



Banc Ceannais na hÉireann
Central Bank of Ireland

Eurosystem

Annual Conduct of Business Return Version 3

Guidance for Completion

January 2024

General

1. The Annual Conduct of Business Return is applicable to all investment firms authorised under S.I. No. 375 of 2017, the European Union (Markets in Financial Instruments) Regulations 2017 ("MiFID Regulations") and branches established in Ireland by firms authorised in another Member State and providing services in the State under the MiFID Regulations ("the firm").
2. This guidance note provides details on how to complete the Annual Conduct of Business Return Version 3.

Firms should submit the Annual Conduct of Business Return Version 3 to the Central Bank of Ireland ("Central Bank") via the Central Bank Portal¹. The reporting date for the return is 31 December. The return must be submitted by the last working day of March in the following year.

3. If Firms have any queries in relation to the Annual Conduct of Business Return Version 3, they should contact onlinereturns@centralbank.ie.
4. Any number entered on the Annual Conduct of Business Return Version 3 must not include commas or spaces.

¹ Information on the Central Bank Portal (including where to log in), can be found at <https://www.centralbank.ie/regulation/central-bank-portal>. Should you have specific Portal Support queries, please contact onlinereturns@centralbank.ie

Section 1 Employees

1. **Number of Employees:** This field should be populated with the number of employees within the Firm.
2. **Number of Compliance Employees:** This field should be populated with the number of employees within the firm's Compliance Function.

Section 2 Client Details

1. **A - Total Number of Clients of the Firm:** This field should be populated with the firm's total number of clients as at the reporting date. The meaning of 'client' within Section 2 is:

any natural or legal person to whom the firm provides investment services¹, ancillary services², investment business services³, investment advice⁴ or a combination thereof.

The figure reported in this field must be the sum of fields A1 & A2.

2. **A1 - Number of MiFID Clients:** This field should be populated with the firm's number of MiFID clients as at the reporting date. The meaning of MiFID 'clients' here is that of 'client' as defined under Regulation 3 of the MiFID Regulations. Where the firm provides a combination of MiFID and non-MiFID products/services to a client, this client should be included in this field. The figure reported in field A1 must be the same as the figure reported in field B.
3. **A2 - Number of Other Clients:** This field should be populated with the firm's number of other clients as at the reporting date. The meaning of 'other clients' here is the number of clients to whom the firm only provides services other than those captured under the MiFID Regulations.
4. **A3 - Of which are Irish Resident:** This is the number of 'Other Clients' (as defined above) who are Irish Resident.
5. **A4 - Of which are Consumers (as per Consumer Protection Code):** This is the number of 'Other Clients' (as defined above) to whom the firm provides products/services as defined under the Consumer Protection Code ("Code"). When the firm provides a combination of MiFID and Code products/services to a client, the client should be included in field A1 as per above. If the client is only provided with Code products/services, they should be included in this field. If this field is populated, then details of the service(s) provided to these Consumers are required in field A5.
6. **A5 - Details of the services provided to Consumers:** This a free text box with a maximum of 1000 characters.
7. **B - Total Number of MiFID Clients:** Refer to paragraph 2 above. The figure reported in field B must be the sum of fields B1, B2 & B3. The figure reported in field B must also equal the figure reported in field A1 *Number of MiFID Clients*.
8. **B1 - Retail Clients:** This field should be populated with the firm's total number of retail clients as at the reporting date. The meaning of 'retail clients' here is as defined under Regulation 3 of the MiFID Regulations. The figure reported in field B1 must also equal the figure reported in field C *Number*

¹ As defined under Regulation 3 of S.I. No. 375 of 2017 (as amended).

² As defined under Regulation 3 of S.I. No. 375 of 2017 (as amended).

³ As defined under Section 2 of the Investment Intermediaries Act, 1995 (as amended).

⁴ As defined under Section 2 of the Investment Intermediaries Act, 1995 (as amended).

of MiFID Retail Clients.

9. *Of which are Irish Resident:* The number of B1 – Retail Clients who are Irish Resident.
10. *B2 - Professional Clients:* This field should be populated with the firm's total number of professional clients as at the reporting date. The meaning of 'professional clients' here is as defined under Regulation 3 of the MiFID Regulations. . The figure for Professional clients should include Eligible Counterparties who are treated as professional clients for any transactions or services. The figure reported in field B2 must also equal the figure reported in field *D Number of MiFID Professional Clients*.
11. *B3 - Eligible Counterparties NOT included in B2 Professional Clients:* This field should be populated with the firm's total number of Eligible Counterparties as at the reporting date, which have NOT been included in field B2 Professional Clients. The meaning of 'Eligible Counterparties' here is as defined under Regulation 3 of the MiFID Regulations.
12. *C - Total Number of MiFID Retail Clients:* Refer to paragraph 8 above. The figure reported in field C must be the sum of fields C1, C2, C3 & C4. The figure reported in field C must also equal the figure reported in field *B1 Retail Clients*.

Where the firm has a client with multiple accounts which may fall into fields C1 and/or C2 and/or C3 and/or C4, the firm should only enter that client in the field for which the highest level of conduct of business protection/firm discretion applies (i.e. C1 followed by C2 followed by C3). For example, where the firm has a client with Discretionary and Advisory accounts the firm should enter that client in field C1.

13. *C1 - Discretionary Clients:* This field should be populated with the firm's number of retail clients for whom the firm is providing the service of 'portfolio management' as defined under Regulation 3 of the MiFID Regulations.
14. *Of which are Irish Resident:* This is the number of retail 'Discretionary Clients' (as defined above) who are Irish Resident.
15. *C2 - Advisory Clients:* This field should be populated with the firm's number of retail clients for whom the firm is providing the service of 'investment advice' as defined under Regulation 3 of the MiFID Regulations.
16. *Of which are Irish Resident:* This is the number of retail 'Advisory Clients' (as defined in paragraph 15 above) who are Irish Resident.
17. *C3 - Execution-Only Clients:* This field should be populated with the firm's number of retail clients for whom the firm is providing the service of 'execution of orders on behalf of clients' as defined under Regulation 3 of the MiFID Regulations, and/or 'reception and transmission of orders' as listed in No. 1 of Part 1, Schedule 1 of the MiFID Regulations and where the firm had not provided the client with investment advice.
18. *Of which are Irish Resident:* This is the number of retail 'Execution-Only Clients' (as defined in paragraph 17 above) who are Irish Resident.
19. *C4 - Other Clients:* This field should be populated with the firm's number of retail clients for whom the firm is providing services which do not fall into the categories above (fields C1, C2 or C3) as at the reporting date. If this field is populated, then details of the service(s) provided to these clients are required in field C5.
20. *Of which are Irish Resident:* This is the number of retail 'Other Clients' (as defined in paragraph 19

above) who are Irish Resident.

21. C5 - This a free text box with a maximum of 1000 characters.
22. D - Total Number of MiFID Professional Clients: Refer to paragraph 10 above. The figure reported in field D must be the sum of fields D1, D2, D3 and D4. This figure reported in field D must also equal the figure reported in field B2 Professional Clients.

Where the firm has a client with multiple accounts which may fall into fields D1 and/or D2 and/or D3 and/or D4, the firm should only enter that client in the field for which the highest level of conduct of business protection/firm discretion applies (i.e. D1 followed by D2 followed by D3). For example where the firm has a client with Discretionary and Advisory accounts the firm should enter that client in field D1.

23. D1 - Discretionary Clients: This field should be populated with the firm's number of professional clients for whom the firm is providing the service of 'portfolio management' as defined under Regulation 3 of the MiFID Regulations.
24. D2 - Advisory Clients: This field should be populated with the firm's number of professional clients for whom the firm is providing the service of 'investment advice' as defined under Regulation 3 of the MiFID Regulations.
25. D3 - Execution-Only Clients: This field should be populated with the firm's number of professional clients for whom the firm is providing the service of 'execution of orders on behalf of clients' as defined under Regulation 3 of the MiFID Regulations, and/or 'reception and transmission of orders' as listed in No.1 of Part 1, Schedule 1 of the MiFID Regulations and where the firm had not provided the client with investment advice.
26. D4 - Other Clients: This field should be populated with the firm's number of professional clients for whom the firm is providing services, which do not fall into the categories above (fields D1, D2 or D3) as at the reporting date. If this field is populated, then details of the service(s) provided to these clients are required in field D5.
27. D5 - This a free text box with a maximum of 1000 characters.
28. D6 - Number of opt up Professional Clients for the year: Number of MiFID clients who opted-up from Retail to Professional status during the reporting year.



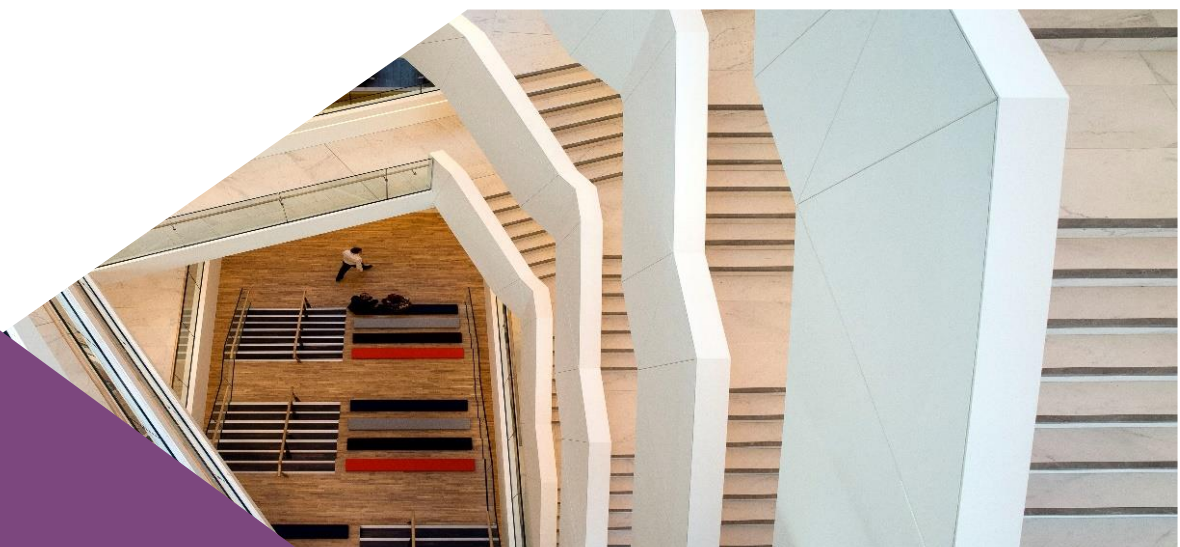
Section 3 Complaints Details

1. *1(a) - Number of Complaints received during the reporting year:* This field should be populated with the number of complaints received by the firm during the reporting year.
2. *Of which relate to Retail Clients:* The number of complaints received in the reporting period from MiFID Retail Clients. The figure must be less than or equal to the figure for *Number of Complaints received during the reporting year*.
3. *Nature of Complaints.* This table should be populated with the number of complaints received by the firm by the respective category and of which were received from Retail Clients by the respective category. The sum of all the fields within the four categories of *Execution of orders on behalf of Clients / Reception and Transmission of Orders, Portfolio Management, Investment advice and Complaints not related to a specific MiFID Service* must be equal to the respective totals in 1(a). Where a complaint was in relation to more than one of the categories, please input as one complaint in the most appropriate category. Where a complaint was not in relation to any of the complaint categories, please input into field 'Other' of the most appropriate category.
4. *1(b) Complaints involving crypto assets / Initial Coin Offerings ("ICOs") received during the reporting year:* This field should be populated with the number of complaints received by the firm during the reporting year. All such complaints should be recorded in answer to this question, regardless of whether they have already been recorded as relating to a particular financial instrument or service in the answers to the other questions.
5. Complaints relating to crypto assets and ICOs should be included if they relate to MiFID services or financial instruments. *Of which: complaints involving CFDs on cryptocurrencies.* This field should be populated with the number of complaints on cryptocurrencies that relate to CFDs.
6. *1(d) - Outline if any client detriment has occurred in the reporting period.* This field should be answered 'Yes' or 'No' if client detriment occurred during the reporting period, and if 'Yes', provides details of the detriment that occurred in the field below.
7. *1(c) - Of the total number of complaints received, how many related to Cross Border Activities.* This field should be populated with the number of complaints that relate to financial instruments and services provided by the firm outside of this jurisdiction.
8. *2 - Number of these Retail Complaints referred to the FSPO:* This field should be populated with the number of complaints received by the firm during the reporting year that were referred by its clients to the Financial Services and Pensions Ombudsman ("FSPO"). Field 2 must be the sum of fields 2a, 2b, 2c, 2d, 2e and 2f.
9. *2a - Number Upheld:* This field should be populated with the number of complaints referred to the FSPO in field 2 above which the FSPO upheld.
10. *2b - Partially Upheld:* This field should be populated with the number of complaints referred to the FSPO in field 2 above which the FSPO partially upheld.
11. *2c - Not Upheld:* This field should be populated with the number of complaints referred to the FSPO in field 2 above which the FSPO did not uphold.

12. *2d - Settled by the firm after a referral to the FSPO but before investigation/determination by the FSPO:* This field should be populated with the number of complaints settled by the firm following a referral to the FSPO but before investigation or determination by the FSPO.
13. *2e - Voluntarily withdrawn by the complainant (but not settled):* This field should be populated with the number of complaints voluntarily withdrawn by the complainant which were not settled with the firm.
14. *2f - Being Considered:* number of complaints referred to the FSPO in field 2 above which are still under consideration by the FSPO.
15. *3- Number of these Retail Complaints referred to the Courts:* This field should be populated with the number of complaints received by the firm during the reporting year that were referred by its clients to the Courts. Field 3 must be the sum of fields 3a, 3b, 3c, 3d, 3e and 3f.
16. *3a - Number Upheld:* This field should be populated with the number of complaints referred to the Courts in field 3 above which the Courts upheld.
17. *3b - Partially Upheld:* This field should be populated with the number of complaints referred to the Courts in field 3 above which the Courts partially upheld.
18. *3c - Not Upheld:* This field should be populated with the number of complaints referred to the Courts in field 3 above which the Courts did not uphold.
19. *3d - Settled by the firm after a referral to the Courts but before investigation/determination by the Courts:* This field should be populated with the number of complaints settled by the firm following a referral to the Courts but before investigation or determination by the Courts.
20. *3e - Voluntarily withdrawn by the complainant (but not settled):* This field should be populated with the number of complaints voluntarily withdrawn by the complainant which were not settled with the firm.
21. *3f - Being Considered:* number of complaints referred to the Courts in field 3 above which are still under consideration by the Courts.
22. *4 - Number of Retail Complaints received during the reporting year which remain outstanding:* This field should be populated with the number of complaints received by the firm and that it has yet to resolve i.e. complaints which are still open and which have not been referred to the FSPO or to the Courts.

Section 4 Marketing Spend

1. *A - Marketing Spend (with a breakdown for MiFID Retail Clients)*. This field should be populated with the total gross amount in EUR spent by the firm related to marketing and advertising during the reporting year.
2. *Of which relates to Retail Clients*: This field should be populated with the gross amount in EUR spent by the firm related to marketing and advertising, on MiFID retail clients, during the reporting year. The figure must be less than or equal to the total figure provided.



T: +353 1 224 4545
E: onlinereturns@centralbank.ie
www.centralbank.ie



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