



EUROPEAN
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ANNEXES 1 to 2

ANNEXES

to the

Commission Delegated Regulation (EU) .../...

**supplementing Directive 2013/36/EU of the European Parliament and of the Council
with regard to regulatory technical standards specifying the information to be provided
in the application for the authorisation as a credit institution, and specifying the
obstacles which may prevent the effective exercise of supervisory functions of competent
authorities**

ANNEX I

Information about the effective direction of the applicant credit institution

1. Personal individual details and information on good repute, honesty, integrity, knowledge, skills, experience, and details and information on independence of mind and time commitment, as follows:
 - (a) the person's full name and, where different, name at birth;
 - (b) the person's gender, place and date of birth, address and contact details, nationality, and personal identification number or copy of an ID card or equivalent;
 - (c) details of the position held or to be held by the person, including whether the position is executive or non-executive, the start date or planned start date and duration of mandate, and a description of the person's key duties and responsibilities;
 - (d) a curriculum vitae containing details of education and experience (including professional experience, academic qualifications, other relevant training), including the name and nature of all organisations for which the person has worked and the nature and duration of the functions performed, in particular highlighting any activities within the scope of the position sought relevant to banking or management experience;
 - (e) a list of reference persons including contact information, preferably from employers in the banking or financial services sector, including their full name, institution, position, telephone number, email, nature of the professional relationship and information about whether any non-professional relationship exists or existed with this individual;
 - (f) history, including all of the following:
 - (i) criminal records and relevant information on criminal investigations and proceedings, relevant civil and administrative cases and disciplinary actions, including disqualification as a company director, bankruptcy, insolvency and similar procedures, through an official certificate or, where such certificate does not exist, any reliable source of information concerning the absence of criminal convictions, investigations and proceedings;
 - (ii) a statement of whether criminal proceedings are pending or the person or any organisation managed by him or her has been involved as a debtor in insolvency proceedings or a comparable proceeding;
 - (iii) information about investigations, enforcement proceedings or sanctions by a supervisory authority which the individual has been directly or indirectly involved in;
 - (iv) information about refusal of registration, authorisation, membership or licence to carry out a trade, business or profession, or the withdrawal, revocation or termination of registration, authorisation, membership or licence, or expulsion by a regulatory or government body or by a professional body or association;
 - information about dismissal from employment or a position of trust, fiduciary relationship or similar situation, or the fact that the

- person was asked to resign from employment in such a position, excluding redundancies;
- information about whether another competent authority has assessed the reputation of the individual as an acquirer or as a person who directs the business of an institution, including the identity of that authority, the date of the assessment and information about the outcome of that assessment, and the consent of the individual, where required, to seek such information to be able to process and use the provided information for the suitability assessment;
 - information about whether an authority from another, non-financial, sector has assessed the individual, including the identity of that authority and information about the outcome of that assessment;
- (g) a description of all financial and non-financial interests that could create potential conflicts of interest, including, but not limited to:
- (i) any financial interests, including loans, shareholdings, guarantees or security interests, whether granted or received, and non-financial interests or relationships, including close relations such as spouse, registered partner, cohabitant, child, parent or other relation with whom the person shares living accommodation, between the person or his or her close relatives or any company that the person is closely connected with, and the applicant credit institution, its parent undertaking or subsidiaries, including any members of the management body, the head of an internal control function or the chief financial officer, or any person holding a qualifying holding in the applicant credit institution;
 - (ii) whether or not the person conducts any business or has any commercial relationship, or has had such relationship over the past 2 years, with any of the persons listed in point (f), or is involved in any legal proceedings with any such persons;
 - (iii) whether or not the person and his or her close relatives have any competing interests with the applicant credit institution, its parent undertaking or its subsidiaries;
 - (iv) whether or not the person is being proposed on behalf of a significant shareholder or member with a qualifying holding and, where so, the identity of such shareholder or member;
 - (v) any financial obligations to the applicant credit institution, its parent or its subsidiaries;
 - (vi) any positions of national or local political influence held over the past 2 years;
 - (vii) where a material conflict of interest is identified, a statement of how that conflict was satisfactorily mitigated or remedied, including a reference to the relevant part of the institution's conflicts of interest policy or any bespoke conflict management or mitigation arrangements;
- (h) details to show that the person has sufficient time to commit to the mandate, including:

- (i) the estimated minimum time, per year and per month, that the person will devote to the performance of his or her functions within the applicant credit institution;
 - (ii) a list of the predominantly commercial mandates that the person holds and whether Article 91(4) of Directive 2013/36/EU applies;
 - (iii) where the privileged counting rules apply, an explanation of any synergies that exist between the companies;
 - (iv) a list of mandates which are pursuing predominantly non-commercial activities or are set up for the sole purposes of managing the economic interests of the person concerned;
 - (v) the size of the companies or organisations where the mandates referred to in point (iv) are held, including total assets, whether or not the company is listed and the number of employees of those companies or organisations;
 - (vi) a list of any additional responsibilities associated with the mandates referred to in point (v) of this point (g), including chairing a committee;
 - (vii) the estimated time in days per year dedicated to each mandate;
 - (viii) the number of meetings per year dedicated to each mandate.
2. A description of any committee of the management body that is planned at the time of the application as a credit institution, including its members and powers.
 3. The results of any suitability assessment of each person performed by the applicant credit institution, including the following information:
 - (a) the relevant board minutes;
 - (b) the suitability assessment or document;
 - (c) a statement of whether or not the individual has been assessed as having the requisite experience and, if not, details of the training plan imposed, including the content, provider and date by which the training plan will be completed.
 4. A statement regarding the applicant credit institution's overall assessment of the collective suitability of the management body, including relevant board minutes or suitability assessment report or documents.
 5. A description of how the diversity of qualities and competences was taken into account when selecting the members of the management body.

ANNEX II

Information to enable competent authorities to assess shareholders or members with qualifying holdings

1. Information about the identity and participation of all persons and entities that have or will have, in the case of authorisation of the applicant credit institution, a qualifying holding in the credit institution and other information relevant to the assessment of suitability, including all of the following:
 - (a) a chart setting out the shareholder structure of the applicant credit institution, including the breakdown of its capital and voting rights;
 - (b) the names of all persons and entities that have or will have qualifying holdings, indicating in respect of each such person or entity:
 - (i) the number and type of shares or other holdings subscribed or to be subscribed;
 - (ii) the nominal value of such shares or other holdings;
 - (iii) any premium paid or to be paid;
 - (iv) any security interests or encumbrances created over such shares or other holdings, including the identity of the secured parties;
 - (v) where applicable, any commitments made by such persons or entities aimed at ensuring that the applicant credit institution will comply with applicable prudential requirements;
 - (c) details about the financial or business reasons of the persons or other entities referred to in point (b) for owning that holding and details of their strategy regarding the holding, including the period for which those persons or entities intend to hold the holding and any intention they may have to increase, reduce or maintain the level of the holding in the foreseeable future;
 - (d) details about the intentions of the persons or other entities in respect of the applicant credit institution and about the influence that those persons or entities intend to exercise over the applicant credit institution, including in respect of the dividend policy, details about the strategic development and the allocation of resources of the applicant credit institution, and details about whether or not those persons or entities intend to act as active minority shareholders, including the rationale for such intention;
 - (e) information on the willingness of the persons or entities referred to in point (b) to support the applicant credit institution with additional own funds if needed for the development of its activities or in case of financial difficulties;
 - (f) the content of any intended shareholder's or member's agreements with other shareholders or members in relation to the applicant credit institution;
 - (g) an analysis of whether the qualifying holding will have any impact, including as a result of the persons' or entities' referred to in point (b) close links to the applicant credit institution, on the ability of the applicant credit institution to provide timely and accurate information to the competent authorities;
 - (h) the identity of each member of the management body or of senior management who will direct the business of the applicant credit institution and will have been appointed by, or following a nomination from, such shareholders or

members, together with, to the extent not already provided, the information set out in Annex I, points (1) (a) to (f);

- (i) an explanation of the sources of funding for any proposed acquisition of shares or other holdings in the applicant credit institution, including where applicable:
 - (i) details about the use of private financial resources, including their availability and source;
 - (ii) details about the means of payment for the intended acquisition and the network used to transfer funds;
 - (iii) details about access to capital sources and financial markets, including details of financial instruments to be issued;
 - (iv) information on the use of borrowed funds, including the name of the lenders and details of the facilities granted, such as maturities, terms, security interests and guarantees, as well as information on the source of revenue to be used to repay such borrowings;
 - (v) information on any financial arrangement with other persons who are or will be shareholders or members of the applicant credit institution;
 - (vi) information on any assets which are to be sold to help finance the proposed participation, such as conditions of sale, price, appraisal and details about the characteristics of those assets, including information on when and how they were acquired.

For the purposes of point (i)(iv), where the lender is not a credit institution or a financial institution authorised to grant credit, the applicant credit institutions shall inform the competent authorities about the origin of the borrowed funds.

2. The following information about natural persons that have, or will have in the case of authorisation of the applicant credit institution, a qualifying holding in the credit institution:

- (a) personal details, including all of the following:
 - (i) the persons' names and, if different, the persons' names at birth;
 - (ii) the date and place of birth;
 - (iii) the persons' citizenship;
 - (iv) the persons' personal national identification number, where available;
 - (v) the persons' address, contact details
 - (vi) a copy of an official identity document;
- (b) a detailed curriculum vitae, stating the relevant education and training, and any professional experience in acquiring and managing holdings in companies, and any professional activities or other functions currently performed;
- (c) a statement containing the following information about the natural person and any undertaking that was directed or controlled by that person over the last 10 years and of which the applicant credit institution is aware after due and careful enquiry:
 - (i) subject to national legislative requirements concerning the disclosure of spent convictions, information about any criminal conviction or

proceedings where the person or undertaking has been found against and which were not set aside;

- (ii) information about any civil or administrative decisions concerning the person or undertaking that are relevant for the assessment of suitability or otherwise to the authorisation of the applicant credit institution and any administrative sanctions or measures that were imposed as a consequence of a breach of laws or regulations, including disqualification as a company director, in each case which was not set aside and against which no appeal is pending or may be filed, except in the case of administrative penalties imposed under Article 65, 66 or 67 of Directive 2013/36/EU, and of criminal convictions in respect of which information shall also be provided for rulings still subject to appeal;
 - (iii) any bankruptcy, insolvency or similar procedures;
 - (iv) any pending criminal investigations;
 - (v) any civil or administrative investigations, enforcement proceedings, sanctions or other enforcement decisions against the person or undertaking concerning matters which may reasonably be considered to be relevant to the authorisation of the applicant credit institution or to the sound and prudent management of a that applicant credit institution;
 - (vi) where such documents can be obtained, an official certificate or any other equivalent document evidencing that any of the events set out in point (i) to(v) of this point (c) has occurred in respect of the person or undertaking;
 - (vii) any refusal of registration, authorisation, membership or licence to carry out trade, business or a profession;
 - (viii) any withdrawal, revocation or termination of a registration, authorisation, membership or licence to carry out a trade, business or a profession;
 - (ix) any expulsion by a regulatory or government body or by a professional body or association;
 - (x) any position of responsibility within an entity subject to any criminal conviction or civil or administrative penalty or other civil or administrative measure that is relevant for the assessment of the suitability or authorisation process taken by any authority or any on-going investigation, in each case for conduct failings, including in respect of fraud, dishonesty, corruption, money laundering, terrorist financing or other financial crime or of failure to put in place adequate policies and procedures to prevent such events, held at the time when the alleged conduct occurred, together with details of such occurrences and of the involvement, if any, in them;
 - (xi) any dismissal from employment or a position of trust, any removal from a fiduciary relationship, save as a result of the relationship concerned coming to an end by passage of time, and any similar situation;
- (d) where another supervisory authority has already assessed the reputation of the person concerned, the identity of that authority and the outcome of that assessment;

- (e) the current financial position of the person, including details concerning sources of revenues, assets and liabilities, security interests and guarantees, whether granted or received;
- (f) a description of the business activities of the person and of any undertaking which the person directs or controls;
- (g) financial information, including credit ratings and publicly available reports on any undertakings directed or controlled by the person;
- (h) a description of the financial interests of the person, including credit operations, guarantees and security interests, whether granted or received, and of any non-financial interests of the person, including family or close relationships with any of the following natural or legal persons:
 - (i) any other current shareholder or member of the applicant credit institution;
 - (ii) any person entitled to exercise voting rights of the applicant credit institution in any of the following cases or combination of them:
 - voting rights held by a third party with whom that person has concluded an agreement, which obliges them to adopt, by concerted exercise of the voting rights held by them, a lasting common policy towards the management of the issuer in question;
 - voting rights held by a third party under an agreement concluded with that person providing for the temporary transfer for consideration of the voting rights in question;
 - voting rights attached to shares which are lodged as collateral with that person, provided the person controls the voting rights and declares his or her intention of exercising them;
 - voting rights attached to shares in which that person has the life interest;
 - voting rights which are held, or may be exercised within the meaning of the first four items of this point (ii) by an undertaking controlled by that person;
 - voting rights attaching to shares deposited with that person which the person can exercise at its discretion in the absence of specific instructions from the shareholders;
 - voting rights held by a third party in its own name on behalf of that person;
 - voting rights which that person 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;
 - (iii) any person that is, according to national legislation, a member of the administrative, management or supervisory body or of the senior management of the applicant credit institution;
 - (iv) the applicant credit institution or any other member of its group;
- (i) to the extent any conflict of interest arises from the relationships referred to in point (h), proposed methods for managing such conflict;

- (j) a description of any links to politically exposed persons, as defined in Article 3(9) of Directive (EU) 2015/849 of the European Parliament and of the Council;¹
 - (k) any other interests or activities of the person that may be in conflict with those of the applicant credit institution and proposed methods for managing those conflicts of interest.
3. Information about legal persons that have or will have, in the case of authorisation of the applicant credit institution, a qualifying holding in the credit institution:
- (a) the name of the legal person;
 - (b) where the legal person is registered in a central register, commercial register, companies register or similar public register, the name of the register in which the legal person is entered, the registration number or an equivalent means of identification in that register and a copy of the registration certificate;
 - (c) the addresses of the legal person's registered office and, where different, of its head office, and principal place of business;
 - (d) contact details;
 - (e) corporate documents or agreements governing the legal person and a summary explanation of the main legal features of the legal form of the legal person;
 - (f) whether the legal person has ever been or is regulated by a competent authority in the financial services sector or other government body;
 - (g) the information referred to in:
 - (i) point (f) of point (2) in relation to the legal person;
 - (ii) point (d) of point (2) in relation to the legal person;
 - (iii) points (g) and (i) of point (2) in relation to the legal person, any person who effectively directs the business of the legal person or any undertaking under the legal person's control;
 - (iv) point (c) of point (2) in relation to the legal person, any undertaking under the legal person's control, and any shareholder exerting significant influence on the legal person;
 - (h) a description of the financial interests of the legal person, of persons who effectively direct the business of the legal person, or, where applicable, the group to which the legal person belongs, as well as the persons who effectively direct the legal person's business, including credit operations, guarantees and security interests, whether granted or received, as well as of any non-financial interests of any such legal person, including, where applicable, family or close relationships, with any of the following natural or legal persons:
 - (i) any other current shareholder or member of the applicant credit institution;

¹ Directive (EU) 2015/849 of the European Parliament and of the Council of 20 May 2015 on the prevention of the use of the financial system for the purposes of money laundering or terrorist financing, amending Regulation (EU) No 648/2012 of the European Parliament and of the Council, and repealing Directive 2005/60/EC of the European Parliament and of the Council and Commission Directive 2006/70/EC (OJ L 141 of 5.6.2015, p. 73).

- (ii) any person entitled to exercise voting rights of the applicant credit institution in any of the following cases or combination of them:
 - voting rights held by a third party with whom that person has concluded an agreement, which obliges them to adopt, by concerted exercise of the voting rights held by them, a lasting common policy towards the management of the issuer in question;
 - voting rights held by a third party under an agreement concluded with that person providing for the temporary transfer for consideration of the voting rights in question;
 - voting rights attached to shares which are lodged as collateral with that person, provided the person or entity controls the voting rights and declares its intention of exercising them;
 - voting rights attached to shares in which that person has the life interest;
 - voting rights which are held, or may be exercised within the meaning of the first four items of this point (ii), by an undertaking controlled by that person;
 - voting rights attached to shares deposited with that person which the person can exercise at its discretion in the absence of specific instructions from the shareholders;
 - voting rights held by a third party in its own name on behalf of that person;
 - voting rights which that person may exercise as a proxy where the person can exercise the voting rights at its discretion in the absence of specific instructions from the shareholders;
- (iii) any politically exposed person, as defined in Article 3(9) of Directive (EU) 2015/849;
- (iv) any person that is, according to national legislation, a member of the administrative, management or supervisory body, or of the senior management of the applicant credit institution;
- (v) the applicant credit institution or any other member of its group,
- (i) to the extent any conflict or interest arises from the relationships referred to in to in point (h), proposed methods for managing such conflicts;
- (j) a list of each person who effectively directs the business of the legal person, their name, date and place of birth, address, contact details, their national identification number, where available, and detailed curriculum vitae stating relevant education and training, previous professional experience, any professional activities or other relevant functions currently performed, together with the information referred to in points (c) and (d) of point (2) in respect of each such person;
- (k) the shareholding structure of the legal person, including the identity of all shareholders exerting significant influence and their respective share capital and voting rights and information on any shareholder agreements;

- (l) where the legal person is part of a group, a detailed organisational chart of the structure of the group and information on the share of capital and voting rights of shareholders with significant influence over the entities of the group and on the activities currently performed by the entities of the group;
- (m) where the legal person is part of a group, information on the relationships between any credit institution, insurance or re-insurance undertaking or investment firm within the group and any other group entities, and the names of the supervisory authorities;
- (n) where the legal person is part of a group, the identification of any credit institution, insurance or re-insurance undertaking or investment firm within the group, the names of the relevant competent authorities, as well as an analysis of the perimeter of prudential consolidation of the credit institution and the group, including information about which group entities would be included in the scope of consolidated supervision requirements and at which levels within the group those requirements would apply on a full or sub-consolidated basis;
- (o) annual financial statements, at individual level and, where applicable, at consolidated and sub-consolidated group levels, for the last three financial years, where the legal person has been in operation for that period of time, or such shorter period of time for which the legal person has been in operation and financial statements were prepared, approved by the statutory auditor or audit firm as defined in Article 2, points (2) and (3), of Directive 2006/43/EC of the European Parliament and of the Council², where applicable, including each of the following items:
 - (i) the balance sheet;
 - (ii) the profit and loss accounts or income statement;
 - (iii) the annual reports and financial annexes and any other documents registered with the registry or competent authority of the legal person, including, as set out as relevant in the annual reports, financial annexes and any other registered documents, the planning assumptions used, at least under base case and stress scenarios;
- (p) where the legal person has its head office in a third country, all of the following information:
 - (i) where the legal person is supervised by an authority of a third country in the financial services sector, a certificate of good-standing, or equivalent where not available, from such third country authority in relation to the legal person;
 - (ii) where the legal person is supervised by an authority of a third country in the financial services sector and where that authority issues such declarations, a declaration by that third country authority that there are no obstacles or limitations to the provision of information necessary for the supervision of the applicant credit institution;
 - (iii) general information about the regulatory regime of that third country as applicable to the legal person, including information on the extent to

² Directive 2006/43/EC of the European Parliament and of the Council of 17 May 2006 on statutory audits of annual accounts and consolidated accounts, amending Council Directives 78/660/EEC and 83/349/EEC and repealing Council Directive 84/253/EEC (OJ L 157, 9.6.2006, p. 87).

which the third country's anti-money laundering and counter-terrorist financing regime is consistent with the recommendations of the Financial Action Task Force;

- (q) where the legal person is a collective investment undertaking:
 - (i) the identity of the unit holders controlling the collective investment undertaking or having a holding enabling those unit holders to prevent the taking of decisions by the collective investment undertaking;
 - (ii) details of the investment policy and any restrictions on investment;
 - (iii) the name and position of the persons responsible, whether individually or as a committee, for determining and making the investment decisions for the collective investment undertaking, as well as a copy of any management mandate or, where applicable, terms of reference of the committee;
 - (iv) a detailed description of the applicable anti-money laundering legal framework and of the anti-money laundering procedures of the collective investment undertaking;
 - (v) a detailed description of the performance of former holdings of the collective investment undertaking in other credit institutions, insurance or re-insurance undertakings or investment firms, indicating whether such holdings were approved by a competent authority and, if so, the identity of the authority;
- (r) where the person is a sovereign wealth fund:
 - (i) the name of the public body in charge of determining the investment policy of the sovereign wealth fund;
 - (ii) details of the investment policy of the sovereign wealth fund and any restrictions on investment;
 - (iii) the names and positions of the individuals responsible for making the investment decisions for the sovereign wealth fund;
 - (iv) details of any influence exerted by the public body referred to in point (i) on the day-to-day operations of the sovereign wealth fund and the applicant credit institution.

4. For the purposes of this point 3, a group shall include the members of the entity and the subsidiaries of such members. The following information about subscriptions arising from trust arrangements:

- (s) the identity of all trustees who will manage assets under the terms of the trust document and of each person who is a beneficiary or a settlor of the trust property and, where applicable, their respective shares in the distribution of income generated by the trust property;
- (t) a copy of any document establishing or governing the trust;
- (u) a description of the main legal features of the trust and its functioning;
- (v) the method of financing the trust and resources ensuring the financial soundness of the trust to support the applicant, and in particular:

- (i) a description of the investment policy of the trust and possible restrictions on investments, including information on the factors influencing investment decisions and the exit strategy in relation to the applicant credit institution;
- (ii) information about past and existing investments by financial sector entities and operating results in relation to those investments in relation to the trust;
- (iii) an indication and overview of sources of funding and, where available, the annual financial statements of the trust.