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| MALTA FINANCIAL SERVICES AUTHORITY |
| **Authorisation Forms** |
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| **Form AX01: Corporate Questionnaire** | | | |
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| **High Level Guidelines** | | | |
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| 1. General   This form, Form **AX01:** **Corporate Questionnaire** (‘Questionnaire’), shall be duly filled in by Direct Qualifying Shareholders and Ultimate Parent Qualifying Shareholders (‘Qualifying Holder’) which have legal personality and are being proposed with an Applicant or Authorised Person. This notwithstanding, the MFSA may request, in its sole discretion, this Questionnaire to be submitted by other Controllers,otherQualifying Holders or other Legal Persons being proposed with an Applicant or Authorised Person.  In this respect, the proposed Qualifying Holder shall to the best of its knowledge, provide information, which is truthful, accurate and complete. The Qualifying Holder shall notify the MFSA immediately if the information provided changes in any material respect either prior to or after authorisation.  The Qualifying Holder is required to make reference, and where applicable comply with, the relevant Act, the Regulations made, or Rules issued thereunder during the completion of this Questionnaire. The Qualifying Holder shall also refer to the respective National and/or European Regulatory Frameworks or other binding regulation as may be applicable.  The Qualifying Holder shall not tamper with, or modify in any manner, this Questionnaire. Should it transpire that the Questionnaire was tampered with, or modified in any manner, the Authority shall consider the Questionnaire to be invalid. Any potential improvements should be communicated to the MFSA for consideration.  The Authority may at its sole discretion request from the Qualifying Holder further information/ documentation.   1. Definitions   For the purposes of this Questionnaire, the definitions identified below should be read in conjunction with the provisions of the respective National and/or European Regulatory Frameworks or other binding regulation as may be applicable.  Unless otherwise specified, terms used in this Questionnaire shall have the same meaning assigned to them within the respective Application, as applicable, and/or the respective Regulatory Frameworks. In the event that any of the definitions contained hereunder conflict with a definition under the respective Regulatory Framework, the definitions set out in the Regulatory Framework or in any other such law shall prevail, unless otherwise specified herein.   |  |  |  | | --- | --- | --- | |  |  |  | | **‘Applicant’** | | means a person applying for authorisation with the MFSA | |  | |  | | **‘Authorisation’** | | shall have the same meaning as that assigned to it in Rule 4 of the MFSA Act | |  | |  | | **‘Authorised Person’** | | means a person authorised by the MFSA to provide and/or perform a financial services activity | |  | |  | | **‘Authority’** | | means the Malta Financial Services Authority established by the Malta Financial Services Authority Act (Chapter 330 of the Laws of Malta) | |  | |  | | **‘Formed’** | | shall for the purpose of this Questionnaire, mean a legal person which has already been constituted, incorporated, or formed. | |  | |  | | **‘Primary Business Address’** | | shall for the purpose of this Questionnaire, mean the Qualifying Holder’s head office and/or primary operational address | |  | |  | | **‘Qualifying Holder’** | | means Qualifying Shareholders or Other Controllers which have legal personality and are being proposed as an Involvement with an Applicant and/or Authorised Person | |  | |  | | **‘Regulatory Framework’** | | means the respective National and/or European Regulatory Frameworks or other binding regulation, as may be applicable | |  | |  | | **‘Shareholder’** | | shall for the purpose of this Questionnaire, mean a person entered in the register of members of a company pursuant to Article 123 of the Companies Act (Cap. 386 of the Laws of Malta) | |  | |  |  1. Instructions   The Qualifying Holder is required to complete all the respective sections of the Questionnaire, as follows:   * + Section 1 – Applicant/ Authorised Person Details   + Section 2 – Qualifying Holder Details   + Section 3 – Qualifying Holder Structure   + Section 4 – Governance   + Section 5 – Regulatory History   + Section 6 – Integrity and Due Diligence Confirmations   + Section 7 – Declaration Form   In order for the Questionnaire to be considered complete, the Qualifying Holder is also required to have submitted all the required documentation as identified within this Questionnaire.  Following submission of the Questionnaire via the LH Portal in conjunction with the respective Application or via email to the respective Authorisation team within the Supervisory Function, the Declaration Form (Section 7 of this Questionnaire) should be printed and sent, originally signed, to the Authority. It is to be noted that only this Declaration Form should be sent physically to the Authority. Further instructions can be found in the Declaration Form itself.   1. Privacy Notice   The MFSA ensures that any processing of personal data is conducted in accordance with Regulation (EU) 2016/679 (General Data Protection Regulation), the Data Protection Act (Chapter 586 of the Laws of Malta) and any other relevant European Union and national law. For further details, you may refer to the MFSA Privacy Notice available on the MFSA webpage <https://www.mfsa.mt/privacy-notice/>.   1. Disclaimer   It is noted that, the submission of this Questionnaire and/or its determination of ‘completeness’ shall not be construed as a granting of Authorisation by the MFSA. Furthermore, the Qualifying Holder is referred to Article 4(A) of the MFSA Act, wherein the granting of an Authorisation is a concession and a revocable privilege, and no holder thereof shall be deemed to have acquired any vested rights therein or thereunder. | | | |
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| 1. Applicant/ Authorised Person Details | | |
| --- | --- | --- |
|  | **Applicant/ Authorised Person Details**  *This sub-section requests details of the Applicant / Authorised Person in connection with which this CQ is being completed* | |
|  | Applicant/ Authorised Person Name | Enter text |
|  | MFSA Application/ Authorised Person ID | Enter text |

| 1. Qualifying Holder Details | | | | | | | | |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | **Qualifying Holder Person Type** | | | | | | | |
|  | Person Type | Select item | | | | | | |
|  | If *‘Other Legal Form’*: Specify Legal Form | Enter text | | | | | | |
|  | **Qualifying Holder – General and Identification Details** | | | | | | | |
|  | **Identification** | | | | | | | |
|  | Status of Qualifying Holder | Select item | | | | | | |
|  | Registered Name  *(If not yet Formed, provide proposed name)* | Enter text | | | | | | |
|  | Registered Number | Enter text |  | | Date of Registration | | Enter date | |
|  | Name of Registry | Enter text |  | | Country of Registration | | Select country | |
|  | LEI Code *(if applicable)* | Enter text | | | | | | |
|  | **NACE Code** | | | | | | | |
|  | Indicate the [NACE Code](https://metadata.nso.gov.mt/classificationdetails.aspx?id=NACE%20Rev.%202) of the sector in which the Qualifying Holder is operating: | | | | | | | |
|  | * 1. Main sector | | | | | | Select item | |
| * 1. Sub-sector  *(Include both the code and description from the specified link)* | | | | | | Enter text | |
|  | **Addresses** | | | | | | | |
|  | **Registered Address**  *If Formed, indicate registered address as indicated on the Registration Document.*  *If not yet Formed, indicate proposed registered address.* | | | | | | | |
|  | Number/Name | Enter text |  | | Street/Road | | Enter text | |
|  | City/Town/Village | Enter text |  | | State/Region/  Province | | Enter text | |
|  | Post Code | Enter text |  | | Country | | Select country | |
|  | **Primary Business Address** | | | | | | | |
|  | Is the Primary Business Address different than the Registered Address?  *If ‘Yes’, indicate the Primary Business Address:* | | | | | | Select item | |
|  | Number/Name | Enter text |  | | Street/Road | | Enter text | |
|  | City/Town/Village | Enter text |  | | Region/State | | Enter text | |
|  | Post Code | Enter text |  | | Country | | Select country | |
|  | **Other Names** | | | | | | | |
|  | Does / did the Qualifying Holder have / intend to have different names/aliases/trade names and/or brand names *(‘Other Names’)*? | | | | | | Select item | |
|  | |  |  | | --- | --- | |  |  | | Other Name | Enter text | | State | Select item | | If ‘C*urrent’ or ‘Proposed’:* Explain why the Qualifying Holder is utilising or intends to utilise this Other Name | Enter text | | If ‘*Past*’: Explain why the Qualifying Holder was utilising this Other Name and why was it discontinued | Enter text | |  |  | |  | |   *(Add multiple as applicable)* | | | | | | | |
|  | **Representation**  *Indicate the details of the internal representatives of the Qualifying Holder and their contact details, as applicable.* | | | | | | | |
|  | **Internal Representative** | | | | | | | |
|  | Position | Select item | |  | | If *‘Other’*:  Specify Position | | Enter text |
|  | Title | Select item | | | | | | |
|  | Name | Enter text | |  | | Surname | | Enter text |
|  | Representative’s Business Email Address | Enter text | | | | | | |
|  | Representative’s Business Direct Number | Enter text | | | | | | |

| 1. Qualifying Holder Structure | | | |
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|  | **Required Documentation** | | |
|  | **Attachment | Constitutional Document**  *Provide a copy of the Constitutional Document. If the Qualifying Holder is still in formation, provide a draft version of the document.* | | |
|  | **Attachment | Certificate of Good Standing**  *Provide a Certificate of Good Standing which is not older than 3 months.* | | |
|  | **Attachment | Share Register**  *Provide* *a recent Share Register, or a corresponding document that outlines the shareholding of the Qualifying Holder.* | | |
|  | **Attachment | Audited Financial Statements**  *Provide a copy of the Qualifying Holder’s audited financial statements of the past 3 years, where available.*  *This is only applicable for Qualifying Holders who qualify as: (i)* ***Direct Qualifying Holders*** *in the Applicant, and (ii)* ***Ultimate Corporate Holders*** *(such as parent company).* | | |
|  | **Trusts and Fiduciary Arrangements** | | |
|  | Does the Qualifying Holder hold the shares of the Applicant or Authorised Person on (i) trust or (ii) on a fiduciary basis as a mandatary for and on behalf of other persons? | Select item | |
|  | If ‘*Yes’*: Provide:  **Attachment | MFSA Annex – AX18** | | |
|  | **Qualifying Holder’s Interest in Other Persons**  This sub-section is only applicable if the Qualifying Holder is already Formed. | |
|  | **Confirmation** | |
|  | Does the Qualifying Holder have direct and/or indirect ownership of a sufficient percentage of shares, voting rights or ownership interest in other entities? | Select item |
|  | If ‘*Yes’*: Provide the respective details in the sub-sections below, as applicable: | |
|  | **Direct or indirect ownership of a sufficient percentage of shares, voting rights or ownership interest Held by the Qualifying Holder** | |
|  | |  |  |  |  | | --- | --- | --- | --- | | * 1. Legal Person | | | | | *Identification & Holding Details* | | | | | Legal Person Form | Select item | If ‘*Other*’:  Type of Form | Enter text | | Registered Name | Enter text | | | | Registered Number | Enter text | Date of Registration | Enter date | | Name of Registry | Enter text | Country of Registration | Select country | | Type of Holding | Select item | | | | Principal activities of Legal Person | Enter text | | | | *Nature of Involvement* | | | | | Will the Qualifying Holder be involved in the day-to-day running of the person? | | | Select item | | Explain the nature of the involvement | Enter text | | | |  |  | | |   *(Add multiple as applicable)* | |
|  | **Other Beneficial Ownership by the Qualifying Holder** | |
|  | Does the Qualifying Holder qualify as a Qualifying Shareholder in other legal persons, or can exercise control over such legal persons, through means other than direct or indirect ownership of a sufficient percentage of shares, voting rights or ownership interest? | Select item |
|  | |  |  |  |  | | --- | --- | --- | --- | | * 1. Legal Person | | | | | *Identification & Holding Details* | | | | | Legal Person Form | Select item | If ‘*Other*’:  Type of Legal Form | Enter text | | Registered Name | Enter text | | | | Registered Number | Enter text | Date of Registration | Enter date | | Name of Registry | Enter text | Country of Registration | Select country | | Principal activities of Legal Person | Enter text | | | | *Nature of Involvement* | | | | | Will the Qualifying Holder be involved in the day-to-day running of the person? | | | Select item | | Explain the nature of the involvement | Enter text | | | |  | | | |   *(Add multiple as applicable)* | |

| 1. Governance | |
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| *Note: The Section is only applicable to Qualifying Holders which qualify as* ***Direct Qualifying Holders*** *in the Applicant.* | |
|  | **Management Body** |
|  | **Members of the Management Body** |
|  | |  |  |  |  |  |  | | --- | --- | --- | --- | --- | --- | | * 1. Member of the Management Body | | | | | | | *Role within Management Body* | | | | | | | Type | Select itemSelect item | If ‘*Formed*’: Status | Select item | | | | *Identification* | | | | | | | Title | Select item Select item | | | | | | Name | Enter text | Surname | Enter text | | | | Date of Birth | Enter date | | | | | | ID Type | Select item Select item | ID Number | Enter text | | | | ID Expiry Date | Enter date | Country of Issuance | Select country | | | | *Other involvement/s within the Qualifying Holder & Applicant* | | | | | | | Will the person be directly involved in any of the Qualifying Holder’s key functions? | | | | | Select item | | If *‘Yes’:* Indicate the type of function carried out | Enter text | | | | | | Will the person be directly involved in the provision of the services identified with the Applicant or Authorised Peron? | | | | | Select item | | If *‘Yes’:* Specify the role of the person in the provision of these services | Enter text | | | | | | *Legal Representation* | | | | | | | Will the proposed individual be vested with legal representation of the Qualifying Holder? | | | | Select item | | |  |  | | | | |   *(Add multiple as applicable)* |

| 1. Regulatory History | | |
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|  | **Regulatory History**  This Section relates to Applications submitted to, and/or Authorisations held with, the MFSA and/or any other Regulatory Authority by the Qualifying Holder  *Note – For the purposes of this Section, Authorisation as Type of Regulatory History shall mean: “any type of official recognition (such as Licensing, Registration, Recognition, etc) by a Regulatory Body”. (An indicative list of Regulatory Bodies is provided).* | |
|  | Does the Qualifying Holder hold an authorisation or did the Qualifying Holder ever apply to be authorised by the MFSA or any other Regulatory Authority for any activity? | Select item |
|  | |  |  |  |  | | --- | --- | --- | --- | | * 1. Qualifying Holder – Regulatory History | | | | | Type of Regulatory History | Select item | | | | Type of Activity | Select item | If ‘*Other*’:  Type of Activity | Enter text | | Name of Regulatory Body | Select item | | | | If ‘*Other*’:  Name of Regulatory Body | Enter text | | | | *If ‘Application’, provide respective details:* | | | | | Status of Application | Select item | | | | Application Submission Date | Enter date | | | | Application Withdrawal / Refusal Date | Enter date | | | | Reason for Withdrawal / Refusal | Enter text | | | | *If ‘Authorisation’, provide respective details:* | | | | | Status of Authorisation | Select item | | | | Authorisation Date | Enter date | | | | Authorisation Suspension / Surrender / Revocation Date | Enter date | | | | Reason for Suspension / Surrender / Revocation | Enter text | | | |  | | | | | *(Add multiple as applicable)* | | | | | |

| 1. Integrity and Due Diligence Confirmations | | | | | |
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|  | **Integrity Confirmations** | | | | |
|  | Has the Qualifying Holder, and/or its Management Body, or any of its subsidiaries, as applicable, ever: | | | | |
|  | Case A | | been investigated, in the process of being investigated or is aware of investigations that will be initiated at some point in time by any Authority, regulatory, judicial or professional body whether in Malta or abroad?  *(This includes Court Orders and excluding investigations conducted in the course of normal monitoring and surveillance procedures which had no adverse findings)* | | Select item |
|  | Case B | | been subject to criticism, censures, disciplinary actions, suspension, expulsion or administrative breaches by any Authority, regulatory, judiciary or professional body whether in Malta or abroad? | | Select item |
|  | Case C | | Been subject to any other formal complaints made against it by its clients or former clients which have been resolved in favour of the complainant by a non-judicial third party? | | Select item |
|  | Case D | | Been subject to any criminal conviction or civil penalty:   * + in respect of carrying out any authorised/unauthorised regulated activity? (if applicable);   + in respect of any natural person in the process of application; and/or   + in respect of any legal person in the process of application? | | Select item |
|  | Case E | | have any books and records requisitioned or seized by any court, Authority, regulatory, judicial or professional body whether in Malta or abroad? | | Select item |
|  | Case F | | been subject to any unsatisfied judgments or awards outstanding? | | Select item |
|  | Case G | | been assessed as not of going concern or subject to a declaration of a moratorium of any indebtedness, to a restructuring or reorganisation process affecting its creditors, including measures involving the possibility of a suspension of payments, suspension of enforcement measures or reduction of claims, to a dissolution, to winding-up proceedings, or to administration or other insolvency or similar proceedings? | | Select item |
|  | Case H | | have any out-of-court settlements reached with any other legal or natural person, having regard to the monetary terms of the settlements or/and the circumstances in which they have been reached? | | Select item |
|  | Case I | | been dismissed or asked to resign and did resign from any profession, vocation, office or employment, or from any position of trust or fiduciary appointment, whether remunerated? | | Select item |
|  | If any of the above apply, provide details and evidence as necessary for each respective case | | | |  |  |  |  | | --- | --- | --- | --- | | Case | Select item | | | | Person Involved | Select item | | | | If ‘*Management Body’* or ‘*Subsidiary*’:  Name of Person Involved | Enter text | | | | Status of Case | Select item | | | | Name of the relevant criminal court, civil or administrative authority | Enter text | | | | Country of the relevant criminal court, civil or administrative authority | Select country | | | | Date of the event | Enter date | | | | An explanation of the circumstances surrounding the Case | Enter text | | | | If ‘*Concluded’*: Case Outcome | Enter text Enter text | | | | Respective Currency and Amount Involved  *(if applicable)* | Select item | Enter text Enter text | | | **Attachment | Case Evidence**  *Provide case evidence as applicable* | | | |  |  | | |   *(Add multiple as applicable)* | |
|  | **Politically Exposed Persons and State-Owned Entities** | | | | |
|  | **Politically Exposed Persons** | | | | |
|  | Does the Qualifying Holder have a member of its Management Body, or a member of the Management Body of any of the group entities to which it belongs or owns, as applicable, whether in Malta or abroad, qualifying as a Politically Exposed Person? | | | | Select item |
|  | If ‘*Yes’*: Provide the following detail for each respective case: | | | |  |  |  | | --- | --- | --- | | Person Involved | Select item | | | Full Name of Person Involved | Enter text | | | Type of prominent public function which qualify as PEP | Enter text | | | Jurisdiction of PEP | Select country | | | Status | Select item | | | Period of qualification  *End Date only applicable if ‘Inactive’* | Start Date | End Date | | Enter date | Enter date | |  |  | |   *(Add multiple as applicable)* | |
|  | **State-Owned Entities** | | | | |
|  | Does the Qualifying Holder, and/or its Management Body, or any of the group entities to which it belongs or owns, as applicable, whether in Malta or abroad, hold any ties with State-Owned Entities? | | | | Select item |
|  | If ‘*Yes’*: Provide the following detail for each respective case: | | | |  |  | | --- | --- | | Person Involved | Select item | | If ‘*Management Body*’ or ‘*Group Entity*’:  Full Name of Person Involved | Enter text | | Relationship with Person Involved | Enter text | | Name of State-Owned Entity | Enter text | | Nature of State-Owned Entity | Enter text | | Jurisdiction of State-Owned Entity | Select country | |  |  |   *(Add multiple as applicable)* | |
|  | **Sanctions and Restrictive Measures** | | | | |
|  | **Qualifying Holder, and/or its Management Body, or any of the group entities** | | | | |
|  | Has the Qualifying Holder, and/or its Management Body, or any of the group entities to which it belongs or owns, whether in Malta or abroad, been placed under a list of sanctions or restrictive measures of any nature? | | | | Select item |
|  | If ‘*Yes’*: Provide the following detail for each respective case: | | | |  |  | | --- | --- | | Person Involved | Select item | | If ‘*Management Body*’ or ‘*Group Entity*’:  Full Name of Person Involved | Enter text | | Sanctioning Body | Enter text | | Resolution Number | Enter text | | Reason for sanction or  restrictive measure | Enter text | | Mitigating Rationale | Enter text | |  |  |   *(Add multiple as applicable)* | |
|  | **Ties with Persons under a list of sanctions or restrictive measures of any nature** | | | | |
|  | Has the Qualifying Holder, and/or its Management Body, or any of the group entities to which it belongs or owns, as applicable, whether in Malta or abroad, hold any ties with countries/ legal persons/ natural persons which/who have been placed under a list of sanctions or restrictive measures of any nature? | | | | Select item |
|  | If ‘*Yes’*: Provide the following detail for each respective case: | |  |  |  | | --- | --- | --- | | Person Involved | | Select item | | If ‘*Management Body*’ or ‘*Group Entity*’:  Full Name of Person Involved | | Enter text | | Ties with | | Select item | | If ‘*Country’*: Indicate the Country | | Select country | | If ‘*Legal Person’* or ‘*Natural Person’:* | Full Name | Enter text | | Relationship with Person Involved | Enter text | | Sanctioning Body | | Enter text | | Resolution Number | | Enter text | | Reason for sanction or  restrictive measure | | Enter text | | Mitigating Rationale | | Enter text | |  | |  |   *(Add multiple as applicable)* | | | |

| 1. Declaration Form | | | |
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| *Following submission of the Questionnaire, this Declaration Form should be printed and sent, originally signed, to the attention of the* ***Authorisation team within the respective MFSA Supervisory Function****. It is to be noted that only this form should be sent physically to the Authority and that should the Qualifying Holder submit the entire Questionnaire, only the version submitted via the LH Portal shall be maintained and used for the purposes of the MFSA’s authorisation processes while the rest of the Questionnaire shall be discarded.*  *This Declaration Form should be signed by the two signatories vested with legal representation of the Qualifying Holder.* | | | |
| The undersigned, on behalf of the Qualifying Holder, declare that:   1. Questionnaire Submission    1. the Qualifying Holder has resolved to submit this Questionnaire to the MFSA;    2. the Qualifying Holder has duly authorised the undersigned to complete and submit this Questionnaire to the MFSA; 2. Information Provided to Authority    1. the information given in answer to the questions within the Questionnaire is complete and accurate to the best of our knowledge, information and belief and that there are no other facts relevant to this Questionnaire of which the Authority should be aware;    2. the Qualifying Holder has not tampered with, or modified in any manner, this Questionnaire and understands that such tampering with, or modification in any manner of this Questionnaire will result in the automatic nullification of this Questionnaire;    3. there are no inconsistencies between the provisions of the Constitutional Documents, the documents submitted with this Questionnaire (where applicable) and the information given in answer to the questions within the Questionnaire;    4. the MFSA will be notified immediately if the information given in answer to the questions within the Questionnaire changes and/or affects the completeness or accuracy of the Questionnaire either prior to or subsequent to authorisation should this be granted; and    5. this Declaration Form corresponds to the Applicant or Authorised Person stipulated in Section 1 of this Questionnaire;    6. the following documentation as indicated in the below have been submitted together with this Questionnaire:  |  |  |  | | --- | --- | --- | | Checklist of Documentation to be Submitted with the Questionnaire | | | |  | Audited Financial Statements *(if applicable)* | Select item | |  | Case Evidence *(if applicable)* | Enter number of submissions | |  | Certificate of Good Standing | Select item | |  | Constitutional Document | Select item | |  | MFSA Annex – AX18 *(if applicable)* | Select item | |  | Share Register | Select item |  1. Representatives and Disclosure    1. the MFSA is hereby being authorised to contact the representatives provide by the Qualifying Holder under Section 2.5 of this Questionnaire;    2. the MFSA is hereby being authorised to make such enquiries as it may consider necessary in connection with this Questionnaire;    3. the MFSA is hereby being authorised to contact any or all of the above-named or any other person considered by the Authority to be relevant, both at the date of Questionnaire and at any time in the future unless and until the Qualifying Holder rescinds this authority in writing.      1. Privacy Notice    1. I/we have read the [MFSA Privacy Notice](https://www.mfsa.mt/privacy-notice/)[[1]](#footnote-2) and hereby consent to the terms and conditions included therein. | | | |
| Signature 1 |  |  | |
| Name | Enter text | Surname | Enter text |
| Position | Enter text |
| Date | Enter date |
|  | |
| Signature 2 |  | | |
| Name | Enter text | Surname | Enter text |
| Position | Enter text |
| Date | Enter date |

1. For further information visit: <https://www.mfsa.mt/privacy-notice/> [↑](#footnote-ref-2)