**Third-country branch authorized as a credit institution**

**To be considered complete, the application form, dated and signed by an authorized person, must contain all the information requested in column 2 and all the documents requested in column 3.**

The form and the supporting[[1]](#footnote-1) documents, duly completed and signed, should be sent in electronic format to the Autorité de contrôle prudentiel et de résolution (ACPR) by submitting them to the Authorization Portal at the address:

https://acpr-autorisations.banque-france.fr

**Upon review of the application form, it is likely that additional documentation will be requested.**

I, the undersigned [name of the signatory of the form], in my capacity as [position and authority to sign this document][[2]](#footnote-2), certify the accuracy of the information below and undertake to inform the Autorité de Contrôle Prudentiel et de Résolution of changes to any element included in this form.

Signed [location] on [DD/MM/YYYY]

[Signature]

[NAME OF COMPANY REQUESTING AUTHORIZATION] CURRENTLY APPROVED AND SUPERVISED BY THE CREDIT INSTITUTION [COUNTRY OF THE LOCATION OF THE CREDIT INSTITUTION].

ACPR contact person:

M/MS [name]

[Functions or Title]

[email address]

[phone number]

|  |  |  |
| --- | --- | --- |
| 1. **CURRENT SITUATION OF THE THIRD-COUNTRY CREDIT INSTITUTION [Name of the third-country credit institution], APPLICANT** | | |
|  | **Information to be provided** | **Supporting documentation to be provided** |
| Current supervisor | * [Name of supervisory authority] | * Copy of the register kept by the supervisory authority |
| Date of authorization | * DD/MM/YYYY | * Application form submitted to the local national authority if the authorization was granted less than 5 years ago. |
| Business name |  |  |
| Address of the institution |  |  |
| Phone Number |  |  |
| Website |  |  |
| LEI code, if applicable | * LEI code |  |
| By-laws/instruments of incorporation |  | * Provide a copy of the updated articles of association in English or French |
| Group membership | * Group name, nationality, group supervisor | * Organisation chart |
| Current scope of authorization in the [COUNTRY OF LOCATION OF THE CREDIT INSTITUTION] | 1. Reception and transmission of orders in relation with one or more financial instruments: Yes (since DD/MM/YYYY)/No 2. Execution of orders on behalf of customers: Yes (since DD/MM/YYYY)/No 3. Dealing on own account: Yes (since DD/MM/YYYY)/No 4. Portfolio management: Yes (since DD/MM/YYYY)/No 5. Investment advice: Yes (since DD/MM/YYYY)/No 6. Underwriting of investment of financial instruments and/or placing of financial instruments on a firm commitment basis: Yes (since DD/MM/YYYY)/No 7. Placing of financial instruments without a firm commitment basis: Yes (since DD/MM/YYYY)/No 8. Operation of an MTF: Yes (since DD/MM/YYYY)/No 9. Operation of an OTF: Yes (since DD/MM/YYYY)/No |  |
| Current passporting in France | * Free provision of services: : Yes (since DD/MM/YYYY)/No * Creation: Yes (since DD/MM/YYYY)/No | 1. More detailed description below, Parts II and III |
| Other subsidiaries in France | * [Name] * [Regulatory status] * [Date Created/Authorized] * [Activity, number of employees] |  |
| Proceedings relating to financial difficulties | * Has the applicant or any of its subsidiaries ever been, or currently beeing subject to a debt moratorium, a restructuring or reorganization process affecting its creditors, including measures providing for the possibility of a suspension of payments, a suspension of enforcement measures or a reduction of claims, a winding-up, winding-up proceedings within the meaning of Article 2 of Directive 2001/24/EC of the European Parliament and of the Council of 4 April 2001 or administrative, insolvency or similar proceedings? |  |
| Revenues by country | * Please provide information on past and expected revenues by country over the previous three years and the next three years |  |
| Number of employees in France in the last three years | * [XXX] Employees - [XXX] FTE | * Breakdown of staff in France by unit and investment services over the last three years |
| Profit and loss accounts for the last three financial years | * Turnover: [XXX], Fixed operating costs: [XXX], Variable operating costs: [XXX], Operating income: [XXX], Net profit: [XXX](12/31/XX) | * Profit and loss accounts for French activities for the last three financial years |
| Conviction(s)/judicial or disciplinary sanctions | * Has the applicant credit institution or any of its subsidiaries ever been or is currently the subject of an administrative penalty, a civil or administrative judgment, an arbitral award or settlement of disputes or a judgment on the commission of a criminal offense, resulting in a finding against the applicant credit institution or its subsidiaries that has not been annulled and against which no appeal is pending, pending or likely to be lodged, other than administrative penalties imposed under Articles 65, 66 or 67 of Directive 2013 2016/36/EU and criminal convictions, against which decisions still under appeal should also be disclosed? | * Enter the name and address of the criminal or civil court or competent civil or administrative authority, the date of the event, the amount involved, the result of the proceedings and an explanation of the circumstances of the event triggering the proceedings * Attach conviction/sanction decision(s) |
| Breaches of applicable prudential regulation over the past five years | * Description of breaches of applicable prudential rules in particular in the areas of solvency, liquidity, large exposures that did not result in a conviction or a sanction against the authorized entity and an explanation of the measures put in place to prevent a reoccurrence. |
| Significant event | * Indication whether any other material event, even relating to the head office, has occured. | * See Appendix V for definition of significant events. |
| Management body in its management function (Executive Directors) | * Mr./Mrs. [full name], Executive Director and [position] (nationality: XXX, place of residence: (XXX) |  |
| Management body in its supervisory function: [body name] | * Mr./Mrs. [Full name], Chairman of (Name of governing body in its supervisory function) (nationality: XXX, place of residence: XXX, time commitment: (XXX) * Mr./Mrs. [Full name] (nationality: XXX, place of residence: (XXX) |  |
| Certificates other than free provision of/freedom of establishment in the EEA  Does the applicant, or one of its subsidiaries, hold, or have held or applied for, a license, authorization, registration or other authorization to carry out activities in the financial services sector, issued by a public authority or other entity exercising public functions in a Member State or a third country?  Please consider the following situations: ( i) the license, authorization, registration or authorization has been granted; ( ii) the application for a license, authorization, registration or authorization is pending or has been denied; ( iii) the license, authorization, registration or authorization has been revoked; ( iv) after being applied for or granted, the applicant credit institution or one of its subsidiaries has decided not to apply for, or to waive, such a license, registration or authorization; | * Name of the authorized entity; * Location of this entity; * Regulatory status; * Authority issuing the decision not to proceed with the authorization after revoking it. |  |

|  |
| --- |
| 1. **CURRENT SITUATION OF [Name of credit institution] IN CASE OF FREE PROVISION OF SERVICES IN FRANCE** |

|  |  |  |
| --- | --- | --- |
| Name | * [XXX] |  |
| Date of authorization | * DD/MM/YYYY |  |
| Staff | * [XXX] Employees - [XXX] FTE | * Staff in [country of head office] dedicated to the provision of services in France. |
| Program of operations - Banking (if applicable) | **Banking (Article L. 311-1 of the French Monetary and Financial Code)**   * Taking deposits and other repayable funds from the public * Credit and similar transactions * Payment services   **Related transactions (Article L. 311-2 of the French Monetary and Financial Code)**   * Foreign exchange operations; * Operations on gold, precious metals and coins; * Underwriting, buying, managing, custody and selling of securities and any finance products; * Wealth management advice and assistance; * Financial advice and assistance, financial engineering and, in general, all services intended to facilitate the establishment and development of companies, subject to the legislative provisions relating to the illegal pursuit of certain professions; * Leasing operations on movable assets or real property for authorized Leasing Institutions; * Payment services referred to in point II of Article L. 314-1; * Issuing and managing electronic money. |  |
| Program of operations - Investment services (if applicable) | **Investment services (Article L. 321-1 of the French monetary and financial code)**   1. The reception and transmission of orders on behalf of third parties; 2. Execution of orders on behalf of third parties; 3. Dealing on own account; 4. Portfolio management on behalf of third parties; 5. Investment advice; 6. 6-1. Underwriting and/or 6-2. Secured investment; 7. Placing of financial instruments without a firm commitment basis; 8. The operation of a multilateral trading facility within the meaning of Article L. 424-1 of the French monetary and financial code; 9. Operating an organized trading system within the meaning of Article L. 425-1 of the French monetary and financial code.   **Services related to investment services (Article L. 321-2 of the French monetary and financial code)**   * + 1. custody-account keeping of financial instruments for the account of third parties and ancillary services such as the maintenance of cash accounts corresponding to those financial instruments or the management of financial collateral, and excluding the provision of the centralized account keeping service as defined in Section A of the Annex to Regulation (EU) No 909/2014 of the European Parliament and of the Council of 23 July 2014 on the enhancement of securities settlement in the European Union and on central securities depositories;     2. Granting credits or loans to an investor to enable him to carry out a transaction involving a financial instrument or a unit mentioned in Article L. 229-7 of the Environmental Code and in which the undertaking granting the credit or loan is involved;     3. The provision of advice to undertakings on capital structure, industrial strategy and related matters and the provision of advice and services relating to mergers and the purchase of undertakings;     4. Investment research and financial analysis or any other form of general recommendation concerning transactions in financial instruments and units mentioned in Article L. 229-7 of the Environmental Code;     5. Services related to underwriting;     6. Foreign exchange services where these are related to the provision of investment services;     7. Services and activities equivalent to investment or related services, which relate to the underlying element of financial futures listed by decree, when they relate to the provision of investment or related services;     8. The credit rating service referred to in points (a) and (o) of paragraph 1 of Article 3 of Regulation (EC) No 1060/2009 of the European Parliament and of the Council of 16 September 2009 on credit rating agencies. | * Completing the investment services matrix in Annex I |
| Income statements (last three years) | * Safekeeping and administration of financial instruments on behalf of customers, including custodianship and related services such as cash/collateral management; Yes/No * UCITS and AIF depositary[[3]](#footnote-3): Yes/No * Clearing of financial instruments: Yes/No |  |
| Managers | * Mr. [full name], Executive Director and [position] (nationality: XXX, place of residence[[4]](#footnote-4): XXX, time commitment[[5]](#footnote-5): (XXX) |  |
| Management body in its supervisory function | * Chairperson Mr. [Name], [Duties] [E-mail address] [Telephone number] [Date of appointment] * Directors [Name], [Duties] [E-mail address] [Telephone number] [Date of appointment] |  |
| Risk Weighted Assets (RWA) or equivalent prudential ratio | * [XXX] Headquarters RWA * [XXX] Analytical RWA of the activity performed by the provision of free services |  |
| Back to Back | * Accounting policy framework * Amount of risk remaining in the branch after B2B by nature and amount (in terms of RWA/NBI) [XXX] |  |

|  |  |  |  |
| --- | --- | --- | --- |
| 1. **SITUATION TAKEN INTO ACCOUNT WHEN ASSESSING THE LICENSE APPLICATION AS A THIRD-COUNTRY BRANCH** | | | |
| **III.A. Information on the third-country branch to be authorized as a credit institution** | | | |
| Branch name | * [XXX] |  | |
| Address | * [XXX] |  | |
| Legal form | * [XXX] | * Registration Certification in the register designated by the law of the Member State concerned in accordance with Article 3 of Council Directive 68/151/EEC of 9 March 1968; * Date of registration | |
| Website | * Does the applicant plan to have or have a website? Yes / No |  | |
| End date of the applicant’s accounting year | * [XXX] |  | |
| Location | * Explain how the choice of locatisation of offices is related to the entity’s business structure, program of operations and geographical distribution of operations. |  | |
| Contacts (possibly more than one) | * M [Name], [Functions] [email address] [phone number] |  | |
| The professional association to which the branch will be affiliated | * [XXX] |  | |
| Significance threshold | * Will the entity's total assets or consolidated balance sheet exceed EUR 5 billion? Yes / No |  | |
| **III.B. Shareholding of the third-country branch** | | | |
| Allocation of own funds and identification of shareholders (Article L. 511-10 of the French monetary and financial code) | *Shareholders natural persons:*   * Mr./Mrs. [full name of shareholder] (nationality: XXX, place of residence: (XXX): [XXX % shareholding and voting rights]   *Shareholders legal persons:*   * [Name of legal entity]: [participation in % of capital and voting rights] * Company registered with XXX, whose head office is located XXX, supervised by XXX / unsupervised and owned XXX% by XXX   *The shareholder is a trust:*   * Trustee name (identify all trustees who will manage the assets); * Income distribution; Beneficial owner/lessee name (Identify each beneficiary and trust settlors); * Description of the main legal features of the trust concerned and its functioning   *The shareholder is a sovereign wealth fund:*   * Name of the public body responsible for setting the investment policy of the fund; * Details of the investment policy and any restrictions on investment; * The names and positions of the persons responsible for making investment decisions for the fund; * Details of any influence exercised by the designated department or department on the day-to-day operations of the fund and the target undertaking.   *The shareholder is a private equity fund, hedge fund or collective investment undertaking:*   * Identify the unit-holders who control the collective investment undertaking or who have a holding that enables them to prevent the collective investment undertaking from taking decisions; * Details of the investment policy and any restrictions on investment; * Detailed description of the anti-money laundering procedures and legal framework applicable to it; * Name and function of the persons responsible, individually or in committee, for setting and making investment decisions for the collective investment undertaking, and a copy of any management mandate or, where applicable, the mandate of the committee | | For any shareholder (i) who holds more than 10% of the capital or voting rights directly or indirectly, or (ii) who is one of the 20 largest shareholders:   * Consolidated financial and corporate statements for the last three certified years * Completed "Shareholder - legal or natural person" form   http://acpr.banque-france.fr/agrements-et-autorizations/procedures-secteur-banque/tous-les-formulaires.html   * Completed form above also for persons who effectively direct the business of the shareholder   All supporting documents requested in the form must also be provided.   * If the shareholder is a trust: provide a copy of any documents that establish or govern the trust * A description of the decision-making framework for investment decisions, together with details on investment oversight, the factors that inform investment decisions regarding the applicant and the factors that would trigger changes in the exit strategy of the shareholder. If applicable, provide the supporting documentation. |
| Information on the interests and relationships of shareholders, legal entities, trusts, sovereign wealth funds, private equity funds; hedge funds or collective investment undertakings. | * Have any of the legal persons or entities listed in the left-hand column, any person who effectively directs their business, any undertaking under their control and any shareholder who exercises significant influence over the applicant legal person been the subject of a criminal conviction or proceedings where the person or undertaking has been convicted and not prosecuted? * Any of the legal persons or entities referred to in the left-hand column, any person effectively managing its business, any company under its control and any shareholder having significant influence over the legal person or entity have been subject to any civil or administrative decision regarding matters relevant to the assessment or licensing process, where the person or undertaking has been convicted of a breach of law or regulation and administrative sanctions or measures have been imposed as a result of a breach of law (including removal as a director), against which no appeal is pending or cannot be filed? * Have any of the legal persons or entities listed in the left-hand column, any person who effectively directs their business, any company under their control and any shareholder who exercises significant influence over the legal person or entity been the subject of bankruptcy, insolvency or similar proceedings? * Is any of the legal persons or entities listed in the left-hand column, any person who effectively directs their business, any company under their control and any shareholder who exercises significant influence over the legal person or entity under investigation? * Is any of the legal persons or entities listed in the left-hand column, any person who effectively directs their business, any company under their control and any shareholder who exercises significant influence over the legal person or entity, the subject of civil or administrative investigations, enforcement proceedings, sanctions or other enforcement decisions against the person or undertaking in respect of any matter that can reasonably be considered to relate to the authorization or sound and prudent management of a credit institution? * Have any of the legal persons or entities listed in the left-hand column, any person who effectively directs their business, any company under their control and any shareholder who exercises significant influence over the legal person or entity been refused registration, authorization, membership or license to carry out a commercial or professional activity? * Has any of the legal persons or entities listed in the left-hand column, any person who effectively directs their business, any company under their control, and any shareholder who exercises significant influence over the legal person or entity been the subject of a withdrawal, revocation or termination of registration, authorization, membership or license to carry out a commercial or professional activity? * Have any of the legal persons or entities listed in the left-hand column, any person who effectively directs their business, any company under their control and any shareholder who exercises significant influence over the legal person or entity been expelled by a regulatory or government body or by a trade body or association? * Was any of the legal persons or entities referred to in the left-hand column, any person effectively directing its business, any company under its control, and any shareholder having significant influence over the legal person or entity, in any position of responsibility with any entity subject to a criminal conviction, civil or administrative sanction, or any other civil or administrative measure for evaluation or authorization by an authority, or any ongoing investigation, in each case of misconduct, including fraud, corruption, money laundering, financing of terrorism or other financial crimes, or the absence of adequate policies and procedures to prevent such events at the time the alleged conduct was committed? * Has any of the legal persons or entities listed in the left-hand column, any person who effectively directs their business, any company under their control, and any shareholder who exercises significant influence over the legal person or entity been fired or placed in a position of trust, revoked a fiduciary relationship, or similar situation? * Have any of the persons listed in the left-hand column ever been or are currently regulated by a competent authority in the financial services sector or other public authority ? | | * For all shareholders listed above and persons who effectively direct their business, please provide, where applicable, equivalent documents or certificates regarding previous administrative, administrative and administrative proceedings and disciplinary actions as well as enforcement proceedings, sanctions, enforcement decisions and a declaration of honor regarding ongoing investigations |

|  |  |  |
| --- | --- | --- |
| **III.C. Program of operations of the third-country branch** | | |
| **IV.C.1. Banking (if applicable)** | | |
| Banking and related transactions Yes (since DD/MM/YYYY) / No | **Banking (Article L. 311-1 of the French Monetary and Financial Code)**   * Taking deposits and other repayable funds from the public * Credit and similar transactions * Banking payment services   **Related transactions (Article L. 311-2 of the French Monetary and Financial Code)**   * Foreign exchange operations; * Operations in gold, precious metals and coins; * Underwriting, buying, managing, custody and selling of securities and any finance products; * Wealth management advice and assistance; * Financial management advice and assistance, financial engineering and, in general, all services intended to facilitate the establishment and development of undertakings, subject to the legislative provisions relating to the illegal pursuit of certain professions; * Operating leases of movable or immovable property for institutions authorized to finance leases; * Payment services mentioned in part II of Article L. 314-1 of the French Monetary and Financial Code; * Issuing and managing electronic money. | * Memory (approximately 4 pages) according to the attached template describing:   1. the different activities that will be performed and which activities will be performed within back to back or intra-group operations in order to transfer the risk to another entity (explaining: what is the rationale for this approach, which resources will be allocated to the management of counterparty credit risk and which material risks will be transferred if that counterparty defaults, and which residual risks (identified) - see below on registration aspects,   2. the investment services required for each of those activities; and   3. the target customers and the markets in which the company intends to operate for each of those activities;   4. more generally, include all necessary information on the planned activities and structural organization (e.g. geographical distribution of activities, initial and ongoing viability, target market, customer segmentation, products, services and distribution channels, potential business and regulatory risk factors, overall strategy)? |
| **IV.C.2. Investment services** | | |
| Investment and related services (if applicable) Yes (since DD/MM/YYYY) / No | **Investment services (Article L. 321-1 of the French Monetary and Financial Code)**   1. The reception and transmission of orders on behalf of third parties; 2. Execution of orders on behalf of third parties; 3. Dealing on own account; 4. Portfolio management on behalf of third parties; 5. Investment advice; 6. 6-1. Underwriting and/or 6-2. Secured investment; 7. Placing of financial instruments without a firm commitment basis; 8. The operation of a multilateral trading facility within the meaning of Article L. 424-1 of the French Monetary and Financial Code; 9. Operating an organized trading system within the meaning of Article L. 425-1 of the French Monetary and Financial Code.   **Services related to investment services (Article L. 321-2 of the French Monetary and Financial Code)**   1. custody-account keeping of financial instruments for the account of third parties and ancillary services such as the maintenance of cash accounts corresponding to those financial instruments or the management of financial collateral, and excluding the provision of the centralized account keeping service as defined in Section A of the Annex to Regulation (EU) No 909/2014 of the European Parliament and of the Council of 23 July 2014 on improving securities settlement in the European Union and on central securities depositories; 2. Granting credits or loans to an investor to enable him to carry out a transaction involving a financial instrument or a unit mentioned in Article L. 229-7 of the Environmental Code and in which the undertaking granting the credit or loan is involved; 3. Provision of advice to undertakings on capital structure, industrial strategy and related matters and the provision of advice and services relating to mergers and the purchase of undertakings; 4. Investment research and financial analysis or any other form of general recommendation concerning transactions in financial instruments and units mentioned in Article L. 229-7 of the Environmental Code; 5. Services related to underwriting; 6. Foreign exchange services where these are related to the provision of investment services; 7. Services and activities equivalent to investment services or related services, relating to the underlying item of financial futures listed by decree, where they relate to the provision of investment or related services; 8. The credit rating service referred to in points (a) and (o) of paragraph 1 of Article 3 of Regulation (EC) No 1060/2009 of the European Parliament and of the Council of 16 September 2009 on credit rating agencies. | * Completing the investment services matrix in Annex I |
| Outsourcing investment services | * Planned legal framework: [dual hatting dual allocation arrangements/secondment/outsourcing of the investment service] * Related volumes and earnings over the reporting period, by investment service; * A description of the actual organization by investment activity/service, as well as the related order transmission, cash flow circulation and associated control framework; * Proportion of non-EEA staff services in terms of P&L. | * Provide legal analysis supporting the chosen legal framework in case of provision of investment services by non-EEA staff; * Provide draft outsourcing arrangements involving non-EEA staff; * Describe the specific additional control measures applied in the latter case; * Justify that the branch remains ultimately responsible for the investment service provided |
| Accounting policy | * Policy for accounting for investment services provided locally by the branch; * the accounting policy for outsourced investment services (cf. above (remote booking, back-to-back, shared coverage, etc.); * Associated hedging policies in each case. | * In the event that the branch intends to carry out back-to-back or intragroup operations to transfer the risk to another group entity, what is the justification for this approach? * State in each case the proportion of back-to-back (volumes and amounts in terms of P&L and RWA before and after stacking), clearly indicating what the residual risks are. * Demonstrate that sufficient resources will be mobilized to fully manage counterparty credit risk and any material risk that will be transferred in the event of default of that counterparty; |
| Data reporting services | * Operating an APA; * Operating a CTP; * Operating an ARM | * Enter the date of registration; * Provide notification by the relevant regulatory authority. |
| Customer funds or securities | * Yes/No * If yes: funds or securities collateralized with [Name of the institution in which the funds/securities are safeguarded]. Date or expected date of signature of the safeguard agreement: DD/MM/YYYY (Please note that the authorization will only become final after the agreement has been signed) | * Signature or proposed safeguard agreement. |
| **III.C.3. Resources allocated to the operation and activities of the third-country branch** | | |
| Planned staff | * XXX (31/12/N, including the Executive Directors under Article L. 532-2 of the French Monetary and Financial Code) * XXX (31/12/N+1, including the Executive Directors under Article L. 532-2 of the French Monetary and Financial Code) * XXX (31/12/N+2, including the Executive Directors under Article L. 532-2 of the French Monetary and Financial Code), if available * XXX (31/12/N+3, including the Executive Directors under Article L. 532-2 of the French Monetary and Financial Code), if available | * Breakdown of staff in France by unit and investment service; |
| Organisation chart | * Provide the operational organization of the branch. | * Describe the interaction between different functions in the branch; * Describe the human, technical and legal resources allocated to the various planned activities (e.g. IT, business, legal, internal control and compliance functions) |
| Treasury | * The branch's cash will be invested in low-risk, short-term investment vehicles or cash balances: Yes/No (if no, the branch will have to request the "Dealing on own account" investment service). |  |
| Membership of a deposit guarantee or securities guarantee scheme officially recognized in the Member State by the branch | * Yes / No |  |
| Will the branch enter into an institutional protection scheme within the meaning of Article 113(7) of CRR? | * Yes / No |  |

|  |  |  |
| --- | --- | --- |
| **III.D. Intermediate parent undertaking** | | |
| *European intermediate parent undertaking* (IPU) | * Name of the entity consolidating the prudential situation of the branch, legal form, membership of the IPU group, country of incorporation; * The scope of prudential consolidation of the IPU; * Regulatory status of the UPI (financial holding company/credit institution?); * Expected rating of IPU as negotiated with credit rating agencies |  |
| Governance of the IPU if it is located in France | Directors   * Mr. [Full name], Chairman of (Name of governing body in its supervisory function) (nationality: XXX, place of residence: XXX, time commitment: (XXX)   Identification of the management body   * Mr. [Full name], Chairman of (Name of governing body in its supervisory function) (nationality: XXX, place of residence: XXX, time commitment: (XXX) * Mr. [Full name] (nationality: XXX, place of residence: XXX, time commitment: (XXX) | * Justify IPU's independence of governance from that of its shareholders; * Justify sufficient time commitment of managers |

|  |  |  |
| --- | --- | --- |
| **III.E. Headquarters** | | |
| Place of establishment of the head office (Article L. 511-13 of the French monetary and financial code) | * [Location] | * K-bis extract |
| Letter of Undertaking | * Letter signed by the head office's legal representative | * Complete Annex II |
| **III.F. Governance** | | |
| Name of the branch (Article L. 511-8-1 of the French monetary and financial code) | * [XXX] | * If the branch's name leads to the conclusion that the branch may provide services other than those for which the branch is authorized, or may create some confusion with regard to the services actually offered, provide the ACPR with a mandatory legal indication justifying the name of the company (this indication must appear on all marketing and commercial documents) |
| Procedural rules of the branch | * Provide current and project procedural rules | * Provide a memo explaining the changes; In particular, reflect on changes made to ensure that * The same conditions shall apply to the Board of Directors, the Supervisory Board or any other body performing equivalent supervisory functions, as well as to the General Meeting of Shareholders, the head office body to which the branch in France belongs. * The head office shall undertake to respect and apply all requirements in terms of organization and internal control, remuneration policies and practices, risk policies and, where appropriate, specialized committees, for its branch within the territory of the French Republic, including the Principality of Monaco; * An appropriate information exchange process shall be established and effectively implemented between the supervisory board of the branch and the executive managers in accordance with Articles L. 511-55 to L. 511-103 of the French Monetary and Financial Code. |
| Specific requirements for the head office body that will perform equivalent supervisory functions to a board of directors, i.e. "branch supervisory body" [Name of body] | **Specific requirements laid down in Articles L. 511-55 to L. 511-70 of the French monetary and financial code - Organization and internal controls, especially as regards the following obligations:**   * The branch's supervisory body shall review the governance framework established by Article L. 511-55 of the French monetary and financial code, periodically assess its effectiveness and follow up, in this case, on the measures taken to correct and correct potential failures[[6]](#footnote-6)/defects; * The supervisory body of the branch shall approve and regularly review the strategies and policies associated with the undertaking, management, monitoring and mitigation of the risks to which the branch is or might be exposed, including risks arising from the economic outlook[[7]](#footnote-7); * The branch's supervisory body shall dedicate sufficient time to performing its duties under Articles L 511-60 and L 511-62 of the French monetary and financial code[[8]](#footnote-8); * The supervisory body of the branch shall ensure that, where the person responsible for the risk management function is not an executive director of the branch or the head office, his or her hierarchical positioning is sufficiently high to enable him or her to perform his or her role independently[[9]](#footnote-9); * The supervisory body of the branch shall ensure that the person in charge of the risk management function cannot be removed without the prior consent of the supervisory body of the branch[[10]](#footnote-10); * The supervisory body of the branch shall ensure that the person responsible for the risk management function is able to report directly to the supervisory body of the branch without referring to the executive directors of the branch where the risks that may or may effectively affect the situation of the branch[[11]](#footnote-11) change; * The supervisory body of the branch shall monitor the publication and communication process and the quality and reliability of information to be published and communicated by the branch[[12]](#footnote-12);   **Specific requirements under Articles L511-71 to L511-88 of the French monetary and financial code - Remuneration policy and practices, in particular with regard to the following obligations:**   * The supervisory body of the branch shall adopt and regularly review the general principles of the remuneration policy applicable to the branch and shall monitor its implementation[[13]](#footnote-13); * The supervisory body of the branch shall ensure that the remuneration policy is effectively implemented with regard to the remuneration of the executive directors, the risk-taking functions, the persons in charge of the control of the functions and any other persons remunerated on the same basis as the first persons in the branch; * The supervisory body of the branch shall adopt and regularly review the general principles of the remuneration policy applicable to the branch and shall monitor its implementation[[14]](#footnote-14); * The branch's supervisory body consults the ordinary general meeting each year on the global remuneration envelope paid during the year to the persons mentioned in Article L511-71 of the French monetary and financial code[[15]](#footnote-15); * The supervisory body of the branch shall ensure that the remuneration policy is internally reviewed at least annually and independently at the central level, to ensure that the remuneration policy and associated procedures adopted at the branch level are effectively applied[[16]](#footnote-16); * The supervisory body of the branch shall ensure that the branch remuneration policy differentiates, on the basis of clear criteria, between fixed basic remuneration and variable remuneration components[[17]](#footnote-17);   **Specific requirements laid down in Articles L511-89 to L511-102 of the French monetary and financial code - ”specialized committees”, in particular with regard to the following obligation:**   * The supervisory body of the branch shall determine the risk strategy of the branch and its current and future[[18]](#footnote-18) risk appetite. | * Note justifying that the supervisory body of the branch will comply with these requirements. |
| Identification of executive officers (Article L. 511-13 of the French monetary and financial code) | * Mr. [full name], Executive Director and [position] (nationality: XXX, place of residence[[19]](#footnote-19): XXX, time commitment[[20]](#footnote-20): (XXX) | If the executive officers are the same as those appointed as such in the current branch (free establishment) and there has been no change in their situation since taking up their duties:   * Statement that no material changes have been made since the approval of those persons as the effective managers of the branch.   In other cases:   * "Executives" form[[21]](#footnote-21) to be completed by each of the directors and countersigned by the controlling shareholder. * All supporting documents requested in the form must be provided. * If any of the directors has been subjected to, or is the subject of, judicial or disciplinary proceedings, an additional memorandum is required. Minimum information to be displayed in this note:   1. The phase of the proceedings (investigation, prosecution, conviction, appeal);   2. The likely penalty in the event of conviction or the penalty imposed;   3. the personal involvement of the appointee, in particular with regard to non-personal or corporate offenses;   4. Duration since the alleged or acknowledged wrongdoing;   5. Appointee's behavior since the offense;   6. any professional knowledge demonstrated by the appointee;   7. Other mitigating or aggravating circumstances;   8. the assessment of the facts by the appointee and the supervised entity;   9. The supervised entity explicitly analyzes past and ongoing proceedings, confirms its confidence in the appointee and puts its reputational risk into perspective. |
| Specific requirements to be met by executive heads for the head office body that will exercise equivalent supervisory functions to a board of directors with respect to its French agency | **Specific requirements for senior management, as defined in Articles L511-55 to L511-70 of the French monetary and financial code- Organization and internal control, including the following requirements:**   * The executive directors shall provide the branch's supervisory body with all the information necessary to examine the governance framework established by Article L. 511-55 of the French Monetary and Financial Code, periodically assess its effectiveness and monitor, where appropriate, the measures taken to correct and correct potential failures[[22]](#footnote-22)/defects; * The executive directors shall provide the supervisory body of the branch with all information necessary to approve and regularly review the strategies and policies associated with the undertaking, the direction, monitoring and mitigation of the risks to which the branch is or might be exposed, including risks arising from the economic outlook[[23]](#footnote-23); * Executive directors shall provide the supervisory body of the branch with all information on material risks, risk management policies and changes thereto, and all other information that enables the supervisory body of the branch to approve and regularly review the strategies and policies associated with the undertaking, the direction, monitoring and mitigation of the risks to which the branch is or might be exposed, including risks arising from the economic outlook[[24]](#footnote-24); * The Executive Directors shall commit sufficient time to performing their duties with regard to Articles L511-60 and L511-62 of the French Financial and Monetary Code[[25]](#footnote-25); * Executive directors shall implement supervisory arrangements to ensure the prudent and effective management of the branch, in particular with regard to the separation of functions within the branch organization and the prevention of conflicts of interest[[26]](#footnote-26).   **Specific requirements for senior management, as defined in Articles L. 511-71 to L. 511-88 of the French monetary and financial code- Remuneration policy and practices, including the following obligation:**   * Executive directors shall provide the supervisory body of the branch with the information necessary to adopt and regularly review the general principles of the remuneration policy applicable to the branch and to monitor its implementation[[27]](#footnote-27).   **Specific requirements for the specialized committees referred to in Articles L511-89 to L511-102 of the French monetary and financial code, and in particular the following obligation:**   * Specific obligation to be performed by executive directors vis-à-vis the body of the director acting as general meeting of shareholders, in which the executive directors draw up an annual report containing information on the branch[[28]](#footnote-28)'s remuneration policy and practices. | * Statement justifying compliance by the branch's effective management with the requirements laid down in Articles L511-55 to L511-102 of the French monetary and financial code, particularly those mentioned in the second columns. |
| Derogation from the rule that, in principle, the Chair of the Supervisory Board cannot be an executive director (Article L. 511-58 of the French monetary and financial code) | * Yes / No | * If so, a note justifying the exemption request and an official letter requesting the exemption |
| Regulated agreements to be authorized ex ante by the supervisory board of the branch (excluding contracts concluded for day-to-day operations at arm’s length)  - Article L. 511-39 of the French Monetary and Financial Code and Articles L. 225-38 to L. 225-43 of the Code de commerce | The executive directors of the branch shall communicate to the supervisory body of the branch all of the following arrangements before concluding:   * contracts concluded directly or indirectly between the head office and the executive directors of the agency; * any contract in which the executive directors of the branch have a direct interest; * Any contract between the head office and a company in which the executive directors are owners, partners with unlimited liability, members of the supervisory board or members of the management body | * Provide an executive summary explaining the rationale for the approval of these agreements. |
| Identification of specialized committees (Article L511-89 of the French Monetary and Financial Code: branches exceeding the significance level justify the existence of a risk committee and a remuneration committee) | **Composition of the Risk Committee:**  Composition M [Full name, mandates/functions performed within the group indicating the entities in which these mandates/functions are performed], Chairman of the Risk Committee, M/Ms [Full name, mandates/functions performed within the group indicating the entities in which these mandates/functions are performed], M/Ms [Full name, mandates/functions performed within the group indicating the entities in which these mandates/functions are performed].  **Composition of the Remunerations Committee:**  Composition M [Full name, mandates/functions performed within the Group indicating the entities in which these mandates/functions are performed], Chairman of the Remuneration Committee, M/Ms [Full name, mandates/functions performed within the Group indicating the entities in which these mandates/functions are performed], M/Ms [Full name, mandates/functions performed within the Group indicating the entities in which these mandates/functions are performed],  **Composition of the nomination committee:**  Composition M[Full name, mandates/functions performed within the Group indicating the entities in which these mandates/functions are performed], Chairman of the Appointments Committee, M/Ms [Full name, mandates/functions performed within the Group indicating the entities in which these mandates/functions are performed], M/Ms [Full name, mandates/functions performed within the Group indicating the entities in which these mandates/functions are performed]. | Provide curriculum vitae of committee members.  Memo:   * Justify the independence criteria set out in Article L. 511-90 of the French monetary and financial code: those committees shall be composed of persons independent of those who effectively direct the business of the branch, as guaranteed by the conditions under which they have been appointed and the conditions under which they are compensated; * Justify other requirements defined in Article L. 511-90 of the French monetary and financial code (in particular, these persons shall justify a level of competence and knowledge appropriate to the performance of the tasks assigned to the committee in which they participate. They are subject to professional secrecy, etc.). |
| Specific requirements for specialized committees (Articles L511-89 to L511-102 of the French monetary and financial code) | **Requirements specific to the risk committee provided for in Articles 511-92 to L511-97 of the French monetary and financial code, and in particular the following requirements:**   * The risk committee shall provide the supervisory body of the branch with all information necessary to set the branch's risk strategy and its current and future[[29]](#footnote-29) risk appetite; * The Risk Committee monitors the implementation of this strategy by the executive heads and the head of the risk management function[[30]](#footnote-30); * Where the prices of products and services offered to customers do not adequately reflect the risks incurred, the Risk Committee shall inform the supervisory body of the branch of the situation and present it with an action plan including remedial measures[[31]](#footnote-31).   **Specific requirements for the remuneration committee as defined in Article L.511-102 of the French monetary and financial code, including the following requirements:**   * The remuneration committee shall carry out the functions entrusted to it under Article L. 511-102 of the French Monetary and Financial Code (in particular: prepares decisions taken by the supervisory body of thebranch regarding compensation, in particular those affecting the risk level and risk management of the branch, and annually reviews the branch remuneration policy, etc[[32]](#footnote-32). * The remuneration committee shall provide the supervisory body of the branch with the necessary remuneration-related information, in particular where this has an impact on the risk profile and risk management of the branch[[33]](#footnote-33); * The remuneration committee shall review on an annual basis the principles underlying the branch's remuneration policy, the remuneration policy applicable to the employees of the branch managing UCITS, AIFs referred to in Article L 511-102 of the French Monetary and Financial Code, the executive directors, risk-taking functions, the heads of control functions and any other person remunerated on the same basis; [[34]](#footnote-34) * The remuneration committee directly controls the remuneration of the person in charge of the risk management function mentioned in Article L. 511-64 of the French Monetary and Financial Code, and in this case, of the person in charge of the compliance function[[35]](#footnote-35); * The remuneration committee may be assisted by internal control teams or third party experts. It shall report regularly to the supervisory body of the branch[[36]](#footnote-36). | Memo comprising:   * Roles and responsibilities of the risk and remuneration committees; * the justification for the compliance of the Risk Committee with the conditions laid down in Articles L. 511-92 to L. 511-97 of the French monetary and financial code, in particular with regard to the requirements mentioned in the second column; * Justification for the compliance of the remuneration committee with the conditions laid down in Articles L. 511-102 of the French monetary and financial code, in particular with regard to the requirements mentioned in the second column. |
| Code of Ethics for members of the management body in its supervisory function (head office) | * Has the head office finalized a code of ethics for the members of the management body in its supervisory function covering fit and proper matters, transparency, multiple mandates, time commitment, disclosure and management of conflicts of interest, collective competence, etc.: Yes / No, this document will be finalized by [date of finalization of this document - at the latest within one year] | * Draft or final code of ethics for members of the management body in its supervisory function |

|  |  |  |
| --- | --- | --- |
| **III.G. Internal control** | | |
| Permanent control of risk Key function holder (KFH) | * Mr. [Full name] (nationality: XXX, place of residence: XXX, time commitment: (XXX) * Outsourcing of ongoing risk control monitoring:   Yes, the permanent risk control is carried out by [company name], which provides a team of [XXX] people who will devote at least [XXX FTE / hours] per year to the performance of this assignment. Finalization and signature of the outsourcing agreement by [date of finalization of this document - no later than three months after approval]  No, dedicated X team. | * Identity document, curriculum vitae, criminal record of the place where the person has lived for the last three years, list of other functions and/or mandates held by that person, declaration of existing or potential conflicts of interest. * If this person has already been approved by another authority for other equivalent tasks, provide a copy of that authority's letter of approval. * If this person has been the subject of judicial/disciplinary proceedings, an additional memo is required (see "Executive Directors" above) * Organisation chart showing the reporting lines of the different key function holders * Outsourcing arrangement to be submitted when it is/will be finalized. |
| Internal control by key function holders | * Mr. [Full name] (nationality: XXX, place of residence: XXX, time commitment: (XXX) * Outsourcing the performance of second-level permanent controls:   Yes, the second level of ongoing control is supported by [Company Name], which provides a team of [XXX] people who will allocate at least [XXX FTE / hours] per year for the performance of this engagement. Finalization and signature of the outsourcing agreement by [date of finalization of this document - no later than three months after approval]  No, dedicated X team | * Identity document, curriculum vitae, criminal record of the place where the person has lived for the last three years, list of other functions and/or mandates held by that person, declaration of existing or potential conflicts of interest. * If this person has already been approved by another authority for other equivalent tasks, provide a copy of that authority's letter of approval. * If this person has been the subject of judicial/disciplinary proceedings, an additional memo is required (see "Executive Directors" above) * Organisation chart showing the reporting lines of the different heads of key functions * Outsourcing arrangement to be submitted when it is/will be finalized. |
| Periodic review by key function holders | * Mr. [Full name] (nationality: XXX, place of residence: XXX, time commitment: (XXX) * Outsourcing of periodic control:   Yes, periodic control is supported by [company name], which provides a team of [XXX] people who will devote at least [XXX FTE/hour] per year to the performance of this assignment. A full review of all posts will be completed in [XXX] years. Finalization and signature of the outsourcing agreement by [date of finalization of this document - no later than three months after approval]  No, dedicated X team. A full review of all posts will be completed in [XXX] years. | * Identity document, curriculum vitae, extract from the criminal record of the places where this person has lived during the last three years, list of other functions and/or mandates held, declaration of existing or potential conflicts of interest. * If this person has already been approved by another authority for other equivalent tasks, provide a copy of that other authority's letter of approval. * If this person has been the subject of judicial/disciplinary proceedings, an additional memo is required (see "Executive Directors" above) * Organisation chart showing the reporting lines of the different heads of key functions * Outsourcing arrangement to be submitted when it is/will be finalized. |
| Compliance by key function holders (Arrêté du 3 novembre 2014 on internal control) | * Mr. [Full name] (nationality: XXX, place of residence: XXX, time commitment: (XXX)   Outsourcing of these tasks:  *Compliance:*  Yes, compliance is ensured by [Company Name], which provides a team of [XXX] who will dedicate at least [XXX FTE/hour] per year to performing this engagement. Finalization and signature of the outsourcing agreement by [date of finalization of this document - no later than three months after approval]  No, dedicated X team | * Identity document, curriculum vitae, extract from the criminal record of the places where this person has lived during the last three years, list of other functions and/or mandates held, declaration of existing or potential conflicts of interest. * If this person has already been approved by another authority for other equivalent tasks, provide a copy of that other authority's letter of approval. * If this person has been the subject of judicial/disciplinary proceedings, an additional memo is required (see "Executive Directors" above) * Organisation chart showing the reporting lines of the different key function holders * Outsourcing agreement(s) to be submitted when finalized. |
| *Investment Services Compliance Officer (RCSI*) | * Mr. [Full name] (nationality: XXX, place of residence: XXX, time commitment: (XXX) |  |
| IT control infrastructure | * Anyone in France specifically in charge of IT infrastructure control? No/Yes, Mr./Mrs. [Full name] (nationality: XXX, place of residence: XXX, time commitment: XXX); * description of the it infrastructure, including the systems used or to be used, hosting arrangements, organization of the IT function, IT strategy | * *curriculum vitae* of that person |
| Regulatory reporting | * Reporting to Mr. [Full name] (workplace: XXX, relating to: Mr. [Full name], [position])   Outsourcing:  Yes, the preparation and presentation of the regulatory statements is supported by [Company Name], which provides a team of [XXX] who will devote at least [XXX FTE / hours] per year to the performance of this assignment. Finalization and signature of the outsourcing agreement by [date of finalization of this document - no later than three months after approval]  No, dedicated X team. | * Final outsourcing project/agreement |
| Risk assessment/risk mapping | * Document on the activities of the French entity [finalized in its entirety / in preparation with finalization on [date of finalization of this document - no later than three months after approval]] | * Final risk assessment to be submitted once finalized |
| Management process for conflicts of interest of employees, managers and members of the management body in its supervisory function | * Document applicable to employees, managers and members of the management body in its supervisory function of the French entity [finalized/in process of finalization with finalization on [date of finalization of this document - at the latest within three months following approval]] | * Handling of conflicts of interest to be submitted once finalized. |
| Business Continuity Plan | * Document on the activities of the French entity [finalized in its entirety / in preparation with finalization on [date of finalization of this document - no later than three months after approval]] | * Business continuity plan to be submitted once finalized |
| Overview of policies and procedures | Provide an overview of the following policies and procedures:   * whistleblowing policy, conflict of interest policy, complaints-handling policy, market abuse policy, diversity of management body policy, remuneration policy, product governance policy, business continuity plan and policy, systems and policies for assessing and managing money laundering and terrorist financing risks; * Liquidity risk management policy; * Financing concentration and diversification policy; * Collateral management policy; * Deposit policy; * Credit and lending policy; * Concentration risk policy; * Provisioning policy; * Dividend distribution policy; * Trading book policy? * Process for preparing a recovery plan as defined in Article 2(1)(32) of Directive 2014/59/EU |  |
| Outsourcing arrangement | * Outsourcing of second-level permanent controls * Outsourcing of periodic controls * Outsourcing risk management * Outsourcing of AML/CTF controls | * Provide a description of the schemas of the outsourced functions * Justify the ability of the third-country branch to remain the person responsible for the outsourced control functions |
| **III.H. Compliance with prudential rules** | | |
| Capital (Article L. 511-11 of the French Monetary and Financial Code) | * Capital endowment: XX Euros at the time of authorization | * Certificate of deposit with a banking institution. * WARNING: The completion of the capital increase and the submission of the legal documents justifying that measure are necessary for the authorization to be effective. |
| Working with Internal Models | * Yes/No | * If yes:  1. Type of model used (market, credit, etc.); 2. Letter of agreement from a supervisory authority validating the use of this template(s) for the purpose of calculating regulatory capital requirements; 3. General description of the model (governance, institutional approval process, etc.); 4. Planned scope and interrelation with the existing scope (in particular on covered finance); 5. Back-testing elements (methodology, results), as approved by the management body in its supervisory function. |

|  |  |  |
| --- | --- | --- |
| Stressed central scenarios |  | * Include a forecast balance sheet and a full three-year income statement (one year if data are not available) and a document with calculation of the prudential ratios mentioned below (solvency ratio, etc.); * The expected results (financial and supervisory) should be established at branch and IPU level; |
| Profit and loss accounts | * Total turnover: [XXX], Fixed operating costs: [XXX], Variable operating costs: [XXX], Operating income: [XXX], Net profit: [XXX] (N) * Total turnover: [XXX], Fixed operating costs: [XXX], Variable operating costs: [XXX], Operating income: [XXX], Net profit: [XXX] (N + 1) * Total turnover: [XXX], Fixed operating costs: [XXX], Variable operating costs: [XXX], Operating income: [XXX], Net profit: [XXX] (N + 2) * Total turnover: [XXX], Fixed operating costs: [XXX], Variable operating costs: [XXX], Operating income: [XXX], Net profit: [XXX] (N + 3) | * Indicate the percentage of turnover and net profit that will be achieved in France and the percentage of turnover and net profit that will be achieved in other countries. * Provide general information on the undertaking and the planned structural organization: geographical distribution of activities, initial and ongoing viability, target market, customer segmentation, products, services and distribution channels, likely business and regulatory risk factors. |
| Balance sheet total | * Euros XX (12/31/N) * Euros XX (12/31/N + 1) * Euros XX (12/31/N + 2) * Euros XX (12/31/N + 3) |  |
| Prudential requirements: solvency requirements | Sum of credit, market and operational risks:   * XXX = XXX, XXX and XXX (12/31/N) * XXX = XXX, XXX (12/31/N + 1) * XXX = XXX, XXX (12/31/N + 2) * XXX = XXX, XXX and XXX (12/31/N + 3)   Own funds   * XX euro at the time of authorization * XX EUR (31/12/N) at the time of authorization * Euros XX (12/31/N + 1) * Euros XX (12/31/N + 2) * Euros XX (12/31/N + 3)   CET1 ratio and solvency ratio:   * XXX and XXX (12/31/N) * XXX and XXX (12/31/N + 1) * XXX and XXX (12/31/N + 2) * XXX and XXX (12/31/N + 3) |  |
| Prudential requirements: liquidity requirements (if any) | LCR:   * XXX (12/31/N) * XXX (12/31/N+1) * XXX (12/31/N+2) * XXX (12/31/N+3)   NSFR:   * XXX (12/31/N) * XXX (12/31/N+1) * XXX (12/31/N+2) * XXX (12/31/N+3)   Refinancing policy   * [Description of refinancing sources and their percentage in the blended refinancing] |  |
| Prudential requirements: leverage ratio (if any) | * XXX (12/31/N) * XXX (12/31/N + 1) * XXX (12/31/N + 2) * XXX (31/12/N + 3) |  |
| Prudential requirements: large exposures (if any) | * Is there a risk of client concentration? Yes [Description] / No * If the intragroup exposure exemption is to be applied on the basis of the Order of 23 December 2013, the type of intragroup exposures shall be specified | * Statement of case showing that the conditions for the waiver are met. |
| Request for exemptions from prudential requirements (Article L. 511-41-II of the French Monetary and Financial Code) | * Yes / No * Scope: Solvency/liquidity requirements/leverage ratio/large exposures | * Provide an official letter requesting such waivers, specifying the scope of the exemption requested (partial or total), the applicable legal basis and the corresponding commitment of the head office (i) that it will itself supervise the operations of the branch in France in accordance with the regulatory framework applicable in its country and under the supervision of the competent authority in that country (Article L511-4-II, 2° 2) and monetary code), (ii) to confirm that it will ensure that its branch in France has sufficient resources to cover its commitments, in particular to meet its liquidity requirements in the short term (Article L.511-41-II, French Monetary and Financial Code) and (iii) to inform the ACPR of any developments that enable the ACPR to ensure that the required conditions remain fulfilled on a permanent basis (Article L. 511-41-II, point 4 of the French Monetary and Financial Code). |
| Regulatory reporting | * Explanation: the entity is adequately prepared for the regulatory reporting requirements that would apply to it if it were licensed as a credit institution. |  |
| Reporting at parent | * Escalation reporting lines to parent company * Description of reporting functional lines at the parent company |  |

|  |  |
| --- | --- |
| 1. **Obligations of the third-country branch in relation to customers and business practices** | |
| **V.A. Retail banking product governance policy in line with EBA Guidelines/GL/2015/18 on product governance and oversight arrangements for retail banking products** | |
| 1. Existence of a product governance policy |  |
| 1. Cartridge or paragraph identifying regulatory provisions that the policy declines |  |
| 1. Setting a frequency for policy reviews |  |
| 1. Definition of comitology in which the process is part (Guideline 2) |  |
| 1. Incorporation of the policy in the internal control and/or compliance framework (Guideline 2) |  |
| 1. Definition of a product governance process (Guideline 1) |  |
| 1. Method of defining a target market (Guideline 3) |  |
| 1. Process for approving new products and initiating product testing (Guidelines 1 and 4) |  |
| 1. Definition of a process for monitoring products during their life cycle (Guideline 5) |  |
| 1. Consideration in the governance process of the possibility to identify remedial actions, if challenges are identified (Guideline 6) |  |
| 1. Definition of a framework process organizing the selection and facilitation of distribution channels and the means of information exchange between distributors and product designers (guidelines 7, 8, 9, 10, 11 and 12) |  |
| 1. Mention of the possibility of outsourcing all or part of the process and references to the outsourcing policies and the framework organizing this |  |
| **V.B. Consumer protection policy** | |
| 1. Existence of a policy describing how the applicant will protect the consumer |  |
| 1. Cartridge or paragraph identifying the regulatory framework that the policy sets down |  |
| 1. Integration of the policy into the internal control and/or compliance framework |  |
| 1. Description of the process for regular training of employees in consumer protection |  |
| **V.C. Complaints handling policy** | |
| 1. Existence of a policy describing complaints handling |  |
| 1. Cartridge or paragraph identifying the regulatory framework that the policy sets down |  |
| 1. A reminder on how to access complaint-handling and mediation facilities 2. Description of the complaints-handling process. It should include the following steps:    1. Receipt of complaint    2. The assessment of the complaint    3. The reply to the complaint within two months of the first written expression of dissatisfaction |  |
| 1. The procedures for taking corrective action based on the malfunctions identified through the complaints |  |

|  |  |
| --- | --- |
| 1. **Obligations in the field of combating money laundering and the financing of terrorism applicable to third-country branches (Articles L. 561-2 et seq. of the French monetary and financial code)** | |
| **VI.A. Organization and internal control** | |
| 1. The names of those responsible for (i) the AML/CTF system mentioned in Article L. 561-32 of the French Monetary and Financial Code, (ii) permanent control, (iii) periodic control as well as the TRACFIN reporting agent(s) and/or correspondent(s). | Provide AML/CTF manager's CV |
| 1. Specify the number of employees assigned to these missions in terms of FTE. |  |
| 1. Indicate the existence of a permanent control plan, a periodic control plan and the procedures for following up on the findings and recommendations resulting from the periodic control. |  |
| 1. Specify the existence of an AML/CTF training plan. |  |
| 1. Indicate whether the branch’s AML/CTF/asset freeze obligations are entrusted to third parties (including the head office CA to which the branch belongs) and specify each of these obligations (e.g.: customer identity verification, periodic control, alert processing, etc.). |  |
| **VI.B. Classification of risks** | |
| Does the risk classification consider:   1. The particular risks of the institution? 2. The 5 axes mentioned in Article L. 561-4-1 of the French Monetary and Financial Code? | Provide Risk Classification |
| **VI.C. Identification, verification of identity and customer due diligence** | |
| 1. Do the internal procedures provide, before entering into a business relationship or carrying out occasional transactions, for the collection of the information and identity documents necessary to identify/verify the identity of the customer and, where applicable, the person acting on his behalf, in accordance with Articles L. 561-5, R. 561-5 to R. 561-5-4, R. 561-10 of the French monetary and financial code? | Provide procedures |
| 1. When identifying and verifying the identity of beneficial owners, do the procedures comply with the requirements of Article R. 561-7 of the French monetary and financial code, which in principle require mandatory consultation of the beneficial ownership register? | Provide procedures |
| 1. Do the procedures require information on knowledge of the business relationship to be collected on a risk-based approach, in accordance with Article L. 561-5-1 of the French monetary and financial code? | Provide procedures |
| 1. What is/is the evidence collected, on a risk-based approach, from knowledge of the business relationship? | Provide procedures |
| How often is information relating to knowledge of the business relationship updated, depending on the customer’s risk profile? | Provide procedures |
| **VI.D. Additional due diligence, including on politically exposed persons** | |
| Describe how the institution complies with the requirements set out in Article L. 561-10 of the French monetary and financial code. |  |
| **VI.E. Enhanced reviews** | |
| Indicate the criteria and scenarios for triggering an enhanced due diligence exercise within the meaning of Article L. 561-10-2 of the French monetary and financial code, and taking into account the specificity of the branch's activity. |  |
| **VI.F. Reporting obligations** | |
| * + 1. Describe how the institution complies with its reporting obligations, pursuant to Article L. 561-15 of the French monetary and financial code. |  |
| **VI.G. Asset freeze** | |
| 1. Describe the organization of the system implemented to comply with the asset freeze requirements and the ban on making funds and economic resources available provided for in Chapter II of Title VI of Book V of the French monetary and financial code (presentation of the detection system, method used to deal with alerts, number of FTEs dedicated to this task, etc.) | Provide procedures |
| 1. Specify the scope of filtering, its frequency and the lists of frozen persons/entities used. |  |
| 1. Specify the setting of the automated detection device used, in particular in terms of orthographic reconciliation between lists of frozen persons/entities and information contained in the branch information systems. |  |
| 1. Describe the operational arrangements for implementing (and lifting) an asset freeze measure? |  |
| 1. Do the procedures specify:  * The information to be provided to the customer whose assets have been frozen? * The procedures for reporting the implementation of a freezing measure within the meaning of Article R. 562-3 of the French Monetary and Financial Code? * Implementation of the lifting of the freezing measure? |  |
| **VI.H. Custody obligations** | |
| 1. Do the procedures provide for at least five years after the end of the business relationship to be retained for customer identification, verification and knowledge, in accordance with Article L. 561-12 of the French monetary and financial code? |  |
| 1. Do the procedures provide for at least five years after the date of the transaction to be retained for records relating to transactions, in accordance with Article L. 561-12 of the French monetary and financial code? |  |

**ANNEX I**

**Activities - Investment services**

|  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | | **Financial instruments processed** | | | | | | | | | | |
| C1 - Securities | C2 - Money market instruments | C3 - Mutual funds shares | C4 - Financial contracts with financial underlying settled physically or in cash(\*) | C5 - Cash-settled commodity financial contracts  (\*) | C6 - physically settled commodity financial contracts  (\*) | C7 - physically settled commodity financial contracts other than C6  (\*) | C8 - Derivatives for credit risk transfer  (\*) | C9 - Financial contracts for differences | C10 - Financial contracts with intangible underlying assets or other than those listed in items C4 to C9 | C11 - Emissions allowances |
| **Investment services provided** | 1 - Reception and transmission of orders on behalf of third parties |  |  |  |  |  |  |  |  |  |  |  |
| 2 - Execution of orders on behalf of third parties |  |  |  |  |  |  |  |  |  |  |  |
| 3 - Dealing on own account |  |  |  |  |  |  |  |  |  |  |  |
| 4 - Portfolio management on behalf of third parties |  |  |  |  |  |  |  |  |  |  |  |
| 5 - Investment advice |  |  |  |  |  |  |  |  |  |  |  |
| 6A - Underwriting |  |  |  |  |  |  |  |  |  |  |  |
| 6B - guaranteed Investment |  |  |  |  |  |  |  |  |  |  |  |
| 7 - Unsecured Investment |  |  |  |  |  |  |  |  |  |  |  |
| 8 - Operation of a multilateral trading facility |  |  |  |  |  |  |  |  |  |  |  |
|  | 9 - Operation of an organized trading facility |  |  |  |  |  |  |  |  |  |  |  |

(\*) Financial futures

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| Will the firm join the investor guarantee fund? | Yes |  | No |  |

**Activities - Services related to investment services**

|  |  |  |
| --- | --- | --- |
| **Related services provided** | Custody account keeping of financial instruments for the account of third parties and ancillary services such as the maintenance of cash accounts corresponding to those financial instruments or the management of financial collateral |  |
| Granting credits or loans to an investor to enable him to carry out a transaction involving a financial instrument or a unit mentioned in Article L. 229-7 of the Environmental Code and in which the undertaking granting the credit or loan is involved |  |
| The provision of advice to undertakings on capital structure, industrial strategy and related matters and the provision of advice and services relating to mergers and the purchase of undertakings |  |
| Investment research and financial analysis or any other form of general recommendation concerning transactions in financial instruments and units mentioned in Article L. 229-7 of the Environmental Code |  |
| Services related to underwriting |  |
| Foreign exchange services where these are related to the provision of investment services |  |
| Services and activities which qualify as investment or related services, relating to the underlying item of financial futures, where they relate to the provision of investment or related services |  |
| The credit rating service |  |

**Activities - Other Services**

|  |  |  |
| --- | --- | --- |
| **Other services provided** | Data reporting services |  |
| Clearing service |  |
| The index administration service |  |

**ANNEX II**

**LETTER OF COMMITMENT**

[Group logo]

[City name, country of group headquarters],

on [date]

**LETTER OF COMMITMENT FOR A FOREIGN CREDIT INSTITUTION**

**ON MANDATORY GOVERNANCE REQUIREMENTS FOR A BRANCH**

**IN THE FRENCH REPUBLIC**

[Name of the foreign credit institution], represented by [the full name of the legal representative or of the person authorized to represent the financial institution], undertakes to ensure that the requirements laid down in Title III, Chapter III, Section 8, of Book V of the French Monetary and Financial Code are applied to its branch in the territory of the French Republic, including the Principality of Monaco, and to apply the same requirements to the Board of Directors, the Supervisory Board, or any other body exercising equivalent supervisory functions, and the General Meeting of Shareholders.

Thus, the abovementioned credit institution undertakes to comply with and apply all the requirements, as regards organization and internal control, remuneration policies and practices, risk policies and, where appropriate, specialized committees, for its branch within the territory of the French Republic, including the Principality of Monaco.

The specific arrangements for implementing this commitment are set out in the Annex

The credit institution has also committed to ensure that all requirements regarding the management body, as set out in Regulation (EU) No 575/2013 of the European Parliament and of the Council of 26 June 2013, are applied to its branch in France, either within the credit institution or within this branch.

[Date]

[Signature]

[Full name of the legal representative or person authorized to represent the credit institution]

**ANNEX III**

**ACTIVITIES MEMO**

**I. Presentation of the proposed activity**

To be mentioned:

* the different activities to be carried out, specifying in particular the transactions backed by or registered abroad in the accounts of the French entity,
* the banking/payment/investment services required for each of these activities;
* the target customers for each of these activities,
* the markets in which the company will be active for each of these activities.

**II. Human and technical resources and subcontracting**

To be mentioned:

* the current workforce in France by activity or support function,
* additional staff to be provided after authorization by supporting activity or function,
* financing all core services and functions that will be outsourced (e.g. periodic control, compliance, risk control, market intelligence, AML/CTF, cash management, IT systems, etc.) and the specific means made available by the counterparty for each of the services or functions in question (in terms of FTE).

**III. Business Forecast**

It will be necessary to show the evolution of (a) turnover by country and investment services, (b) expenditure and (c) profit and loss by country for the last three financial years (in the case of an existing activity) and the following three years (or only one year if the information is not available).

**IV. Prudential requirements**

Presentation of the risk management strategy (market risk, interest rate risk, counterparty risk, etc.) and capital adequacy, monitoring and management of prudential ratios (solvency, liquidity, leverage, etc.) and, where appropriate, justification of exemption requests provided for by the regulations.

**Annex IV**

**Significant event**

"significant event" means each of the following:

(i) where the applicant credit institution or one of its subsidiaries has already been the subject of a declaration of a moratorium on any indebtedness, a restructuring or reorganization process affecting its creditors, including measures including the possibility of a suspension of payments, a suspension of enforcement measures or a reduction of claims, a winding-up, winding-up proceedings within the meaning of Article 2 of Directive 2001/24/EC of the European Parliament and of the Council of 4 April 2001, the administration or any other insolvency proceedings or analogous proceedings;

(ii) if the applicant credit institution or one of its subsidiaries has already been the subject of an administrative penalty, a civil or administrative judgment, an arbitration or other arbitral award for the settlement of disputes or a judgment relating to the commission of a criminal offense, resulting in a determination in each case against the applicant credit institution or one of its subsidiaries that has not been put on hold and against which no appeal is pending or may not be brought or brought (except in the case of administrative penalties, except administrative penalties, in accordance with Article 65), 66 or 67 of Directive 2012 13/36/EU and criminal convictions, for which information must also be provided for decisions still subject to appeal), including in particular:

* any unsatisfied judgment or award made;
* agreements concluded with a legal or natural person, having regard to the monetary conditions of the agreements or the circumstances in which they were concluded, in an area concerning the financial services sector;
* any criminal conviction or civil or administrative penalty or any other civil or administrative measure taken by an authority in relation to fraud, dishonesty, corruption, money laundering, financing of terrorism or other financial crimes, or failure to have in place adequate policies and procedures to prevent such events;
* any criminal conviction or civil or administrative penalty or any other civil or administrative measure taken by an authority in the financial services sector;
* any criminal conviction, civil or administrative penalty or other civil or administrative measure for failure to comply with laws or regulatory requirements concerning the financial services sector or consumer protection;
* any other formal complaint lodged against it by its customers or former customers and resolved in the complainant’s favor by a non-judicial third party; and
* any criminal conviction, civil or administrative penalty or other civil or administrative measure for engaging in an unauthorized regulated activity;
* any criminal conviction, civil or administrative penalty or other civil or administrative measure for engaging in an unauthorized regulated activity;

(iii) whether the applicant credit institution or one of its subsidiaries is, at the date of application, involved in any proceedings or criminal, civil or administrative inquiry or any other event referred to in points (i) and (ii).

1. The Authority shall make further requests for additional information or clarification *(Article R.532-3 IV of the French Monetary and Financial Code)* [↑](#footnote-ref-1)
2. Provide a document establishing the legitimacy of the representation, if applicable (example: power of attorney). [↑](#footnote-ref-2)
3. If "Yes", "Yes" will also be indicated for the custody account holding activity "Custody of custody account" [↑](#footnote-ref-3)
4. If the place of residence is not in the immediate vicinity of the supervised entity’s head office, justification should be provided (e.g.: frequency of travel, frequency of meetings/contacts/conference calls with local team, processes/reports/surveillance in place, possibility to resettle immediately in case of emergency, ...). [↑](#footnote-ref-4)
5. If the time allocated is less than 100 %, the justifications are necessary to demonstrate that sufficient time is devoted to the post (the full list of professional professions, whatever form they take, is published, with a description of each of them - activity and commitment - responsibilities in the function, time devoted each year or per month to the function and number of meetings per year, duration of directorships, etc.). [↑](#footnote-ref-5)
6. Article L. 511-59 of the French Monetary and Financial Code [↑](#footnote-ref-6)
7. Article L 511-60 of the French Monetary and Financial Code [↑](#footnote-ref-7)
8. Article L. 511-63 of the French Monetary and Financial Code [↑](#footnote-ref-8)
9. Article L. 511-64 of the French Monetary and Financial Code [↑](#footnote-ref-9)
10. Article L. 511-65 of the French Monetary and Financial Code [↑](#footnote-ref-10)
11. Article L. 511-66 of the French Monetary and Financial Code [↑](#footnote-ref-11)
12. Article L. 511-69 of the French Monetary and Financial Code [↑](#footnote-ref-12)
13. Article L. 511-71 of the French Monetary and Financial Code [↑](#footnote-ref-13)
14. Article L. 511-72 of the French Monetary and Financial Code [↑](#footnote-ref-14)
15. Article L. 511-73 of the French Monetary and Financial Code [↑](#footnote-ref-15)
16. Article L. 511-74 of the French Monetary and Financial Code [↑](#footnote-ref-16)
17. Article L. 511-76 of the French Monetary and Financial Code [↑](#footnote-ref-17)
18. Article L. 511-93 of the French Monetary and Financial Code [↑](#footnote-ref-18)
19. If the place of residence is not in the immediate vicinity of the supervised entity’s head office, justification should be provided (e.g.: frequency of travel, frequency of meetings/contacts/conference calls with local team, processes/reports/surveillance in place, possibility to resettle immediately in case of emergency, ...). [↑](#footnote-ref-19)
20. If the time allocated is less than 100 %, the justifications are necessary to demonstrate that sufficient time is devoted to the post (the full list of professional professions, whatever form they take, is published, with a description of each of them - activity and commitment - responsibilities in the function, time devoted each year or per month to the function and number of meetings per year, duration of directorships, etc.). [↑](#footnote-ref-20)
21. https://acpr.banque-france.fr/agrements-et-autorizations/procedures-secteur-banque/tous-les-formulaires.html [↑](#footnote-ref-21)
22. Article L. 511-59 of the French Monetary and Financial Code [↑](#footnote-ref-22)
23. Article L 511-60 of the French Monetary and Financial Code [↑](#footnote-ref-23)
24. Article L 511-62 of the French Monetary and Financial Code [↑](#footnote-ref-24)
25. Article L. 511-63 of the French Monetary and Financial Code [↑](#footnote-ref-25)
26. Article L. 511-67 of the French Monetary and Financial Code [↑](#footnote-ref-26)
27. Article L. 511-72 of the French Monetary and Financial Code [↑](#footnote-ref-27)
28. Article L. 511-102.II of the French Monetary and Financial Code [↑](#footnote-ref-28)
29. Article L511-93 of the French monetary and financial code [↑](#footnote-ref-29)
30. Article L511-93 of the French monetary and financial code [↑](#footnote-ref-30)
31. Article L511-94 of the French monetary and financial code [↑](#footnote-ref-31)
32. Article L511-102 of the French monetary and financial code [↑](#footnote-ref-32)
33. Article L511-102 of the French monetary and financial code [↑](#footnote-ref-33)
34. Article L511-102 of the French monetary and financial code [↑](#footnote-ref-34)
35. Article L511-102 of the French monetary and financial code [↑](#footnote-ref-35)
36. Article L511-102 of the French monetary and financial code [↑](#footnote-ref-36)