FORMULAIRE AMF

## Declaration form for significant shareholders as part of the examination of an application for registration or optional licensing of a digital-asset service provider

## **This form is to be filled in:[[1]](#footnote-2)**

* **for the digital-asset service providers referred to in Article L. 54-10-2 1° to 4° of the French Monetary and Financial Code which apply for registration with the *Autorité des Marchés Financiers* (hereinafter, the "AMF");**
* **for service providers providing as a regular business one or more of the digital-asset services referred to in Article L. 54-10-2 of the French Monetary and Financial Code which apply for an optional licensing to the AMF;**

**by any natural person who (i) owns, directly or indirectly, more than 25% of the service provider’s share capital or voting rights, or who (ii) exercises, by any other means, a power of control over said service provider within the meaning of Article L. 233-3 I 3° and 4° of the French Commercial Code (hereinafter for each person, the « person concerned » or the «significant shareholder »).**

**Objective of the form and notice**

The information to be provided in this form will enable the AMF to make an evaluation of the suitability of the concerned person in question, in light of the criteria of integrity[[2]](#footnote-3), competences[[3]](#footnote-4), experience and availability laid down by French regulations.[[4]](#footnote-5)

The replies to the form should be accompanied by all explanations, which could shed light on the AMF's assessment. It is essential that all the sections be filled in, where applicable by indicating "not applicable". **The examination times provided for by the French Monetary and Financial Code will start to run after receiving a complete application.**

The indication, intentionally or through negligence, of inaccurate, incomplete or false information, entails exposure to sanctions and could possibly call into question the AMF's decision.

In addition to the information specified in this form, the person concerned by the present declaration is required to reveal to the AMF any item of information, which in its opinion, could have a major impact on the evaluation conducted by the AMF.

**What documentation should be attached to the form?**

The form should be accompanied by the following documents:

* A dated and signed copy of the present form;
* A scanned version of a **currently valid** identity document of the significant shareholder (natural person

Shareholder or beneficial owner);

* An extract of “K-bis” certificate of the significant shareholder (when a legal person) (or an equivalent according to the foreign law, translated, as appropriate, to French or English language);
* The articles of association (*statuts)* of the significant shareholder (when a legal person) (or an equivalent according to the foreign law, translated, as appropriate, to French or English language);
* The up-to-date curriculum vitae[[5]](#footnote-6) of the natural person shareholder or beneficial owner;
* A criminal record certificate for the person concerned[[6]](#footnote-7) or the beneficial owner ;
* For persons who have not been residents in France for at least the past three years[[7]](#footnote-8), an attestation taking the place of a criminal record certificate[[8]](#footnote-9), issued by the competent authority of the country in which the concerned person resides or resided previously, containing the name of the signatory authority and of the country concerned. If this attestation is not available in French or English, it shall be accompanied by a sworn translation in French or English;
* The declaration of non-conviction relating to Article L. 500-1 of the French Monetary and Financial Code included in the present form[[9]](#footnote-10);

**The form and the accompanying documents should be sent in an electronic version to the *Autorité des Marchés Financiers* at the address: psan@amf-france.org**

Declaration by the significant shareholder\*

I, the undersigned (first name and family name of the significant shareholder),

As a significant shareholder or beneficial owner of (name of the firm for which the application for registration or authorisation is submitted)

1-hereby confirm that, the information provided in the present form, to my best knowledge, is accurate and complete;

2- undertake to inform the *Autorité des Marchés Financiers* immediately of any significant\*\* change concerning the information contained in present declaration;

3- authorize the *Autorité des Marchés Financiers* to carry out all the searches for information that it may consider necessary in order to identify and verify the information that it considers important to conduct the evaluation to be performed in accordance with the regulations in force;

4- confirm that I am aware of the responsibilities conferred by the applicable regulation of the function of significant shareholder for which a positive evaluation is sought, and confirm my intention to always comply with said responsibilities;

5- declare that I have not been subjected to the injunctions provided for in Article L. 500-1 of the French Monetary and Financial Code\*\*\*;

6- attest that, as a significant shareholder or beneficial owner, I have necessary knowledge and expertise to perform my duties so as to be able to understand the main risks to which the firm is exposed, and to fulfil the requirements that are applicable to it by virtue of Chapters I and II of Title VI, Book V, of the French Monetary and Financial Code (anti-money laundering and terrorist financing and freezing of assets).

Date:

Signature:

*\*This declaration shall be provided by any natural person who (i) owns, directly or indirectly, more than 25% of the service provider’s share capital or voting rights, or who (ii) exercises, by any other means, a power of control over said service provider within the meaning of Article L. 233-3 I 3° and 4° of the French Commercial Code.*

*\*\*A significant change encompasses all modifications that affect the compliance of the firm with obligations mentioned at the 2° of article L.54-10-3 (in case of application for a registration),and the L.54-10-5 IV and VI (in case of application for an authorisation) of the French Monetary and Financial Code, and all changes related to the firm or any significant shareholder or all events that would call into question the previous assessment regarding their integrity ;*

*\*\*\* Not required when the registration is submitted by an organization mentioned under 1° to 7° of article L.561-2 of the French Monetary and Financial Code or by a provider of services mentioned in 1 ° and 2 ° of Article L. 54-10-2 of the French Monetary and Financial Code registered or incorporated in another Member State of the European Union or party to the agreement on the European Economic Area, except if the latter one provides any of the services mentioned in 3° and 4° of Article L. 54-10-2 of the French Monetary and Financial Code*.*.*

*.*

# 1. IDENTIFICATION AND THE POSITION OF THE SIGNIFICANT SHAREHOLDER

|  |  |  |
| --- | --- | --- |
| a) | Information related to the natural person significant shareholder**[[10]](#footnote-11)** | |
|  | Name | |
|  | Civility : |  |
|  | Family name |  |
|  | Usual name : |  |
|  | First name: |  |
|  | Other first names : |  |
|  | Current place of residence |  |
|  | Address : |  |
|  | City : |  |
|  | Country : |  |
|  | The amount of the ownership of the significant shareholder in the capital or the voting rights of the firm for which the application for registration/optional licensing is submitted | |
|  | Detail the amount of the direct and indirect ownership : |  |
|  | The significant shareholder who exercises by any means (other than direct or indirect ownership more than 25% of the capital or the voting rights of the firm for which the application for registration or optional licensing is submitted) a power of control on the firms under the 3° et 4° of I of article L. 233-3 of the French commercial code | ☐ YES  ☐ NO |
|  | If YES please specify by which means this power is exercised : | |
|  |  | |
| b) Information related to the legal entity significant shareholder**[[11]](#footnote-12)** | | |
|  | Name |  |
|  | Company name : |  |
|  | Place of incorporation : |  |
|  | City : |  |
|  | Country : |  |
|  | The amount of the ownership of the significant shareholder in the capital or the voting rights of the firm for which the application for registration/optional licensing is submitted | |
|  | Detail the amount of the direct or indirect ownership : |  |
|  | The significant shareholder exercises, by any means (other than direct or indirect ownership more than 25% of the capital or the voting rights of the firm for which the application for registration or optional licensing is submitted), a power of control on the firms under the 3° et 4° of I of article L. 233-3 of the French commercial code | ☐ YES  ☐ NO |
|  | If YES please specify by which means this power is exercised : | |
|  |  | |
|  | Functions fulfilled of the natural person, who legally represents the legal person shareholder (or carrying out similar duties in the legal person shareholder) | |
|  | Please tick all the boxes concerned by the position which describe the tasks entrusted to the person within the legal person shareholder: | ☐ President  ☐ Executive manager  ☐ Deputy executive manager  ☐ Manager of a company  ☐ Other equivalent function – Please detail the function : …………………………………………… |
|  | Please identify the person within the legal entity significant shareholder legally representing the shareholder (or carrying out similar duties in the legal person shareholder) | |
|  | Name | |
|  | Civility : |  |
|  | Family name : |  |
|  | Usual name : |  |
|  | First name : |  |
|  | Other first names : |  |
|  | Current place of residence | |
|  | Address : |  |
|  | City : |  |
|  | Country : |  |

# 2. INTEGRITY OF THE SIGNIFICANT SHAREHOLDER\*

**The questions of this section are intended for all natural persons who (i) own, directly or indirectly, more than 25% of the firm’s share capital or voting rights, or who (ii) exercise, by any other means, a power of control over said firm, for which the application for registration or optional licensing is submitted, within the meaning of Article L. 233-3 I 3° and 4° of the French Commercial Code.**

\* The declarations set out in the present section are not required in case of registration when such a registration is submitted by an organisation mentioned under 1° to 7 of the article L.561-2 of the French Monetary and Financial Code or by a provider of services mentioned in 1 ° and 2 ° of Article L. 54-10-2 of the French Monetary and Financial Code registered or incorporated in another Member State of the European Union or party to the agreement on the European Economic Area, except if the latter one provides any of the services mentioned in 3° and 4° of Article L. 54-10-2 of the French Monetary and Financial Code.

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| a) | Have you (or the firm of which you are a significant shareholder or beneficial owner) undergone a positive assessment (integrity) by a supervisory authority other than the AMF, in France or abroad? | | | | | ☐ YES  ☐ NO |
|  | If YES, please give precise details below : | | | | | |
|  | Concerned competent Authority | Concerned Firm/person | Concerned sector | Date of start | Date of end | Date of assessment |
|  |  |  |  |  |  |  |
| b) | Have you (or the firm of which you are a significant shareholder or beneficial owner) already been refused a registration, authorisation, affiliation or granting of a licence required to perform commercial or professional activities, or undergone any confiscation, revocation or cancellation of a registration, authorisation, affiliation or licence, or any expulsion by a public authority or by a professional association? Are such proceedings in progress? | | | | | ☐ YES  ☐ NO |
|  | If YES, please give precise details below: | | | | | |
|  |  | | | | | |
| c) | Have you (or the firm of which you are a significant shareholder or beneficial owner) already been convicted, including convictions on appeal, within the framework of criminal proceedings, or else civil or administrative proceedings (having impacted your integrity or significantly impacted your financial situation)? | | | | | ☐ YES  ☐ NO |
|  | If YES, please give precise details below, particularly concerning the nature of the charges, the time that has elapsed since the conviction, the sentence pronounced, the behaviour of the person concerned since the events in question, any explanation of a professional nature, any other attenuating circumstance and any other aggravating factor: | | | | | |
|  |  | | | | | |
| d) | Are criminal proceedings or civil or administrative proceedings in progress concerning you (or the firm of which you are a significant shareholder or beneficial owner) (including any official notification of an enquiry or accusation)? | | | | | ☐ YES  ☐ NO |
|  | If YES, please give precise details below, particularly concerning the nature of the charges, the time that has elapsed since the presumed reprehensible deed, the likely fine/sentence in the event of conviction, the stage of the proceedings, any other attenuating circumstance and any other aggravating factor: | | | | | |
|  |  | | | | | |
| e) | Have disciplinary measures already been taken against or are they pending concerning you (or the firm of which you are a significant shareholder or beneficial owner) (including revocation as a member of the management body of a company, dismissal for professional misconduct, disqualification from management, etc.)? | | | | | ☐ YES  ☐ NO |
|  | If YES, please give precise details below: | | | | | |
|  |  | | | | | |
| f) | Have you (or the firm of which you are a significant shareholder or beneficial owner) been or are you currently subjected to bankruptcy or insolvency proceedings (court-ordered receivership or liquidation measures) or similar proceedings? | | | | | ☐ YES  ☐ NO |
|  | If YES, please give precise details below (indicating whether the bankruptcy or insolvency was submitted or not): | | | | | |
|  |  | | | | | |
| g) | Have you (or the firm of which you are a significant shareholder or beneficial owner) ever been sanctioned by public authorities or professional organisations? Are immediately enforceable enquiries or proceedings in progress or have they already been undertaken against you (or the firm of which you are a significant shareholder or beneficial owner)? | | | | | ☐ YES  ☐ NO |
|  | In particular, have you (or the firm of which you are a significant shareholder or beneficial owner) been subjected to a measure of suspension, exclusion or a sanction by a professional organisation in France or abroad, or a sanction imposed by a central body? | | | | | ☐ YES  ☐ NO |
|  | If YES, please give precise details below: | | | | | |
|  |  | | | | | |

# 3. KNOWLEDGE AND COMPETENCIES OF THE SIGNIFICANT SHAREHOLDER[[12]](#footnote-13)

|  |  |  |  |
| --- | --- | --- | --- |
| a) | Does the curriculum vitae of you sent to the AMF contains all relevant information you consider appropriate in consideration of the licensing applied for ? | | ☐ YES  ☐ NO |
|  | If NOT, please give precise details below: | | |
|  |  | | |
| b) | Required fields of general experience | Evaluation (significant, moderately significant, relatively insignificant, not significant) notably in light of the length of the acquired experience, and the size and complexity of the firm in which that experience was acquired | |
|  | a) ) What is your level of knowledge and experience to understand the main risks to which the firm (for which the application for registration or optional licensing is submitted) is exposed ? |  | |
| b) What is the level of your knowledge and experience to understand the requirements applicable to the firm (for which the application for registration or optional licensing is submitted) by virtue of Chapters I and II of Title VI, Book V of the French Monetary and Financial Code (anti-money laundering and combating the financing of terrorism and freezing of assets) |  | |

# 4. COMPLEMENTARY INFORMATION AND ANNEXES

|  |  |
| --- | --- |
| a) | All the following scanned documents are required (make sure that the documents required are complete by ticking the documents listed below): |
|  | ☐ Form dated and signed by the person concerned  ☐ Currently valid identity card or passport of the person concerned  ☐ Up-to-date CV (if required)  ☐ An extract of “K-bis” certificate of the shareholder (where appropriate) (or an equivalent according to the foreign law, translated, as appropriate, to French or English language)  ☐ The articles of association (statuts) of the shareholder (where appropriate) (or an equivalent according to the foreign law, translated, as appropriate, to French or English language)  ☐ A criminal record certificate for the person concerned (if required)  ☐ For those persons who have not been residents in France for at least the past three years[[13]](#footnote-14): attestation taking the place of a criminal record certificate, issued by the competent authority of the country in which the concerned person resides or resided previously (if required)  ☐ Declaration of non-conviction (Article L. 500-1 of the French Monetary and Financial Code) included in the present form (if required) |
|  | Comments: |
| b) | Any other information considered useful by the person concerned or the firm for which the application for registration or optional licensing is submitted, for the purpose of evaluation, should be added here |
|  |  |

# INFORMATIONS ON PERSONAL DATA

The information on personal data gathered in this form is processed by the AMF. This information is necessary to make an evaluation of the suitability of the person in question, in light of the criteria of integrity, competence, knowledge, and availability laid down by French regulations.

This is are intended for the AMF and the *Autorité de Contrôle Prudentiel et de Résolution* (ACPR), within the framework of the investigation by these authorities of applications for registration or optional licensing.

In accordance with Regulation (EU) No. 2016/679 of 27 April 2016 on personal data protection, the AMF limits personal data collection solely to the information necessary for an evaluation of the person concerned.

Pursuant to Regulation (EU) No. 2016/679 of 27 April 2016 and Act No. 78-17 of 6 January 1978, individuals shall have a right to access and, where applicable, rectify, erase, object to or limit the processing of personal data concerning them. This right may be exercised by posted letter to the following address: AMF - *Délégué à la protection des données* - 17 place de la Bourse, 75002 Paris; and by email to: accesdopers@amf-france.org. You can also submit a complaint to the French data protection agency CNIL concerning the processing of your data.

1. The *Word* format is recommended for the form. [↑](#footnote-ref-2)
2. Note that under Article D. 54-10-2 of the Monetary and Financial Code when registration is submitted by an organization mentioned in 1 ° to 7 ° of Article L. 561-2 of the French Monetary and Financial Code, the requirements in terms of good repute of the significant shareholders are deemed to be met. [↑](#footnote-ref-3)
3. Note that under Article 54-10-3 of the French Monetary and Financial Code, for the providers of services mentioned in 1 ° and 2 ° of Article L. 54-10-2 of the French Monetary and Financial Code registered or incorporated in another Member State of the European Union or party to the Agreement on the European Economic Area in application of Article 47 of Directive (EU) 2015/849 of the European Parliament and of the Council of 20 May 2015 on for the prevention of the use of the financial system for the purposes of money laundering or terrorist financing, the requirements in terms of good repute and competence of significant shareholders are deemed to be met. However, these service providers will have to comply with these requirements if they also perform any of the services mentioned in 3° and 4 ° of Article L. 54-10-2 of the French Monetary and Financial Code [↑](#footnote-ref-4)
4. For registration: Articles L.54-10-3 1°, D 54-10-2 of the French Monetary and Financial Code and §1.2.1 of the AMF Instruction DOC-2019-23.

   For optional licensing (services 5)  Articles L.54-10-5 VI and D 54-10-6 II (and D.54-10-2) of the French Monetary and Financial Code and the AMF Instruction AMF-DOC-2019-23. [↑](#footnote-ref-5)
5. Not required for the providers of services mentioned in 1 ° and 2 ° of Article L. 54-10-2 of the French Monetary and Financial Code registered or incorporated in another Member State of the European Union or party to the agreement on the European Economic Area in application of Article 47 of Directive (EU) 2015/849 of the European Parliament and of the Council of 20 May 2015 on the prevention of the use of the financial system for the purposes of money laundering or financing of the terrorism. However, these service providers will have to comply with this requirement if they also perform any of the services mentioned in 3° and 4 ° of the French Monetary and Financial Code. [↑](#footnote-ref-6)
6. Not required when the registration is submitted by an organization mentioned under 1° to 7° of article L.561-2 of the French Monetary and Financial Code or by a provider of services mentioned in 1 ° and 2 ° of Article L. 54-10-2 of the French Monetary and Financial Code registered or incorporated in another Member State of the European Union or party to the agreement on the European Economic Area, except if the latter one provides any of the services mentioned in 3° and 4° of Article L. 54-10-2 of the French Monetary and Financial Code.. [↑](#footnote-ref-7)
7. This requirement is cumulative with the request of a criminal record for French citizens living abroad. [↑](#footnote-ref-8)
8. Not required when the registration is submitted by an organization mentioned under 1° to 7° of article L.561-2 of the French Monetary and Financial Code or by a provider of services mentioned in 1 ° and 2 ° of Article L. 54-10-2 of the French Monetary and Financial Code registered or incorporated in another Member State of the European Union or party to the agreement on the European Economic Area, except if the latter one provides any of the services mentioned in 3° and 4° of Article L. 54-10-2 of the French Monetary and Financial Code.. [↑](#footnote-ref-9)
9. Not required when the registration is submitted for by an organization mentioned under 1° to 7° of article L.561-2 of the French Monetary and Financial Code or by a provider of services mentioned in 1 ° and 2 ° of Article L. 54-10-2 of the French Monetary and Financial Code registered or incorporated in another Member State of the European Union or party to the agreement on the European Economic Area, except if the latter one provides any of the services mentioned in 3° and 4° of Article L. 54-10-2 of the French Monetary and Financial Code.. [↑](#footnote-ref-10)
10. A significant shareholder is any natural person who (i) owns, directly or indirectly, more than 25% of the service provider’s share capital or voting rights, or who (ii) exercises, by any other means, a power of control over said service provider within the meaning of Article L. 233-3 I 3° and 4° of the French Commercial Code. [↑](#footnote-ref-11)
11. Please refer to the previous footnote. [↑](#footnote-ref-12)
12. The declarations set out in the present section are not required in case of registration when such a registration is submitted by a provider of services mentioned in 1 ° and 2 ° of Article L. 54-10-2 of the French Monetary and Financial Code registered or incorporated in another Member State of the European Union or party to the agreement on the European Economic Area, except if the latter one provides any of the services mentioned in 3° and 4° of Article L. 54-10-2 of the French Monetary and Financial Code. [↑](#footnote-ref-13)
13. This requirement is cumulative with the requirement of criminal records for French citizens who are residents in a foreign country. [↑](#footnote-ref-14)