**ANNEX**

*(Paragraph 3.2.4 of Chapter 3)*

**QUESTIONNAIRE FOR QUALIFYING SHAREHOLDERS OTHER THAN INDIVIDUALS**

“Qualifying Shareholding” is defined in Article 2 of the Act. Qualifying shareholders other than individuals should provide the information as set out hereunder. For the purposes of this questionnaire, “qualifying shareholder” shall include a prospective qualifying shareholder.

1. Name(s) of licence holder(s) or entity in connection with which this questionnaire is being completed.

1. Name(s) of the qualifying shareholder including the registered name, and any business name(s) used for the purposes of or in connection with any business carried on by it and indicate the legal form of the qualifying shareholder (body corporate, partnership, etc.) and the percentage holding (capital/voting rights) to qualify as such.

1. Any former name(s) under which the qualifying shareholder has been registered or has traded.

1. Country and date of incorporation or formation of the qualifying shareholder supported by official documents evidencing such incorporation or formation. Please provide certified true copies of the Memorandum and Articles of Association or any other constitutional documents of the qualifying shareholder.

1. (a) Registered address of the Head Office of the qualifying shareholder:

and

(b) address of the principal place of business if different from registered address.

1. Up to date description of the qualifying shareholder's business activities.

1. Names of all persons who effectively direct the business of the qualifying shareholder. Please attach the Personal Questionnaire as set out in the Annex to Chapter 3 in the case of directors of qualifying shareholders which are not regulated in a Member State or an EEA State or in an approved jurisdiction.

1. Names of all ‘beneficial owners’ of the qualifying shareholder, indicating their percentage holdings.

1. With respect to the qualifying shareholder and any company under its control, the following information is required:

1. relevant criminal records, criminal investigations or proceedings, relevant civil and administrative cases, or disciplinary actions (including disqualification as company director or bankruptcy, insolvency or similar procedures);

1. investigations, enforcement proceedings, or sanctions by a supervisory authority which the qualifying shareholder has been the subject of;

1. refusal of registration, authorisation, membership, or licence to carry out a trade, business or profession; or the withdrawal, revocation or termination of registration, authorisation, membership or license; or expulsion by a regulatory or government body.

1. Information as to whether an assessment of reputation, as or as a qualifying shareholder or person who directs the business of a regulated entity, has already been conducted by an overseas regulatory authority (the identity of that authority and evidence of the outcome of this assessment);

1. Information as to whether a previous assessment by another authority or overseas regulatory authority from another sector has already been conducted (the identity of that authority and evidence of the outcome of this assessment);

1. Description of the financial (financial interests include for example credit operations, guarantees, pledges …) and non-financial (e.g. same shareholders, same managers, etc.) interests or relationships of the qualifying shareholder with:
2. any other current shareholders of the licence holder or entity;

1. any person entitled to exercise voting rights of the licence holder or entity (see the situations mentioned in Article 10 of Directive 2004/109/EC on the harmonisation of transparency requirements) – for example shares held by the qualifying shareholder as trustee or nominee, shares in the licence holder or entity not registered in the name of the qualifying shareholder but in which it has a beneficial interest and shares charged or pledged in the name of the qualifying shareholder;

1. any member of the board or similar body, or of the senior management of the licence holder or entity;

1. the licence holder or entity itself and its group;

1. any other interests or activities of the qualifying shareholder that may be in conflict with the licence holder or entity and possible solutions to those conflicts of interest.

1. The shareholding structure of the qualifying shareholder, with the identity of all shareholders with significant influence and their respective percentages of capital and voting rights and information on shareholders agreement.

1. If the qualifying shareholder is part of a group (as a subsidiary or as the parent company), a detailed organisational chart of the entire corporate structure and information on the percentages (share capital and voting rights) of relevant shareholders and on the activities currently performed by the group.

1. Identification of supervised institution(s) within the group, and the names of their home state regulators.

1. Statutory financial statements, regardless of the size of the firm, for the last three financial years, approved by an auditing firm, including:
2. Balance Sheet,
3. Profit and Loss accounts/Income Statements,
4. Annual Reports and all relevant financial annexes.

1. Information about the credit rating of the qualifying shareholder and the overall rating of its group, if applicable.

**DECLARATION**

We certify that the information given in the answers to the questions above is complete and accurate to the best of our knowledge, information and belief and that there are no other facts relevant to this application of which the Authority should be made aware.

We undertake that, in the event that the entity filling in this questionnaire is granted approval as qualifying shareholder, we will notify the Authority of any material changes to or affecting the completeness or accuracy of the answers to the above questions immediately these come to our attention.

By signing the declaration below, we authorise the Authority to contact any or all of the above named or any other person and to make such enquiries and seek further information as considered by the Authority to be relevant and as it thinks appropriate in the course of verifying the information given in this questionnaire. This authorisation is valid at the date of signature and at any time in the future. This authorisation is valid at the date of signature and at any time in the future. We also understand that the results of any verification carried out by the Authority, in connection with this Questionnaire may be disclosed to the Licence Holder or the promoters of the Entity, in connection with which this Questionnaire is being submitted.

We understand that the information provided in this Questionnaire will be used by the Authority to discharge its regulatory and statutory functions under the laws under which it has been appointed Competent Authority and other relevant legislation, and will not be disclosed for any other purpose.

Knowing or recklessly giving to the Authority information which is false or misleading may be a criminal offence.

*(To be signed by applicant institutional qualifying shareholder)*

Name \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Position held \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Signed \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Date \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Name \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Position Held \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Signed \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Date \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_