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| MALTA FINANCIAL SERVICES AUTHORITY |  |
| **Annex – Questionnaire for Qualifying Shareholders other than Individuals** |  |
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| “Qualifying Shareholding” is defined in Article 2 of the Act. Immediate and ultimate 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. | |

| **Questionnaire Details** | | | | | |
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| All questions in this form should be answered and any questions which are not relevant to the application at hand should be left blank. | | | | | |
| **1** | **Core Details** | | | | |
| 1.1 | Name of Entity[[1]](#footnote-1) in connection with which this questionnaire is being completed | | Enter text | | |
| 1.2 | Name of the qualifying shareholder | | Enter text | | |
| 1.3 | Business name used for the purposes of or in connection with any business carried on by it | | Enter text | | |
| 1.4 | Company Number | | Enter text | | |
| 1.5 | Any former name(s) under which the qualifying shareholder has been registered or has traded | | Enter text | | |
| 1.6 | Registered address of the Head Office of the qualifying shareholder | | Enter text | | |
| 1.7 | Address of the principal place of business | | (if different from registered address)  Enter text | | |
| 1.8 | Country of incorporation of the qualifying shareholder | | Enter text | | |
| 1.9 | Date of incorporation of the qualifying shareholder | | DD / MM / YYYY | | |
| 1.10 | Legal form of the qualifying shareholder | | Enter text | | |
| 1.11 | Formation of the qualifying shareholder | | Enter text | | |
| 1.12 | Up to date description of the qualifying shareholder's business activities | | Enter text | | |
| 1.13 | Is the qualifying shareholder part of a group? If yes, please identify the supervised institution(s) within the group and the home state regulator | | Select: Yes or No   |  |  | | --- | --- | | **Name of supervised institution** | **Home state regulator name** | | Enter text | Enter text |   *Further rows may be added by clicking on the at the bottom right corner of the above table* | | |
| 1.14 | Please provide information about the credit rating of the qualifying shareholder and the overall rating of its group, if applicable | | Enter text | | |
| 1.15 | What is the proposed percentage holding of this qualifying shareholder within the Entity? | | Enter text | | |
| **2** | **Directors of the qualifying shareholder** | | | | |
| 2.1 | Please list the names of all persons who effectively direct the business of the qualifying shareholder. 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, they are required to complete the MFSA online Personal Questionnaire as set out in Annex I of Chapter 2 of the Insurance Rules.   |  |  |  |  | | --- | --- | --- | --- | | 1. **Director of the qualifying shareholder** | | | | | Name of Director | Enter text | Surname of Director | Enter text | | ID Card Number | (mandatory if residing in Malta)  Enter text | Passport Number | Enter text | | MFSA Personal Questionnaire Code | Enter text | | | | *Another table may be added by clicking on the at the bottom right corner of the above table* | | | | | | | | |
| **3** | **Beneficial Owners** | | | | |
| 3.1 | Please list all beneficial owners of the qualifying shareholder, including their percentage holdings.   |  |  |  |  | | --- | --- | --- | --- | | 1. **Beneficial owner** (please complete as applicable) | | | | | Entity Name | (if applicable)  Enter text | Company Number | (if applicable)  Enter text | | Name of Beneficial Owner | Enter text | Surname of Beneficial Owner | Enter text | | ID Card Number | (mandatory if residing in Malta)  Enter text | Passport Number | Enter text | | MFSA Personal Questionnaire Code | Enter text | Percentage Holdings | Enter text | | *Another table may be added by clicking on the at the bottom right corner of the above table* | | | | | | | | |
| **4** | **Reputation of qualifying shareholder and any company under its control** | | | | |
| 4.1 | **Was the qualifying shareholder and any company under its control ever subject to:** | | | | |
| 4.1.1 | (a) criminal records, criminal investigations or proceedings, civil and administrative cases, or disciplinary actions (including disqualification as company director or bankruptcy, insolvency or similar procedures) | | Select: Yes or No  Enter text | | |
| 4.1.2 | (b) investigations, enforcement proceedings, or sanctions by a supervisory authority | | Select: Yes or No  Enter text | | |
| 4.1.3 | (c) any 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 | | Select: Yes or No  Enter text | | |
| 4.2 | **Previous assessment by other regulatory authorities** | | | | |
| 4.2.1 | Has an assessment of reputation as a qualifying shareholder or as a person who directs the business of a regulated entity, already been conducted by an overseas regulatory authority (the identity of that authority and evidence of the outcome of this assessment) | | Select: Yes or No   |  |  | | --- | --- | | Authority Name | Enter text | | Outcome of Assessment | Enter text | | | |
| 4.2.2 | Has a previous assessment by another authority or overseas regulatory authority from another sector already been conducted (the identity of that authority and evidence of the outcome of this assessment) | | Select: Yes or No   |  |  | | --- | --- | | Authority Name | Enter text | | Outcome of Assessment | Enter text | | | |
| **5** | **Close Links** | | | | |
|  | Please provide a 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: | | | | |
| 5.1 | (a) any other current shareholders of the licence holder or entity | | Enter text | | |
| 5.2 | (b) 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)[[2]](#footnote-2) | | Enter text | | |
| 5.3 | (c) any member of the board or similar body, or of the senior management of the licence holder or entity | | Enter text | | |
| 5.4 | (d) the licence holder or entity itself and its group | | Enter text | | |
| 5.5 | (e) 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. | | Enter text | | |
| **6** | **Documents to be submitted** | | | | |
|  | * Provide official documents evidencing such incorporation or formation as well as certified true copies of the Memorandum and Articles of Association or any other constitutional documents of the qualifying shareholder. * 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 * 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 * Statutory financial statements, regardless of the size of the firm, for the last three financial years, approved by an auditing firm, including: (a) Balance Sheet (b) Profit and Loss accounts/Income Statements (c) Annual Reports and all relevant financial annexes | | | | |
| **7** | **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) | | | | |
| Full Name: | Enter text | | Position: | Enter text |
| Signature: |  | | Date: | DD / MM / YYYY |

1. Entity – any reference to Entity is deemed to mean an authorised insurance undertaking or an authorised reinsurance undertaking, or an undertaking which is in the process of obtaining an authorisation or licence under the Insurance Business Act (Cap 403). [↑](#footnote-ref-1)
2. 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 [↑](#footnote-ref-2)