Significant supervised entities Fit and Proper Questionnaire

This form is to be used by persons subject to reporting requirement of the following supervised entities:

Significant supervised entities and their foreign branches

#### A report must be submitted on the following persons responsible for the management of a supervised entity:

member and deputy member of the board of directors

managing director and deputy managing director

#### and on the following persons responsible for key business functions:

manager and deputy manager of a foreign branch of a Finnish SI supervised entity

A report must also be submitted on non-Finnish citizens.

A report must be submitted to the FIN-FSA when

a new person is appointed to any of the positions mentioned above

a person is appointed to a new position more significant than the one held previously or when a person’s responsibilities increase substantially (for example as a result of merger or other business restructuring or organisational changes).

The FIN-FSA recommends that the report is submitted well in advance, prior to the appointment or before the person takes up the new position.

This notwithstanding, a report must always be submitted without delay after the appointment or a change in the person’s responsibilities, and no later than two weeks from the appointment decision or from the date at which the person has taken up the new position.

The questions concern the person’s activities in Finland and abroad. The form must be completed in full. If there is nothing to report in any of the question, please answer with ‘Nothing to report’. Information can also be submitted as attachments.

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| **Declaration of the appointee**    The undersigned  ☐ confirms that the information provided in this questionnaire is accurate and complete to the best of his/her knowledge;    ☐ confirms that s/he will notify the [name Supervised Entity] immediately if there is a material change\* in the information provided;    ☐ authorises the FIN-FSA to make such enquiries and seek such further information as it thinks appropriate to identify and verify information that it considers relevant to the fit and proper assessment, including authorisation from the following entities and individuals    ☐ confirms that s/he is aware of responsibilities arising from the European and national legislation and international standards, including regulations, codes of practice, guidance notes, guidelines and any other rules or directives issued by the ECB, by national competent authorities and by the European Banking Authority (EBA) [specify where necessary], which are of relevance to the function for which a positive assessment is sought, and also confirms the intention to ensure continued compliance with them.        Name:      Signature:      Date:          *\*A material change is a change that may affect the suitability of the appointee* |
| **Declaration of supervised entity**    The undersigned  ☐ confirms that the information provided in this questionnaire is accurate and complete to the best of his/her knowledge;    ☐ confirms that the supervised entity will notify the FIN-FSA immediately if there is a material change in the information provided;    ☐ confirms that the supervised entity has requested the full information necessary to assess the appointee’s suitability and that it has given due consideration to that information in determining the appointee to be fit and proper;    ☐ confirms that the description of the function for which a positive assessment is sought accurately reflects the aspects of the activities of the supervised entity which it is intended that the appointee will be responsible for;    ☐ confirms that the supervised entity believes, on the basis of due and diligent enquiry and by reference to the fit and proper criteria as laid down in national and EU law, that the appointee is a fit and proper person to perform the function as described in this questionnaire;    ☐ confirms that the supervised entity has made the appointee aware of the regulatory responsibilities associated with the function as described in this questionnaire;    ☐ confirms that s/he has authority to make this notification/application and provide the declarations given by, and sign this questionnaire on behalf of, the supervised entity      Name of institution:      Name:      Position:      Signature:      Date: |

# Identification of supervised entity and appointee

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| **a)** | **Institutional information** | |
|  | Identification of the requesting supervised entity (name/national identification number/LEI Code) |  |
|  | Contact person within the supervised entity (name/email/phone number) |  |
|  | Is the supervised entity CRD IV significant according to national legislation? | ☐ YES  ☐ NO |
| **b)** | **Personal information** | |
|  | **Name** | |
|  | Family name |  |
|  | First name |  |
|  | Middle name(s) |  |
|  | Variation of first name(s) |  |
|  | **Previous Name** | |
|  | Family name |  |
|  | First name |  |
|  | Middle name(s) |  |
|  | Date and reason for change |  |
|  | **Current Residence** | |
|  | Address |  |
|  | City |  |
|  | Country |  |
|  | Start date of residence at this address: |  |
|  | **Permanent residence (if different from the current residence)** | |
|  | Address |  |
|  | City |  |
|  | Country |  |
|  | Start date of residence at this address: |  |
|  | **Other details** | |
|  | Date of birth |  |
|  | Place of birth |  |
|  | Nationality |  |
|  | Current valid ID/passport number |  |
|  | Country where ID/passport was issued |  |
|  | Date of current ID/passport expiry |  |
|  | Contact phone number (including country code) |  |
|  | Email address |  |

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| **c)** | **Previous regulatory approvals/non-approvals in the financial sector** | | |  |  |  |  |
|  | **Competent Authority involved** | **Institution involved** | **Function involved** | **Start date** | **End date** | **Date of assessment** | **Conclusion of the assessment (in the case of non-approval, provide an**  **explanation in section d.)** |
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| **d)** | **Please explain the reasons for the non-approvals indicated above, if any:** | | |  |  |  |  |
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# Function for which questionnaire is submitted

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| **a)** | **Please state below the function which the appointee wishes to hold within the supervised entity (as far as known at the time of the submission).** |
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|  | Please state the name of the position in the language of the Member State: |
|  | Please check all boxes which apply, where relevant with the exact name according to national law in the official language of the Member State.  ☐ Non-executive director/Supervisory director  ☐ Chairperson of the audit committee  ☐ Chairperson of the remuneration committee  ☐ Chairperson of the risk committee  ☐ Chairperson of the nomination committee  ☐ Chairperson of the Board of Directors/Supervisory Board    ☐ Executive director/Managing director  ☐ Chairperson of the Board of Directors/Management Body  ☐ Chief Executive Officer    ☐ Member of the management committee    ☐ Key Function Holder (where applicable)  ☐ Head of the compliance function  ☐ Head of the internal audit function  ☐ Head of the risk management function    ☐ Other – Please provide details: |
| **b)** | **Please provide below as detailed a description as possible of the main duties, responsibilities and number of subordinates relating to the function in question. Please specify which other functions, if any, the person involved will exercise within the supervised entity.** |
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|  | Please also specify on which sub-committees of the management body or other (management) committees the appointee will sit, if applicable. |
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| **c)** | **Please provide below additional details about the planned start date and the length of the term of office** |  |
|  | (Planned) start date for the appointment |  |
|  | (Planned) term of office |  |
|  | Is the person to be appointed replacing somebody else? | ☐ YES  ☐ NO |
|  | If YES, who and why? |  |
|  | Is the application/notification being submitted on time in accordance with national rules? | ☐ YES  ☐ NO |
|  | If not, please state why |  |
| **d)** | **Nature of the arrangement between the appointee and the applicant** |  |
|  | ☐ Contract for services  ☐ Partner  ☐ Employee  ☐ Other – please explain: |  |

# Reputation

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| **a)** | **Do you**[[1]](#footnote-1) **have any previous convictions in criminal proceedings or relevant (i.e. where there is an impact on the reputation or significant impact on the financial soundness of the appointee) civil or administrative proceedings (including convictions under appeal)?** | ☐ YES  ☐ NO |
|  | If YES, please provide details below, in particular: nature of charge; length of time since the alleged wrongdoing; likely penalty if conviction ensues; appointee’s conduct since offence; any professional insight shown by appointee; stage of proceedings; any other mitigating or aggravating factors | |
| **b)** | **Do you have any pending criminal proceedings or relevant civil or administrative proceedings (including any formal notification of investigation or committal for trial)?** | ☐ YES  ☐ NO |
|  | If YES, please provide details below, in particular: nature of charge; length of time since the alleged wrongdoing; likely penalty if conviction ensues; stage of proceedings; any other mitigating or aggravating factors | |
| **c)** | **Do you have any previous disciplinary measures or pending disciplinary actions (including disqualification as a company director, discharge from a position of trust)?** | ☐ YES  ☐ NO |
|  | If YES, please provide details below | |
| **d)** | **Do you have any previous or pending bankruptcy, insolvency or similar procedures?** | ☐ YES  ☐ NO |
|  | If YES, please provide details below (including whether the bankruptcy or insolvency was voluntary or not) | |
| **e)** | **Have any of the proceedings referred to in section 4 been settled out of court or within the framework of alternative dispute resolution (e.g. mediation)?** | ☐ YES  ☐ NO |
|  | If YES, please provide details below | |

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| **f)** | **Have you ever been included in a list of unreliable debtors or do you have a negative record on a list established by a recognised credit bureau or have you received an enforcement measure for any such debt?** | ☐ YES  ☐ NO |
|  | If YES, please provide details below |  |
| **g)** | **Have you ever been the subject of a refusal of registration, authorisation, membership or licence to carry out a trade, business or profession, or have you had such withdrawn, revoked or terminated?** | ☐ YES  ☐ NO |
|  | If YES, please provide details below |  |
| **h)** | **Have you ever been sanctioned by any public authorities or professional bodies or are you the subject of any pending investigations or past investigations or enforcement proceedings?** | ☐ YES  ☐ NO |
|  | If YES, please provide details below |  |
| **i)** | **Has the management body of the supervised entity engaged in any specific deliberations regarding any aspects of your reputation?** | ☐ YES  ☐ NO |
|  | If YES, please provide details on the content and outcome of this deliberation |  |

# Experience

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| **a)** | **Official Degree/Certificate** | **Field of study** | **Date** | **Educational organisation**  **(university, centre of studies...)** |
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| **b)** | **Practical experience related to banking/financial field** | | |  |  |  |  |  |  |
|  | **Position** | **Main**  **responsibilities** | **Organisation, company, etc.** | **Size** | **Number of subordinates** | **Areas covered** | **From** | **To** | **Reason for termination** |
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| **c)** | **Other relevant experience in senior management**[[2]](#footnote-2) **position outside financial sector** | | | | |  |  |  |  |
|  | **Position** | **Main**  **responsibilities** | **Organisation, company, etc.** | **Size** | **Number of subordinates** | **Spread of areas covered** | **From** | **To** | **Reason for termination** |
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| **d)** | **Other relevant experience outside financial sector (e.g. academic positions, legal services, IT, engineering, HR, political mandates, other non-commercial mandates)** | | | | | | | | |
|  | **Position** | **Main**  **responsibilities** | **Organisation, company, etc.** | **Size** | **Number of subordinates** | **Spread of areas covered** | **From** | **To** | **Reason for termination** |
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| **e)** | **Please note when filling out the above fields that the following criteria are relevant to the level of experience and should be mentioned where necessary: nature of the management position held and its hierarchical level; nature and complexity of the business where the position was held, including its organisational structure; scope of competencies, decision-making powers and responsibilities, and number of subordinates. Additional information may be provided below if necessary.** |
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| **f)** | **If the appointee does not have relevant experience, then please list below any potential compensating factors (e.g. size of entity; other compensating experience;**  **degree/academic experience; proven ability to challenge; overall suitability; specialised knowledge; limited appointment in terms of the role of the appointment; other special cases)** |
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| **g)** | **General banking experience as enumerated in EBA/GL/2012/06** | **Assessment (high, medium-high, medium-low, low)** |
|  | a) financial markets; |  |
| b) regulatory framework and requirements; |  |
| c) strategic planning, and understanding of a credit institution’s business strategy or business plan and accomplishment thereof; |  |
| d) risk management (identifying, assessing, monitoring, controlling and mitigating the main types of risk of a credit institution, including the responsibilities of the member); |  |
| e) assessing the effectiveness of a credit institution’s arrangements, creating effective governance, oversight and controls; |  |
| f) interpreting a credit institution’s financial information, identifying key issues based on this information and appropriate controls and measures. |  |

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| **h)** | **Other specialised experience (please enumerate)** |
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| **i)** | **Prior to the assumption of the function or within the first year of the assumption of the function, will the appointee follow specific training?** | | ☐ YES  ☐ NO |  |
|  | If answer above is “yes”, please provide details below | |  |  |
|  | **Content of training** | **Training provided by (internal or name of external organisation)** | **From** | **To** |
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# Conflicts of interest

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| **a)** | **Do you**[[3]](#footnote-3) **have any personal relationship with:**   * **other members of the management body and/or key function holders of the supervised entity, the parent undertaking or its subsidiaries?** * **a person that has a qualifying holding in the supervised entity, the parent undertaking or its subsidiaries?** | ☐ YES  ☐ NO |
|  | If YES, please provide details below | |
| **b)** | **Do you conduct business (in private or through a company) with the supervised entity, the parent undertaking or its subsidiaries?** | ☐ YES  ☐ NO |
|  | If YES, please provide the following information:  -a description of the type and content of the business and the obligations of both parties;  -if relevant, the name of the company; - the relevant period of this relationship. | |
| **c)** | **Are you currently involved in any legal proceedings against the supervised entity, the parent undertaking or its subsidiaries, either directly or indirectly?** | ☐ YES  ☐ NO |
|  | If YES, please provide information on the content and status of the legal proceedings and the entity involved | |
| **d)** | **Do you have any professional**[[4]](#footnote-4) **or commercial relationship or have you had such relationship over the past 2 years with:**   * **the supervised entity, the parent undertaking or its subsidiaries?** * **competitors of the supervised entity; the parent undertaking or its subsidiaries?** | ☐ YES  ☐ NO |
|  | If YES, please provide details below (where a commercial relationship exists, please provide information as to what (financial) value it represents to the business of the member or his/her close personal or business relationships) | |

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| **e)** | **Do you, either personally or through a company you are closely connected with, have any substantial financial interest (such as ownership or investment) in the supervised entity, the parent undertaking or its subsidiaries, or in competitors or clients of the supervised entity, the parent undertaking or its subsidiaries? If yes, please provide the following information:**   * **name of the entity;** * **main activities of the entity;** * **relationship between the entity and the supervised entity; - relevant period of this relationship; - details of the financial interest.** | | | | | |
|  | **Name of the entity** | **Main activities of entity** | **Relationship between the entity and the supervised entity** | **Relevant period** | **Size of the financial interest (% of the capital and voting rights, or value of investment)** | |
|  |  |  |  |  |  | |
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| **f)** | **Do you, in any way, represent a shareholder of the supervised entity, the parent undertaking or its subsidiaries?** | | | | | ☐ YES  ☐ NO |
|  | If YES, please provide the following information:   1. name of the shareholder; 2. % participation (in % of the capital and voting rights); 3. nature of the representation. | | | | | |
| **g)** | **Do you have any substantial financial obligation to the supervised entity, the parent undertaking or its subsidiaries (in principle, performing loans negotiated at arm’s length under €100,000 and performing private mortgages negotiated at arm’s length would generally not be considered as substantial)?** | | | | | ☐ YES  ☐ NO |
|  | If YES, please provide the following information:   1. the type of obligation; 2. the value of the obligation; 3. relevant period of this obligation. | | | | | |
| **h)** | **Do you have or have you had over the past 2 years a position with high political influence (either nationally or locally)?** | | | | | ☐ YES  ☐ NO |
|  | If YES, please provide the following information:   1. the nature of the position; 2. the specific powers related to or the obligations of this position; 3. the relationship between this position (or the entity where this position is held) and the supervised entity, the parent undertaking or its subsidiaries. | | | | | |
| **i)** | **Do you have any other relationships, positions or involvement that are not addressed in the questions above, which could adversely affect the interests of the supervised entity?** | | | | | ☐ YES  ☐ NO |
|  | If YES, please provide all necessary information (e.g. nature, content, period and, if relevant, the relation to/relationship with the supervised entity, the parent undertaking or its subsidiaries) | | | | | |

To be completed by the supervised entity

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| **j)** | **If any of the above apply, please indicate how a potential conflict of interest resulting from the appointee’s statements above, whether or not it is considered material, is proposed to be mitigated? Please include relevant documentation if needed (e.g. bylaws, rules of procedure).** |
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# Time commitment

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| **a)** | **What time commitment is required for the function involved?** | | | | | | | | | | | |
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| **b)** | **Has an additional non-executive directorship been authorised by a competent authority (Article 91(6) of CRD IV)?**  ☐ YES  ☐ NO | | | | | | | | | | | |
| **c)** | **List of executive and non-executive directorships and other professional activities. Please list the directorship for which this form is being completed first and then all other directorships and other professional activities held by the appointee.** | | | | | | | | | | | |
|  | a. Entity (please mark listed companies  with\*) | b. Country | c.  Description of the  company’s  activity | d. Size of entity[[5]](#footnote-5) | e. Function within the entity:  executive director/nonexecutive director/other | f. Privileged counting  (Article  91(4) CRD  IV)[[6]](#footnote-6) or no counting[[7]](#footnote-7) | g. Additional responsibilities such as membership of committees,  chair functions, etc. | h. Time commitment per week (hours) and per year (days) (to include additional responsibilities) | i. Term of  mandate (as  of – until) | j. Any  additional comments | k. Number of meetings per year | l. Additional information |
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| **d)** | **Total number of executive directorships if privileged counting and exceptions (no counting) are applied** |  |
| **e)** | **Total number of non-executive directorships if privileged counting and exceptions (no counting) are applied** |  |
| **f)** | **If privileged counting applies please provide details of whether any synergies exist between the companies, such that there is a legitimate overlap in terms of time commitment within those companies** | |
|  |  | |
|  | **Total hours per week of time committed to all directorships outside the function for which submission is made** |  |
| **h)** | **Total days per year of time committed to all directorships outside the function for which submission is made** |  |

# Collective suitability

To be completed by the supervised entity

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| **a)** | **How is the appointee to be situated in the collective suitability of the supervised entity? Please explain why the (proposed) appointment complements the supervised entity’s collective suitability and refer where relevant to the outcome of the most recent self-assessment of the collective suitability of the management body.** |
|  |  |
| **b)** | **Explain in general the weaknesses that have been identified in the overall composition of the management body** |
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| **c)** | **How will the appointee help to solve some or all of the weaknesses referred to in your answer to the previous question?** |
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# Additional information and Annexes

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| **a)** | **If there is any other information the appointee or the supervised entity considers to be relevant to the assessment, it must be included here.** |
|  |  |
| **b)** | **Please tick the boxes as proof of completeness of the attached information** |
|  | ☐ CV  ☐ Extract of board minutes regarding the appointment  ☐ Copy of ID card/passport  ☐ Suitability report  ☐ Organisational chart  ☐ Overview of the board composition  ☐ Other |

1. “You” throughout section 3 should be understood as “you personally”, but also includes any body corporate, partnership or unincorporated entity with which you are or have been associated as board member, controller, manager, or qualifying shareholder. [↑](#footnote-ref-1)
2. On the board or 1-2 levels below the board [↑](#footnote-ref-2)
3. “You” throughout section 5 should be understood as “you personally”, but also includes your close relatives (spouse, registered partner, cohabitee, child, parent or other relation with whom you share living accommodation) and any legal person of which you are or were a board member at the relevant time. [↑](#footnote-ref-3)
4. Such as holding management or senior position(s). [↑](#footnote-ref-4)
5. E.g. total assets year-end data for financial establishment, total turnover and international presence for other companies [↑](#footnote-ref-5)
6. Group/Institutional Protection Scheme/qualified holding [↑](#footnote-ref-6)
7. Not predominantly commercial objectives/representing the state [↑](#footnote-ref-7)