



Banc Ceannais na hÉireann
Central Bank of Ireland

Eurosystem

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Guidance Note on Completing and Submitting an Application for Authorisation Under Section 10 of the Investment Intermediaries Act, 1995 (as amended) excluding Restricted Activity Investment Product Intermediaries

This document provides guidance in relation to the requirements of the Central Bank of Ireland for establishing an investment business firm in Ireland. It does not constitute legal advice nor does it seek to interpret relevant legislation.

1.1 Introduction

The Investment Intermediaries Act, 1995, as amended (the 'Act') provides a comprehensive regulatory regime for investment business firms in Ireland.

Section 2(1) of the Act provides that *'investment business firm means any person, other than a member firm within the meaning of the Stock Exchange Act, 1995, who provides one or more investment business services or investment advice to third parties on a professional basis and for this purpose where an individual provides an investment business service and where that service is carried on solely for the account of and under the full and unconditional responsibility of an investment business firm or an insurance undertaking or a credit institution or member firm (within the meaning of the Stock Exchange Act, 1995) that activity shall be regarded as the activity of the investment business firm, insurance undertaking or credit institution or member firm (within the meaning of the Stock Exchange Act, 1995) itself'*.

Interaction between the MiFID Regulations and the Act

The European Communities (Markets in Financial Instruments) Regulations 2007 ('S.I. No. 60 of 2007') and Commission Regulation (EC) No 1287/2006 of 10 August 2006, as amended, (the 'Regulations') provide a comprehensive regulatory regime for investment firms and regulated markets in Ireland.

The Act was not repealed by the Regulations and thus entities should consider the scope and applicability of the Regulations (as well as the Act) in determining whether their activities require authorisation under the Act or the Regulations.

Interaction between the MiFID Regulations and the Stock Exchange Act, 1995, as amended ('SEA')

With effect from 1 November 2007, Section 8 of the Markets in Financial Instruments and Miscellaneous Provisions Act 2007 repealed the SEA. Thus, entities should consider the scope and applicability of the Regulations (as well as the Act) in determining whether their activities require authorisation under the Act or the Regulations.

Other

Applicants seeking authorisation for the provision of the following investment business services:

- (g) 'the administration of collective investment schemes, including the performance of valuation services or fund accounting services or acting as transfer agents or registration agents for such funds', or
- (h) 'custodial operations involving the safekeeping and administration of investment instruments'

must in addition to the requirements set out in the Guidance Notes, have regard to the UCITS and the Non-UCITS Series of Notices which impose conditions on firms providing services to such schemes (including but not limited to capital requirements). These Notices are available on the Central Bank of Ireland's website.

It is an offence to act as an investment business firm unless authorised to do so¹.

The Central Bank of Ireland is the competent authority in Ireland for the authorisation of such entities. Responsibility for the proper management and control of an investment business firm, and the integrity of its systems, rests with the board of directors and its senior management. Ethical behaviour and transparency in business dealings are key values expected of boards and senior management.

The Central Bank of Ireland welcomes applications where the proposed investment business firm ('applicant') can meet the legislative requirements relating to investment business firms and all other, current, published requirements including consultation papers and all new requirements issued by the Central Bank of Ireland (details of which are published on www.centralbank.ie). Firms are advised to seek legal advice if in any doubt about their scope or application.

Firms are advised to contact the Central Bank of Ireland at an early stage should they consider that their proposed activities require authorisation pursuant to the Act. Application documentation is available on the Central Bank of Ireland's website.

¹ See Section 9 of the Act.

1.2 Criteria for Assessing Applicants

Section 10(5) of the Act sets out the requirements that must be satisfied in order for an authorisation to be granted. Applicants must therefore have regard to these provisions. This Guidance Note should be read in conjunction with the relevant legislation and the application form.

The principal areas considered by the Central Bank of Ireland in considering investment business firm applications include:

- Structure and Head Office;
- General Business Information;
- Memorandum and Articles of Association (or other constituting document);
- Financial Information;
- Probity and Competence of Directors and Managers;
- Shareholders/Members (including Qualifying Shareholders);
- Organisational Structure;
- Provision of Information on an ongoing basis;
- Ability to Supervise the Applicant; and
- Regulatory Background.

The requirements, in relation to each of these headings, are detailed in the instructions paper entitled '**Application for Authorisation under Section 10 of the Investment Intermediaries Act, 1995, as amended**' (the 'application form').

The Central Bank of Ireland authorises investment business firms on the basis of the information provided as part of the application process with particular focus on corporate governance and oversight arrangements, controls and the business plan. In this regard all applicants would be required to operate in accordance with the information provided in support of the application.

1.3 Making an Application

Each potential applicant must consider whether its proposed business model

- requires authorisation pursuant to the Act (including meeting the definition of 'investment business firm');

- complies with the Central Bank of Ireland's requirements; and
- is capable of complying with, and adhering to, the requirements that must be satisfied on an ongoing basis.

Having satisfactorily completed this consideration, the applicant must contact the Central Bank of Ireland² in order to arrange a preliminary meeting.

Subsequent to this meeting, the following information and documentation must be provided in support of an application to the Central Bank of Ireland in order to constitute a complete application:

- A completed application form (including the specific information/documentation requirements set out therein).
(Please refer to Appendix 1 for guidance in relation to specific provisions of the application form.)
- A detailed business plan (see Appendix 2).
(Please submit a hard and soft copy of the application form and the business plan.)
- Draft procedures, policies, and agreements, as specified in the application form³.

Whilst the Central Bank of Ireland acknowledges that such policies and procedures would have to be approved by the board of the applicant (and that such agreements would be executed) post authorisation, it is imperative that the drafts are at an advanced stage at the time of submission with the initial application.

This list does not purport to refer comprehensively to all pertinent information regarding an application for authorisation as an investment business firm and the applicant should expand on the required information, where necessary, according to the specific nature of the proposed business. Incomplete applications will be returned.

² Funds Authorisation and Supervision Division for applicants seeking authorisation for investment business services (g) and (h) and Investment Service Providers Supervision Division for all other applicants.

³Pursuant to the Act, applicants are required to have a number of written policies and procedures in place. These must be at an advanced stage at the time of the submission of an application and must be made available, upon request, to the Central Bank of Ireland. (Please refer to the application form for details in relation to the specific policies and procedures that must be submitted.)

All reasonable steps must be taken by the applicant to ensure that the information provided to the Central Bank of Ireland in support of the application is accurate and complete.

1.4 Application Processing

The Central Bank of Ireland will review the application form (and accompanying documentation). Subsequent to this review, the Central Bank of Ireland will issue comments advising the applicant of any further information or clarification(s) required in relation to any aspect of the application. (Materially incomplete applications will also be returned at this time, if applicable, and comments will not issue thereon.)

The total timeframe for authorisation will depend on:

- the complexity of the application;
- the complexity of the group structure (if applicable);
- the time taken by the applicant to respond to comments issued on each draft;
- any further changes made by the applicant during the authorisation process; and
- the time taken by any relevant third parties to respond to queries in relation to the application.

The Central Bank of Ireland will, as a matter of routine, take up references from relevant supervisory authorities, including overseas supervisory authorities, if applicable.

When the review process is satisfactorily completed, the application will be presented to the senior management of the Central Bank of Ireland for determination. Authorisation will only be granted where the Central Bank of Ireland is satisfied that the applicant complies with the authorisation requirements.

The provisions of Section 16 of the Act should be borne in mind when considering whether or not to submit an application for authorisation.

1.5 Post Authorisation

The Central Bank of Ireland would expect that a proven track record in accordance with the original application (including the business plan) would have to be displayed before a newly authorised investment business firm could amend/expand its business lines. Therefore please ensure that the business plan is as complete as possible to cover activities that are proposed to be undertaken in the first twelve months post authorisation.

Investment business firms should monitor and, on a regular basis, evaluate the adequacy and effectiveness of the policies and procedures, systems, internal control mechanisms and arrangements, in place (ensuring that they are kept up to date) and take appropriate measures to address any deficiencies.

Procedures and policies should be kept up to date and be made available to the Central Bank of Ireland, for review, upon request.

Appendix 1

Guidance On Completing the Application Form

This appendix provides assistance when answering some of the questions on the application form. Please note that the numbering sequence below corresponds to that of the application form.

Section 1: Structure and Head Office

- 1.5 Information provided by the applicant must be sufficient to show that the head office is in the State. (It is noted that this information may be provided under Sections 5 and 7 of the application form.)

What constitutes a “head office” is a matter to be determined, given the particular circumstances of each case. In general, the Central Bank of Ireland interprets “head office” to mean the location of the mind and management of the applicant and the place where the day-to-day decisions about the direction of the applicant’s business are taken. While the onus of satisfying the Central Bank of Ireland that adequate and effective control of an entity rests here (and not abroad) lies with an applicant, some guidance of what the Central Bank of Ireland would expect to see is set out below.

This is not intended to be a ‘formula’ for meeting the head office requirement. However, it does provide an indication of what the Central Bank of Ireland would expect to see in this respect. The Central Bank of Ireland would expect a high degree of decision making at board and committee level to take place within the State. In addition, to ensure that central management is located within the head office, its functions should include:

- financial control;
- compliance; and
- risk management.

It follows that there should be a significant senior management presence (within the applicant) in Ireland to ensure that full authority and effective control of the applicant rests with the head office.

1.11 Pursuant to Section 10(6) of the IIA the Central Bank of Ireland may impose conditions or requirements or both on an applicant which is constituted as an unincorporated body of persons or which is a natural person in order to monitor the solvency of the applicant, its proprietors, or both and in order to achieve an equivalent level of supervision to that pertaining to an applicant which is constituted as a corporate body.

Section 2: General Business Information

2.6 Please note that the applicant must indicate the investment business services and investment instruments (including investment advice if applicable) that the applicant plans to provide upon authorisation (ensuring that the application is as complete as possible to cover activities that will be undertaken in the first twelve months post authorisation).

General

Applicants must have a code of conduct in place reflecting the provisions of the Prudential Handbook for Investment Firms and the Consumer Protection Code (if applicable)⁴. (These need not be submitted as part of the application but must be available for review, upon request, by the Central Bank of Ireland.)

Section 3: Memorandum and Articles of Association (or other Constituting Document)

A certified document is one that is stamped, signed and dated as being a true copy of the original by a party independent of the applicant.

- The certification stamp must be present *on* the relevant document; and
- The date of certification should be as close to the date of application as possible.

⁴ Available on the Central Bank of Ireland's website

If the documents are amended, at any stage during the application process, an up to date certification of the document must be submitted along with certified copies of any special resolutions amending the document.

Section 4: Financial Information

Capital (initial and on going) requirements are prescribed depending on the nature of the proposed business. For example, proposed administrators/trustees should refer to UCITS Notice 2, paragraphs 96-101, UCITS Notice 4, paragraph 19, NU 5, paragraph 8 and NU 7, paragraph 18. An applicant which proposes to provide investment advice only is subject to an initial capital requirement of €10,000 while an applicant which proposes to act as a manager of a designated investment fund within the meaning of the Designated Investment Funds Act, 1985 (i.e. act as a BES fund manager) is subject to an initial capital requirement of €50,000 and would also be subject to an Expenditure Requirement. Please contact the Central Bank of Ireland in respect of applicable capital requirements. The Central Bank of Ireland cannot authorise an applicant until it has received evidence that the applicant has satisfied its initial capital requirement and that the applicant has demonstrated an ability to comply with capital requirements on an ongoing basis.

Evidence of how the initial capital requirement is met must be submitted to the Central Bank of Ireland, e.g., evidence of funds being lodged⁵, a certified copy of the share register (the name of applicant must be on the share register), etc. If the applicant proposes to use a Capital Contribution Agreement in order to satisfy its capital requirements the agreement must be in the Central Bank of Ireland's standard format (please see Appendix 3). Proposals to use a Subordinated Loan Agreements should be discussed, in advance, with the Central Bank of Ireland (as a standard agreement and restrictions may apply).

4.2 The financial projections must be sufficiently detailed to demonstrate compliance with initial capital requirements and the ability to meet capital requirements on an ongoing basis.

⁵ For example, bank statements, confirmation from the applicant's board of directors, etc.

4.3 The most recent audited financial statements alone will not suffice in the event of any additional injection of capital having been made since the financial year-end to satisfy the Central Bank of Ireland's capital requirements. Documentation evidencing the injection of capital must also be submitted to the Central Bank of Ireland.

4.4 The Central Bank of Ireland considers it best practice to have professional indemnity insurance in place.

Section 5: Probity and Competence of Directors and Managers

The Central Bank of Ireland shall not grant an authorisation under Section 10 of the Act to a person to operate as an investment business firm unless the applicant satisfies the Central Bank of Ireland as to the probity and competence of each of the directors and managers of the applicant.

Please refer to the 'Fitness and Probity Standards (Code Issued under Section 50 of the Central Bank Reform Act 2010)' and the 'Guidance on Fitness and Probity Standards' available on the Central Bank of Ireland's website.

5.2.2 In the interests of good corporate governance an applicant should consider appointing a balance of executive and non-executive directors.

5.3 Regarding the Compliance Officer, Finance Officer, Money Laundering Reporting Officer and Internal Audit Officer - the Central Bank of Ireland would not expect any one staff member to carry out all of these roles.

5.3.1 The compliance officer is the person responsible within the applicant's organisation for ensuring the applicant complies with its obligations under the Act and other relevant legislation.

Section 6: Shareholders/Members and Qualifying Shareholders

6.2 Applicants must 'look through' the proposed direct shareholder in the applicant and each subsequent indirect shareholder to identify both the

intermediate and ultimate legal and beneficial shareholders including those who are in a position to control or influence the applicant.

Proposed complex structures will only be approved where the Central Bank of Ireland is satisfied that the ultimate registered/beneficial shareholders have been identified and that the structure does not prevent the effective supervision of the applicant.

Appendix 4 hereof lists the documentation to be submitted by different types of qualifying shareholders. Where a qualifying shareholder does not fall within one of the categories listed in the Appendix the applicant should discuss the proposal with the Central Bank of Ireland in advance of making an application.

Section 7: Organisational Structure

7.2.3 The direction of an applicant's business must be decided by *at least* two pre-approved personnel who are of sufficiently good repute and are sufficiently experienced to do so.

7.2.5 All executive directors are considered to be employees of the firm.

If an individual is involved in the provision of investment business services please specify the investment business services that he/she will provide as set out under Section 2 of the IIA.

7.2.11 The Central Bank of Ireland considers it best practice to have two authorised signatories in place in respect of ***all*** payment instructions.

7.3 All proposals to outsource should be discussed, and agreed in principle, in advance with the Central Bank of Ireland prior to submission of an application.

7.3.2 Please note that the Central Bank of Ireland requires that a Service Level Agreement be put in place in respect of individuals employed by another entity providing services to the applicant, which must contain at a minimum the following 4 provisions:

- The respective rights, duties and responsibilities of the individual entities concerned;
- The basis on which fees will be charged for the services provided;
- An express provision that the employing entity will provide the Central Bank of Ireland with access to its employment records in respect of persons providing services to the serviced entity; and
- An express provision that the entity providing services to the serviced entity will provide both the serviced entity and the Central Bank of Ireland with access to all books and records and other documents in respect of the activities of the serviced entity.

7.8 Please refer to the 'Client Asset Requirements Under S.I No.60 of 2007 European Communities (Markets in Financial Instruments) Regulations 2007' which is available on the Central Bank of Ireland's website.

7.8.11 If the applicant proposes to operate client premium accounts please see the Premium Handling Requirements as set in the Consumer Protection Code which is available on the Central Bank of Ireland's website.

Section 8: Provision of Information

8.1.1 Please see the books and records requirements as set out in the Prudential Handbook for Investment Firms.

8.2 Other

Any additional information required to enable the Central Bank of Ireland make a decision under this sub-heading will be notified to the applicant having examined the material provided.

In general, the business plan should be sufficiently detailed to make it clear that the applicant has sufficient resources to effectively conduct its business within the requirements of the supervisory regime and it should focus on the proposed activities of the applicant rather than that of the group (if part of a group structure).

Section 9: Ability to Supervise

For group structures ensure that all required information/documentation (as set out in the application form) is submitted and that it refers to **all** group entities.

9.2 S.I. No. 267 of 1996 (Supervision of Credit Institutions, Stock Exchange Member Firms and Investment Business Firms Regulations, 1996)⁶ is also relevant here. This requires that authorisation shall not be granted to a firm to provide investment business services where the existence of close links⁷ between the firm and other persons would prevent the effective exercise by the Central Bank of Ireland of its supervisory functions. An authorisation will therefore not be granted where the laws of a state governing one or more persons with which the firm has close links, which is not a member of the European Union, would prevent the effective exercise by the Central Bank of Ireland of its supervisory functions.

Details of any situations or events, of which the applicant is aware, that impact or may potentially impact on the applicant in any way should be included in the application.

Declaration

All applicants should complete the Declaration.

⁶ This statutory instrument transposes the so-called ‘post-BCCI’ directive for credit institutions, stock exchange member firms and investment business firms.

⁷ **Close links** is defined by S.I. No. 267 of 1996 as:

“(a) an arrangement whereby two or more persons are linked by -

- (i) “participation”, which means the ownership, direct or by way of control, of 20 per cent. or more of the voting rights or capital of an undertaking, or
- (ii) “control”, which means the relationship between a parent undertaking and a subsidiary undertaking, in all the cases referred to in Article 1(1) and (2) of Directive 83/349/EEC, or a similar relationship between any person and an undertaking and any subsidiary of a subsidiary shall also be considered a subsidiary of the parent undertaking which is at the head of those undertakings; and

(b) an arrangement whereby two or more persons are permanently linked to one and the same person by a control relationship.”

Ensure that *at least two* directors, including the Managing Director, sign the declaration(s) to the application form. Please note that only original signatures will suffice.

Funds Authorisation and Supervision Division
Investment Service Providers Supervision Division
Central Bank of Ireland
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APPENDIX 2

Business Plan

The business plan should incorporate the following information (including the specific information required by the application form).

For ease of reference each section of the business plan should be numbered and follow the sequence of the application form.

1. Executive Summary
2. Background and Introduction to Applicant
 - General history/background
 - Rationale for seeking authorisation (and establishing in Ireland)
 - Refer to section 1 of the application form for additional disclosure requirements (if applicable)
3. General Business Information
 - Existing activities (if already established) including details of regulatory status (if applicable)
 - Proposed activities detailing specific services and products to be provided (including details of anticipated clients)
 - IIA services
 - Other services and activities (if applicable)
 - Future plans (i.e. proposals to extend business lines, etc., within 12 months of authorisation, if authorised, and proposed timeframes)
 - Marketing plan
4. Financial Information
 - Please refer to Section 4 of the application form for detailed disclosure requirements
 - Explanation for the projected figures (i.e. basis upon which projected figures have been determined)
5. Directors and Managers
 - Board of directors and management
 - Biographies (including details of relevant expertise)
 - Roles and responsibilities
 - Committees (if any)
6. Shareholders
 - Brief background on each direct and indirect shareholders (with qualifying holdings)
 - Description of activities
 - Regulatory status (if applicable)
 - Details of proposed interaction with the applicant (if applicable)
7. Organisational Structure
 - General (refer to section 7.1 of the application form)
 - Staff and Business Profile (refer to section 7.2 of the application form)
 - Outsourcing (refer to section 7.3 of the application form)
 - Compliance (refer to section 7.4 of the application form)
 - Risk Management (refer to section 7.5 of the application form)
 - Internal Audit (refer to section 7.6 of the application form)
 - Administration and Accounting (refer to section 7.7 of the application form)
 - Client Assets (refer to section 7.8 of the application form)
 - Conflicts of Interest (refer to section 7.9 of the application form)
 - Security, Integrity and Confidentiality of Information (refer to section 7.10 of the application form)
 - Business Continuity (refer to section 7.11 of the application form)
 - Complaints Procedure (refer to Section 7.12 of the application form)

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- Retention of Records (refer to section 8.2 of the application form)
8. Group Structure (if applicable – refer to section 9 of the application form)
- Overview of parent and group (including name and address of parent)
 - Brief history/background
 - Main activities/lines of business
 - Main global activity
 - Main EU activity
 - Existing operations in Ireland (including details of regulatory status if applicable)
 - Proposed links between existing operations (including Irish operations) and the applicant
9. Any other relevant information

Appendix 3

CAPITAL CONTRIBUTION

This Agreement is made on [].

It is hereby agreed that [name and address of Contributor] (the Contributor) will contribute the sum of € _____ (the “capital contribution”) to [name and address of Firm] (“the Firm”) on _____.

1. It is acknowledged that:
 - a) The Firm is authorised by the Contributor to deliver a copy of this Agreement to the Central Bank, and such delivery will constitute an acknowledgement and representation and confirmation to the Central Bank of the matters set out in this paragraph 1, and an acknowledgement of the requirement to obtain the consent of the Central Bank as set out in paragraphs 2 and 5, failing which the agreement and the capital contribution to which it refers shall cease to have any effect for capital adequacy purposes.
 - b) The current financial position of the Contributor is not such as would or might cause the Contributor to seek a distribution by the Firm under 2(c).
 - c) If the Contributor has borrowed to provide the capital contribution, the terms under which such loan was granted are not such as would or might cause the Contributor to seek a distribution by the Firm under 2(c) in order to meet its loan obligations.
 - d) The making, and the receipt, of the capital contribution are within the respective (corporate) powers and objects of the Contributor and the Firm.
 - e) The Firm and the Contributor have put the terms of this Agreement before their respective boards of directors, which have approved its terms, and such approval has been duly recorded in the official board minutes.
2. It is agreed that:
 - a) The Firm has no obligation to bear any servicing cost or transfer any economic benefits of any kind to the Contributor or any other person in return for the capital contribution.
 - b) The Firm has no obligation to repay the capital contribution.

- c) The Firm shall not distribute the capital contribution by way of dividend, on a winding up or in any other way or cause the amount of the capital contribution to be reduced without the prior written approval of the Central Bank.
- 3. If any of the provisions of this Agreement is or becomes invalid, illegal or unenforceable under any law, the validity, legality and enforceability of the remaining provisions shall not in any way be affected or impaired.
- 4. This Agreement constitutes the entire agreement as to the making of the capital contribution and replaces and suspends all other agreements or proposals (if any) in relation to it. Any other terms existing at the date hereof and not comprised in this Agreement shall be of no further force and effect.
- 5. Any amendments to this Agreement made or purported to be made without the consent of the Central Bank shall be void.
- 6. This Agreement shall be governed by, and construed in accordance with, the law of Ireland.

SIGNED FOR AND ON BEHALF OF THE FIRM -----

AFFIX SEAL OF FIRM

SIGNATURE AND AFFIXATION OF SEAL WITNESSED BY -----

SIGNED FOR AND ON BEHALF OF THE CONTRIBUTOR -----

AFFIX SEAL OF CONTRIBUTOR

SIGNATURE AND AFFIXATION OF SEAL WITNESSED BY -----

Appendix 4

Qualifying Shareholders – Information/Documentation to be submitted

Qualifying Shareholder - Individuals

Where a qualifying shareholder is an individual (natural person) he or she must submit:

- (a) Completed 'Individual Questionnaire';
- (b) Regulatory Status of the individual – that is whether or not the individual is regulated, or registered with a regulatory body and if so, the name of that body;
- (c) Documentation evidencing the fact that the individual is the registered holder of the shares (for example, a certified copy of the share register); and
- (d) Written confirmation from the individual that he/she is the *beneficial* owner of the shares.

Qualifying Shareholder - Company

Where a qualifying shareholder is an incorporated entity, it must submit:

- (a) Description of activities;
- (b) Whether or not company is regulated and if regulated, by which authority;
- (c) Most recent audited accounts if applicable. If not available most recent management accounts;
- (d) Details of proposed interaction with the applicant;
- (e) Documentation evidencing the fact that the company is the registered holder of the shares, i.e. certified copy of the share register; and
- (f) Written confirmation that the company is the *beneficial* owner of the shares.

Qualifying Shareholder - Nominee Company:

Where a company holds 10% or more of the shares in an applicant on behalf of third parties⁸, it must submit details relating to the proposed nominee holders of the shares including:

- (a) Documentation evidencing the fact that the nominee is the registered holder of the shares, i.e. certified copy of the share register;

⁸ The Central Bank of Ireland may require that all nominee holders (i.e., including those which do not have a qualifying holding) be identified to ascertain that those individual holdings when added to other direct or indirect holdings do not amount to a qualifying holding.

- (b) Documentation evidencing the ownership of the nominee company, i.e. certified copy of the share register;
- (c) Audited accounts of the nominee company;
- (d) Identity of the beneficial owners of the shares;
- (e) Details regarding what object is intended to be served by using such a nominee company, rather than holding the shares directly; and
- (f) Appropriate declarations in respect of the nominee holding the shares in trust for the beneficial owners, including formal confirmation from the nominee itself that the relevant declarations of trust remain valid and in force.

Qualifying Shareholder - Trusts:

Where a qualifying shareholder is a trust, the trustees must submit:

- (a) Documentation evidencing the fact that the trust is the registered holder of the shares, i.e. certified copy of the share register;
- (b) Copies of the trust deed and any other documentation constituting the trust or relating to the trust in some other way including any supplemental or ancillary deeds, documents or agreements or side letters;
- (c) Completed Individual Questionnaires for the settlors of the trusts;
- (d) Completed Individual Questionnaires for the trustees of the trusts;
- (e) Completed Individual Questionnaires for the beneficiaries of the trusts (including details of age for minors) and those of all persons who are within the class of prospective beneficiaries;
- (f) Most recent audited accounts (if available) or other relevant financial information in relation to the trusts;
- (g) Reasons for structure;
- (h) A signed undertaking is required to ensure that the requirements of the IIA in relation to the qualifying shareholders are met on a continuous basis. The undertaking must contain provisions to provide the Central Bank of Ireland with:
 - advance notice of any acquiring transactions or disposals as defined in Section 38 of the IIA;
 - advance notice of any proposed change in the beneficiaries to the trust, the trust deeds, or the trust's governing law;
 - and must be signed by all Qualifying Shareholders including the trustee(s) and the applicant; and
- (i) Legal opinion confirming the validity and efficacy of the undertaking as drafted to suit the circumstances of any particular qualifying shareholder trust.

Qualifying Shareholder - Partnerships:

Where a qualifying shareholder is a limited liability partnership ('LLP'), the partners must submit:

- (a) Description of the LLP itself (including names of general and limited partners and details of respective roles);

- (b) Descriptions of activities of the LLP;
- (c) Whether or not the LLP is regulated and by which authority;
- (d) Most recent audited accounts if applicable. If not available most recent management accounts;
- (e) Details of proposed interaction with applicant;
- (f) Documentation evidencing the fact that the LLP is the registered holder of shares (if this is the case);
- (g) Written confirmation that the LLP is the beneficial owner of the shares; and
- (h) The Central Bank of Ireland will require a copy of the partnership deed and any relevant agreement between the general and limited partners.



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