**FORM NO. BDC / Q 3**

**BUREAUX DE CHANGE BUSINESSES DIRECTIVE OF 2014** **(R.A.A. 560/2014)**

**QUESTIONNAIRE FOR DIRECT**

**AND INDIRECT CONTROLLERS**

**OF A BUREAU DE CHANGE BUSINESS**

**Name of the bureau de change business:**

**.......................................................................................**

**Name of the Legal Entity:**

**.......................................................................................**

Unless there is a different meaning in the text, the meanings set out in paragraph 3 of the Bureaux de Change Businesses Directive of 2014 (the "Directive") shall apply.

1. **Purpose of this questionnaire**

The questionnaire must be completed by legal persons who intend to acquire directly or indirectly control in the share capital of a bureau de change business (hereinafter to be referred as the "applicant"). The provisions of sub paragraphs (1)(i) and (8) of paragraph  5 and paragraph 6 of the Directive are applicable.

1. **Instructions for completing the questionnaire**

The questionnaire must be completed, signed by two authorised members of the Board of Directors of the applicant and submitted to the Central Bank of Cyprus (the "CBC"). Each page of the questionnaire must bear the initials of the persons signing the questionnaire.

**2.1** The space provided after each question is not indicative as to the extent of the expected answer.

**2.2** All questions must be answered. Where questions are not applicable, state the phrase "Not Applicable" or "N / A" which are the initial letters of the two words .

**2.3** Certified true copies of all required documents should be submitted. In case the applicant is unable to submit any of the required documents, it must explain the reasons for such an omission in a letter to be sent together with the questionnaire. Any undue delay in the submission of the required supporting documents, may cause a delay in the examination of the application.

**2.4** The attached documents on the questionnaire should have the same number with the paragraph of the questionnaire requiring their submission. The numbering of the attachments shall remain unchanged, even if no attachments have been submitted regarding the previous paragraphs.

**2.5** Where the applicant is requested to confirm a statement which is written on the questionnaire, a tick (√) placed in the relevant box will be taken as confirmation.

**2.6** Any questions that have a YES or NO box, the answers must be indicated by a tick (√) in the appropriate box.

**2.7** In the course of examining the questionnaire, the CBC reserves the right to request, if considered appropriate, additional documents and / or information.

**2.8** If you provide false or misleading information or knowingly avoid disclosing significant information, your integrity will be in doubt as well as your fitness and properness to acquire control in the share capital of the bureau de change business.

Application documentation should be submitted via the CBC’s e-platform. For further details and relevant instructions, please send an email request to licensingsection@centralbank.cy. Should the CBC request for original documents, these should be sent to:

Licensing Section,

Supervisory Approvals Department,

Central Bank of Cyprus,

P.O. Box 25529,

CY-1395 Nicosia,

Cyprus

The use of regular postal services and/or unsecured email is not recommended for sensitive or confidential material.

1. **CONTACT DETAILS**

**Name of the person that the CBC will communicate with for the purposes of this questionnaire.**

Title:

Name:

Surname:

Professional title:

Company Name:

Business address:

Postal Code:

Phone Number:

Mobile number (optional)

Facsimile number:

Email Address:

1. **DIRECT OR INDIRECT QUALIFYING HOLDING IN THE SHARE CAPITAL OF THE BUREAU DE CHANGE BUSINESS**

Full details shall be provided in relation to the participation of the applicant in the share capital of the bureau de change business.

**4.1** Direct qualifying holding:

|  |  |  |  |
| --- | --- | --- | --- |
| Number and value of shares  | % on the total amount of issued and paid up share capital  | Number of voting rights  | % on total voting rights  |
|   |   |   |   |

**4.2** Indirect qualifying holding:

|  |  |  |  |
| --- | --- | --- | --- |
| Number and value of shares in the share capital of the legal person who holds directly a qualifying holding in the share capital of the bureau de change business  | % on the total amount of issued and paid up shares of the legal person who holds directly a qualifying holding in the share capital of the bureau de change business  | Number of voting rights in the legal person who holds directly a qualifying holding in the share capital of the bureau de change business  | % on the total voting rights in the legal person who holds directly a qualifying holding in the share capital of the bureau de change business  |
|   |   |   |   |

|  |  |  |  |
| --- | --- | --- | --- |
| Number and value of shares held by the above person in the share capital of the bureau de change business  | % on the total amount of the issued and paid up shares of the bureau de change business  | Number of voting rights the above person holds in the bureau de change business   | % on total voting rights of the bureau de change business that the above person holds  |
|   |   |   |   |

**4.3** Name of the legal person who intends to acquire a qualifying holding in the share capital of the bureau de change business.

**4.4** Legal status

**4.5** Name of the country the legal person is established:

**4.6** Please attach the following documents:

(a) Certified true copy of the Memorandum and Articles of Association.

(b) Certified true copy of the certificate of incorporation issued by the competent authorities of the country in which it has been registered.

(c) Certified true copy of the certificate of the shareholders of the legal person and of the members of the board of directors issued by the competent authorities of the country where it has been registered.

**4.7** Registered office address:

|  |  |
| --- | --- |
| Postal address:  |  |
| City:  |  |
| Country:  |  |
| Post Code:  |  |

**4.8**   Is the mailing address of the registered office the same with the head offices?

[ ]  YES [ ]  NO

 In case it differs full details shall be provided:

|  |  |
| --- | --- |
| Postal address:  |  |
| City:  |  |
| Country:  |  |
| Postal Code |  |

1. **Description of the business activities of the applicant and of its group companies :**

**5.1** If the applicant belongs to a group of companies all the group companies shall be mentioned together with the names of the shareholders who have a qualifying holding in their share capital. If the shareholders are legal persons all the names of their shareholders shall be mentioned until reaching the names of the natural persons who are the ultimate shareholders.

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| Name of legal person  | Registration number  | Country of incorporation  | Relevant supervisory authority (if applicable)  | Description of business activities  |
|   |   |   |   |   |

**5.2**   Full details shall be provided in case where the applicant:

**5.18.1** Has been rated itself or the group of companies in which it belongs to by internationally recognised rating agencies.

**5.2.1** Has been assessed by another regulatory authority in Cyprus or abroad for any other purpose such as for the participation in the share capital of a bank, in an investment company, a payment institution, etc.

**5.2.2** Is subject to, or another company of the group of companies in which it belongs to, the control of a regulatory authority in Cyprus or abroad (give details of the regulatory authority and the type of activities subject to regulation).

1. **Members of the board of directors of the applicant and of the legal persons through which it will hold an indirect qualifying holding in the share capital of the bureau de the change business.**

**6.1**   Every member of the board of directors of the above persons should be recorded in the table below and complete and submit to the CBC the personal questionnaire with number BDC / Q2:

|  |  |  |
| --- | --- | --- |
| Name  | Date of birth  | Position in the company  |
|   |   |   |
|   |   |   |
|   |   |   |
|   |   |   |
|   |   |   |

1. **Financing of the applicant's participation in the share capital of the bureau de change business (source of the funds).**

**7.1**   Provide full details in connection with the cost of the applicant's participation in the share capital of the bureau de change business and how this will be funded together with relevant supporting documents.

|  |  |
| --- | --- |
| Cost  | Source of the funds which will be used to finance the investment  |
|   |   |
|   |   |
|   |   |
|   |   |
|   |   |

**7.2**   Is there any participation by other persons in the bureau de change business in any other form such as in its financing?

[ ]  YES [ ]  NO

If the answer is yes, please provide full details:

1. **The following questions should be answered only by applicants who will have a direct qualifying holding in the share capital of a bureau de change business:**

**8.1**   Have you entered into any sort of agreement with any other person (natural
or legal), which will affect the manner with which you will exercise the voting rights or your relationship with the bureau de change business?

[ ]  YES [ ]  NO

If the answer is yes, please provide full details:

**8.2**   Will you participate in the management of the bureau de change business?

[ ]  YES [ ]  NO

If the answer is negative, please give full details

**8.3**   Any other information you wish to submit to the CBC

1. **Fitness and properness of the applicant**

The following questions should be answered by entering a (√) in the appropriate box.

In case the response to a question is YES, full details should be given on a separate sheet of paper and referenced to the appropriate question.

**9.1**   Has the applicant or its shareholders ever been convicted in Cyprus or abroad for an offence concerning fraud, theft, falsification of accounting transactions, or other serious offences?

[ ]  YES [ ]  NO

**9.2**   Has the applicant or its shareholders ever been convicted in Cyprus or abroad of an offence concerning payment institutions, insurance companies, banking/credit institutions or other financial services, securities or payment instruments, insolvency, consumer credit or consumer protection, money laundering, market manipulation, insider dealing or usury?

[ ]  YES [ ]  NO

**9.3**   Has the applicant or its shareholders ever been convicted in Cyprus or abroad of an offence other than those mentioned under 9 .1 and 9 .2 above?

[ ]  YES [ ]  NO

**9.4**   Is the applicant subject to any ongoing criminal investigation or proceeding in Cyprus or abroad?

[ ]  YES [ ]  NO

**9.5**   Are you aware of anyone’s intention, in Cyprus or abroad, to initiate civil proceedings, arbitration or litigation, including procedures that may lead to a Court Judgement or other adjudicating claim (ie judgement debts) against the applicant?

[ ]  YES [ ]  NO

**9.6**   Are there any adjudicating claims (including Court Judgements) against the applicant with a court order which are pending wholly or partially in Cyprus or abroad?

[ ]  YES [ ]  NO

**9.7**   Has the applicant ever, failed to fulfil adjudicating claims (including Court Judgements), in Cyprus or abroad, within one year from the date of the judgement?

[ ]  YES [ ]  NO

**9.8**   Is or had the applicant been in the past, in Cyprus or abroad, subject to bankruptcy proceedings or proceedings for the sequestration of its estate?

[ ]  YES [ ]  NO

**9.9**   Has the applicant ever been involved in a settlement arrangement or an individual voluntary arrangement or other arrangement with its creditors, in Cyprus or elsewhere?

[ ]  YES [ ]  NO

**9.10** Has any company, partnership or entity exercising or which exercised control over the applicant during their association or within three years after the cessation of such an association:

**9.10.1**   been put into liquidation, wound up, ceased operations, had a receiver or administrator appointed or entered into a ​​voluntary arrangement with its creditors ;

[ ]  YES [ ]  NO

**9.10.2** been adjudged by a court as liable for fraud, misfeasance, illegal trading or other misconduct?;

[ ]  YES [ ]  NO

**9.10.3**   been investigated or been involved in an investigation, by an inspector appointed under Companies Act or any other legislation

[ ]  YES [ ]  NO

**9.10.4**   become the subject or was involved in an investigation for alleged misconduct or abuse in connection with a commercial activity?;

[ ]  YES [ ]  NO

**9.10.5**   been convicted for carrying out regulated activities without having in prior obtained the required authorisation, or being subject to an investigation for possibly carrying out non authorised regulated activities

[ ]  YES [ ]  NO

**9.10.6**   been convicted of a criminal offence, censured, or publicly criticised, by any inquiry, by or any governmental or statutory authority (other than those mentioned above)

 YES NO

**9.11** Has the applicant’s name or the name of its connected persons ever been included in a register of doubtful debtors or in any other recognised credit register, with adverse data

[ ]  YES [ ]  NO

1. **Is there any other information relevant to this application, that one would expect you to disclose?**

[ ]  YES [ ]  NO

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| Signature:  |   |   | Signature:  |   |
|  Name and surname:  |   |   |  Name and surname:  |   |
|   Date:  |   |   |   Date:  |   |