**Application for Authorisation

MiFID Annex for VOP Applications**

**Legal name of applicant firm**

|  |
| --- |
|       |

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

This MiFID Annex for VOP Applications can be used to provide information required by the RTS under 7(4) of MiFID II (as defined below) that has changed since your initial authorisation. You will have provided some of the information required by the RTS in the VOP form.

You must as a minimum:

* complete the MiFID Table on page 5 (Question 1.8) with the MiFID investment services and activities and financial instruments the firms wishes to carry on.
* provide us any information within this annex that has changed since your initial authorisation application.
* confirm in each section that any information not provided in this section has already been provided to us and that it remains true, accurate and up-to-date.

Please keep a copy of your completed forms and any supporting documents you include in your application pack for future reference.

When providing information specified under the RTS you should refer to both the head office of the firm and its potential branches and tied agents, for the information required under Articles 1 and 6 of the RTS. See Article 7 of the RTS.

The notes that accompany this Annex will help you complete the questions. They also explain why we require the requested information.

The FCA processes personal data in line with the requirements of the UK 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.  Knowingly or recklessly giving the FCA information which is false or misleading in a material particular may be a criminal offence (sections 398 and 400 of the Financial Services and Markets Act 2000).  SUP 15.6.1R and SUP 15.6.4R (where applicable) require an authorised person to take reasonable steps to ensure the accuracy and completeness of information given to the FCA and to notify the FCA immediately if materially inaccurate information has been provided.  If necessary, please take appropriate professional advice before supplying information to us.**

**Terms in this application pack**

In this application pack we use the following terms:

* 'you' refers to the person(s) signing the form on behalf of the applicant firm
* 'the applicant firm' refers to the firm applying for authorisation
* ‘we’, ‘us’, ‘our’ or ‘FCA’ refers to the Financial Conduct Authority
* ‘FSMA’ refers to the Financial Services and Markets Act 2000
* ‘MiFID’ refers to the UK law implementing the Markets in Financial Instruments Directive (Directive 2014/65/EU of the European Parliament and of the Council)
* ‘RTS’ refers to the UK version of the Regulatory Technical Standard (EU) 2017/1945 of 19 June 2017
* ‘MTF’ refers to Multilateral Trading Facility
* ‘OTF’ refers to Organised Trading Facility

**Filling in the form**

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

* use the TAB key to move from question to question and press SHIFT TAB to move back to the previous question
* save all the parts of the pack you have completed and attach to your application

**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 have to treat the application as incomplete. This will increase the time taken to assess your application.

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

**5** Ensure you have:

* completed the Variation of Permission Form
* completed the MiFID Authorisation Form
* completed the MiFID List of Members of the Management Body Form and any Form As
* completed this MiFID Annex for VOP applications as appropriate
* attached any supporting document
* paid the application fee via Connect.

If you do not attach required supporting documents (eg structure chart and financial information) to your application, we will have to treat the application as incomplete. This will increase the time taken to assess your application.

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 direct the business 17

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MiFID firms only

6 Information on the organisation of the firm 22

|  |  |
| --- | --- |
| 1 | General informationUse this section to provide the information required under Article 1 (General Information) of the RTS and related information that we need for domestic purposes that has not previously been provided to us. Please refer to that Article when completing this section and satisfy yourself that you have provided all the information specified. Please confirm in the MiFID Authorisation Form that you have provided the relevant information in this section of the Annex.Note: some information specified in Article 1(a) of the RTS will have been provided on the first page of the MiFID Authorisation Form. |

  **1.1 Please confirm that any information that has not been provided in this section: (i) has already been provided to us and (ii) remains true, accurate and up-to-date**

[ ]  Yes

 **1.2 Principal place of business of applicant firm**

|  |  |
| --- | --- |
| Principal place of business address |       |
|  |
|  |
| Postcode |       |

|  |  |
| --- | --- |
| Phone number (including STD code) |       |

|  |  |
| --- | --- |
| Fax number (including STD code) |       |

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

 **1.3 Does the applicant firm have a head office?**

[ ]  No

[ ]  Yes, it is the same as address given in Question 1.2

[ ]  Yes, it is different from the address given in Question 1.2 4 Give details below

|  |  |
| --- | --- |
| Head office address |       |
|  |
|  |
| Postcode |       |

 **1.4 Is the applicant firm an incorporated company?**

[ ]  No

[ ]  Yes4Is the registered office address the same as the address given in Question 1.2 or Question 1.3?

[ ] Yes, it is the same address given in Question 1.2 (principal place of business)

[ ] Yes, it is the same address given in Question 1.3 (head office)

[ ] No4Give details below

|  |  |
| --- | --- |
| Registered office address |       |
|  |
|  |
| Postcode |       |

|  |  |
| --- | --- |
| Phone number (including STD code) |       |

|  |  |
| --- | --- |
| Fax number (including STD code) |       |

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

 **1.5 Please attach the following**

Certificate of incorporation [ ]  Attached

Copy of Partnership agreement deeds (if applicable) [ ]  Attached

Copy of Limited Liability Partnership agreement deeds
(if applicable) [ ]  Attached

**1.6 Does the applicant firm have a Legal Entity Identifier (LEI) code?**

[ ]  No

[ ]  Yes4Give details below

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|      |       |       |       |       |       |       |       |       |       |       |       |       |       |       |       |       |       |       |       |

Branches

 1.7 Will the applicant firm have any branches in the UK that intend to conduct regulated activities?

[ ]  No

[ ]  Yes 4 Give details below

|  |
| --- |
|       |

1.8 You must complete the following table to supply a list of MiFID investment services and activities and financial instruments the applicant firm intends to provide

|  |  |
| --- | --- |
| **FINANCIAL INSTRUMENTS** | **LIST OF investment SERVICES AND ACTIVITIES** |
|  | Reception and transmission of orders in relation to one or more financial instruments | Execution of orders on behalf of clients | Dealing on own account | Portfolio management | Investment advice | Underwriting of financial instruments and/or placing of financial instruments on a firm commitment basis | Placing of financial instruments without a firm commitment basis | Operation of an MTF | Operation of an OTF |
| (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 rate or yields, emissions allowances or other derivatives instruments, financial indices or financial measures which may be settled physically or in cash | [ ]  | [ ]  | [ ]  | [ ]  | [ ]  | [ ]  | [ ]  | [ ]  | [ ]  |
| (5) Options, futures, swaps, forwards 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, and any other derivative contract relating to commodities that can by physically settled provided that they are traded on a regulated market, a UK MTF, or a UK OTF, except for wholesale energy products traded on a UK OTF that must be physically settled | [ ]  | [ ]  | [ ]  | [ ]  | [ ]  | [ ]  | [ ]  | [ ]  | [ ]  |
| (7) Options, futures, swaps, forwards and any other derivative contracts relating to commodities, that can be physically settled not otherwise mentioned in point 6 of this Section and not being for commercial purposes or wholesale energy products traded on an EU OTF that must be physically settled, which have the characteristics of other derivative financial instruments | [ ]  | [ ]  | [ ]  | [ ]  | [ ]  | [ ]  | [ ]  | [ ]  | [ ]  |
| (8) Derivative instruments for the transfer of credit risk | [ ]  | [ ]  | [ ]  | [ ]  | [ ]  | [ ]  | [ ]  | [ ]  | [ ]  |
| (9) Financial contracts for differences | [ ]  | [ ]  | [ ]  | [ ]  | [ ]  | [ ]  | [ ]  | [ ]  | [ ]  |
| (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 this Section, which have the characteristics of other derivative financial instruments, having regards to whether, *inter alia*, they are traded on a regulated market, a UK OTF, or a UK MTF | [ ]  | [ ]  | [ ]  | [ ]  | [ ]  | [ ]  | [ ]  | [ ]  | [ ]  |
| (11) Emissions allowances consisting of any units recognised for compliance with the requirements of Directive 2003/87/EC (Emissions Trading Scheme) or allowances created under the UK’s Greenhouse Gas Emissions Trading Scheme Order 2020 | [ ]  | [ ]  | [ ]  | [ ]  | [ ]  | [ ]  | [ ]  | [ ]  | [ ]  |

|  |  |
| --- | --- |
| 2 | Information on capital – Article 3 MiFID exempt firms and non-UK MiFID investment firms onlyUse this section to provide the information required under Article 2 (Information on capital) of the RTS and related information that we need for domestic purposes that has not previously been provided to us.Please refer to that Article when completing this section and satisfy yourself that you have provided all the information specified.Please confirm in the MiFID Authorisation Form that you have provided the relevant information in this section of the Annex. |

This section of the form should only be completed by applicant firms who will be Article 3 MiFID exempt firms or non-UK MiFID investment firms. UK MiFID investment firms are required to provide this information as part of the MIFIDPRU Supplement Form, and so do not need to complete this section.

Article 3 MiFID exempt firms may be subject to IPRU (INV) 3, 5 or 13 depending on their activities. They are not subject to MIFIDPRU on an individual basis, but may be caught by MIFIDPRU if part of a group containing a UK MiFID investment firm.

Our prudential expectations for non-UK MiFID investment firms are described in MIFIDPRU 1.1.3G & 1.1.4G.

 **2.1 Please confirm that any information that has not been provided in this section: (i) has already been provided to us and (ii) remains true, accurate and up-to-date**

[ ]  Yes

 **We have the option of steering UK investment firms VoPing from non-Mifid to MiFID to complete the MIFIDPRU supplement. There is the occasional question which asks if the firm is trading, but I don’t think this is necessarily burdensome as they tend to be a yes/no answer**

**2.2 Please confirm which of the following the applicant firm is applying as?**

[ ]  Securities and futures firm subject to Chapter 3 of IPRU (INV)

[ ]  Investment management firm subject to Chapter 5 of IPRU (INV)

[ ]  Personal investment firm subject to Chapter 13 of IPRU (INV)

[ ]  Non-UK MiFID investment firm

The option selected above should correspond with the applicant firm’s Scope of Permission (as requested in Section 1 of this Annex), the description of its proposed business in Section 6 of this Annex and its place of incorporation given in Question 1.4. If it is not clear to us how it does so, then we will query this with you.

 **2.3 If you answered Question 2.2 with “non-UK MiFID investment firm”, you should complete this question and then continue to Section 3.**

**Please provide details of the prudential regulation that the applicant firm is subject to in its home jurisdiction.**

This should include:

1. The name of any relevant regulatory body/bodies in the firm’s home jurisdiction
2. The activities for which the regulatory body is responsible
3. Contact details for a supervisor at each regulatory body
4. A summary of those requirements that apply to the applicant firm, including the following information:
5. What are the firm’s capital requirements (if any)? How much eligible capital does the firm have and by how much does it exceed these requirements?
6. What are the firm’s liquidity requirements (if any)? How much eligible liquidity does the firm have and by how much does it exceed these requirements?
7. What other key requirements does the firm have (if any)? And does it meet them?
8. A link or access to the applicable requirements

|  |
| --- |
|       |

Article 3 MiFID exempt firms

**2.4 You must state the gross amounts of each item for your capital calculation in accordance with Chapter 3, 5 or 13 of IPRU(INV)**

| **Please tick** | **Item** | **Amount** |
| --- | --- | --- |
|  |  |  |
| [ ] [ ]  | Ordinary share capital |       |
|  |  |  |
|  |  |  |
| [ ] [ ]  | Preference share capital |       |
|  |  |  |
|  |  |  |
| [ ] [ ]  | Share premium account |       |
|  |  |  |
|  |  |  |
| [ ] [ ]  | Profit and loss account (verified) |       |
|  |  |  |
|  |  |  |
| [ ] [ ]  | Partners’ current and capital accounts |       |
|  |  |  |
|  |  |  |
|  |  |  |
| [ ] [ ]  | Sole trader capital |       |
|  |  |  |
|  |  |  |
| [ ] [ ]  | (Audited) reserves |       |
|  |  |  |
|  |  |  |
|  |  |  |
| [ ] [ ]  | Subordinated loans Debt capital  |       |
|  |  |  |
|  |  |  |
| [ ] [ ]  | Approved bank bonds (for chapter 3) |       |
|  |  |  |
|  |  |  |
| [ ] [ ]  | Approved undertakings(for chapter 3) |       |
|  |  |  |
|  |  |  |
| [ ] [ ]  | Qualifying arrangements (for chapter 5) |       |
|  |  |  |
|  |  |  |
| [ ] [ ]  | Qualifying property(for chapter 5) |       |
|  |  |  |
|  |  |  |
|  |  |  |
| [ ]  | **Total** |       |
|  |  |  |
|  |  |  |

**2.5 What type of firm is the applicant firm?**

|  |  |  |  |
| --- | --- | --- | --- |
| [ ]  | Limited company | You must attach a Companies House form (SH01) | [ ]  Attached[ ]  Applicant firm not yet capitalised |
| [ ]  | Partnership | You must attach the following:Statements of personal assets and liabilities (see notes) (1 per partner)Statement of partnership business assets and liabilities (see notes) (1 only) | [ ]  Attached[ ]  Attached |
| [ ]  | Limited liability partnership | You must attach the members’ capital agreement (see notes) | [ ]  Attached |
| [ ]  | Sole trader | You must attach the following:Statement of personal assets and liabilities (see notes) Statement of business assets and liabilities (see notes) | [ ]  Attached[ ]  Attached |
| [ ]  | Other | You must attach details of the applicant firm’s constitution | [ ]  Attached |

Subordinated loans

 **2.6 Does the applicant firm have any subordinated loans?**

[ ]  No

[ ]  Yes4You must give details below of any subordinated loans

See the relevant section of IPRU(INV) Annex D Required Forms for subordinated loan agreement form templates

Please note for personal investment firms and investment management firms the subordinated loan is restricted to four times the firms paid up share capital and/or retained reserves. If there is more than one subordinated loan you must use a separate sheet of paper.

If you have used separate sheets of paper you must indicate how many below.

|  |  |
| --- | --- |
| Number of additional sheets |       |

|  |  |
| --- | --- |
| Name of funding provider |       |

|  |  |
| --- | --- |
| Amount |       |

|  |  |
| --- | --- |
| Date of agreement |       |

|  |  |
| --- | --- |
| Nature of funding |       |

Repayment terms, including number of instalments and final payment date

|  |
| --- |
|       |

|  |  |
| --- | --- |
| Interest payable |      % |

Other funding

 **2.7 Does the applicant firm have other sources of external funding?**

[ ]  No

[ ]  Yes 4Please provide information on the use or expected use of any other borrowed funds including the name of the relevant lenders and details of the facilities granted or expected to be granted, including maturities, terms, pledges and guarantees, along with information on the borrowed funds (or funds expected to be borrowed) where the lender is not a supervised financial institution

|  |
| --- |
|       |

Personal Investment Firms

 **2.8 If you answered Question 2.2 with “Personal investment firm subject to Chapter 13 of IPRU (INV)”, you should complete this question.**

Personal investment firms are subdivided into subcategories based on their permissions – see IPRU-INV 13.13.2R. The prudential requirements for these firms also depend in part on whether the firm also acts as a home finance or insurance intermediary. Please see the Notes to this form for more information.

**Category B3 firms**

The B3 firm category applies to firms **not intending** to hold or control client money. Please confirm whether you are:

[ ]  B3 firm (with managing permission): personal investment firm (manages investments in respect of portfolios containing only life policies or delegate such activity to an investment firm)

[ ]  B3 firm (without managing permission)

**Home Finance firm category**

[ ]  Home Finance Intermediary that does not hold client money for its mortgage and home finance business

[ ]  Home Finance Intermediary (that holds client money for its mortgage and home finance business)

**Non-investment insurance contracts categories**

[ ]  Insurance intermediary

[ ]  Insurance intermediary (that holds client money for its non-investment insurance business only)

 **2.9 What is the applicant firm’s resource requirement?**

**IPRU (INV) only** - Where the applicant firm does not intend to hold client money, the financial resources requirement will be calculated on the basis of the higher of the minimum capital requirement or the income-based requirement.

**IPRU (INV) and MIPRU** - Where a firm is subject to both IPRU (INV) and MIPRU, in accordance with IPRU (INV) 13.13.3, it must calculate its requirement as the higher of:

1. 20,000
2. The sum of

1) the requirement computed based on its business subject to IPRU (INV) plus

2) the requirement computed based on its business subject to MIPRU (excluding the minimum fixed amounts specified in MIPRU)

|  |  |
| --- | --- |
| Resource Requirement |       |

This will be the applicant firm’s resource requirement.

|  |  |
| --- | --- |
| 3 | Information on shareholdersUse this section and the controller forms to provide the information required under Article 3 (Information on shareholders) of the RTS and related information that we need for domestic purposes that has not previously been provided to us.Refer to that Article when completing this section and ensure you have provided all the information specified. Please confirm in the MiFID Authorisation Form that you have provided the relevant information in this section of the Annex and list the relevant controller forms.Reminder: individuals or companies that wish to acquire or increase control in a firm that we regulate must seek our prior approval. Please see Part 12 of FSMA and SUP 11 of the FCA Handbook for full details of the thresholds and requirements to follow, if applicable.  |

 **3.1 Please confirm that any information that has not been provided in this section: (i) has already been provided to us and (ii) remains true, accurate and up-to-date**

[ ]  Yes

This section helps us to understand who controls/owns the applicant firm, ie its controllers, and the relationships or close links the applicant firm might have with other individuals or entities. Often there will be some overlap between the applicant firm's controllers and close links. For example, an individual who owns or controls 10% or more of the voting rights or capital of the applicant firm is both a controller and a close link of that firm.

 **3.2 How many controllers do you have?**

[ ] [ ]  1 to 5 controllers 4 Give details of the controllers below

[ ] [ ]  More than 5 controllers 4 Give details of the controllers below. If the nature of the relationship between the applicant firm and each of the controllers cannot be clearly shown below, please provide an organisational chart on a separate sheet of paper. The structure chart should show the nature of the relationship between the applicant firm and each of its controllers. It must also include the information asked for below.

In all cases, for corporate controllers that are members of a group, the firm should submit a structure chart that:

* includes information on the main activities of each firm within the group
* identifies any regulated entities
* names the relevant regulator
* provides information on the relationship between the financial and other non- financial entities within the group

[ ] [ ]  Structure chart provided on separate sheet

For indirect holdings please also provide both

* the name of the person through which the stake is held, and
* the name of the final holder

Please indicate how many separate sheets of paper you have used to complete Question 3.2.

|  |  |
| --- | --- |
| Number of additional sheets |       |

**Controller 1**

Name

|  |
| --- |
|       |

Legal status of controller, eg individual, partnership, limited company

|  |
| --- |
|       |

Percentage of shares or voting rights held in the applicant firm

|  |
| --- |
|      % |

Percentage of shares or voting rights held in the applicant firm's parent(s)

|  |
| --- |
|      % |

**Controller 2**

Name

|  |
| --- |
|       |

Legal status of controller, eg individual, partnership, limited company

|  |
| --- |
|       |

Percentage of shares or voting rights held in the applicant firm

|  |
| --- |
|      % |

Percentage of shares or voting rights held in the applicant firm's parent(s)

|  |
| --- |
|      % |

**Controller 3**

Name

|  |
| --- |
|       |

Legal status of controller, eg individual, partnership, limited company

|  |
| --- |
|       |

Percentage of shares or voting rights held in the applicant firm

|  |
| --- |
|      % |

Percentage of shares or voting rights held in the applicant firm's parent(s)

|  |
| --- |
|      % |

**Controller 4**

Name

|  |
| --- |
|       |

Legal status of controller, eg individual, partnership, limited company

|  |
| --- |
|       |

Percentage of shares or voting rights held in the applicant firm

|  |
| --- |
|      % |

Percentage of shares or voting rights held in the applicant firm's parent(s)

|  |
| --- |
|      % |

**Controller 5**

Name

|  |
| --- |
|       |

Legal status of controller, eg individual, partnership, limited company

|  |
| --- |
|       |

Percentage of shares or voting rights held in the applicant firm

|  |
| --- |
|      % |

Percentage of shares or voting rights held in the applicant firm's parent(s)

|  |
| --- |
|      % |

 **3.3 What type of controllers does the applicant firm have?**

[ ] [ ]  Body corporate, partnership or trust 4Provide a copy of the latest financial statements (typically the accounts for the most recent accounting period)

 [ ]  Attached

[ ] [ ]  Individual4Provide documentation to show your financial position (eg loan agreement or bank statement)

 [ ]  Attached

Controller forms

 **3.4 If the applicant firm has any new controllers you must submit with this application the appropriate controller forms for each of its new controllers. These forms can be found on the website (**[**https://www.fca.org.uk/firms/authorisation/apply-authorisation**](https://www.fca.org.uk/firms/authorisation/apply-authorisation) **) and should be attached to your application as a related document within Connect.**

For each of the controllers, applicant firms must submit:

* a legal person controller(s) – Controllers appendices – Legal persons and partnerships
* a natural person controller (s) – Controllers appendices – Natural persons
* a trust controller(s) – Controllers appendices - Trust

[ ]  Controller forms attached

Close links

 **3.5 Does the applicant firm have close links?**

[ ] [ ]  No4 Continue to Section 4

[ ] [ ]  Yes

 **3.6 You must provide a structure chart to show**

* **the nature of the relationship between the applicant firm and each close link**
* **the business type of the close link.**

If you are also providing a structure chart for Question 3.2 to illustrate the applicant firm's controller(s) or group, that chart should include all of the applicant firm's close link(s).

[ ]  [ ]  Structure chart provided on separate sheet

[ ]  [ ]  Information added to the structure chart provided in Question 3.2

Please indicate how many separate sheets of paper you have used.

|  |  |
| --- | --- |
| Number of additional sheets |       |

 **3.7 Are you aware of any information to suggest that any close link is likely to prevent our effective supervision of the applicant firm?**

[ ] [ ]  No

[ ]  [ ]  Yes4 Give details below

|  |
| --- |
|       |

|  |  |
| --- | --- |
| 4 | Information on the management body and persons who direct the businessUse this section and the Form As to provide the information required under Article 4 (Information on the management body and persons who direct the business) of the RTS and related information that we need for domestic purposes that has not previously been provided to us.Refer to that Article when completing this section and ensure that you have provided all the information specified.Please confirm in the MiFID Authorisation Form that you have provided the relevant information in this section of the Annex and list the relevant Form As. |

 **4.1 Please confirm that any information that has not been provided in this section: (i) has already been provided to us and (ii) remains true, accurate and up-to-date**

[ ]  Yes

Senior management functions

 **4.2 List the names of the persons who will perform senior management functions. A person may perform more than one senior management function. Where the person for the role has not yet been recruited, please indicate this in the relevant box below. The type of firm you are will determine the table you will need to complete.**

UK core firms4Continue to 4.2.1

Third country core firms4Continue to 4.2.2

Enhanced firms4Continue to 4.2.3

The applicant firm will not necessarily need to have all these senior management functions listed in the relevant box below.

You can use a separate sheet of paper if necessary.

If you have used separate sheets of paper, you must indicate how many below.

|  |  |
| --- | --- |
| Number of additional sheets |       |

You should also indicate the country where the person will primarily be based if this is other than the UK.

**4.2.1 UK core firms**

|  |  |  |
| --- | --- | --- |
| **Function** | **Description of Senior Management Function** | **Name of individual** |
| SMF 1 | Chief Executive |       |
| SMF 3 | Executive Director |       |
| SMF 9 | Chair of the governing body |       |
| SMF 16 | Compliance Oversight |       |
| SMF 17 | Money Laundering Reporting Officer |       |
| SMF 27 | Partner |       |

**4.2.2 Third country core firms**

|  |  |  |
| --- | --- | --- |
| **Function** | **Description of Senior Management Function** | **Name of individual** |
| SMF 3 | Executive Director |       |
| SMF16 | Compliance Oversight |       |
| SMF 17 | Money Laundering Reporting Officer |       |
| SMF 19 | Head of Third Country Branch |       |

**4.2.3 Enhanced firms**

|  |  |  |
| --- | --- | --- |
| **Function** | **Description of Senior Management Function** | **Name of individual** |
| SMF 1 | Chief Executive |       |
| SMF 2  | Chief Finance  |       |
| SMF 3 | Executive Director |       |
| SMF 4 | Chief Risk |       |
| SMF 5 | Head of Internal Audit |       |
| SMF 7 | Group Entity Senior Manager |       |
| SMF 9 | Chairman of the governing body |       |
| SMF 10 | Chair of the Risk Committee |       |
| SMF 11 | Chair of the Audit Committee |       |
| SMF 12 | Chair of the Remuneration Committee |       |
| SMF 13 | Chair of the Nomination Committee |       |
| SMF 14 | Senior Independent Director |       |
| SMF 16 | Compliance Oversight |       |
| SMF 17 | Money Laundering Reporting Officer  |       |
| SMF 18 | Other overall responsibility function  |       |
| SMF 24 | Chief Operations |       |
| SMF 27 | Partner |       |

 **4.3 You must fill in a ‘Form A - Application to perform controlled functions including senior management functions’ for each new person who will be performing a senior management function, see see:** **<https://www.fca.org.uk/publication/forms/long-form-a-mifid.docx> for more information.**

You must also provide a Senior Management Regime: Statement of Responsibilities (<https://www.handbook.fca.org.uk/form/sup/SUP_10C_ann_5D_SOR_20160307.pdf> ) with each Form A and attach it to your application in Connect.

How many ‘Form As’ are being sent with this application?

|  |
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 **4.4 Please briefly describe the human and financial resources the applicant firm intends to devote on an annual basis to the induction and training of the individuals who will perform senior management functions**

|  |
| --- |
|       |

 **4.5 Will the applicant firm advise on derivatives to ‘retail clients’?**

[ ] [ ]  No

[ ] [ ]  Yes4You must provide evidence that the advisers carrying out this activity have been assessed as competent to undertake such an activity and possess a complete qualification as per the provisions of TC 2.1.7R

[ ]  [ ]  Attached

Staff organisational structure chart

The applicant firm must show that it has an effective management structure and clear reporting lines to senior managers.

 **4.6 Is the applicant firm a sole trader or a sole director of a limited company with no employees?**

[ ]  Yes4 You must provide the details of the person empowered to substitute immediately the sole trader or the sole director if the latter becomes incapacitated.

[ ]  No 4 You must provide a staff organisational structure chart, clearly indicating senior management, decision makers, headcount of the internal management and control bodies on a separate sheet of paper.

 [ ]  Attached

|  |  |
| --- | --- |
| 5 | Financial information – Article 3 MiFID exempt firms and non-UK MiFID investment firms onlyUse this section to provide the information required under Article 5 (Financial information) and Article 6(c)(iv) (Programme of operations) (for prudential requirements) of the RTS and related information that we need for domestic purposes that has not previously been provided to us.Please refer to that Article when completing this section and ensure that you have provided all the information specified. Please confirm in the MiFID Authorisation Form that you have provided the relevant information in this section of the Annex. |

 **5.1 Please confirm that any information that has not been provided in this section: (i) has already been provided to us and (ii) remains true, accurate and up-to-date**

[ ]  Yes

Planning assumptions

 **5.2 You must give details on the following:**

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  | **At authorisation** | **12 months after** | **24 months after** | **36 months after** |
| **Number of customers** |       |       |       |       |
| **Number of transactions per month** |       |       |       |       |
| **Expected assets under management:** |       |       |       |       |
| **Number of investors in the fund(s) that the applicant firm will manage** |       |       |       |       |

 **5.3 Is the applicant firm currently trading?**

[ ] [ ]  No 4Continue to Section 6

[ ]  Yes 4You must provide the applicant firm’s end of year accounts, and where applicable, at consolidated group and sub-consolidated levels, for the last 3 years or since the beginning of the activity. This should include the following:

Balance Sheet [ ]  Attached

Profit and Loss accounts [ ]  Attached

Audited annual reports [ ]  Attached

 [ ]  N/A

A report by the company auditor of the last 3 years [ ]  Attached

 or since the beginning of the activity [ ]  N/A

|  |  |
| --- | --- |
| 6 | Information on the organisation of the firm Use this section to provide most of the information required under Article 6 (Programme of operations) of the RTS and related information that we need for domestic purposes that has not previously been provided to us.Please refer to that Article when completing this section and ensure that you have provided all the information specified.Please confirm in the MiFID Authorisation Form where you have provided the relevant information in this section of the Annex.The Notes to this Annex indicate the information specified in Article 6 that will be provided through other parts of the MiFID application pack.  |

 **6.1 Please confirm that any information that has not been provided in this section: (i) has already been provided to us and (ii) remains true, accurate and up-to-date**

[ ]  Yes

 **6.2 Please provide details of the business the applicant firm proposes to carry on for the first 3 years of authorisation**

 In describing its proposed business, the applicant firm must:

* Outline – in clear, plain language – the sort of transactions in which the applicant firm will typically be involved.
* Indicate whether these transactions will be carried on exchange and or/over the counter, and whether the applicant firm will require membership of any exchange (in which case, the status of the applicant firm’s application for membership of the exchange(s) must be provided).
* Explain the applicant firm’s own role in these transactions.
* Identify the various other parties to, and their roles in, these transactions, indicating which of these parties will be the applicant firm’s clients.
* Itemise the various different financial instruments to which these transactions will relate.
* Illustrate this transaction process in diagrammatic/flow-chart form with the applicant firm’s role in the transaction clearly distinguished. Indicate whether the applicant firm will be acting as a ‘systematic internaliser’.
* Explain how the applicant firm’s proposed business corresponds with the regulated activities it is applying for permission to carry on. The description should also include the respective investment and client types in, and for which, it will carry on each regulated activity (it will not necessarily carry on business in and for the same investment and client types for each regulated activity).
* Indicate whether any components of the applicant firm’s proposed business will not be regulated (and for which it will not therefore be authorised).
* Indicate the overall percentage split of the applicant firm’s income between its authorised and unregulated business.

If the applicant firm intends to carry on investment management activities you should also include details of the intended investment strategy, including the following:

* whether the applicant firm will make leveraged investments
* which sector(s) and geographical areas investments will be made in
* whether the applicant firm will make long-term investments
* the expected returns of investors
* investors minimum subscription levels
* a description of the due diligence carried out on the potential investments
* whether the applicant firm will have direct interests in any investee companies, and
* whether the applicant firm will invest in illiquid securities and how these will be valued

The above should also be provided when the applicant firm intends to be authorised as a firm selling investment and/or home finance and/or non-investment insurance contract.

The above should also be provided for the activities that the applicant firm intends to carry out and are outside the MiFID scope.

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If the applicant intends to be authorised as a local firm you should also include details with regard to:

* whether the applicant firm will become a member of a recognised futures and options exchange
* and if yes which clearing member(s) of the futures and options exchange(s) will act as guarantor for the performance of the applicant firm’s contracts?

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**6.3** **Does the applicant firm intend to passport into Gibraltar under MiFID by:**

**• providing cross-border services, and/or**

**• establishing a branch, and/or**

**• appointing a tied agent**

[ ]  No

[ ]  Yes 4 Give details below, including scale of the activity (see notes for further information)

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Clients

 **6.4 Describe (in terms of both geographical location and their own commercial/business activities) the types of individuals/businesses and their regulatory classification the applicant firm expects to become its clients**

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 **6.5 Explain how the applicant firm will source its clients (referring to any existing contacts/relationships) and market its services to prospective new clients for the first 3 years**

 **This should include details about:**

* the marketing and promotional activity and arrangements
* the languages the marketing is offered in
* the member states where advertisements are most visible and frequent
* type of promotional documents
* the identity of direct marketers, financial investment advisers and distributors, and the geographical localisation of their activity

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Details of auditor / reporting accountant

 **6.6 Does the applicant firm have an auditor or reporting accountant?**

[ ]  No

[ ]  Yes4Give details below

|  |  |
| --- | --- |
| Firm name of auditor/reporting accountant |       |

|  |  |
| --- | --- |
| Contact name |       |

|  |  |
| --- | --- |
| Address |            |
|  |
|  |
|  |
| Postcode |       |

|  |  |
| --- | --- |
| Phone number (including STD code) |       |

Details of the applicant firm’s organisational structure and internal control systems

 6.7 Please provide an organisational structure chart with details of the heads of internal functions.

[ ]  Organisational structure chart provided on separate sheet

For each individual included on the organisational structure chart provide information on their relevant education, professional training and experience below

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| --- |
|       |

6.8 Please provide a description of the resources allocated to the various activities

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Conflicts of Interest

 **6.9 How will the applicant firm be remunerated?**

Tick all boxes that apply:

[ ]  Fixed fees

[ ]  Percentage-based fees

[ ]  Commissions

[ ]  Spreads

[ ]  Other –give further information below, including:

* details regarding the applicant firm’s remuneration structure, including both monies received from clients and from any provider firms used
* percentages, frequency and type of remuneration (where applicable)
* any other activities from which the applicant firm intends to generate income

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 **6.10 If the applicant firm's income will be derived other than by charging its clients, how will it disclose/explain to its clients its arrangements for receiving remuneration?**

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|       |

 **6.11 What measures will the applicant firm use to identify and prevent or manage conflicts of interest?**

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|       |

 **6.12 What arrangements of product governance will the applicant firm have in place?**

|  |
| --- |
|       |

Locum arrangements

**6.13 Does the applicant firm have more than one adviser?**

[ ]  Yes

[ ]  No4Give details below of the applicant firm’s locum arrangements, including the Firm Reference Number of the firm that will provide the service.

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IT systems

**6.14 Please provide a description of the key IT systems in use at the applicant firm which will support regulated activities, including off-the-shelf and bespoke packages**

Please provide any relevant supporting documentation such as high-level IT architecture diagrams

[ ]  Attached

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You will be asked to complete a MiFID IT Self-Assessment form on Connect which will request more detailed information relating to the use of technology and business continuity arrangements. The answers you give will determine any further questions or requests for supporting evidence.

Business risks

**6.15 What are the main business risks for the applicant firm and how does it intend to manage those risks?**

Examples of business risks include key person risk, ongoing financial solvency not being met, clients being given unsuitable advice, inadequate systems and controls, unsuitable senior management, economic factors, competitors and their reaction to the applicant firm’s presence in the market.

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Compliance monitoring programme

The applicant firm must establish, maintain and carry on a programme of actions to check it carries on, and continues to carry on, its business in line with its compliance procedures. This is called a compliance monitoring programme, which must be sent with this application.

 6.16 You must confirm you have attached a compliance monitoring programme

[ ] [ ]  Yes

Internal control and risk management systems

**6.17 You must provide a brief description of the internal control and risk management systems**

Please be aware you may be requested to provide hard copies of the internal control and risk management procedures.

|  |
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Financial crime

 **6.18 You must briefly describe the procedures the applicant firm has put in place to counter the risks that it might be used by third parties to further financial crime, including any offence involving:**

1. **fraud or dishonesty**
2. **misconduct in, or misuse of information relating to, financial markets**
3. **handling the proceeds of crime (SYSC 6 (for common platform firms)**
4. **terrorist financing**

You must include the following in your description below:

• the steps the applicant firm will take to ensure its Money Laundering Reporting Officer knows his/her duties and is able to perform his/her senior management function effectively

• the procedures that will be in place to ensure that the applicant firm will obtain sufficient evidence of the identity of, and undertake all necessary due diligence exercises for all its clients

• the systems and controls that will be in place to ensure that 'know your business' information (see SYSC 6.3) is made available to its Money Laundering Reporting Officer

• the anti-money laundering training the applicant firm will provide for its relevant staff

• the disciplinary procedures for any member of staff who fails to report promptly to the Money Laundering Reporting Officer any suspicion or belief that money laundering is occurring

|  |
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Market conduct

 **6.19 You must briefly describe the steps the applicant firm has put in place to counter the risk that it or its staff may engage in activity which constitutes market abuse**

You must include the following:

* controls and procedures the applicant firm will have in place to mitigate the risk of market abuse
* details of the anti-market abuse training the applicant firm will provide for its relevant staff
* arrangements for monitoring the market abuse controls and procedures

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Records management

**6.20 You must provide a brief description of the records management policies and procedures the applicant firm will have in place, including record retention policies**

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|       |

Manual of procedures

**6.21 You must provide a brief description of the manual of procedures the applicant firm will have in place**

|  |
| --- |
|       |