

15/01/2008  
No 16N

**On Approval of Regulation 4/01 “Registration and Licensing of Investment Companies; Registration of Branches and Representative offices of Investment Companies and Foreign Investment Companies; Procedure for Obtaining Preliminary Consent for Qualifying Holding in Statutory Capital of Investment Companies; Presentment of Business Plan by Investment Companies; and Notice of Provision of Investment Services by Banks and Credit Organizations”**

*This Regulation incorporates changes introduced by Central Bank Board Resolutions No 192-N of 01.07.08; No 280-N of 22.09.09; No 353-N of 01.12.09; No 81-N of 29.03.11; No 122-N of 02.05.11; No 357-N of 20.12.11; No 312-N of 13.11.12; No 373-N of 25.12.12; No 201-N of 15.07.14; No 359-N of 16.12.14., and 261-N of 15.12.15; No 243-N of 20.12.16, **No 209, 10.12.18***

In accordance with Article 10.4 of the Republic of Armenia “Licensing Law”, Article 16.1 of the Republic of Armenia “Legal Acts Law” and Article 33(6) and (7), Article 35(2), Article 36(1) and (3), Article 38(10), Article 40, Article 43(1), (2), (4) and (5), Article 44(1), sub-points 4 and 5, Article 45(4), (5) and (8), Article 47(1), Article 54(2), (3), (4) and (7), Article 221(1), Article 222(17) of the Republic of Armenia Law on “Securities Market”, Article 2.3 and Article 20(e) of the Republic of Armenia Law “On the Republic of Armenia Central Bank”, the Board of the Central Bank of the Republic of Armenia,

**Hereby decides:**

1. Approve Regulation 4/01 “On Registration and Licensing of Investment Companies; Registration of Branches and Representative offices of Investment Companies and Foreign Investment Companies; Procedure for Obtaining Preliminary Consent for Qualifying Holding in Statutory Capital of Investment Companies; Presentment of Business Plan by Investment Companies; and Notice of Provision of Investment Services by Banks and Credit Organizations” (hereinafter referred to as “Regulation 4/01”) , dated January 15, 2008, in accordance with the attached Appendix.
2. Effective June 30, 2008, repeal Sections 15, 16, 17, and forms 58.1-3(a), 62.1-2(c), 62.1a-1, 62.1b-1, 62.1b-2, 62.1c-1, 62.1e-1, 62.1f-1, 66.4-2MA, 66.4-3MA, 66.4-4MA, 66.4-5MA of “Rules of Securities Market Regulation” approved by Republic of Armenia Central Bank Board Resolution No 713N of December 5, 2006.
3. This Resolution shall enter into force on the tenth day after promulgation.

**Artur Javadyan**  
**Governor, the Central Bank**

July 21, 2014, Yerevan

## REGULATION 4/01

### **“REGISTRATION AND LICENSING OF INVESTMENT COMPANIES; REGISTRATION OF BRANCHES AND REPRESENTATIVE OFFICES OF INVESTMENT COMPANIES AND FOREIGN INVESTMENT COMPANIES; PROCEDURE FOR OBTAINING PRELIMINARY CONSENT FOR QUALIFYING HOLDING IN STATUTORY CAPITAL OF INVESTMENT COMPANIES; PRESENTMENT OF BUSINESS PLAN BY INVESTMENT COMPANIES; AND NOTICE OF PROVISION OF INVESTMENT SERVICES BY BANKS AND CREDIT ORGANIZATIONS”**

#### **SECTION 1. GENERAL PROVISIONS AND BASIC DEFINITIONS**

##### **CHAPTER 1. GENERAL PROVISIONS**

1. This Regulation shall establish:
  - 1) procedure on registration and licensing of investment companies in the Republic of Armenia;
  - 2) procedure on registration of branches and representative offices of foreign investment companies; establishment and registration of branches and representative offices of investment companies;
  - 3) procedure on provision of consent to investment companies for establishing a branch or representative office outside the Republic of Armenia;
  - 4) procedure on notifying the Central Bank on provision of investment services by banks and credit organizations;
  - 5) procedure on registration by the Central Bank of changes in the registered Charters and list of senior officials;
  - 6) terms and conditions on termination of business (including temporary interruption) of branches or representative offices operating in the territory of the Republic of Armenia;
  - 7) procedure on obtaining preliminary consent for qualifying holding in statutory capital of investment companies;
  - 8) terms and conditions on submission of a business plan form of an investment company, foreign investment company or branch of a foreign investment company, as well as terms and conditions on submission of business plan and changes thereto;
  - 9) requirements on adequacy of business premises and facilities thereof of an investment company, branch of a foreign investment company and branch of an investment company;

- 10) events of deteriorated financial standing of an investment company;
- 11) statements and information regularly provided by investment company or branch of a foreign investment company.

2. All documents required under this Regulation shall be presented to the Central Bank in a printed form and Armenian language, in a registered letter (unless otherwise established by this Regulation) in a registered letter, or through CBA-Net system, through CBA-Net system, or by electronic storage medium or by registered mail or in person by registering in the Central Bank, if CBA-Net system is unavailable. Documents (except applications for registration of senior officers and other documents provided within the framework of process on registration or change in the composition of senior officers) shall be provided in Armenian language at PDF format, excluding references on the senior officers of a representative office and tables attached to business program of an investment company, branch of a foreign investment company and branch of an investment company, which shall be provided by the protected files received from the Central Bank.

3. Applications for registration of senior officers of a newly established investment company or branch of a foreign investment company and other documents required by this Regulation within the framework of the respective process shall be provided by electronic storage medium, whereas reference on senior officer and his/her professional history shall be provided in excel format and other documents indicated in this paragraph in PDF format.

4. Charters of the operating investment companies, branches of a foreign investment company, representative offices of a foreign investment company, and territorial branches of an investment company within the Republic of Armenia (including amendments and supplements therein) shall be submitted to the Central Bank with electronic-digital signature provided by the Central Bank.

5. The requirement set by paragraph 4 of this regulation shall apply to the newly established investment company, branches of a foreign investment company, and representative offices of a foreign investment company from the moment of receiving electronic-digital signature from the Central Bank, whereby, after being connected to CBA-Net system and obtaining the respective security tokens, Charters registered by the Central Bank shall be resent to the Central Bank electronically as a scanned PDF files with electronic-digital signature made through CBA-Net system, within three working days after receiving the respective signature.

6. Scanned versions of Charters of the operating investment company, branch of a foreign investment company, representative offices of a foreign investment company, and territorial branches of an investment company within the Republic of Armenia (including amendments and supplements therein) shall be placed on [www.cba.am](http://www.cba.am) electronic webpage within five working days after their registration by the Central Bank. Charters registered in the Central Bank (including amendments and supplements therein) shall be provided to the respective person in electronic format, through CBA-Net system, or where unavailable, through electronic storage medium. The five-day period for a newly registered investment company,

branches of a foreign investment company and representative offices of a foreign investment company shall be calculated from the day when electronic versions of the Charters were submitted to the Central Bank.

7. Documents established under this procedure, as well as the additional documents and information shall be provided to the Central Bank with the attached (motion) application signed by the competent management body. The person authorizing the motion (application) shall indicate therein (except the application forms defined in this Regulation) that the attached documents and information are true and complete, and that they acknowledge that provision of wrong data or its omission invokes liability stipulated by law and rejection of the motion (application).

8. The name of motion (application) provided electronically shall have the following structure:

Investment Company Name	dash	Document Type	dash	Documents content (not more than 12 digits)	dash	Date in dd/mm/yy format	Full stop	Extension
-------------------------	------	---------------	------	---	------	-------------------------	-----------	-----------

Example

ABG	-	Application	-	Amendment in the Charter	-	250913	.	pdf
-----	---	-------------	---	--------------------------	---	--------	---	-----

9. Documents in languages other than Armenian shall be accompanied with the translation approved by the competent management body or registered by notary, whereby in case of mismatch or inconsistency between documents in Armenian and other language, the Armenian version shall prevail.

10. In the event there are minor errors (omissions, mistakes of non-legal nature, arithmetical errors and other similar errors) in the application for receiving license or its supporting documents, the Central Bank shall make decision on registration and provision of license after correction of these errors. In such cases, the application shall be deemed provided from the moment when the Central Bank receives the revised information and documents. In the event, if the newly provided documents again contain errors, the motion (application) can be rejected.

11. Calculation of the periods set by the Republic of Armenia law “On Securities Market” for registration, licensing, consent, preliminary consent and permission, established by this Regulation, as well as other decision of the Central Bank in accordance with this Regulation shall start from the moment of duly submission of all the required documents to the Central Bank.

12. Information on registration, licensing, consent, preliminary consent, permission or any other process established by this Regulation subject to provision in accordance with this Regulation, which has been already provided to the Central Bank in the past, shall be

resubmitted to the Central Bank solely in the event of its revision (reflecting only the revised parts). In the event if the relevant amendments were not provided in accordance with this Regulation, or only the amendments were provided, the motion (application) shall refer thereof.

13. Where information provided in documents required under this Resolution was amended prior to making decision through the relevant process, the revised document shall be resubmitted to the Central Bank within three working days.

14. In cases established by this Charter, rates provided by rating organizations shall be applied, based on the following principles, unless defined otherwise by the present Regulation:

- 1) where an organization has been rated only by one of the rating companies defined in the present Regulation, only that rating shall be taken as a basis;
- 2) where an organization has been rated with two different rates by different rating companies defined in the present Regulation, the lowest rating shall be taken as a basis;
- 3) where an organization has been rated with three or more different rates by different rating companies defined in the present Regulation, the lowest rating among the two highest ratings shall be taken as a basis

15. Financial statements required by this Regulation shall be prepared:

- 1) in accordance with accounting standards, which in accordance with the Republic of Armenia law “On Accounting” shall be applied by the respective organization for accounting and preparation of financial statements; or
- 2) in case of foreign legal persons – in accordance with international financial accounting standards or other internationally recognized standards.

16. The audit conclusions on financial statements of foreign legal persons, required by this Regulation shall be provided as available, except audit conclusions submitted together with financial statements required from legal persons for acquisition of qualifying holding in the statutory capital of investment company.

17. The Central Bank may request additional information and clarifications on the parts of information and statements required by this Regulation, which need clarification and comments, as well as for analytical and/or supervisory purposes.

18. In the event of suspension by the Central Bank of the period for the review of motion, letter of recommendation or any other application in accordance with the Republic of Armenia law “On Securities Market”, starting from the moment of the resumption of the review, the period of review shall not exceed the number of days equal to the difference between number of days before suspension and period of review.

19. In cases prescribed by law and other legal acts, for each case of the replenishment of statutory capital (each increase of statutory capital) through accumulation account opened in the Central Bank, the founders of the investment company (investment company) shall furnish

the Central Bank with application on opening accumulation account in accordance with Appendix 6 of this regulation, as well as the receipt on payment for opening of the accumulation account.

20. Upon provision of the license, the Central Bank shall inform the licensed person that the list of normative legal acts regulating provision of investment services is disclosed on the central bank website. Incompliance with the requirement of the Central Bank established in this paragraph shall not exempt the senior officer from liability set by law or limit its liability towards third parties.

## CHAPTER 2. BASIC DEFINITIONS USED

21. This Regulation contains definitions, as follows:

- 1) '**Central Bank**' – the Central Bank of the Republic of Armenia;
- 2) '**Law**' - the Republic of Armenia law "On Securities Market"
- 3) '**committee**' – the Licensing and Supervision Committee of the Central Bank;
- 4) '**Person controlled by the Central Bank**' - person controlled by the Central Bank in accordance with the Republic of Armenia law "On the Central Bank of the Republic of Armenia" or other laws;
- 5) '**financial group (union)**' – entity submitting consolidated financial statements in cases established by International Standard No 10 on Financial Standards, Standard "Consolidated Financial Statements" or other internationally accepted standards;
- 6) '**financial organization**' – a bank, credit organization, insurance company, investment company, pension fund, and other entities qualifying as financial organization under the laws and/or regulations of the Republic of Armenia;
- 7) '**territorial subdivision of investment company**' – a branch or representative office of an investment company;  
'public services number' – public services number issued by the Republic of Armenia for a person, social security card number; reference number on refusal of receiving public services number;
- 8) '**identification code of public services**' - identification code of public services provided to a citizen by Republic of Armenia for social insurance card, for reference on not receiving identification code of public services;
- 9) '**passport data**' – serial number of passport, or data on other person identification document if passport is unavailable;
- 10) '**financial statements**' – report on financial performance; report on comprehensive financial outcomes; report on cash flows; report on changes in equity; notes attached to financial statements.

22. The definitions other than those mentioned above were used in this Regulation in the meaning and significance applied in the Law.

### **CHAPTER 3. FINANCIAL DETERIORATION**

23. In the meaning of this Regulation, the following cases shall be deemed current or possible financial deterioration of a person providing investment services:

- 1) person providing investment services breached main prudential standard (standards) or breach main prudential standard (standards) is probable, and (or);
- 2) there are apparent reasons for insolvency of person providing investment services established by Article 2 of the Republic of Armenia law “On Insolvency of Banks, Credit Organizations, Investment Companies, Investment Fund senior officers and Insurance Companies”.

### **CHAPTER 4. NOTIFICATION ON PROVISION OF INVESTMENT SERVICES BY BANK**

24. Bank shall notify the Central Bank on provision of investment services at least 15 days before beginning provision of such investment services, in accordance with Article 23 of this Regulation.

25. Bank shall attach to the notice established in paragraph 24 of this Resolution:

- 1) reference on senior officers of the responsible subdivision, in accordance with Article 8 of this Regulation, whereby samples of the authorized signatures of the senior officers shall be provided in accordance with Article 8 of this Regulation;
- 2) list of employees carrying out activities on provision of investment services and copies of certificates on their professional qualification;
- 3) draft rules on provision of investments services (including leveraged transactions, including services related to forex transactions).  
*(paragraph 25 amended No 209-N of 10.12.18)*

## **SECTION II.**

### **STATE LICENSING AND REGISTRATION OF INVESTMENT COMPANY**

#### **CHAPTER 5. DOCUMENTS PRESENTED FOR STATE REGISTRATION AND LICENSING OF INVESTMENT COMPANIES**

26. For registration and licensing, and for re-registration and re-licensing, of an investment company, documents shall be presented to the Central Bank, as follows:

- 1) all documents as specified under the Republic of Armenia Law on “Securities Market”, Article 36(1); in doing so,
  - a. an application for registration and licensing shall be presented through verification authorized by the founder meeting of stakeholders; and application for re-registration and re-licensing shall be presented through verification authorized by management of an applicant under the Charter thereof, in accordance with Appendix 2 hereto;
  - b. constituent contract (decision) on creation of the established investment company;
  - c. application on registration of senior officers of investment company shall be submitted in accordance with Appendix 7 of this Regulation, and reference on his/her professional history in accordance with Appendix 7 of this Regulation, whereby Appendix 8 of this Regulation shall include samples of the verified signatures of senior officers;
  - d. the business plan shall be presented as required under Appendix 26 of this Regulation;
  - e. application for registration of firm name of investment company (copy of registration of firm name of foreign investment company, as well as its Armenia translation verified by notary) and all other required documents shall be provided in accordance with the joint procedure established by the Central Bank and Republic of Armenia Justice Minister based on Article 36.1 (3.1) of the Law;
  - f. information/reference on shareholders (equity-holders) of investment company shall be delivered in accordance with Appendix 10 of this Regulation;
  - g. in accordance with Article 36 part 1 (8) of the Republic of Armenia law “On Securities Market”, the Central Bank shall be furnished at least with drafts of all the rules, which according to laws or normative legal acts an operating investment company must have as of the day of submitting the application for license;
  - h. in order to receive Central Bank prior consent on qualifying holding of persons having qualifying holding in the statutory capital of the investment company, documents defined in Section 3 of this Regulation shall be presented;
  - i. the Charter of investment company approved by its General Assembly shall have title page defined in Article 24 of this Regulation.
- 2) where an applicant is represented by the authorized representative – a letter of request duly issued to that representative
- 3) copy of certificate on ownership, lease (sublease), or the right for free use of company’s premises (for a person that has ownership rights with regard to the respective separated premises as per requirements prescribed in chapter 20 of this Regulation, document confirming such person’s obligation to pass for free use, lease (sublease) or transfer ownership of premises to the investment company, in the event of its registration and licensing). In the event of sublease, copy of master leasehold contract, or document verifying that it has been signed shall be presented as well;
- 4) information on legal persons and natural persons related with the investment company as per Appendix 21 and Appendix 22 of this Regulation respectively;



- 5) information on legal persons and natural persons related with legal persons and natural persons related with the investment company as per Appendix 21 and Appendix 22 of this Regulation respectively;
- 6) last financial year's financial statements of legal persons related with investment company as well as legal persons related with persons related with investment company (legal persons with less than one year of operation shall submit the above mentioned information for the whole period of their activity);

27. Information envisaged in Paragraph 26 (4) and (5) of this Regulation shall not be provided for persons indicated under the respective clause that are:

- 1) persons, acquiring qualifying holding in statutory capital of the investment company, which shall submit documentation (information) required for persons acquiring qualifying holding in statutory capital of the investment company;
- 2) persons controlled by the Central Bank,
- 3) international organizations, or
- 4) organizations with international reputation and (or) those with a "A" or higher rating from Standard and Poor's or Fitch rating organizations or a rating of "A3" or more from Moody's rating company (in the event if the Board of the Central Bank gives consent thereto).

28 Information defined in Paragraph 26 (6) of this Regulation shall not be submitted with regard to persons listed in this sub-clause, which are:

- 1) persons, acquiring qualifying holding in statutory capital of the investment company, which shall submit documentation (information) required for persons acquiring qualifying holding in statutory capital of the investment company;
- 2) a person controlled by the Central Bank, which shall submit to the Central Bank balance sheet and financial statement in accordance with terms and conditions established by law and other legal acts; or  
**(clause 3 repealed, 15.12.15, Resolution 261N)**

29 Investment company shall submit to the Central Bank a list with the names, registration numbers and addresses of related legal persons defined in paragraph 28 (1) and (2) of this Regulation and names, surnames and public service numbers of related natural persons, or passport data for non-resident natural persons.

30. Legal persons related with an investment company which are included in the group (holding) or within persons consolidating their financial statements based on any other grounds, information defined in Paragraph 26 6) of this Regulation shall not be furnished, instead they shall submit statements (information) stated in clauses 1 and 2 below, whereas if another related person or a qualifying holder is included within persons consolidating their financial statements, only one of the m shall submit statements (information) stated in clauses 1 and 2 below:

- 1) Organizational structure of the group (holding);

- 2) Financial statement of the group (holding) for the last fiscal year (legal persons with less than one year of operation shall submit the information for the whole period of their activity) and their independent auditor conclusion.

31. In order to register and issue license for an investment company, the Central Bank may request statements (information) defined in Paragraph 26 (6) of this Regulation on legal persons related with persons related with the investment company. Furthermore, where legal persons related with persons related with the investment company are included within any group (holding), or within persons consolidating their financial statements based on any other grounds, it may additionally request statements (information) established by Paragraph 30 of the present Regulation.

32. Where document stating obligation of a person having property right on the respective separated premises to pass it for fee free use, lease (sublease) or ownership of investment company in the event of its registration and licensing was provided in manner prescribed by Paragraph 26 (6) of this Regulation, subject to registration and licensing in due manner, investment company shall within three days submit to the Central Bank copy of the certificate on registration of its title over premises or copy of the lease (sublease) or fee free use certificate verified by notary. In the event of sublease, copy of the main lease contract as well as document certifying the right to sublease real estate shall be presented as well.

33. Investment company license shall be issued in a single copy in accordance with Appendix 1 of this Regulation. At that, the line “Name of Investment Service” in Appendix 1 shall indicate those investment services for provision of which the investment company received license.

34. Registration certificate of the investment company shall be issued in a single copy in accordance with Appendix 11 of this Regulation.

## **CHAPTER 6. DOCUMENTS SUBMITTED FOR PUBLIC REGISTRATION OF BRANCHES OF FOREIGN INVESTMENT COMPANIES**

35. For public registration and licensing of a branch, foreign investment company shall present documents to the Central Bank, as follows:

- 1) all documents specified under the Republic of Armenia Law “On Securities Market”, Article 43(2), including:
  - a. application for registration and licensing shall be endorsed by the competent management body of the applicant organization defined under its Charter, in accordance with Appendix 2 of this Regulation;
  - b. business plan of the branch shall be presented in accordance with Appendix 26 of this Regulation;
  - c. information/reference on parties acquiring qualifying holding in foreign investment company shall be delivered in accordance with Appendix 27 of this Regulation;

- d. application for registration senior officers of a branch of foreign investment company shall be presented in accordance with Appendix 7 of this Regulation; reference on senior officers and their professional history accordance with Appendix 8 of this Regulation, whereby samples of the verified signatures of branch senior officers shall be presented in accordance with Appendix 8 of this Regulation;
  - e. In accordance with Article 43.2 (4) Central Banks shall be furnished at least with all the rules of the branch, which are stipulated by law or normative legal act for a branch of a foreign investment company operating in Armenia as of the day of submitting the application for registration certificate;
  - f. Charter endorsed by competent management body of foreign investment company shall have title page established by Appendix 24 of this Regulation;
  - g. In the case of leveraged transactions, including provision of services related to forex transactions, draft rules of the foreign investment firm's activities shall include the detailed terms and conditions for the provision of services related to these transactions.
- 2) a copy of certificate of public registration of ownership, lease (sublease) or the right to free use of premises by the branch; in the event of sublease, the copy of master leasehold contract or document verifying the existence of such contract and the right to sublease capital asset needs to be presented as well;
  - 3) documents evidencing conformity of the business premises and facilities thereof the branch with the requirements established in Chapter 20 of this Regulation;
  - 4) information about legal and physical persons related with foreign investment company shall be presented in accordance with according to Appendix 21 and 22 respectively;
  - 5) information about legal and physical persons related with legal and physical persons related with foreign investment company shall be presented in accordance with according to Appendix 21 and 22 respectively;
  - 6) last financial year's financial statements of legal persons related with foreign investment company. The legal persons that conducted financial operations for less than one year shall submit the above mentioned information for the whole period of their activity;
  - 7) documents for legal persons, which have qualifying holding in the statutory capital of foreign investment company, established in paragraph 88 (3) and (4) of this Regulation;
  - 8) supporting document that the rating of a foreign investment company establishing branch according to rates provided by Standard and Poor's, Fitch rating agency was not lower than "AA-", or the rating provided by Moody's rating company was not lower than "Aa3" as of the date of submitting the application to the Central Bank". Where two or more rating agencies have provided rating to a foreign investment company that establishes a branch, in the meaning of this clause the strictest (lowest) rating shall be taken as a basis;
  - 9) document confirming securities market regulation and (or) supervisory body of a country of the place of registration of the foreign investment company establishing a branch has signed IOSCO multilateral memorandum on "Consultation, cooperation and information exchange";
  - 10) foreign investment company, establishing a branch, shall issue a letter of guarantee (bond) on committing itself to promptly and without any condition (precondition) cover liabilities of the branch in the event of a failure by the branch to perform liabilities ensuing from its business operations;

11) confirmation of the authority performing supervision of the investment sector in the country of the place of registration of the foreign investment company establishing a branch, that foreign investment company has not infringed the investment regulation of the country in question and (or) prudential norms stipulated by the authority exercising supervision during the last two years before submission of the application mentioned hereof to the Central Bank, whereas if business operation of the foreign investment company establishing a branch covers a period which is less than two years, the confirmation should refer to the whole period of its business operation;

12) documents verifying of opening a deposit account in the Central Bank or, subject to the Central Bank consent, any other bank operating in the territory of the Republic of Armenia. The amount invested in deposit account defined hereof, shall be equal to:

- a. 8,000,000 drams of the Republic of Armenia or foreign exchange amount equivalent to 8,000,000 drams of the Republic of Armenia as of the date of opening the account, where foreign investment company applied for obtaining license on accepting and transferring customers' payment orders on carrying out security transactions, and/or on carrying out security transactions on behalf and at the expense of a customer, and/or on provision of consulting services relating to investment in securities without obtaining the right on disposing customers' financial resources (securities or cash);
- b. 20,000,000 drams of the Republic of Armenia or foreign exchange amount equivalent to 20,000,000 drams of the Republic of Armenia as of the date of opening the account, where foreign investment company applied for obtaining license on accepting and transferring customers' payment orders on carrying out security transactions, and/or on carrying out security transactions on behalf and at the expense of a customer, and/or on provision of consulting services relating to investment in securities with obtaining the right on disposing customers' financial resources (securities or cash);
- c. 20,000,000 drams of the Republic of Armenia or foreign exchange amount equivalent to 20,000,000 drams of the Republic of Armenia as of the date of opening the account, where foreign investment company applied for obtaining license on rendering securities portfolio management or securities not guaranteed placement services;
- d. 120,000,000 drams of the Republic of Armenia or foreign exchange amount equivalent to 120,000,000 drams of the Republic of Armenia as of the date of opening the account, where foreign investment company applied for obtaining license on carrying out operations with securities on its own behalf and expense, guaranteed placement of securities, or custody of securities;
- e. the amount of deposit placed by a foreign investment company for obtaining license on provision of several types of services should be at least equal to the highest of the amount established of this Regulation for the respective type of investment service or secondary service;
- f. contract on placement of deposit established of this Regulation shall provide that deposit may be returned to the depositor at its request exclusively subject to the Central Bank prior consent. At the same time, a foreign investment company establishing a branch shall guarantee that where according to law the amount of deposit is subject to unconditional return irrespective of the consent of parties, within 5 working days after receiving back the deposit it will make a payment at the Central

Bank or other bank operating in the Republic of Armenia in accordance with the conditions defined of this Regulation;

13) declaration confirming that the registration State of the foreign investment company establishing the branch is considered a cooperating State in terms of fighting against money laundering and financing terrorism, and/or on absence of any statement issued by FATF or other international organization involved in a similar type of activities indicating on any event money laundering or inadequacy of the terrorism financing system of the respective State;

14) receipt on payment of stamp duty for registration of a branch of a foreign investment company;

15) where applicant is represented by an authorized representative, Central Bank shall be furnished with a duly issued power of attorney.

(paragraph 35 amended No 209-N of 10.12.18)

36. In the event of registration of a branch of a foreign investment company, information established under Paragraph 35, clauses 4 and 5 of this Regulation is not required for persons the following persons:

- 1) person supervised by the Central Bank;
- 2) international organization, or
- 3) organizations with international reputation and (or) having received a rating of “A-” or higher from Standard and Poor’s or Fitch rating agencies, or a rating of “A3” and more from Moody’s rating agency (subject to the Central Bank Board prior consent).

37. In the event of registration of a branch of a foreign investment company, information established under Paragraph 35, clause 6 of this Regulation is not required for persons the following persons:

- 1) persons acquiring qualifying holding in the statutory capital of foreign investment company, for which documentation (information) required for a person acquiring qualifying holding in the statutory capital of investment company shall be furnished;
- 2) Person supervised by the Central Bank, which submit to the Central Bank balance sheet and financial statement in accordance with terms and conditions established by law and other legal acts; or

**(clause 3 repealed, 15.12.15, Resolution 261N)**

38. Foreign investment companies shall submit to the Central Bank names, registration numbers and addresses of related legal persons defined in Paragraph 37, clauses 1 and 2 of this Regulation, as well as names, surnames and public service number of related natural person and passport data in case of non-resident natural person.

39. In the event of registration of a branch of a foreign investment company, information defined in Paragraph 35, clause 6 of this Regulation shall not be submitted for legal persons related with the foreign investment company, which are included in the group (holding) or within persons consolidating their financial statements based on any other grounds, instead

statement (information) defined in Paragraphs 1 and 2 of this Regulation shall be provided; whereas, in the event of presence of related persons or qualifying holders in the same group or within persons consolidating their financial statements based on any other grounds, one of them shall submit statement (information) defined in Paragraphs 1 and 2 of this Regulation, as follows:

- 1) organizational structure of the group (holding);
- 2) financial statement of the group (holding) for the last fiscal year (legal persons with less than one year of operation shall submit the information for the whole period of their activity) and their independent auditor conclusion.

40. In order to register and issue license for a foreign investment company, the Central Bank may request statements (information) defined in Paragraph 35 (6) of this Regulation on legal persons related with legal persons related with the foreign investment company. Furthermore, where legal persons related with legal persons related with the foreign investment company are included within any group (holding), or within persons consolidating their financial statements based on any other grounds, it may additionally request statements (information) established by Paragraph 39 of the present Regulation.

41. Where statements (information) defined under Paragraph 35 (6) or Paragraph 39 of this Regulation have been placed onto the website of legal person or group (holding) respectively, the Central Bank shall be furnished with the address of the respective website (homepage).

42. The Central Bank shall issue registration certificate for the branch of a foreign investment company provided there is a cooperation agreement (memorandum of understanding) signed between the Central Bank and the body performing regulation and control of securities market in the country of foreign investment company establishing branch in Armenia.

43. License for branch of foreign investment company shall be issued in one copy in accordance with Appendix 1 of this Regulation. At that, the line “Name of Investment Service” in Appendix 1 shall indicate those investment services for provision of which the investment company received license.

44. Registration certificate for branch of foreign investment company shall be issued in one copy in accordance with Appendix 2 of this Regulation.

## **CHAPTER 7. REGISTRATION OF REPRESENTATIVE OFFICE OF FOREIGN INVESTMENT COMPANY**

45. The following documents shall be provided to the Central Bank for registration of representative office of foreign investment company:

1) all documents as specified under the Republic of Armenia Law on “Securities Market”, Article 43(5), including:

- a. application for registration shall be endorsed by the competent management body of the applicant organization defined under its Charter, in accordance with Appendix 3 of this Regulation;
- b. information/reference on legal and natural persons acquiring qualifying holding in foreign investment company shall be delivered in accordance with Appendix 27 of this Regulation;

2) a copy of certificate of public registration of ownership, lease (sublease) or the right to free use of premises by the branch; in the event of sublease, the copy of master leasehold contract or document verifying the existence of such contract and the right to sublease capital asset needs to be presented as well;

3) where an applicant is represented by authorized representative – a letter of request duly issued for that representative;

4) receipt on payment of stamp duty for registration of representative office of a foreign investment company;

5) information reference about the head of the representative office, in accordance with Appendix 9 of this Regulation.

6) In the case of provision of leveraged transactions, including services related to forex transactions, the regulations of the foreign investment firm's activities shall include the detailed terms and conditions for the provision of services related to these transactions.

(paragraph 45 amended No 209-N of 10.12.18)

46. Registration certificate for representative office of foreign investment company shall be issued in one copy in accordance with Appendix 12 of this Regulation.

## **CHAPTER 8. LICENSING PROVISION OF ADDITIONAL INVESTMENT SERVICES**

47. In order to receive license for provision of additional investment services an investment company shall present the documents, as specified under the Republic of Armenia Law on “Securities Market”, Article 36(3), to the Central Bank. An application for license for provision of additional investment services shall be presented through verification authorized by management of an applicant under the Charter thereof, in accordance with Appendix 2 of this Regulation, whereas changes made to the business plan shall be presented in accordance with Appendix 26 of this Regulation.

## **CHAPTER 9. REGISTRATION OF BRANCH AND REPRESENTATIVE OFFICE OF INVESTMENT COMPANY OPERATING IN THE TERRITORY OF THE REPUBLIC OF ARMENIA**

48. In order to register branch of investment company operating in the territory of the Republic of Armenia the following documents, documents shall be presented to the Central Bank:

1) all documents as specified in Article 45 (4) of the Law, including:

- a. investment company's letter of request for registration of the branch shall be presented in accordance with Appendix 4 of this Regulation, whereas the letter shall contain statement on compliance of the premises of the branch of investment company with criteria established by the Central Bank;
  - b. business plan of the branch shall be presented as required under Appendix 26 of this Regulation;
  - c. application for registration senior officers of a branch of investment company shall be presented in accordance with Appendix 7 of this Regulation; reference on senior officers and their professional history accordance with Appendix 8 of this Regulation, whereby samples of the verified signatures of branch senior officers shall be presented in accordance with Appendix 8 of this Regulation;
  - d. Charter endorsed by competent management body of foreign investment company shall have title page established by Appendix 24 of this Regulation.
- 2) where applicant is represented by an authorized representative, Central Bank shall be furnished with a duly issued power of attorney;
  - 3) decision of the competent management body of the investment company defined under its Charter extract from the minutes of the board meeting on selection or appointment of senior officers of the branch.
  - 4) a copy of certificate of public registration of ownership, lease (sublease) or the right to free use of separated premises by the branch; in the event of sublease, the copy of master leasehold contract or document verifying the existence of such contract and the right to sublease capital asset needs to be presented as well;
  - 5) receipt on payment of stamp duty for registration of a branch of investment company;
  - 6) documents evidencing conformity of the business premises and facilities thereof the branch with the requirements established in Chapter 20 of this Regulation, unless the application established under this paragraph contains a note on bringing business premises and facilities thereof the branch into such conformity within the period specified in the application.
  - 7) In the case of provision of leveraged transactions, including services related to forex transactions, the regulations of the foreign investment firm's activities shall include the detailed terms and conditions for the provision of services related to these transactions.  
(paragraph 48 amended No 209-N of 10.12.18)

49. Representative offices of investment companies operating in the Republic of Armenia shall pass registration at the Central Bank. For registration, documents shall be presented to the Central Bank, as follows:

- 1) all documents as specified under Article 45(5) of the Law, including application for registration of the representative office of investment company shall be presented in accordance with Appendix 3 of this Regulation; which includes rationale for opening representative office, and the Charter shall have title page defined in Appendix 24 of this Regulation;



- 2) where the applicant is represented by authorized representative – a letter of request duly issued for that representative;
- 3) a copy of certificate of public registration of ownership, lease (sublease) or the right to free use of premises by the representative office; in the event of sublease, the copy of master leasehold contract needs to be presented as well;
- 4) decision of the competent management body of the investment company defined under its Charter extract from the minutes of the board meeting on selection or appointment of senior officers of the representative office;
- 5) receipt on payment of stamp duty for registration of a representative office of a foreign investment company;
- 6) information on the head of representative office in accordance with Appendix 9 of this regulation.
- 7) In the case of provision of leveraged transactions, including services related to forex transactions, the regulations of the foreign investment firm's activities shall include the detailed terms and conditions for the provision of services related to these transactions. (paragraph 49 amended No 209-N of 10.12.18)

50. Registration certificate for representative office of investment company shall be issued in one copy in accordance with Appendix 13 of this Regulation.

#### **CHAPTER 10. CONSENT PROVIDED TO INVESTMENT COMPANY FOR ESTABLISHMENT OF BRANCH AND REPRESENTATIVE OFFICE OUTSIDE THE REPUBLIC OF ARMENIA**

51. For establishment of a branch outside the Republic of Armenia, investment company operating in the territory of the Republic of Armenia shall present documents to the Central Bank, as follows:

- 1) all documents as specified under the Republic of Armenia Law on “Securities Market”, Article 47(1), whereas the application shall be provided in accordance with Appendix 5 and the business plan in accordance with Appendix 26 of this Regulation;
- 2) the decision of the competent management body or an excerpt from the minutes of the board of investment company on establishment of branch ;
- 3) the Charter of branch;
- 4) application for registration of branch senior officers in accordance with Appendix 7 of this Regulation, whereas Appendix 8 shall include samples of signatures of branch senior officers;
- 5) the decision of the competent management body or an excerpt from the minutes of the board of investment company on election or appointment of branch senior officers;
- 6) documents evidencing conformity of the business premises and facilities thereof the branch with the requirements established in Chapter 20 of this Regulation, unless the application established under this paragraph contains a note on bringing business premises and facilities thereof the branch into such conformity within the period specified in the application.

- 7) document provided by person holding ownership rights over the separated area, in which such person guarantees from the moment of registration (and/or licensing) of the branch of investment company to pass this area under ownership of fee free use or lease (sublease), as well as the copy of certificate on public registration of ownership, lease (sublease) or the right to free use of area by person who issued the guarantee and copy of lease (sublease) contract. In the event of sublease, the copy of master leasehold contract needs to be presented as well.

52. For establishment of a representative office outside the Republic of Armenia, investment company operating in the territory of the Republic of Armenia shall present documents to the Central Bank, as follows:

- 1) all documents as specified under the Republic of Armenia Law on “Securities Market”, Article 47(1), whereas the application shall be provided in accordance with Appendix 28 of this regulation, which shall also include rationale for opening the representative office;
- 2) decision of the competent management body or an excerpt from the minutes of the board of investment company on establishment of representative office;
- 3) Charter of representative office;
- 4) Reference on the head of representative office in accordance with Appendix 9, whereas Appendix 9 shall include sample signatures of the head of representative office;
- 5) application for registration of representative office senior officers in accordance with Appendix 7 of this Regulation, whereas Appendix 8 shall include samples of signatures of representative office senior officers;
- 6) decision of the competent management body or an excerpt from the minutes of the board of investment company on election or appointment of representative office senior officers;
- 7) document provided by person holding ownership rights over the separated area, in which such person guarantees from the moment of registration (and/or licensing) of the representative office of investment company to pass this area under ownership of fee free use or lease (sublease), as well as the copy of certificate on public registration of ownership, lease (sublease) or the right to free use of area by person who issued the guarantee and copy of lease (sublease) contract. In the event of sublease, the copy of master leasehold contract needs to be presented as well.

53. Within ten days after registration (licensing, accreditation) of branch or representative office in a foreign country in accordance with the legislation of the respective country, investment company shall submit to the Central Bank document evidencing registration (licensing, accreditation) with the attached Charter of the branch or representative office.

## **CHAPTER 11. TERMS AND CONDITIONS ON TEMPORARY SUSPENSION OF ACTIVITY OF BRANCHES AND REPRESENTATIVE OFFICES**

54. An investment company may suspend activity of its branch or representative office but not longer than for a one-year period. The decision of the competent management body relative to temporary suspension of the activity shall clearly indicate the deadline of temporary suspension after which the activities of the branch or representative office will be meant as resumed and notify the Central Bank in writing at least 20 days in advance.

55. For obtaining consent of the Central Bank for temporary suspension of activity of the branch or representative office of investment company, documents shall be presented to the Central Bank, as follows:

- 1) a letter of request for obtaining consent of the Central Bank for temporary suspension of activity of the branch or representative office of investment company, verified by a signatory authorized by the competent management body of investment company;
- 2) decision of the competent management body of investment company on temporary suspension of activity of the branch or representative office;
- 3) grounds for temporary suspension of activity of the branch or representative office of investment company;
- 4) measures and activities to be implemented by investment company for transfer of assets and liabilities of the branch and periods of their execution;
- 5) balance sheet of the branch at the moment when decision on temporary suspension of activities of the branch was taken.

56. Central Bank may disallow temporary suspension of investment company, if:

- 1) the documents presented contain inaccurate or false information;
- 2) the documents presented are incomplete;
- 3) the Central Bank has reason to believe that the future normal customer service by the investment company will not be maintained;
- 4) there are no other investment service providers in the given region;
- 5) measures, activities and timelines on transfer of assets and liabilities of branch are not realistic.

57. The Central Bank shall, within a 30 day period upon receipt of the documents specified in paragraph 55 of this Regulation, shall either give consent to the suspension of activity of the branch of investment company or shall reject it, by notifying the investment company.

58. The 30 day period of review of application for suspension of activity of the branch or representative office of investment company, as required by the Central Bank to obtain certain information, may be suspended. Once the required information is received, the period of resumed review should not exceed the number of days prior to such suspension and the number of days left to complete the 30 day period.

59. Where the Central Bank neither declines the application nor it notifies the investment company of suspension within a 30 day period, permission on temporary suspension of the activities of the branch of investment company shall be deemed provided.

60. On the next day after adoption of the decision established by paragraph 57 of this Regulation, or within 5 business days after 30 day period established by paragraph 59 of this Regulation, investment company shall publish the information on temporary suspension of the activities of the branch of investment company in a national newspaper (magazine) with at least two thousand print run, and deliver a copy of the newspaper/magazine to the Central Bank, as well as it shall place that information on its website, whereas in case if the internet website is impaired, investment company shall submit to the Central Bank the copy of that newspaper (magazine).

61 After temporary suspension of the activities of the branch by the Central Bank, investment company shall submit to the Central Bank document verifying transfer of assets and liabilities of the investment company within the period established under paragraph 55.4 of this Regulation.

62. If the investment company fails to submit to the Central Bank document verifying transfer of assets and liabilities of the investment company within the period established under paragraph 55.4 of this Regulation, decision of the Central Bank shall be deemed repealed.

63. In the event of temporary suspension of activity of the representative office, investment company or foreign investment company shall present documents to the Central Bank, as follows:

- 1) a letter of request to temporarily suspend activities of the representative office of investment company or foreign investment company, signed by a person authorized by the management body of investment company;
- 2) the decision of the competent management body of investment company or foreign investment company on temporary suspension of activities of the representative office of investment company;

64. Within 10 business days after submission of documents established by paragraph 63 of this regulation, based on the decision of the Central Bank Governor, decision on temporary suspension of activities of the representative office of an investment company or foreign investment company may be taken or it may be rejected, if the provided documents are incomplete, inaccurate or untrue, whereby investment company or foreign investment company shall be notified about the grounds for such rejection.

65. Within 5 days after authorizing the decision on temporary suspension of the representative office of investment company or foreign investment company, the investment company shall disclose this information in a national newspaper (magazine) with at least two thousand print run, and deliver a copy of the newspaper/magazine to the Central Bank, as well as it shall place

that information on its website, whereas in case if the internet website is impaired, investment company shall submit to the Central Bank the copy of that newspaper (magazine).

**(paragraph 65 amended 16.12.14, No 359N)**

## **CHAPTER 12. TERMS AND CONDITIONS ON TERMINATION OF ACTIVITY OF BRANCHES AND REPRESENTATIVE OFFICES**

66. For obtaining consent of the Central Bank for termination of activity of the branch of investment company, documents shall be presented to the Central Bank, as follows:

- 1) a letter of request for obtaining consent of the Central Bank for termination of activity of the branch of investment company verified by a signatory authorized by the competent management body of investment company;
- 2) the decision of the competent management body of investment company on termination of activity of the branch of investment company;
- 3) rationale for termination of activity of the branch of investment company;
- 4) measures and activities implemented by investment company for transfer of assets and liabilities of the branch and their schedule;
- 5) balance sheet of the branch at the moment when decision on termination of activities of the branch of investment company was taken.

67. The Central Bank shall, within a 30 day period upon receipt of the documents specified in paragraph 66 of this Regulation, shall either give consent to termination of activity of the branch of investment company, or shall reject it, by notifying the investment company.

68. The 30 day period of review of application for termination of activity of the branch or representative office of the investment company, as required by the Central Bank to obtain certain information, may be suspended. Once the required information is received, the period of resumed review should not exceed the number of days prior to such termination and the number of days left to complete the 30 day period.

69. Central Bank may disallow termination of activity of the branch of investment company if any of grounds defined in paragraph 56 of this regulation exist.

70. Where the Central Bank neither declines the application nor it notifies the investment company of termination within a 30 day period, permission on termination of the activities of the branch of investment company shall be deemed provided.

71. On the next day after adoption of the decision established by paragraph 67 of this Regulation, or within 5 business days after 30 day period established by paragraph 70 of this Regulation, investment company shall publish the information on termination of the activities of the branch of investment company in a national newspaper (magazine) with at least two thousand print run, and deliver a copy of the newspaper/magazine to the Central Bank, as well as it shall place that information on its website, whereas in case if the internet website is

impaired, investment company shall submit to the Central Bank the copy of that newspaper (magazine).

72. After termination of the activities of the branch by the Central Bank, investment company shall submit to the Central Bank document verifying transfer of assets and liabilities of the investment company within the period established under paragraph 66.4 of this Regulation.

73. If the investment company fails to submit to the Central Bank documents established by paragraph 72 of this regulation verifying transfer of assets and liabilities of the investment company within the period established under paragraph 66.4 of this Regulation, decision of the Central Bank on termination of activity of the branch of investment company shall be deemed repealed.

74. Central Bank shall deregister the branch of investment company if the branch did not carry out investment activities during 6 months.

75. In the event of termination of activity of the representative office, investment company or foreign investment company shall present documents to the Central Bank, as follows:

- 1) a letter of request to deregister representative office of investment company or foreign investment company, signed by a person authorized by the management body of investment company;
- 2) the decision of the competent management body of investment company or foreign investment company on termination of activities of the representative office of investment company or foreign investment company;
- 3) registration certificate of the representative office of investment company or foreign investment company.

76. Within 10 business days after submission of documents established by paragraph 75 of this regulation, based on the decision of the Central Bank Governor, decision on termination of activities of the representative office of an investment company or foreign investment company may be taken or it may be rejected, if the provided documents are incomplete, inaccurate or untrue, whereby investment company or foreign investment company shall be notified about the grounds for such rejection.

77. Within 5 days after authorizing the decision on termination of the representative office of investment company or foreign investment company, the investment company shall disclose this information in a national newspaper (magazine) with at least two thousand print run, and deliver a copy of the newspaper/magazine to the Central Bank, as well as it shall place that information on its website, whereas in case if the internet website is impaired, investment company shall submit to the Central Bank the copy of that newspaper (magazine).

78. Within 5 days after deregistration of the branch or representative office established out of the territory of Republic of Armenia by the relevant competent authority of other country,

investment company shall submit to the Central Bank document evidencing that fact. Within five working days after receiving the document defined in this paragraph, Central Bank shall notify the state authorized body in charge of registration of legal persons in order the latter makes the relevant entry.

### **CHAPTER 13. PROCEDURE ON PROVISION OF COPY OF LICENSE (REGISTRATION CERTIFICATE)**

79. In case if registration certificate or license for provision of investment services becomes unfit for use (damaged, torn, illegible, etc.), destructed or lost, investment company or branch of foreign investment company shall submit to the Central Bank application for receiving copy of registration certificate or license for provision of investment services, as well as inform about the loss of license or registration certificate on the website of the Central Bank. The application shall be accompanied by the original of registration certificate or license (in case if it has turned unfit for use) and the receipt on paying stamp duty for receiving the copy of license or registration certificate, if legislation stipulates payment of stamp duty.

80. Central Bank shall issue for investment company or branch of foreign investment company the copy of lost, damaged or destructed registration certificate within ten working days after submission of the respective documents to the Central Bank.

81. In case if the lost registration certificate or license was found investment company or branch of foreign investment company shall return the found registration certificate or license to the Central Bank.

82. In the right upper corner of the registration certificate or license for provision of investment services shall be marked with the word "Copy".

83. In case if the copy of registration certificate or license for provision of investment services becomes unfit for use, destructed or lost, the new copy of registration certificate or license for provision of investment services is provided in manner prescribed by this Regulation.

### **CHAPTER 14. PROCEDURE ON RETURN OF LICENSE OR REGISTRATION CERTIFICATE TO THE CENTRAL BANK**

84. Within five working days after Central Bank takes decision on revocation of activity license of investment company or branch of foreign investment company based on grounds established by law, investment company or branch of foreign investment company shall return the license (in case of foreign investment company registration certificate as well) to the Central Bank.

85. Within five working days after Central Bank takes decision on approval of liquidation certificate of investment company shall return registration certificates of investment company and territorial subdivision of investment company operating in the Republic of Armenia to the Central Bank together with the attached letter.

86. Within five working days after termination of activity of representative office of foreign investment company or territorial subdivision of investment company established in the territory of the Republic of Armenia, the respective registration certificates shall be returned to the Central Bank together with the attached letter.

87. Appeal on repeal of the license, approval of liquidation balance of investment company, termination of activity of investment company or representative office of foreign investment company shall not establish basis for not returning the respective license or registration certificate within the established period.

### **SECTION III**

#### **PROCEDURE ON OBTAINING PRELIMINARY CONSENT FOR QUALIFYING HOLDING IN STATUTORY CAPITAL OF INVESTMENT COMPANY**

##### **CHAPTER 15. DOCUMENTS AND INFORMATION TO BE PRESENTED FOR OBTAINING PRELIMINARY CONSENT FOR QUALIFYING HOLDING IN STATUTORY CAPITAL OF INVESTMENT COMPANY**

88. In order to obtain consent of the Central Bank for acquiring qualifying holding in statutory fund of a newly established or operating investment company legal person shall submit to the Central Bank the following documents through mediation of investment company:

- 1) a letter of request by the legal entity to buy qualifying holding in statutory capital of investment company, in accordance with Appendix 14 of this Regulation;
- 2) the decision of the competent management body of the legal person on acquisition of qualifying holding in statutory capital of investment company;
- 3) charter of legal person in case of non-resident qualifying shareholder;
- 4) the legal entity's financial statements of the last 3 years (for legal persons who conducted activities for less than 3 years, information shall be presented for the whole period of activity) and recent intermediate financial statements and independent audit conclusion on financial statements of the last financial year;
- 5) documents defined in Chapter 16 on person acquiring indirect qualifying holding through it, if any person acquires the status of a person with indirect qualifying holding in investment company through that legal person;
- 6) information on legal persons and natural persons related with the person acquiring qualifying holding in accordance with Appendices 17 and 18 of this Regulation respectively.



89. Where a legal entity is involved in any group (holding) or group of parties which hold consolidated financial accounts on a basis whatsoever (if there is another qualifying shareholder or related person within group (holding) or group of parties which hold consolidated financial accounts on a basis whatsoever, the documents specified under clauses 1 and 2 of this Regulation shall be presented by one of them) the documents specified under Paragraph 88 of this Regulation shall be presented to the Central Bank (except documents specified under Paragraph 88, clause 4 of this Regulation) along with:

- 1) the organizational structure of the group (holding);
- 2) the recent financial year's financial accounts of the group (holding) (persons carrying out activities for less than one year shall submit information for the whole period of their activities) and an independent auditor's opinion verifying creditworthiness of the last annual financial accounts.

90. Where international organizations prepare to buy qualifying holding in statutory capital of investment company, these organizations shall provide the Central Bank documents required under Paragraph 88.6 of this Regulation. As and when agreed by the Board of the Central Bank this provision can be extended over organizations that have international reputation and hold "A-" or and higher ratings by provided by rating agencies Standard & Poor's or Fitch, or "A3" or higher rating provided by rating organization Moody's.

**(paragraph 91 repealed, 15.12.15, Resolution 261N)**

92. In order to acquire direct qualifying holding in statutory capital of a newly established or existing investment company, prior to acquiring such holding, natural person that intends to acquire qualifying holding shall present to the Central Bank the following documents with intermediation of the investment company for receiving Central Bank's consent:

- 1) a letter of application by the natural person in order to buy qualifying holding in statutory capital of investment company, in accordance with Appendix 15 hereto;
- 2) documents concerning person who acquires indirect qualifying holding through it, if any other person acquires the status of a person having indirect qualifying holding in the investment company through the relevant natural person;
- 3) information on legal persons and natural persons related with the person acquiring qualifying holding, in accordance with Appendix 17 and Appendix 18 of this Regulation.

93. In order to acquire qualifying holding in statutory capital of a newly established or existing investment company, prior to acquiring such holding, State shall present to the Central Bank the following documents with intermediation of the investment company for receiving Central Bank's prior consent:

- 1) letter of application to buy qualifying holding in statutory capital of investment company in accordance with Appendix 16 of this Regulation;
- 2) decision of the competent management body on acquisition of qualifying holding in in statutory capital of the relevant investment company.

**CHAPTER 16. DOCUMENTATION AND INFORMATION REQUIRED FROM PERSONS WHO INTEND TO BUY INDIRECT QUALIFYING HOLDING IN STATUTORY CAPITAL OF INVESTMENT COMPANY**

94. Where qualifying holding is bought by the parties that are inter-related or by the parties that are related to a stakeholder of an investment company, each of them will need to present the following documents required under this Chapter:

- 1) application for acquisition of indirect qualifying holding by legal person in statutory capital of investment company, in accordance with Appendix 14 of this Regulation;
- 2) decision of the competent administrative body of legal person which intends to acquire indirect qualifying holding in statutory capital of investment company;
- 3) Charter of the legal person, in case of non-resident indirect qualifying shareholder;
- 4) financial statements of the last three years and the last interim financial statement of legal person (legal persons, which carried out such activities for less than three years, shall provide specified information for the whole period of their activity) and conclusion of independent auditor on financial statements of the last fiscal year;
- 5) reference on related legal persons in accordance with Appendix 17 and reference on related natural persons in accordance with Appendix 18 of this Regulation;
- 6) documents defined under this paragraph on person acquiring indirect qualifying holding through it, if any person acquires the status of a person with indirect qualifying holding in investment company through that legal person.

**(paragraph 95 repealed, 15.12.15, Resolution 261N)**

96. Where a foreign organization prepares to buy indirect qualifying holding in statutory capital of investment company, such organization shall provide the Central Bank with the documents required under Paragraph 94 of this Regulation, excluding reports required under paragraph 94.5 of this Regulation. Subject to Central Bank consent, this provision may apply also to organizations, which have high international reputation and (or) A” or higher rating from Standard and Poor’s or Fitch rating organizations, or rating of “A3” or higher from Moody’s rating company.

97. In order to obtain consent of the Central Bank on acquiring qualifying holding in a newly established or operational investment organization, natural person shall apply to the Central Bank through mediation of the investment company and submit the following documents:

- 1) a letter of application by the natural person in order to buy qualifying holding in statutory capital of investment company, in accordance with Appendix 15 hereto;
- 2) documents concerning person who acquires indirect qualifying holding through it, if any other person acquires the status of a person having indirect qualifying holding in the investment company through the relevant natural person;

- 3) information on legal persons and natural persons related with the person acquiring qualifying holding, in accordance with Appendix 17 and Appendix 18 of this Regulation.

#### **CHAPTER 17. NOTIFYING THE CENTRAL BANK ON BUYING OR INCREASING QUALIFYING HOLDING BY THE PERSON; AND OF DISPOSAL OF SHARES (STOCKS) BY THE QUALIFYING HOLDER**

98. A person that buys qualifying holding or increases its participation in investment company as a result of any event or transaction in excess of coverage specified under the Republic of Armenia Law on “Securities Market”, Article 54(1), of which that person was not aware or could not have been aware, shall notify the Central Bank of it within a 10-day period upon being aware of such circumstance, in accordance with Appendix 19 of this Regulation.

99. A qualifying holder shall notify the Central Bank of disposal of the shares (stocks), as provided for under the Republic of Armenia Law on “Securities Market”, Article 54(7), in accordance with Appendix 20 of this Regulation.

#### **CHAPTER 18. PROVISIONS ON CONSENT TO BUYING DIRECT OR INDIRECT QUALIFYING HOLDING**

100. Where several persons simultaneously acquire qualifying holding in the statutory capital of an investment fund through a person planning to acquire qualifying holding in the statutory capital of investment fund, in order to obtain consent on acquisition of indirect qualifying holding, documents required in accordance with republic of Armenia law “On Securities Market” and this Regulation shall be provided only on natural person through whom no other person acquires qualifying holding in the statutory capital of investment fund. The Central Bank may request documents as necessary also from those persons through which qualifying holding in the statutory capital of investment fund is acquired.

101. Indirect qualifying holding in statutory capital of investment company being bought through a direct qualifying holder shall be deemed declined if the letter of request for direct qualifying holding has been declined.

102. The Central Bank’s preliminary consent to a person and parties related thereto for buying qualifying holding in statutory capital of investment company shall be given for a three-month period unless some longer period is specified under a relevant decision. The documents attesting the execution of transaction shall be presented to the Central Bank. Where the transaction is not executed within the timeframe specified under the Central Bank decision, or documents evidencing execution of the transaction are not submitted to the Central Bank, the Central Bank’s preliminary consent shall be deemed repealed.

103. Where investment company has such information on persons buying or having qualifying holding in its statutory capital, which if available to the Central Bank, could in accordance with law lead to rejection of the application on provision of prior consent for buying qualifying holding in its statutory capital or termination of such existing qualifying holding, the investment company is obligated to notify the Central Bank thereof within three working days after receiving such information.

104. Where direct and indirect qualifying holding is acquired by related persons, documents stipulated under Chapters 15 and 16 of this regulation shall be required from each of them.

#### **SECTION IV. STATEMENTS AND INFORMATION REGULARLY PROVIDED BY INVESTMENT COMPANY AND THE BRANCH OF FOREIGN INVESTMENT COMPANY**

##### **CHAPTER 19. STATEMENTS AND INFORMATION REGULARLY PROVIDED BY INVESTMENT COMPANY AND THE BRANCH OF FOREIGN INVESTMENT COMPANY**

105. Investment companies (branches of foreign investment company) shall submit to the Statistical Department of Central Bank the following statements (information) prior to June 1 of each year for residents, and prior to August 1 of each year for non-residents:

- 1) last year financial statements of a legal person that has qualifying holding in the statutory capital of the investment company (branch of a foreign investment company) (legal persons that operate for less than one year shall submit this information for the whole period of their operation) and their independent audit conclusion;
- 2) last year financial statements of a legal person related with the investment company (branch of a foreign investment company) (legal persons that operate for less than one year shall submit this information for the whole period of their operation) and their independent audit conclusion;
- 3) list indicating names, surnames, and positions of the senior officers of legal persons related with the investment company (branch of a foreign investment company) as well as legal persons related with persons related with the investment company (branch of a foreign investment company) (unless established otherwise by paragraphs 27 and 36 of this Regulation);
- 4) list indicating names and surnames of natural related with the investment company (branch of a foreign investment company) as well as natural persons related with persons related with the investment company (branch of a foreign investment company) (unless established otherwise by paragraphs 27 and 36 of this Regulation).

106. Where a legal person that has qualifying holding in the statutory capital of the investment company (branch of a foreign investment company) is included within any group (holding) or person consolidating their financial statements based on any other grounds, instead of statements (information) defined in paragraph 105.1 of this Regulation, such person shall submit to the Central Bank the following statements (information):

- 1) organizational structure of the group (holding)
- 2) financial statement of the group (holding) for the last fiscal year (legal persons with less than one year of operation shall submit the information for the whole period of their activity);

107. Where a legal person related with the investment company is included within any group (holding) or person consolidating their financial statements based on any other grounds, instead of statements (information) defined in paragraph 105.1 of this Regulation, such person shall submit to the Central Bank the following statements (information):

- 1) organizational structure of the group (holding)
- 2) financial statement of the group (holding) for the last fiscal year (legal persons with less than one year of operation shall submit the information for the whole period of their activity);

108. reports (information) defined in paragraph 105.1 of this Regulation shall not be submitted to the Central Bank, if legal person, which has qualifying holding in the statutory capital of the investment company is deemed person supervised by the Central Bank, which submits to the Central Bank statements of financial and comprehensive income in accordance with terms and conditions established by law or other legal acts;

**(paragraph 108 revised, 15.12.15, Resolution 261N)**

109. Statements (information) defined in Paragraph 105.2 of this Regulation shall not be submitted to the Central Bank, if legal person related with the investment company is deemed:

- 1) person acquiring qualifying holding in the statutory capital of the investment company, for which documentation (information) required for the person acquiring qualifying holding under this Regulation is submitted;
- 2) person supervised by the Central Bank, which submits to the Central Bank balance sheet, financial statement in accordance with terms and conditions established by law or other legal acts; or

**(clause 3 repealed, 15.12.15, Resolution 261N)**

110. In cases established under Paragraph 109 of this Regulation, the Central Bank shall be furnished with the list indicating names of those persons.

111. The Central Bank may request from the investment company (branch of a foreign investment company) statements (information) defined under Paragraph 105.2 and Paragraph 106 of this Regulation, regarding legal persons related with persons related with the investment company (branch of a foreign investment company).

112. Where statements (information) subject to submission in accordance with this Regulation are available on the electronic site (web page) of the legal person or group (holding) in Armenian, Russian or English languages, instead of such statements or information, the

relevant company may submit to the Central Bank address of the respective Internet site (web page) until the expire of the deadline for submission of those statements or information to the Central Bank. Whereas, where statements (information) defined in this Chapter are available on the Internet site (web page), legal persons shall ensure access to such statements (information) for at least 1 year.

## **SECTION V. REQUIREMENTS ON ADEQUACY OF BUSINESS PREMISES AND FACILITIES THEREOF**

### **CHAPTER 20. REQUIREMENTS ON ADEQUACY OF BUSINESS PREMISES AND FACILITIES THEREOF OF INVESTMENT COMPANY, BRANCH OF FOREIGN INVESTMENT COMPANY AND BRANCH OF INVESTMENT COMPANY**

113. Investment company, branch of foreign investment company and branch of investment company shall have:

- 1) separated premises which investment company (the founder of investment company, in case of branch of foreign investment company) owns under the proprietary right, lease (sublease) or the right to free use;
- 2) cash compartment designed to provide cash services for customers and ensure safe custody of cash (separated from the other structural subdivisions of the investment company, branch of the foreign investment company, or branch of foreign investment company). Cash compartment is the main place for cash storage and it has a pre-cash compartment area. The provision of having cash compartment is deemed complied with, if senior officer signed contract with cash collection service on daily transportation and handover of cash, or with a bank, or credit organization or their territorial units on storage of cash. Where cash vault is missing, the investment company, the branch or representative office of foreign investment company are allowed not to perform cash collection, provided that cash balance as of the end of business is not more than AMD 5 million and the investment company, the branch or representative office of foreign investment company have a fireproof safe at their premises which is affixed to the floor and wall of the cash desk. The provision hereof shall not apply to the investment company, the branch or representative office of foreign investment company which are dealing exclusively through bank transfers, or have outsourced cash operations to another person, which complies with the provisions defined of this Regulation;
- 3) separate vault for keeping the contracts on provision of investment services;
- 4) fire alarm and security alarm automatic 24-hour operational system with power supply coming from different sources, one of which may be local. Furthermore, a 24-hour fire alarm system should be installed throughout the entire territory of the investment company, whereby the system installed in the headquarters office shall be connected to "911" service of Emergency Situations Management Center of Republic of Armenia Ministry of Emergency Situations. Furthermore, there shall be fire extinguishers the

shelf life of which is not expired installed throughout the headquarters and branches of the manager in the sufficient quantity. The all hour service fire alarm and security alarm system shall be installed at least on all doors and windows and shall be connected to the police or licensed guard as verified by the respective documents. If the investment company or investment company branches are located in an area which has a 24-hour guard (security) service or security alarm system, the 24-hour security alarm system of the investment fund manager or branch office must be connected to the 24-hour guard (security) service or 24-hour safety alarm system, supported with relevant documents.;

- 5) various sources of power supply one of which shall be a reserve option. In the event of stoppage of the main source of power supply there should be alternatives to the local power supply, such as generators, batteries, sufficient enough to ensure normal functioning, without damage to the integrity of information and systems.
- 6) Investment company and branch of investment company shall be connected to computer network linking each other. Computer network linking the head office with branches shall be installed after registration of a branch, within the period established by the order of the Central Bank Governor, whereas for branches, which do not have chief accountant, computer network shall be connected to the branch after submission of documents verifying registration of the latter.

*(paragraph 60 amended No 243-N of 20.12.16)*

114. Further to complying with the requirements set forth in Paragraph 113 of this Regulation, investment companies providing custody services shall:

- 1) ensure a free access of customers to the premises of the company so that customers are allowed to fill out and hand over service orders, questionnaires and other documents as well as to receive personal securities accounts statements and references whatsoever;
- 2) as and when in charge of keeping documentary securities – have a vault and fireproof safe for keeping the certificates of securities; as such, only authorized members of staff of investment company shall have an access to the vault and fireproof safe, under internal rules and procedures of the company;
- 3) have a vault and fireproof safes for keeping electronic back-ups and original transaction-related documents for securities accounts database; only authorized members of staff of investment company shall have an access to the vault and fireproof safes, under internal rules and procedures of the company;
- 4) where the securities bookkeeping system is run electronically, use a system that safeguards the whole information relative to securities accounting from an unauthorized access;
- 5) have a possibility to use a reserve system for electronic bookkeeping of securities or for paper-based accounting when the main automation system is out of order or it has been rendered unused for reasons whatsoever;
- 6) use only a computer program for bookkeeping of securities that complies with the requirements stipulated under law and this Paragraph;
- 7) have software and hardware that allow regular and unhindered exchange of data and information between the depository and list-runner, between domestic depository and foreign depository, as stipulated under the contracts;

- 8) undertake to keep the documents relative to the bookkeeping of securities (i.e. documents and securities ledgers that serve a basis for transactions), and the database for at least 70 years;
- 9) where the bookkeeping of securities is run electronically – undertake the back-up procedures for the week’s database until the closing of each week and keep such back-ups in fireproof safes inside their premises or in a special data storage system outside their premises (a remote data storage system). The back-up sources prepared during the month shall be handed to a bank, as appointed by the depository, or to magnetically stable vault at the Central Depository (if the depository company does not have that magnetically stable vault in natural person possession) for safe custody until the closing of the first day of the following month;
- 10) where the bookkeeping of securities is run paper-based – undertake the bookkeeping of securities in ledgers and the back-up procedures for the same-day-entered data at the closing of the week, and place them in to the fireproof safe inside the premises of the company;
- 11) undertake back-up procedures for database, as referred to in sub-Paragraph 9 of this Regulation, in such a way so that these could any time be retrievable to their original shape. The preparing of back-up sources of database and documents relative to the bookkeeping of securities can be avoided if no entries or records have been made to such databases or securities accounts or ledgers during the period of time concerned;
- 12) make sure that, after the work hours are over, all hard-copy documents (including support documentation and securities accounting ledgers that serve a basis for transactions) are kept with a fireproof safe or vault, when authorized members of staff are not available.

115. Newly created investment company is deemed to comply with comply with the requirements of paragraph 113.1 of this Regulation, if person having proprietary rights to the respective separated premises has issued a letter of guarantee committing to provide the premises for ownership, lease (sublease), or the right for free use of the investment company after its registration and licensing. In the event of sublease, the copy of the master leasehold agreement and document verifying the right to lease real estate shall be provided as well.

116. In case when based on the Central Bank prior consent investment companies sign agreement on merger, the requirement on premises separation of the joining and retained investment companies established by this Chapter is not compulsory within 6 months starting from the day of signing the merger agreement.

117. Instead of requirements on facilities established under Paragraph 113 (2), (3), (4), (5) and Paragraph 114 (2), (3), (4), (5), (12) of this Regulation, investment company, the branch thereof, and the branch or representative office of foreign investment company may sign an insurance agreement, which shall cover at least the following accidents: loss or damage of owned, leased (subleased) or freed used assets, including cash, electronic copies of data base on personal accounts of fund participants, originals of documents relating to operations, etc. resulting from fire, larceny, theft, robbery or electricity supply breakdown.



118. Insurance cover on the insurance risks defined above may not be less than the cost of 1 percent of company's total assets.

119. In case, if insurance defined in paragraph 117 of this Regulation is carried out by non-resident insurance company, the latter shall have rating provided to non-resident company by at least one of the rating companies specified below, which shall be not lower than:

“A“ - Standard and Poor's;

“A3” - Moody's;

“A-“ - A.M. Best;

“A-“ - Fitch.

## SECTION VI

### CHAPTER 21. PROCEDURE AND FORM OF SUBMISSION OF CHANGES SUBJECT TO REGISTRATION TO THE CENTRAL BANK

120. Within 10 days after introducing changes, investment companies operating in the territory of Republic of Armenia, branches and representative offices of foreign investment companies shall submit to the Central Bank the following documents for registration:

- 1) changes in the list of senior officers subject to registration by the Central Bank in accordance with Central Bank decision No 15-N of January 15 2008 “Approval of Regulation 4/05 on Qualification, Professional Integrity Criteria and List of Topics for Qualification Evaluation of Investment Service Providers, Operator, Manager of Central Depository and Natural Persons Providing Investment Services”,
- 2) changes in the charter of investment company, branch of foreign investment company, representative office of foreign investment company, territorial subdivision of investment company operating in Republic of Armenia. Moreover, changes and additions in charters defined in this sub-paragraph shall be provided together with cover sheet established in Appendix 25 of this Regulation.

121. The following documents shall be submitted for registration in the Central Bank of changes in charters of investment company, branch of foreign investment company, representative office of foreign investment company, territorial subdivision of investment company operating in Republic of Armenia:

- 1) application for registration of the introduced changes signed by the authorized person of competent body of management of investment company or branch of foreign investment company;

- 2) decision of the authorized person of competent body of management of investment company or branch of foreign investment company or exert from minutes relating to changes in charter of investment company, branch of foreign investment company, representative office of foreign investment company, territorial subdivision of investment company operating in Republic of Armenia;
- 3) change in the charter of investment company, territorial subdivision of investment company, branch of foreign investment company, representative office of foreign investment company;
- 4) in case if change in the charter entails reissuing of license and (or) registration certificate, the application shall refer to the need for reissuing of license and (or) registration certificate, and shall be accompanied with the original of the previous license and (or) registration certificate and receipt for payment of stamp duty for reissuing the license.
- 5) if change of the charter relates to the increase in its authorized capital, investment company shall submit to the Central Bank documents verifying the increase of authorized capital.

122. If change of the charter of investment company, territorial subdivision of investment company, branch of foreign investment company, representative office of foreign investment company ensues from change of its business address, further to documents defined in paragraph 121 of this Regulation, the following documents shall be submitted to the Central Bank:

- 1) copy of certificate on state registration of the right of investment company (foreign investment company) on ownership, lease (sublease) or free use of new separated premises. In case of sublease, copy of the primary lease contract shall be provided as well;
- 2) the application referred to in paragraph 121.1 of this charter shall include statement of the investment company (branch of foreign investment company) confirming that premises of investment company (branch of foreign investment company, branch of investment company) corresponds to the standards defined in chapter 20 of this Regulation, whereby if this is not the case, commitment that correspondence will be ensured within three business days after decision of the Central Bank enters into force.

**(paragraph 122 supplemented 16.12.14, No359N)**

123. If change in the charter of investment company is ensuing from change in firm name of investment company, further to documents defined in paragraph 121 of this Regulation, investment company shall submit to the Central Bank application for registration of its firm

name and other required documents in accordance with the joint resolution of Republic of Armenia Central Bank and Ministry of Justice established in Article 36.1 (3.1) of the Law.

124. Changes shall be registered or registration of changes shall be rejected by Central Bank decision, whereby decision on registration of changes in the charter shall be issued by putting electronic-digital signature of the Central Bank Governor on cover sheet of the submitted notification of change.

125. The new copy of registration certificate and (or) license shall be provided to investment company or branch of foreign investment company within 10 business days after registration of the charter.

## CHAPTER 22

### PROCEDURE ON SUBMISSION TO THE CENTRAL BANK CHANGES WHICH ARE NOT SUBJECT TO REGISTRATION

126. The following changes shall be submitted to the Central Bank for registration of changes defined in this paragraph by investment company or branch of foreign investment company after receiving the license and by representative office of foreign investment company after registration within ten business days after the day when such change takes place:

- 1) newly approved rules on operation of investment company or branch of foreign investment company, (including (including the terms of providing leveraged transactions, including forex transactions) and updated internal regulations, which incorporate these rules (regulations defining operation of investment company, procedures, norms, programs and other similar documents),
- 2) for each change in the business premises and facilities thereof investment company, branch of foreign investment company or branch of investment company as defined in chapter 20 of this Regulation, letter concerning such changes, which contains statement confirming that changes in the business premises and facilities thereof investment company correspond to criteria defined in chapter 20 of this Regulation;
- 3) changes in the charter of branch or representative office established outside the territory of Republic of Armenia;

- 4) in case of change in the list of senior officers of representative office of investment company or foreign investment company, information about senior officers of representative office in accordance with Appendix 9 of this Regulation;
- 5) in case of dismissal or resignation of chairman of the board of investment company, respective letter where dates of decision taken by the competent management body and the made change are provided;

(paragraph 126 amended No 209-N of 10.12.18)

127. Investment company, branch of foreign investment company, branch of investment company shall submit to the Central Bank revised version of business plan within 10 business days after such change takes place, if change in the strategy of activities of investment company or branch of foreign investment company occurred. The revised program shall provide rationale for change of strategy. In such cases, change in the tables attached to the program may be introduced only until the last day of June. After this date, changes may be introduced exclusively in the case of significant fluctuations of the macroeconomic climate or activities of investment company or branch of foreign investment company (for example, significant fluctuations of gross domestic product, prices, provision of investment or other non-major new services.

128. Changes in clauses 2.3, 3.6, 3.8, 3.9 4.1 and 4.3 and paragraphs 5-9 of reference letter regarding information on manager and his/her activities defined in Annex 8 of this Regulation shall be also submitted to the Central Bank – not later than within three business days after investment company becomes aware of such changes.

(paragraph 122 supplemented 16.12.14, No359N)

## **CHAPTER 23. TRANSITIONAL PROVISIONS**

129. Investment company and branches of investment company are obligated to comply with the requirements on adequacy of business premises and facilities thereof, established in chapter 20 of this Regulation within 3 months after entry of this Regulation into force, whereby prior to that they should comply with the following requirements:

- 1) Investment company, branch of foreign investment company and branch of investment company shall have:
  - a. separated premises within the territory of Republic of Armenia, which investment company (the founder of investment company, in case of branch of foreign investment company) owns under the proprietary right, lease (sublease) or the right to free use;
  - b. cash compartment designed to provide cash services for customers and ensure safe custody of cash (separated from the other structural subdivisions of the investment

- company, branch of the foreign investment company, or branch of foreign investment company). Cash compartment is the main place for cash storage and it has a pre-cash compartment area. Where cash vault is missing, the investment company shall sign contract with cash collection service on daily transportation and handover of cash, or with a bank, or credit organization or their territorial units on storage of cash. Where cash vault is missing, the investment company, the branch or representative office of foreign investment company are allowed not to perform cash collection, provided that cash balance as of the end of business is not more than AMD 5 million and the investment company, the branch or representative office of foreign investment company have a fireproof safe at their premises which is affixed to the floor and wall of the cash desk. The provision hereof shall not apply to the investment company, the branch or representative office of foreign investment company which are dealing exclusively through bank transfers;
- c. separate vault for keeping the contracts on provision of investment services;
  - d. anti-fire safeguard and security alarm systems with a power supply coming from different sources, one of which may be local. This sub-Paragraph shall not apply to the branch of investment company;
  - e. various sources of power supply one of which shall be a reserve option. In the event of stoppage of the main source of power supply there should be alternatives to the local power supply, such as generators, batteries, sufficient enough to ensure normal functioning, without damage to the integrity of information and systems.
  - f. where investment company operating in the Republic of Armenia has a branch, software ensuring automatic reflection of operations of the branch in the balance sheet of the investment company.
- 2) During registration and licensing, newly established investment company is deemed to comply with the requirements of clause 1 of this paragraph, if person having proprietary rights to the respective separated premises has issued a letter of guarantee committing to provide the premises for ownership, lease (sublease), or the right for free use of the investment company after its registration and licensing. In the event of sublease, the copy of the master leasehold agreement and document verifying the right to lease real estate shall be provided as well.
  - 3) In the event investment companies concluded merger agreement based on Central Bank's prior consent, the requirement on separation of head offices and territorial subdivisions of the merging and overtaking investment companies as defined under this chapter is not obligatory during 6 months after signing the merger agreement.
  - 4) In addition to complying with the requirements set forth in clause 1 of this paragraph of this Regulation, investment companies providing custody services shall:
    - a. ensure free access of customers to the premises of the company so that customers are allowed to fill out and hand over service orders, questionnaires and other documents as well as to receive personal securities accounts statements and references whatsoever;

- b. as and when in charge of keeping documentary securities – have a vault and fireproof safe for keeping the certificates of securities; as such, only authorized members of staff of investment company shall have an access to the vault and fireproof safe, under internal rules and procedures of the company;
- c. have a vault and fireproof safes for keeping electronic back-ups and original transaction-related documents for securities accounts database; only authorized members of staff of investment company shall have an access to the till and fireproof safes, under internal rules and procedures of the company;
- d. where the securities bookkeeping system is run electronically, use a system that safeguards the whole information relative to securities accounting from an unauthorized access;
- e. have a possibility to use a reserve system for electronic bookkeeping of securities or for paper-based accounting when the main automation system is out of order or it has been rendered unused for reasons whatsoever;
- f. use only a computer program for bookkeeping of securities that complies with the requirements stipulated under law and this Paragraph;
- g. have software and hardware that allow regular and unhindered exchange of data and information between the depository and list-runner, between domestic depository and foreign depository, as stipulated under the contracts;
- h. undertake to keep the documents relative to the bookkeeping of securities (i.e. documents and securities ledgers that serve a basis for transactions), and the database for at least 70 years;
- i. where the bookkeeping of securities is run electronically – undertake the back-up procedures for the week's database until the closing of each week and keep such back-ups in fireproof safes inside their premises or in a special data storage system outside their premises (a remote data storage system). The back-up sources prepared during the month shall be handed to a bank, as appointed by the depository, or to magnetically stable vault at the Central Depository (if the depository company does not have that magnetically stable vault in natural person possession) for safe custody until the closing of the first day of the following month;
- j. where the bookkeeping of securities is run paper-based – undertake the bookkeeping of securities in ledgers and the back-up procedures for the same-day-entered data at the closing of the week, and place them in to the fireproof safe inside the premises of the company;
- k. undertake back-up procedures for database, as referred to in sub-Paragraph 9 of this Regulation, in such a way so that these could any time be retrievable to their original shape. The preparing of back-up sources of database and documents relative to the bookkeeping of securities can be avoided if no entries or records have been made to such databases or securities accounts or ledgers during the period of time concerned;
- l. make sure that, after the work hours are over, all hard-copy documents (including support documentation and securities accounting ledgers that serve a basis for transactions) are kept with a fireproof safe or vault, when authorized members of staff are not available.

- 5) Standards on adequacy of business premises and facilities of the branch of foreign investment company or investment company shall comply with the strictest among the requirements on business premises and facilities thereof requirement established by the Central Bank and foreign regulatory body.
- 6) Instead of requirements on adequacy of facilities established under clauses (b), (c), (d), (e) of this paragraph and sub-clauses (b), (c), (d) and (l) of clause 4, hereof, investment company, its branch or the branch or representative office of foreign investment company may sign an insurance agreement, which shall cover at least the following accidents: loss or damage of owned, leased (subleased) or freed used assets, including cash, electronic copies of data base on personal accounts of fund participants, originals of documents relating to operations, etc. resulting from fire, larceny, theft, robbery or electricity supply breakdown. Insurance cover on the insurance risks defined above may not be less than the cost of 1 percent of company's total assets. Furthermore, rating provided to non-resident company providing insurance as defined above shall be not lower than:

- "A-" for Standard and Poor's;
- "A3" for Moody's;
- "A-" for A.M. Best;
- "A-" for Fitch.

Appendix 1 to Regulation 4/01

“Registration and Licensing of Investment Companies; Registration of Branches and  
Representative offices of Investment Companies and Foreign Investment Companies;  
Procedure for Obtaining Preliminary Consent for Qualifying Holding in Statutory Capital of  
Investment Companies; Presentment of Business Plan by Investment Companies; and Notice  
of Provision of Investment Services by Banks and Credit Organizations”

C E N T R A L  
L B C A E N S E

ON PROVISION OF INVESTMENT SERVICES

*NAME OF INVESTMENT SERVICE* -----  
-----  
-----  
-----  
-----  
-----  
-----  
-----  
-----  
-----  
-----

Full Company Name of Investment Company

RA Central Bank Governor -----

*Seal*

*Issued:* ----- 200 .



**Appendix 2 to Regulation 4/01  
“Registration and Licensing of Investment Companies; Registration of Branches and  
Representative offices of Investment Companies and Foreign Investment Companies;  
Procedure for Obtaining Preliminary Consent for Qualifying Holding in Statutory Capital of  
Investment Companies; Presentment of Business Plan by Investment Companies; and Notice  
of Provision of Investment Services by Banks and Credit Organizations”**

**APPLICATION FOR REGISTRATION AND LICENSING OF INVESTMENT  
COMPANY (BRANCH OF FOREIGN INVESTMENT COMPANY)**

To: Governor of the RA Central Bank

Dear -----,

(full name of the organization) -----  
-----, took a decision on rendering investment services.

Please find attached documents, which in accordance with the Republic of Armenia laws and other legal acts must be provided for obtaining the license, along with the list thereto.

Attached: --- pages.

Hereby, we kindly request you to issue license for rendering the services defined below in manner prescribed by the Republic of Armenia legislation.

Main investment services

- accept instructions from customers on carrying out operations with securities;
- carry out operations with securities on its own or customers behalf and on customer's expense;
- consult customers on investing in securities;
- carry out operations with securities on its behalf and expense;
- manage securities portfolio;
- carry out guaranteed placement of securities;
- carry out not guaranteed placement of securities

Secondary investment services

- custody of securities;
- lend customers for carrying out operations with securities where creditor acts as a counterpart of the transaction;
- render services on organization of issue and placement of securities;

- consult customers on structure of capital and corporate strategy issues, render consulting and other services on reorganization of companies;
- carry out dealer operations on sale and buy of foreign exchange;
- carry out research, financial analysis and other general investment recommendations related to operations with securities and disseminate it to customers.

According to the Republic of Armenia laws and other legal acts, please find attached the documents required for obtaining the license. Attached --- pages.

Please find below postal address:

\_\_\_\_\_

- Hereby, we represent that ----- (*name of organization*)

premises and technical equipment criteria are brought into correspondence with the requirements of Regulation 4/01, Chapter 20, or

- We guarantee that after ----- (*name of organization*)

licensing, premises and technical equipment criteria will be brought into correspondence with the requirements of Regulation 4/01, Chapter 20 within ----- period, and Central bank will be furnished with documentation evidencing correspondence of premises and technical equipment, as well as the copy of the contract on ownership, lease (sublease) of premises. Furthermore, in the event of sub-lease, the copy of the main contract will be provided as well.

Hereby, we, the undersigned, confirm that have accurately reviewed content of each document attached to this application. Furthermore, we confirm that information is comprehensive and true, and acknowledge that submission of any false information or document leads to liability established by law and rejection of the application.

Person (persons) initiating the establishment of investment company (branch of foreign investment company)

Signature	Name, surname (corporate name)	Passport data, social service card number (TIN)
_____	_____	_____
—	—	—
_____	_____	_____
—	—	—

Appendix 3 to Regulation 4/01

**“Registration and Licensing of Investment Companies; Registration of Branches and Representative offices of Investment Companies and Foreign Investment Companies; Procedure for Obtaining Preliminary Consent for Qualifying Holding in Statutory Capital of Investment Companies; Presentment of Business Plan by Investment Companies; and Notice of Provision of Investment Services by Banks and Credit Organizations”**

**APPLICATION FOR REGISTRATION OF REPRESENTATIVE OFFICE OF INVESTMENT COMPANY (FOREIGN INVESTMENT COMPANY)**

To: Governor of the RA Central Bank

Dear -----,

full name of investment company (foreign investment company) -----  
-----, took a decision on opening representative office in the Republic of Armenia.

Hereby, we kindly request you to register \_\_\_\_\_ representative office of investment company (foreign investment company) in manner prescribed by the Republic of Armenia legislation.

Rationale of opening representative office

---

---

---

---

According to the Republic of Armenia laws and other legal acts, please find attached the documents required for registration of the representative office of investment company (foreign investment company). Attached --- pages.

Hereby, we, the undersigned, confirm that have accurately reviewed content of each document attached to this application. Furthermore, we confirm that information is comprehensive and true, and acknowledge that submission of any false information or document leads to liability established by law and rejection of the application.

\_\_\_\_\_  
/name, surname, contact information and address of competent person of investment company (foreign investment company)

Phone \_\_ \_\_\_\_\_ 200 \_.

**Appendix 4 to Regulation 4/01**  
**“Registration and Licensing of Investment Companies; Registration of Branches and Representative offices of Investment Companies and Foreign Investment Companies; Procedure for Obtaining Preliminary Consent for Qualifying Holding in Statutory Capital of Investment Companies; Presentment of Business Plan by Investment Companies; and Notice of Provision of Investment Services by Banks and Credit Organizations”**

**APPLICATION FOR REGISTRATION OF BRANCH OF INVESTMENT COMPANY  
IN THE REPUBLIC OF ARMENIA**

To: Governor of the RA Central Bank

Dear -----,

(full name of investment company) -----  
-----, took a decision on opening (branch) in the Republic of Armenia.

Hereby, we kindly request you to register \_\_\_\_\_  
(name of the branch)

branch of investment company in manner prescribed by the Republic of Armenia legislation.

According to the Republic of Armenia laws and other legal acts, please find attached the documents required for registration of the branch of investment company (foreign investment company). Attached --- pages.

Hereby, we represent that ----- (*name of organization*) premises and technical equipment criteria are brought into correspondence with the requirements of Regulation 4/01, Chapter 20.

We guarantee that after ----- (*name of organization*) licensing, premises and technical equipment criteria will be brought into correspondence with the requirements of Regulation 4/01, Chapter 20 within ----- period, and Central Bank will be furnished with documentation evidencing correspondence of premises and technical equipment, as well as the copy of the contract on ownership, lease (sublease) of premises.

Hereby, we, the undersigned, confirm that have accurately reviewed content of each document attached to this application. Furthermore, we confirm that information is comprehensive and true, and acknowledge that submission of any false information or document leads to liability established by law and rejection of the application.

\_\_\_\_\_  
/name, surname, contact information and address of competent person of the investment company/

**Appendix 5 to Regulation 4/01**  
**“Registration and Licensing of Investment Companies; Registration of Branches and Representative offices of Investment Companies and Foreign Investment Companies; Procedure for Obtaining Preliminary Consent for Qualifying Holding in Statutory Capital of Investment Companies; Presentment of Business Plan by Investment Companies; and Notice of Provision of Investment Services by Banks and Credit Organizations”**

**APPLICATION FOR PRIOR CONSENT TO ESTABLISHMENT OF BRANCH OF INVESTMENT COMPANY OUTSIDE OF REPUBLIC OF ARMENIA**

To: Governor of the RA Central Bank

Dear -----,

(full name of investment company) -----  
-----, took a decision on opening of branch (name of the country of branch).

Hereby, we kindly request you to give prior consent on opening branch of investment company \_\_\_\_\_ (branch).

Hereby, we confirm that premises and technical facilities of \_\_\_\_\_ (branch name) correspond to criteria defined in Chapter 20 of Regulation 4/01.

We guarantee that after registration (licensing) premises and technical facilities of -----  
-----

*(branch name)*

within ----- period will be brought into compliance with criteria defined in Chapter 20 of Regulation 4/01 and the Central Bank will be furnished with documents verifying compliance of premises and technical facilities, as well as copy of contract on ownership or lease (sublease) of premises. In case of sublease, main lease contract will be presented as well.

Please find attached documents, which in accordance with the Republic of Armenia laws and other legal acts must be provided for prior consent to opening of the branch of investment company. Attached: --- pages.

Hereby, we, the undersigned, confirm that have accurately reviewed content of each document attached to this application. Furthermore, we confirm that information is comprehensive and true, and acknowledge that submission of any false information or document leads to liability established by law and rejection of the application.

\_\_\_\_\_  
/name, surname, and signature of the executive director of investment company/

\_\_\_\_\_ 200 \_.

Appendix 6 to Regulation 4/01

**“Registration and Licensing of Investment Companies; Registration of Branches and Representative offices of Investment Companies and Foreign Investment Companies; Procedure for Obtaining Preliminary Consent for Qualifying Holding in Statutory Capital of Investment Companies; Presentment of Business Plan by Investment Companies; and Notice of Provision of Investment Services by Banks and Credit Organizations”**

**APPLICATION  
FOR OPENING SAVINGS ACCOUNT**

To: Governor of the RA Central Bank

Dear -----,

We -----  
*(full name of company (founder))*

would kindly request to open savings account in order to pay authorized capital in manner prescribed by law and other legal acts.

The following person(s) is (are) authorized to give payment instruction:

\_\_\_\_\_  
(name, surname, patronymic, passport data, signature)

\_\_\_\_\_  
(name, surname, patronymic, passport data, signature)

\_\_\_\_\_  
(name, surname, patronymic, passport data, signature)

In case of registration or licensing of investment company by Central Bank or refusal to register and license it, or registration or refusal to register changes in the Charter, please transfer funds available on savings account opened in the Central Bank to the following account:

\_\_\_\_\_  
(banks name, account number)

---

(Other notes provided at applicants discretion)

/name, surname, and signature of the executive director of organization/

Appendix 7 to Regulation 4/01

**“Registration and Licensing of Investment Companies; Registration of Branches and Representative offices of Investment Companies and Foreign Investment Companies; Procedure for Obtaining Preliminary Consent for Qualifying Holding in Statutory Capital of Investment Companies; Presentment of Business Plan by Investment Companies; and Notice of Provision of Investment Services by Banks and Credit Organizations”**

**APPLICATION FOR REGISTRATION OF MANAGER**

To: RA Central Bank Governor -----

Dear, -----

We would kindly ask you to register ----- (for board member check professional adequacy) as \_\_\_\_\_.

Please find attached information required by the Republic of Armenia legislation.

We certify that the above mentioned person complies with the requirements of laws of the Republic of Armenia and other legal acts and the signature which is attached to the report about the head, is authentic.

Authorized person of investment company governing body:

\_\_\_\_\_  
*/name, surname, signature/*

date ----- 20

**“Registration and Licensing of Investment Companies; Registration of Branches and Representative offices of Investment Companies and Foreign Investment Companies; Procedure for Obtaining Preliminary Consent for Qualifying Holding in Statutory Capital of Investment Companies; Presentment of Business Plan by Investment Companies; and Notice of Provision of Investment Services by Banks and Credit Organizations”**

**Information on Senior Officer**

*Please attach your photo*

**Check this box if application provides changes only**

**1. Information about financial organization**

**(information about organization where you will work as a senior officer)**

**1.1 Financial organization name and code (as available)**

(for senior officer of a branch, provide also name of the financial organization branch and code provided by the Central Bank to the financial organization)

**1.2 Financial organization type**

- bank
- branch of foreign bank
- credit organization
- insurance company
- branch of foreign insurance company
- insurance broker
- investment company
- branch of foreign investment company
- regulated market operator
- Central Depository
- fund manager
- branch of foreign fund manager
- Bureau
- Payment and settlement organization

**2. Senior officer job title**



2.1 Job title of a senior officer, which you will hold in the organization specified in paragraph 1.1. above:

- Directors (Supervisory) Board member (Board member)
- Managing Director (Chairman of the Board, Head of Directorate, Chief Executive)
- Managing Director (Chairman) Deputy
- Directorate (Board, Executive Body) member
- Chief Accountant
- Deputy Chief Accountant
- Internal Audit Head
- Internal Audit Member
- Head of the Unit responsible for provision of investment services by banks
- Steering Committee Chairman (Head)
- Steering Committee Deputy Chairman (Deputy Head)
- Steering Committee Member
- Head of a Branch (Executive Director)
- Branch Chief Accountant
- Operator Disciplinary Committee Chairman
- Operator Steering Committee Head
- Operator Steering Committee Member
- Individual performing functions of insurance broker
- Actuarial officer
- Individual carrying out activities on fund management on behalf of fund manager or as part of fund manager
- Fund Custodian Head
- Fund Custodian staff member
- Bank internal compliance unit worker

2.2. Provide:

- Name of the bank internal compliance unit and job title, if you are a worker of that unit;
- Not applicable if you are not worker of that unit.

2.3 Describe areas of your responsibility and authority as a senior officer in accordance with your job description and job contract.

2.4 Indicate if you are:

- Individual carrying out activities on fund management on behalf of fund manager or as part of fund manager who is responsible for taking and implementing decisions on investment of fund assets within the fund investment policies;
- Individual carrying out activities on fund management on behalf of voluntary pension fund manager or as part of voluntary pension fund manager, who performs the calculation of the value of fund net assets;
- Individual carrying out activities on fund management on behalf of compulsory pension fund manager or as part of compulsory pension fund manager who is responsible for taking and implementing decisions on investment of fund assets within the fund investment policies;
- Individual carrying out activities on fund management on behalf of compulsory pension fund manager or as part of compulsory pension fund manager who performs the calculation of the value of fund net assets.

3. Personal Data

3.2 Gender

- male
- female

3.3 Date of birth

3.4 Place of birth

3.5 Citizenship

3.6 Provide:

- Passport data
- Other valid passport data (if available)
- Old passport data (if available)

3.7 Provide:

- Social Service Card number
- Not applicable

3.8 Provide:

- Registration place
- Actual residence place

3.9 Provide phone number

- cellular
- home

3.10 Email address

3.11 Provide all names, family names, patronymics you carried in the past and the relevant period

Name, family name, surname

Relevant period (day/month/year)

**4. Education, Qualification, Work History**

4.1

<i>Name of educational institution</i>	<i>Legal address</i>	<i>Period of study (from -- - till ---)</i>	<i>Department</i>	<i>Speciality</i>	<i>Awarded (research) degree</i>

4.2 Knowledge of languages

- Armenian
- English
- Russian
- other (*specify the language*)

4.3 Provide information on work performed over the last 10 years as follows:

<i>Period of employment</i>	<i>Name of the organization</i>	<i>Legal address</i>	<i>Telephone number</i>	<i>Position</i>	<i>Reason for leaving</i>

4.3 Provide information:

- about 3 persons that personally know you (as of the moment of presenting them), who may recommend you as needed, whereby one of such persons should be a staff member in your last place of work, whereas the last place of work is deemed the previous organization where you have worked, while the two others should not be from the organization where you plan to work, however they work or should have worked in the financial sector.

Name, surname	Name of the employing company and its address	Job title	Years of professional experience in financial sector	Phone number, electronic mail address

- Not exist
- Not applicable if such persons do not exist

**5. Other information about senior officer**

5.1 Have you been adjudged disabled or temporary disabled in accordance with law?

- No,
- Yes, (provide details)

5.2 Have you ever been convicted of an intentional crime

- No,
- Yes (provide details, including if the conviction was canceled or suspended in accordance with the law)

5.3 Have you been deprived of the right to hold position in the financial, insurance, banking, tax, customs, trade, economic or legal sectors by court?

- No,
- Yes, (provide details)

5.4 Have you been adjudged bankrupt or have overdue (not relieved) liabilities?

- No,
- Yes, (provide details)

5.5 Are you involved as a suspect, plaintiff, or defendant in criminal proceedings instituted by legal machinery of the RA or other country?

- No,
- Yes, (provide details)

5.6 Have you been called to criminal liability for commitment of crime specified under criminal code of the RA or other country?

- No,
- Yes, (provide details)

5.7 Has any financial company, operating on the territory of the Republic of Armenia or any foreign country, been adjudged insolvent or bankrupt while you held a position in that organization, or has the financial performance of any investment company operating in the RA been deteriorated according to the criteria established by the Central Bank Board as a result of your activities or inaction?

- No,
- Yes, please provide details

5.8 Has any financial company, registered on the territory of the Republic of Armenia or any foreign country, been adjudged insolvent or bankrupt as a result of your actions or inaction while you held a position in that organization?

- No,
- Yes, (provide details)

5.9 Have you over the last 1 year had to pay fine for 3 and more times as a senior officer of a financial company?

- No,
- Yes, (provide details)

5.10 Have your qualification certificate been revoked based on grounds defined in paragraph 1.2 hereinabove for investment company?

- No,
- Yes, (provide details) (including reasons for revocation of qualification certificate)

## **6. Qualified participation and relationship**

6.1 Indicate if there is a financial company as well as reporting issuers deemed non-investment company in which you or your related persons have qualifying holding presently or had it in the last 5 years

*List qualifying holdings beginning from the biggest one at present date*

*Whereas provisions relating to reporting issuers in paragraphs 6.1-6.3 shall be completed solely by persons providing investment services, regulated market operator, central Depository, fund custodian senior officers, as well as individuals carrying out fund management activities on behalf or as part of fund manager and worker of a fund custodian.*

<i>Name of financial organization (reporting issuer not deemed financial organization)</i>	<i>Period (period of having qualified holding in the past shall be indicated as well)</i>	<i>Participation within total share capital (in %),</i>	<i>Number of shares</i>	<i>Total amount (in Armenian drams)</i>

- Not applicable if you don't have or had qualifying holding as specified hereof.

6.2 Provide:

- Data required in the table for financial organizations, as well as other reporting issuing companies that are not financial institutions, where your related persons have a qualifying holding in the statutory fund (capital) or had it during the last 5 years.

*Indicate the holding starting from the biggest as of present.*

*(Relation shall be considered as such in conformity with the respective law regulating the activity of an investment company stated in point 1.2 and “Securities Market Law” in case of reporting issuers. For the purposes of this Regulation, information about family members shall include information solely about parents, spouse, children, sisters and brethren).*

<i>Name of financial organization (reporting issuer not deemed financial organization)</i>	<i>Period (period of having qualifying holding in the past shall be indicated as well)</i>	<i>Participation within total share capital (in %),</i>	<i>Number of shares</i>	<i>Total amount (in Armenian drams)</i>

- Not applicable if you don't have or had qualifying holding as specified hereof.
- Indicated “not aware”, if you don't have information specified in this paragraph.



6.3 Please provide information on related persons who work or have worked at financial organizations (if available).

*(Relation shall be considered as such in conformity with the respective law regulating the activity of an investment company stated in point 1.2, and “Securities Market Law” in case of reporting issuers. For the purposes of this Regulation, information about family members shall include information solely about parents, spouse, children, sisters and brethren).*

<i>Name of financial organization (reporting issuer not deemed financial organization)</i>	<i>Period (period of having qualifying holding in the past shall be indicated as well)</i>	<i>Participation within total share capital (in %),</i>	<i>Number of shares</i>	<i>Total amount (in Armenian drams)</i>

- Not applicable if you don't have or had qualifying holding as specified hereof.

## 7.Monetary (or other) liabilities

7.1 Do you (or persons related with you) have monetary (or other) liabilities towards investment company where you are going to work as chief officer?

- No,
- Yes, (provide details) (amount, period, etc.)

7.2 Do you (or persons related with you have overdue monetary (or other) liabilities towards investment company operating in the territory of the Republic of Armenia?

- No,
- Yes, (provide details) (name of the financial company, amount of overdue liability, period, etc.)
- Not aware

7.3 Do you have or had outstanding liabilities to a financial organization operating in the Republic of Armenia?

- No,
- Yes, (provide details) (name of the financial company, amount of overdue liability, period, etc.)

7.4. Do persons related with you have or had outstanding liabilities to a financial organization operating in the Republic of Armenia?

- No,
- Yes, (provide details) (amount, period, etc.)
- Not aware

**8. Other information**

8.1 Provide information on related individuals (except persons defined in paragraph 6.3) as follows:

<i>Name, surname</i>	<i>Passport number</i>	<i>Form of relationship</i>	<i>Place of work</i>	<i>Job title</i>	<i>Address</i>	<i>Telephone number</i>

8.2 Provide information on related legal persons as follows:

<i>Name of organization</i>	<i>Address</i>	<i>Form of relationship</i>	<i>TIN</i>	<i>Telephone number</i>

- Not applicable, if there is not a related person specified in this paragraph.

9. Is there any other important information *you would like to provide?*

- No,
- Yes, (provide details)

10. Other documents

10.1 This field must be completed only by bank board members.

I have read the document "Guidelines for Board Members"

I have read "Guidelines on Activities of Board Members", established by Appendix 41 of Regulation 1 "Registration and Licensing of Banks and Branches of Foreign Banks, Registration of Bank Branches and Representative Offices, Qualification and Registration of Senior Officers of Banks and Branches of Foreign Banks" approved by CBA Board Resolution No 145-N of April 12, 2005.

- No,
- Yes,

11. I certify that:

*a. information contained in this document is accurate and complete;*

*b. there is no grounds in the relevant legal acts for refusal of registration of senior officer.*

I agree that authorities for checking information provided in this reference the Central Bank applies to the relevant competent authorities, maintaining the confidentiality of information.

*Date (day/month/year)*

-----

*Signature of the senior officer proposed for registration*

-

-----

*Attach signature sample*

(Appendix 8 supplemented 16.12.14 by Resolution N359N)

Appendix 9 to Regulation 4/01

**“Registration and Licensing of Investment Companies; Registration of Branches and Representative offices of Investment Companies and Foreign Investment Companies; Procedure for Obtaining Preliminary Consent for Qualifying Holding in Statutory Capital of Investment Companies; Presentment of Business Plan by Investment Companies; and Notice of Provision of Investment Services by Banks and Credit Organizations”**

Republic of Armenia  
Central Bank Governor

-----

Dear: -----

Please find attached information on person indicated in this reference

**Reference**  
**On Senior Officers of Representative Office**

*Please attach here  
your photo*

**This box should be checked if only changes are presented**

**1. Information about financial organization**

*(here, data should be presented on organization where you will work as head)*

1.1 Name and code of financial organization (as available)

<p>1.2. Type of financial organization</p> <ul style="list-style-type: none"><li><input type="radio"/> bank</li><li><input type="radio"/> credit organization</li><li><input type="radio"/> insurance company</li><li><input type="radio"/> investment company</li><li><input type="radio"/> fund manager</li><li><input type="radio"/> payment and settlement organization</li></ul>
<p>1.2 Describe your powers and duties in position of a manager as provided in your job description and working contract:</p>
<p><b>2. Personal data</b></p>
<p>2.1 Name, surname, patronymic</p>
<p>2.2 Gender</p> <ul style="list-style-type: none"><li><input type="radio"/> female</li><li><input type="radio"/> male</li></ul>
<p>2.3 date of birth (day/month/year)</p>
<p>2.4 Place of birth</p>
<p>2.5 Nationality</p>
<p>2.6 Indicate:</p> <ul style="list-style-type: none"><li><input type="radio"/> Passport data</li><li><input type="radio"/> Second passport data (as available)</li><li><input type="radio"/> Former passport data (as available)</li></ul>
<p>2.7 Indicate:</p> <ul style="list-style-type: none"><li><input type="radio"/> Public Service Number</li><li><input type="radio"/> Not applicable</li></ul>
<p>2.8 Indicate:</p> <ul style="list-style-type: none"><li><input type="radio"/> TIN,</li><li><input type="radio"/> Actual residence address</li></ul>
<p>2.9 Indicate phone number:</p> <ul style="list-style-type: none"><li><input type="radio"/> mobile</li><li><input type="radio"/> home</li></ul>
<p>2.10 E-mail address:</p>

2.11 Indicate all your names, surnames and patronymics in the past and period of carrying them,

Name, surname, patronymic

Period of carrying (day/month/year)

**3. Education, qualification, professional experience**

3.1

<i>University, qualification</i>	<i>University address</i>	<i>Period of studying in University (--till --.)</i>	<i>Department</i>	<i>Profession</i>	<i>Academic decree</i>	<i>International qualification</i>

3.2 provide following information about professional experience during the last 10 years (Note: please provide data on actual professional experience, irrespective of its formal record)

<i>Period of work</i>	<i>Name of organization</i>	<i>Address</i>	<i>Phone number</i>	<i>Position, main duties</i>	<i>Reason for leaving</i>	<i>Indicate here, if provided data is not formally registered</i>

4. I certify that the information contained in this document is accurate and complete and signature of the person above is the authentic one.

*Name and surname of person authorized by management body  
of investment company* -----

*Date (day/month/year)* -----

*Signature* -----

*Investment organization seal* -----




**Appendix 10 to Regulation 4/01**  
**“Registration and Licensing of Investment Companies; Registration of Branches and Representative offices of Investment Companies and Foreign Investment Companies; Procedure for Obtaining Preliminary Consent for Qualifying Holding in Statutory Capital of Investment Companies; Presentment of Business Plan by Investment Companies; and Notice of Provision of Investment Services by Banks and Credit Organizations”**

**INFORMATION ON SHAREHOLDERS (EQUITY HOLDRES) OF INVESTMENT COMPANY**

<i>Shareholders (equity holders) - legal persons</i>						
Corporate name and address	Country which provided public registration, serial number of public registration or other equivalent certificate, registration data, contact information	Shares (equity)		Number of votes secured by shares (equity)		
		quantity	share in total	quantity	share in total	
1						
2						
..						
<i>Shareholders (equity holders) - natural persons</i>						
Name, surname, address	Passport serial number	Shares (equity)		Number of votes secured by shares (equity)		
		quantity	share in total	quantity	share in total	
1						
2						
...						

Appendix 11 to Regulation 4/01  
“Registration and Licensing of Investment Companies; Registration of Branches and Representative  
offices of Investment Companies and Foreign Investment Companies; Procedure for Obtaining  
Preliminary Consent for Qualifying Holding in Statutory Capital of Investment Companies;  
Presentment of Business Plan by Investment Companies; and Notice of Provision of Investment  
Services by Banks and Credit Organizations”

**REGISTRATION CERTIFICATE OF INVESTMENT COMPANY (FORM)**

<p><b>FORM OF REGISTRATION CERTIFICATE OF INVESTMENT COMPANY</b></p>  <p>REPUBLIC OF ARMENIA CENTRAL BANK</p> <p>REGISTRATION CERTIFICATE OF INVESTMENT COMPANY</p> <p>YEREVAN</p>	<p style="text-align: right;"><u>Republic of Armenia</u> Central Bank Resolution ---- date No ---</p> <p style="text-align: center;"><b>REGISTRATION CERTIFICATE</b> No ---</p> <p>In accordance with the Republic of Armenia laws “On Securities market” and “On The Central Bank of the Republic of Armenia”, this certificate is issued:</p> <p style="text-align: center;">----- <i>(name, business form, address)</i> -----</p> <p>----- investment company, certifying that it is registered in the Central Bank of the Republic of Armenia.</p> <p><b>Registration number:</b> _____</p> <p><b>Day, month and year of registration:</b> _____</p> <p><b>Taxpayer identification number</b> _____</p> <p>Governor of the Republic of Armenia Central Bank _____ ..... 20 ... .</p> <p>Seal</p>
---	--

Appendix 12 to Regulation 4/01

“Registration and Licensing of Investment Companies; Registration of Branches and Representative offices of Investment Companies and Foreign Investment Companies; Procedure for Obtaining Preliminary Consent for Qualifying Holding in Statutory Capital of Investment Companies; Presentment of Business Plan by Investment Companies; and Notice of Provision of Investment Services by Banks and Credit Organizations”

**REGISTRATION CERTIFICATE OF BRANCH (REPRESENTATIVE OFFICE) OF FOREIGN INVESTMENT COMPANY (FORM)**

**FORM OF REGISTRATION  
CERTIFICATE OF FOREIGN  
INVESTMENT COMPANY**



REPUBLIC OF ARMENIA  
CENTRAL BANK

REGISTRATION  
CERTIFICATE OF BRANCH  
OFFICE (REPRESENTATIVE  
OFFICE) OF FOREIGN  
INVESTMENT COMPANY

YEREVAN

Republic of Armenia

Central Bank

Resolution ---- date No ---

**REGISTRATION CERTIFICATE** No ---

In accordance with the Republic of Armenia laws “On Securities market” and “On The Central Bank of the Republic of Armenia”, this certificate is issued:

\_\_\_\_\_  
*(name, business form, address of foreign investment company)*

\_\_\_\_\_  
foreign investment company, certifying  
that

\_\_\_\_\_  
*(name of branch(representative office) of foreign investment company)*

is registered in the Central Bank of the Republic of Armenia

**Registration number:** \_\_\_\_\_

**Day, month and year of registration:** \_\_\_\_\_

**Taxpayer identification number** \_\_\_\_\_

Governor of the Republic of Armenia Central Bank \_\_\_\_\_

..... 20 ... .

Seal

Appendix 13 to Regulation 4/01  
“Registration and Licensing of Investment Companies; Registration of Branches and Representative  
offices of Investment Companies and Foreign Investment Companies; Procedure for Obtaining  
Preliminary Consent for Qualifying Holding in Statutory Capital of Investment Companies;  
Presentment of Business Plan by Investment Companies; and Notice of Provision of Investment  
Services by Banks and Credit Organizations”

**REGISTRATION CERTIFICATE OF BRANCH (REPRESENTATIVE OFFICE)  
OF INVESTMENT COMPANY (FORM)**

FORM OF REGISTRATION  
CERTIFICATE OF  
INVESTMENT COMPANY



REPUBLIC OF ARMENIA  
CENTRAL BANK

REGISTRATION  
CERTIFICATE OF  
BRANCH OFFICE  
(REPRESENTATIVE  
OFFICE) OF INVESTMENT  
COMPANY

YEREVAN

Republic of Armenia

Central Bank  
Resolution ---- date No ---

**REGISTRATION CERTIFICATE** No ---

In accordance with the Republic of Armenia laws “On Securities market” and  
“On The Central Bank of the Republic of Armenia”, this certificate is issued:

\_\_\_\_\_   
*(name, business form, address of investment company)*

\_\_\_\_\_ investment company, certifying that  
\_\_\_\_\_   
*(name of branch(representative office) of investment company)*

is registered in the Central Bank of the Republic of Armenia

Registration number: \_\_\_\_\_

Day, month and year of registration: \_\_\_\_\_

Taxpayer identification number \_\_\_\_\_

Governor of the Republic of Armenia Central Bank \_\_\_\_\_

..... 20 ...

Seal

**Appendix 14 to Regulation 4/01**  
**“Registration and Licensing of Investment Companies; Registration of Branches and Representative offices of Investment Companies and Foreign Investment Companies; Procedure for Obtaining Preliminary Consent for Qualifying Holding in Statutory Capital of Investment Companies; Presentment of Business Plan by Investment Companies; and Notice of Provision of Investment Services by Banks and Credit Organizations”**

**Letter of request for acquisition of qualifying holding in the statutory capital of investment company by legal person**

To: Governor of the RA Central Bank

-----

Dear Mr. Governor \_\_\_\_\_

**Hereby, we would request prior consent of the Central Bank for acquisition by**  
\_\_\_\_\_ *(indicate name of the legal person planning to buy qualifying*  
*holding)* **qualifying**  
**holding in** \_\_\_\_\_  
*(indicate name of the investment company)*

\_\_\_\_\_ *(indicate direct or indirect).*

**PART 1.**

To be completed by legal person planning to buy qualifying holding in the statutory capital of investment company

<b>1. Data on legal person – shareholder (organization)</b>
1.1. Name _____
1.2. Address _____
1.3. Registration date _____ place _____ number _____ <i>(day/month/year)</i>
<b>2. Shares (units) subject to acquisition</b>
2.1. Total number of shares (units)



2.			

4. Sufficient and complete substantiations of the legitimacy of the origin of the invested funds.  
*(Central Bank may additionally request documents, information, etc.)*

5. Information on holding in the statutory capital of other persons:  
*Central Bank may additionally request financial statements of the specified organizations.*

For holding of at least 10 percent of shares with voting right:

Organization name	Address	Amount of holding (in AMD)	Amount of holding (%)
1.			
2.			

6. Information about senior officers of the organization (board chairman, board member, executive director, chief accountant).

*Central Bank may additionally request to complete Appendix 8 for senior officers (completion of Appendix 8 is mandatory for the executive director and chief accountant of legal person deemed qualified shareholder of investment company)*

Name, surname, passport data, TIN	Job title	Working experience in the organization (of which, experience in the specified position )
1.		
2.		

7. Information about related persons

*Relatedness shall be considered in accordance with Article 3.36 of the Republic of Armenia Law on Securities Market.*

Organization name; individual name, passport data, TIN	Address (business/residence)	Type of relatedness
1.		
2.		


**8. Information about shareholders of legal person acquiring qualified shareholding**

Shareholder's corporate name, name and surname	Amount of holding (in AMF)	Amount of holding (%)

**9. Other information**

9.1. Does the organization have debt, which is overdue/outstanding for at least 30 days? Yes  No   
 If the answer is "Yes", provide details.

9.2. Are the grounds defined in Article 55 of the RoA law "On Securities Market" and the Republic of Armenian Law "On Anti-Money Laundering and Combating Terrorism Financing" and legal acts ensuing thereof, applicable to the person? Yes  No   
 If the answer is "Yes", provide details.

9.3. Is the organization ready to provide additional financial assistance if performance of investment company worsens (drastic reduction of capital, liquidity problems, large losses, emergency situations)? Yes  No  Other

«If the answer is "Yes", provide details.

9.4. Do you recommend any changes in the business plan of the investment company provided to the Central Bank? Yes  No

If the answer is "Yes", provide details.



9.5. Other information which you consider as important:

10. We confirm that

- a) provided information is comprehensive and true, and acknowledge that submission of any false information or document leads to administrative and criminal liability established by law;
- b) the grounds established in Article 55 of the RoA Securities Market Law are not applicable.

I declare that any other person does not acquire the status of indirect qualified shareholder through my holding in the investment company, otherwise I will present information and documents on persons acquiring the status of indirect qualified shareholder through my holding in the investment company as required by law and other legal acts.

In the event of any change in information provided by me hereinabove, I agree to notify the Central Bank, as well as submit to the investment company the statements (information) defined in paragraph 105.1 and paragraph 106 of the Regulation 1 “Registration and Licensing of Banks and Branches of Foreign Banks, Qualification and Registration of Senior Officers of Banks and Branches of Foreign Banks” approved by the CBA Board Resolution No 145-N of April 12, 2005, at least 5 days prior to the periods established in the Regulation.

CEO name and surname \_\_\_\_\_

Signature \_\_\_\_\_

Date \_\_\_\_\_  
day/month/year

**PART II**  
TO BE COMPLETED BY INVESTMENT COMPANY

**Hereby, we would request prior consent of the Central Bank for acquisition by**

\_\_\_\_\_ (*specify name of the legal person planning to buy  
qualifying holding*)

**qualifying holding in** \_\_\_\_\_  
(*indicate name of the investment company*)

\_\_\_\_\_ (*indicate direct or indirect*).

**1. We confirm compliance with the rules established by law and other legal acts on  
application of preferential right for acquisition of share (equity) of the investment company  
participant** \_\_\_\_\_

(*indicate name of the investment company*)

(*the paragraph above shall not be completed in case of acquisition of donated share (equity) of the  
investment company participant*).

Name and surname of the authorized person of the investment company management body  
-----

Signature \_\_\_\_\_ Date -----

(*day, month, year*)

Appendix 15 to Regulation 4/01

**“Registration and Licensing of Investment Companies; Registration of Branches and Representative offices of Investment Companies and Foreign Investment Companies; Procedure for Obtaining Preliminary Consent for Qualifying Holding in Statutory Capital of Investment Companies; Presentment of Business Plan by Investment Companies; and Notice of Provision of Investment Services by Banks and Credit Organizations”**

Letter of request for acquisition of qualifying holding in the statutory capital of investment company by individual

To: Governor of the RA Central Bank

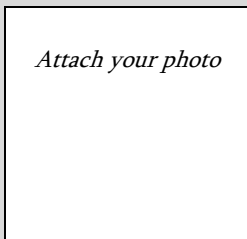
-----

Dear Mr. Governor \_\_\_\_\_

I would hereby request prior consent of the Central Bank for of qualifying holding in \_\_\_\_\_  
*(indicate name of the investment company)*

**PART 1.**

**To be completed by individual planning to buy qualifying holding in the statutory capital of investment company**



**1. Data on Individual**

1.1 Name, surname, patronymic \_\_\_\_\_

1.2. Gender \_\_\_\_\_

1.3. Birthdate day/month/year \_\_\_\_\_

1.4. Birthplace \_\_\_\_\_

1.5. Citizenship \_\_\_\_\_

1.6. Passport data \_\_\_\_\_

Social service card number \_\_\_\_\_

1.7. Address

Registration address \_\_\_\_\_

Actual residence address \_\_\_\_\_

1.8. Phone: \_\_\_\_\_

1.9. E-mail: \_\_\_\_\_

1.10. Indicate all names, surnames and patronymics you carried before and specify their periods

Name, surname, patronymic	Period	
	Beginning (day/month/year)	End (day/month/year)

**2. Education, qualification, work**

2.1. Name of higher educational institution (HEI) and international qualification	HEI address	Period of studying (from _____ to _____)	Faculty	Profession	Academic degree or level of international qualification
1.					

2.					
3.					
4.					

2.2. Languages

- Armenian
- English
- Russian
- Other (specify the language)

2.3. Provide information on work performed over the last 10 years (please provide information on actual work performance irrespective of the fact that it is registered in work record or not)

Hiring and termination dates	<i>Name of the company</i>	Company activity types	Address	<i>Telephone number</i>	Job title, main responsibilities	<i>Reason for quitting the job</i>	Mark, if the data is not provided in work record

2.4. Specify persons who work or worked in the financial system and know you personally, who may recommend you as needed.

Name, surname	Name of the employing company and its address	Job title	Years of professional experience in financial sector	Phone number, electronic mail address

- Not applicable if such persons do not exist

3. Shares (units) subject to acquisition

3.1. Total number of shares (units) \_\_\_\_\_ Amount  
 %

including shares with voting right \_\_\_\_\_  
Amount %

3.2. Price of each share (unit) \_\_\_\_\_

3.3. Current market value of each share (unit) \_\_\_\_\_

4. Terms and periods of acquisition of holding, investment sources (ownership capital, borrowed funds)

4.1. Indicate terms and conditions of the acquisition of holding:

4.2. Indicate investment sources (ownership capital, borrowed funds)

*Where investment is made through received loan or credit, complete paragraph 4.3*

4.3. For investments made through credit or loan, specify:

a) Name/corporate name of creditor \_\_\_\_\_

b) Business or residence address \_\_\_\_\_

c) Amount of credit/loan \_\_\_\_\_

d) Collateral subject \_\_\_\_\_

e) Terms and conditions on provision of credit/loan

f) Sources for repayment of credit/loan

4.4. Where qualifying holding is acquired directly from another shareholder (not through regulated market), specify:

Name (corporate name) of seller/transferring person	Number of shares to be sold/transferred	(%) of holding within total shares/units subject to sale/transfer
1.		
2.		
3.		

5. Sufficient and complete substantiations of the legitimacy of the origin of the invested funds.  
*(Central Bank may additionally request documents, information, etc.)*

6. Information on holding in the statutory capital of other persons:

6.1. For holding of at least 10 percent of shares with voting right:

Organization name	Address	Amount of holding (in AMD)	Amount of holding (%)
1.			
2.			
3.			

*For persons specified in this paragraph, complete Appendix 17 of this regulation.*

6.2. For other holding:

Organization name	Address	Amount of holding (in AMD)	Amount of holding (%)
1.			
2.			
3.			

7. Information about related persons

*Relatedness shall be considered in accordance with Article 3.36 of the Republic of Armenia Law on Securities Market.*

Organization name; individual name, passport data, TIN	Address (business/residence)	Type of relatedness
1.		
2.		
3.		

**8. Other information**

8.1. Do you or your related persons have debt, which is overdue/outstanding for at least 30 days? Yes  No

If the answer is “Yes”, provide details.

8.2 Are the grounds defined in Article 55 of the RoA law “On Securities Market” and the Republic of Armenian Law “On Anti-Money Laundering and Combating Terrorism Financing” and legal acts ensuing thereof, applicable to you? Yes  No

If the answer is “Yes”, provide details.

8.3. Are you ready to provide additional financial assistance if performance of investment company worsens (drastic reduction of capital, liquidity problems, large losses, emergency situations)? Yes  No  Other

If the answer is “Yes”, provide details.



8.4. Do you recommend any changes in the business plan of the investment company provided to the Central Bank?

Yes

No

If the answer is "Yes", provide details.

8.5. Other information which you consider as important:

9. I confirm that:

- a) provided information is comprehensive and true, and acknowledge that submission of any false information or document leads to administrative and criminal liability established by law;
- b) the grounds established in Article 55 of the RoA Securities Market Law are not applicable.

I declare that any other person does not acquire the status of indirect qualified shareholder through my holding in the investment company, otherwise I will present information and documents on person acquiring the status of indirect qualified shareholder through my holding in the investment company as required by law and other legal acts.

In the event of any change in information provided by me hereinabove, I agree to notify the Central Bank, thereof.

Name and surname \_\_\_\_\_

Signature \_\_\_\_\_ Date \_\_\_\_\_

*day/month/year*

**PART II**  
TO BE COMPLETED BY INVESTMENT COMPANY

Hereby, we would request prior consent of the Central Bank for acquisition by  
\_\_\_\_\_ (*specify name of the individual planning to buy*  
*qualifying* holding) *holding*  
qualifying holding in \_\_\_\_\_  
*(indicate name of the investment company)*

1. We confirm compliance with the rules established by law and other legal acts on application of preferential right for acquisition of share (equity) of the investment company participant \_\_\_\_\_  
*(indicate name of the investment company)*

(the paragraph above shall not be completed in case of acquisition of donated share (equity) of the investment company participant).

Name and surname of the authorized person of the investment company management body \_\_\_\_\_

Signature \_\_\_\_\_

Date \_\_\_\_\_  
*(day,month,year)*

Appendix 16 to Regulation 4/01  
“Registration and Licensing of Investment Companies; Registration of Branches and Representative  
offices of Investment Companies and Foreign Investment Companies; Procedure for Obtaining  
Preliminary Consent for Qualifying Holding in Statutory Capital of Investment Companies;  
Presentment of Business Plan by Investment Companies; and Notice of Provision of Investment  
Services by Banks and Credit Organizations”

**Application  
For Acquisition of Qualifying Holding in the Authorized Capital of Investment  
Company by State**

Governor of the RA Central Bank  
-----իս

Dear Mr. Governor \_\_\_\_\_

Hereby, we would request prior consent of the Central Bank for acquisition by  
\_\_\_\_\_ (*indicate name of the state*)  
qualifying holding in \_\_\_\_\_  
(*indicate name of the investment company*)

**PART 1.**

to be completed by body authorized to represent the State which intends to acquire  
qualifying holding in the authorized capital of the investment company

1. Do you propose any changes in business program submitted by you to the Central Bank?
<input type="radio"/> Yes (provide details), <input type="radio"/> No
2. Hereby, we, the undersigned, confirm that have accurately reviewed content of each document attached to this application. Furthermore, we confirm that information is comprehensive and true, and acknowledge that submission of any false information or document leads to liability established by law and rejection of the application. We commit to inform Central Bank about any changes in information provided to the Central Bank.

Name and surname of the director of  
body authorized to represent the State  
which intends to acquire qualifying  
holding in the authorized capital of the  
investment company

Signature \_\_\_\_\_

Date \_\_\_\_\_

day/month/year

**PART II**  
to be completed by investment company

<p style="text-align: center;"><b>Hereby, we would request prior consent of the Central Bank for acquisition by</b> _____ <i>(indicate name of the state)</i></p> <p><b>qualifying holding in</b> _____ <i>(indicate name of the investment company)</i></p> <p style="margin-top: 20px;"><b>2. We confirm compliance with the rules established by law and other legal acts on application of preferential right for acquisition of share (equity) of the investment company participant</b> _____ <i>(indicate name of the investment company)</i></p> <p><i>(the paragraph above shall not be completed in case of acquisition of donated share (equity) of the investment company participant).</i></p> <p>Name and surname of the authorized person of the investment company management body -----</p> <p>Signature _____ Date ----- <i>(day, month, year)</i></p>
--

Appendix 17 to Regulation 4/01

**“Registration and Licensing of Investment Companies; Registration of Branches and Representative offices of Investment Companies and Foreign Investment Companies; Procedure for Obtaining Preliminary Consent for Qualifying Holding in Statutory Capital of Investment Companies; Presentment of Business Plan by Investment Companies; and Notice of Provision of Investment Services by Banks and Credit Organizations”**

**INFORMATION ON LEGAL PERSON RELATED WITH PERSON ACQUIRING QUALIFYING HOLDING IN AUTHORIZED CAPITAL OF INVESTMENT COMPANY**

1. Qualifying shareholder	
1.1. Name (name, surname)	_____
1.2. Name of the organization where participant intends to acquire qualifying holding: _____	
2. Information about related legal person (organization)	
2.1. Name	
2.2. Address	
2.3. Registration date	_____ place _____ number _____ day/month/year
3. Information about qualifying shareholders of the related legal person ( <i>CBA may additionally request financial reports of organizations indicated in paragraph 3.1</i> )	
3.1. Legal persons with 10 and more percent of shares with voting right.	

Organization name	Address	The size of share (in AMD)	The size of share (in %)

3.2. Natural persons with 10 and more percent of shares with voting right

Name, surname, passport data	Address	The size of share (in AMD)	The size of share (in %)

4. Information on senior officers of the related legal person (chairman and members of board, executive director and chief accountant)

Name, surname, passport data	Job title	Professional experience with the organization (of which in current position)
1.		
2.		


--

5. Other information
----------------------

5.1 Does the related person have liabilities, which are overdue by 30 and more days? Yes  No

If the answer is “Yes”, provide details.

5.2. Are grounds defined in Article 55.1 of the RoA law “On Securities Market” and legal acts ensuing thereof, applicable to the person? Yes  No

If the answer is “Yes”, provide details.

5.2 Other information deemed important by you.
--



6. *Hereby, we, the undersigned, confirm that have accurately reviewed content of each document attached to this application. Furthermore, we confirm that information is comprehensive and true, and acknowledge that submission of any false information or document leads to liability established by law and rejection of the application.*

*We commit to inform Central Bank about any changes in information provided to the Central Bank.*

Name and surname of the authorized  
person of the investment company  
management body

Signature

Date

day/month/year

Appendix 18 to Regulation 4/01

“Registration and Licensing of Investment Companies; Registration of Branches and Representative offices of Investment Companies and Foreign Investment Companies; Procedure for Obtaining Preliminary Consent for Qualifying Holding in Statutory Capital of Investment Companies; Presentment of Business Plan by Investment Companies; and Notice of Provision of Investment Services by Banks and Credit Organizations”

INFORMATION ON NATURAL PERSONS

RELATED WITH PERSON ACQUIRING QUALIFYING HOLDING IN AUTHORIZED CAPITAL OF INVESTMENT COMPANY

1. Qualifying shareholder	
1.1 Name (name, surname)	_____
1.2. Name of the organization where participant intends to acquire qualifying holding:	_____
2. Information about related natural person	
<i>Affiliation shall be considered in accordance with Article 36 of Republic of Armenia law “On Securities Market”. Related persons of a natural person are father, mother, spouse and adult children.</i>	
2.1. Name, surname	_____
2.2. Address	_____
2.3. Passport data	_____
2.4 Type of affiliation	_____
3. Other information	
3.1. Does the related person have liabilities, which are overdue by 30 and more days?	Yes <input type="checkbox"/> No <input type="checkbox"/>

«If the answer is “Yes”, provide details.

3.2. Are grounds defined in Article 55.1 of the RoA law “On Securities Market” and legal acts ensuing thereof, applicable to the person?

Yes

No

If the answer is “No”, provide details.

3.3. Other information deemed important by you.

*4. Hereby, we, the undersigned, confirm that have accurately reviewed content of each document attached to this application. Furthermore, we confirm that information is comprehensive and true, and acknowledge that submission of any false information or document leads to liability established by law and rejection of the application.*

*We commit to inform Central Bank about any changes in information provided to the Central Bank.*

Name and surname of the authorized person of the investment company management body

Signature

Date

day/month/year

**Preliminary Consent for Qualifying Holding in Statutory Capital of Investment Companies;  
Presentment of Business Plan by Investment Companies; and Notice of Provision of Investment  
Services by Banks and Credit Organizations”**

**NOTIFICATION ON OBTAINING QUALIFYING HOLDING OR INCREASING HOLDING**

<p>I, ----- <i>(name, surname, patronymic of natural person or corporate name and business form of legal person)</i></p> <p>hereby state that I have obtained qualifying holding (increased my holding so that my voting share would reach 20 (50, 75) or more percent in the statutory capital of ----- ----- <i>(name of the investment company)</i>, totaling _____ percent).</p> <hr/> <p>(name, surname, patronymic of natural person or corporate address and contact information of legal person)</p> <p style="text-align: center;">Signature _____ Date _____ <span style="float: right;"><i>(day/month/year)</i></span></p>
---

**Appendix 20 to Regulation 4/01**  
**“Registration and Licensing of Investment Companies; Registration of Branches and Representative offices of Investment Companies and Foreign Investment Companies; Procedure for Obtaining Preliminary Consent for Qualifying Holding in Statutory Capital of Investment Companies; Presentment of Business Plan by Investment Companies; and Notice of Provision of Investment Services by Banks and Credit Organizations”**

**NOTIFICATION ON DISPOSAL OF SHARES ACQUIRED BY QUALIFYING HOLDER**

<p>I, ----- <i>(name, surname, patronymic of natural person or corporate name and business form of legal person)</i></p> <p>hereby state that as a result of disposal of shares (equity) acquired by me in ----- ----- <i>(name of the investment company)</i></p> <p>My voting share decreases from 10 (20, 50, 75) percent (by 10 or more percent or I cease control over ----- -----), <i>(name of the investment company)</i></p> <p>totaling ----- percent.</p> <hr/> <p style="text-align: center;">(name, surname, patronymic of natural person or corporate address and contact information of legal person)</p> <p style="text-align: center;">Signature _____ Date _____ <span style="float: right;"><i>(day/month/year)</i></span></p>
---



Name, surname, passport data	Address	The size of share (in AMD)	The size of share (in %)

4. Information on senior officers of the related legal person (chairman and members of board, executive director and chief accountant) *(CBA may additionally request completion of Appendix 8 for managers of organization in accordance with Appendix 8)*

Name, surname, passport data	Job title	Professional experience with the organization (of which in current position)
1.		
2.		

5. Other information

5.1 Does the related person have liabilities, which are overdue by 30 and more days? Yes  No

If the answer is “Yes”, provide details.

5.2 Other information deemed important by you:

6. *Hereby, we, the undersigned, confirm that have accurately reviewed content of each document attached to this application. Furthermore, we confirm that information is comprehensive and true, and acknowledge that submission of any false information or document leads to liability established by law and rejection of the application.*

*We commit to inform Central Bank about any changes in information provided to the Central Bank.*

Name and surname of the authorized person of  
the investment company management body \_\_\_\_\_

Signature \_\_\_\_\_

Date \_\_\_\_\_  
day/month/year



**Appendix 22 to Regulation 4/01**  
**“Registration and Licensing of Investment Companies; Registration of Branches and Representative offices of Investment Companies and Foreign Investment Companies; Procedure for Obtaining Preliminary Consent for Qualifying Holding in Statutory Capital of Investment Companies; Presentment of Business Plan by Investment Companies; and Notice of Provision of Investment Services by Banks and Credit Organizations”**

**INFORMATION ON NATURAL PERSONS RELATED WITH INVESTMENT COMPANY  
AND NATURAL PERSONS RELATED PERSONS RELATED WITH INVESTMENT  
COMPANY**

1. Affiliation basis ( <i>provide information about person through whom natural person becomes related</i> )	
Person’s name (name, surname, passport data)	
2. Data about related person ( <i>Affiliation shall be considered in accordance with Article 36 of Republic of Armenia law “On Securities Market”. Related persons of a natural person are father, mother, spouse and adult children.</i> )	
2.1. Name, surname	
2.2. Address	
2.3. Passport data	
2.4 Type of affiliation	
3. Other information	
3.1. Does the related natural person have liabilities, which are overdue by 30 and more days?	Yes <input type="checkbox"/> No <input type="checkbox"/>
If the answer is “Yes”, provide details.	

3.2 Other information deemed important by you:

*4. Hereby, we, the undersigned, confirm that have accurately reviewed content of each document attached to this application. Furthermore, we confirm that information is comprehensive and true, and acknowledge that submission of any false information or document leads to liability established by law and rejection of the application.*

*We commit to inform Central Bank about any changes in information provided to the Central Bank.*

Name and surname of the authorized  
person of the investment company  
management body \_\_\_\_\_

Signature \_\_\_\_\_

Date \_\_\_\_\_  
day/month/year

**Appendix 23 to Regulation 4/01**  
**“Registration and Licensing of Investment Companies; Registration of Branches and Representative offices of Investment Companies and Foreign Investment Companies; Procedure for Obtaining Preliminary Consent for Qualifying Holding in Statutory Capital of Investment Companies; Presentment of Business Plan by Investment Companies; and Notice of Provision of Investment Services by Banks and Credit Organizations”**

**NOTIFICATION ON RENDERING INVESTMENT SERVICES BY BANK**

Herewith, -----  
*(name of the bank)*

Notifies about its intent to render investment service (services) as follows:

Main investment services

- accept instructions from customers on carrying out operations with securities;
- carry out operations with securities on its own or customers behalf and on customers expense;
- consult customers on investing in securities;
- carry out operations with securities on its own behalf and expense;
- manage securities portfolio;
- carry out guaranteed placement of securities;
- carry out not guaranteed placement of securities.

Secondary investment services

- perform custody of securities;
- lend customers for carrying out operations with securities where creditor acts as a person;
- render services on organization of issue and placement of securities;
- consult customers on structure of capital and corporate strategy issues, render consulting and other services on reorganization of companies;
- carry out research, financial analysis and other general investment recommendations related to operations with securities and disseminate it to customers.

Signature of person representing the  
competent body of bank

Date                      —                      \_\_\_\_\_ 200.

**Appendix 24 to Regulation 4/01**  
**“Registration and Licensing of Investment Companies; Registration of Branches and Representative offices of Investment Companies and Foreign Investment Companies; Procedure for Obtaining Preliminary Consent for Qualifying Holding in Statutory Capital of Investment Companies; Presentment of Business Plan by Investment Companies; and Notice of Provision of Investment Services by Banks and Credit Organizations”**

**Title Page of Investment Company Charter**

APPROVED

REGISTERED

-----

(Name of company authorized body)

in RoA Central Bank

Date --/--/---- Decision No -----

-----

(Job title of the competent person)

RoA Central Bank Governor

-----

(name, surname, signature)

-----  
(signature)

CHARTER

---

Company (company branch or representative office) full name

(Appendix 24-edited on 16.12.14, by Resolution No 359 N)

**Appendix 25 to Regulation 4/01**  
**“Registration and Licensing of Investment Companies; Registration of Branches and Representative offices of Investment Companies and Foreign Investment Companies; Procedure for Obtaining Preliminary Consent for Qualifying Holding in Statutory Capital of Investment Companies; Presentment of Business Plan by Investment Companies; and Notice of Provision of Investment Services by Banks and Credit Organizations”**

**Title Page of Change in Investment Company Charter**

APPROVED

REGISTERED

-----

(Name of company authorized body)

in RoA Central Bank

Date --/--/---- Decision No -----

-----

(Job title of the competent person)

RoA Central Bank Governor

-----

(name, surname, signature)

-----  
(signature)

CHARTER

---

Company (company branch or representative office) full name  
(change(s)/supplement(s), new edition)

(Appendix 25-edited on 16.12.14, by Resolution No 359 N)

**Appendix 26 to Regulation 4/01  
Registration and Licensing of Investment Companies; Registration of Branches and Representative  
offices of Investment Companies and Foreign Investment Companies; Procedure for Obtaining  
Preliminary Consent for Qualifying Holding in Statutory Capital of Investment Companies;  
Presentment of Business Plan by Investment Companies; and Notice of Provision of Investment  
Services by Banks and Credit Organizations”**

**BUSINESS PLAN TERMS AND CONDITIONS OF ITS PRESENTATION, BUSINESS PLAN  
PERFORMANCE REPORT**

1. This Appendix shall establish the presentation of the 3-year business plan by a newly created and operating investment company, and branch of foreign investment company, and 2-year business plan (hereinafter Business Plan) by branch office of investment company operating in the Republic of Armenia to the Central Bank.
2. A business plan is a comprehensive document the purpose of which is to:
  - 1) serve for the stakeholders (participants, investors, managers of investment company and other stakeholders) of investment company (branch of foreign investment company, branch of investment company) as a document by which the nature and specificities of its business can be evaluated;
  - 2) help senior officers of investment company (branch of foreign investment company, branch of investment company) streamline, ascertain and identify development prospects for the business of investment company (branch of foreign investment company, branch of investment company), as well as serve as a basis for senior officers in order to evaluate actual results and effectiveness of the business of investment company (branch of foreign investment company, branch of investment company);
  - 3) help investment company (branch of foreign investment company, branch of investment company) consistently realize goals and objectives over the planned years;
  - 4) introduce the planned activity of investment company (branch of foreign investment company, branch of investment company) to the Central Bank that would enable the Central Bank to evaluate the business of the investment service provider and the strategy of risk management thereof.
3. The following principles shall underlie the business plan:
  - 1) Feasibility – when sufficient reasons for realization of proposed objectives and goals are available;
  - 2) Ability to evaluate – when there is possibility to evaluate the results of performance;
  - 3) Consistency – when there is a logical chain between each section and part of the business plan;
  - 4) Specific nature – when the subject presented is not beyond the scope of the heading, no unnecessary information, and review of issues to the point;



- 5) Other principles not contradictory to the ones mentioned above may underline Business Plan.
4. When providing the Central Bank with the documents relative to licensing, investment company (branch of foreign investment company, branch of investment company) shall present its business plan for the next 3 years to the Central Bank before the 15-th of February of each calendar year in accordance with Sub-Appendix 1 of this Appendix. The status report on implementation of the business plan, as provided for under Article 40.2 of the Law, shall be included in the business plan.
5. When submitting to the Central Bank documents on registration of investment company branch, investment company shall furnish the Central Bank with two year business plan in accordance with Sub-Appendix 2 of this Appendix.
6. Actual and projected figures of the financial statements included in the business plan shall reflect the policy laid down in the statements submitted to the Central Bank for regulation purposes. The tables and charts to the business plan shall be based on program forecasts of indicators. All the projected indicators, excluding macroeconomic ones, shall be based on specific calculations and shall reflect the policy laid down in the business plan. While preparing the projections, investment company or branch of the foreign investment company may, in addition, apply stress tests.
7. The business plan of the insurance company or branch of the foreign insurance company shall contain the data of the template business plan as specified in Sub-Appendix 1 of this Appendix. The business plan of the branch of a foreign insurance company shall contain the data of the template business plan as specified in Sub-Appendix 2 of this Appendix. The business plan may include data other than those designed for the template business plan as specified in Sub-Appendix 1 or Sub-Appendix 2 of this Appendix.
8. Where the coverage of business plan proposed by insurance company or branch of the foreign insurance company is in considerable excess of the volume stipulated under Appendix 39 Sub-Appendix 1 of this regulation, any extra data and information should be material and substantial enough to play an important role in the business plan.

**Registration and Licensing of Investment Companies; Registration of Branches and Representative offices of Investment Companies and Foreign Investment Companies; Procedure for Obtaining Preliminary Consent for Qualifying Holding in Statutory Capital of Investment Companies; Presentment of Business Plan by Investment Companies; and Notice of Provision of Investment Services by Banks and Credit Organizations”**

## **THREE-YEAR BUSINESS PLAN FORM OF INVESTMENT COMPANY**

### **SECTION I. INTRODUCTION**

(3-5 pages)

#### **CHAPTER 1. INTRODUCTORY STATEMENT**

(1-2 pages)

1. We hereby present views of management body of investment company, concerning actual performance of investment company in the previous year (excluding business plan submitted during registration and licensing of investment company) possible developments and general strategy in the period under review.

#### **CHAPTER 2. DESCRIPTION OF INVESTMENT COMPANY**

(1.5-2 pages)

2. General information about investment company, including date of creation “(except for the investment company applying for license), business form, number of branches and geographical location, rights, liabilities and responsibilities of natural persons performing management of fund on behalf of investment company or within its staff (natural persons managing fund), number of such persons in the staff list, other information as deemed important by fund investment company. Organizational chart of investment company shall be presented (1 page).

#### **CHAPTER 3. PRINCIPLES OF BUSINESS PLAN DEVELOPMENT**

(0.5-1 page)

3. Major assumptions underpinning development of the business plan, information about person developing business plan or coordinating work on its development (job title and telephone number).

### **SECTION II. CHARACTERISTICS OF INVESTMENT COMPANY**

(2-4 pages)

#### **CHAPTER 4. MISSION**

( 0.5 page)

4. Mission of investment company, long-term goal for which the investment company has been established. Mission should reflect the long-term role, place and peculiarities of investment company in financial market.

## **CHAPTER 5. GOALS**

( 0.5-1 page)

5. Medium-term goals by priority order. Goals may be quantitative, qualitative or general, but in overall they should be feasible with measurable outcomes. Goals should reflect the medium-term role, place and peculiarities of investment company in securities market.

6. Justification of goals described in this Chapter. If the goals were revised, provide reasons and substantiation for the revision. If the goals provided in paragraph 5 of this Appendix have been revised, provide reasons and substantiation for keeping them unchanged (except for organization submitting application for receiving license of investment fund management).

## **CHAPTER 6. BUSINESS OPERATION PRINCIPLES**

( 0.5-1 page)

7. Describe shortly the principles based on which investment company plans its policies, including policies in the following sectors:

1. relations with customers, funds, fund participants and partners on provision of investment services;
2. relations with chief officers and employees of investment company;
3. any other area at the discretion of investment company.

## **CHAPTER 7. AREAS OF OPERATION**

(0.5-1.5 pages)

8. Describe areas of operation and services provided by investment company and main business projections for the planned period. In particular;

- 1) main types or subtypes of operations and services carried out by the investment company;
- 2) target investment sectors in financial services market by sectors of economy;
- 3) main categories of customers by regions, residency, legal status and/or other criteria.

## **SECTION III. SITUATIONAL ANALYSIS**

(this part of business plan is not required for such business plan, which is submitted for registration or licensing of investment company).

(6-13 pages)

## **CHAPTER 8. GOALS AND OBJECTIVES OF PREVIOUS BUSINESS PLAN PERIOD**

(1-2 pages)

9. To provide:

1. goals of previous business plan period in order of priority;
2. objectives of previous business plan period in order of priority.

## **CHAPTER 9. ANALYSIS OF OBJECTIVES OF PREVIOUS BUSINESS PLAN PERIOD**

10. Describe process of implementation of the objectives, identifying reasons for failure to fully or partially achieve any objective (1-3 pages).

11. Analyze (2-5 pages) investment company's performance and impact of internal developments of the previous one year over projections and actual indicators of the previous year (as of January 1 of the current year), reasons of deviations (if deviation from projected indicator is 10 or more percent), and reasons for actual failure to implement planned measures in terms of:

- 1) investment company's capitalization;
- 2) main and secondary types of investment services;
- 3) profitability, income and expenses;
- 4) number of customers, dynamics of their change
- 4) management system, including:
  - a. internal regulation of corporative management;
  - b. internal control system;
  - c. disclosure of major risks of the previous period, their assessment and measures to curb them.
- 5) location of territorial subdivisions (branches and representative offices);
- 6) HR policy, number and qualification of employees, qualification requirements to staff, staff changes;
- 7) innovations (in the list of rendered services and mechanisms of their provision, technologies, research and development, implementation of payment and settlement instruments)

12. Analyze (1-2 pages) impact of internal developments of the previous one year over policies and performance of investment company in terms of:

- 1) international markets;
- 2) financial market of the Republic of Armenia, providing details of impact of competitors' behavior;
- 3) economic sectors of the Republic of Armenia;
- 4) legislative field (Republic of Armenia laws, normative acts of the Central Bank and legal acts of other state bodies).

## **CHAPTER 10. STRENGTHS AND WEAKNESSES**

(1 page)

13. Strengths and weaknesses of investment company, which have positive or negative impacts over performance in the previous period shall be identified and summarized based on the analysis performed in Chapter 9.

## **SECTION IV. FORECAST OF EXTERNAL ENVIRONMENT**

(2-4 pages)

## **CHAPTER 11. FORECAST OF POSSIBLE EXTERNAL DEVELOPMENTS**

(1.5-3 pages)

15. Describe major developments in the external environment of investment company, changes and the associated risks which investment company may face during the planned period. In particular:

- 1) international markets: describe developments in international markets, which may affect investment company's performance;

2) domestic developments: describe economic and political developments in the republic of Armenia, which may affect investment company's performance;

3) financial markets: describe expectations on developments in the Republic of Armenia monetary and fiscal sectors and their possible impact over investment company's performance;

4) legislative field (republic of Armenia laws, normative acts of the Central Bank and legal acts of other state bodies).

15. The analysis should be made only in terms of the impact of projected changes and developments in the aforementioned areas over investment company's performance, viewing them as opportunities and threats for investment company's performance. Excessively speculative expressions should be avoided. Don't simply describe developments without showing their possible impact on investment company. If according to investment company's viewpoint developments in any of the indicated sectors will not affect its performance (e.g. developments in international markets), briefly indicate the reasons.

## **CHAPTER 12. OPPORTUNITIES AND THREATS OF EXTERNAL ENVIRONMENT**

(0.5-1 page)

16. Projected developments in external environment, which may be viewed as opportunities and threats for investment company's performance shall be identified and summarized based on the analysis performed in Chapter 11.

## **SECTION V. LONG-TERM DEVELOPMENT**

(4-7 pages)

### **CHAPTER 13. MAJOR GOALS**

(1 page)

17. Describe objectives targeted over the planned period. Objectives should be very specific with measurable outcomes. All objectives should be linked with goals, and should result from performance outcomes of the previous periods, strengths and weaknesses of investment company, external opportunities and threats.

### **CHAPTER 14. HOW TO ACHIEVE THE OBJECTIVES**

(3-6 pages)

198. Describe steps and measures for achieving planned objectives and projected performance outcomes. They should correspond to internal strengths and weaknesses and external opportunities and threats identified and disclosed by investment company, providing solutions on how to overcome weaknesses and benefit from strengths.

19. Directions for achieving the planned objectives in the areas described below should be presented with justification for their selection:

1) Capitalization methods (description of measures aimed at ensuring sufficient level of capitalization and feasibility study with indication of domestic and external sources of capitalization);

2) policies implemented in terms of managed funds, value of funds by types of services, expected scope and structure of services, target groups of investors and (or) customers with measures for the attraction of investors and (or) customers in the particular market sector, etc. (if investment company intends to manage pension fund, projected number and age of fund participants should be provided as well);

- 3) forecast of assets of each fund and perspectives of their growth (for each fund) with justification of forecast;
- 4) projected financing sources. expected structure of income and expenses, profit, projected level of earnings with substantiation, dividend payment policies;
- 5) ways to improve management system;
- 6) regional policy (distribution and reorganization of territorial units);
- 7) measures to enhance HR policies;
- 8) administrative activities of investment company for fund management, planned new functions, services, tools, technologies for rendering services (by investors, customers, regions, market segments and sectors), measures to ensure their sustainability (justification for allocation of resources);
- 9) marketing policy: what market technologies will be applied or prioritized in planning investment company's operation (in order to expand the scope of rendering services, introduce new tools and services, and improve quality of services).

## **SECTION VI. ASSESSMENT AND MONITORING**

(6-8 pages)

### **CHAPTER 15. PROCESS OF BUSINESS PLAN DEVELOPMENT AND MONITORING OF IMPLEMENTATION**

(1 page)

20. Describe the process of business plan development by person who is in charge of performance assessment, monitoring of implementation and the relevant process.

### **CHAPTER 16. BUSINESS PLAN TABLES**

(5-7 pages)

21. Business plan should demonstrate:
- 1) projected balance sheet in accordance with Table 1 to this Appendix;
  - 2) projections on income and expenses of investment company by types of operations in accordance with Table 2 to this Appendix;
  - 3) projections on operations conducted in regulated market in accordance with Table 3 to this Appendix;
  - 4) projections on operations conducted outside regulated market in accordance with Table 4 to this Appendix;
  - 5) projections on securities or cash accepted for management in accordance with Table 5 to this Appendix;
  - 6) projections on placement of securities in accordance with Table 6 to this Appendix;
  - 7) projections on indicators of investment company managing efficiency as institutional structure in accordance with Table 7 to this Appendix.

22. Tables attached to business plan shall include data for three years. Where business plan must be submitted to the Central Bank on February 15, year 20X, the date in the tables should be indicated as:

- 1) Actual as of December 31 of the previous year (20(X-1), December 31);
- 2) Planned as of July 1 of the year 1 (20X, July 1),
- 3) Planned as of January 1 of the year 2 (20(X+1), January 1),
- 4) Planned as of July 1 of the year 2 (20X+1, July 1);
- 5) Planned as of January 1 of the year 3 (20(X+2), January 1),
- 6) Planned as of July 1 of the year 3 (20(X+2), July 1),
- 7) Planned as of January 1 of the year 4 (20(X+3), January 1),

Table 1.

**PROJECTED BALANCE SHEET**  
(AMD thousand)

	Actual as of December 31 of the previous year	Planned as of July 1 of the year 1	Planned as of January 1 of the year 2	Planned as of July 1 of the year 2	Planned as of January 1 of the year 3	Planned as of July 1 of the year 3	Planned as of January 1 of the year 4
<b>Assets</b>							
Cash and cash balance at the RA Central Bank							
Claims on banks and other financial organizations							
Claims on customers							
Profit/loss remeasured financial assets at fair value							
Available-for-sale financial assets							
Held-to-maturity investments							
Investments in statutory capital of other persons							
Fixed assets and intangible assets							
Deferred tax assets							
Other assets							
<b>Total assets</b>							
<b>Liabilities and Capital</b>							
Amounts due to banks and other financial organizations							
Amounts due to customers							
Profit/loss remeasured financial assets at fair value							
Securities issued by investment company							
Deferred tax liabilities							
Provisioning							
Other liabilities							
<b>Total liabilities</b>							
<b>3. Statutory capital</b>							
<b>4. Emission income</b>							



<b>5. Provisions</b>							
1) General reserve							
2) Translation reserve							
<b>6. Retained earnings (accumulated deficit)</b>							
<b>7. Other elements of capital</b>							
<b>Total capital</b>							
<b>Total liabilities and capital</b>							

TABLE 2

## INCOME AND EXPENSE PROJECTIONS

(AMD thousand)

	Actual as of December 31 of the previous year	Planned as of July 1 of the year 1	Planned as of January 1 of the year 2	Planned as of July 1 of the year 2	Planned as of January 1 of the year 3	Planned as of July 1 of the year 3	Planned as of January 1 of the year 4
Interest and similar income							
Interest and similar expenses							
<b>Net interest and similar income</b>							
Income on commission and fees							
Expenses on commission and fees							
<b>Received net commission and fees</b>							
Income from shareholders							
Net income on trade operations							
Other operational income							
<b>Operational income</b>							
Allowance for asset impairment							
General administrative costs							
Other operational costs							
Net gains (losses) on investment in equity of other persons							
<b>Gains (losses) before tax expenses</b>							
Profit tax expenses							
<b>Profit (loss) for the period</b>							
Basic profit (loss) per one share							
Thinned profit (loss) per one share							

TABLE 3

## PROJECTIONS ON OPERATIONS IN REGULATED MARKET

(AMD thousand)

Indicator	Actual value (as of December 31 of the previous year)	Future years (as of December 31 of the respective year)		
		Year 1	Year 2	Year 3
<b><i>1. Carry out operations with securities on its own or customers behalf and on customers expense</i></b>				
1.1 Sale and buy of securities, including:				
Government securities				
Private securities				
1.2. REPOs, including:				
Government securities				
Private securities				
1.3. Reverse REPOs, including:				
Government securities				
Private securities				
<b><i>2. Carry out operations with securities on its own behalf and expense</i></b>				
2.1 Sale and buy of securities, including:				
Government securities				
Private securities				
2.2. REPOs, including:				
Government securities				
Private securities				
2.3. Reverse REPOs, including:				
Government securities				
Private securities				
<b>Total</b>				

TABLE 4

PROJECTIONS ON OPERATIONS CONDUCTED OUTSIDE OF REGULATED MARKET  
(AMD thousand)

Indicator	Actual value (as of December 31 of the previous year)	Future years (as of December 31 of the respective year)		
		Year 1	Year 2	Year 3
<b><i>1. Carry out operations with securities on its own or customers behalf and on customers expense</i></b>				
1.1 Sale and buy of securities, including:				
Government securities				
Private securities				
1.2. REPOs, including:				
Government securities				
Private securities				
1.3. Reverse REPOs, including:				
Government securities				
Private securities				
<b><i>2. Carry out operations with securities on its own behalf and expense</i></b>				
2.1 Sale and buy of securities, including:				
Government securities				
Private securities				
2.2. REPOs, including:				
Government securities				
Private securities				
2.3. Reverse REPOs, including:				
Government securities				
Private securities				
<b>Total</b>				

TABLE 5

PROJECTIONS ON SECURITIES AND/OR CASH ACCEPTED FOR MANAGEMENT

(AMD thousand)

Indicator	Actual value (as of December 31 of the previous year)	Future years (as of December 31 of the respective year)		
		Year 1	Year 2	Year 3
<b>1. Managed cash, including:</b>				
1.1. Armenian drams				
1.2. All other currencies				
<b>2. Managed securities, including:</b>				
1.1. government				
1.2. private				



TABLE 7

## PROJECTIONS ON EFFICIENCY INDICATORS OF MANAGEMENT

Indicator	Actual value (as of December 31 of the previous year)	Future years (as of December 31 of the respective year)		
		Year 1	Year 2	Year 3
<b>Economic management efficiency</b> <i>Net profit/gross expenses</i>				
<b>Return on assets</b> <i>Net profit/gross assets</i>				
<b>Return on capital</b> <i>Net profit /total capital</i>				
<b>Staff structure efficiency</b>				
Number of administrative staff* <i>(administrative staff are employees directly involved in core business of investment company)</i>				
Number of support staff* <i>(administrative staff are employees not directly involved in core business of investment company (e.g. driver)</i>				
Number of administrative staff / number of support staff				
<b>Management efficiency</b>				
Number of staff				
<i>Net profit/ number of staff</i>				
<b>Training of staff</b> <i>Training costs/ number of administrative staff</i>				
<b>Staff salaries</b> <i>Salaries and wages of administrative staff / number of administrative staff</i>				
<b>Other indicators at investment company's discretion</b>				
<b>Trade incentives</b> <i>Promo expenses/total costs</i>				
<b>Other indicators at the discretion of person rendering investment services</b>				

\* Administrative staff are deemed employees directly related to key activities of the person that renders investment services.

\*\* Support staff is deemed employees not directly related to key activities of the person that renders investment services (for example, cleaners, drivers).

**Sub-appendix 2 to Appendix 20 Regulation 4/01  
Registration and Licensing of Investment Companies; Registration of Branches and Representative  
offices of Investment Companies and Foreign Investment Companies; Procedure for Obtaining  
Preliminary Consent for Qualifying Holding in Statutory Capital of Investment Companies;  
Presentment of Business Plan by Investment Companies; and Notice of Provision of Investment  
Services by Banks and Credit Organizations”**

**TWO-YEAR BUSINESS PLAN FORM OF INVESTMENT COMPANY  
BRANCH**

**Section 1. General Provisions**

**Provide general information about branch office of the investment company, including:**

1. name and business address of the newly established branch office;
2. grounds and goals for the establishment of a new branch office by the founder investment company;
3. anticipated role and significance of the branch office within the context of overall activities of the investment company.

This section shall also reflect main assumptions underlying business plan of branch office of the investment company, as well as provide information on person responsible for its preparation or person coordinating works on preparation of business plan (position in the company, contact phone number).

**Section 2. Main areas of business activities of the branch**

This section shall describe:

1. types of investment services, which the branch plans to render;
2. scope of authorities delegated to the branch by the investment company, expected changes in future thereto, development perspectives of the branch.

**Section 3. Description of target markets, competitiveness**

This section shall describe:

1. service area covered by the branch, scope of its potential customers;
2. potential competitors of the branch in target market;
3. comparative advantages and weaknesses of the branch as compared with its main competitors (for example, quality of services, etc.), evaluation outcome on competitiveness of the branch within its service area.

**Section 4. Internal organizational structure and management of the branch**

This section shall describe:



1. internal organizational structure of the branch (in a schematic manner), the names and main functions of the structural subdivisions, relations between them and number of employees of the branch;
2. powers and responsibilities of management of the branch;
3. internal control system of the branch;
4. information exchange between the headquarters and branch of the investment company, including the reporting system;
5. frequency and framework of performing internal audit in the branch;
6. all the procedures and measures, which are aimed at ensuring conformity of activities of the branch with the Republic of Armenia laws, other legal acts, as well as internal rules regulating activities of the investment company (policies, directives, etc.);
7. measures to respond to appeals and complaints of the customers of the branch.

**Section 5. Control over implementation of business plan, revisions of business plan**

6. This section shall describe procedure on monitoring implementation of the business plan, and rules on introducing amendments thereto.

**Section 6. Tables attached to the business plan**

7. Attach to the business plan tables, as follows:
  - 1) balance sheet projections of the branch in conformity with Table 1 of this Appendix;
  - 2) projections income and expenses of the branch in conformity with Table 2 of this Appendix.

**Table 1.**

**PROJECTED BALANCE SHEET  
(AMD thousand)**

	Actual as of December 31 of the previous year	Planned as of July 1 of the year 1	Planned as of January 1 of the year 2	Planned as of July 1 of the year 2	Planned as of January 1 of the year 3	Planned as of July 1 of the year 3	Planned as of January 1 of the year 4
<b>Assets</b>							
Cash							
Claims on banks and other financial organizations							
Claims on customers							
Profit/loss remeasured financial assets at fair value							
Available-for-sale financial assets							

Held-to-maturity investments							
Investments in statutory capital of other persons							
Fixed assets and intangible assets							
Deferred tax assets							
Other assets							
<b>Total assets</b>							
<b>Liabilities</b>							
Amounts due to banks and other financial organizations							
Amounts due to customers							
Profit/loss remeasured financial assets at fair value							
Securities issued by investment company							
Deferred tax liabilities							
Provisioning							
Other liabilities							
<b>Total liabilities</b>							

TABLE 2

INCOME AND EXPENSE PROJECTIONS  
(AMD thousand)

	Actual as of December 31 of the previous year	Planned as of July 1 of the year 1	Planned as of January 1 of the year 2	Planned as of July 1 of the year 2	Planned as of January 1 of the year 3	Planned as of July 1 of the year 3	Planned as of January 1 of the year 4
Interest and similar income							
Interest and similar expenses							
<b>Net interest and similar income</b>							
Income on commission and fees							
Expenses on commission and fees							
<b>Received net commission and fees</b>							
Net income on trade operations							
Other income							
Net allowance for asset impairment							
General administrative costs							
Other costs							
Profit (difference between income and expenses)							

**Appendix 27 to Regulation 4/01  
 Registration and Licensing of Investment Companies; Registration of Branches and Representative  
 offices of Investment Companies and Foreign Investment Companies; Procedure for Obtaining  
 Preliminary Consent for Qualifying Holding in Statutory Capital of Investment Companies;  
 Presentment of Business Plan by Investment Companies; and Notice of Provision of Investment  
 Services by Banks and Credit Organizations”**

**Reference on persons with qualifying holding in the authorized capital of foreign investment company**

1. Information on legal persons, states and international organizations having 10 and more percent voting shares in the authorized capital of foreign investment company			
Organization (state)	Location	Size of holding (in AMD)	Size of holding (in %)
2. Information on natural persons having 10 and more percent voting shares in the authorized capital of foreign investment company			
Name, surname, passport data	Address	Size of holding (in AMD)	Size of holding (in %)
3. Information on legal persons who are indirect qualifying shareholders of foreign investment company (Central Bank may request additional information).			
Organization	Address	The following data shall be provided on persons through which legal person is deemed indirect qualifying shareholder: name, surname and passport data.	Indicate the relevant clause of Article 3.34 of “Securities Market Law”, pursuant to which person is deemed indirect qualifying shareholder.
4. Information on natural persons who are indirect qualifying shareholders of foreign investment company (Central Bank may request additional information)			

Name, surname, passport data	Address	The following data shall be provided on persons through which legal person is deemed indirect qualifying shareholder: name, surname and passport data.

Indicate the relevant clause of Article 3.34 of "Securities Market Law", pursuant to which person is deemed indirect qualifying shareholder.

5. Do persons specified in this reference have 30 and more days overdue liabilities?

Yes  
 No

If the answer is "Yes", provide details.

6. *Hereby, we, the undersigned, confirm that have accurately reviewed content of each document attached to this application. Furthermore, we confirm that information is comprehensive and true, and acknowledge that submission of any false information or document leads to liability established by law and rejection of the application. We commit to inform Central Bank about any changes in information provided to the Central Bank.*

Name and surname of the authorized person of the foreign investment company branch

Appendix 28 to Regulation 4/01

**“Registration and Licensing of Investment Companies; Registration of Branches and Representative offices of Investment Companies and Foreign Investment Companies; Procedure for Obtaining Preliminary Consent for Qualifying Holding in Statutory Capital of Investment Companies; Presentment of Business Plan by Investment Companies; and Notice of Provision of Investment Services by Banks and Credit Organizations”**

**APPLICATION FOR PRIOR CONSENT TO ESTABLISHMENT OF REPRESENTATIVE OFFICE OF INVESTMENT COMPANY OUTSIDE OF REPUBLIC OF ARMENIA**

To: Governor of the RA Central Bank

Dear -----,

(full name of investment company/trade name) -----  
-----, took a decision on opening of representative office  
(name of the country of representative office).

Hereby, we kindly request you to give prior consent on opening branch of investment company  
\_\_\_\_\_ (branch).

Justification of opening the representative office -----  
-----  
-----

Please find attached documents, which in accordance with the Republic of Armenia laws and other legal acts must be provided for prior consent to opening of the representative office of investment company.  
Attached: --- pages.

Hereby, we, the undersigned, confirm that have accurately reviewed content of each document attached to this application. Furthermore, we confirm that information is comprehensive and true, and acknowledge that submission of any false information or document leads to liability established by law and rejection of the application.

\_\_\_\_\_  
/name, surname, and signature of the executive director of investment company/  
\_\_\_\_\_ 200\_.