**Financial Services AuthorityApplication for a Payment Institution:**

**Application for an Authorised Electronic Money Institution  
  
Qualifying Holding (Controller) – Corporate Form**

**Full name of applicant firm**

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**(Controller) -**

**Important information you should read before completing this form**

The FCA processes personal data in line with the requirements of The General Data Protection Regulation (EU) 2016/679 and the Data Protection Act 2018. For further information about the way we use the personal data collected in this form, please read our privacy notice available on our website: [www.fca.org.uk/privacy](http://www.fca.org.uk/privacy) .

**It is important that you provide accurate and complete information and disclose all relevant information. If you do not, you may be committing a criminal offence and it may increase the time taken to assess your application.**

**Terms in this form**

In this form the FCA uses the following terms:

* ‘**Applicant**’ or ‘**applicant firm**’ refers to the firm applying for authorisation;
* ‘**Controller**’ means a person with a qualifying holding;
* ‘**FCA**', ‘**we**’, '**our**', or‘**us**’ refers to the Financial Conduct Authority;
* ‘**EMRs**’ refers to the Electronic Money Regulations 2011;
* ‘**You**’ refers to the person(s) signing on behalf of the applicant firm; and
* ‘**Qualifying holding**’ refers to 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 as defined in Article 4(1)(36) of Regulation (EU) No 575/2013.

**Purpose of this form**

This form collects information about the corporate controller who has a qualifying holding in the applicant.

**Corporate Form**

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**Filling in the form**

**1** If you are using your computer to complete the form:

* use the TAB key to move from question to question and press SHIFT TAB to move back to the previous question
* print the completed form, sign the declaration in Section 10, then scan and attach it to the firm’s application as a PDF document

**2** If you think a question is not relevant to you, write 'not applicable' and explain why.

**3** If you leave a question blank or do not attach the required supporting information without telling us why, we will treat the application as incomplete. This will increase the time taken to assess your application.

**4** If there is not enough space on the form, you may need to use separate sheets of paper. Clearly mark each separate sheet of paper with the relevant question number.

**5** Ensure you attach this form, together with the relevant supporting documents to your Electronic Money application on Connect.

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| --- | --- |
| 1 | Contact details |

**1.1 Contact details for the corporate controller**

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| --- | --- |
| Title |  |

|  |  |
| --- | --- |
| First name(s) |  |

|  |  |
| --- | --- |
| Surname |  |

|  |  |
| --- | --- |
| Job title |  |

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| --- | --- |
| Business address |  |
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| Postcode |  |

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| Phone number (including STD code) |  |

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| --- | --- |
| Mobile number (optional) |  |

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| --- | --- |
| Email address |  |

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| 2 | Corporate controller’s details |

**2.1** **Full name of corporate controller**

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**2.2** **Registration number of corporate controller**

If registered outside the UK, give equivalent reference number

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Copy of the certificate of incorporation or equivalent attached.

Copy of the company articles or equivalent attached. For corporate controllers registered outside the UK a summary below explaining the main legal features of the legal form or entity as applicable is sufficient.

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**2.3 Registered office address of corporate controller**

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| --- | --- |
| Registered office |  |
|  |
|  |
| Country |  |
| Postcode |  |

**2.4 Does the corporate controller have a head office address?**

No⏵ Continue to Question 2.5

Yes, it is the same as the address given in Question 2.3

Yes, it is different from the address in Question 2.3. Give details below.

|  |  |
| --- | --- |
| Head office |  |
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| Country |  |
| Postcode |  |

**2.5 Where such documents can be obtained you must attach an official certificate or other equivalent document issued by the relevant competent authority as evidence for the information given above.**

Attached

**2.6 Is the corporate controller financially solvent?**

No ⏵ You must provide latest financial statements

Yes ⏵ You must provide latest financial statements

Attached⏵Financial statements for the last three financial years, at the individual and, where applicable, the consolidated and sub-consolidated group levels, approved where possible by an auditing firm.

If the corporate controller has been operating for less than three years, financial statements must be provided for the period it has been in operation and for which financial statements have been prepared.

Financial statements should include:

1. a balance sheet
2. profit and loss accounts (or income statement)
3. annual reports, financial annexes
4. any other documents registered with any relevant registry or competent authority of the corporate controller

**2.7 You must provide information about the corporate controller’s financial position: details concerning sources of revenue, assets and liabilities, security interests and guarantees, whether granted or received.**

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**2.8 You must provide a description of any links the corporate controller has to politically exposed persons, as defined in**  [**Regulation 35(12) of the Money Laundering, Terrorist Financing and Transfer of Funds (Information on the Payer) Regulations 2017 (SI 2017/692)**](http://eur-lex.europa.eu/legal-content/EN/TXT/?uri=CELEX:32015L0849))

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**2.9 Is the corporate controller’s head office in a third country (outside the EU)?**

Yes ⏵ You must provide a description of the regulatory regime that applies to it. This should include information on the extent to which the third country’s anti-money laundering and counter-terrorist financing regime is consistent with the Financial Action Task Force Recommendations.

No

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**2.10 Has the corporate controller ever been regulated by a competent authority in the financial services sector or other government body?**

Yes ⏵Give details below including the name of the authority and the dates regulated

No

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| 3 | About persons who effectively direct the business of the corporate controller |

**3.1 You must give details of all those who effectively direct the business of the corporate controller**

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| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| Full name |  | Date of birth | | |  | Position | |  |  |
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**3.2 You must** **attach an EMD Individual form for all those listed in Question 3.1**

Attached

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| 4 | About the corporate controller’s structure |

**4.1 You must attach a complete structure chart of the corporate controller that shows the following:**

* percentages of holdings
* voting rights
* association
* parent undertakings in the regulated financial group in which the applicant is a part (or may become a part)
* any undertaking(s) other than the applicant firm in the regulated financial group in which the applicant is a part (or may become a part). Please indicate any credit, insurance and security entities in the group
* any firms in the regulated financial group in which the applicant is a part (or may become a part) deemed to be a controller by virtue of their significant influence
* any competent authorities responsible for regulating any of the undertakings identified

Structure chart attached

**4.2 You must give details of all those with a direct or indirect shareholding and/or voting rights in the corporate controller, including beneficial owners as defined in Regulation 35(12) of the Money Laundering, Terrorist Financing and Transfer of Funds (Information on the Payer) Regulations 2017 (SI 2017/692) .**

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| --- | --- | --- | --- | --- | --- | --- |
| Name of undertaking or individual | Date of birth | Registration number (NI number for individuals) | Address | Place of birth (as applicable) | Percentage of share of capital | Percentage share of voting rights |
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| 5 | Directorships and controlling interests |

**5.1 Does the corporate controller or any individual listed in Section 3 hold any directorships within or outside the UK?**

Yes ⏵Give details below

No ⏵Continue to Question 5.2

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| --- | --- | --- | --- | --- | --- |
| Name of undertaking |  | Status (eg active or dissolved) |  | Who owns the directorship? |  |
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**5.2 Does the corporate controller or any individual listed in Section 3 hold directly or indirectly control, including shares or voting power in, or shares and voting power as a result of which it is able to exercise significant influence over, any other companies within or outside the UK?**

Yes ⏵Give details below

No⏵Continue to Question 5.3

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| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| Name of undertaking |  | Status (eg active or dissolved) |  |  | Percentage of control held | | | Who owns the controlling interest | | |
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**5.3 You must provide a description of any insolvency or similar procedures that have been applied to undertakings listed above.**

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| 6 | Fitness and propriety |

A condition for authorisation under Regulations 6 (6) (a) of the EMRs is that the applicant must satisfy us that any persons having a qualifying holding in it are fit and proper persons having regard to the need to ensure the sound and prudent conduct of the affairs of the electronic money institution. Please respond to the following questions.

In answering these questions, the individual and applicant firm are expected to give words the widest possible interpretation. Remember, the FCA treats non-disclosure very seriously.

**Criminal matters**

In answering the questions you should include matters whether in the United Kingdom or overseas.

**6.1**

**i Has the corporate controller been convicted of any criminal offence? (You should include any conviction of an offence for which the corporate controller received an absolute or conditional discharge.)**

No   Yes

**ii Is the corporate controller currently the subject of any pending criminal investigation?**

No   Yes

**6.2**

**i Is the corporate controller currently the subject of any proceedings relating to any criminal offence?**

No   Yes

**ii Has the corporate controller ever been the subject of any proceedings relating to any criminal offence where the corporate controller has been found against and which were not set aside?**

No   Yes

**iii Where such documents can be obtained, you must attach an official certificate or equivalent document detailing whether or not the criminal matters detailed above have occurred in respect of the corporate controller.**

Attached

**6.3 Has any entity at which the corporate controller holds or has held a position of responsibility ever:**

**i been convicted of any criminal offence?**

No   Yes

**ii been the subject of any proceedings relating to any criminal offence?**

No   Yes

You should include but not limit your answer to matters arising from conduct failings 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.

You should include all matters arising during the corporate controller’s association with that entity. All matters even where the proceedings did not result in a conviction should be included.

**6.4 If you have answered yes to any of the questions in the criminal matters section above, please give full details in Section 9. Tick this box to confirm that you have provided full details, including reason(s), date(s) and duration as applicable, as well as any supporting documents.**

Yes

**Civil and administrative proceedings**

In answering the questions you should include matters whether in the United Kingdom or overseas.

**6.5 Has the corporate controller ever:**

**i been put into liquidation?**

No   Yes

**ii been wound up (whether compulsorily or voluntarily)?**

No   Yes

**iii ceased trading?**

No   Yes

**iv had a receiver or administrator appointed?**

No   Yes

**v entered into any voluntary arrangement with its creditor(s)?**

No   Yes

**vi been the subject of any civil or administrative investigations?**

No   Yes

**vii been subject to civil or administrative decisions that were found against them? (You should include, for example, injunctions and employment tribunal proceedings.)**

No   Yes

**viii been the subject of any civil or administrative enforcement proceedings, sanctions or other enforcement decisions?**

No   Yes

When answering Question 6.5 (vii) (civil or administrative decisions) you should include matters of relevance to the authorisation process as well as details of any administrative sanctions or measures imposed as a consequence of a breach of laws or regulations (including disqualification as a company director). In answering this question you are not required to disclose details of civil or administrative proceedings that were set aside or where an appeal is pending or may be filed.

When answering Question 6.5 (vi & viii) (civil or administrative investigations and/ or enforcement proceedings) you should disclose matters which may be considered to be relevant to the authorisation to commence the activity of an electronic money institution, or to the sound and prudent management of an electronic money institution.

**ix Where such documents can be obtained, you must attach an official certificate or equivalent document detailing whether or not the civil or administrative matters detailed above have occurred in respect of the corporate controller.**

Attached

**6.6 Has any entity at which the corporate controller holds or has held a position of responsibility ever been subject to any administrative investigations, sanctions or other enforcement decisions for conduct failings?**

You should include but not limit your answer to matters arising from conduct failings 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. You should include all matters arising during the corporate controllers association with that entity.

No   Yes

**6.7 Does the corporate controller** **have any outstanding financial obligations connected with regulated activities (including any activities regulated by the FCA or any other regulatory body) which you have carried on in the past?**

No   Yes

**6.8 If you have answered yes to any of the questions above please give full details in Section 9. Tick this box to confirm that you have provided full details, including reason(s), date(s) and duration as applicable as well as supporting documents.**

Yes

**Business matters**

In answering the questions you should include matters whether in the United Kingdom or overseas.

**6.9 Has the corporate controller ever been:**

**i dismissed;**

No   Yes

**ii asked to resign; or**

No   Yes

**iii suspended**

No   Yes

**from any position of trust, fiduciary appointment or similar, whether or not remunerated?**

The corporate controller is not required to disclose an appointment coming to an end by passage of time.

**6.10 Has the corporate controller ever been:**

**i disqualified from acting as a director or similar position?**

No   Yes

**ii the subject of any proceedings of a disciplinary nature (whether or not the proceedings resulted in any finding)?**

No   Yes

**iii the subject of any investigation which might lead to or might have led to disciplinary proceedings?**

No   Yes

**iv notified of any potential proceedings of a disciplinary nature?**

No   Yes

**v the subject of any allegations of malpractice or misconduct in connection with any business activities?**

No   Yes

**6.11 If you have answered yes to any of the questions above in respect of the corporate controller, please give full details in Section 9. This as a minimum should include the reason(s), date(s) and duration as applicable, as well as supporting documents. Tick this box to confirm that you have provided full details:**

Yes

Regulatory matters

In answering the questions in this section you should include matters whether in the United Kingdom or overseas.

**6.12 Has the corporate controller ever:**

**i been refused, had revoked or terminated, any authorisation, registration, membership or licence to carry out a trade, business or a profession?**

No   Yes

**ii been excluded by a competent authority or public sector entity in the financial services sector or by a professional body or association (including, for example, any disbarment, dismissal or expulsion)?**

No   Yes

**6.13 If you have answered yes to any of the questions above in respect of the corporate controller, please give full details in Section 9. This as a minimum should include the reason(s), date(s) and duration as applicable. Tick this box to confirm that you have provided full details with supporting documentation.**

Yes

Other matters

**6.14 Has an assessment of reputation of the corporate controller already been conducted by another competent authority?**

Yes ⏵Give details below including the name of the authority, the date of the assessment and evidence of the outcome of this assessment

No

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| 7 | Details of the qualifying holding |

**7.1 Has this information been provided in another qualifying holding form?**

Yes ⏵Give details below and continue to Section 8

No

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**7.2 What are the corporate controller’s financial or business reasons for owning the qualifying holding? Provide full details.**

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**7.3 What is the corporate controller’s strategy regarding the qualifying holding? Provide full details.**

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**7.4 How long does the corporate controller intend to hold the qualifying holding for? Provide full details.**

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**7.5 Does the corporate controller intend to increase, reduce or maintain its level of holding in the foreseeable future?**

Yes ⏵Give details below

No

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**7.6 What influence does the corporate controller intend to exercise over the applicant firm, including in relation to dividend policy, strategic development and the allocation of its resources? Provide full details.**

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**7.7 Does the corporate controller intend to act as an active minority shareholder (as applicable)?**

Yes ⏵Give details of the reasons for that

No

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**7.8 Provide information on the corporate controller’s willingness to support the applicant firm with additional funds if needed for the development of its activities or in the case of financial difficulties.**

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**7.9 Provide details of any intended shareholder’s or member’s agreements with other shareholders or members in relation to the applicant firm.**

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**7.10 Explain what impact the qualifying holding held by the corporate controller will have on, including as a result of the corporate controller’s close links to the applicant, the ability of the applicant to provide timely and accurate information to the competent authorities.**

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**7.11 Will any member(s) of the board or senior management of the corporate controller direct the business of the applicant firm?**

Yes ⏵Give details below

No

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**7.12 Provide here any information that we would reasonably expect the corporate controller to give which has not been provided elsewhere.**

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| 8 | Source of funding |

**8.1 Has this information been provided in another qualifying holding form?**

Yes ⏵Give details below and continue to Section 9

No

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**8.2 Provide full details of how the entire cost of the corporate controller’s holding in the applicant firm has been funded.**

The corporate controller should include details of any financial instruments to be issued.

Information on the use of borrowed funds (eg maturities, terms, security interests and guarantees) should also be provided, including:

* the name(s) of the lender(s)
* details of the facilities granted
* 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, additional information on the origin of the borrowed funds

Where private financial resources are to be used, please provide information on the availability and source of these resources.

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| Costs |  | Details of funding |  |
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Documentation evidencing the origin of the funds attached (eg a loan agreement or bank statement)

**8.3 If you are not attaching supporting documentation you must explain why not below.**

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**8.5 Does the corporate controller have any financial arrangement(s) with other shareholders or members of the applicant firm?**

Yes ⏵Give details below

No

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| 9 | Supplementary information |

If there is any other information the corporate controller or the applicant considers may be relevant to the application, it must be included here. Please also include here any additional information indicated in previous sections of the form.

If there is insufficient space, please continue on a separate sheet of paper and clearly identify the section and question to which the additional information relates.

Full details must be provided here if there were any issues that could affect the fitness and propriety of the corporate controller listed in Section 6.

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| Question | Information |
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Please indicate how many separate sheets of paper have been used

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| Number of additional sheets |  |

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| 10 | Declaration |

It is a criminal offence (under the EMRs) to knowingly or recklessly give us information which is false or misleading. If necessary, appropriate professional advice should be sought before supplying information to us.

All information that the FCA might reasonably consider relevant to this application should be supplied to the FCA. It should not be assumed that information is known to the FCA merely because it is in the public domain or has previously been disclosed to the FCA or another regulatory body, and the applicant is not entitled to assume that, in assessing this application, the FCA will check its existing records in respect of (or for information relating to) the applicant or persons connected to it. If there is any doubt about the relevance of information, it should be included.

There may be a delay in processing the application if any information is inaccurate or incomplete, and it may call into question whether the applicant meets the conditions for authorisation.

You must notify us without delay immediately of any material change to the information provided or if it becomes apparent to the applicant that the information is incomplete or contains a material inaccuracy. Failure to notify us without delay of any material change or inaccuracy is a breach of the EMRs, may result in a delay in the application process and may also call into question whether the applicant meets the conditions for authorisation.

**In signing the declaration below I confirm that:**

* I am/We are authorised to make this application on behalf of the applicant named on the front of this form.
* I/We understand it is a criminal offence to knowingly or recklessly give the FCA information that is false or misleading.
* The information in this application is accurate and complete to the best of my/our knowledge and belief, and I/we have taken all reasonable steps to ensure that the information in this application is accurate and complete.
* I/We authorise the FCA to make such enquiries and seek such further information as it thinks appropriate in the course of verifying the information given in this form, including (if appropriate) requesting further information or documents from the applicant and/or making relevant enquiries with third parties. These enquiries may include credit reference checks or checks on information pertaining to fitness and propriety. I/we understand that the results of these enquiries may be disclosed to the applicant/firm/employer.
* I/We agree that the appropriate regulator may, in the course of processing this application, undertake a Police National Computer (PNC) check in respect of any or all of the persons to whom this application relates.
* I am/We are aware of the EMRs, in particular the conditions for authorisation that apply.
* I/We consent to receive communications from the FCA via post or email (including the serving of statutory notices).

**Review and Submission**The ability to submit this form is given to an appropriate user or users by the firm's principal compliance contact.

**I confirm I am legally authorised to sign on behalf of the controller.**

|  |  |
| --- | --- |
| Name |  |

|  |  |
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| Position |  |

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| Signature |  |

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| Date | dd/mm/yy |

**I confirm I am legally authorised to sign on behalf of the applicant firm.**

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| Name |  |

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| Position |  |

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| Signature |  |

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