



HELLENIC REPUBLIC
CAPITAL MARKET COMMISSION

DECISION
21/530/19.11.2009
of the Board of Directors

Subject: Marketing of units or shares of collective investment undertakings not subject to Directive 85/611/EEC in Greece.

**THE BOARD OF DIRECTORS
OF THE HELLENIC CAPITAL MARKET COMMITTEE**

Having considered:

1. Paragraph 1 of article 36 of Greek law 3283/2004 on "Mutual Funds Management Companies, undertakings for collective investment in transferable securities, mutual funds and other provisions" (Government Gazette A/210/2004).
2. Article 90 of the Presidential Decree 63/2005 "Codified legislation on Government and government bodies" (Government Gazette A/98/2005).

UNANIMOUSLY DECIDES

**Article 1
Definitions and Scope**

1. Where this Decision refers to collective investment undertakings, it shall mean the collective investment undertakings which have their registered office: (a) in a Member State of the European Union and are not subject to Directive 85/611/EEC, or (b) in a third country outside the European Union.
2. This Decision sets the terms, conditions and supporting documents required for the granting of authorization by the Hellenic Capital Market Commission to collective investment undertakings wishing to market their units or shares in Greece.

**Article 2
Marketing in Greece**

1. The marketing of units or shares of a collective investment undertaking in Greece is only allowed to professional clients, within the meaning of paragraph 7 of article 2 of Greek law 3606/2007.

2. The Hellenic Capital Market Commission has a maximum of two (2) months following receipt of the information required under article 4 of this decision, to assess the application of the collective investment undertaking (or to its management company, if it is a collective investment undertaking which is constituted under the law of contract) to be authorized for the marketing of its units or shares in Greece

Article 3 Representative in Greece

1. In order to market units or shares of a collective investment undertaking in Greece, the collective investment undertaking (or its management company, if it is a collective investment undertaking which is constituted under the law of contract) shall appoint a representative in Greece and have a relevant cooperation agreement. Representatives may be only be credit institutions, investment firms with registered office in Greece (authorized by the HCMC), the branch in Greece of an investment firm with registered office in another Member State, management companies with registered office in Greece (authorized by the HCMC/mutual fund management companies), and the branch of a management company with registered office in another Member State authorized in accordance with Directive 85/611/EEC.

2. In case the representative is a management company authorized by the HCMC or an investment firm authorized by the HCMC or a management company authorized by the competent authority of another Member State in accordance with Directive 85/611/EEC and having a branch in Greece, the collective investment undertaking (or its management company, if it is a collective investment undertaking which is constituted under the law of contract) shall also have a cooperation agreement with a credit institution where unit-holders or shareholders of the collective investment undertaking can make or receive payments.

Article 4 Supporting documents

The authorization application of the collective investment undertaking (or its management company, if it is a collective investment undertaking which is constituted under the law of contract) shall be accompanied by the following documents:

- (a) a certificate from the competent supervisory authority of the other country stating that the collective investment undertaking complies with the conditions imposed by that competent authority,
- (b) the rules of the collective investment undertaking or its instruments of incorporation, if it is a company which is constituted as a legal person,
- (c) the prospectus (full and simplified, if available) of the collective investment undertaking,
- (d) the latest audited annual report and the latest semi-annual report (if available),

(e) information on how the units or shares of the collective investment undertaking will be marketed in Greece, and information on the procedure for obtaining payments from the unit-holders or shareholders of the collective investment undertaking or for making payments to the unit-holders or shareholders of the collective investment undertaking,

(f) the cooperation agreement referred to in paragraph 1 of article 3 of this article with the representative of the collective investment undertaking in Greece, as well as the cooperation agreement with the credit institution, in case the representative is a management company authorized by the HCMC or an investment firm authorized by the HCMC or a management company authorized by the competent authority of another Member State in accordance with Directive 85/611/EEC and having a branch in Greece, the collective investment undertaking (or its management company, if it is a collective investment undertaking which is constituted under the law of contract),

(g) a draft of the information material, including any advertisements to (potential) investors.

Article 5 Additional Terms and Conditions

1. For the granting of the relevant authorization by the Hellenic Capital Market Commission, the following additional conditions shall be met:

(a) with the exception of any investment in real estate, the safekeeping of the assets of the collective investment undertaking must be entrusted to a depositary subject to supervision at least equivalent to that laid down in Community legislation,

(b) the competent supervisory authority of the collective investment undertaking has an agreement on cooperation and exchange of confidential information with the Hellenic Capital Market Commission.

2. The Hellenic Capital Market Commission may, where appropriate, impose additional terms and conditions taking into account issues such as, but not limited to, investment policy, redemption policy, and the risks of investing in units or shares of the collective investment undertaking.

Article 6 Commencement of marketing and advertising

1. The collective investment undertaking may market and advertise its units or shares in Greece after the publication of the authorization of the Hellenic Capital Market Commission in the Government Gazette.

2. The collective investment undertaking, through its representative, shall provide free of charge to any person wishing to become a unit-holder or shareholder, prior to the acquisition of units or shares, the simplified prospectus, if available, or the full prospectus

and, if the unit-holder or shareholder so requests, the rules or the instruments of incorporation and the last published annual or semi-annual report.

3. In addition to the obligations provided for in paragraph 3 of article 36 of Greek law 3283/2004, all publications of the collective investment undertaking and any information or advertising material shall be submitted to the Hellenic Capital Market Commission immediately.

4. If the Hellenic Capital Market Commission finds that there is a risk of misleading or misinforming investors arising from publications or announcements of the collective investment undertaking, it requests the collective investment undertaking to make, at its own expense, clarifying or correcting publications.

5. The provisions of paragraphs 1, 2, 3, and 4 of article 8 of Decision 1/462/7.2.2008 of the Board of Directors of the Hellenic Capital Market Commission "Conduct rules for MFMCs and Portfolio Investment Companies" (Government Gazette B/297/25.2.2008) also apply to the disclosure of information (including marketing announcements) and the advertisement or announcement of the performance of a collective investment undertaking.

6. Paragraph 1 of article 20 of Greek law 3283/2004 also applies with regard to the publication of data of the collective investment undertaking in the daily press, if this data is calculated on a daily basis, otherwise on the dates provided by its rules or instruments of incorporation.

Article 7

Liability of the collective investment undertaking and of the representative

1. The provisions of Decision 2/462/7.2.2008 of the Board of Directors of the Hellenic Capital Market Commission "Organization of the network for the marketing of units of mutual funds" (Government Gazette B/297/25.2.2008) also applies to the organization of the network for the marketing of units or shares of a collective investment undertaking in Greece.

2. Without prejudice to the liability of the collective investment undertaking, its representative in Greece is liable:

(a) for the way of marketing of units or shares of the collective investment undertaking,

(b) for the selection of associates

(c) for the actions of his associates marketing units or shares of the collective investment undertaking, and

(d) to assess the suitability and integrity of these persons and to ensure that they are adequately trained and have obtained a relevant certificate (that they are eligible to be representatives) to be demonstrated to potential unit-holders or shareholders.

Article 8
Informing the Hellenic Capital Market Commission

The collective investment undertaking shall submit, for statistical purposes, data concerning the investments of Greek investors (unit holders/shareholders), within five (5) working days after the end of each quarterly calendar period, using the Table attached hereto.

Article 9
Withdrawal of the marketing authorization

The Hellenic Capital Market Commission withdraws the authorization to market units or shares of a collective investment undertaking in Greece, if it:

- (a) does not make use of the marketing authorization within twelve (12) months or expressly renounces it, or
- (b) obtained the marketing authorization on the basis of false statements or in any other irregular manner; or
- (c) no longer fulfills the conditions under which the authorization was granted, or
- (d) has committed serious and/or repeated infringements of the provisions of the legislation in force.

Article 10
Transitional provisions

The collective investment undertakings that have already been authorized by the Hellenic Capital Market Commission to market their units or shares in Greece, in accordance with article 36 of Greek law 3283/2004, shall comply with the provisions of this Decision within two (2) months after its entry into force.

Article 11
Repealed provisions

Since the entry into force of this Decision, Section I of Decision 4/129/14.4.1998 of the Board of Directors of the Hellenic Capital Market Commission "a) Marketing of units of foreign collective investment undertakings of article 49c of Greek law 1969/1991. b) Liability of representatives of UCITS of member states of the European Union subject to Directive 85/611/EEC" (Government Gazette B/453).

Article 12
Entry into force

1. This Decision shall enter into force from its publication in the Government Gazette.
2. The provisions hereof do not cause for any expenses in the State Budget.
3. This Decision shall be published in the Government Gazette.

The Secretary

The President

The first Vice-Chair

The second Vice-Chair

Anastasios Th. Gavriilidis

Georgios P. Chatzinikolaou

Xenofon D. Avlonitis

The members

