

ACCREDITATION FORM OF REQUIREMENTS OF CORPORATE AND PROFESSIONAL REPUTE

Ref. Technical communiqué no.3/2019 amended by Technical communiqué no.3/2019-ter

Full name of the applicant:	
Name of the entity that initiates this application process ¹ :	
Number of Register at the AFA, if applicable:	

Contact person at the entity with regard to this authorisation process:

Name:	
Title:	
Telephone number (including country code):	
E-mail:	

¹ Entity supervised or under authorisation process for its creation or modification.



1. Identification of the applicant and functions for which this application is submitted

1.1. Identification of the applicant

Name/s:	
Surname/s:	
Date of birth:	
Census number:	
Nationality/ies:	
Current valid Passport/s number/s or National Identity Document (ID) number:	
Place of birth:	
Current address (street name, city, country):	
E-mail:	
Telephone number (including country code):	

Documents to be attached:

☐ Photocopy of passport or National Identity Document (ID)

1.2. Nature of the contractual relationship between the applicant and the entity:

Shareholder/ owner/partner	<input type="checkbox"/>
Employee	<input type="checkbox"/>
Contract of services (in case of delegation)	<input type="checkbox"/>
Agency Contract (in case of financial agents)	<input type="checkbox"/>
Others (to be specified)	<input type="checkbox"/>

1.3. Regulated functions to be developed by the applicant

FR1	President of the Board of Directors	<input type="checkbox"/>
FR2	Member (other than President) of the Board of Directors	<input type="checkbox"/>
FR3	General Manager / CEO	<input type="checkbox"/>
FR4	Other members of the General Management	<input type="checkbox"/>
FR5	Sole Administrator / Joint and Several Administrator	<input type="checkbox"/>
FR10	Responsible of the Regulatory Compliance function	<input type="checkbox"/>
FR11	Responsible of the Risk Management function	<input type="checkbox"/>
FR12	Responsible of the Internal Audit function	<input type="checkbox"/>
FR20	Investment Advisor ²	<input type="checkbox"/>
FR21	Asset Manager ²	<input type="checkbox"/>
FR30	Financial Agent	<input type="checkbox"/>

Applicant's position:		
<input type="checkbox"/> Executive mandate		
<input type="checkbox"/> Non-Executive mandate	<input type="checkbox"/> Shareholder representative <input type="checkbox"/> Independent directorship	
Description of main duties and responsibilities (including any other function, if applicable, that the person will carry out)		
In case of replacing somebody, indicate the name of the person taking the place and the reasons for the change		
Effective estimated date to initiate the function/s:		
Term of mandate, if applicable		

² Only if the applicant is expected to effectively develop the service. Support and control activities not included.



1.4. Should the applicant develop the above-mentioned regulated functions in more than one entity of the group:

Name of the supervised entity or the entity under authorisation process for its creation or modification	Register number at the AFA, if applicable	Regulated function	Effective estimated date to initiate the function/s



2. Professional knowledge and experience

Applicant's knowledge or, if applicable, that of the physical person representing the applicant			
Official Degree / Certificate	Field of study	Expedition Date of the Degree / Certificate	Educational organisation (university, centre of studies, ...)

Entity's General assessment of the applicant's experience on the basis of the EBA/GL/2017/12 guideline	Assessment (High, medium to high, medium to low, low)
a) Banking entities and financial markets	
b) Insurance market	
c) Regulatory framework and legal requirements	
d) Strategic planning (understanding of the business strategy or business plan and their accomplishment)	
e) Risk Management (identifying, assessing, monitoring, controlling and mitigating the main types of risk of an entity)	
f) Accounting and Audit	
g) Assessment the effectiveness of an entity's arrangements, creating effective governance, oversight and controls	
h) The interpretation of the entity's financial information, the identification of key issues based on this information and the adoption of appropriate controls and measures	



Applicant's experience in the Financial and Insurance Markets or, if applicable, that of the physical person representing the applicant								
Position	Main responsibilities	Name of the company or entity	Total assets	Number of subordinates	Areas of experience	Date (from)	Date (to)	Reason for cessation / termination

Applicant's relevant experience in General Management positions outside the Financial and Insurance Markets								
Position	Main responsibilities	Name of the company or entity	Total assets	Number of subordinates	Areas of experience	Date (from)	Date (to)	Reason for cessation / termination

Applicant's relevant experience outside the Financial and Insurance Markets								
Position	Main responsibilities	Name of the company or entity	Total assets	Number of subordinates	Areas of experience	Date (from)	Date (to)	Reason for cessation / termination



Specify the planned training for the applicant during the first year of assumption of the position, if applicable. Indicate the content of the internal training or, in case of external, identify both the organisation and the term foreseen for the training.

Documents to be attached:

- ☐ Applicant's Curriculum Vitae including date and signature. The entity must verify that the applicant includes in this document:
 - A clear description of the applicant's professional experience considered relevant to develop the envisaged function.
 - Photocopy of the official degrees that certify the suitability of the applicant for the development of the envisaged function.
- ☐ Statement from the entity concluding favourably with regard to the assessment carried out on the knowledge and experience of the applicant to carry out the function complying with the legislation in force and, otherwise, details of the training program foreseen, including contents, suppliers and estimated date of the end of the training program.
- ☐ The assessment made by the entity concluding that the applicant has a recognised corporate and professional reputation according to the standards established in the legislation in force.



3. Repute, honesty and integrity

The answers provided in the following section must include all aspects related to the applicant, whether take place in Andorra or abroad.

3.1. Disqualifications

Is or has the applicant been disqualified to hold public functions, or administration or management functions for financial entities based in Andorra or abroad?	
--	--

3.2. Winding-up order or bankruptcy situation

Is the applicant object of any winding-up order or bankruptcy procedure at the present time?	
Has the applicant been declared bankrupt or under a winding-up order situation? Or has his/her bankrupt or that of a company owned by him/her been required?	
Has any company linked to the applicant been declared in winding-up or bankruptcy situation?	

3.3. Criminal and/or civil procedures background

Has the applicant been involved in, charged with, warned of and/or convicted of any criminal proceedings for fraud, theft, false accounting or other misrepresentations, offences against public administration, infidelity in the custody of documents, violation of secrets, misappropriation of public funds, discovery and disclosure of secrets, or offences against property?	
Has the applicant been convicted in criminal proceedings for any other intentional crime?	

Documents to be attached:

- ☐ Certificate of criminal record of the Principality of Andorra.
- ☐ Certificate/s of criminal record of all the countries where the applicant's professional career has been developed and from all the countries that have issued a passport or National Identity Document, other than the Principality of Andorra, of the last 5 years.
- ☐ Certificate of residence of the last 5 years.

- 3.4. With regard to applicant's Fit and Proper assessment previously carried by foreign Authorities or Supervisory/Regulatory bodies, indicate the following:

Have you been previously assessed by any other Competent Authority in the financial sector (including insurance)? ☐ NO ☐ YES

If "yes", please provide details below:

Assessing Competent Authority	Supervised entity	Function	Date of assessment	Conclusion of the assessment
In case of unfavourable assessments, detail of the reasons:				

- 3.5. With regard to activities regulated by the AFA or by any other authority or regulatory/supervisory body, the applicant, or any applicant's related party³, must indicate if:

Have you ever received any unfavourable opinion (denegation), revocation, restriction, suspension or rescission regarding authorisations, registrations, notifications or any other permission granted by a public regulatory/supervisory body?	
Have you ever been admonished, censured, disciplined, suspended, expelled, sanctioned, or subject to any other disciplinary measure or intervention from a regulatory/supervisory body?	

³ For the purposes of this section, a related party is understood to be any company of which the applicant is or has been administrator, director, or qualifying shareholder during the time in which the relationship between the applicant and the company has existed and by a period of 3 years after the applicant has ceased.

Have you ever received any warning (whether public or private) which could be understood as a disciplinary or interventionist action against the applicant or a related party?	
Have you ever been the subject of an investigation by a regulatory/supervisory body, regardless of whether or not such an investigation has concluded against the applicant or the related party?	
Has any regulatory/supervisory body required the applicant or a related party to issue documents or any other information regarding such the investigation (whether against or not)?	
Have you ever been investigated or involved in any investigation carried on by any other administrative authority?	
Have you stopped operating or have you resigned while a regulatory/supervisory body was conducting an investigation or have you been required to stop operating or to resign by a regulatory/supervisory body?	
After applying for a licence, authorisation, registration, notification, appointment or any other authorisation to be granted by those bodies, have you decided not to proceed with such application?	
Have you ever been the subject of any civil action related to any regulated activity that has resulted in a conviction by a court?	
Have you provided payment services, distributed or exchanged virtual currency on behalf of a regulated entity or in your own name, in virtue of a contractual agreement which has afterwards been extinguished by the regulated entity?	
Have you ever been convicted for any offense, sanctioned, or publicly admonished in relation with an investigation conducted by any governmental authority or regulatory/supervisory body (other than those listed above) ?	

3.6. With regard to activities supervised by the AFA or any other regulatory/supervisory body, the applicant, or any entity or company in which the applicant hold or has held a position of influence, must indicate if:

Have you been identified or investigated for allegedly carrying on activities for which an authorisation/registration granted by the AFA or any other regulatory/supervisory body is required, whichever the result of such investigation was?	
--	--



Have you been identified or investigated for allegedly carrying on a regulated function (or an equivalent function requiring approval by the AFA or any other regulatory/supervisory body) without the necessary approval, whichever the result of such investigation was?	
Have you received any warning from the AFA or any other regulatory/supervisory body, whichever public or private, regarding the performance of the applicant's duties?	



4. Potential conflicts of interest⁴

Does the applicant have any personal relationship with other members of the Board of Directors and/or members of the General Management or with a person assimilated to the supervised entity, whether the parent company or its subsidiaries or with a person with a qualifying holding at the supervised entity, the parent company or its subsidiaries?	<input type="checkbox"/> NO <input type="checkbox"/> YES
If "yes", please provide the following details: (i) name of the related parties, and (ii) description of the kind of relationship among the parties.	

Does the applicant conduct business (in private or through a company) with the supervised entity, the parent company or its subsidiaries?	<input type="checkbox"/> NO <input type="checkbox"/> YES
If "yes", please provide the following details: (i) name or company name of the related parties, (ii) period of the relationship, (iii) description of the type and content of the business and (iv) of the obligations of both parties.	

Is the applicant currently involved in any legal proceedings against the supervised entity, whether the parent company or its subsidiaries, either directly or indirectly?	<input type="checkbox"/> NO <input type="checkbox"/> YES
If "yes", please provide the following details: (i) name or company name of the related parties, (ii) content of the legal proceedings , (iii) status of the proceedings.	

⁴ For the purpose of this section 4, questions referred to the applicant should be understood, if applicable, also to the applicant's close relatives; , in particular, the applicant's spouse or any person considered equivalent to a spouse by Andorran law, the applicant's dependent child or stepchild and any other relative of the applicant who has shared the living accommodation for at least one year from the date of the personal operation concerned. Also, by any legal person with which they have close links.

Does the applicant have any professional or commercial relationship, or has the applicant had such relationship over the past two years, with the supervised entity, the parent company or its subsidiaries or competitors of the supervised entity, the parent company or its subsidiaries?	<input type="checkbox"/> NO <input type="checkbox"/> YES
If "yes", please provide the following details: (i) name or company name of the related parties, (ii) description of the relationship and (iii) specific (financial) value (%) that it represents on the applicant's activity or on persons with whom the applicant keeps a close personal or professional relationship.	

Does the applicant, either personally or through a company with which the applicant is closely connected with, have any substantial financial interest (such as ownership or investment) in the supervised entity, the parent company or its subsidiaries?				<input type="checkbox"/> NO <input type="checkbox"/> YES
If "yes", please provide the following details:				
Name of the entity	Main activities of the entity	Relationship between the concerned companies/entities	Relevant Period	Size of the financial interest (% of the capital and voting rights; or value of investment)

Does the applicant represent in any way or act in behalf of any shareholder of the supervised entity parent company or its subsidiaries?	<input type="checkbox"/> NO <input type="checkbox"/> YES
If "yes", please provide the following details: (i) shareholder's name, (ii) % of shares and (iii) nature of the representation.	

Does the applicant have any significant financial obligation with the supervised entity, parent company or its subsidiaries?	<input type="checkbox"/> NO <input type="checkbox"/> YES
If "yes", please provide the following details: (i) type of obligation, (ii) amount of obligation, (iii) period of obligation, (iv) in case of banking entities, ICCG identification code, and (v) origin and means by which payments are executed.	

Does the applicant have or has the applicant had over the past 2 years a position with high political influence?	<input type="checkbox"/> NO <input type="checkbox"/> YES
If "yes", please provide the following details: (i) the nature of the position, (ii) the specific powers related to or the obligation of this position and (iii) the relationship between this position and the supervised entity, whether the parent company or its subsidiaries.	

Does the applicant have any other relationship, position or involvement that are not addressed in the questions above, which could adversely affect the interests of the supervised entity?	<input type="checkbox"/> NO <input type="checkbox"/> YES
If "yes", please provide the following details: (i) the nature of the relationship, (ii) the content of the relationship (iii) the period of the relationship (dates from / to) and (iv) description of the links with the supervised entity, the parent company or its subsidiaries.	

Assessment by the supervised entity of the reasons for which potential conflicts of interests declared by the applicant do not prevent it from being suitable for the exercise of the position, as well as the measures to be adopted by the entity to manage them and mitigate them properly.

Have the supervised entity or any entity of the group granted any credit, endorsement or guarantee granted to the applicant or group to which the applicant belongs?

☐ NO

☐ YES

If "yes", please provide the following details: (i) the value (in euros), (ii) the date of granting and (iii) if the operation has been granted in standard conditions.

Documents to provide:

- ☐ In case of a significant conflict of interest being identified, a statement by the entity on how that conflict has been satisfactorily mitigated or resolved, including a reference to the relevant parts of the entity's policy related to the management of conflict of interests or any other specific agreement on conflict management or mitigation.



5. Sufficient Time Commitment and Incompatibilities⁵

What time commitment is required for the function involved?

Number and detail of all positions to be held by the applicant including that for which the applicant applies for:

[illegible]

⁵ To be completed in case of appointments and/or changes in the Board of Directors and/or in the General Management.



If the privileged counting⁶ applies, please provide details of whether synergies exist between the different group entities, so that there is a legitimate overlap in terms of time commitment within these entities.

--

Natural person member of the Senior Management of the entities operating in the Andorran Financial System	Legal Person represented, if applicable	Name of each of the entities in which the applicant holds the directorships	Body (including Delegated Committees)	Directorships (including position in Delegated Committees)	In case of General Management with responsibilities within the group

⁶ Refer to legal provision in section 3 a) of article 6 quarter of *Law 8/2013, of 9 May 2013, on the organisational requirements and terms of operation of operative entities of the financial system, protection of investors, market abuse and financial guarantee agreements* where it is established that a) executive or non-executive positions are accounted as one directorship within the group.

6. Collective Suitability of the Board of Directors⁷

From the point of view of the composition of the Board of Managers as a whole⁸, please explain why appointing the applicant contributes to improve the entity's collective suitability. Please also refer, if possible, to the most recent result of the self-assessment of the collective suitability completed by the entity.

General explanation of weaknesses that have been identified in the overall composition of the Board of Directors.

Explanation on how the applicant will help to solve some or all of the weaknesses referred to in in your answer to the previous question.

⁷ To be completed only in case of appointments or changes in the Board of Directors.

⁸ Refer to legal provision in section 3 a) of article 6bis of the *Law 8/2013, of 9 May 2013, on the organisational requirements and terms of operation of operative entities of the financial system, protection of investors, market abuse and financial guarantee agreements*.



Composition of the Board of Directors

Name	Position ⁹	Executive / Non-executive / Independent / Dominical	knowledge	Professional experience

⁹ Please include being member or president of different Delegated Committees.



7. Additional Information

Please provide any additional information that the entity considers relevant to assess the corporate and professional repute.



8. Information clause on the processing of personal data by the Andorran Financial Authority

According to the provisions of the *Qualified Law 29/2021, of 28 October, of personal data protection* with regard to the processing of your personal data by the Andorran Financial Authority (AFA), please be informed of the following:

1- Personal data that may be included in the application forms and questionnaires of the fit and proper assessment process, and if applicable, in the AFA's authorised persons register, as well as from documents provided together with the application forms or from data reported to us during the process by other public Authorities or Supervisors, national or foreign, will be included in the corresponding AFA's Register.

2- The Andorran Financial Authority, with registry office in Bonaventura Armengol, 10 Ed. Montclar, bloc 2, 4a planta, Andorra la Vella, is responsible of that Register.

3- The purpose of the Register is the suitability assessment and, if applicable, the registration, of applicants requesting to apply for positions within the Board of Directors, General Management and/or to become responsible of the control functions of the supervised entities, as well as the control of requirements, incompatibilities, prohibitions and limitations on the exercise of such positions and the register of sanctions imposed on those for the commission of administrative infringements.

4- All personal data required in the application forms and questionnaires for the fit and proper assessment process, and if applicable, in the AFA's authorised persons register, are necessary to assess the suitability of the members of the Board of Directors and General Managers or the responsables of the control functions which shall manage the activity of the entity, as well as to be incorporated in the corresponding AFA's Register.

5- You shall exercise your rights to access, amendment, suppression and opposition with regard to your personal data in the legally established terms, by submitting your duly signed request to the Andorran Financial Authority.

Full name of the applicant	
Signature	
Date	



Applicant's Statement

The applicant declares awareness that to consciously or deliberately providing false or misleading information to the AFA might be considered as a criminal offence (Book 2, Title XXIII, Chapter 2, Section 1 of the Andorran Criminal Code) and/or as an administrative infringement (articles 15, 16 and 17 of the *Law on the disciplinary regime of the financial system, of 27 November 1997*).

Likewise, the undersigned declares that, by completing the corresponding prior authorisation dossier, the applicant has not assumed that the AFA might be informed of any matter due to the fact that it is in the public domain or that it has been previously disclosed to the AFA or to another regulatory/supervisory body and, in case of doubts about the importance of any information, such information has to be included with the information and/ or documentation provided with this application form.

For the purpose of compliance with the *Qualified Law 29/2021, of 28 October, on personal data protection*, personal information provided within this application form will be used by the AFA to develop its functions legally granted by *Law 10/2013, of 23 May, of the Andorran Financial Authority* or by any other relevant legislation, and shall not be disclosed for any other purpose without the applicant's permission.

In this sense, the undersigned authorises the AFA to carry out consultations with other authorities, agencies, public entities and bodies as well as verifications deemed relevant in relation to the information provided in this form, including that contained in the curriculum vitae or in any other attached information and in the responses regarding suitability for exercise the proposed position.

Finally, it is assumed that the applicant is not developing the regulated functions for which this application process has been initiated. The applicant must not develop any of the regulated functions without the AFA's authorisation and its contravention might lead to disciplinary sanctions or to other legal measures by the AFA.

By signing this form:

- a) I authorise the AFA to carry on investigations and to find out additional information, should the AFA consider it adequate to verify the information provided within this form. I also understand that the result of such verifications might be disclosed to the entity submitting this application form.
- b) I confirm that the information provided within this form is accurate and complete to the best of my knowledge.
- c) I confirm that I understand and I am aware of the legal responsibilities of my functions as it is established in Andorran legislation and regulation.
- d) I declare that I will notify the AFA immediately of any material change in the information provided in this Accreditation Form of Requirements of Corporate and Professional Repute and in any of the documents provided that could have an impact on the suitability.

Full name of the applicant	
Signature	
Date	



Statement by the supervised entity or the entity in process of obtaining the authorisation for its creation/modification.

The supervised entity declares awareness that to consciously or deliberately providing false or misleading information to the AFA might be considered as a criminal offence (Book 2, Title XXIII, Chapter 2, Section 1 of the Andorran Criminal Code) and/or as an administrative infringement (articles 15, 16 and 17 of the *Law on the disciplinary regime of the financial system, of 27 November 1997*).

The supervised entity shall take reasonable steps to ensure the accuracy and completeness of the information provided to the AFA and must notify the AFA immediately if material inaccurate information has been provided.

The entity is responsible for the information provided to the AFA and any lack of relevant information of which the entity is aware is an infringement of Andorran legislation and regulation. According to the disciplinary regime, violation of these premises might lead to disciplinary actions or other legal measures by the AFA. The entity must not assumed that the AFA might be informed of any matter due to the fact that it is in the public domain or that it has been previously disclosed to the AFA or to another regulatory/supervisory body. Should there be any doubt about the importance of any information, such information must be included.

By completing this application, and based on an accurate and diligent assessment, the entity determines that the applicant is a fit and proper person to carry on the regulated functions as indicated in the present application form and that the applicant is competent to fulfil the obligations inherent in the management of these functions.

Finally, the entity declares that the applicant is not developing the regulated functions for which this application process has been initiated. The applicant must not develop any of the regulated functions without the AFA's authorisation and its contravention might lead to disciplinary sanctions or to other legal measures by the AFA.

By signing this form in representation of the entity:

- a) I confirm that the information provided within this form is accurate and complete to the best of my knowledge.
- b) I confirm that I am authorised to fulfil and sign this application form, in representation of the entity or entities in which the applicant will develop the foreseen regulated functions. I also confirm that a copy of the present form as it is given to the AFA will be given to every entity involved in this process.
- c) I confirm that the applicant has been informed of the legal responsibilities of the regulated functions according to Andorran legislation and regulation.
- d) I declare that, as soon as I find out, I will notify the AFA immediately of any material change in the information provided in this Accreditation Form of Requirements of Corporate and Professional Repute and in any documents provided that could have an impact on the applicant's suitability.

Full name of the applicant	
Full Name, position and signature of the entity's representative	
Date	



Sworn declaration of independent Board member¹⁰

Ref. Technical communiqué n° 6/2020-SF bis

I, the undersigned _____, of legal age, of
_____ nationality, holder of passport / identity card number
_____ and with business address at
_____.

DECLARE

1. that I am not and I have not been an employee or executive director of any companies within the group _____ or that more than 3 years have elapsed since this relationship ended;
2. that I am not an executive or chief executive officer of any other company in which an executive officer or member of the general management of the operating entity of the financial system (hereinafter the entity) is a board member;
3. that I do not receive from the entity or from any other company of its group, any amount or benefit other than the remuneration as a board member, or that the amount is not significant (excluding dividends);
4. that I am not, or have not been in the last 3 years a partner of a significant professional advisor or consultant, or a partner of the external auditor or responsible for the audit report, whether for the audit of the entity or any other group company for this period;
5. that I do not maintain or have maintained during the last year a significant business relationship with the entity or with the head of any other company of its group, either in my own name or as a shareholder with a share equal to or greater than 3%, or as a board member or senior manager of a company which maintains or has maintained such relationship; taking into account that relationships with a supplier of goods or services, , including financial ones, are considered business ones;
6. that I am not a spouse or bound by a similar affective relationship, nor a relative up to the second degree of a dominical board member, executive board member or member of the general management of the entity; and
7. that with regarding any shareholder with a share equal to or greater than 3% or with representation on the board, I do not find myself in any of the cases mentioned in 1, 5 or 6 above.

Signature:

Andorra la Vella, _____ 20____

¹⁰ Sworn declaration that must be signed in the event that the person is a candidate to be appointed Board member