****

**APPLICATION FOR THE GRANTING**

**OF CIF AUTHORISATION**

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

**Purpose of this form**

You should complete this form if you are a company established in the Republic and wish to provide investment services or/and to perform investment activities, on a professional basis in the Republic.

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General comments

1. This application 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 CySEC’) at the address [www.cysec.gov.cy](http://www.cysec.gov.cy).
2. The questions must remain unaltered and the answers must be provided below each question.
3. All questions applicable to the case of the applicant should be duly completed, or, if they are not applicable state “N/A”.
4. In the case where, the attachment of details or documents is required, add a reference to the relevant paragraph and attach them as a numbered Appendix following the numbering order set out by the CySEC. The numbering of the Appendices must remain unchanged even when there are no details/documents to be submitted (e.g if there are no details/documents to be attached as Appendix 21 then this should be numbered and left empty).
5. Where there are no competent authorities for the issue of certificates, attach equivalent documents from an independent and reliable source.
6. This application, when submitted to the CySEC, must be accompanied by the required charge, as this is defined in Appendix II.
7. Οn completing the application, it should not be assumed that information, which is publicly available, or which has been previously disclosed to the CySEC or to another regulatory body is known to the CySEC.

**\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

**PART A – KEY INFORMATION**

We, the members of the Board of Directors of …………….……… (the “applicant”) submit, in accordance with section 21(1) of the Investment Services and Activities and Regulated Markets Law (“the Law”), an application to be granted CIF authorisation. The application is accompanied by all required details and documents.

1. **Company details of applicant**

|  |  |  |  |
| --- | --- | --- | --- |
| **1.1** | **Name** | : |  |
| **1.2** | **Trading name** | : |  |
| **1.3** | **Number and date of registration** :(Attach as **Appendix 1** certificate of registration/incorporation from the Registrar of Companies) | : |  |
| **1.4** | **Address of registered office** (Attach as **Appendix 2** certificate of the registered office from the Registrar of Companies)  | : |  |
| **1.5** | **Address of head office**  | : |  |
| **1.6** | **Postal address** | : |  |
| **1.7** | **Contact telephone number** | : |  |
| **1.8** | **Fax number** | : |  |
| **1.9** | **Electronic mail address** | : |  |
| **1.10** | **Website address** | : |  |
| **1.11**  | **Group’s website address**  | : |  |
| **1.12** | **External auditors**  | : |  |
|  | 1.12.1 Name of firm  | : |  |
|  | 1.12.2 Registration number | : |  |
|  | 1.12.3 Name of responsible partner | : |  |
|  | 1.12.4 Postal address  | : |  |
|  | 1.12.5 Contact telephone number | : |  |
|  | 1.12.6 Fax number | : |  |
|  | 1.12.7 Electronic mail address | : |  |
| **1.13** | **Legal advisers**  | : |  |
|  | 1.13.1 Name of firm  | : |  |
|  | 1.13.2 Registration number | : |  |
|  | 1.13.3 Name of responsible legal advisor | : |  |
|  | 1.13.4 Postal address  | : |  |
|  | 1.13.5 Contact telephone number | : |  |
|  | 1.13.6 Fax number | : |  |
|  | 1.13.7 Electronic mail address  | : |  |
| **1.14** | **Representative for the promotion of the application**  |  |  |
|  | 1.14.1 Name | : |  |
|  | 1.14.2 Identification/passport number (country of issue) | : |  |
|  | 1.14.3 Position/ relation with the applicant  | : |  |
|  | 1.14.4 Contact telephone number | : |  |
|  | 1.14.5 Fax number | : |  |
|  | 1.14.6 Electronic mail address | : |  |
| **1.15** | Attach as **Appendix 3** certification by the representative for the promotion of the application for CIF authorisation, which states that "I hereby state and confirm that as far as I know and believe, neither the applicant, nor the persons that effectively direct its business, are involved or have been involved, directly or indirectly, in any criminal activities or any activities that may be used in the promotion, furtherance, assistance, instigation of economic crime or that may be deemed to be promoting, furthering, assisting or instigating it.  |

1. **Services, activities and financial instruments for which authorisation is requested**

2.1 Indicate which of the following best describes the applicant:

|  |  |
| --- | --- |
| **Type of investment firm**  | **Tick where applicable (✓)** |
| Traditional investment firm (e.g. brokerage) |  |
| Trading in CFDs/Forex |  |
| Trading in Binary options |  |
| Algorithmic trading |  |
| Combination of types (please explain)………………………………………………………………………………………………………………………………………………………… |  |

* 1. Complete the following tables setting out the investment services, ancillary services and financial instruments in respect of which the applicant proposes to provide services to clients.

|  |  |  |
| --- | --- | --- |
| **No.** | 1. **Investment Services as defined in Part I of the Third Appendix of the Law**
 | **Tick where applicable (✓)** |
| 1. | Reception and transmission of orders in relation to one or more financial instruments. |  |
| 2. | Execution of orders on behalf of clients. |  |
| 3. | Dealing on own account. |  |
| 4. | Portfolio management. |  |
| 5. | Investment advice. |  |
| 6. | Underwriting of financial instruments or placing of financial instruments on a firm commitment basis. |  |
| 7. | Placing of financial instruments without a firm commitment basis. |  |
| 8. | Operation of a Multilateral Trading Facility. *If the applicant intends to operate a Multilateral Trading Facility, the applicant must also complete Part B.* |  |

|  |  |  |
| --- | --- | --- |
| **No.** | **Ancillary Services as defined in Part II of the Third Appendix of the Law** | **Tick where applicable (✓)** |
| 1. | Safekeeping and administration of financial instruments for the account of clients, including custodianship and related services such as cash/ collateral management. |  |
| 2. | Granting credits or loans to an investor to allow the investor to execute a transaction in one or more financial instruments, where the firm granting the credit or loan is involved in the transaction. |  |
| 3. | Advice to undertakings on capital structure, industrial strategy and related matters and advice and services relating to mergers and the purchase of undertakings |  |
| 4. | Foreign exchange services where these are connected to the provision of investment services. |  |
| 5. | Investment research and financial analysis or other forms of general recommendation relating to transactions in financial instruments. |  |
| 6. | Services relating to underwriting. |  |
| 7. | Investment services and activities as well as ancillary services of the type included under points I and II above related to the underlying of the derivatives included under point III (5), (6), (7) and (10) where these are connected to the provision of investment or ancillary services. |  |

|  |  |  |
| --- | --- | --- |
| **No.** | **Financial Instruments as defined in Part III of the Third Appendix of the Law** | **Tick where applicable (✓)** |
| 1. | Transferable securities. |  |
| 2. | Money market instruments. |  |
| 3. | Units in collective investments undertakings  |  |
| 4. | Options, futures, swaps, forward rate agreements and any other derivative contracts relating to securities, currencies, interest rates or yields, or other derivatives instruments, financial indices or financial measures which may be settled physically or in cash |  |
| 5. | Options, futures, swaps, forward rate agreements and any other derivative contracts relating to commodities that must be settled in cash or may be settled in cash at the option of one of the parties (otherwise than by reason of a default or other termination event). |  |
| 6. | Options, futures, swaps, and any other derivative contract relating to commodities that can be physically settled provided that they are traded on a regulated market or/and an MTF. |  |
| 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 Part III and not being for commercial purposes, which have the characteristics of other derivative financial instruments, having regard to whether, inter alia, they are cleared and settled through recognised clearing houses or are subject to regular margin calls. |  |
| 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, emission allowances 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 (otherwise than by reason of a default or other termination event), as well as any other derivative contract relating to assets, rights, obligations, indices and measures not otherwise mentioned in this Part, which have the characteristics of other derivative financial instruments, having regard to whether, inter alia, they are traded on a regulated market or an MTF, are cleared and settled through recognised clearing houses or are subject to regular margin calls. |  |

1. **Systematic internaliser**

3.1 State whether the applicant intends on acting as a systematic internaliser for shares admitted to trading on a regulated market. ……………………………………………………………………………………..

If yes, state the following:

|  |  |  |  |
| --- | --- | --- | --- |
| 3.1.1 | Name of issuer  | : |  |
| 3.1.2 | Name of regulated market where the shares are admitted to trading  | : |  |
| 3.1.3 | Home member state of regulated market  | : |  |

1. **Transaction reporting**

4.1 In the case where the applicant has applied for the provision of services Ι(2) or and Ι(3) in relation to financial instruments stated in paragraph 2.2 above and which are admitted on a regulated market, clarify whether the applicant intends on executing transactions **directly** on any execution venue.

……………………………………………………………………………………..

If yes, fill in the execution venues:

4.1.1 Regulated market: ……………………………………………………..

4.1.2 MTF: ………………………………………………………………………

4.1.3 Systematic internaliser: ……………………………………........

4.1.4 Market maker, or other liquidity provider, or an entity performing in a third country a function similar to the functions of any of the above …………………………………...

1. **Other activities[[1]](#footnote-1)**
	1. State whether the applicant is registered pursuant to the Insurance Services and other Related Issues Law to provide insurance intermediary services in the insurance sector. If yes, attach as **Appendix 4** true copy of the relevant authorisation.

 ……………………………………………………………………………………..

* 1. State whether the applicant intends on carrying out activities other than those stated in subparagraph 5.1 above[[2]](#footnote-2).

 ……………………………………………………………………………………..

If yes, state the said activities placing them under the following categories:

|  |  |  |
| --- | --- | --- |
| 5.2.1 | Activities which their exercise leads to or contributes to the achievement of the provision of all or some of the services or/and the performance of the activities, permitted by the applicant's authorisation. |  |
| 5.2.2 | Activities for which the CySEC's permission is required.For each of the said activities, provide the following information: |  |
|  | 5.2.2.1 Full name of responsible person (if it is known)  |  |
|  | 5.2.2.2 Responsible department |  |
|  | * + - 1. Short description of the activity
 |  |

1. **Applicant’s memorandum and articles of association**
	1. Attach as **Appendix 5** true copy of the memorandum and articles of association of the applicant in Greek.
	2. Attach as **Appendix 6** suggested amendment of the memorandum of association of the applicant which shall state that the company is operating as a CIF within the meaning of the Law and provides those investment and ancillary services or and performs those investment activities in relation to those financial instruments, as specified in its authorisation, always on the condition that it has such an authorisation by the CySEC.

*It is noted that the applicant must, after the CIF authorisation is granted, submit to the* CySEC *a true copy of its amended memorandum and articles of association.*

1. **Applicant's initial capital**
	1. State the level of the existing initial capital of the applicant[[3]](#footnote-3).

……………………………………………………………………………………..

* 1. State the composition of the existing initial capital of the applicant.

……………………………………………………………………………………..

* 1. State whether the applicant intends on increasing its initial capital. If yes, state the level and the method of increase.

……………………………………………………………………………………..

* 1. Attach as **Appendix 7** certification by the applicant that it possesses or will possess the funds required for the increase in its initial capital and that it will undertake to block them in a bank account held by a credit institution or institutions of member states, when and if the CySEC so requests[[4]](#footnote-4).
	2. Attach as **Appendix 7A** a draft Internal Capital Adequacy Assessment Process (“ICAAP”) approved by Board of Directors of the applicant or by the persons signing the Memorandum and Articles of Association of the applicant.

State the Projected CRD Pillar 2 Capital Requirement: …………………………

* 1. State whether the applicant intends on holding funds or and financial instruments belonging to clients.

……………………………………………………………………………………..

* 1. State whether the applicant intends on using the capability provided for in section 10(2)(b) or 10(4)(b) of the Law (where applicable). If yes, attach as **Appendix 8** true copy of the insurance document regarding the professional indemnity insurance.

……………………………………………………………………………………..

1. **Applicant's group structure**

8.1 State whether the applicant belongs to a group[[5]](#footnote-5)*.*

 ……………………………………………………………………………………..

If yes:

8.1.1 Attach as **Appendix 9** chart of the structure of the group, in which the applicant belongs to, up to the ultimate beneficial owners-natural persons. The chart must include name of the entity, percentage of holding, activities and country of establishment.

8.1.2 Identify the legal persons of the group subject to supervision:

|  |  |  |  |
| --- | --- | --- | --- |
| Name of person | Registration number | Country of establishment | Competent/ supervisory authority |
|  |  |  |  |

8.2 State whether the applicant belongs to a financial conglomerate in accordance with the CySEC's Directive regarding the supplementary supervision of IFs that belong to a financial conglomerate.

 ……………………………………………………………………………………

8.3 State whether the applicant has close links[[6]](#footnote-6) with other persons not mentioned in point 8.1.1 above.

 ......................................................................................................................

If yes, fill in the following table:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| Name of entity | Registration number | Country of establishment | Competent or Supervisory authority | Activities |
|  |  |  |  |  |

1. **Applicant's shareholders**

9.1 Attach as **Appendix 10** certificate of the shareholders of the applicant.

9.2 Fill in the following table with the names of all the shareholders/suggested shareholders, with direct or indirect qualifying holding[[7]](#footnote-7), in the share capital of the applicant.

|  |  |  |
| --- | --- | --- |
| **Name** | **Percentage of holding** | **Date of acquisition** |
|  |  |  |

9.3 For each of the persons mentioned in subparagraph 9.2 above attach as **Appendix 11** the notification as specified on the form 144-10-13 or 144-10-14, depending on the case.

9.4 Attach as **Appendix 12** certificate of the shareholders of all the shareholders - legal persons mentioned in subparagraph 9.2 above.

1. **Applicant's organisational structure (organisational chart)[[8]](#footnote-8)**

10.1 Attach as **Appendix 13** chart of the applicant’s organisational structure, in which the following must be shown analytically:

* + 1. All the levels of reporting (up to the applicant’s Board of Directors)
		2. All departments/functions
		3. Committees
		4. Third parties to which services/activities/functions are outsourced.
		5. Number of employees in each department/function
		6. Names of employees (if known)

10.1.7 Position of each employee, type of employment (full/part-time) and his place of establishment

10.2 Applicant’s Board of Directors

* + 1. Attach as **Appendix 14** certificate of the applicant’s directors and secretary.
		2. Fill in the following table:

|  |  |  |
| --- | --- | --- |
| Name of director | Country of residence | Capacity (executive or not, independent) |
|  |  |  |

* + 1. Attach as **Appendix 15** questionnaire as this is defined in Form 144-03-02 completed by all the persons mentioned in subparagraph 10.2.2 above.
		2. Attach as **Appendix 16** true copies of identification cards or passports and certificates of non-bankruptcy and criminal record from the competent authorities of the country of residence of the persons mentioned in subparagraph 10.2.2 above. It is noted that if the said persons have for the last five years resided outside the Republic, attach certificates of non-bankruptcy and criminal record from the competent authorities of the country in which they resided.

10.3 Senior management

* + 1. In relation to the applicant’s senior management state the following:

|  |  |
| --- | --- |
| **Full name** | **Country of residence** |
|  |  |

* + 1. In the case where the senior management is different than the members of the applicant’s Board of Directors, attach as **Appendix 17,** the questionnaire as this is defined in Form 144-03-02 completed by all senior management.
		2. In the case where the senior management is different than the members of the applicant’s Board of Directors, attach as **Appendix 18** true copies of identification cards or passports and the certificates of non-bankruptcy and criminal record from the competent authorities of the country of residence of the said persons. It is noted that if the said executives have for the last five years resided outside the Republic, attach certificates of non-bankruptcy and criminal record from the competent authorities of the country in which they resided.

10.4 Other persons that effectively direct the business of the applicant

In the case where there are other persons that effectively direct the business of the applicant that do not fall within subparagraphs 10.2 and 10.3 above, state for these persons as well, the information stated in subparagraph 10.3 above – as **Appendix 19**.

10.5 Applicant’s remainder personnel

State the following for every member of the personnel of the applicant (if known):

|  |  |  |  |
| --- | --- | --- | --- |
| 10.5.1 | Name | : |  |
| 10.5.2 | Identification/passport number (country of issue)  | : |  |
| 10.5.3 | Country of origin  | : |  |
| 10.5.4 | Country of residence |  |  |
| 10.5.5 | Position in the applicant | : |  |
| 10.5.6 | Certified duties as per section 52 of the Law.  | : |  |

1. **Outsourcing of functions, services and activities[[9]](#footnote-9)**
	1. Service provider established in the Republic or other member state or third country (*for portfolio management of retail clients from service provider established in a third country, answer point 11.2 below)*

State the following for each service provider:

|  |  |  |  |
| --- | --- | --- | --- |
|  | Name of provider | : |  |
|  | Country of establishment  | : |  |
|  | * 1. Name of contact person
 | : |  |
|  | * 1. Contact phone number
 | : |  |
|  | * 1. Electronic mail address
 | : |  |
|  | * 1. Competent or Supervisory Authority
 | : |  |
| 11.1.6 | * 1. Functions/ services/activities to be outsourced
 | : |  |

11.2 Portfolio management of retail clients from service provider established in a third country

|  |  |  |  |
| --- | --- | --- | --- |
|  | Name of provider  | : |  |
|  | Registration/ authorisation number (Attach as **Appendix 20** true copy of the certificate of registration or authorisation) | : |  |
|  | Country of establishment | : |  |
|  | Name of contact person  | : |  |
|  | Contact phone number | : |  |
|  | * 1. Electronic mail address
 | : |  |
| 11.2.7 | * 1. Competent or Supervisory Authority
 | : |  |

11.2.8 Confirm that the agreement between the applicant and the service provider is consistent with the provisions of Directive D144-2007-01 of the CySEC.

 ……………………………………………………………………………...

* + 1. State whether the service provider is subject to prudential supervision and to equivalent requirements and conditions as those provided for in the Law and Directive D144-2007-01 of the CySEC.

 ……………………………………………………………………………..

1. **Access to regulated markets**

12.1 State whether the applicant intends on becoming a member of a regulated market.

……………………………………………………………………………………..

12.2 If yes, state the following:

|  |  |  |  |
| --- | --- | --- | --- |
| 12.2.1 | Name of regulated market | : |  |
| 12.2.2 | Authorisation number of regulated market | : |  |
| 12.2.3 | Country of establishment of regulated market | : |  |
| 12.2.4 | Competent or Supervisory Authority  | : |  |
| 12.2.5 | Membership | : |  |
| 12.2.6 | Services/ activities that the applicant intends to conduct in the regulated market  |  |  |

1. **Access to central counterparty, clearing and settlement systems**

13.1 State whether the applicant intends on having access to central counterparty, clearing and settlement systems for the purposes of finalising or arranging the finalisation of transactions in financial instruments.

 ……………………………………………………………………………………..

 If yes, state the following in relation to the said systems:

|  |  |  |  |
| --- | --- | --- | --- |
| 13.1.1 | Name | : |  |
| 13.1.2 | Country of origin | : |  |
| 13.1.3 | Competent or Supervisory Authority  | : |  |

1. **Representative offices[[10]](#footnote-10)**

14.1 Clarify whether the applicant intends on having representative offices outside the Republic. If yes, fill in the following for each representative office:

|  |  |  |  |
| --- | --- | --- | --- |
| 14.1.1 | Country of establishment  | : |  |
| 14.1.2 | Activities  | : |  |
| 14.1.3 | Postal address | : |  |
| 14.1.4 | Contact phone number | : |  |
| 14.1.5 | Fax number | : |  |
| 14.1.6 | Electronic mail address | : |  |

1. **Organisational requirements**

15.1 Attach as **Appendix 21** internal regulation of operation of the applicant.

In the case where the applicant has applied for the provision of services Ι(8) (Operation of MTF) the applicant needs to include additional information in its internal regulation of operation as set out in Part B.

15.2 Attach as **Appendix 22** the completed checklist for the internal procedures manual of the applicant (form 144-00-05).

15.3 Attach as **Appendix 23** the risk management and procedures manual regarding money laundering and terrorist financing, according to paragraph 9(1)(c) of Directive DI144-2007-08.

1. **Applicant’s financial situation**

16.1 Attach as **Appendix 24** the annual financial accounts of the applicant for the last three years, along with the relevant reports of the independent approved auditors.

In the case where the applicant’s financial situation has significantly changed in relation to what appears in the submitted financial accounts, provide details.

…………………………………………………………………………………..

16.2 Attach as **Appendix 25** the annual consolidated accounts of the Group in which the applicant belongs to, for the last three years along with the relevant reports of the independent approved auditors.

16.3 State details in relation to any encumbrances (including the type of encumbrance), guarantees, indemnities or other security, or commitments (including letters of comfort) given to the applicant by third parties, and which are valid at the date of the application (also include those relating to other undertakings of the same group).

1. **Business plan**

17.1 Attach as **Appendix 26** the applicant's business plan, which must include at least the following information, in the order set out below:

17.1.1 Detailed description of the applicant’s business model.

17.1.2 Markets in which the applicant intends on operating in (both in the European Union and third countries) and how it will operate therein (e.g. branch, tied agents, introducing brokers etc.).

17.1.3 Information about the applicant’s marketing strategy that will be used to attract clients (e.g. use of call centres, sponsorship, advertising).

17.1.4 Forecasted composition of the applicant's customers (e.g. retail, professional, eligible counterparties) and forecasted percentages of the applicant's customers per country of operation.

17.1.5 Whether the applicant intends on having clients bringing about more than 10% of its total revenue.

17.1.6 Sources of income (analytically per type of investment and ancillary service, investment activity and other activity).

17.1.7 Forecasted development of the financial sizes in the balance sheet, the statement of profit and loss and the cash flow statement for the first two financial years. These projections must be based on three alternative scenarios (pessimistic, average, optimistic). Provide an analytical account of all the assumptions and parameters taken into consideration.

17.1.8 The proposed fee structures and other income streams generated.

1. **Other information regarding the applicant**

18.1 Attach as **Appendix 27** certificate of good standing of the applicant.

18.2 Answer the following questions (in the case of a positive reply, provide details):

18.2.1 Has the applicant in the last decade held an authorisation to operate as a credit institution or IF or, in general, a financial institution, insurance organisation or organisation of investment portfolio, in the Republic or and outside the Republic? If yes, fill in the following table.

…………………………………………………………………………..

|  |  |  |
| --- | --- | --- |
| Dates (From/until/month/year) | Name of Regulator and country of establishment | Type of authorisation (i.e. credit institution, IF e.t.c.) |
|  |  |  |

18.2.2 Has the applicant in the last decade dealt with a refusal for the granting, the suspension or withdrawal of, an authorisation to operate as a credit institution or IF or, in general, a financial institution, insurance organisation or organisation of investment portfolio, in the Republic or and outside the Republic?

…………………………………………………………………………..

18.2.3 Have the applicant's financial and accounting books been audited in the last decade, beyond the regular audits, by a competent or supervisory authority, in the Republic or and outside the Republic?

…………………………………………………………………………..

18.2.4 Has the applicant in the last decade been the object of an investigation by a competent or supervisory authority, in the Republic or and outside the Republic?

…………………………………………………………………………..

18.2.5 Have the books or and records of the applicant been requested or confiscated by a competent or supervisory authority, in the Republic or and outside the Republic?

…………………………………………………………………………..

18.2.6 Has the applicant ever obstructed the efficient exercise of supervision by a competent or supervisory authority, in the Republic or and outside the Republic?

……………………………………………………………………………

18.2.7 Has an administrative sanction been imposed upon the applicant in the last decade by a competent or supervisory authority, in the Republic or and outside the Republic?

…………………………………………………………………………..

18.2.8 Has there ever been a verdict against the applicant or are there any charges pending against it, in the Republic or and outside the Republic:

18.2.8.1 For offences or violations that involve deceit or fraud or bribery or venality or forgery or tax evasion?…………………

18.2.8.2 For offences or violations concerning money laundering activities? ………………….

18.2.8.3 For offences or violations that involve the use of confidential - privileged information? ……………….

18.2.8.4 For offences or violations that involve the manipulation of the stock market price of a financial instrument which was subject to trading on a regulated market, or in an equivalent market of a third country? ..…………….

18.2.8.5 For the payment of damages in relation to the provision of investment and ancillary services? …………………..

18.2.8.6 For any other action that is punishable by a prison sentence? ………………………………………….

18.2.9 Has an application to dissolve, compulsory liquidate, classify as insolvent or confiscate its assets or place in mandatory receivership been filed against the applicant in the last decade?

…………………………………………………………………………..

18.2.10 Have the external auditors of the applicant been replaced in the last five years?

…………………………………………………………………………..

18.2.11 Have the legal advisers of the applicant been replaced in the last five years?

…………………………………………………………………………..

18.2.12 Has the applicant or anybody corporate, partnership or unincorporated entity, with which the applicant was associated, ever been asked to close an account with or had an account closed by a credit institution which you or any of the abovementioned cooperated with?

…………………………………………………………………………..

18.2.13 Has the applicant in the last five years faced any of the following situations:

18.2.13.1 Non-payment of a debt due? …………………

18.2.13.2 Protest of bills of exchange or notes?………………….

18.2.13.3 Issue of bad cheques?………….…………………………

18.2.14 Is there anything relevant that you would like to state that could affect either positively or negatively the forming of an opinion regarding the applicant:

……………………………………………………………………………

1. **An applicant established in a third country** *(the present paragraph must be answered by an applicant established in a third country intending on establishing a branch in the Republic)*

19.1 State whether the applicant is subject to operating conditions and requirements equivalent to those provided for by the Law (provide details).

 …………………………………………………………………………………..

19.2 State whether the applicant is participating in a recognised scheme of investor compensation, as well as whether the said scheme shall provide cover to the clients of the branch established in the Republic (provide details for the said scheme).

……………………………………………………………………………………

19.3 Attach as **Appendix 28** true copy of the applicant's authorisation granted by the competent authority of the third country of its origin.

……………………………………………………………………………………

19.4 Attach as **Appendix 29** certification by the competent authority of the country of origin of the applicant that member state IFs are granted the same national treatment affording the same competitive opportunities as are available to the IFs of the said third country and that the conditions of effective market access in the third country's market are fulfilled (principle of reciprocity).

**PART B - Operation of a Multilateral Trading Facility (‘MTF’)**

1. **Overview MTF Operations:**

1.1 The internal regulation of operation of the applicant referred to in paragraph 16.1 of Part A (**Appendix 22**) must also include the following in relation to the Trading Platform:

1.1.1 The proposed instruments to be traded on the platform (including a detailed instrument specification (e.g. base currency, minimum trading increment, minimum contract size, how contracts are liquidated or rolled forward, tick size etc.);

1.1.2 The proposed systems and controls in place for monitoring and reviewing the operation of the trading platform and trading on its platform;

1.1.3 The proposed market participants (including market makers etc.) and overview of requirements for membership;

1.1.4 An overview of proposed rulebook(s) and market parameters;

1. **Trading Process and Finalisation of Transactions**

2.1 Attach as **Appendix 30** the Rulebook of the MTF that will include details of the proposed procedures, processes and/or other arrangements that the applicant proposes to put in place to satisfy the following specific criteria:

 2.1.1 Transparent and non-discretionary rules and procedures for fair and orderly trading and objective criteria for the efficient execution of orders.

 2.1.2 Transparent rules regarding the criteria for determining the financial instruments that can be traded within its system.

2.1.3 Transparent rules, based on objective criteria, governing access to the MTF facility, and that the applicant has ensured that the rules comply with the conditions and requirements established under Section 106 (3) of the Law.

2.1.4 Access to sufficient publicly available information to enable the users of the MTF to form an investment judgement, taking into account both the nature of the users and the types of instruments traded.

2.1.5 Appropriate systems and procedures to ensure that it is in a position to comply immediately with any instruction from CySEC to suspend or remove a financial instrument from trading.

2.1.6 Effective arrangements and procedures, relevant to the MTF, for the regular monitoring of the compliance by its users with its rules.

2.1.7 Effective systems to monitor the transactions undertaken by its users under its systems in order to identify -

* + - 1. breaches of its rules
			2. disorderly trading conditions;
			3. conduct that may involve market abuse; and
			4. effective procedures to ensure that it can report such instances to CySEC.

2.1.8 Effective procedures to ensure that it is in a position to provide full assistance to CySEC in investigating and prosecuting market abuse occurring on or through its systems.

2.1.9 Effective arrangements to facilitate the efficient clearing and settlement of the transactions concluded under its systems.

2.1.10 Clear information to the potential users of the MTF of their respective responsibilities for the settlement of the transactions concluded under its systems.

1. **Pre-trade and Post-Trade Transparency Requirements**

3.1 Does the applicant intend to offer trading facilities in relation to shares which are admitted to trading on a regulated market?

**If yes**, the details of the proposed procedures, processes and/or other arrangements that the applicant proposes to put in place regarding the following issues must be included in the Rulebook of the MTF:

3.2 The arrangements to make public on reasonable commercial terms and on a continuous basis during normal trading hours:

 (i) any current bid and offer prices that will be advertised through its systems in respect of shares admitted to trading on a regulated market; and

(ii) the depth of the trading interests at those prices.

3.3 Any pre-trade transparency waiver which the applicant intends to request under Section 49 (2) of the Law together with a full description of the functionality of the order type for which the request is made.

3.4 The procedures to ensure that the applicant can make public the price, volume and time of the transactions carried out under its systems as soon as possible on reasonable commercial terms and in a manner accessible to other market participants.

3.5 The systems to determine whether applicant can defer publication in accordance with the criteria set out in table 4 of Annex II of Commission Regulation (EC) No. 1287/2006[[11]](#footnote-11) if it intends to defer publication in accordance with Regulation 50 (2) of the Law.

3.6 Any post-trade transparency deferment arrangement that the applicant intends to request under Regulation 50(2) of the Law including the procedures to ensure that the proposed deferment arrangement will be clearly disclosed to market participants and the public.

1. Attach as **Appendix 31** the completed Checklist for the Part B of the Application Form (form 144-03-04) accompanying the application for the granting of a CIF Authorisation.

**PART C – Confirmations**

**Confirmations by external auditors - legal advisers**

 Attach as **Appendix 32** certifications from the external auditors and legal advisers of the applicant that, from what they know and believe, neither the applicant nor the persons that effectively direct its business are in any way involved, directly or indirectly, in any criminal activities or any activities, that may be used in the promotion, furtherance, assistance, instigation of economic crime or that may be deemed to be promoting, furthering, assisting or instigating it.

**We responsibly declare, having full knowledge of the consequences of the Law, that:**

1. **We have exercised all due diligence in ensuring that all the information stated in this application, as well as the details and documents that accompany it are correct, complete and accurate.**
2. **We have taken all necessary measures so that the applicant will fulfill all the requirements for the granting of a CIF authorisation, as these are defined in Part III of the Law.**
3. **We will notify the CySEC, in writing, immediately where, in the period between the submission of the application and the CySEC’s decision, a change takes place in the information or and details and documents submitted with the application.**

**We confirm that we are ready and willing to comply with the requirements or and obligations arising from the Law.**

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

**The provision of false, or misleading information or details or documents or forms, or the withholding of material information from the current application, in addition to constituting a violation subject to an administrative fine not exceeding €350.000 and in case of remission or continuation of the violation, an administrative fine not exceeding €700.000 and a criminal offence punishable, in the event of conviction, by imprisonment not exceeding five years.**

......................................................... ...........................................................

Full name and capacity Signature

......................................................... ...........................................................

Full name and capacity Signature

......................................................... ...........................................................

Full name and capacity Signature

Date ...........................................

**Appendix Ι**

**Statement of the accompanying details/documents of the application for granting CIF authorisation**

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| Appendix | Details/documents | Subpara-graph on the Form | Submitted (√) / Not applicable (N/A)  | For official use only |
|  | Certificate of registration/incorporation | 1.3 |  |  |
|  | Certificate of the registered office of the applicant  | 1.4 |  |  |
|  | Certification of the representative for the promotion of the application  | 1.15 |  |  |
|  | True copy of the authorisation to provide insurance services  | 5.1 |  |  |
|  | True copy of the memorandum and articles of association of the applicant (Greek)  | 6.1 |  |  |
|  | Suggested amendment of the memorandum of association of the applicant  | 6.2 |  |  |
|  | Certification of the existence of funds to increase the initial capital  | 7.4 |  |  |
| **7A.** | Draft Internal Capital Adequacy Assessment Process (‘ICAAP’) | 7.5 |  |  |
|  | True copy of the insurance document regarding the professional indemnity insurance  | 7.7 |  |  |
|  | Chart of group structure | 8.1.1 |  |  |
|  | Certificate of the applicant’s shareholders  | 9.1 |  |  |
|  | Notification of the shareholders with qualifying holding  | 9.3 |  |  |
|  | Certificates of the shareholders of the legal persons - shareholders of the applicant | 9.4 |  |  |
|  | Chart of the organisational structure of the applicant  | 10.1 |  |  |
|  | Certificate of directors and secretary of the applicant  | 10.2.1 |  |  |
|  | Questionnaire of the directors of the applicant  | 10.2.3 |  |  |
|  | True copies of identification cards or passports and certificates on non-bankruptcy and criminal record of the directors of the applicant  | 10.2.4 |  |  |
|  | Questionnaire of the senior management of the applicant  | 10.3.2  |  |  |
|  | True copies of identification cards or passports and certificates on non-bankruptcy and criminal record of the senior management of the applicant  | 10.3.3  |  |  |
|  | Questionnaires, true copies of identification cards or passports and certificates on non-bankruptcy and criminal record of other persons that effectively direct  | 10.4 |  |  |
|  | Certificates of registration/authorisation of service providers established in third countries  | 11.2.2 |  |  |
|  | Internal regulation of operation of the applicant  | 15.1 |  |  |
| **22.** | Checklist for the internal procedures manual | 15.2 |  |  |
| **23.**  | Risk management and procedures manual regarding money laundering and terrorist financing, according to paragraph  | 15.3 |  |  |
| **24.**  | Annual financial accounts of the applicant - 3 years  | 16.1 |  |  |
|  | Annual consolidated financial accounts of the group - 3 years  | 16.2 |  |  |
|  | Business plan of the applicant | 17.1 |  |  |
|  | Certificate of good standing of the applicant | 18.1 |  |  |
|  | True copy of authorisation of an applicant established in a third country  | 19.3 |  |  |
|  | Certification by competent authority of the country of origin of the applicant - principle of reciprocity  | 19.4 |  |  |
|  | Rulebook of the MTF | Part B 2.1  |  |  |
|  | Checklist for the Rulebook of the MTF | Part B 4 |  |  |
|  | Certification by external auditors and legal advisers of the applicant  | Part C |  |  |

**Appendix II**

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **Financial****Instruments** | **Investment Services/Activities** |  | **Ancillary Services** | **Sum of charge****€** |
|  | **Ι(1)** | **Ι(2)** | **Ι(3)** | **Ι(4)** | **Ι(5)** | **Ι(6)** | **Ι(7)** | **Ι(8)** |  | **ΙΙ(1)** | **ΙΙ(2)** | **ΙΙ(3)** | **ΙΙ(4)** | **ΙΙ(5)** | **ΙΙ(6)** | **ΙΙ(7)** |  |
| **ΙΙΙ(1)** |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| **ΙΙΙ(2)** |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| **ΙΙΙ(3)** |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| **ΙΙΙ(4)** |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| **ΙΙΙ(5)** |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| **ΙΙΙ(6)** |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| **ΙΙΙ(7)** |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| **ΙΙΙ(8)** |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| **ΙΙΙ(9)** |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| **ΙΙΙ(10)** |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Calculation of charge - fixed charge €3.000 + | 1.000 | 1.500 | 2.000 | 1.500 | 1.000 | 2.000 | 1.000 | 25.000 |  | 500 | 500 | 500 | 500 | 500 | 500 | 500 | = (1) |

|  |  |
| --- | --- |
| Other activities (total charge from paragraph 5) | (2) |
| **Total charges to be paid (in euro)**  | **(3)=(1)+(2)** |

**Notes regarding Table above**

**I. Investment Services (Part Ι of the Third Appendix of the Law 144(Ι)/2007)**

I(1) Reception and transmission of orders in relation to one or more financial instruments

I(2) Execution of orders on behalf of clients

I(3) Dealing on own account

I(4) Portfolio management

I(5) Investment advice

I(6) Underwriting of financial instruments and/or placing of financial instruments on a firm commitment basis

I(7) Placing of financial instruments without a firm commitment basis

I(8) Operation of Multilateral Trading Facility

**ΙΙ. Ancillary Services (Part IΙ of the Third Appendix of the Law 144(Ι)/2007)**

ΙΙ(1) Safekeeping and administration of financial instruments for the account of clients, including custodianship and related services such as cash/collateral management

ΙΙ(2) Granting credits or loans to an investor to allow him to carry out a transaction in one or more financial instruments, where the firm granting the credit or loan is involved in the transaction

ΙΙ(3) Advice to undertakings on capital structure, industrial strategy and related matters and advice and services relating to mergers and the purchase of undertakings

ΙΙ(4) Foreign exchange services where these are connected to the provision of investment services

ΙΙ(5) Investment research and financial analysis or other forms of general recommendation relating to transactions in financial instruments

ΙΙ(6) Services related to underwriting

ΙΙ(7) Investment services and activities as well as ancillary services of the type included under points I and II above related to the underlying of the derivatives included under point III (5), (6), (7) and (10) where these are connected to the provision of investment or ancillary services.

**ΙΙΙ. Financial instruments (Part III of the Third Appendix of the Law 144(Ι)/2007)**

ΙΙΙ(1) Transferable securities

ΙΙΙ(2) Money-market instruments

ΙΙΙ(3) Units in collective investment undertakings

ΙΙΙ(4) Options, futures, swaps, forward rate agreements and any other derivative contracts relating to securities, currencies, interest rates or yields, or other derivatives instruments, financial indices or financial measures which may be settled physically or in cash

ΙΙΙ(5) Options, futures, swaps, forward rate agreements and any other derivative contracts relating to commodities that must be settled in cash or may be settled in cash at the option of one of the parties (otherwise than by reason of a default or other termination event).

ΙΙΙ(6) Options, futures, swaps, and any other derivative contract relating to commodities that can be physically settled provided that they are traded on a regulated market or/and an MTF

ΙΙΙ(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 Part III and not being for commercial purposes, which have the characteristics of other derivative financial instruments, having regard to whether, inter alia, they are cleared and settled through recognised clearing houses or are subject to regular margin calls

ΙΙΙ(8) Derivative instruments for the transfer of credit risk

ΙΙΙ(9) Financial contracts for differences

ΙΙΙ(10) Options, futures, swaps, forward rate agreements and any other derivative contracts relating to climatic variables, freight rates, emission allowances 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 (otherwise than by reason of a default or other termination event), as well as any other derivative contract relating to assets, rights, obligations, indices and measures not otherwise mentioned in this Part, which have the characteristics of other derivative financial instruments, having regard to whether, inter alia, they are traded on a regulated market or an MTF, are cleared and settled through recognised clearing houses or are subject to regular margin calls.

1. *The charge is 300 euro per activity.* [↑](#footnote-ref-1)
2. *Take into account the provisions of subsection (9) of section 6 of the Law.* [↑](#footnote-ref-2)
3. *Refer to section 2 of the Law, definition of "initial capital".*  [↑](#footnote-ref-3)
4. *At the final stage of assessment of the application for the granting of CIF authorisation, the applicant must submit a confirmation by one or more member states' credit institutions, in which it shall be stated that the entire initial capital required according to the Law is blocked in a bank account held by the aforementioned institution or institutions, and that it will remain blocked until the CIF authorisation is granted*. [↑](#footnote-ref-4)
5. *Refer to section 2 of the Law for the definition of the term "group".*  [↑](#footnote-ref-5)
6. *Refer to section 2 of the Law for the definition of the term "close links".*  [↑](#footnote-ref-6)
7. *Refer to section 2 of the Law for the definition of the term “qualifying* holding *".*  [↑](#footnote-ref-7)
8. *It is noted that for applicants which will market and sell CFDs and other speculative products it is required that the two Executive Directors of the Board of Directors shall be residents of the Republic.*  [↑](#footnote-ref-8)
9. *It is noted that the applicants which will market and sell CFDs and other speculative products may not outsource the compliance function.* [↑](#footnote-ref-9)
10. The representative office is an office that represents the head office of the applicant in another member state and does not itself provide investment services or activities. Typically, representative offices carry out activities such as market research and promoting the brand of the applicant. In the case where, the representative office intends on providing investment services or activities then it is considered a branch. In practice, where the applicant has a representative office in another member state, then it shall notify for the free provision of services in the said member state, because of the possibility of cross-border provision of services. [↑](#footnote-ref-10)
11. Commission Regulation (EC) No 1287/2006 implementing Directive 2004/39/EC as regards record-keeping obligations for investment firms, transaction reporting, market transparency, admission of financial instruments to trading, and defined terms for the purposes of that Directive. [↑](#footnote-ref-11)