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**PERSONAL QUESTIONNAIRE OF AN APPLICANT’S SHAREHOLDER**

**WHO IS A LEGAL PERSON**

**Name: «…..……………………………..»**

**Capacity: «…..……………………………..»**

**Name of applicant: «…..……………………………..»**

**Purpose of this form**

This form should be completed individually by all legal persons who hold, directly or indirectly, a qualifying holdingin an applicant.

GENERAL INSTRUCTIONS:

1. This questionnaire should be completed individually by all legal persons who hold, directly or indirectly, a qualifying holding[[1]](#footnote-1) in an applicant[[2]](#footnote-2) (hereinafter the “shareholder”) and accompanies the application form (Form 87-00-01).
2. This questionnaire must be completed in electronic form. An electronic version of it can be downloaded from the website of the Cyprus Securities and Exchange Commission (“the Commission”) at the address [www.cysec.gov.cy](http://www.cysec.gov.cy).
3. The questions should remain unaltered and the answers must be provided below each question or in the designated section.
4. All questions applicable to the case of the applicant should be duly completed, or, if they are not applicable state “N/A”. Incomplete applications will be returned.
5. This questionnaire should be accompanied by the documents stated in Part H.
6. Where there are no competent authorities for the issue of certificates, attach equivalent documents from an independent and reliable source.
7. When completing the questionnaire, information which is publicly available or has previously been disclosed to the Commission or to another supervisory authority, should not be considered as known by the Commission.
8. Where applicants are required to “confirm”, a tick (**✓**) or an (x) placed in the relevant box will be taken as confirmation.
9. If insufficient space has been provided for a reply, please provide that information on a separate sheet/document and refer to it in the space provided for the answer. Please ensure that any separate sheets/documents are clearly marked with the name of the applicant organisation and reference the appropriate question.
10. The Commission retains the right to request additional information during the assessment process.
11. **GENERAL ΙNFORMATION OF THE SHAREHOLDER**

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|  | **Name:** |  |
|  | **Trading name (if different from legal name):** |  |
|  | **Company Registration number:**  |  |
|  | **Address of registered office:**  |  |
|  | **Address of head office[[3]](#footnote-3) (if different from registered office):** |  |
|  | **Postal address office (if different from above):**  |  |
|  | **Contact telephone number:** |  |
|  | **Fax number (if available):** |  |
|  | **Electronic mail address:** |  |
|  | **Website address (if available) and other social media:** |  |
|  | **Group’s website address (if available):**  |  |

1. INFORMATION ON THE BUSINESS AND STRUCTURE

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| 1. **Please provide below an up-to-date overview of the shareholder’s entrepreneurial business.**
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| 1. **State whether the shareholder belongs to a group.[[4]](#footnote-4)**
 |
| **Yes**  |  |  |
| **No** |  |  |
| **If yes provide a comprehensive group structure, in which the shareholder belongs to, up to the ultimate beneficial owners-natural persons. The chart must include name of the entity, percentage of holding, activities, country of establishment and competent supervisory authority.** **For every legal entity of the Group, provide: (1) Certificate of shareholders (2) Certificate of Directors (3) Certificate of Good Standing (4) Information on their activities.** |
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| 1. **State whether the shareholder is a sovereign wealth fund.**
 |
| **Yes** |  |  |
| **No** |  |  |
| **If yes:**  |
|  | **State below the name of the ministry or government department in charge of defining the investment policy of the fund.** |
|  |
|  | **Provide below details of the investment policy and any restrictions on investment.**  |
|  |
| **3.3**  | **List the individuals responsible for taking the investment decisions for the fund.**  |
| **No.**  | **Name** | **Position**  |
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| 1. **Provide details of the qualifying holdings or their influence**[[5]](#footnote-5) **exerted by the abovementioned ministry or government department on the day-to-day operations of the fund and the applicant.**
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1. BENEFICIAL OWNERS AND PERSONS WHO EFFECTIVELY DIRECT THE BUSINESS OF THE SHAREHOLDER

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| 1. **List all beneficial owners of the shareholder.**
 |
| **No.** | **Name** | **Percentage holding in the shareholder** | **Place and date of birth** | **Address** | **Email** | **Contact telephone number** | **Personal national identification number/Passport number and issuing country** |
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| 1. **List all the members of the management body and persons effectively directing the business of the shareholder.**
 |
| **No.** | **Name** | **Date of birth** | **Place of birth** | **Address** | **Email** | **Contact telephone number** | **Personal national identification number/Passport number and issuing country** |
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| 1. **For each member of the management body and person effectively directing the business listed above, please complete the information set out in the Annex of this questionnaire.**
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1. **MORALS AND COMPETENCE**

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| 1. Has the shareholder or the person who directs its business ever been assessed by the Commission?
 |
| Yes |  |  |
| No |  |  |
| If yes, please provide more information below, including the name of the applicant/regulated entity, the shareholder’s capacity in the application, the date of application, the type of regulated entity and the decision of the Commission.  |
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| 1. Has the shareholder or the person who directs its business ever been assessed in terms of reputation by any other financial services regulator in any jurisdiction?
 |
| Yes |  |  |
| No |  |  |
| If yes, please provide the information below: |
| Name of regulator and jurisdiction | Date of assessment(MM/YYYY) | Name of company | Outcome of the assessment | Reference number if applicable |
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| 1. Has the shareholder or any person who effectively directs its business or any undertaking under its control or any of its shareholders exerting significant influence**[[6]](#footnote-6)** ever been involved in any criminal investigations or proceedings, relevant civil and administrative cases, or disciplinary actions, including disqualification as a company director or restriction from acting in any managerial capacity or bankruptcy, insolvency or similar procedures?
 |
| Yes |  |  |
| No |  |  |
| If yes, please provide further information below. |
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| 1. Are there any open investigations, enforcement proceedings, sanctions, or other enforcement decisions against the shareholder or any person who effectively directs its business or any undertaking under its control or any of its shareholders exerting significant influence**[[7]](#footnote-7)**?
 |
| Yes |  |  |
| No |  |  |
| If yes, please provide further information below and/or attach a relevant declaration of honour. |
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| 1. Has the shareholder or any person who effectively directs its business or any undertaking under its control or any of its shareholders exerting significant influence**[[8]](#footnote-8)** ever received a negative reply concerning the registration, authorisation, membership or licence to carry out a trade, business or profession in and/or outside the Republic (including from any other financial services regulator)?
 |
| Yes |  |  |
| No |  |  |
| If yes, please provide more information below, including reference to the competent authority or professional body and association.  |
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| 1. Has any registration, authorisation, membership or licence to carry out a trade, business or profession ever been withdrawn, revoked or terminated in and/or outside the Republic in relation to the shareholder or any person who effectively directs its business or any undertaking under its control or any of its shareholders exerting significant influence**[[9]](#footnote-9)**?
 |
| Yes |  |  |
| No |  |  |
| If yes, please provide more information below (including any pending cases).  |
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| 1. Has the shareholder or any person who effectively directs its business or any undertaking under its control or any of its shareholders exerting significant influence**[[10]](#footnote-10)** ever been expulsed by a regulatory or government body or by a professional body or association?
 |
| Yes |  |  |
| No |  |  |
| If yes, please provide more information below.  |
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| 1. **Has** the shareholder or any person who effectively directs its business or any undertaking under its control or any of its shareholders exerting significant influence**[[11]](#footnote-11) ever been dismissed** **or asked to resign, or agreed to resign instead of being dismissed, or resigned whilst under investigation, for reasons pertaining to the exercise of the duties assigned to it or removed from employment or a position of trust, fiduciary relationship, administrative responsibility in an undertaking or organisation, whether or not remunerated (of public or private law), or similar situation?**
 |
| Yes |  |  |
| No |  |  |
| If yes, please provide more information below, including **whether the above were due to a court ruling or an administrative decision, in and/or outside the Republic.** |
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| 1. **Is there anything relevant that the shareholder would like to state that could affect either positively or negatively the forming of an opinion on its morals, integrity, credibility and/or financial soundness?**
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1. FINANCIAL**[[12]](#footnote-12)** AND NON-FINANCIAL INTERESTS**[[13]](#footnote-13)** AND CONFLICTS OF INTEREST

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| 1. **State any financial and non-financial interests or relationships that the shareholder, or where applicable the group to which the shareholder belongs, and the persons who effectively direct the shareholder’s business have with any other current shareholder of the applicant.**
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| 1. **State any financial and non-financial interests or relationships that the shareholder, or where applicable the group to which the shareholder belongs, and the persons who effectively direct the shareholder’s business have with any person entitled to exercise voting rights of the applicant in any of the following cases or a combination of them:**
 |
| **2.1** | **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 applicant in question.** |  |
| **2.2** | **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.** |  |
| **2.3** | **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.** |  |
| **2.4** | **voting rights attaching to shares in which that person or entity has a life interest.** |  |
| **2.5** | **voting rights which are held, or may be exercised within the meaning of 2.1-2.4 above, by an undertaking controlled by that person or entity.** |  |
| **2.6** | **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.** |  |
| **2.7** | **voting rights held by a third party in its own name on behalf of that person or entity.** |  |
| **2.8** | **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.** |  |
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| 1. **State any financial and non-financial interests or relationships that the shareholder, or where applicable the group to which the shareholder belongs, and the persons who effectively direct the shareholder’s business have with any member of the board of directors of the applicant.**
 |
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| 1. **State any financial and non-financial interests or relationships that the shareholder, or where applicable the group to which the shareholder belongs, and the persons who effectively direct the shareholder’s business have with any member of the senior management of the applicant.**
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| 1. **State any financial and non-financial interests or relationships that the shareholder, or where applicable the group to which the shareholder belongs, and the persons who effectively direct the shareholder’s business have with the applicant itself and its group.**
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| 1. **Provide information on any other of the shareholder’s interests or activities that may be in conflict with those of the applicant and possible solutions for managing those conflicts of interest.**
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| 1. **In the case that the shareholder is part of a group:**
 |
| **7.1**  | **Provide information on the relationships between the financial entities of the group and other non-financial group entities** |
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| **7.2** | **List below any credit institution; assurance, insurance or re-insurance undertaking; collective investment undertakings and their managers or investment firm within the group.** |
| **No.** | **Name of entity** | **Supervisory Authority** | **Jurisdiction** |
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| 1. Provide financial information, including credit ratings and publicly available reports on the undertakings controlled or directed by the shareholder, as well as the shareholder itself.
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| 1. **Provide statutory financial statements,[[14]](#footnote-14) at an individual and, where applicable, at consolidated group and sub-consolidated levels for the last three financial periods, approved, where the financial statements are audited, by the external auditor including:**
 |
|  | **9.1 the balance sheet** |
|  | **9.2 the profit and loss accounts or income statements** |
|  | **9.3 the annual reports and financial annexes and any other documents registered with the relevant registry or authority in the territory relevant to the company financial statements and, where applicable, a report by the company’s auditor of the last three years or since the beginning of the activity.**  |
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1. **HEAD OFFICE IN A THIRD COUNTRY**

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| 1. **State whether the head office of the shareholder is registered in a third country.**
 |
| **Yes** |  |  |
| **No**  |  |  |
| **If yes:**  |
| **1.1**  | **Provide a certificate of good-standing, or equivalent where not available, from foreign financial markets authorities in relation to the shareholder.**  |
| **1.2** | **Provide a declaration by foreign financial markets authorities that there are no obstacles or limitations to the provision of information necessary for the supervision of applicant (where available).** |
| **1.3** | **Provide below general information on the regulatory regime of that third country as applicable to the shareholder.** |
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1. **CONFIRMATION STATEMENT**

**I hereby responsibly declare and confirm, having full knowledge of the consequences of the Law, that:**

1. **I have exercised all due diligence in ensuring that all the information stated in this questionnaire, as well as the details and documents that accompany it are correct, complete and accurate.**
2. **I hereby confirm that I shall comply will the relevant requirements and obligations arising from the Law and any secondary legislation pursuant to it.**
3. **I will notify the Commission, in writing, immediately where, in the period between the submission of this questionnaire and the Commission’s decision, a change takes place in the information or and details and documents submitted with the questionnaire.**

**I acknowledge and accept that the Commission may reveal information in the discharge of its duties, as these are defined in the Law.**

**By this statement and in full comprehension of its contents, I give my express consent for the processing of my personal data, sensitive and not, in accordance with the Processing of Personal Data (Protection of Individuals) Law of 2001, as amended from time to time by national and/or European legislation.**

**We understand that in accordance with sections 71, 93 and 94 of the Law the provision of false, or misleading information or data or documents or forms, or the withholding of material information from the current notification, is subject to an administrative fine and may constitute a criminal offence.**

**Signature ......................................................**

**Full name ......................................................**

**Date ......................................................**

1. **STATEMENT OF THE ACCOMPANYING DETAILS/DOCUMENTS**

|  |  |  |  |
| --- | --- | --- | --- |
| **Details/Documents** | **Number of Appendix** | **Submitted (X)/Not applicable (N/A)** | **For official use only** |
| Document evidencing that the legal person is the qualifying shareholder of the applicant (e.g. extract of the Register of Members). | **1** |  |  |
| Certificate of registration/incorporation in accordance with national legislation. | **2** |  |  |
| Document certifying the business/trading name of the legal person if this is different from the legal name (e.g. a confirmation letter from the legal person). | **3** |  |  |
| Document certifying the address of the registered office of the legal person. | **4** |  |  |
| Document certifying the registered address of the legal person’s head office (if different from the address of the registered office). | **5** |  |  |
| Document certifying the postal address of the legal person’s head office (if different from the address of the registered office or the head office). | **6** |  |  |
| Certificate of good standing of the legal person if such is issued in accordance with national legislation. | **7** |  |  |
| Curriculum vitae as per the Annex of all members of the management body and persons effectively directing the business.  | **8** |  |  |
| Chart of comprehensive group structure as per paragraph B2. | **9** |  |  |
| Evidence of the outcome of the assessment of reputation of the shareholder or of the person who directs the business of the shareholder conducted by any other supervisory authority. | **10** |  |  |
| Certificate of a criminal record from the competent authorities of the country of residence of any person who effectively directs the business of the shareholder and any shareholder exerting significant influence.These certificates of criminal record(s) must be provided from all the competent authorities of the country in which the person resided in the last five years.  | **11** |  |  |
| A declaration of honour in relation to any open investigations, enforcement proceedings, sanctions, or other enforcement decisions against any person who effectively directs the business of the shareholder and any shareholder exerting significant influence. | **12** |  |  |
| A declaration of honour in relation to any criminal records, criminal investigations or proceedings, relevant civil and administrative cases, or disciplinary actions, or bankruptcy, insolvency or similar procedures or any open investigations, enforcement proceedings, sanctions, or other enforcement decisions against the shareholder.  | **13** |  |  |
| Certificate of good standing in relation to the proposed acquirer (if such certificate is issued by the competent authority of the relevant jurisdiction).  | **14** |  |  |
| Statutory financial statements, at an individual and, where applicable, at consolidated group and sub-consolidated levels for the last three financial periods, approved, where the financial statements are audited, by the external auditor including: | **15** |  |  |
| If the head office of the shareholder registered in a third country Provide a certificate of good-standing, or equivalent where not available, from foreign financial markets authorities in relation to the shareholder.  | **16** |  |  |
| If the head office of the shareholder registered in a third country Provide a declaration by foreign financial markets authorities that there are no obstacles or limitations to the provision of information necessary for the supervision of the applicant. | **17** |  |  |
| If the shareholder is a sovereign wealth fund provide a document on strategy containing the information set out in Article 11 (1) of Commission Delegated Regulation (EU) 2017/1946 of 11.7.2017 supplementing Directives 2004/39/EC and 2014/65/EU of the European Parliament and of the Council with regard to regulatory technical standards for an exhaustive list of information to be included by proposed acquirers in the notification of a proposed acquisition of a qualifying holding in an investment firm. | **18** |  |  |

**ANNEX**

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| --- |
| 1. Name:  |
| 1. Please provide details of any academic qualifications (education and professional training) starting with the most recent.
 |
| Name of institution (country) | Time period (MM/YYYY) | Qualification obtained |
| From | To |
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| 1. Please state below any professional qualifications (e.g. membership in professional bodies).
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| Type of membership | Name of professional body | Membership number (if applicable) | Membership start date |
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| 1. Please state below any other relevant qualifications (including any relevant training).
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| 1. Languages - Please state the level of proficiency for each language stated below on a scale from 1-5 (1-excellent, 5 basic).
 |
| Language | Reading | Writing | Speaking |
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| 1. Please provide details of the professional experience for any positions held within the last 10 years and any relevant employment outside the 10 years starting with the most recent employment (including current employment, participations in any boards of directors, as well as the periods of unemployment).
 |
| **Full Name of employer** | Time period (MM/YYYY) | Principal activities of the employer | Position held | Nature and duration of performed functions/responsibilities**[[15]](#footnote-15)** | Supervisory authority (if applicable) |
| Start date | End date  |
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1. Refer to Article 2 of the Investments Services and Activities and Regulated Markets Law of 2017 (Law 87(I)/2017) (the “Law”) for the definition of the term "qualifying holding".  [↑](#footnote-ref-1)
2. Refer to Article 7(1) of the Law for the definition of the term "applicant".  [↑](#footnote-ref-2)
3. Complete Part F of the questionnaire if the head office is in a third country. [↑](#footnote-ref-3)
4. Refer to Article 2 of the Law for the definition of the term "group".  [↑](#footnote-ref-4)
5. Where the influence exercised by the shareholding of the shareholder is considered to be equivalent to the influence exercised by shareholdings of 20% and up to 50% as per Article 11 (2) of Commission Delegated Regulation (EU) 2017/1946 of 11.7.2017 supplementing Directives 2004/39/EC and 2014/65/EU of the European Parliament and of the Council with regard to regulatory technical standards for an exhaustive list of information to be included by proposed acquirers in the notification of a proposed acquisition of a qualifying holding in an investment firm. [↑](#footnote-ref-5)
6. As identified in paragraphs C2 and C3 of the application form from granting CIF authorisation (Form 87-00-01) [↑](#footnote-ref-6)
7. As identified in paragraphs C2 and C3 of the application form from granting CIF authorisation (Form 87-00-01) [↑](#footnote-ref-7)
8. As identified in paragraphs C2 and C3 of the application form from granting CIF authorisation (Form 87-00-01) [↑](#footnote-ref-8)
9. As identified in paragraphs C2 and C3 of the application form from granting CIF authorisation (Form 87-00-01) [↑](#footnote-ref-9)
10. As identified in paragraphs C2 and C3 of the application form from granting CIF authorisation (Form 87-00-01) [↑](#footnote-ref-10)
11. As identified in paragraphs C2 and C3 of the application form from granting CIF authorisation (Form 87-00-01) [↑](#footnote-ref-11)
12. Financial interests include interests such as credit operations, guarantees and pledges. [↑](#footnote-ref-12)
13. Non-financial interests may include interests such as family or close relationships. [↑](#footnote-ref-13)
14. Where the shareholder is a newly established entity, it shall provide the forecast balance sheets and forecast profit and loss accounts or income statements for the first three business years, including planning assumptions used. [↑](#footnote-ref-14)
15. In particular, please state any activities within the scope of the position sought in the applicant. Please provide details on all delegated powers and internal decision-making powers held and the areas of operations under control. [↑](#footnote-ref-15)