

List of annexes to the memorandum on granting authorisation to an investment firm
governed by Belgian law

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ANNEXE 1

Form relating to the person in charge of the application and to the contact person

1. Person in charge of the application for authorisation¹:

1.1. Please provide the following information.

Name and first name	
Function	
Date of birth	
Telephone number	
Mobile phone number	
Telefax number	
Postal address	
E-mail address	

1.2. Please specify in what capacity this person is signing the application :

- person entitled to bind the company yes/no
- shareholder who will control the company yes/no
- future chairman of the board of directors yes/no
- future chairman of the management committee yes/no

¹ I.e. the person who signs the application for authorisation and is responsible for the veracity of the information communicated in the application.

2. Person in charge of preparing the application²:

Please provide the following information.

Name and first name	
Function	
Date of birth	
Telephone number	
Mobile phone number	
Telefax number	
Postal address	
E-mail address	
Signature	

² Person whom the NBB staff can contact for any question or information concerning the application.

ANNEXE 2
Form relating to the company

1. Company under formation (CF) or existing company (EC)?

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2. Date of incorporation of the company if it is an existing company.

Day	Month	Year

3. Company name

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4. If in the past the company has had one or more other names, these should be mentioned, specifying the date on which the change took place.

5. Legal form

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If the choice is for a form of company other than a *société anonyme / naamloze vennootschap*, please indicate why.

6. Registered office

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7. Any administrative headquarters other than the head office (please specify all such places)

8. Capital

Share capital	
Paid-up capital	

9. Corporate purpose of the company

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10. Date of last change in the articles of association

Day	Month	Year

11. If, within the last five years, the company has acquired, or merged with, other companies, please specify the identity of those companies.

Legal form	Company name	Address	Date of merger or acquisition

12. Business Number

13. Please also attach the following in relation to the articles of association, if available:

- memorandum of association or draft memorandum of association
- any amendments to the articles of association over the last 5 years
- special reports required by the Companies and Associations Code.

ANNEXE 3
Form relating to the services to which the application relates

Please specify : N = New service– A = existing service - D = Service that is no longer provided

		Investment services and activities									Ancillary services						
		1	2	3	4	5	6	7	8	9	1	2	3	4	5	6	7
Financial Instruments	1																
	2																
	3																
	4																
	5																
	6																
	7																
	8																
	9																
	10																

PART A – Investment services and activities	
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 and/or placing of financial instruments on a firm commitment basis
7	Placing of financial instruments without a firm commitment basis
8	Operation of Multilateral Trading Facilities (MTFs)
9	Reception and transmission of orders in relation to one or more financial instruments

PART B - Ancillary services	
1	Safekeeping and administration of financial instruments for the account of clients, including custodianship and related services such as cash/collateral management
1	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
1	Advice to undertakings on capital structure, industrial strategy and related matters and advice and services relating to mergers and the purchase of undertakings
1	Foreign exchange services where these are connected to the provision of investment services
1	Investment research and financial analysis or other forms of general recommendation relating to transactions in financial instruments
1	Services related to underwriting
1	Such above-mentioned investment services and activities as well as ancillary services as are related to the underlying of the derivatives referred to in Article 2, paragraph 1, 1°, e), f), g) and j) of the Law of 2 August 2002, where these are connected to the provision of investment or ancillary services

PART C - Financial Instruments	
1	Transferable securities
2	Money-market instruments
3	Units in collective investment undertakings
4	Options, futures, swaps, forward rate agreements and any other derivative contracts relating to securities, currencies, interest 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 and/or an MTF
7	Options, futures, swaps, forwards and any other derivative contracts relating to commodities, that can be physically settled not otherwise mentioned in C.6 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 contracts relating to assets, rights, obligations, indices and measures not otherwise mentioned in this Section, which have the characteristics of other derivative financial instruments, having 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

ANNEXE 5
Form relating to each person who is a member of the investment firm's group³

If this form does not provide enough space, please provide the information on a separate sheet of paper to be attached to this form.
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ANNEXE ... TO REPLY... ... TO THE APPLICATION

Date	
Name of the investment firm	

I. Identity of the person

Natural person	
Name and first name(s)	
Address	

Legal entity	
Name and legal form of the company	
Address	
Place and date of incorporation	
Law under which the company was incorporated	

³ For significant shareholders or partners, you may simply refer to the information provided in annexe 4 to the application.

Balance sheet date	
Amount of paid-in capital	
Amount of paid-up capital	
Amount of reserves	

II. Description of the person's activities

III. Affiliation with the investment firm in Belgium

1. Affiliation

1.1 Upstream affiliation

- 1.1.1 Parent company/head office of the investment firm established in Belgium.
- 1.1.2 Company of which the parent/head office of the investment firm established in Belgium is a subsidiary, sub-subsidiary, etc. (please specify the type of affiliation)⁴:
.....
- 1.1.3 Other legal person who is a shareholder of the investment firm established in Belgium or of the head office of the branch established in Belgium, with the exception of a person who, holding less than 5% of the capital, does not sit on the board of directors and is not represented directly, indirectly, personally or through intermediaries on the board of directors.
- 1.1.4 Natural person who is a shareholder of the investment firm established in Belgium or of the head office of the branch established in Belgium, with the exception of a person who, holding less than 5% of the capital, does not sit on the board of directors and is not

⁴ Do not stop at the second degree.

represented directly, indirectly, personally or through intermediaries on the board of directors.

1.2 Lateral affiliation

1.2.1 Branch

1.2.2 Subsidiary

1.2.3 Sub-subsidiary,⁵

of the parent company of the investment firm established in Belgium or of the company of which the parent company is a subsidiary, sub-subsidiary, etc.

or of the head office of the branch established in Belgium or of the company of which the head office of the branch established in Belgium is a subsidiary, a sub-subsidiary, (please specify the type of affiliation)⁶

.....
.....

1.2.4 Undertaking owned, controlled or managed by a natural or legal person who is a shareholder of the investment firm established in Belgium

or which is owned, controlled or managed by a natural or legal person who is a shareholder in an undertaking of which the registered office of the branch established in Belgium is a subsidiary, sub-subsidiary, etc.

(with the exception of a natural or legal person who, holding less than 5% of the capital, does not sit on the board of directors and is not represented directly, indirectly, personally or through intermediaries on the board of directors.).

Please specify the name of the natural or legal person concerned:

.....
.....

1.3 Downstream affiliation

1.3.1 Branch of the investment firm established in Belgium

1.3.2 Subsidiary of the investment firm established in Belgium

1.3.3 Sub-subsidiary,⁷
of the investment firm established in Belgium

2. Names and addresses of any partners/associates

⁵ Do not stop at the second degree.

⁶ Do not stop at the second degree.

⁷ Do not stop at the second degree.

3. Portion of the capital which the legal person holds or will hold in the investment firm
(for the calculation, see point 5 of Annex 4 to the memorandum)

Amount	
Percentage	

4. Proportion of voting rights which the legal person holds or will hold in the investment firm
(for the calculation, see point 6 of Annex 4 to the memorandum)

Amount	
Percentage	

IV. Listing of shares (only for upstream affiliated companies)

Are the shares listed on more than one regulated market? If so, the following information should be provided :

Name of the regulated market					
Number of shares listed on the relevant market					
• preceding calendar year					
• year - 2					

• year - 3					
• year - 4					
• year - 5					
Previous high and low prices on the regulated market					
• year - 2					
• year - 3					
• year - 4					
• year - 5					

ANNEXE 7

Financial plan layout for asset management companies (prospective balance sheet and income statement based on periodic reporting by stockbroking firms on their financial situation⁸)

No 01 - ASSETS	Codes	Year 1	Year 2	Year 3
I. Cash and cash balances with central banks and postal cheque offices	10100			
II. Public securities eligible for refinancing with the central bank	10200			
III. Claims on credit institutions	10300			
A. Repayable on demand	10310			
B. Other claims (at fixed term or at notice)	10320			
IV. Claims on clients	10400			
V. Bonds and other fixed-income securities	10500			
A. Issued by public bodies	10510			
B. Issued by other issuers	10520			
VI. Shares, interests in companies and other variable-income securities	10600			
VII. Financial fixed assets	10700			
A. Participations in affiliated enterprises	10710			
B. Participations in other enterprises linked by a participating interest	10720			
C. Other shares and equity constituting financial fixed assets	10730			
D. Subordinated claims on affiliated enterprises and other enterprises linked by a participating interest	10740			
VIII. Formation expenses and intangible fixed assets	10800			
IX. Tangible fixed assets	10900			
X. Own shares	11000			
XI. Other assets	11100			
XII. Differed charges and accrued income	11200			
TOTAL ASSETS	19900			

⁸ See Circular NBB_2012_01 of 3 April 2012 on periodic statements of stockbroking firms (*états périodiques des sociétés de bourse / periodieke staten van de beursvennootschappen*).

No 02 – LIABILITIES		Year 1	Year 2	Year 3
	Codes			
THIRD-PARTY FUNDS	201/208			
I. Amounts payable to credit institutions	20100			
A. Repayable on demand	20110			
B. Debts resulting from mobilisation by rediscounting of commercial bills	20120			
C. Other debts at fixed term or at notice	20130			
II. Amounts payable to customers	20200			
A. Savings deposits	20210			
B. Other debts	20220			
1. Repayable on demand	20221			
2. At fixed term or at notice	20222			
3. Resulting from mobilisation by rediscounting of commercial bills	20223			
III. Debts represented by a security	20300			
A. Notes and bonds in circulation	20310			
B. Other items	20320			
IV. Other liabilities	20400			
V. Differed charges and accrued income	20500			
VI. Provisions and deferred tax liabilities	20600			
A. Provisions for risks and charges	20610			
1. Pensions and similar obligations	20611			
2. Tax liabilities	20612			
3. Other risks and charges	20613			
B. Deferred tax liabilities	20620			
VII. Fund for general banking risks	20700			
VIII. Subordinated debts	20800			
EQUITY	209/213			
IX. Capital	20900			
A. Paid-in capital	20910			
B. Uncalled capital	20920			
X. Share premium account	21000			
XI. Revaluation gains	21100			
XII. Reserves	21200			
A. Legal reserves	21210			
B. Unavailable reserves	21220			
1. For own shares	21221			
2. Other items	21222			
C. Tax-exempt reserves	21230			
D. Available reserves	21240			
XIII. Profit carried forward (+) or loss carried forward (-)	21300			
XIV. Income (+) or loss (-) at the end of the period	21400			
TOTAL LIABILITIES	29900			

No 03 – INCOME STATEMENT		Year 1	Year 2	Year 3
	Codes			
I. Interest received and similar proceeds	40100			
A. Of which: from fixed-income securities	40110			
II. Interest payable and similar charges	40200			
III. Income from variable-income securities	40300			
A. From shares, interests in companies and other variable-income securities	40310			
B. From participations in affiliated enterprises	40320			
C. From participations in other enterprises linked by a participating interest	40330			
D. From other shares and interests in companies constituting financial fixed assets	40340			
IV. Commissions received	40400			
A. Brokerage and similar commissions	40410			
B. Remuneration of management, advice and custody services	40420			
C. Other commissions received	40430			
V. Commissions paid	40500			
VI. Profit (loss) from financial operations (+)(-)	40600			
A. From the exchange and trading of securities and other financial instruments	40610			
B. From the realisation of investment securities	40620			
VII. General and administrative expenses	40700			
A. Remunerations, social charges and pensions	40710			
B. Other administrative expenses	40720			
VIII. Depreciation and write-downs on formation expenses, on intangible and tangible fixed assets	40800			
IX. Write-downs on claims and provisions for the items "I. Possible liabilities" and "II. Commitments liable to creating a credit risk" off-balance sheet : appropriations (withdrawals) (+)(-)	40900			
X. Write-downs on the portfolio of investment in bonds, shares and other fixed- or variable-income securities : appropriations (withdrawals) (+)(-)	41000			
XI. Provisions for risks and other charges than those aimed at by the items "I. Possible liabilities" and "II. Commitments liable to creating a credit risk" off-balance sheet: uses (drawings) (+)(-)	41100			
XII. Provisions for risks and other charges than those aimed at by the items "I. Possible liabilities" and "II. Commitments liable to creating a credit risk" off-balance sheet	41200			
XIII. Levy on the (appropriation to) the fund for general banking risks (+)(-)	41300			
XIV. Other operating income	41400			
XV. Other operating expenses	41500			
XVI. Profit on ordinary activities (loss on ordinary	41600			

activities) before taxes (+)(-)				
XVII. Extraordinary proceeds	41700			
A. Release of depreciation and write-downs on intangible and tangible fixed assets	41710			
B. Release of write-downs on financial fixed assets	41720			
C. Drawings from provisions for risks and exceptional charges	41730			
D. Gains on the realisation of fixed assets	41740			
E. Other extraordinary proceeds	41750			
XVIII. Extraordinary charges	41800			
A. Extraordinary depreciation and write-downs on formation expenses and on intangible and tangible fixed assets	41810			
B. Value reduction on financial fixed assets	41820			
C. Provisions for extraordinary risks and charges - appropriations (uses) (+)(-)	41830			
D. Losses on the realisation of fixed assets	41840			
E. Other extraordinary charges	41850			
XIX. Income (+) or loss (-) before taxes	41910			
XIXbis. A Transfer to deferred taxes	41921			
B. Drawings from deferred taxes	41922			
XX. Taxes on the profit or loss (+)(-)	42000			
A. Taxes	42010			
B. Regularisations of tax and drawings from provisions for taxation	42020			
XXI. Income (+) or loss (-) at the end of the period	42100			
XXII. Transfer to (drawings from) the tax-exempt reserves (+)(-)	42200			
XXIII. Profit (loss) on the year for appropriation (+)(-)	42300			