MiFID Investment Firm

Authorisation Application Form

Application for authorisation under the European Union (Markets in Financial Instruments) Regulations 2017 (S.I. 375 of 2017)

April 2024

NOTES ON COMPLETION

1. **Please read the “Guidance Note on completing an application for authorisation underthe European Union (Markets in Financial Instruments) Regulations 2017 (S.I. 375 of 2017 (“the MiFID II Regulations”)”, (hereafter referred to as the Guidance Note), the Markets in Financial Instruments Directive (Directive 2014/65/EU of the European Parliament and of the Council[[1]](#footnote-1)) (“MiFID II”), Markets in Financial Instruments Regulation (EU 600/2014[[2]](#footnote-2)) (“MiFIR”), European Union Investment Firms Regulation[[3]](#footnote-3) and Investment Firms Directive[[4]](#footnote-4), any associated implementing and delegated acts, any European Supervisory Authority guidance including any opinions, guidelines, questions and answers, finally any guidance, which the Central Bank may issue from time to time, together the “MiFID II Framework”, provide a comprehensive regulatory regime for investment firms and regulated markets in Ireland in conjunction with this Application Form. The Guidance Note is available on the Central Bank of Ireland’s (“the Central Bank”) website** [**www.centralbank.ie**](http://www.centralbank.ie)**.**
2. All applications must be **typed**.
3. All questions must be addressed before the application can be considered. If a question does not apply, please write **“N/A”** or **“None”** as appropriate. **Do not leave any answer boxes blank. Incomplete applications will be returned.**
4. Where applicant firms are required to “confirm”, a tick (****) placed in the relevant box will be taken as confirmation.
5. Where it is highlighted that information “must” be provided or an action “must” be taken, a tick (****) placed in the relevant box will be taken as confirmation that the information has been provided or that action has been taken.
6. If insufficient space has been provided for a reply, please provide that information on a separate sheet/document and refer to it in the space provided for the answer. Please ensure that any separate sheets/documents are clearly marked with the name of the applicant organisation and reference the appropriate question.
7. Where the firm is requested to provide a reference to a separate sheet/document, please ensure the document name, page number and paragraph that provides for the requested information is completed in the Application Form.
8. Further information or clarification may be requested (having regard to the replies furnished) for the purpose of considering and evaluating an application.
9. The applicant firm must submit its application pack to the Central Bank via investmentfirmauthorisations@centralbank.ie.
10. A Programme of Operations as mandated by Article 7 of MiFID II must accompany this Application Form.
11. Please follow the instructions below when completing this Application Form.

The Commission Delegated Regulation (EU) 2017/1943 with regard to regulatory technical standards on information and requirements for the authorisation of investment firms prescribe two forms for investment firms seeking authorisation under Directive 2014/65/EU:

1. Application form for authorisation as an investment firm (“Form A”); and
2. List of members of the management body (“Form B”).

#### **Form A**

Form A is on page 6 of this document. The “Content” section of the form requires the applicant firm provide information referred to in each of the six Articles of Commission Delegated Regulation (EU) 2017/1943 having regard to Article 7(4) of Directive 2014/65/EU.

Reference to Articles in Commission Delegated Regulation (EU) 2017/1943



Six annexes, A-F, have been created to facilitate applicant firms in providing the required information. Each annex corresponds to a required piece of content within Form A and the relevant Article in the Commission Delegated Regulation (EU) 2017/1943.



Annexes A-F

Applicant firms must complete each annex and then cross refer from Form A to each annex as appropriate.

#### **Form B**

Form B is on page 9 of this document. The form requests certain information for each member of the management body. The information required is captured through the Individual Questionnaires (“IQ Forms”) which are submitted for each Pre-Approval Controlled Function (“PCF”) role holder through the [Central Bank’s Portal](https://auth.centralbank.ie/adfs/ls/?wtrealm=https%3A%2F%2Fportal.centralbank.ie%2F&wctx=WsFedOwinState%3De7Da8DRt9GMOw3HjISrze7ewFKSU3t4N2MvHBBTLQk_Y2ZombYc5py56chkkXDamaSOVgGmkeCSYDXpr-_RyrKlPxNpsZYpvk49Iq855Ep8BxwcOb1WkLRS-P6zy8NiS6OULSKAtoscUa4d5ULx7qA&wa=wsignin1.0). IQ Forms are still required to be submitted as part of a complete application and therefore applicant firms should cross refer from Form B to the appropriate section of the relevant IQ Form.



Cross refer here to appropriate section of relevant IQ Form.

Contents

[APPLICATION FORM FOR AUTHORISATION AS AN INVESTMENT FIRM 6](#_Toc163121288)

[LIST OF MEMBERS OF THE MANAGEMENT BODY 9](#_Toc163121289)

[ANNEX A: GENERAL INFORMATION 14](#_Toc163121290)

[ANNEX B: CAPITAL 21](#_Toc163121291)

[ANNEX C: SHAREHOLDERS 23](#_Toc163121292)

[ANNEX D: THE MANAGEMENT BODY AND PERSONS WHO DIRECT THE BUSINESS 26](#_Toc163121293)

[ANNEX E: FINANCIAL INFORMATION 27](#_Toc163121294)

[ANNEX F: ORGANISATION OF THE FIRM 30](#_Toc163121295)

[INVESTOR COMPENSATION COMPANY LEVY (“ICCL”) INFORMATION 34](#_Toc163121296)

[DECLARATION 1 35](#_Toc163121297)

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| **APPLICATION FORM FOR AUTHORISATION AS AN INVESTMENT FIRM** |
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| Dear Central Bank of Ireland Investment Firm Authorisation TeamIn accordance with Article 2 of the Commission Implementing Regulation (EU) No. 2017/1945 laying down implementing technical standards with regard to standard forms, templates and procedures for notification or provision of information provided for in Article 7(5) of Directive 2014/65/EU to ensure uniform conditions of application of Article 7(2), kindly find attached the authorisation application. |
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| **Person in charge of preparing the application:** |
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| Status/Position: |  |
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| **CONTENT**  |
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| **General information on the applicant firm** |
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| *Please insert the information referred to under Article 1 of Commission Delegated Regulation (EU)**2017/1943* *supplementing Directive 2014/65/EU. Please set out that information here or make reference to the relevant annexes containing the information.* |
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| **Information on the capital** |
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| *Please insert the information referred to under Article 2 of Commission Delegated Regulation (EU)**2017/1943* *supplementing Directive 2014/65/EU. Please set out that information here or make reference to the relevant annexes containing the information.* |
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| **Information on the shareholders** |
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| *Please insert the information referred to under Article 3 of Commission Delegated Regulation (EU)**2017/1943* *supplementing Directive 2014/65/EU. Please set out that information here or make reference to the relevant annexes containing the information.* |
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| **Information on the management body and persons directing the business** |
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| *Please insert the information referred to under Article 4 of Commission Delegated Regulation (EU)**2017/1943* *supplementing Directive 2014/65/EU. Please set out that information here or make reference to the relevant annexes containing the information.* |

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| **Financial information** |
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| *Please insert the information referred to under Article 5 of Commission Delegated Regulation (EU)**2017/1943* *supplementing Directive 2014/65/EU. Please set out that information here or make reference to the relevant annexes containing the information.* |
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| **Information on the organisation** |
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| *Please insert the information referred to under Article 6 of Commission Delegated Regulation (EU)**2017/1943* *supplementing Directive 2014/65/EU. Please set out that information here or make reference to the relevant annexes containing the information.* |

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| **LIST OF MEMBERS OF THE MANAGEMENT BODY** |
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| Dear Central Bank of Ireland Investment Firm Authorisation TeamIn accordance with Article 2 of the Commission Implementing Regulation (EU) No. 2017/1945 laying down implementing technical standards with regard to standard forms, templates and procedures for notification or provision of information provided for in Article 7(5) of Directive 2014/65/EU to ensure uniform conditions of application of Article 9(5), kindly find attached the notification request. |
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| **Person in charge of preparing the application:** |
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| **List of members of the management body** |
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| **Member 1** |
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| Contact details (Telephone, email, address) |
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| Educational qualification and relevant training |
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| **Member 2** |
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| **Member 3** |
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| **Member 4** |
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| **Member 5** |
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| Please provide:* Minutes of the general meeting confirming the nomination of the new member of the management body
* Minutes of the general meeting of the management body confirming the nomination of the new members
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| **ANNEX A: GENERAL INFORMATION** |  |  |  |
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|  | Applicant FirmRef No.[[6]](#footnote-6) |  | CBI Only |
| **A1** | Full legal name, Legal Entity Identifier (LEI), MIC, segment codes and Company Registration Office Number of the applicant firm. |  |  |  |  |
|  | **Legal Name** |  |  |  |  |  |
|  | **LEI** |  |  |  |  |  |
|  | **MIC Code** (MTF/OTF/SI[[7]](#footnote-7) applicants) |  |  |  |  |  |
|  | **Segment Codes** (MTF/OTF/ SI applicants) |  |  |  |  |  |
|  | **Company Registration Office Number** |  |  |  |  |  |
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| **A2** | Registered trading name under which the applicant firm will provide investment services as an investment firm, if different from A1 above. |  |  |  |  |
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| **A3** | Legal status of the applicant firm (e.g. limited company incorporated in Ireland, partnership, sole trader, etc.). |  |  |  |  |
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| **A4** | Address of the applicant firm's registered office. |  |  |  |  |
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| **A5** | Address of the applicant firm's head office/principal place of business, if different from A4 above. |  |  |  |  |
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| **A6** | If the applicant firm has a website address or other social media presence please provide the website address. |  |  |  |  |
|  |  |  |  |  |
|  |  |  |  |  |  |
|  | If currently being developed, please provide the website address, if known, and the anticipated launch date of same. |  |  |  |  |
|  | **Website/Social Media Address** | **Anticipated Launch Date** |  |  |  |  |
|  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| **A7** | Contact details of a principal of the applicant firm located in the State, in relation to this application. |  |  |  |  |
|  |  |  |  |  |
|  | **Contact name:** |  |  |  |  |  |
|  | **Job Title:** |  |  |  |  |  |
|  | **Address:** |  |  |  |  |  |
|  | **E-mail Address:** |  |  |  |  |  |
|  | **Telephone Number:** |  |  |  |  |  |
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| **A8** | Name and address of the applicant firm's solicitors or other professional advisors, including the contact details of the applicant firm's contact point at the firm. |  |  |  |  |
|  |  |  |  |  |
|  |  |  |  |  |
|  | **Solicitors/Other Professional Advisors** |  |  |  |  |
|  | **Name:** |  |  |  |  |  |
|  | **Address:** |  |  |  |  |  |
|  | **Contact Name:** |  |  |  |  |  |
|  | **E-mail Address:** |  |  |  |  |  |
|  | **Telephone Number:** |  |  |  |  |  |
|  | **Applicant Firm’s Contact Point at the Above-Noted Firm** |  |  |  |  |
|  | **Name:** |  |  |  |  |  |
|  | **Address:** |  |  |  |  |  |
|  | **Contact Name:** |  |  |  |  |  |
|  | **E-mail Address:** |  |  |  |  |  |
|  | **Telephone Number:** |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| **A9** | Do you grant the Central Bank permission to liaise with the named solicitors or professional advisors in respect of this application? |  |  |  |  |
|  |  |  |  |  |
|  | Yes |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | No |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| **A10** | Please complete the following tables setting out the investment services and activities, ancillary services and financial instruments (pursuant toSchedule 1 Part 1 of the MiFID II Regulations) in respect of which the applicant proposes to provide services to clients. |  |  |  |  |
|  |  |  |  |  |
|  |  | **Investment services and activities as set out in Part 1 of Schedule 1 of the MiFID II Regulations ("MiFID Activities")** | **()** |  |  |  |  |
|  | 1 | Reception and transmission of orders in relation to one or more financial instruments |  |  |  |  |  |
|  | 2 | Execution of orders on behalf of clients |  |  |  |  |  |
|  | 3 | Dealing on own account |  |  |  |  |  |
|  | 4 | Portfolio management |  |  |  |  |  |
|  | 5 | Investment advice |  |  |  |  |  |
|  | 6 | Underwriting of financial instruments and/or placing of financial instruments on a firm commitment basis |  |  |  |  |  |
|  | 7 | Placing of financial instruments without a firm commitment basis |  |  |  |  |  |
|  | 8 | Operation of an MTF |  |  |  |  |  |
|  | 9 | Operation of an OTF |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | **Ancillary services as set out in Part 2 of Schedule 1 of the MiFID II Regulations ("MiFID Ancillary Activities")** | **()** |  |  |  |  |
|  | 1 | Safekeeping and administration of financial instruments for the account of clients, including custodianship and related services such as cash/collateral management but excluding maintaining securities accounts at the top tier level |  |  |  |  |  |
|  | 2 | Granting credits or loans to an investor to allow him/her to carry out a transaction in one or more financial instruments, where the firm granting the credit or loan is involved in the transaction |  |  |  |  |  |
|  | 3 | Advice to undertakings on capital structure, industrial strategy and related matters and advice and services relating to mergers and the purchase of undertakings |  |  |  |  |  |
|  | 4 | Foreign exchange services where these are connected to the provision of investment services |  |  |  |  |  |
|  | 5 | Investment research and financial analysis or other forms of general recommendation relating to transactions in financial instruments |  |  |  |  |  |
|  | 6 | Services related to underwriting |  |  |  |  |  |
|  | 7 | Investment services and activities as well as ancillary services of the type included under Part 1 or Part 2 of Schedule 1 of the MiFID II Regulations related to the underlying of the derivatives included under points 5, 6, 7 and 10 of Part 3 of Schedule 1 of the MiFID II Regulations where these are connected to the provision of investment or ancillary services |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | **Financial instruments as set out in Part 3 of Schedule 1 of the MiFID II Regulations ("MiFID Instruments")** | **()** |  |  |  |  |
|  | 1 | Transferable securities |  |  |  |  |  |
|  | 2 | Money-market instruments |  |  |  |  |  |
|  | 3 | Units in collective investment undertakings |  |  |  |  |  |
|  | 4 | Options, futures, swaps, forward rate agreements and any other derivative contracts relating to securities, currencies, interest rates or yields, emission allowances or other derivatives instruments, financial indices or financial measures which may be settled physically or in cash |  |  |  |  |  |
|  | 5 | Options, futures, swaps, forward rate agreements and any other derivative contracts relating to commodities that must be settled in cash or may be settled in cash at the option of one of the parties other than by reason of default or other termination event |  |  |  |  |  |
|  | 6 | Options, futures, swaps, forward rate agreements and any other derivative contract relating to commodities that can be physically settled provided that they are traded on a regulated market, an MTF, or an OTF, except for wholesale energy products traded on an OTF that must be physically settled |  |  |  |  |  |
|  | 7 | Options, futures, swaps, forward rate agreements and any other derivative contracts relating to commodities that must be settled not otherwise mentioned in point 6 above and not being for commercial purposes, which have the characteristics of other derivative financial instruments |  |  |  |  |  |
|  | 8 | Derivative instruments for the transfer of credit risk |  |  |  |  |  |
|  | 9 | Financial contracts for difference |  |  |  |  |  |
|  | 10 | Options, futures, swaps, forward rate agreements and any other derivative contracts relating to climatic variables, freight rates or inflation rates or other official economic statistics that must be settled in cash or may be settled in cash at the option of one of the parties other than by reason of default or other termination event, as well as any other derivative contracts relating to assets, rights, obligations, indices and measures not otherwise mentioned in Part 3 of Schedule 1 of the MiFID II Regulations, which have the characteristics of other derivative financial instruments, having regard to whether, inter alia, they are traded on a regulated market, OTF, or MTF. |  |  |  |  |  |
|  | 11 | Emission allowances, consisting of any units recognised for compliance with the requirements of Directive 2003/87/EC (Emissions Trading Scheme). |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| **A11** | Does the applicant intend to provide Investment Business Services as defined in Section 2(1) of the Investment Intermediaries Act, 1995 (as amended), where such services are not Investment Services listed in Part 1 of Schedule 1 of the MiFID II Regulations (”IIA Services”)? |  |  |  |  |
|  |  |  |  |  |
|  | Yes |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | No |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | If yes, the applicant firm must complete the following tables. |  |  |  |  |
|  | **Investment Business Services as provided in Section 2(1) of the Investment Intermediaries Act, 1995, (as amended) and not provided for in the MiFID II Regulations (“IIA Services”)** | **()** |  |  |  |  |
|  | (f) Acting as a deposit agent or deposit broker. |  |  |  |  |  |
|  | (g) The administration of collective investment schemes, including the performance of valuation services or fund accounting services or acting as transfer agents or registration agents for such funds. |  |  |  |  |  |
|  | (i) Acting as a manager of a designated investment fund within the meaning of the Designated Investment Funds Act, 1985. |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | **Investment Instruments as defined in Section 2(1) of the Investment Intermediaries Act, 1995 (as amended) and not provided for in the MiFID II Regulations (“IIA Instruments”)** | **()** |  |  |  |  |
|  | (b) Non-transferable securities creating or acknowledging indebtedness issued by or on behalf of a government, local authority or public authority. |  |  |  |  |  |
|  | (h) Sale and repurchase and reverse repurchase agreements involving transferable securities. |  |  |  |  |  |
|  | (i) Agreements for the borrowing and lending of transferable securities. |  |  |  |  |  |
|  | (j) Certificates or other instruments which confer property rights in respect of transferable securities and/or rights to acquire, dispose of, underwrite or convert an investment instrument and/or a contractual right (other than an option) to acquire an investment instrument other than by subscription. |  |  |  |  |  |
|  | (jj) A rolling spot foreign exchange contract. |  |  |  |  |  |
|  | (kk) A tracker bond or similar instrument. |  |  |  |  |  |
|  | (l) Hybrid instruments involving two or more investment instruments. |  |  |  |  |  |
|  | (n) Personal Retirement Savings Account within the meaning of Part X of the Pensions Act, 1990 (as amended). |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| **A12** | Does the applicant firm propose to hold client assets (client funds or client financial instruments), on a temporary basis or otherwise? |  |  |  |  |
|  |  |  |  |  |
|  | Yes |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | No |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |
| **A13** | Does the applicant firm propose to act as a Systematic Internaliser or as an algorithmic or high frequency trader? |  |  |  |  |
|  |  |  |  |  |
|  | Yes |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | No |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | If yes, please include the details and rationale for the proposal in the Programme of Operations. |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| **A14** | Does the applicant firm propose to provide independent advice? |  |  |  |  |
|  | Yes |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | No |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | If yes, please include the details and rationale for the proposal in the Programme of Operations. |  |  |  |  |
| **A15** | Please provide copies of the applicant firm's corporate documents, including a certified copy of the certificate of incorporation, by-laws and the articles of association, and, where applicable, a copy of applicant firm’s registration with the Companies Registration Office. |  |  |  |  |
|  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| **A16** | Has the applicant firm ever been regulated by the Central Bank or any other regulatory agency, under either its current legal name or any other prior legal name, in the State or elsewhere? |  |  |  |  |
|  |  |  |  |  |
|  | Yes |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | No |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | If yes, please provide details. |  |  |  |  |
|  |  |  |  |  |  |
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| **A17** | Please provide details of the applicant firm's regulatory or legal background, both in the State or elsewhere, under both its current legal name and all prior legal names, including details of qualifying shareholders (Natural Person and / or Legal Person(s)) which could impact on the authorisation decision. |  |  |  |  |
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| **A18** | Please provide the name, address and telephone number of the applicant firm’s auditors, if known, including the contact details of the applicant firm's contact at the firm. |  |  |  |  |
|  |  |  |  |  |
|  |  |  |  |  |
|  | **Name:** |  |  |  |  |  |
|  | **Address:** |  |  |  |  |  |
|  | **Contact Name:** |  |  |  |  |  |
|  | **E-mail Address:** |  |  |  |  |  |
|  | **Telephone Number:** |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| **A19** | Has the applicant firm changed its legal advisors, bankers or auditors in the three years prior to the date of application? |  |  |  |  |
|  |  |  |  |  |
|  | Yes |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | No |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | If yes, please provide details below. |  |  |  |  |
|  |  |  |  |  |  |
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| **ANNEX B: CAPITAL** |  |  |  |  |
| --- | --- | --- | --- | --- |
|  |  | Applicant FirmRef No.[[8]](#footnote-8) |  | CBI Only |
|  |  |  |  |  |
| **B1** | Does the applicant firm intend to use private financial resources for capital/funding purposes? |  |  |  |  |  |
|  | Yes |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | No |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | If yes, please provide details. |  |  |  |  |  |  |
|  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| **B2** | Please specify the form that the applicant firm’s CET1[[9]](#footnote-9) instrument(s) will take, setting out the composition in each row in the table below with reference to the EBA CET1 List(s): |  |  |  |  |
|  |  |  |  |  |
|  | **Tier of Capital** | **Capital Item** | **Amount (€)** |  |  |  |  |
|  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |
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|  | **Total** |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Please submit a completed [Capital Contribution Agreement](https://www.centralbank.ie/docs/default-source/regulation/industry-market-sectors/investment-firms/documents-for-privacy-notice-gdpr/gns-4-4-9-4-6-capital-contribution-agreement-28-05-18.doc?sfvrsn=8347b21d_4) for the initial capital contribution. |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| **B3** | Please provide evidence of the firm’s receipt of paid-up share capital and other types of capital raised. |  |  |  |  |
|  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| **B4** | Please provide a copy of the applicant firm’s Constitution and copies of all relevant agreements and contracts regarding the capital raised. |  |  |  |  |
|  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| **B5** | Does the applicant firm use or expect to use borrowed funds or Tier 2/eligible liabilities taking the form of loans? |  |  |  |  |
|  | Yes |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | No |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | If yes, please complete the following table: |  |  |  |  |
|  | **Facility** | **Details** |  |  |  |  |
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| **B6** | Please provide details of the sources of financial resources (further capital if required) expected to be available should they be required by the applicant firm subsequent to authorisation. |  |  |  |  |
|  |  |  |  |  |
|  |  |  |  |  |  |

| **ANNEX C: SHAREHOLDERS** |  |  |  |  |
| --- | --- | --- | --- | --- |
|  |  | Applicant FirmRef No.[[10]](#footnote-10) |  | CBI Only |
| **C1** | A comprehensive shareholder chart must be provided. |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| **C2** | Please list all **direct** shareholders/partners/members/beneficial holders who either:1. hold qualifying holdings **and** specify the amount of these holdings; or
2. are in a position to exercise significant influence over the management of the applicant firm.
 |  |  |  |  |
|  |  |  |  |  |
|  |  |  |  |  |
|  | **Identity of Shareholder/ Partner/ Member** | **Amount of Qualifying Holding** | **Date Acquired** | **Beneficial Holder (Yes/No)** | **Significant Influence (Yes/No)\*** | **Close Links (Yes/No)\*** [[11]](#footnote-11) |  |  |  |  |
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|  | **\*** If Yes, please provide further details in the Programme of Operations. |  |  |  |  |
|  |  |  |  |  |
| **C3** | Please list all **indirect** shareholders/partners/members/beneficial holders who either:1. hold qualifying holdings **and** specify the amount of these holdings; or
2. are in a position to exercise significant influence over the management of the applicant firm, up to and including the ultimate parent (if applicable).
 |  |  |  |  |
|  |  |  |  |  |
|  |  |  |  |  |
|  |  |  |  |  |
|  | **Identity of Shareholder/ Partner/ Member** | **Amount of Qualifying Holding** | **Date Acquired** | **Beneficial Holder (Yes/No)** | **Significant Influence (Yes/No)\*** | **Close Links (Yes/No)\*** |  |  |  |  |
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|  | **\*** If Yes, please provide further details in the Programme of Operations. |  |  |  |  |
|  |  |  |  |  |
| **C4** | Where the applicant is a partnership, please list the names of the partners and their status (e.g. managing, general, limited) and the percentage of capital held by each partner. |  |  |  |  |
|  |  |  |  |  |
|  | **Name of Partner** | **Status** | **% of Partnership** |  |  |  |  |
|  |  |  |  |  |  |  |  |
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|  | An application form for a person with a qualifying holding[[12]](#footnote-12) must be submitted, in scanned hard copy with signatures, for each partner or shareholder/member with a qualifying holding or having a significant influence who is not required to submit an online Individual Questionnaire pursuant to D1 below. |  |  |  |  |
|  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| **C5** | Where there is the existence of close links, please provide (in the Programme of Operations) details of the processes in place to ensure that the existence of close links does not prevent the Central Bank from effectively supervising the applicant firm. |  |  |  |  |
|  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| **C6** | In relation to each direct or indirect shareholder/member with a qualifying holding or having a significant influence as disclosed in C2 and C3 above, please provide all required documentation and information as listed in the Guidance Note. |  |  |  |  |
|  |  |  |  |
|  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| **C7** | For all corporate shareholders that are members of a group, a comprehensive organisational chart of the group must be provided. |  |  |  |  |
|  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| **C8** | For each group identified in C7 above please:1. list the main activities of each firm within the group and identify any regulated entities within the group together with the names of the relevant supervisory authorities;
 |  |  |  |  |
|  |  |  |  |  |
|  |  |  |  |  |
|  | **Entity** | **Activities** | **Regulated (Yes/No)** | **Regulatory Authority** |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
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|  | and |  |  |  |  |
|  |  |  |  |  |  |
|  | 1. describe the relationship between the financial entities of the group and the non-financial entities of the group.
 |  |  |  |  |
|  |  |  |  |  |  |

| **ANNEX D: THE MANAGEMENT BODY AND PERSONS WHO DIRECT THE BUSINESS** |  |  |  |  |
| --- | --- | --- | --- | --- |
|  |  | Applicant FirmRef No.[[13]](#footnote-13) |  | CBI Only |
|  |  |  |  |  |
| **D1** | Please list all the members of the management body and persons effectively directing the business, including their job titles and time commitments (monthly and annual). |  |  |  |  |
|  |  |  |  |  |
|  | **Name** | **PCF/CF No.** | **Job Title** | **Time Commitments** | **Relationships/ Interests** |  |  |  |  |
|  | **Mthly** | **Annual** |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |
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|  | An Individual Questionnaire must be submitted on-line via the Central Bank’s [Portal](https://auth.centralbank.ie/adfs/ls/?wtrealm=https%3A%2F%2Fportal.centralbank.ie%2F&wctx=WsFedOwinState%3DEHMdVReN0z6IahjUUWTbsJW-DTxRiF-z3WtcoLJT74RWpeEr5A32R6f0SV8ZV3G3OEBaSSNOgLdsCndh1RcXbIISggvnZU_G7M9hdYLLpLr4CGCtUJjPF3g9ftPV5GWALyBB_vYG3HZ1U4Ujp9RDig&wa=wsignin1.0) for each PCF person listed in the table above. |  |  |  |  |
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| **D2** | Please confirm that the applicant firm has performed appropriate due diligence procedures in respect of the suitability of each member of the management body. |  |  |  |  |
|  |  |  |  |  |
|  | Yes |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | No |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
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| **D3** | Please include in the Programme of Operations details of the annual human and financial resources devoted to the induction and training of each member of the management body. |  |  |  |  |
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| **ANNEX E: FINANCIAL INFORMATION** |  |  |  |  |
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|  |  | Applicant FirmRef No.[[14]](#footnote-14) |  | CBI Only |
|  |  |  |  |  |
| **E1** | Will the applicant firm be subject to consolidated supervision under Regulation (EU) No 575/2013 **or** Regulation (EU) No 2019/2033? |  |  |  |  |
|  |  |  |  |  |
|  |  |  |  |  |  |
|  | Regulation (EU) No 575/2013: |  |  |  |  |
|  | Yes |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | No |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
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|  | Regulation (EU) No 2019/2033: |  |  |  |  |
|  | Yes |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | No |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |
|  | 1. Please provide the legislative reference and explanation for the applicant firm’s answer.
2. Please outline the levels in the group at which consolidated supervision applies (if applicable), either on a full or sub-consolidated basis, and what entities are included in scope.
3. Please provide details of the relevant supervisory authority for the purposes of consolidation (if not the Central Bank) and a contact name within that supervisory authority.
 |  |  |  |  |
|  | **Name of Supervisory Authority:** |  |  |  |  |  |
|  | **Address:** |  |  |  |  |  |
|  | **Contact Name:** |  |  |  |  |  |
|  | **E-mail Address of Contact Person:** |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| **E2** | Please provide financial projections[[15]](#footnote-15) at an individual and, where applicable, at consolidated group and sub-consolidated levels, covering **a period of three years** in the Programme of Operations. Such financial projections must include:1. A monthly breakdown for the first year of operation and a quarterly breakdown for year 2 and year 3 of operation;
2. Detailed projected profit and loss accounts; and
3. Detailed projected balance sheets.
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| **E3** | Detailed planning assumptions for the above forecasts as well as explanations of the figures, including, but not limited to:1. expected number and type of clients by service (include both regulated services listed in A10 & A11 above and unregulated services);
2. percentage income expected to accrue from each service;
3. expected volume of transactions/orders; and
4. expected assets under management/assets under advice/funds under management – as applicable.
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| **E4** | Does the applicant firm expect any one client to produce more than 10% of its gross annual income? If yes, please explain the circumstances. |  |  |  |  |
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| **E5** | Please provide a breakdown of the nature of the applicant firm’s proposed client base:* Retail Clients;
* Professional Clients; and/or
* Eligible Counterparties.
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| **E6** | Please provide forecast calculations of the applicant firm's compliance with the relevant regulatory capital and liquidity requirements for the first three years from the date of authorisation.*Note**Class 1[[16]](#footnote-16) and Class 1 Minus firms under IFR-IFD are subject to the requirements in (EU) No 575/2013 and forecast solvency ratio.**Class 2 & 3 firms under IFR-IFD are subject to the requirements of Directive (EU) 2019/2034 on the prudential supervision of investment firms and amending Directive 2013/36/EU, and Regulation (EU) 2019/2033 on the prudential requirements of investment firms and amending (EU) 575/2013.*  |  |  |  |  |
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| **E7** | For applicant firms that are already active, please provide the annual reports containing the statutory financial statements, at an individual and, where applicable, at consolidated group and sub-consolidated levels for the last three financial periods, approved by the external auditor where the financial statements are audited. Please also provide the most recent management accounts along with any other financial reports, annexes or documents filed with the relevant competent authority. |  |  |  |  |
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| **E8** | Please provide details of the nature of any charges (including the type of charge), guarantees, indemnities or other security or commitments (including letters of comfort) given by the applicant to third parties which are in effect at the date of application or which it is envisaged will be given, in the twelve months from the date of authorisation (also include those relating to other group entities). |  |  |  |  |
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| **ANNEX F: ORGANISATION OF THE FIRM** |  |  |  |  |
| --- | --- | --- | --- | --- |
|  |  | Applicant FirmRef No.[[17]](#footnote-17) |  | CBI Only |
| **F1** | Does the applicant propose to establish branches? |  |  |  |  |
|  | Yes |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | No |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | If yes, please confirm the jurisdiction(s) where the branches will be established. |  |  |  |  |
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| **F2** | Does the applicant propose to appoint tied agents? |  |  |  |  |
|  | Yes |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | No |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | If yes, please confirm the jurisdiction(s) where the tied agent(s) will be operating. |  |  |  |  |
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| **F3** | Does the applicant intend to provide services in other EEA jurisdictions under the freedom to provide services? |  |  |  |  |
|  |  |  |  |  |
|  | Yes |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | No |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | If yes, please confirm the jurisdiction(s) where the services will be provided. |  |  |  |  |
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| **F4** | Does the applicant firm’s business model create an obligation for the applicant firm to report transactions under MiFID? |  |  |  |  |
|  |  |  |  |
|  | Yes |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | No |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | If yes, please include rationale in the Programme of Operations. |  |  |  |
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| **F5** | Does the applicant firm propose to act as an MTF or OTF[[18]](#footnote-18)? |  |  |  |  |
|  | Yes |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | No |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | If yes, please provide the information prescribed by Commission Implementing Regulation (EU) 2016/824 along with Table 1 as mandated by the Annex of Commission Implementing Regulation (EU) 2016/824. |  |  |  |
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| **F6** | Please provide a Programme of Operations covering the three years from the expected date of authorisation including information on existing and/or planned regulated and unregulated activities to be carried out by the applicant firm both in and outside the State. |  |  |  |  |
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| **F7** | The Programme of Operations must include an overview of the organisational structure and internal control systems of the applicant firm including an organisational chart which captures the following:1. The places of business which the applicant firm maintains or proposes to maintain in the State together with the names of the heads of those offices;
2. All staff to be employed at commencement of authorisation;
3. Reporting lines within the applicant firm, including to the Board of the applicant firm;
4. Any overlapping functions that will be carried out;
5. Committees/sub-committees;
6. Pre-Approval Controlled Function (“PCF”) roles;
7. Controlled Function (“CF”) roles; and
8. Roles of senior management.
9. Description of the three lines of defense.
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| **F8** | A brief biography of each head of internal management and supervisory functions must be included in the Programme of Operations highlighting their qualifications, expertise and experience. |  |  |  |  |
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| **F9** | A description of the human and technical resources allocated to each service and/or activity listed in A10 and A11 must be included in the Programme of Operations. |  |  |  |  |
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| **F10** | Where the applicant firm is seeking permission to hold client assets (client funds and/or client financial instruments), the following information should be provided:1. An outline of the applicant firm's proposed approach to complying with the Client Asset Requirements (“CAR”)[[19]](#footnote-19) and the MiFID II safeguarding of client asset rules[[20]](#footnote-20);
2. A Client Asset Management Plan (“CAMP”) specifying any proposed client asset safeguarding arrangements;
3. An outline of the proposed level of client asset activity for the applicant firm, to include projected level of client assets (client funds and client financial instruments), number of clients and number of transactions over the next three years; and
4. Confirmation that the applicant firm is satisfied that its arrangements will be adequate to comply with the CAR and the MiFID II safeguarding of client asset rules.
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| **F11** | The Programme of Operations must include an overview of the policies and procedures that the applicant firm has in place in relation to compliance with Conduct of Business rules. |  |  |  |  |
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| **F12** | The Programme of Operations must include information on the status of the application undertaken by the applicant firm to become a member of the investor compensation scheme of the Home Member State or evidence of membership to the investor compensation scheme, where available. |  |  |  |  |
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| **F13** | Where the applicant firm will be engaging in outsourcing of any investment services, activities or functions, including critical or important operational functions, please provide details of these outsourcing arrangements in the Programme of Operations. |  |  |  |  |
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| **F14** | The Programme of Operations must include an overview of the principles that underlie the applicant firm's Conflicts of Interest policies to include measures to identify and to prevent or manage conflicts of interest and a description of product governance arrangements. |  |  |  |  |
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| **F15** | The Programme of Operations must include an overview of the systems for monitoring the activities of the applicant firm, including back-up systems, where available, and systems and risk controls where the firm wishes to engage in algorithmic trading and/or provide direct electronic access. |  |  |  |  |
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| **F16** | The Programme of Operations must include an overview of the principles that underlie the applicant firm's Compliance, Internal Control, and Risk Management policies to include monitoring, internal audit and advice and assistance. |  |  |  |  |
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| **F17** | The Programme of Operations must include detailed information on the principles that underlie the applicant firm's Anti-Money Laundering and Terrorist Financing policy. |  |  |  |  |
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| **F18** | The Programme of Operations must include detailed information on the applicant firm's Business Continuity Plan including systems and human resources (key personnel).  |  |  |  |  |
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| **F19** | The Programme of Operations must include detailed information on the applicant firm's wind-down plans covering both an orderly wind-down and a forced wind-down. |  |  |  |  |
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| **F20** | The Programme of Operations must include detailed information on the applicant firm's Record Management, Record-Keeping and Record Retention policies. |  |  |  |  |
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| **F21** | The Programme of Operations must include a description of the applicant firm's manual of procedures. |  |  |  |  |

| INVESTOR COMPENSATION COMPANY LEVY (“ICCL”) INFORMATION |  |  |  |  |
| --- | --- | --- | --- | --- |
|  |  | Applicant FirmY/N |  | CBI Only |
|  |  |  |  |  |
| **1** | Please confirm that you are aware that your firm will be legally obliged under the Investor Compensation Act, 1998 to make an annual contribution to the Investor Compensation Scheme. Details of this scheme can be found at [www.investorcompensation.ie](http://www.investorcompensation.ie). |  |  |  |  |
|  |  |  |  |  |
| **2** | If the applicant firm or any person associated with the application was previously authorised/registered with the Central Bank, confirm whether any contributions that were due under the following were discharged in full;1. Industry Funding Levy
2. Investor Compensation Scheme
 |  | Applicant Y/N\_\_\_\_\_\_\_\_ |  |  |
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| **3** | The Central Bank will provide your industry correspondence details (including email addresses), authorisation status, and other relevant information to the Investor Compensation Company DAC (the “ICCL”) in order to allow the ICCL fulfil its statutory obligations and objectives.**I confirm my understanding of this section** |  | Applicant Y/N |  |  |
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| **4** | The Central Bank may obtain information from the ICCL in respect of your annual contribution and participation in the Investor Compensation Scheme including information in respect of non-payment of contributions. **I confirm my understanding of this section** |  | Applicant Y/N |  |  |
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| DECLARATION 1 |
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|  |
| **Insert a () beside (i) and (ii) as appropriate** |
|  |
| ***[Name of applicant]*** (the "Applicant Firm") applies for:  |
|  | 1. authorisation under Regulation 8 of the European Union (Markets in Financial Instruments) Regulations 2017
 |  |  |  |
|  |  |  |  |
|  | 1. an extension of authorisation to include the Investment Business Services or cover the Investment Instruments indicated in Question A11 of Annex A of this application form
 |  |  |  |
|  |  |  |  |
| on the basis of information supplied with this application and any additional information supplied to the Central Bank of Ireland in the course of the application. |
|  |
| The Applicant Firm hereby confirms that it is responsible for this application for authorisation including compliance with the authorisation requirements set out in the European Communities (Markets in Financial Instruments) Regulations 2017. The Applicant Firm warrants that it has truthfully and fully answered the relevant questions in this form and disclosed any other information which might reasonably be considered relevant for the purpose of the application.The Applicant Firm warrants that it will promptly notify the Central Bank of any changes in the information it has provided and will supply any other relevant information which may come to light in the period during which the application is being considered and, if the application is accepted, thereafter. |
|  |
| **Date:** |  |  |  |
|  |  |  |  |
| **Signed:** |  | **Position:** |  |
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| **Signed:** |  | **Position:** |  |
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| **Signed:** |  | **Position:** |  |
|  |
| For and on behalf of:(Please print name of the Applicant Firm. At least two directors, including the managing director, must sign the declaration. Original signatures are required.) |
|  |
| ***NOTE: Provisions in this document should not be deleted nor amended in any manner. It is an offence under the European Communities (Markets in Financial Instruments) Regulations 2017 to knowingly or recklessly provide false or misleading information or make false or misleading statements in relation to an application for authorisation.*** |
|  |
| ***NOTE: It is an offence under the Investment Intermediaries Act, 1995 (as amended) to knowingly or recklessly provide false or misleading information or make false or misleading statements in relation to an application for authorisation.*** |

*The Central Bank of Ireland 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 of Ireland may be directed to* *dataprotection@centralbank.ie**. A copy of the Central Bank of Ireland’s Data Protection Notice is available at* [*www.centralbank.ie/fns/privacy-statement*](http://www.centralbank.ie/fns/privacy-statement)*.*

1. Directive 2014/65/EU of the European Parliament and of the Council of 15 May 2014 on markets in financial instruments and amending Directive 2002/92/EC and Directive 2011/61/EU. [↑](#footnote-ref-1)
2. Regulation (EU) No 600/2014 of the European Parliament and of the Council of 15 May 2014 on markets in financial instruments and amending Regulation (EU) No 648/2012. [↑](#footnote-ref-2)
3. Regulation (EU) 2019/2033 of the European Parliament and of the Council of 27 November 2019 on the prudential requirements of investment firms and amending Regulations (EU) No 1093/2010, (EU) No 575/2013, (EU) No 600/2014 and (EU) No 806/2014. [↑](#footnote-ref-3)
4. Directive (EU) 2019/2034 of the European Parliament and of the Council of 27 November 2019 on the prudential supervision of investment firms and amending Directives 2002/87/EC, 2009/65/EC, 2011/61/EU, 2013/36/EU, 2014/59/EU and 2014/65/EU. [↑](#footnote-ref-4)
5. For internal use only [↑](#footnote-ref-5)
6. Document reference e.g. Programme of Operations, Service Level Agreement reference, etc. [↑](#footnote-ref-6)
7. Multilateral Trading Facility (“MTF”), Organised Trading Facility (“OTF”), Systematic Internaliser (“SI”). [↑](#footnote-ref-7)
8. E.g. Programme of Operations, Service Level Agreement reference, etc. [↑](#footnote-ref-8)
9. Common Equity Tier 1 (“CET1”). [↑](#footnote-ref-9)
10. E.g. Programme of Operations, Service Level Agreement reference, etc. [↑](#footnote-ref-10)
11. For the definition of “close links” see Regulation 3(1) of the MiFID II Regulations. [↑](#footnote-ref-11)
12. Please refer to ‘Application Form for a Legal Person with a Qualifying Holding in an Investment Firm and Fund Service Provider’ and ‘Application Form for a Natural Person with a Qualifying Holding in an Investment Firm and Fund Service Provider’. [↑](#footnote-ref-12)
13. E.g. Programme of Operations, Service Level Agreement reference, etc. [↑](#footnote-ref-13)
14. E.g. Programme of Operations, Service Level Agreement reference, etc. [↑](#footnote-ref-14)
15. The financial projections must be provided in Excel and split out in separate worksheets along with the financial calculations. [↑](#footnote-ref-15)
16. Please note that this Application Form and the Guidance Note are applicable to investment firms authorised under MiFID II Regulations only, i.e. Class 1 minus, Class 2 and Class 3 firms. [↑](#footnote-ref-16)
17. E.g. Programme of Operations, Service Level Agreement reference, etc. [↑](#footnote-ref-17)
18. If an applicant firm intends to operate a Distributed Ledger Technology (“DLT”) Market Infrastructure, for further information please refer to the *‘*[Important Information for MiFID Investment Firms](https://www.centralbank.ie/regulation/industry-market-sectors/investment-firms/mifid-firms)*’* and the[DLT Pilot Regime for Market Infrastructures - Application form 2023](https://www.centralbank.ie/docs/default-source/regulation/industry-market-sectors/investment-firms/mifid-firms/dlt-pilot-regime-for-market-infrastructures-application-form.docx?sfvrsn=4edc9f1d_4) at the Central Bank’s website. [↑](#footnote-ref-18)
19. The CAR is contained in Part 6 of the Central Bank (Supervision and Enforcement) Act 2013 (Section 48(1)) (Investment Firms) Regulations 2023 (S.I. No. 10 of 2023) [↑](#footnote-ref-19)
20. The MiFID II rules on the safeguarding of client financial instruments and funds, as contained in Regulation 23 of the MiFID II Regulations, Schedule 3 to the MiFID Regulations II, as well as MiFID II. [↑](#footnote-ref-20)