

Application for a Natural Person with a

Qualifying Holding in an

Applicant Payment Institution or

Electronic Money Institution

May 2018

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**NOTES ON COMPLETION**

**This Application Form should be completed in respect of each Natural Person who has, or proposes to have, a qualifying holding[[1]](#footnote-1) in an applicant firm.**

**An applicant firm is any legal person who has submitted an application to the Central Bank of Ireland (the Central Bank) for:**

* Authorisation as a Payment Institution under Regulation 18 of the European Union (Payment Services) Regulations 2018 (PSR);
* Authorisation as an Electronic Money Institution under Regulation 9 of the European Communities (Electronic Money) Regulations 2011 (EMR); or
* Registration as a Small Electronic Money Institution under Regulation 33(2) of the EMR.
1. This Application Form is requested for the purpose of the identity and evidence of the suitability of persons with qualifying holdings in the applicant firm, as provided for in *the ‘EBA Guidelines on the information to be provided for Authorisation as a payment institution and electronic-money institution and for Registration as an account information service provider’* (EBA Guidelines), without prejudice to the assessment in accordance with the criteria, as relevant, introduced with Directive 2007/44/EC and specified in the joint guidelines for the prudential assessment of acquisitions of qualifying holdings (JC/GL/2016/01).
2. This Application Form reflects the information requested in Guideline 15 of the EBA Guidelines, for the purpose of assessing natural persons who have or propose to have a qualifying holding in an applicant firm.
3. All applications must be typed.
4. For each section, the applicant firm must answer all questions asked and must provide any information or documentation requested. In the event that a question does not apply, the applicant firm must provide an explanation as to why he/she considers this to be the case.
5. All responses and documents provided must reference the relevant section of the Application Form e.g., a response to question 5.1 of Section 5: Details of Financial Position & Source of Funding for Participation in the Applicant Firm, should be included in a section titled Section 5: Details of Financial Position & Source of Funding for Participation in the Applicant Firm, with each question answered in sequence referencing the relevant question. For example:

*Section 5:* Details of Financial Position & Source of Funding for Participation in the Applicant Firm

*5.1(b) details on access to financial markets, including details of financial instruments to be issued;*

*…………………………….*

*5.1(c) information on the use of borrowed funds, including the name of the lenders and details of the facilities granted, such as maturities, terms, security interests and guarantees, as well as information on the source of revenue to be used to repay such borrowings;*

*………………………………… etc.*

1. For each Section where a separate document is requested, applicant firms should ensure that these documents, along with any other accompanying documents, are clearly marked and referenced in accordance with the relevant Section numbers as indicated in 5. above.
2. Where possible, all responses to questions provided should be in MSWord (or equivalent) format rather than scanned versions.
3. Please submit the completed form (and any separate sheets, if relevant) with the firm’s application for authorisation/registration.

**The Central Bank may process personal data provided by you in order to fulfil its statutory functions or to facilitate its business operations. Any personal data will be processed in accordance with the requirements of data protection legislation. Any queries concerning the processing of personal data by the Central Bank may be directed to** **dataprotection@centralbank.ie****. A copy of the Central Bank’s Data Protection Notice is available at** [**www.centralbank.ie/fns/privacy-statement**](http://www.centralbank.ie/fns/privacy-statement)**.**

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| Section 1: Details of the Applicant Firm and Proposed Qualifying Holding |

* 1. **Details of the applicant firm in which the natural person has or intends to have a qualifying holding:**
1. corporate name of applicant firm:

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1. percentage holding (capital/voting rights) of the natural person has, or intends to have, in the applicant firm:

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1. indicate whether the holding is a direct or indirect holding:

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1. if the holding is indirect, please provide the name of the entities in which the natural person has a holding:

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| Section 2: Personal Details |

**2.1 Where a person who has or, in the case of authorisation, will have a qualifying holding in the applicant firm’s capital is a natural person, the application firm should set out all of the following information relating to the identity and suitability of that person:**

1. the person’s name and name at birth:

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| **Name:****Name at birth:** |

1. the person’s date and place of birth:

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| **Date of birth:****Place of birth:** |

1. citizenship of the person (current and previous):

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| **Current citizenship:****Previous citizenship:** |

1. the person’s passport number **or** driving licence number

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| **Passport Number:****or****Driving Licence Number:**  |

1. the person’s address:

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| **Address:** |

1. confirm that a copy of a passport **or** driving licence has been submitted with the application[[2]](#footnote-2):

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|  | *(Please answer* ***Yes*** *or* ***No****)* |

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| **Type of identity document provided:** |

1. confirm that a detailed curriculum vitae stating the education and training, previous professional experience and any professional activities or other functions currently performed by the person has been submitted with this application;

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|  | *(Please answer* ***Yes*** *or* ***No****)* |

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| Section 3: Information Concerning Good Repute |

**3.1 If the answer to any of the following questions is Yes, please separately provide information and any supporting documentation with your response, with referencing corresponding to the referencing in this section (if applicable):**

1. Please indicate (answer **Yes or No**):
2. subject to national legislative requirements concerning the disclosure of spent convictions, has the person had any criminal convictions or been subject to any proceedings where the person has been found against and which were not set aside?

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|  | *(Please answer* ***Yes*** *or* ***No****)* |

1. has the person been subject to any civil or administrative decisions, in matters of relevance to the assessment or authorisation process, where the person has been found against, and any administrative sanctions or measures imposed as a consequence of a breach of laws or regulations (including disqualification as a company director), in each case which were not set aside and against which no appeal is pending or may be filed?

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|  | *(Please answer* ***Yes*** *or* ***No****)* |

1. has the person been subject to any bankruptcy, insolvency or similar procedures?

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| --- | --- |
|  | *(Please answer* ***Yes*** *or* ***No****)* |

1. has the person any pending criminal investigations?

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|  | *(Please answer* ***Yes*** *or* ***No****)* |

1. has the person any civil or administrative investigations, enforcement proceedings, sanctions or other enforcement decisions against the person concerning matters that may be considered relevant to the authorisation/registration to commence the activity of a payment institution/electronic money institution or to the sound and prudent management of a payment institution/electronic money institution?

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|  | *(Please answer* ***Yes*** *or* ***No****)* |

1. please provide, where such documents can be obtained, an official certificate or any other equivalent document evidencing whether any of the events set out in sub-paragraphs (i)-(v) above has occurred in respect of the relevant person (indicate whether this has been provided);

Are such documents provided with this application submission?

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|  | *(Please answer* ***Yes*** *or* ***No****)* |

1. has the person been subject to any refusal of registration, authorisation, membership or licence to carry out trade, business or a profession;

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|  | *(Please answer* ***Yes*** *or* ***No****)* |

1. has the person been subject to any withdrawal, revocation or termination of a registration, authorisation, membership or licence to carry out trade, business or a profession;

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|  | *(Please answer* ***Yes*** *or* ***No****)* |

1. has the person been subject to any expulsion by an authority or public sector entity in the financial services sector or by a professional body or association;

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|  | *(Please answer* ***Yes*** *or* ***No****)* |

1. has the person held any position of responsibility with an entity subject to any criminal conviction or proceedings, administrative investigations, sanctions or other enforcement decisions for conduct failings, including in respect of fraud, dishonesty, corruption, money laundering, terrorist financing or other financial crime, or of failure to put in place adequate policies and procedures to prevent such events, held at the time when the alleged conduct occurred? If yes, provide details of such occurrences and of the person’s involvement, if any, in a separate document;

Are the documents provided with this application submission?

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|  | *(Please answer* ***Yes*** *or* ***No****)* |

1. has the person been subject to any dismissal from employment or a position of trust, any removal from a fiduciary relationship (other than as a result of the relevant relationship coming to an end by passage of time) and any similar situation?

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|  | *(Please answer* ***Yes*** *or* ***No****)* |

1. Using the table below, provide a list of undertakings that the person directs or controls and of which the applicant firm is aware of after due and careful enquiry (add additional rows if necessary). If the undertaking has been subject to insolvency or similar proceedings, a description of insolvency or similar procedures must be provided in a separate document;

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| --- | --- | --- | --- | --- |
| **Name of undertaking** | **% of control** | **Direct or Indirect** | **Status (e.g. active, dissolved etc.)** | **Insolvency or similar procedures (Yes/No)** |
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1. Using the table below, provide details of any assessment of the reputation of the person, which has already been conducted by a competent authority in the financial services sector[[3]](#footnote-3) (add additional rows as necessary);

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| **Identity of Authority** | **Outcome of Assessment** |
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1. does the person have any links to politically exposed persons, as defined in Article 3(9) of Directive (EU) 2015/849[[4]](#footnote-4). If yes, provide a description of the links:

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|  | *(Please answer* ***Yes*** *or* ***No****)* |

If yes, please provide details:

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| Section 4: Information Concerning Reasons for Qualifying Holding  |

**4.1 The application shall set out all of the following information for the natural person to whom this qualifying holding application relates:**

* 1. details of that person’s financial or business reasons for owning that holding and the person’s strategy regarding the holding, including the period for which the person intends to hold the holding and any intention to increase, reduce or maintain the level of the holding in the foreseeable future;

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* 1. details of the person’s intentions in respect of the applicant firm and of the influence the person intends to exercise over the applicant firm, including in respect of the dividend policy, the strategic development and the allocation of resources of the applicant firm, whether or not he/she intends to act as an active minority shareholder, and the rationale for such intention;

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* 1. information on the person’s willingness to support the applicant firm with additional own funds if needed for the development of its activities or in the case of financial difficulties;

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* 1. the content of any intended shareholder’s or member’s agreements with other shareholders or members in relation to the applicant firm;

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* 1. an analysis as to whether or not the qualifying holding will impact in any way, including as a result of the person’s close links to the applicant firm, on the ability of the applicant firm to provide timely and accurate information to the competent authorities.

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| Section 5: Details of Financial Position & Source of Funding for Participation in the Applicant Firm |

**5.1 The application should set out a detailed explanation of the specific sources of funding for the participation of the natural person having a qualifying holding or proposed qualifying holding in the applicant’s capital, which should include:**

* 1. the current financial position of the person, including details concerning sources of revenue, assets and liabilities, security interests and guarantees, whether granted or received;
	2. details on the use of private financial resources, including their availability and (so as to ensure that the Central Bank is satisfied that the activity that generated the funds is legitimate) source;

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* 1. details on access to financial markets, including details of financial instruments to be issued;

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* 1. information on the use of borrowed funds, including the name of the lenders and details of the facilities granted, such as maturities, terms, security interests and guarantees, as well as information on the source of revenue to be used to repay such borrowings; where the lender is not a credit institution or a financial institution authorised to grant credit, the applicant firm should provide to the competent authorities information on the origin of the borrowed funds;

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* 1. information on any financial arrangement with other persons who are shareholders or members of the applicant firm;

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* 1. any further relevant information.

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| Declarations |

1. Declaration by Natural Person

**Please confirm the following:**

* I will promptly notify the Central Bank of Ireland of any material changes in the information which I have provided in this Application Form and confirm that I will inform the Central Bank of Ireland in writing of the details of such changes and any other relevant/material information of which I may become aware at any time after the date of this declaration.
* I hereby authorise the Central Bank of Ireland to make enquiries with an Garda Síochána as to any convictions that may or may not be recorded against me.
* I hereby authorise an Garda Síochána to furnish to the Central Bank of Ireland a statement that there are no convictions recorded against me in the State or elsewhere, or a statement of all prosecutions successful or not, pending or completed in the State or elsewhere as the case may be.
* I hereby authorise all those entities and individuals listed below to release information material to this application which they may have about me to the Central Bank of Ireland and I release them from any liability or responsibility from doing so:
* The Irish Revenue Commissioners (or equivalent national authority);
* The Office of the Director of Corporate Enforcement (or equivalent national authority);
* The Companies Registration Office (or equivalent national authority);
* Irish Auditing and Accounting Services Authority (or equivalent national authority);
* The Financial Services Ombudsman (or equivalent national authority);
* All current and former Employers listed in this application;
* All financial services entities with whom I have previously held an appointment of any kind;
* All personal and professional references contacted by the proposing entity as part of their due diligence inquiries over this application;
* All credit agencies;
* All other financial service regulators;
* All educational and professional institutions listed in this application.
* I acknowledge that the Central Bank of Ireland may process any personal data relevant to me for the purposes of performing the Central Bank’s statutory functions including the orderly and prudent authorisation and supervision of regulated financial services entities and the appointment and supervision of approved persons.
* I am aware that it may be an offence and/or grounds for refusal of my application and/or grounds for revocation of an authorisation approval granted on foot of the within application and/or grounds for the Central Bank of Ireland to commence an administrative sanctions procedure against both myself and/or the proposing entity for me to knowingly or recklessly:
1. Provide false or misleading information and/or to make a false or misleading statement (which I acknowledge, may include the withholding by me of relevant information) in this application for approval; or
	1. Fail to inform and/or withhold from the Central Bank of Ireland details of any material change in circumstances/new information which is relevant to the status of the proposed person.
* To the best of my knowledge, information and belief, the information provided in this Application Form is truthful and that each question in the Application Form has been fully answered, and that I have disclosed any and all other information, which might reasonably be considered relevant to this application and I confirm my understanding and acceptance of all statements in this declaration.

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| **Name (Printed):****Title:****Signature:****Date:** |  |

1. Declaration by Applicant Firm:

I and , of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ (name of proposing entity), submit the above Application for a Natural Person with a Qualifying Holding in a Payment Institution or Electronic Money Institution Form (Application Form), and declare that:

To the best of our knowledge, information and belief, the information contained in the Application Form, is true, accurate and supports my view that this person is a suitable person, to have a qualifying holding in the applicant firm.

* We are aware that it may be an offence and/or grounds for refusal of the application and/or grounds for revocation of an authorisation approval granted on foot of the Application Form, and/or grounds for the Central Bank of Ireland to commence an administrative sanctions procedure against both us and/or the proposing entity for us to knowingly or recklessly:
1. Provide false or misleading information and/or to make a false or misleading statement (which I acknowledge, may include the withholding by me of relevant information) in this application for approval; or
2. Fail to inform and/or withhold from the Central Bank of Ireland details of any material change in circumstances/new information which is relevant to the status of the proposed person.

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| **For and on behalf of:** |  |
| **Name (Printed):****Title:****Signature:****Date:** |  |
| **Name (Printed):****Title:****Signature:****Date:** |  |
| ***(Please print name of the applicant firm. At least two directors, including the Chief Executive/Managing Director must sign the Declaration above. Original signatures are required)*** |

***Provisions in this document should not be deleted nor amended in any manner.***

All reasonable steps must be taken by an applicant to ensure that the information provided to the Central Bank in its application for authorisation is accurate and complete. **Applicants should note that it is an offence under Regulation 127 of the European Union (Payment Services) Regulations 2018 and Regulation 69 of the European Communities (Electronic Money) Regulations 2011 (as amended) to provide false or misleading information in an application for authorisation/registration as a payment institution or electronic-money institution.**

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1. ‘Qualifying holding’ means a direct or indirect holding in an undertaking which represents 10 % or more of the capital or of the voting rights or which makes it possible to exercise a significant influence over the management of that undertaking. [↑](#footnote-ref-1)
2. Please **DO NOT** provide a copy of your Public Services Card. [↑](#footnote-ref-2)
3. Please note that the Central Bank may contact relevant regulatory authorities to confirm the accuracy of the information provided. [↑](#footnote-ref-3)
4. Directive (EU) 2015/849 of the European Parliament and of the Council of 20 May 2015 on the prevention of the use of the financial system for the purposes of money laundering or terrorist financing (OJ L 141, 5.6.2015, p. 73). [↑](#footnote-ref-4)