**Application for Authorisation

Controllers appendices – Legal persons and Partnerships**

**Legal name of applicant firm**

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

This form should be used for firms to provide information on the shareholders in accordance with Article 3(b) of the RTS under Article 7(4) of MiFID II (‘Authorisation RTS’). Please note that in accordance with Article 3(b) of the Authorisation RTS when the holder of a qualifying holding is not a natural person, the information provided with this form shall also relate to all members of the management body and the general manager, or any other person performing equivalent duties.

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.  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 form**

In this form we use the following terms:

* + ‘You’ refers to the person(s) signing the form as controller
	+ ‘the applicant firm’ refers to the firm applying for authorisation
	+ ‘the FCA’, ‘we’, 'our', or ‘us’ refers to the Financial Conduct Authority

**Purpose of this form**

This appendix collects information about the controller of the applicant firm.

**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 out the completed form and sign the declaration in Section 9

**2** If you are filling in the form by hand:

* use black ink
* write clearly
* sign the declaration in Section 9

**3** If you leave a question blank or do not sign the declaration or do not attach the required supporting information and do not tell us why, we will have to treat the application as incomplete, which will increase the time taken to assess this application.

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

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| 1 | Controller’s details |

 **1.1** **Name of controller**

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 **1.2** **Legal status of controller**

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 **1.3** **Registration number of controller**

If registered outside the UK, give equivalent reference number

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 **1.4** **Place of incorporation or formation of controller**

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 **1.5** **Registered office address of controller**

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

 **1.6 Does the controller have a head office address?**

[ ]  No

[ ]  Yes, it is the same as address given in Question 1.5

[ ]  Yes, it is different from the address in Question 1.5, give details below

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| Head office address |       |
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| Postcode |       |

 **1.7 Please provide documents certifying the information provided in Questions 1.1 to 1.6**

[ ]  Attached

 **1.8 Please provide an up-to-date overview of the controller’s entrepreneurial activities**

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| 2 | Persons who direct the controller’s business |

 **2.1** **You must provide a complete list of persons who effectively direct the business of the controller (including directors and, for a partnership, its members) and provide the following information for each of them:**

* name
* date and place of birth
* address
* contact details
* national identification number, where available
* detailed curriculum vitae (stating relevant education and training)
* previous professional experience
* any professional activities or other relevant functions currently performed

 [ ]  Attached

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| 3 | About the controller’s fitness and propriety |

For the purposes of this form, a regulatory body is any of the following:

• a self-regulatory organisation – including Investment Management Regulatory Organisation ('IMRO'), Securities and Futures Agency ('SFA'), Personal Investment Authority ('PIA'), Life Assurance and Unit Trust Regulatory Organisation ('LAUTRO'), Financial Intermediaries, Managers and Brokers Regulatory Association ('FIMBRA'), Association of Futures Brokers and Dealers Limited ('AFBD') and The Securities Association Limited ('TSA');

• a statutory body, including the FCA, the PRA, the Financial Services Authority (FSA), Securities and Investments Board ('SIB'), the Society of Lloyd's, the Registry of Friendly Societies, the Friendly Societies Commission, the Building Societies Commission, the Bank of England, the Treasury – Insurance Directorate (formerly the DTI) and the recognised bodies;

• a designated professional body; or

• the equivalent of any of these regulators overseas.

**3.1** **Please provide the following information regarding the controller, any person who effectively directs the business of the controller, any undertaking under the controller’s control, and any shareholder exerting significant influence on the controller:**

**3.1.1 Criminal records, ongoing criminal investigations or proceedings, relevant civil and administrative cases, or disciplinary actions (including disqualification as company director or bankruptcy, insolvency or similar procedures)**

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 Please provide an official certificate of conviction or equivalent document if and so far available from the UK or, where applicable, another country, evidencing the information provided in Question 3.1.1. Please attach a copy of this form as an Additional Supporting Document.

[ ]  Attached

**3.1.2 Open investigations, enforcement proceedings, sanctions, or other enforcement decisions against the controller**

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**3.1.3 Refusal of registration, authorisation, membership, or licence to carry out a trade, business or profession; or the withdrawal, revocation or termination of such a registration, authorisation, membership or licence; or expulsion by a regulatory or government body or by a professional body or association**

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 **3.1.4 Dismissal from employment or a position of trust, fiduciary relationship, or similar situation (in relation to any person who effectively directs the business of the proposed acquirer and any shareholder exerting significant influence on the proposed acquirer)**

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**3.2** **Has the controller, or the persons who effectively direct the business of the controller, been subject to an assessment of reputation by another regulatory body?**

[ ]  No

[ ]  Yes⏵You must provide the following details:

* the date of any events
* the outcome
* relevant circumstances and explanations
* the identity of the regulatory body which carried out the assessment
* evidence of the outcome of the assessment

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| 4 | Other financial and non-financial interests |

**4.1** **Please provide a description of financial interests, and non-financial interests or relationships of the controller, or where applicable, the group to which the controller belongs, as well as the persons who effectively direct the business with:**

1. any other shareholder of the applicant firm
2. any person entitled to exercise voting rights of the applicant firm in any of the following cases or a combination of them
* voting rights held by a third party with whom that person or entity has concluded an agreement, which obliges them to adopt, by concerted exercise of the voting rights they hold, a lasting common policy towards the management of the issuer in question
* voting rights held by a third party under an agreement concluded with that person or entity providing for the temporary transfer for consideration of the voting rights in question
* voting rights attaching to shares which are lodged as collateral with that person or entity, provided the person or entity controls the voting rights and declares its intention of exercising them
* voting rights attaching to shares in which that person or entity has the life interest
* voting rights which are held, or may be exercised within the meaning of the first four items of this (2), by an undertaking controlled by that person or entity
* voting rights attaching to shares deposited with that person or entity which the person or entity can exercise at its discretion in the absence of specific instructions from the shareholders
* voting rights held by a third party in its own name on behalf of that person or entity
* voting rights which that person or entity may exercise as a proxy where the person or entity can exercise the voting rights at its discretion in the absence of specific instructions from the shareholders
1. any member of the management body or of the senior management of the applicant firm
2. the applicant firm itself and its group

[ ]  Attached

 **4.2** **Please provide information on any other interests or activities that may be in conflict with those of the applicant firm and possible solutions for managing those conflicts of interest**

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##  Third country information

 **4.3 Do all of the following statements apply:**

i. the controller is a third country firm

ii. the applicant firm is connected with the controller because it is a subsidiary undertaking of the controller or a subsidiary undertaking of a parent undertaking of the controller ("subsidiary undertaking" and "parent undertaking" have the meaning given by s.420A of FSMA); and

iii. the applicant firm's application relates to a regulated activity other than an insurance distribution activity (within the meaning given by paragraph 2B of Schedule 6 of FSMA) or a regulated activity involving a regulated mortgage contract.

[ ]  No

[ ]  Yes ⏵ Give details below

Name of controller

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Country the controller is authorised in

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Regulator's name

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Regulator's telephone number

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Description of business controller carries on

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 **4.4** **Is the controller detailed in Question 1.1 a regulated financial services provider, regulated by a body other than us?**

[ ]  No

[ ]  Yes ⏵ Give details below

Regulator's name

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An identifying number allocated to the controller by the regulator

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Contact name, if known, at the regulator

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Regulator's address

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| 5 | About the controllers structure |

 **5.1** **You must send a complete structure chart of the controller that shows the following:**

* percentages of holdings
* voting rights
* association
* shareholder agreements
* parent undertakings
* any undertaking(s) or shares in another firm, than the applicant firm
* any firms or individuals that are deemed to be a controller of the applicant firm by virtue of their significant influence (see FSMA section 422A)

[ ]  Attached

 **5.2** **You must provide information on the identity of all persons who may be considered to be beneficial owners of the controller including their:**

* name
* date and place of birth
* address
* contact details
* national identification number, where available

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 **5.3** **If the controller is part of a group, as a subsidiary or as the parent undertaking, please provide an organisational chart of the entire corporate structure and information on:**

* the share of capital and voting rights of shareholders with significant influence of the entities of the group and on the activities currently performed by entities of the group
* the relationship between the financial entities of the group and other non-financial group entities
* identification of any credit institution, assurance, insurance or re-insurance undertaking, or investment firm within the group, and the names of the relevant supervisory authorities

[ ]  Information included in structure chart provided in Question5.1

[ ]  Attached

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| 6 | Financial position of the controller  |

**6.1** **Please provide statutory financial statements, at an individual and, where applicable, at consolidated and sub-consolidated group levels, for the last three financial periods, approved, where the financial statements are audited, by the external auditor, and including:**

1. the balance sheet
2. the profit and loss accounts or income statement
3. the annual reports and financial annexes and any other documents registered with the relevant registry or authority in the territory relevant to the acquirer

Where the controller is a newly established entity, it shall provide the forecast balance sheet and profit and loss accounts or income statement for the first three business years, including planning assumptions used.

[ ]  Attached

 **6.2**  **Where available, please provide information about the credit rating of the proposed acquirer and the overall rating of its group**

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| 7 | Third country controllers |

**7.1** **Is the head office of the controller registered in a third country?**

[ ]  No⏵Continue to Section 8

[ ]  Yes

**7.2** **Please provide a certificate of good-standing, or equivalent where not available, from foreign regulatory bodies in relation to the controller**

[ ]  Attached

**7.3** **Please provide where available, a declaration by foreign regulatory bodies that there are no obstacles or limitations to the provision of information necessary for the supervision of the applicant firm**

[ ]  Attached

**7.4** **Please provide general information on the regulatory regime of that third country as applicable to the controller**

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| 8 | Sovereign wealth fund controller |

**8.1** **Is the controller a sovereign wealth fund?**

[ ]  No⏵ Continue to Section 9

[ ]  Yes

**8.2** **Please provide the name of the ministry or government department in charge of defining the investment policy of the fund**

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**8.3** **Please provide details of the investment policy and restrictions on investment**

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**8.4** **Please provide the name and position of the individuals responsible for making the investment decisions of the fund; details of any influence exerted by the identified ministry or government department on the day-to-day operations of the fund and applicant firm**

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| 9 | Declaration |

It is a criminal offence knowingly or recklessly to give us information that is materially false, misleading or deceptive. If necessary, appropriate professional advice should be sought before supplying information to us.

There will be a delay in processing the application if any information is inaccurate or incomplete.

Failure to notify us immediately of any significant change to the information provided may result in a serious delay in the application process.

With reference to the above, we may seek to verify the information in this form including answers about fitness and propriety.

 ▪ I understand it is a criminal offence knowingly or recklessly to give the FCA information that is materially false, misleading or deceptive.

 ▪ I confirm that the information in this form is accurate and complete to the best of my knowledge and belief.

 ▪ I authorise the FCA to make such enquiries and to seek such further information as it thinks appropriate to verify the information given on this form. I also understand that the results of these checks may be disclosed to the applicant for authorisation.

I confirm that I am authorised to sign on behalf of the legal persons controller named in Question 2.1 above.

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| Name |       |

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| --- | --- |
| Position |       |

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| Signature |  |

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| Date (dd/mm/yy) |       |

##  What to do next

You must give this form back to the person who is responsible for making the application for authorisation. They should attach the form to their application via Connect.