

23.05.2025 22:07:05

DIGITALLY SIGNED BY VARVARA ZACHARAKI 1801

OFFICIAL GOVERNMENT GAZETTE

OF THE HELLENIC REPUBLIC

23 May 2025 SERIES A' ISSUE No. 84

LAW No. 5202

Measures implementing Regulation (EU) 2019/452 establishing a framework for the screening of foreign direct investments into the Union on grounds of security or public order.

THE PRESIDENT OF THE HELLENIC REPUBLIC

We hereby promulgate the following law voted by the Parliament:

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PART A

PURPOSE- SUBJECT MATTER

Article 1

Purpose

The purpose of this law is to ensure the alignment of national measures with Union law as regards the implementation of Regulation (EU) 2019/452 of the European Parliament and of the Council of 19 March 2019 (L 79/1), and to protect security and public order from the risk that certain direct foreign investments may pose to the country.

Article 2

Subject matter

The subject matter of this law is to lay down measures for the implementation of Regulation (EU) 2019/452 of the European Parliament and of the Council of 19

March 2019 establishing a framework for screening foreign direct investments into the Union (L 79/1), as well as the establishment and determination of the scope and functioning of the national mechanism for the screening of foreign direct investments on grounds of security or public order.

PART B

MEASURES IMPLEMENTING REGULATION (EU) 2019/452 OF THE EUROPEAN PARLIAMENT AND OF THE COUNCIL OF 19 MARCH 2019 ESTABLISHING A FRAMEWORK FOR SCREENING DIRECT FOREIGN INVESTMENTS IN THE UNION AND A SCREENING MECHANISM FOR DIRECT FOREIGN INVESTMENTS ON GROUNDS OF NATIONAL SECURITY OR PUBLIC ORDER

CHAPTER A

DEFINITIONS- SCOPE OF APPLICATION

Article 3

Definitions

For the purposes of this Regulation, the following definitions shall apply:

1. Undertaking: any entity, regardless of its legal form, engaged in economic activity. This includes self-employed persons and family businesses engaged in craft or other activities, as well as personal companies or associations of persons regularly engaged in an economic activity.

2. Foreign investor: a foreign natural person or undertaking that intends to make or has made a direct foreign investment in accordance with paragraph 1 of Article 2 of Regulation (EU) 2019/452 of the European Parliament and of the Council of 19 March 2019 establishing a framework for the screening of foreign direct investments into the Union (L 79).

3. target undertaking: an undertaking which is established or is to be established under Greek law or otherwise governed by it, in which a direct foreign investment or joint venture involving a foreign investor is to be made or has already been made.

4. Screening mechanism: this law and the accompanying administrative requirements, implementing rules or guidelines, setting out the terms, conditions and procedures for the screening of foreign direct investments on grounds of security or public order.

5. Interministerial Committee for the Screening of Foreign Direct Investments on grounds of security or public order ((«ICSFDI – Δ.Ε.Ε.Α.Ξ.Ε.»)) the collective government body, in accordance with Articles 8 and 9 of Law 4622/2019 (A' 133), which screens foreign direct investments falling within the scope of this law and in which the Ministries of Foreign Affairs and Development must participate and other members of the Council of Ministers, Deputy Ministers, public officials and employees, representatives of independent authorities, social partners and other bodies may participate, in accordance with the provisions of the Act of the Council of Ministers paragraph 1 of Article 8 of Law 4622/2019.

6. Completion of investment: the point in time at which the last condition precedent relating to the investment decision of the parties to the direct foreign investment is fulfilled.

Article 4

Scope of application

1. The scope of this Act shall cover: a) Direct foreign investments made in Greece, where the conditions laid down in Article 6 are met

(b) direct foreign investments made in other Member States of the European Union which are subject to an assessment on grounds of security or public order in accordance with Article 11.

2. The following are excluded from the scope of this law: a) The acquisition of company shares by natural persons intended exclusively for financial investment, without the intention or possibility of influencing the management and control of the company (portfolio investments).

(b) restructuring operations within a group of undertakings or the merger of several legal entities into a single legal entity, provided that the shares or percentage of control and influence held by foreign investors are not increased and the transaction does not confer additional rights that result in a change in the actual participation of one or more foreign investors in the management or control of the target undertaking

(c) Pending tender procedures for which a binding offer has been made and contracts for the exploitation of assets that have not been completed by the date of entry into force of this Act.

CHAPTER B

SCREENING MECHANISM AND PROCEDURES

Article 5

Screening mechanism bodies and timing of activation of the screening mechanism

1. The bodies of the screening mechanism shall be the Interministerial Committee for the Screening of Direct Foreign Investments on grounds of security or public order (ICSFDI) and the Minister of Foreign Affairs, who shall decide in accordance with Article 8.

2. The B1 Directorate for Openness Planning and Coordination of Openness Bodies of the Ministry of Foreign Affairs (hereinafter referred to as the 'B1 Directorate') shall act as the secretariat of the ICSFDI.

3. The B1 Directorate acts as coordinator of the screening procedure, ensuring communication and coordination between the competent Ministries, depending on the subject matter of the investment under screening, and with the bodies connected with the investment under screening. During the screening procedure, Directorate B1 is the sole point of contact for foreign investors whose direct foreign investments fall within the scope of this law.

4. Direct foreign investments are subject to screening prior to their completion.

5. Direct foreign investments to which the provisions of Article 9 apply are subject to ex officio screening.

Article 6

Criteria for application

1. A foreign direct investment shall be subject to screening on grounds of security or public order if one of the following conditions is met:

(a) it is made by a foreign investor from a third country and the target undertaking is economically active in one of the sectors listed in the Annex; or

(b) it is made by a foreign investor from a Member State of the European Union who:

(ba) is controlled, within the meaning of paragraphs 2 to 5 of Article 32 of Law 4308/2014 (A' 251), by a natural person or an undertaking of a third country, or

(bb) is controlled, directly or indirectly, by the government of a third country, including state agencies and armed forces, inter alia through ownership structure or

the provision of significant funding, and the target undertaking is economically active in one of the sectors listed in the Annex, or

(c) is carried out by a foreign investor of a Member State of the European Union in which it has a participation of at least ten per cent (10%) a natural person or an undertaking of a third country or a government of a third country, including state entities and armed forces, inter alia through ownership structure or the provision of significant financing, and the target undertaking is economically active in one of the particularly sensitive sectors listed in the second part of the Annex.

2. The percentage of participation in the target undertaking on the basis of which a direct foreign investment is subject to security or public order considerations is specified in the Annex, which is attached to this Regulation and forms an integral part thereof. For the calculation of the percentage of participation, the following shall be taken into account:

(a) shares and corporate rights belonging to: (aa) an undertaking of the foreign investor's group; (ab) a member of the foreign investor's family; (ag) an organisation or institution controlled by members of the foreign investor's family; and

b) external agreements relating to: ba) the exercise of voting rights, bb) the conclusion of a public works or service contract, bc) the conclusion of other contracts, such as purchase, lease, financial lease, sale and repurchase or cooperation.

Article 7

Submission of an investor's application for inclusion in the screening mechanism

1. Before the completion of a direct foreign investment that meets the criteria for application of Article 6, the foreign investor shall submit to the B1 Directorate the application and the required supporting documents (complete file) for the inclusion of the investment in the screening mechanism.

2. Within five (5) days of receiving the foreign investor's application, the B1 Directorate shall confirm that the direct foreign investment falls within the scope of this Regulation and shall examine the formal completeness of the file. If the B1 Directorate finds errors or omissions within the above deadline, it shall request the investor to send corrected or additional supporting documents.

3. Within ten (10) days of receiving the initial notification or the correction or completion of the supporting documents, in accordance with paragraph 2, the B1

Directorate shall notify the President of the ICSFDI of the investment file and prepare its relevant meeting.

Article 8

Screening procedure

1. Within thirty (30) days of receiving the investment file, the ICSFDI shall either issue a unanimous decision exempting the investment from screening or initiate an in-depth investigation, following a recommendation by the member responsible for the direct foreign investment.

2. If the in-depth investigation procedure is initiated, the B1 Directorate shall notify the European Commission and the other Member States of the details of the direct foreign investment under screening, in accordance with Regulation (EU) 2019/452 of the European Parliament and of the Council of 19 March 2019 on establishing a framework for the screening of foreign direct investments into the Union (L 79).

3. The ICSFDI checks whether the foreign direct investment may affect the security or public order of the country. For this purpose, a relevant recommendation is submitted by the member primarily responsible for the foreign direct investment.

4. The ICSFDI may instruct Directorate B1 to request additional information and necessary documents from the investor for the purpose of conducting an in-depth investigation and to invite the investor to a hearing at a special meeting. The ICSFDI may also assign to Directorate B1 the task of seeking additional information beyond that provided by the investor and to allow it to request from any natural person or undertaking access to any information or data useful for the execution of ICSFDI's task, without being subject to the restrictions of tax, banking, stock exchange and any other secrecy restrictions, with the exception of attorney-client privilege, in accordance with paragraph 1 of Article 39 of the Code of Lawyers (Law 4194/2013, A' 208) on the procedural framework for the practice of law. Delay in the submission of the information and documents referred to herein, shall constitute grounds for extending the deadline set out in paragraph 5.

5. Within thirty (30) days of the initiation of the in-depth investigation procedure, the ICSFDI shall recommend to the Minister of Foreign Affairs the approval, prohibition or the imposition of specific conditions or mitigating measures for the implementation of the investment, following a recommendation by the

member responsible for the direct foreign investment. The ICSFDI may, by reasoned decision, extend this deadline by thirty (30) days.

6. If the B1 Directorate is informed of the intention of another Member State of the European Union to submit comments or of the European Commission to file an opinion, in accordance with Articles 6 or 8 of Regulation (EU) 2019/452, the deadline referred to in paragraph 5 shall be suspended until the date of submission of the comments by the other Member State of the European Union or the opinion by the European Commission.

7. The request for an expert opinion in the context of the meetings of the ICSFDI shall suspend the deadline referred to in paragraph 5 for twenty (20) days. In the exercise of their duties for the purposes of this law, experts shall maintain the secrecy of the information they receive.

8. The Minister of Foreign Affairs shall decide on the approval, prohibition, reversal or imposition of specific conditions or mitigating measures for the implementation of the investment, upon recommendation of the ICSFDI, within an indicative period of thirty (30) days from the submission of the recommendation of the ICSFDI. Failure by the Minister of Foreign Affairs to issue a decision within sixty (60) days of the submission of the recommendation of the ICSFDI to him/her will be deemed to constitute a decision approving the direct foreign investment.

9. If the target undertaking is or is about to become insolvent, following a decision by the ICSFDI, the deadlines set out in this article shall be reduced by half.

10. In exceptional cases, the ICSFDI may recommend to the Minister of Foreign Affairs the imposition of mitigation measures or the prohibition of foreign investment without conducting an in-depth investigation. The Minister of Foreign Affairs shall decide on the case referred to in the previous paragraph within an indicative period of thirty (30) days from the submission of the recommendation of the ICSFDI. Failure by the Minister of Foreign Affairs to issue a decision within sixty (60) days of the submission of the recommendation of the ICSFDI shall be deemed to constitute a decision approving the direct foreign investment.

11. In order to take a decision or make a recommendation, the ICSFDI may take into account, in particular:

(a) the factors referred to in Article 4 of Regulation (EU) 2019/452;

b) the possibility that the direct foreign investment may affect projects or programmes of Union interest listed in the Annex to Regulation (EU) 2019/452 on grounds of security or public order,

c) whether the investor is subject to restrictive measures imposed by the European Union in accordance with Article 215 of the Treaty on the Functioning of the European Union.

Article 9

Ex officio screening

The ICSFDI, on grounds of security or public order, may initiate ex officio the procedure of Article 8 for direct foreign investment falling within the scope of this Law, if the investor does not submit an application for screening in accordance with Article 7. In this case, paragraph 1 of Article 14 on the consequences of non-compliance and Article 15 on administrative penalties shall also apply.

Article 10

Monitoring of the implementation of mitigation, prohibition or reversal measures

In order to monitor the implementation of mitigation, prohibition or reversal measures on direct foreign investment, Directorate B1 may, following a decision by the Minister of Foreign Affairs, request that it be provided with copies of any document and any information necessary for the performance of the screening. For this purpose, access may be requested by any natural person or undertaking, by means of a reasoned decision of the ICSFDI, to:

a) any information or data useful for the performance of the ICSFDI's duties, without being subject to the restrictions of the legislation on tax, banking, stock exchange and any other secrecy, with the exception of attorney-client privilege, in accordance with paragraph 1 of Article 39 of the Code of Lawyers (Law 4194/2013, A' 208) on the procedural framework for the practice of law, as well as

b) any form of file of a public authority or organisation that keeps and processes personal data.

CHAPTER C

MONITORING OF THE APPLICATION OF REGULATION (EU) 2019/452

Article 11

Application of the cooperation mechanism for foreign direct investment in the European Union

1. Directorate B1 shall be responsible for implementing the cooperation mechanism on foreign direct investments that may affect security or public order, in accordance with Articles 6, 7, 8 and 9 of Regulation (EU) 2019/452 of the European Parliament and of the Council of 19 March 2019 on establishing a framework for screening foreign direct investments into the Union (L 79).

2. Directorate B1 shall cooperate with the competent ministries and authorities on notifications of foreign direct investments under screening received from other Member States of the European Union under Regulation (EU) 2019/452, as well as on all matters relating to the cooperation mechanism for the screening of foreign direct investments provided for in Union law. In this context, it may notify the above ministries and authorities of information or data on foreign direct investments under screening and request their comments. The intention to submit comments and the comments of the competent ministries and authorities shall be submitted to Directorate B1 no later than two (2) days before the expiry of the deadlines set out in paragraphs 6 and 7 of Article 6 of Regulation (EU) 2019/452.

3. In the context of the application of Regulation (EU) 2019/452, Directorate B1 may request information from legal and natural persons on direct foreign investments planned to be completed or already completed, which shall be provided within twenty-five (25) days.

4. Directorate B1 is responsible for the operation of the contact point, communication and cooperation with other Member States of the European Union and the European Commission, in accordance with Article 11 of Regulation (EU) 2019/452.

5. The processing of personal data in the context of the screening mechanism shall be carried out in accordance with Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data, and repealing Directive 95/46/EC (General Data Protection Regulation) (L 119), Regulation (EU) 2018/1725 of the European Parliament and of the Council of 23 October 2018 on the protection of natural persons with regard to the processing of personal data by the institutions, bodies, offices and agencies of the Union and on the

free movement of such data, and repealing Regulation (EC) 45/2001 and Decision 1247/2002/EC (L 295) and Law 4624/2019 (A' 137). Personal data relating to the application of this Regulation shall be kept only for the period necessary to achieve the purposes for which they were collected.

Article 12

Annual reporting

By 31 March each year, Directorate B1 shall submit a report to the European Commission in accordance with Article 5 of Regulation (EU) 2019/452.

CHAPTER D

CONSEQUENCES OF NON-COMPLIANCE- ADMINISTRATIVE SANCTIONS

Article 13

Consequences of prohibition, reversal or imposition of conditions or mitigating measures

The prohibition, reversal or imposition of specific conditions or mitigating measures for the implementation of a direct foreign investment, by decision of the Minister of Foreign Affairs, in accordance with paragraph 8 of Article 8 on the screening procedure, shall entail the automatic nullity of the relevant investment transactions. The decision shall recognise such nullity and may impose, where appropriate, the reversal of the share sale agreement, the setting of a deadline for compliance with the conditions it lays down, and as well as determining any measures deemed necessary to remedy the consequences of the transaction carried out. The foreign investor may continue to participate in the target undertaking if this participation does not exceed the limits laid down in Article 6.

Article 14

Consequences of non-compliance

1. Failure to submit an application for direct foreign investment falling within the scope of this Article to be subject to the screening referred to in Article 8, or the submission of an application after its completion, shall constitute grounds for imposing mitigation or reversal measures.

2. Failure to submit all the documents and supporting evidence required for the direct foreign investment under screening within the time limits specified in

Article 8, as well as the submission of false information, shall constitute grounds for prohibiting the investment.

Article 15

Administrative penalties

1. In addition to the provisions of Article 14, a foreign investor shall be liable to an administrative fine of between five thousand (5,000) and one hundred thousand (100,000) euros in the following cases:

(a) if he fails to comply with the obligation to submit an application for direct foreign investment screening falling within the scope of this Law; or

b) if he fails to comply with the obligation to provide information or documents provided for herein, unless has declared in writing that he withdraws from the direct foreign investment in question, or

(c) if he submits false statements or information to authorities responsible for conducting screening or providing information on foreign direct investment.

2. In addition to the provisions of Article 14, a foreign investor shall be liable to an administrative fine of up to twice the value of the investment made in the following cases:

(a) he proceeds with a direct foreign investment despite his prohibition by decision of the Minister of Foreign Affairs, or

b) he obtains approval for the investment on the basis of false information, or

c) he fails to comply with the mitigation measures or the reversal of the investment imposed by the Minister of Foreign Affairs.

3. The decisions of the Minister of Foreign Affairs referred to in paragraphs 1 and 2 on the imposition of administrative fines shall be taken, upon recommendation of the ICSFDI and after hearing the foreign investor, who shall submit his views to the Minister of Foreign Affairs within ten (10) days of being notified of the invitation to a hearing.

CHAPTER E

DELEGATING PROVISIONS

Article 16

Delegating Provisions

1. By Joint Decision of the Ministers of Foreign Affairs and Development, the procedure shall be determined and the application and supporting documents to be

submitted by the foreign investor to the B1 Directorate for the inclusion of the investment in the screening mechanism of Articles 7 and 8 shall be specified.

2. By Joint Decision of the Ministers of National Economy and Finance and Foreign Affairs, the body, procedure and method of collection of the administrative fines referred to in paragraphs 1 and 2 of Article 15 shall be determined.

3. The Annex may be amended by joint decision of the Ministers of Foreign Affairs, Development and the competent Minister, as the case may be.

PART C

ENTRY INTO FORCE

Article 17

Entry into force

This Law shall enter into force on the day of its publication in the Government Gazette.

ANNEX

Part One

Direct foreign investment in sensitive sectors

1. Direct foreign investment shall be screened on grounds of security or public order where it concerns infrastructure, assets, goods or services that are essential in the energy, transport, health, information and communication technologies or digital infrastructure, and the shareholding in the target undertaking is at least twenty-five per cent (25%).

2. Direct foreign investment shall be subject to screening in the event of an increase in the participation in the target undertaking to thirty per cent (30%), forty per cent (40%), fifty per cent (50%) and seventy-five per cent (75%).

Part Two

Direct foreign investment in particularly sensitive sectors

Without prejudice to Chapter B of Law 1892/1990 (A 101) on legal transactions in border areas, direct foreign investment shall be screened on grounds of

security or public order where the shareholding in the target undertaking is at least ten per cent (10%) and the target undertaking's activity concerns:

(a) Infrastructure, assets, technologies, goods or services, including research and development services, in the following sectors:

i) items listed in Annex I to Regulation (EU) 2021/821 of the European Parliament and of the Council of 20 May 2021 setting up a Union regime for the control of exports, brokering, technical assistance, transit and transfer of dual-use items (L 206) (common list of dual-use items subject to export screenings),

(ii) equipment covered by Council Common Position 2008/944/CFSP of 8 December 2008 defining common rules governing control of exports of military technology and equipment. (Common Military List of the European Union) (L 335),

(ab) cyber security,

(ag) artificial intelligence,

(b) port infrastructure,

(c) critical submarine infrastructure,

(d) tourism infrastructure in border regions.

Foreign direct investment shall be subject to screening in the event of an increase in the shareholding in the target undertaking to twenty per cent (20%), twenty-five per cent (25%), thirty per cent (30%), forty per cent (40%), fifty per cent (50%), sixty per cent (60%), seventy per cent (70%) and seventy-five per cent (75%).

We order the publication of this law in the Government Gazette and its implementation as law of the State.

Athens, 23 May 2025

The President of the Republic KONSTANTINOS AN. TASOULAS

The Ministers

of National Economy and Finance KYRIAKOS PIERRAKAKIS

Deputy Minister of National Economy and Finance NIKOLAOS PAPATHANASIS

Foreign Affairs GEORGIOS GERAPETRITIS

National Defence NIKOLAOS GEORGIOS DENDIAS

Interior THEODOROS LIVANIOS

Citizen Protection MICHALIS CHRYSCHOIDIS

Infrastructure and Transport CHRISTOS DIMAS

Environment and Energy STAVROS N. PAPASTAUROU

Development PANAGIOTIS THEODORIKAKOS

Justice GEORGIOS FLORIDIS

Maritime Affairs and Insular Policy VASILIOS KIKILIAS

Tourism OLGA KEFALOGIANNI

Digital Governance DIMITRIOS PAPASTERGIOU

Approved and stamped with the Great Seal of the State.

Athens, 23 May 2025

The Minister of Justice GEORGIOS FLORIDIS