

**Identity and suitability assessment authorisation form of candidate persons with qualified holdings in** a Belgian payment institution or e-money institution

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Preface

**This document aims to assist applicant Belgian payment and e-money institutions to comply with the Guideline 15 of the EBA Guidelines under Directive (EU) 2015/2366 (PSD2) on the authorisation of payment institutions and e-money institutions.**

The information must be provided by both natural persons and legal entities that hold, directly or indirectly, more than 10% of the capital of the payment institution or e-money institution.

**Indirect holdings**

For indirect holdings, it suffices to fill out a single form. In this case, the template is to be completed by the highest level in the chain of control or by the individual acting as that person’s agent. The form shall indicate the position of the said person in the chain of control (this may be done by presenting an organizational chart identifying each level in terms of percentage and number + type of shares).

In the case of indirect holding by different persons jointly controlling the payment institution or e-money institution, each of these persons is required to complete a form, unless a common agent completes one form for all the persons participating in the joint control, indicating the identity of each individual holder of the common interests.

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## Natural persons holding, DIRECT OR INDIRECT, more than 10% of the capital

**Contact details – Natural persons**

Candidate Payment Institution or e-money institution : ………………………………………………………..

Contact details for qualified shareholders:

|  |  |
| --- | --- |
| **Contact details of the shareholders:** |  |
|
| Title |  |
| First Name |  |
| Surname |  |
| Private address |  |
| Postal code |  |
| Private mobile / telephone number |  |
| Private email address |  |
| Date of Birth |  |
| Place of Birth |  |
| Nationality |  |
| ID Card number |  |
| Job title |  |
| Company name |  |
| Business address |  |
| Post code |  |
| Business mobile / telephone number |  |
| Business email address |  |

**General information – Natural persons**

1. Proportion of the capital which you hold in the payment institution or e-money institution

* Amount: ........................................................................................................................
* Percentage: …….................................................................................................................

1. Proportion of voting rights which you hold in the payment institution or e-money institution

* Amount: ........................................................................................................................
* Percentage: …….................................................................................................................

1. Please indicate the origin of the funds you have used or will use to pay up the capital of the payment institution or e-money institution (own funds? loan?) and the impact this will have on your financial situation.

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1. What is the point of the participating interest in the payment institution or e-money institution? What are your expectations andwhat return (percentage and amount) do you expect ?

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1. Do you hold a qualified participating interest in other payment institution or e-money institution? If so, please mention such participating interests (indicating the name and address of each payment institution or e-money institution, as well as the percentage of the proportion of capital held).

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**Business relationships with the payment institution or e-money institution – Natural persons**

Please indicate which, to your knowledge, of the companies mentioned in point 5 are having or will shortly have significant business relationships with the payment institution or e-money institution established in Belgium that is the subject of this form.

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**Criminal convictions – Natural persons**

1. Have you been or are you subject, either in Belgium or abroad, of criminal convictions as a result of your professional activities following an investigation or proceedings initiated by a professional association or a public authority? If so, please provide the necessary details.

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2. Is any firm at which you hold or have held a position of influence currently the subject of any criminal proceedings or the subject of a criminal investigation? If so, please provide the necessary details.

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3. Have you, or a company where you where administrator, ever been adjudged bankrupt? If so, please provide the necessary details.

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**Annexes – natural persons**

If applicable please enclose a copy of :

|  |  |  |
| --- | --- | --- |
|  | **YES** | **NO** |
| Curriculum vitae |  |  |
| Copy of ID Card |  |  |
| Convictions for criminal offences |  |  |
| Current criminal investigations or procedures |  |  |
| Civil, administrative, bankruptcy and insolvency procedures |  |  |
| Disciplinary actions |  |  |
| Investigations, enforcement proceedings or sanctions by supervisory authorities |  |  |
| Refusals or withdrawals of authorisation, licence, etc. |  |  |
| Terminations of contracts for serious misconduct |  |  |
| Evidence relating to an assessment of reputation by another authority in the financial sector or another sector |  |  |
| Financial position and origin of the private financial resources |  |  |
| Financial and non-financial interests that may represent a conflict of interest |  |  |
| Diagram showing the structure of the indirect qualifying holding |  |  |
| Shareholders agreements |  |  |
| Bank credit to finance the position |  |  |
| Document on strategy and income/return expectations |  |  |

**Certification – Natural persons**

I hereby certify that the information mentioned above to the authorization file is complete, true and faithful, and that to my knowledge, no other material facts must be reported to the National Bank of Belgium (NBB). I will include with this form the demanded annexes in my possession.

I hereby commit myself to informing the NBB without delay of any changes that would materially affect the information thus provided.

Name of the person : ....................................................................................................

Date and place: ....................................................................................................

Signature: ....................................................................................................

Number of annexes : ………

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## Legal persons holding, DIRECT OR INDIRECT, more than 10% of the capital

**Contact details – Legal persons**

Candidate Payment Institution or e-money institution : ………………………………………………………..

Contact details for all qualified shareholders:

|  |  |
| --- | --- |
| **Contact details shareholders:** |  |
|
| Legal Name |  |
| Legal address |  |
| Postal code |  |
| Headquarters address (if different) |  |
| Postal code |  |
| Telephone number |  |
| email address |  |
| Company number |  |
| Place and date of incorporation |  |
| Law by which the company is governed |  |
| Representative person |  |
| Place and date of birth of the representative |  |
| Nationality of the representative |  |
| Address of the representative |  |
| Job title |  |
| Business mobile / telephone number |  |
| Business email address |  |
| Contact person at the legal person (if different) |  |
| Job title |  |
| Business mobile / telephone number |  |
| Business email address |  |

**Representation on the board of directors of the institution – Legal persons**

Responsibilities given to the representative in the payment institution or e-money institution

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Has the representative been the subject, either in Belgium or abroad, of criminal convictions as a result of professional activities following an investigation or proceedings initiated by a professional association or a public authority? If so, please provide the necessary details.

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Is the representative planning to carry out, either personally or for professional purposes, transactions with the payment institution or e-money institution established in Belgium that is the subject of this form? If so, please provide the necessary details.

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**General information – Legal persons**

* + - 1. Description of the legal person’s activity and strategic objective

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* + - 1. Is the legal person regulated, if so, please provide the name of the regulatory body and contact person and details.

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* + - 1. Number of branches / offices ………………………………………………………………………….
      2. Number of employees: ………………………………………………………………………….
      3. Date of the balance sheet: .....................................................................................................

1. Issued capital: .....................................................................................................
2. Authorized capital: .....................................................................................................
3. Paid‑up capital: ................................................................................................
4. Amount represented by capital shares of the company which were purchased by itself or by its subsidiaries: ............................................................................................................................................
5. Amount and origin of the reserves: ..............................................................................................
6. Are the shares listed on one or more regulated markets? ………………………………………..
7. Proportion of the capital held or to be held by legal person in the payment institution or e-money institution:

* Amount: .......................................................................................................
* Percentage: ……...............................................................................................

1. Proportion of voting rights the legal person holds or will hold in the payment institution or e-money institution:

* Number: .......................................................................................................
* Percentage: ……...............................................................................................

1. Please indicate the origin of the funds used or to be used by the legal person to pay up the capital of the payment institution (own funds? loan?).

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1. In case of use of private financial resources / funding, please provide details of the origin of the resources and the impact on the own funds of the legal person.

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1. What is the point of the participating interest in the payment institution or e-money institution? What does the legal person expect from it? What return (percentage and amount) do you expect ?

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1. Does the legal person hold a qualified participating interest in other payment institution or e-money institution? If so, please mention such participating interests

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1. If the legal person who is a significant shareholder or member of the payment institution or e-money institution is a credit institution, a financial institution or a financial holding company, please clarify the nature of its activities, mentioning any types of operations and any economic sectors for which it can rely on some degree of specialisation.

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**Business relationships with the payment institution or e-money institution – Legal persons**

Please indicate which, to your knowledge, of the companies mentioned in point 17 are having or will shortly have significant business relationships with the payment institution established in Belgium that is the subject of this form

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**Criminal convictions – Legal persons**

1. Has the legal person been the subject, either in Belgium or abroad, of criminal convictions as regards professional activities following an investigation or proceedings initiated by a professional association or a public authority? If so, please provide the necessary details.

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**Annexes – Legal persons**

If applicable please enclose a copy of :

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| --- | --- | --- |
|  | **YES** | **NO** |
| Extract of the company register |  |  |
| Legalized up-to-date copy of the articles of association |  |  |
| (Group) Shareholder structure |  |  |
| Organigram of the legal person |  |  |
| List of members of the Board and Management Committee (name, function, date and place of birth, address, ID number and CV) |  |  |
| List of the "beneficial owners" of the declaring legal person |  |  |
| Convictions for criminal offences of the legal person, members of the Board, Management Committee or legal representative |  |  |
| Current criminal investigations or procedures of the legal person, members of the Board, Management Committee or legal representative |  |  |
| Civil, administrative, bankruptcy and insolvency procedures of the legal person, members of the Board, Management Committee or legal representative |  |  |
| Disciplinary actions against the legal person, members of the Board, Management Committee or legal representative |  |  |
| Investigations, enforcement proceedings or sanctions by supervisory authorities against the legal person, members of the Board, Management Committee or legal representative |  |  |
| Refusals or withdrawals of authorisation, licence, etc. |  |  |
| Terminations of contracts for serious misconduct |  |  |
| Evidence relating to an assessment of reputation by another authority in the financial sector or another sector |  |  |
| Financial position and origin of the financial resources |  |  |
| Financial and non-financial interests that may represent a conflict of interest |  |  |
| Diagram showing the structure of the indirect qualifying holding |  |  |
| Shareholders agreements |  |  |
| Bank credit to finance the position |  |  |
| Document on strategy and income/return expectations |  |  |
| Balance Sheet of the last 3 years |  |  |
| Profit and loss accounts for the last three years |  |  |
| Annual reports and annexes for the last three years |  |  |
| Group consolidated accounts for the last three years |  |  |

**Certification – Legal persons**

I, the undersigned, …………………………………………………………………………………………….. acting as the legal representative in the name and on account of the proposed acquirer, hereby certify that the information mentioned above to the authorization file is complete, true and faithful, and that to my knowledge, no other material facts must be reported to the National Bank of Belgium (NBB). I will include with this form the demanded annexes in possession of the legal person.

I hereby commit myself to informing the NBB without delay of any changes that would materially affect the information thus provided.

Date and place: ....................................................................................................

Signature: ....................................................................................................

Number of annexes : ………

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