, as well as in the cases of transformation through merger, separation, division or consolidation under Chapter Sixteen of the CL attached to the application under Art. 9, para 1 shall be:

1. a certified copy of the decision of the competent body, according to the statutes of association, of the transforming companies, respectively of the transforming company, for implementation of the transformation, approval of the contract or plan of transformation under item 3, as well as all amendments and supplements to be introduced to the statutes of association in connection with the transformation;

2. (Am. – SG, iss. 84 in 2005) a written report by the management bodies of the transforming and of the acquiring companies containing a detailed legal and economic rationale of the contract or plan for transformation, and particularly of the ratio of exchange,

and in case of division and separation – of the criterion for distribution of the stakes and shares, data on the appointed controller and on the authorized depositary according to Art. 262w of the CL, as well as the difficulties of the assessment, if such have occurred;

3. (Am. – SG, iss. 83 in 2007) a contract or a plan for the transformation in the form under Art. 262f of the CL and with the contents under Art. 262g of the CL; in the cases of merger, consolidation and separation, when the acquiring or the newly established company, respectively the acquiring or the newly established companies or one of them, are not investment intermediaries the contract, respectively the plan for transformation, shall also include a detailed description of the ways of settling the relations with the clients regarding the accounts for financial instruments and cash of the clients;

4. (Am. – SG, iss. 83 in 2007) in transformation of the investment intermediary into another kind of a trade company, as well as in the cases of division, shall be presented financial accounts and an account for the capital adequacy and liquidity under Art. 144, para 1 of the OCALII of the transforming company by the date of filing the application; the Commission may require from the investment intermediary additional information and explanation regarding the accounts, as well as presentation of an additional financial accounts and an account for the capital adequacy under Art. 144, para 1 of the OCALII by a definite date, including a project;

5. information on occurred changes in the proprietary rights and obligations according to Art. 262m, para 4 of the CL, if there are any;

6. a report of the controller under Art. 262l of the CL, respectively under Art. 262t of the CL as well;

7. the annual financial accounts and the reports for the activity of the transforming companies, respectively of the transforming company, for the last 3 financial years, if there are any and they have not been presented to the Commission;

8. a balance sheet by the last day of the month before the date of the contract or of the plan for transformation;

9. the drafts of a new corporate contract or statute of each of the newly established companies, respectively for amendments and supplements to the corporate contract or statute of each of the transforming and acquiring companies.

(2) (New – SG, iss. 84 in 2005; am. iss. 83 in 2007) The Commission simultaneously with the granting of the approval shall also grant a license for carrying out the services and activities under Art. 5, para 2 and 3 of the MFIA, where the newly established or the acquiring companies, respectively the newly established or acquiring company will carry our services and activities under Art. 5, para 2 and 3 of the MFIA. In such case the documents shall also be attached under Art. 18 – 24.

(3) (Prev. para 2, am. – SG, iss. 84 in 2005; iss. 101 in 2006; iss. 83 in 2007; iss. 87 in 2007; am. iss. 28 in 2009) For making notification under Art. 26 of the MFIA for acquiring by one person of a qualifying holding in an investment intermediary, as well as for subsequent increase of the qualifying holding by that person, attached to the application under Art. 9, para 1 shall be:

1. for an applicant who is a natural person:

a) a certificate of conviction as well as a declaration whether at the date of the application filing there are criminal proceedings initiated against such person;

b) a declaration whether administrative sanctions were imposed on such person, or on any company, in relation to which the person has exercised functions of management or

control, for violations of MFIA, LPOS, LMAMAFI, ASIPC, LCI, IC and the instruments of their implementation or of the relevant legislation of another state;

c) a declaration stating that such person was not dismissed from office, on the ground of an imposed coercive administrative measure, in a management or control body of a company operating under MFIA, LPOS, ASIPC, LMAMAFI, LCI, IC, or of a company whose operation is regulated by the relevant legislation of another state;

d) a declaration for existence of already made assessment of the reputation of the person in his capacity of a person acquiring or increasing his qualifying holding or participating in the management of an investment intermediary, credit institution, insurer, reinsurer or management company; data about the competent authority that made the assessment and about the result thereof; in the cases when the person has a reasoned written decision of the competent authority which made the assessment, instead of the declaration a copy of the decision shall be attached;

e) a declaration stating the main purpose of the acquisition or the increase of the qualifying holding (for instance, portfolio diversification, receiving of dividend, participation in the management);

f) a declaration on any interest or activity of the applicant, which may give rise to a conflict of interest;

g) a declaration for the existence of financial and other interests and relations between the applicant and a shareholder, or a partner in the investment intermediary, other person authorized to exercise the voting right, a member of a management or supervisory body in the investment intermediary and the investment intermediary itself;

h) a declaration on the financial situation and stability of the applicant (sources of income, assets and liabilities, collaterals);

i) a declaration for availability of appropriate in view of the investment intermediary's activities education, previous professional experience and currently pursued activities and functions;

j) the data under Art. 20 para 1 item 2, 3, 4, 8, 10, 12 and 13;

2. for an applicant – a legal person:

a) a list of the persons, members of the management and control body of the applicant and these who manage its activities;

b) a declaration whether administrative sanctions were imposed on such person, on the members of its management and control bodies and to any person in the group (if the applicant is a part of a group) for violations of MFIA, LPOS, LMAMAFI, ASIPC, LCI, IC and their implementing instrument or of the relevant legislation of another state;

c) a declaration stating that such person, the members of its management and control bodies and any person in the group (if the applicant is a part of a group) was not dismissed from office, on the ground of imposed coercive administrative measures, in a management or control body of a company operating under MFIA, LPOS, ASIPC, LCI and the IC, or of a company the activity of which is regulated by similar statutory act of another state;

d) a declaration for availability of already made assessment of the reputation of the person in its capacity of a person acquiring or increasing its qualifying holding or participating in the management of an investment intermediary, credit institution, insurer, reinsurer or management company; data about the competent authority which made the assessment, and about the result thereof; in the cases when the person has a reasoned written decision of the competent authority that made the assessment, instead of a declaration a copy of the decision shall be enclosed;

e) a declaration whether the person, the members of its management and control bodies and any person in the group (if the applicant is a part of a group) has been declared bankrupt or is in bankruptcy proceedings;

f) a declaration stating the shareholding structure in the applicant, with identification of the shareholders possessing a qualifying holding within the meaning of item 21 of the Additional Provisions of the MFIA and information on their respective holding in the capital or voting rights and the existence of agreements between them (with regard to shares with voting right);

g) a declaration about the main purpose of the acquisition or the increase of the qualifying holding (for instance, portfolio diversification, receiving of dividend, participation in the management);

h) a declaration on any interest or activity of the applicant, which may give rise to a conflict of interest between it and the investment intermediary;

i) a declaration for the existence of financial and other interests and relations between the applicant and a shareholder, or a partner in the investment intermediary, other person authorized to exercise the voting right, a member of a management or supervisory body in the investment intermediary and the investment intermediary itself;

j) a declaration for availability of appropriate in view of the investment intermediary's activities education, previous professional experience and currently pursued activities and functions for the members of the management and control bodies of the legal person applicant;

k) the data under Art. 20 para 1 item 1–4, 8–13;

3. the data under Art. 20 para 1 item 14 about the holding possessed by the person at the date of filing the application;

4. the data under Art. 20 para 1 item 14 on the qualifying holding which the person intends to acquire;

5. data on the transaction or action as a result of which the person will acquire the qualifying holding, or will increase its holding – the type of transaction or action; terms, conditions and parties to the transaction, acquisition cost, if any;

6. in the cases when the acquisition or the increase of the qualifying holding leads to change in the control of the investment intermediary – a business plan with the following content:

a) justification of the acquisition;

b) short-term financial objectives;

c) possible reorganization with regard to the activity, the offered products and the customers, and resource redirection within the investment intermediary;

d) the conditions of the investment intermediary's inclusion and integration in the structure of the group, part of which is the person acquiring or increasing a qualifying holding, with description of the policy for management of the relations between the members in the group;

e) forecast financial statement for a period of one year;

f) influence of the acquisition over the corporate governance and organizational structure of the investment intermediary (including data on the persons whom the applicant intends to appoint, if already denominated by him, as members of the management and control bodies, persons authorized to represent and manage the investment intermediary);

7. in the cases of acquisition of a qualifying holding without any change of the control in the investment intermediary – a strategic plan with the following content;

a) the period for which the person intends to possess a shareholding in the investment intermediary;

b) intention of the person to maintain, increase or transfer his holding in the investment intermediary in the near future;

c) information on the person's readiness and possibility of assisting the investment intermediary's activity with his own funds in case of need for additional funds for development of the intermediary's activity, or in case of financial difficulties.

(4) (New – SG, iss. 83 in 2007; am. iss. 28 in 2009) For making notification under Art. 26a para 2 and 3 of MFIA for transfer of a holding, to the application under Art. 9 para 1 shall be attached:

1. the data under Art. 20 para 1 item 14 on the possessed by the person holding at the date of filing the application;

2. data on the amount of the holding which the person intends to transfer as well as the data under para 3 item 3 on the transaction or action as a result of which the person will cease to possess a qualifying holding, or will reduce his holding;

3. the data under Art. 20 para 1 item 14 about the holding which the person will possess after the transfer;

4. (Am. – SG, iss. 28 in 2009) the data and documents under Art. 20 para 1 item 1 and 10.

(5) (Cancelled, prev. para 3, am. – SG, iss. 84 in 2005; prev. para 4; am. iss. 83 in 2007) For granting approval under Art. 11, para 7 of the MFIA for change in the membership of the persons who are members of the management or control body of the investment intermediary, or who manage its activity as well as of the persons who can conclude independently or jointly with another person transactions for the investment intermediary's account, attached to the application under Art. 9, para 1 shall be:

1. a certified copy of the decision of the competent body, according to the statutes of association, for the change;

2. the data and documents under Art. 19.

(6) (New – SG, iss. 83 in 2007) For granting approval under Art. 53 para 2 of MFIA, or for granting approval under Art. 59 in relation to Art. 53 para 2 of MFIA, the investment intermediary, respectively the market operator which organizes a MTF, shall attach to the application under Art. 9 para 1 data also documents certifying the availability of the conditions under Art. 18 paragraph 1 or 2 of Regulation 1287/2006/EC.

(7) (New – SG, iss. 83 in 2007) For granting approval under Art. 57 para 1 of MFIA, or for granting approval under Art. 59 in relation to Art. 57 para 1 of MFIA, the investment intermediary, respectively the market operator which organizes a MTF, shall attach to the application of Art. 9 para 1 the data and documents under Art. 13c.

Art. 26. (Am. – SG, iss. 84 in 2005) A person requesting the granting of license to carry out activity as investment company shall enclose to the application under art. 9, para 1:

1. a certified copy of the statute and of the other acts of association, and for a two-tier system of management – also a certified copy of the decision of the supervisory board for election of a management board;

2. a bank document certifying the amount of the paid up capital under Art. 166, para 1 or 2 of the LPOS, but not less than 25 percent of the subscribed capital;

3. (Suppl. – SG, iss. 83 in 2007) data on the full name, UCN and address registration of the natural persons elected for members of the board of directors, of the management and of

the supervisory board of the investment company, respectively analogous data about the foreign persons;

4. data on the business name, registered office, subject of activity, number and file of entry in the commercial register and the unified identification code of the legal persons elected for members of the board of directors, of the management and of the supervisory board of the investment company;

5. (Suppl. – SG, iss. 83 in 2007) data on the full name, UCN and address registration of the natural persons representing the legal persons – members of the board of directors, of the management and of the supervisory board of the investment company, respectively analogous data about the foreign persons;

6. (Suppl. – SG, iss. 83 in 2007) data on the full name, UCN and address registration of all other persons empowered to manage and represent the investment company, respectively analogous data about the foreign persons;

7. (Am. – SG, iss. 84 in 2005) data on the business name, seat, registered office, number and file of the entry in the commercial register, current certificate for the entry in the commercial register, number and date of the license granted by the Commission and the unified identification code of the management company which will manage the activity under Art. 164, para 1 of the LPOS of the investment company;

8. (Cancelled, prev. item 9 – SG, iss. 84 in 2005; am., iss. 101 in 2006) data on the business name, seat, registered office of the bank with which a contract for depositary services has been concluded, and for a local bank and a bank from a third country having been granted a license by the Bulgarian National Bank to pursue bank activity on the territory of the Republic of Bulgaria through a branch, also the number and file of entry in the commercial register, the unified identification code and a certified copy of the license from the Bulgarian National Bank;

9. (Prev. item 10, am. – SG, iss. 84 in 2005; iss. 83 in 2007) data on the business name, seat, registered office, number and file of entry in the commercial register, current certificate for entry in the commercial register, the unified identification code, number and date of the license granted by the Commission to carry out services and activities under At. 5, para 2 and 3 of the MFIA, and for a bank – a certified copy of the licence to carry out transactions under Art. 2 para 2, item 9 of the Law on Credit Institutions, of the investment intermediaries authorised by the board of directors, respectively by the management board of the investment company, for fulfillment of the decisions and orders under Art. 202, para 5 of the LPOS as well as a certified copy of the contract for investment intermediation and the declaration under Art. 170 para 1 of LPOS about the investment intermediary;

10. (Prev. item 11, am. – SG, iss. 84 in 2005; am. iss. 83 in 2007) data on the full name, UCN and address registration of the persons possessing directly or indirectly 10 or over 10 percent of the voting shares of the applicant, or who are in position to exercise control over it and on the number of the owned by them votes, respectively analogous data about the foreign persons;

11. (Prev. item 12, am. – SG, iss. 84 in 2005; am. iss. 83 in 2007) data on the business name, registered office, subject of activity, number and file of entry in the commercial register and the unified identification code of the legal persons possessing directly or indirectly 10 or over 10 percent of the voting shares of the applicant, or who are in position to exercise control over it and on the number of the owned by them votes;

12. (New – SG, iss. 84 in 2005) the rules for portfolio valuation and determination of the net asset value;

13. (New – SG, iss. 84 in 2005) the prospectus of the investment company of open-end type;

14. (New – SG, iss. 101 in 2006) the rules of risk management;

15. (Prev. item 13 – SG, iss. 84 in 2005; prev. item 14, iss. 101 in 2006) a document certifying the payment of the respective fee according to the tariff-appendix to Art. 27, para 2 of the FSCA.

Art. 27. (1) Attached to the application under Art. 9, para 1 for the persons elected for members of the board of directors or of the management board of the investment company shall be:

1. a certificate of conviction;

2. a declaration stating that they have not been members of a management or of a control body or unlimited liability partners in a company for which bankruptcy proceedings have been instituted or in a company wound up due to bankruptcy, if unsatisfied creditors remain;

3. a declaration stating that they have not been declared bankrupt and they are not under proceedings of declaring bankruptcy;

4. a declaration stating that the person is not a spouse or a relative in direct or collateral line up to third degree including, or relative by affinity up to third degree, of another member of the management or control body of the investment company;

5. a declaration stating that they have not been divested of the right to occupy a position of material responsibility;

6. declaration under Art. 169 and 170 of the LPOS;

7. a certified copy of documents certifying the professional qualification and experience required for the management of the activity of the investment company.

(2) (Am. – SG, iss. 84 in 2005) For the members of the board of directors or of the management body of the investment company who, according to the statute and the decisions of its bodies, are empowered to represent it, shall be enclosed a certifying document for address registration, and for the foreigners – also a certified copy of the authorization for long-term stay in the Republic of Bulgaria, granted by the authorities for administrative control of foreigners.

(3) For the person elected for members of the supervisory board of the investment company shall be enclosed the documents under para 1, items 1 – 6.

(4) For the natural persons representing the legal persons – members of the board of directors, of the management and of the supervisory board, as well as other persons empowered to manage and represent the investment company shall be enclosed the documents under para 1 – 3.

(5) For the legal persons elected for members of the board of directors, of the management and of the supervisory board shall be enclosed:

1. (Am. – SG, iss. 83 in 2007) a current certificate for entry in the commercial register;

2. a certified copy of the decision of the competent body, according to the statutes of association, for election of the person who will represent them in fulfillment of their obligations on the board of directors, respectively on the management or on the supervisory board of the investment company.

Art. 28. (Am. – SG, iss. 84 in 2005, prev. text of Art. 28, am. iss. 83 in 2007) For the persons possessing directly or indirectly 10 or over 10 percent of the shares or who are in position to exercise control over the investment company attached to the application under Art. 9, para 1 shall be:

1. (Am. – SG, iss. 83 in 2007) a certificate by the tax office showing whether they have outstanding tax liabilities;

2. (Am. – SG, iss. 84 in 2005) a declaration in a form determined by the deputy chairman, regarding the origin of the funds from which the contributions for the subscribed shares have been made, including whether these were not loan funds, as well as the taxes paid by them during the last 5 years;

3. (Am. – SG, iss. 83 in 2007) a declaration whether they have been members of a management or of a control body or unlimited liability partners in a company for which bankruptcy proceedings have been instituted, or in a company which has been wound up due to bankruptcy, if unsatisfied creditors remain;

4. a declaration stating whether they are related persons with another shareholder (shareholders), indicating the amount of the possessed capital and the nature of relation with this shareholder (shareholders);

5. (Am. – SG, iss. 83 in 2007) a current certificate for the entry in the commercial register, if they are legal persons;

6. (New – SG, iss. 83 in 2007) a declaration whether administrative sanctions were imposed on them during the past three years for violations of MFIA, LPOS, LMAMAFI, ASIPC and their implementing instruments, or of a similar statutory act of another state;

7. (New – SG, iss. 83 in 2007) a declaration whether they were dismissed from office in a management or control body of a company under MFIA, LPOS, LSIPC on the ground of applied coercive administrative measure or of a company the activity of which is regulated by similar statutory acts of other state;

8. (New – SG, iss. 83 in 2007) data of the persons who are related persons and the nature of relatedness;

9. (New – SG, iss. 83 in 2007) in the cases when the persons are part of a group within the meaning of § 1 item 27 of MFIA, information shall be provided about the group's structure and activity;

10. (Suppl. – SG, iss. 84 in 2005, prev. item 6, iss. 83 in 2007) the annual financial accounts for the last 3 years, as well as the financial accounts for the last quarter, preceding the filing of the application, if they are legal persons.

(2) (New – SG, iss. 83 in 2007) For the natural persons who manage the activity of the legal persons possessing directly or indirectly 10 or over 10 per cent of the shares, or who are in a position to exercise control over the investment company, shall be attached the data and documents according para 1 item 3, 4, 6, 7 and 8.

Art. 29. (1) For the management company which shall manage the activity under Art. 164, para 1 of the LPOS of the investment company attached to the application under Art. 9, para 1 shall be:

1. a certified copy of the contract of the investment company with the management company under Art. 168 of the LPOS;

2. data on the full name of the person who will take decisions in the management of the investment activity of the investment company, as well as a certified copy of the decision of the competent body for his election.

(2) The person under para 1, item 2 shall enclose:

1. a certificate of conviction;

2. a declaration under Art. 170 of the LPOS;

3. a declaration stating that he has not been a member of a management or a control body, or unlimited liability partner, in a company for which bankruptcy proceedings have been

instituted, or in a company which has been wound up due to bankruptcy if unsatisfied creditors remain;

4. a certified copy of a diploma for graduated higher education, as well as other documents certifying his professional qualification and experience.

Art. 30. For the bank depositary attached to the application under Art. 9, para 1 shall be:

1. (Am. – SG, iss. 101 in 2006; iss. 83 in 2007) a current certificate for entry of the depositary bank in the commercial register, if it is a local bank or bank from a third country, having been granted a license by the Bulgarian National Bank to carry out banking activity on the territory of the Republic of Bulgaria through a branch;

2. a certified copy of the contract for depositary services;

3. (New – SG, iss. 84 in 2005) declaration about the circumstances under Art. 173 para 2 item 5 of the LPOS.

4. (New – SG, iss. 84 in 2005) data about the personnel, capital and information provision, as well as the system for storage of information, guaranteeing the efficient fulfillment of the bank's depositary functions;

5. (Prev. item 3 – SG, iss. 84 in 2005) a declaration under Art. 173, para 3 of the LPOS.

Art. 31. (Am. – SG, iss. 84 in 2005) The bank documents certifying that everyone having subscribed shares has paid up the due contributions in full shall be presented at the Commission within a 14-day period of receiving the notification under Art. 166, para 5 of the LPOS.

Art. 32. (1) (Am. – SG, iss. 84 in 2005; suppl. iss. 101 in 2006) For granting approval under Art. 192, para 3 and Art. 198, para 3 of the LPOS for change of the statute and of the other statutes of association, respectively for change in the rules of risk management, the rules of portfolio valuation and determination of the net asset value of an investment company, attached to the application under Art. 9, para 1 shall be:

1. (Am. – SG, iss. 84 in 2005; iss. 101 in 2006) a certified copy of the decision of the competent body, according to the statutes of association, for change of the statute and of the other statutes of association, respectively for change in the rules of risk management, the rules of portfolio valuation and determination of the net asset value ;

2. (Am. – SG, iss. 84 in 2005; suppl. iss.101 in 2006) a certified copy of the full text of the statute and the other statutes of association, respectively for change in the rules of risk management, the rules of portfolio valuation and determination of the net asset value with the changes introduced by the respective date.

(2) (Am. – SG, iss. 84 in 2005; iss. 101 in 2006) For granting approval under Art. 192, para 3 and Art. 198, para 3 of the LPOS for changing the depositary bank of the investment company attached to the application under Art. 9, para 1 shall be:

1. (Am. – SG, iss. 101 in 2006) a certified copy of the decision of the competent body, according to the statutes of association, for change of the depositary bank;

2. (Am. – SG, iss. 84 in 2005) the data under Art. 26, item 8 and the documents under Art. 30.

(3) (Am. – SG, iss. 84 in 2005) For granting approval under Art. 192, para 3 and Art. 198, para 3 of the LPOS for replacement of the management company, as well as for replacement of the investment advisor with a management company, attached to the application under Art. 9, para 1 shall be:

1. a certified copy of the decision of the competent body, according to the statutes of association, for replacement of the management company;

2. the data under Art. 26, item 7 and the documents under Art. 29.

(4) (New – SG, iss. 84 in 2005) For granting approval under Art. 198, para 3 of the LPOS for replacement of the management company with investment advisor, to the application under Art. 9 para 1 shall be attached a certified copy of the decision of the competent body, according to the statutes of association, for change of the management company with investment advisor.

Art. 33. (Am. – SG, iss. 84 in 2005) A person requesting granting of license to carry out activity as management company shall enclose to the application under Art. 9, para 1:

1. a certified copy of the statute and of the other statutes of association, and for a two-tier system of management – also a certified copy of the decision of the supervisory board for election of a management board;

2. (Am. - SG, iss. 101 in 2006) documents certifying the compliance of the capital with the requirements under Art. 203, para 1 and 2 of the LPOS;

3. a certified copy of the certificate for entry of the applicant in the commercial register when he has registered as an entrepreneur with another subject of activity, a certified copy of the decision of the competent body, according to the statutes of association, for change of his subject of activity, as well as a current certificate for the entry in the commercial register;

4. (Am. – SG, iss. 84 in 2005) information about the sector of the market, which the management company intends to cover by its services, and about the envisaged growth of the profit for a period of one year;

5. (New – SG, iss. 84 in 2005; am. iss. 83 in 2007) where the company shall provide the services under Art. 202, para 2 of the LPOS, also enclosed shall be the documents under Art. 18, item 3, 12, 14, 17, 21, 23-29;

6. (Prev. item 5 – SG, iss. 84 in 2005; suppl. iss. 83 in 2007) data on the full name, UCN and address registration of the persons elected for members of the board of directors, of the management and of the supervisory board of the management company, respectively analogous data about the foreign persons;

7. (Prev. item 6 – SG, iss. 84 in 2005; suppl. iss. 83 in 2007) data on the business name, registered office, subject of activity, number and file of the entry in the commercial register and the unified identification code of the legal persons elected for members of the board of directors, of the management and supervisory board of the management company, respectively analogous data about the foreign persons;

8. (Prev. item 7 – SG, iss. 84 in 2005, suppl. iss. 83 in 2007) data on the full name, UCN and address registration of the natural persons representing the legal persons – members of the board of directors, of the management and of the supervisory board of the management company, respectively analogous data about the foreign persons;

9. (Cancelled, prev. item 8 – SG, iss. 84 in 2005; suppl. iss. 83 in 2007) data on the full name, UCN and address registration of all other persons who may conclude, individually or jointly with another person, transactions for the account of the management company, respectively analogous data about the foreign persons;

10. (Am. – SG, iss. 84 in 2005; iss. 83 in 2007) data on the full name, UCN and address registration of the persons possessing directly or indirectly 10 or over 10 percent of the votes in the general meeting of the applicant or who are in position to control it and on the number of the owned by them votes, respectively analogous data about the foreign persons;

11. (Am. – SG, iss. 84 in 2005; iss. 83 in 2007) data on the business name, registered office, subject of activity, number and file of the entry in the commercial register and unified identification code of the legal persons possessing directly or indirectly 10 or over 10 percent

of the votes in the general meeting of the applicant company, or who are in position to control it and on the number of the owned by them votes;

12. (Am. – SG, iss. 84 in 2005; iss. 83 in 2007) the general terms applicable to the management contracts with the investment companies and the other institutional investors;

13. (Am. – SG, iss. 84 in 2005) information on the managerial and accountancy organization and the technical equipment providing autonomous management of the activity of the persons under Art. 164 of the LPOS and the contractual funds under Art. 164a of the LPOS it intends to manage;

14. (New – SG, iss. 84 in 2005; am. and suppl. iss. 83 in 2007) the rules of the personal transactions with financial instrument of the members and control bodies of the management company, of the investment advisor working under contract for the management company, of the management company's officials and related to them persons;

15. (New – SG, iss. 84 in 2005) the rules of the management company for internal organization and internal control;

16. (Prev. item 14 – SG, iss. 84 in 2005) a document certifying the payment of the respective fee according to the tariff- appendix to Art. 27, para 2 of the FSCA.

17. (New – SG, iss. 101 in 2006; am. iss. 83 in 2007) data about the persons with whom the applicant is a related person.

Art. 34. (Am. – SG, iss. 84 in 2005; iss. 83 in 2007) (1) Attached to the application under Art. 9, para 1 for the persons elected for members of the board of directors or of the management board of the management company shall be the data and documents under Art. 27.

Art. 35. (Am. – SG, iss. 84 in 2005; iss. 101 in 2006; iss. 83 in 2007; iss. 28 in 2009) Attached to the application under Art. 9, para 1 for the persons possessing directly or indirectly 10 or over 10 percent of the votes in the general meeting of the applicant company or who are in position to control it shall be attached the data and documents under Art. 20.

Art. 36. (Am. – SG, iss. 84 in 2005; iss. 104 in 2005; iss. 101 in 2006) The bank documents certifying that everyone having subscribed shares has paid up the due contributions in full, shall be presented in the Commission within a 14-day period from receiving the notification under Art. 203, para 3 of the LPOS.

Art. 37. (Am. – SG, iss. 84 in 2005; iss. 101 in 2006; iss. 83 in 2007) For granting license to carry out activity as management company on the territory of the Republic of Bulgaria through a branch of a legal person from a third country under Art. 202, para 11 of LPOS, Art. 23 – 24 shall apply accordingly.

Art.37a. (New – SG, iss. 84 in 2005) (1) For granting authorization to a management company to organize and manage a contractual fund, to the application under Art. 9 para 1, filed by the management company shall be attached:

1. number and date of the granted by the Commission license to pursue activity of management company;
2. a certified copy of the decision by the competent, according the statutes of association of the management company, body for organization of a contractual fund;
3. (Suppl. – SG, iss. 101 in 2006) a certified copy of the decision by the competent, according the statutes of association of the management company, body about the adoption of the rules of the contractual fund, of its prospectus, the rules of risk management and of the rules for the portfolio valuation and determination of the net asset value;

4. a certified copy of the decision by the competent, according the statutes of association of the management company, body about election of a depository bank of the contractual fund and about election of investment intermediaries;
5. a certified copy of the decision by the competent, according the statutes of association of the management company, body about election of a person, who will take decisions in the management of the contractual fund's investments;
6. contractual fund's rules;
7. the contractual fund's prospectus;
8. (Suppl. – SG, iss. 101 in 2006) the rules of portfolio valuation and determination of the net asset value and the rules of risk management;
9. (Suppl. – SG, iss. 83 in 2007) data on the full name, UCN and address registration of the persons, who will take decisions in the management of the contractual fund's investments, respectively analogous data for the foreign persons;
10. (Am. – SG, iss. 101 in 2006) data on the business name, head office registered office of the bank with which a contract has been concluded for depository services, and for a local bank and a bank from a third country, that has been granted a license by the Bulgarian National Bank to carry out banking activity on the territory of the Republic of Bulgaria through a branch, also the number and file of entry in the commercial register, the unified identification code and a certified copy of the license from the Bulgarian National Bank;
11. (Am. – SG, iss. 83 in 2007) data on the business name, head office, registered office, number and file of the entry in the commercial register, current certificate for entry in the commercial register, the unified identification code, number and date of the issued by the Commission license for carrying out services and activities under Art. 5, para 2 and 3 of the MFIA, respectively number and date of the issued by the Bulgarian National Bank license for execution of transactions under Art. 2 para 2 item 9 of the Law on Credit Institutions, of the investment intermediaries, elected to execute the decisions and instructions under Art. 202, para 5 of the LPOS;
12. a document, certifying the payment of the relevant fee according the tariff – appendix to Art. 27, para 2 of the LPOS.

(2) Attached to the application under Art. 9, para 1 for the person under para 1, item 5 who will take decisions in the management of the contractual fund's investments shall be:

1. a certificate of conviction;
2. a declaration under Art. 170 of the LPOS;
3. a declaration stating that such person has not been a member of a management or control body or unlimited liability partner in a company for which bankruptcy proceedings have been instituted or in a company wound up due to bankruptcy, if unsatisfied creditors remain;
4. a certified copy of diploma for completed higher education, as well as other documents certifying the person's professional qualification and experience.

(3) (Am. – SG, iss. 83 in 2007) Attached to the application under Art. 9, para 1, for the depository bank, with which a contract for depository services has been concluded shall be:

1. (Am. – SG, iss.101 in 2006; iss. 83 in 2007) a current certificate for the entry of the depository bank in the commercial register, if it is a local bank or a bank from a third country, having been granted a license by the Bulgarian National Bank to carry out banking activity on the territory of the Republic of Bulgaria through a branch;

2. a certified copy of the contract for depository services;

3. a declaration about the circumstances under Art. 173 para 2 item 5 and under Art. 173 para 3 of the LPOS;

4. information about the personnel, capital and data provision, as well as the system for storage of data, guaranteeing the efficient execution of the bank's depository functions.

(4) For the investment intermediaries under para 1 item 11 shall be attached:

1. (Cancelled prev. item 2 – SG, iss. 83 in 2006) a current certificate for the entry in the commercial register;

2. (Prev. item 3 – SG, iss. 83 in 2007) a certified copy of the contract for investment intermediation;

3. (Prev. item 4 – SG, iss. 83 in 2007) a declaration under Art. 170, para 1 of the LPOS.

Art. 37b. (New – SG, iss. 84 in 2005) (1) (Am. and suppl. – SG, iss. 101 in 2006) Attached to the application under Art. 9, para 1 for granting approval under Art. 192 para 3 of the LPOS for change in the rules of the contractual fund, the rules of risk management and in the rules for the portfolio valuation and determination of net asset value shall be:

1. (Am. and suppl. – SG, iss. 101 in 2006) a certified copy of the decision by the competent, according the statutes of association of the management company, body about change in the rules of the contractual fund, the rules of risk management and in the rules for the portfolio valuation and determination of the net asset value;

2. (Am. and suppl. – SG, iss. 101 in 2006) a certified copy of the full text of the rules of the contractual fund, the rules of risk management and of the rules for the portfolio valuation and determination of the net asset value with the changes at the relevant date.

(2) Attached to the application under Art. 9, para 1 for granting approval under Art. 192 para 3 of the LPOS for change of the depository bank of the contractual fund shall be:

1. a certified copy of the decision by the competent, according the statutes of association of the management company, body about change of the depository bank;

2. the data under Art. 37a, para 1, item 10 and the documents under Art. 37a, para 3.

(3) Attached to the application under Art. 9, para 1 for granting approval under Art. 192 para 3 of the LPOS for change in the contract for depository services shall be:

1. a certified copy of the decision by the competent according the statutes of association of the management company body, about adoption of a change in the contract for depository services;

2. a certified copy of the contract for depository services with the changes at the relevant date.

Art. 38. (1) (Am. – SG, iss. 84 in 2005; prev. text of Art. 38, am. and suppl. iss. 83 in 2007) For granting approval under Art. 210, para 5, in conjunction with Art. 25, para 1 of MFIA, Art. 25 para 1 and 2 shall apply accordingly.

(2) (New – SG, iss. 83 in 2007) For making notification under Art. 210 para 5 in relation to Art. 26 para 1-3, shall be applied Art. 25 para 3 and 4 accordingly.

Art. 39. A person requesting granting of license to carry out activity as special investment purpose company shall enclose to the application under Art. 9, para 1:

1. a certified copy of the statute and of the other acts of association;
2. a bank document certifying the amount of the paid-up capital under Art. 6, para 1 of the ASIPC;
3. a prospectus for obligatory increase of the capital through public offering of shares according to Art. 5, para 3 of the ASIPC;
4. (Cancelled – SG, iss. 83 in 2007);
5. (Suppl. – SG, iss. 83 in 2007) data on the full name, UCN and address registration of the persons elected for members of the board of directors of the special investment purpose company, respectively analogous data about the foreign persons;
6. (Suppl. – SG, iss. 83 in 2007) data on the business name, registered office, subject of activity, number and file of the entry in the commercial register and the unified identification code of the legal persons elected for members of the board of directors of the special investment purpose company, respectively analogous data about the foreign persons;
7. (Suppl. – SG, iss. 83 in 2007) data on the full name, UCN and address registration of the natural persons representing the legal persons – members of the board of directors of the special investment purpose company, respectively analogous data about the foreign persons;
8. (Suppl. – SG, iss. 83 in 2007) data on the full name, UCN and address registration of all other persons empowered to manage and represent the special investment purpose company, respectively analogous data about the foreign persons;
9. data on the business name, head office, registered office, number and file of entry in the commercial register, the unified identification code and a certified copy of the licence granted by the Bulgarian National Bank for the bank with which a contract for depository services has been concluded;
10. data on the business name, head office, registered office, subject of activity, number and file of the entry in the commercial register and the unified identification code of the servicing company or companies, as well as data on the necessary organization and resources for carrying out the activity under Art. 18, para 2 of the ASIPC related to servicing the special investment purpose company;
11. (Suppl. – SG, iss. 83 in 2007) data on the full name, UCN and address registration of the persons possessing directly or through related persons over 5 percent of the voting shares or who are in position to exercise control over the special investment purpose company, respectively analogous data about the foreign persons;
12. (Suppl. – SG, iss. 83 in 2007) data on the business name, registered office, subject of activity, number and file of the entry in the commercial register and the unified identification code of the legal persons possessing directly or through related persons over 5 percent of the voting shares or who are in position to exercise control over the special investment purpose company, respectively analogous data about the foreign persons;
13. a document certifying the payment of the respective fee according to the tariff-appendix to Art. 27, para 2 of the FSCA.

Art. 40. (1) Attached to the application under Art. 9, para 1 for the persons elected for members of the board of directors of the special investment purpose company shall be:

1. a certificate of conviction;
2. a declaration stating that they have not been members of a management or of a control body of a company or cooperation wound up due to bankruptcy during the last 2 years preceding the date of the decision for declaring bankruptcy, if unsatisfied creditors remain;
3. a declaration stating that they have not been declared bankrupt as sole trader or unlimited liability partner in a trade company and they are not under proceedings of declaring bankruptcy;
4. a declaration stating that they are not spouses or relatives of each other in direct or collateral line up to third degree including, or of a member of a management or control body of the servicing company;
5. a declaration stating that they have not been divested of the right to occupy a position of material responsibility;
6. a certified copy of a diploma for graduated higher education.

(2) For the natural persons representing the legal persons – members of the board of directors, as well as other persons empowered to manage and represent the special investment purpose company shall be enclosed the documents under para 1.

(3) For the legal persons elected for members of the board of directors shall be enclosed:

1. (Am. – SG, iss. 83 in 2007) a current certificate for the entry in the commercial register;
2. a certified copy of the decision of the competent body, according to the statutes of association, for election of the person who will represent them in fulfillment of their obligations in the board of directors of the special investment purpose company.

Art. 41. For the persons possessing directly or through related persons over 5 percent of the shares with voting right or who are in position to exercise control over the special investment purpose company attached to the application under Art. 9, para 1 shall be:

1. a certificate by the tax office showing whether they have outstanding tax liabilities;
2. a declaration regarding the origin of the funds from which the contributions for the subscribed shares have been made, including whether these are not loan funds, as well as the taxes paid by them during the last 5 years;
3. a declaration stating that they have not been members of a management or of a control body or unlimited liability partners in a company which has been wound up due to bankruptcy, if unsatisfied creditors remain;
4. a declaration stating whether they are related persons with another shareholder (shareholders), indicating the amount of the possessed capital and the nature of relation with this shareholder (shareholders);
5. a certified copy of the court decision for entering in the commercial register, as well as a current certificate for the entry in the commercial register if they are legal persons;
6. the annual financial accounts for the last 3 years if they are legal persons.

Art. 42. For the bank depository attached to the application under Art. 9, para 1 shall be:

1. a certified copy of the court decision for entering in the commercial register and a current certificate for the entry in the commercial register;
2. a certified copy of the contract for depository services;
3. (New – SG, iss. 84 in 2005) information about the personnel, capital and data provision, as well as the system for storage of data, guaranteeing the efficient execution of the bank's depository functions.

4. (Prev. item 3, am. – SG, iss. 84 in 2005) a declaration under Art. 173, para 2 item 5 and Art. 173 para 3 of the LPOS.

Art. 43. For the servicing company attached to the application under Art. 9, para 1 shall be:

1. a certified copy of the court decision for entering in the commercial register and a current certificate for the entry in the commercial register;
2. a certified copy of the contract for servicing the activity of the special investment purpose company;
3. documents certifying the presence of the necessary organization and resources for carrying out the activity under Art. 18, para 2 of the ASIPC related to servicing the special investment purpose company.

Art. 44. (In effect from 1 Jan., 2004) For granting authorization under Art. 27, para 2 and 3 of the ASIPC for transformation of a special investment purpose company through consolidation, merger, separation or division attached to the application under Art. 9, para 1 shall be:

1. the minutes of the general meeting of the shareholders of the special investment purpose company where a decision was taken for its transformation;
2. a contract or a plan for the transformation meeting the requirements under Art. 262f and 262g of the CL; the contract, respectively the plan for transformation shall also contain the fair price of the shares of each of the transforming companies, respectively of the transforming company, and a rationale of the price on the grounds of generally accepted assessment methods;
3. a report of the management body of the company containing a detailed legal and economic rationale of the contract or plan for transformation and, particularly the ratio of exchange of the shares, and in case of separation and division – of the criterion for distribution of the shares, data on the appointed controller and for the authorised depository under Art. 262w of the CL, the methods of assessment of the property of the transforming companies, as well as the difficulties of the assessment, if such have occurred;
4. information on occurred changes in the proprietary rights and obligations according to Art. 262m, para 4 of the CL, if there are any;
5. a report of the controller meeting the requirements under Art. 262l, para 2 of the CL;
6. a financial account according to the requirements under Art. 26, para 1 of the Accountancy Law by the date of the decision for transformation, certified by a registered auditor;
7. a certified copy of the statute of each of the newly established special investment purpose companies, respectively of the amended and supplemented statute of each of the transforming and acquiring special investment purpose companies;
8. the documents under art. 39 – 43 for the newly established special investment purpose company, respectively for the newly established special investment purpose companies.

Art. 45. The Commission shall grant the authorization for transformation along with the granting of a licence to carry out activity as special investment purpose company to the newly established special investment purpose company, respectively to the newly established special investment purpose companies.

Art. 46. Within the term under Art. 122, para 3 of the LPOS the newly established company, respectively the newly established companies, shall file with the Commission a copy of the court decision for entering in the commercial register.

Art. 47. (1) For granting authorization under Art. 28 of the AIPC for winding up a special investment purpose company attached to the application under Art. 9, para 1 shall be:

1. a document establishing the grounds for winding up;
2. a financial account according to the requirements of Art. 26, para 1 of the Accountancy Law by the date of occurrence of the grounds for winding up, certified by a registered auditor;

3. a plan for liquidation obligatorily providing for measures for protection of the shareholders of the company, including prohibition to carry out transactions with its assets, except in the cases under Art. 268, para 1 of the CL;

4. full name, UCN and address registration, profession or trade, professional experience and qualification of the proposed liquidator, respectively liquidators, as well as the following documents:

a) a certificate of conviction;
b) a declaration stating that he has not been declared bankrupt and he is not under bankruptcy proceedings;
c) a declaration stating that he has not been a member of a management or of a control body or unlimited liability partner in a company for which bankruptcy proceedings have been instituted, or in a company which has been wound up due to bankruptcy, if unsatisfied creditors remain.

(2) Appointed as liquidators may not be members of the board of directors of the special investment purpose company or other persons having worked under a contract for the special investment purpose company, in relation to whom a systematic violation of the LPOS or its implementing instruments has been established or on whom a compulsory administrative measure under Art. 212 of the LPOS has been imposed.

Section II

Granting or Refusal to Grant Licence, Authorization or Approval

Art. 48. (1) The Commission, respectively the deputy chairman, shall carry out the necessary inspections of the presented documents and shall establish whether the requirements for granting the requested licence, authorization or approval have been met.

(2) (New – SG, iss. 101 in 2006; am. iss. 83 in 2007) In the cases when trade with government securities issued on the domestic market will be also carried out on the regulated market, the Commission shall issue a license to carry out the activity of regulated market after the preliminary approval by the Minister of Finance and by the Governor of the Bulgarian National bank of the Rules of the regulated market activity, the rules of trading, internal organization, registration and settlement of government securities.

(3) (New – SG, iss. 101 in 2006; am. iss. 83 in 2007) In the cases under Art. 101 para 2 of MFIA where clearing, respectively settlement of transactions with government securities issued on the domestic market will be carried out through the central counterparty, the clearing and/or settlement system, the deputy chairperson shall issue the approval after obtaining the

preliminary consent of the Minister of Finance and of the Governor of the Bulgarian National Bank.

(4) (New – SG, iss. 101 in 2006; am. iss. 83 in 2007) In the cases under Art. 53 para 2 of MFIA, the deputy chairperson shall pronounce a decision on the filed application in compliance with the provisions of Art. 18 – 20 of Regulation 1287/2006/EC.

(5) (New – SG, iss. 101 in 2006; am. iss. 83 in 2007; cancelled iss. 28 in 2009);

(6) (Am. – SG, iss. 84 in 2005; prev. para 2, suppl. iss. 101 in 2006; am. iss. 83 in 2007; iss. 28 in 2009) The Commission, or the deputy chairman, shall grant or refuse to grant the requested license to carry out activity as regulated market, organiser of MTF, investment intermediary, investment company and management company, authorization for organization and management of a contractual fund or approval under Art. 11 para 7, Art. 25 para 1, Art. 53 para 2, Art. 59, in relation to Art. 53 para 2, Art. 57 para 1, Art. 59 in relation to Art. 57 para 1, Art. 85 para 1 item 1-3, Art. 86 para 4 in relation to Art. 85 para 1 and 2, Art. 100 para 2 item 2, Art. 101 para 2 of MFIA, Art. 192 para 3, Art. 198 para 3 and Art. 210 para 5 of the LPOS, in relation to Art. 25 para 1 of MFIA, respectively shall judge the notification under Art. 26 and 26a of MFIA and under Art. 210 para 5 of LPOS in relation to Art. 26 and 26a of MFIA, under the conditions and in accordance with the procedure of Chapter Two, Three, Four and Five of MFIA and Chapter Fourteen, Sixteen, Seventeen and Eighteen of the LPOS.

(7) (Prev. para 3 – SG, iss. 101 in 2006) The Commission shall grant or refuse to grant the requested licence to carry out activity as special investment purpose company or the requested authorization under Art. 27 para 2 and 3 and At. 28 of the ASIPC under the conditions and in accordance with the procedure of Chapter Two and Five respectively of the ASIPC.

(8) (Prev. para 4 – SG, iss. 101 in 2006) If the presented data and documents are incomplete or irregular or additional information or proof of the correctness of the data is required, the Commission, or the deputy chairman, shall send a notification of the established deficiencies or irregularities or for the required additional information and documents.

(9) (Prev. para 5 – SG, iss. 101 in 2006) If the notification under para 4 is not accepted at the address for correspondence indicated by the applicant, the term for their presentation shall start running from the time of posting a notification at a specially designated for the purpose place in the Commission's building. The last circumstance shall be certified by a protocol drawn up by officials appointed by an order of the Chairman of the Commission.

Art. 49. (Am. – SG, iss. 84 in 2005) (1) (Am. – SG, iss. 83 in 2007) The license to carry out activity as regulated market, organiser of MTF, investment intermediary, investment company, management company and special investment purpose company shall be issued on paper in a form established by the Commission, respectively by the deputy chairman.

(2) In case of change of the data entered in the licence, as well as in case of theft, loss, damage or destruction, the person shall be obliged to request its replacement by a new licence, and to return the original of the licence, whose replacement is requested, if it is in his possession.

Art. 49a. (New - SG, iss. 101 in 2006; cancelled iss. 83 in 2007).

Section III Notification

Art. 50. (1) (Am. – SG, iss. 84 in 2005; iss. 83 in 2007; Art. 28 in 2009) The persons having filed an application for granting of license to carry out activity as regulated market, organizer of MTF, investment intermediary, investment company and management company, application for granting authorization to organize and manage a contractual fund, as well as application for granting approval under Art. 11 para 7, Art. 25 para 1, Art. 53 para 2, Art. 59 in relation to Art. 53 para 2, Art. 57 para 1, Art. 59 in relation to Art. 57 para 1, Art. 85 para 1 item 1-3, Art. 86 para 4 in relation to Art. 85 para 1 and 2, Art. 100 para 2 item 2, Art. 101 para 2 of MFIA, Art. 192 para 3, Art. 198 para 3 and Art. 210 para 5 of the LPOS in relation to Art. 25 para 1 MFIA, for notification under Art. 26 and 26a of MFIA and Art. 210 para 5 of LPOS in relation to Art. 26 and 26a of MFIA, shall be obliged to inform the Commission of all changes having occurred within the period from filing the application until the pronouncement of decision by the Commission, respectively by the deputy chairman, on the application, as well as to introduce the relevant changes in the presented data and documents.

(2) Para 1 shall apply accordingly to the persons having filed an application for granting of license to carry out activity as special investment purpose company, as well as an application for granting of authorization under Art. 27, para 2 and 3 and Art. 28 of the ASIPC.

(3) The obligation under para 1 and 2 must be fulfilled within 7 days from taking the decision, introducing or becoming aware of the amendment or supplement, and in the cases when the circumstance is subject to entering in the commercial register – from the moment of entry.

Additional provision

§ 1. (1) (Am. – SG, iss. 84 in 2005) The applications for granting of licenses to carry out activity, for granting authorization to organize and manage a contractual fund, as well as for granting of approvals and other authorizations shall be filled in Bulgarian language.

(2) The documents required in accordance with the procedure of the ordinance and which are issued in a language different from Bulgarian shall be accompanied by a translation into Bulgarian and legalised in compliance with the requirements of the legislation in force. In case of discrepancies between the texts shall be deemed correct the data in the Bulgarian translation.

Transitional and Final Provisions

§ 2. The pending proceedings for granting of authorizations and approvals under Art. 1, para 1 shall be continued according to the Ordinance on the authorizations to carry out activity as stock exchange, organiser of unofficial securities market, investment intermediary, investment company and management company adopted by Decree No 102 of June 5, 2000 of the Council of Ministers (prom., SG 48/2000; amend., SG 7/2001).

§ 3. The provisions of art. 25, para 1, art. 44 – 46 shall enter into force on January 1, 2004.

§ 4. The ordinance is issued pursuant to § 16, para 1 of the Transitional and Final Provisions in conjunction with Chapters Three, Four, Five, Fourteen, Sixteen, Seventeen and Eighteen of the LPOS and Chapters Two and Five of the ASIPC and was adopted by Decision No 11-H of December 3, 2003 of the Financial Supervision Commission.

§ 5. The Commission shall give instructions for the application of the ordinance.

FINAL PROVISION to the Ordinance on Amendment and Supplement to Ordinance No. 11 from 2003 on the authorizations to carry out activity as stock exchange, organiser of unofficial securities market, investment intermediary, investment company, management company and special investment purpose company.

(SG, iss. 104 in 2005)

§ 2. This Ordinance is issued on the ground of § 16 para 1 of the Transitional and Final Provisions in relation to Chapter Three, Four, Five, Fourteen, Sixteen, Seventeen and Eighteen of the LPOS and Chapter Two and Five of the ASIPC and was adopted by decision No. 45-H from 14 Dec., 2005 of the Financial Supervision Commission.

ADDITIONAL PROVISION to the Ordinance on Amendment and Supplement to Ordinance No. 11 from 2003 on the authorizations to carry out activity as stock exchange, organiser of unofficial securities market, investment intermediary, investment company, management company and special investment purpose company.

(SG, iss. 101 in 2006, in effect from 1 Jan., 2007)

§ 23. Everywhere in the Ordinance the words “court decision”, “certificate of current court registration” and “BULSTAT code” shall be replaced respectively by “the certificate”, “current certificate for the entry in the commercial register” and “the unified identification code”.

TRANSITIONAL AND FINAL PROVISIONS to the Ordinance on Amendment and Supplement to Ordinance No. 11 from 2003 on the authorizations to carry out activity as stock exchange, organiser of unofficial securities market, investment intermediary, investment company, management company and special investment purpose company.

(SG, iss. 83 in 2007, in effect from 1 Nov., 2007)

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§ 40. The pending proceedings for granting of license, authorization, approval or for making notification shall be completed according the procedure of Ordinance No. 11 from 2003 on the authorizations to carry out activity as stock exchange, organiser of unofficial securities market, investment intermediary, investment company, management company and special investment purpose company (prom. SG, iss. 109 in 2003; am. and suppl. iss. 84 in 2005; am. iss. 104 in 2005; am. and suppl. iss. 101 in 2006). The Commission, or the deputy chairperson, shall set a term for the interested persons within which to submit the required according this ordinance data and documents.
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