

## Guidelines compliance table

EBA/GL/2017/11

26 September 2017; Date of application – 30 June 2018

### Guidelines on internal governance under Directive 2013/36/EU

The following competent authorities\* comply or intend to comply with the EBA's Guidelines on internal governance under Directive 2013/36/EU:

|              | Competent authority                 | Complies or intends to comply | Comments   |
|--------------|-------------------------------------|-------------------------------|--|
| Member State |                                     |                               |  |
| BE           | Belgium<br>National Bank of Belgium | No                            | Does not comply and does not intend to comply with all or parts of the Guidelines.<br>The National Bank of Belgium will generally and almost entirely comply with the EBA Guidelines on Internal Governance under Directive 2013/36/EU (EBA/GL/2017/11). However, as §§ 51 and 53 of the Guidelines differ from the requirements laid down in the Law of 25 April 2014 on the legal status and supervision of credit institutions and stockbroking firms ("Banking Law"), the aforementioned paragraphs will be taken into account as a good practice, rather than a formal requirement: Regarding the composition of the committees of the management body, article 27 of the Banking Law requires the members of those committees to be exclusively composed of members of the management body who are not executive members |

|    |                | <b>Competent authority</b>                        | <b>Complies or intends to comply</b> | <b>Comments</b>  |
|----|----------------|---|--------------------------------------|--|
|    |                |   |                                      | thereof, and with at least one member being independent within the meaning of article 526ter of the Companies Code; one member may not sit in more than three of the aforementioned committees. Furthermore, according to this article, only the majority of the members of the audit committee need to be formally independent. Hence, as far as G-SII's and O-SII's are concerned, the Banking Law does not require the chairs of the nomination and risk committee to be independent according to article 526ter of the Companies Code, nor does it require a majority of members to be independent for those two committees. Therefore, this approach will be put forward as a best practice, rather than a legal requirement. Finally, although it is today already formulated as a good practice in our national guidance, there is also no formal legal prohibition in the Banking Law for the chair of the risk committee to chair the management body or any other committee. |
| BG | Bulgaria       | Българска народна банка (Bulgarian National Bank) | <b>Intends to comply**</b>           | By 01.01.2019.   |
| CZ | Czech Republic | Czech National Bank                               | <b>Intends to comply**</b>           | By 30.06.2018.<br>Please note the following:<br>Electronic links to effective national measures published in the Czech Republic ensuring the compliance with the Guidelines can be found on a dedicated Czech National web pages for<br>(i) Licensing and approval proceedings - banks,<br>(ii) Licensing and approval proceedings - credit unions,<br>(iii) Supervision, regulation → Legislation → Banks, credit unions; Investment firms and investment intermediaries in particular in these ones:   |

|    |         | <b>Competent authority</b>             | <b>Complies or intends to comply</b> | <b>Comments</b>  |
|----|---------|--|--------------------------------------|--|
|    |         |  |                                      | <ul style="list-style-type: none"> <li>• Act on Banks (21/1992 Coll.) - version valid until 2014; version in force is available in Czech only</li> <li>• Act on Credit Unions (87 /1995 Coll.) (external link, available in Czech only)</li> <li>• Act No. 256/ 2004 Coll., Capital Market Undertakings Act -version valid until 30 March 2006, new version (external link) is available in Czech only                             <ul style="list-style-type: none"> <li>o Decree No. 163/2014 Coll., on the performance of the activities of banks, credit unions and investment firms and Decree No. 392/ 2017 Coll., amending Decree No. 163/2014 Coll., on the performance of the activities of banks, credit unions and investment firms</li> </ul> </li> <li>• Official Information of 10 December 2010 regarding the conduct of business in the financial market: Qualitative requirements for the conduct of business - fundamental information. Annexes: More detailed fundamental information for persons operating in the financial market as regards the qualitative requirements relating to the conduct of business in the financial market:                             <ul style="list-style-type: none"> <li>• Specification of terminology</li> <li>• Fundamental objectives, elements and parameters of the governance</li> </ul> </li> <li>• Recognised standards.</li> </ul> |
| DK | Denmark | Danish Financial Supervisory Authority | <b>Yes</b>                           | As at 21.05.2018, notification date.   |

|    |         | <b>Competent authority</b>                              | <b>Complies or intends to comply</b> | <b>Comments</b>  |
|----|---------|---|--------------------------------------|--|
| DE | Germany | Bundesanstalt für Finanzdienstleistungsaufsicht (BaFin) | <b>No</b>                            | Does not comply and does not intend to comply with all or parts of the Guidelines. BaFin intends to comply with the major part of the Guidelines on internal governance under Directive 2013/36/EU. There is only one exception: BaFin will not comply with the provisions on formal independence (GL para 32). This exception results from the according non-compliance confirmation regarding the Joint ESMA and EBA Guidelines on the assessment of the suitability of members of the management body and key function holders under Directive 2013/36/EU and Directive 2014/65/EU. |
| EE | Estonia | Finantsinspektsioon                                     | <b>Yes</b>                           | As at 16.04.2018, notification date.   |
| IE | Ireland | Central Bank of Ireland                                 | <b>Intends to comply**</b>           | By 30.06.2018.   |
| EL | Greece  | Bank of Greece  | <b>Intends to comply**</b>           | By end of 2018.  |
| HR | Croatia | Hrvatska narodna banka (Croatian National Bank)         | <b>No</b>                            | Does not comply and does not intend to comply with all or parts of the Guidelines. CNB does not comply and does not intend to comply with parts of the Guidelines on internal governance (revised) (EBA/GL/2017/11) with respect to request for the G-SiIs and O-SiIs, to have majority of independent members in the nomination and risk committee. As stated in our vote on the Guidelines in question that request could significantly raise the number of members in the supervisory boards of Croatian banks, which CNB deem unnecessary.   |
| ES | Spain   | Banco de España   | <b>No</b>                            | Does not comply and does not intend to comply with all or parts of the Guidelines. Banco de España intends to comply with the Guidelines by 30.06.2018, except with respect to Guidelines  |

|    |        | <b>Competent authority</b>                       | <b>Complies or intends to comply</b> | <b>Comments</b>   |
|----|--------|--|--------------------------------------|---|
|    |        |  |                                      | <p>65, 124 and 125. Please find below further details:</p> <ul style="list-style-type: none"> <li>• Guideline 65: We consider this guideline inconsistent with the Spanish national provisions implementing Directive 2013/36/EU and we are not in a position to comply with it. Law 10/2014 requires that all institutions have, at least, a remuneration committee, a nomination committee, a risk committee and an audit committee. Non-significant institutions may combine, (i) on the one hand, the remuneration committee and the nomination committee; and, (ii) on the other hand, the risk committee and an audit committee. However, Spanish legal framework does not allow for a combination of the risk and nomination committees.</li> <li>• Guidelines 124 and 125: Banco de España intends to comply by such time as the necessary regulatory proceedings that have been initiated to implement article 71(1) of Directive 2013/36/EU have been completed. At this stage, Banco de España has already established procedures with the same purpose as those set out in article 71(1) of Directive 2013/36/EU which complies with substantial part of the requirements described therein and in the Guidelines.</li> </ul> |
| FR | France | Autorité de Contrôle Prudentiel et de Résolution | <b>Intends to comply**</b>           | <p>By 30.06.2018.</p> <p>Please note that the Autorité de contrôle prudentiel et de résolution (ACPR) has published on 05 June 2018 on its official register a notice declaring its compliance with the Guidelines on internal governance (EBA/GL/2017/11) by 30 June 2018.</p>   |
| IT | Italy  | Banca d'Italia                                   | <b>Intends to comply**</b>           | <p>By 31.12.2018.</p> <p>With regard to credit institutions, the Bank of Italy Regulation on banks' corporate governance and</p>  |

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|----|------------|--|--------------------------------------|--|
|    |            |  |                                      | internal control systems is already compliant with the EBA GLs. As to investment firms, rules broadly aligned with the GLs are set in the 2007 Bank of Italy and Consob Joint Regulation implementing the Consolidated Law on Finance. Given the small size and low complexity of Italian investments firms, these rules are more principle-based (i.e. less detailed than those applicable to credit institutions) in accordance with the proportionality principle set also in the GLs. As a result of legislative innovations introduced in 2017 to implement the MIF/0 2 package these rules are currently under review, and a new Regulation will be adopted in 2018; the review will include changes to ensure full compliance with the GLs. |
| CY | Cyprus     | Central Bank of Cyprus                                 | <b>Intends to comply**</b>           | By 31.12.2018.   |
| LV | Latvia     | Financial and Capital Market Commission                | <b>Intends to comply**</b>           | By 30.09.2018.   |
| LT | Lithuania  | Bank of Lithuania                                      | <b>Intends to comply**</b>           | By 01.10.2018.   |
| LU | Luxembourg | Commission de Surveillance du Secteur Financier (CSSF) | <b>Intends to comply**</b>           | By such time as necessary legislative or regulatory proceedings have been completed.   |
| HU | Hungary    | Central Bank of Hungary                                | <b>Intends to comply**</b>           | By 30.06.2018.<br>In order to implement paragraph 124. of the Guidelines - about effective and reliable mechanisms to enable institutions' staff to report relevant potential or actual breaches of regulatory requirements to the competent authority - legislative amendments are necessary in Hungary. For that reason, to establish such a mechanism will take longer time for MNB.  |

|    |             | <b>Competent authority</b>          | <b>Complies or intends to comply</b> | <b>Comments</b>   |
|----|-------------|-------------------------------------|--------------------------------------|---|
| MT | Malta       | Malta Financial Services Authority  | <b>Intends to comply**</b>           | By such time as the necessary legislative or regulatory proceeds have been completed.   |
| NL | Netherlands | De Nederlandsche Bank               | <b>Yes</b>                           | As at 08.05.2018, notification date.  |
| AT | Austria     | Austrian Financial Market Authority | <b>No</b>                            | Does not comply and does not intend to comply with all or parts of the Guidelines. Austrian Financial Market Authority (FMA) does not fully comply with the guidelines and is currently unable to declare its intent to comply with parts of the guideline due to a restriction in national law. The concept of independent members is not inherent to the Austrian legislation applicable to corporations. It is therefore necessary to establish a legal basis to introduce the concept of independent members to the supervisory board under Austrian law. A government bill amending the Austrian Banking Act (BWG; Bankwesengesetz) has been passed to parliament to be voted on in order to allow for a formal independence requirement. The proposed amendment explicitly excludes the requirement for the nomination committee of global and other systemic relevant institutions (majority of independent members). The FMA will therefore not be able to require those institutions to appoint a majority of independent members to their nomination committee. In addition FMA will not be able to force the chair of this committee to also qualify as an independent member. However the obligation to appoint a sufficient number of independent members to the nomination committee will be applied to all CRD-significant institutions. Therefore the FMA is not compliant and also does not intend to fully comply with the requirements |

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|----|----------|-----------------------------|--------------------------------------|--|
|    |          |                             |                                      | regarding the nomination committee (paragraph 51 of the EBA Guidelines on Internal Governance). Any other additional information that may be necessary: While the aforementioned proposed amendment will enter into force on 1 January 2019, it will also provide for a transitional period until 1 July 2019. Institutions will have to take into consideration the new independence criteria if any member of the supervisory board is changed on/after 1 January 2019. However all institutions' supervisory boards and their committees (with the exception of the majority requirement for the nomination committee) will be required to fulfil the requirements by 1 July 2019.  |
| PL | Poland   | Komisja Nadzoru Finansowego | <b>Yes</b>                           | As at 04.06.2018, notification date.   |
| PT | Portugal | Banco de Portugal           | <b>Yes</b>                           | As at 18.05.2018, notification date. Banco de Portugal addressed a Circular Letter (CC/2018/00000016, dated 22 February 2018) to the credit institutions and investment firms included in the scope of application of EBA/GL/2017/11 informing about its publication and encouraging the addresses to adopt the necessary measures to comply with the guidelines as of 1 July 2018. In this Circular Letter, Banco de Portugal highlighted that credit institutions and investment firms should comply with the guidelines that are to be applied in the context, and as a complement, of the legislation and regulations in full force and effect, specifically the Legal Framework of Credit Institutions and Investment Firms and Banco de Portugal Notice no. 5/2008 on internal control. The Carta Circular is available at the following link: |



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|----|----------|--------------------------|-------------------------------|---|
|    |          |                          |                               | <a href="https://www.bportugal.pt/sites/default/files/anexos/cartas-circulares/295917510_9.docx.pdf">https://www.bportugal.pt/sites/default/files/anexos/cartas-circulares/295917510_9.docx.pdf</a>   |
| RO | Romania  | National Bank of Romania | <b>Intends to comply**</b>    | By such time as the necessary legislative or regulatory proceedings have been completed. In this respect, we mention that, we are currently in the process of reviewing the regulatory framework applicable to credit institutions in the areas such as: authorization, changes occurred in the activity of the credit institutions after authorisation, mergers/divisions and authorisation of the bridge credit institution, which is mainly determined by the development of EBA's draft regulatory and implementing technical standards in the field of authorization (RTS and ITS). In this context, we also intend to ensure the transposition of the new EBA Guidelines on internal governance (EBA/GL/2017/11) and EBA Guidelines on the assessment of the suitability of members of the management body and key function holders (EBA/GL/2017/12) into national regulation. As a result, the completion of the transposition of the above mentioned guidelines depends on the adoption and publication in the Official Journal of the UE of RTS and ITS. |
| SI | Slovenia | Bank of Slovenia         | <b>Intends to comply**</b>    | By 30.06.2018   |
| SK | Slovakia | Národná banka Slovenska  | <b>No</b>                     | Does not comply and does not intend to comply with all or parts of the Guidelines. Národná banka Slovenska does not intend to be fully compliant with the EBA Guideline. No obstacles have been identified by Národná banka Slovenska in connection with the relevant provisions of the CRD IV. Requirements with regard to internal government as well as  |

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|----|---------|----------------------------|-------------------------------|---|
|    |         |                            |                               | overall responsibility of the managing body as set forth by CRD IV (such as Article 88 and following) were implemented in suitable and satisfactory manner. On basis of the above we have concluded that the current legal framework covers all areas of the internal governance appropriately and sufficiently.  |
| FI | Finland | Finanssivalvonta (FIN-FSA) | Intends to comply**           | By such time as the necessary legislative and/or regulatory proceedings have been completed.  |
| SE | Sweden  | Finansinspektionen         | Yes                           | <p>As at 21.05.2018, notification date. <u>Nomination committee</u><br/>                     In Sweden the management body does not have competence in the process of selection and appointment of any of its members. According to the last subparagraph of article 88.2 in Directive 2013/36/EU this paragraph shall therefore not apply in Sweden. Any reference to the nomination committee in the Guidelines is therefore not applicable in Sweden. As a result thereof the parts of the Guidelines which refers to the nomination committee are not applicable in Sweden.</p> <p><u>Paragraph 23 g</u><br/>                     As mentioned above regarding nomination committee the management body does not have competence in the process of selection and appointment of its members.</p> <p><u>Paragraph 26</u><br/>                     Finansinspektionen interprets paragraph 26 that a member of management body in its supervisory function may be responsible for an internal control function if the conditions in paragraph 26 are met.</p> <p><u>Independent members of the management body</u><br/>                     According to paragraph 32 of the Guidelines the management body in its supervisory function should include independent members as</p> |

|    |                | <b>Competent authority</b>        | <b>Complies or intends to comply</b> | <b>Comments</b>  |
|----|----------------|-----------------------------------|--------------------------------------|--|
|    |                |                                   |                                      | provided for in Section 9.3 of the joint ESMA and EBA guidelines on the assessment of the suitability of members of the management body and key function holders under Directive 2013/36/EU and Directive 2014/65/EU. According to Paragraph 88 in the joint ESMA and EBA guidelines on the assessment of the suitability of members of the management body and key function holders under Directive 2013/36/EU and Directive 2014/65/EU it should be considered as good practice to have independent members in the management body for CRD-institutions. In other words this means that the comply or explain scheme does not apply to the paragraphs in the Guidelines on internal governance regarding independent members of the management for CRD-institutions. |
| UK | United Kingdom | PRA                               | <b>Yes</b>                           | As at 03.04.2018, notification date.   |
|    |                | Financial Conduct Authority (FCA) | <b>No response</b>                   | No notification of compliance was received by the EBA within the two-month time limit.   |

**EU Institutions – Agencies**

|     |     |     |            |  |
|-----|-----|-----|------------|--|
| ECB | ECB | ECB | <b>Yes</b> | As at 22.05.2018, notification date. The ECB will comply with the Guidelines from the date of notification within the limit of, and without prejudice to, national provisions implementing Directive 2013/36/EU. |
|-----|-----|-----|------------|--|

**EEA – EFTA State**

|    |               |  |                            |  |
|----|---------------|--|----------------------------|--|
| IS | Iceland       | Financial Supervisory Authority, Iceland       | <b>Intends to comply**</b> | By the application date of the Guidelines. |
| LI | Liechtenstein | Financial Market Authority Liechtenstein (FMA) | <b>Yes</b>                 | As at 17.05.2018, notification date.       |
| NO | Norway        | Finanstilsynet                                 | <b>Intends to comply**</b> | By 30.06.2018.                             |

|   |                | <b>Competent authority</b>              | <b>Complies or intends to comply</b> | <b>Comments</b>                      |
|---|----------------|---|--------------------------------------|--------------------------------------|
| <b>European Territories under Article 355(3) TFEU</b> |                |   |                                      |                                      |
| UK  | United Kingdom | Gibraltar Financial Services Commission | <b>Yes</b>                           | As at 05.06.2018, notification date. |

\*The EEA States other than the Member States of the European Union are not currently required to notify their compliance with the EBA's Guidelines. This table is based on information provided from those EEA States on a voluntary basis.

\*\* Please note that, in the interest of transparency, if a competent authority continues to intend to comply after the application date, it will be considered "non-compliant" unless (A) the Guidelines relate to a type of institution or instruments which do not currently exist in the jurisdiction concerned; or (B) legislative or regulatory proceedings have been initiated to bring any national measures necessary to comply with the Guidelines in force in the jurisdiction concerned.

### Notes

Article 16(3) of the EBA's Regulations requires national competent authorities to inform us whether they comply or intend to comply with each Guideline or recommendation we issue. If a competent authority does not comply or does not intend to comply it must inform us of the reasons. We decide on a case by case basis whether to publish reasons.

The EBA endeavour to ensure the accuracy of this document, however, the information is provided by the competent authorities and, as such, the EBA cannot accept responsibility for its contents or any reliance placed on it.

For further information on the current position of any competent authority, please contact that competent authority. Contact details can be obtained from the EBA's website [www.eba.europa.eu](http://www.eba.europa.eu).