

Annex to Handbook

**FSMA\_2024\_06-04 of 22/03/2024**

Explanatory document concerning conflicts of interest of an applicant for a mandate in an operational body or for a key function at an Institution for Occupational Retirement Provision (IORP)

Scope:

Institutions for Occupational Retirement Provision

Section 5 (‘You are aware of the conflicts of interest that may arise’) of the questionnaires for the initial appointment of a member of an operational body or a key function holder contains a number of statements. For each statement you have not been able to confirm is (entirely) true, you need to provide explanations. Use the present form for this purpose.

The questions in section 5 of the aforementioned questionnaires can be divided into the following categories:

1. Personal links
2. Financial links
3. Debts
4. Shareholders
5. Links with depositary
6. Business relations
7. Legal proceedings
8. Combining functions
9. Outsourcing

The explanations requested are organized according to these categories.

Where relevant, please state whether the requested explanation applies to:

* **you personally**;
* the **legal entity applicant** mentioned under subsection 2.2.2.1 of the questionnaires;
* the **legal entity permanent representative** of the legal entity applicant mentioned under subsection 2.2.2.2 of the questionnaire;
* a person **you live with**; or
* a **company** or **institution** with which you or the legal entity/entities mentioned under subsection 2.2.2.1 or 2.2.2.2 has/have links[[1]](#footnote-1).

Make as many copies of the tables as necessary.

|  |
| --- |
| *Should you share, in this explanatory document, personal data of persons with whom you live or with whom you have personal or financial links, we ask you to inform these persons that their personal data have been communicated to the FSMA and that the FSMA will process those data in accordance wit hits* [*Privacy Policy*](https://www.fsma.be/en/faq/fsma-privacy-policy) *for Fit & Proper assessments, which is available on its website.* |

# Personal links

## Explanation for statement 5.1.3 - Personal links with a person who exercises a regulated function within the IORP

Do you have personal links with a person who exercises a regulated function[[2]](#footnote-2) within the IORP? If so, please fill in the following table.

|  |  |
| --- | --- |
| **I have personal links** **with the following person** *(identification details)* |  |
| **Nature of the personal links with this person** |  |
| **Comments** |  |

## Explanation for statement 5.1.4 - Personal links with a person who exercises a function within a sponsoring undertaking of the IORP

Do you have personal links with a person who exercises a function within a sponsoring undertaking of the IORP, within its parent undertaking and/or one of its subsidiaries? If so, please fill in the following table.

|  |  |
| --- | --- |
| **I have personal links** **with the following person** (*identification details*) |  |
| **Undertaking concerned** | a sponsoring undertaking of the IORP  the parent undertaking of a sponsoring undertaking of the IORP  one of the subsidiaries of a sponsoring undertaking of the IORP |
| **Identification of the undertaking concerned** |  |
| **Function of this person within this undertaking** (*if applicable, you may tick several functions*) | member of the management body  person who effectively runs the company  holder of one or more key function(s):  ……........................................................  shareholder with a stake and significant influence. |
| **Nature of the personal links with this person** |  |
| **Comments** |  |

# Financial links

## Explanation for statement 5.1.5 - Financial links with a person who exercises a regulated function within the IORP

Do you have financial links with a person who exercises a regulated function[[3]](#footnote-3) within the IORP? If so, please fill in the following table.

|  |  |
| --- | --- |
| **I**  **The legal entity applicant** *(mentioned under subsection 2.2.2.1. of the questionnaire)*  **The legal entity permanent representative** *(mentioned under subsection 2.2.2.2 of the questionnaire)*  **have/has links with the following person** (*identification details*) |  |
| **Nature of the financial links with this person** |  |
| **Comments** |  |

## Explanation for statement 5.1.6 - Personal links with a person who exercises a function within a sponsoring undertaking of the IORP

Do you have financial links with a person who exercises a function within a sponsoring undertaking of the IORP, within its parent undertaking and/or one of its subsidiaries? If so, please fill in the following table.

|  |  |
| --- | --- |
| **I**  **The legal entity applicant** *(mentioned under subsection 2.2.2.1. of the questionnaire)*  **The legal entity permanent representative** *(mentioned under subsection 2.2.2.2 of the questionnaire)*  **have/has links with the following person** (*identification details*) |  |
| **Undertaking concerned** | a sponsoring undertaking of the IORP  the parent undertaking of a sponsoring undertaking of the IORP  a subsidiary of a sponsoring undertaking of the IORP |
| **Identification of the undertaking concerned** |  |
| **Function of the person concerned within this undertaking** *(if applicable, you may tick several functions)* | member of the management body  person who effectively runs the company  holder of one or more key function(s):  ……........................................................  shareholder with a stake and significant influence |
| **Nature of the financial links with this person** |  |
| **Comments** |  |

# Debts

## Explanation for statement 5.1.7 - Debts to the IORP

Please fill in the following table if you have debts to the IORP.

|  |  |
| --- | --- |
| **This explanation relates to**  **me personally**  **the legal entity applicant** *(mentioned under subsection 2.2.2.1 of the questionnaire)*  **the legal entity permanent representative** *(mentioned under subsection 2.2.2.2 of the questionnaire)* | |
| **Nature of the debt** |  |
| **Amount of the debt** |  |
| **Comments** |  |

## Explanation for statement 5.1.8 - Debts to a sponsoring undertaking of the IORP

Please fill in the following table if you have debts to a sponsoring undertaking of the IORP, or to its parent undertaking and/or one of its subsidiaries.

|  |  |
| --- | --- |
| **I**  **The legal entity applicant** *(mentioned under subsection 2.2.2.1 of the questionnaire)*  **The legal entity permanent representative** *(mentioned under subsection 2.2.2.2 of the questionnaire)*  **have/has debts to** | a sponsoring undertaking of the IORP  the parent undertaking of a sponsoring undertaking of the IORP  a subsidiary of a sponsoring undertaking of the IORP |
| **Identification of the undertaking concerned** |  |
| **Nature of the debt** |  |
| **Amount of the debt** |  |
| **Comments** |  |

# Shareholders

## Explanation for statement 5.1.9 – Shareholding or representation of a shareholder of a sponsoring undertaking of the IORP

Do you hold shares in a sponsoring undertaking of the IORP, in its parent undertaking and/or in one of its subsidiaries, or do you represent a shareholder of such an undertaking? If so, please fill in the following table.

|  |  |
| --- | --- |
| **I**  **The legal entity applicant** *(mentioned under subsection 2.2.2.1 of the questionnaire)*  **The legal entity permanent representative** *(mentioned under subsection 2.2.2.2 of the questionnaire)*  **hold(s) shares in or represent(s) a shareholder of** | a sponsoring undertaking of the IORP  the parent undertaking of a sponsoring undertaking of the IORP  a subsidiary of a sponsoring undertaking of the IORP |
| **Identification of the undertaking concerned** |  |
| **Percentage of shares to which this explanation relates** |  |
| **Percentage of voting rights to which this explanation relates** |  |
| **Shareholder I represent** (if applicable)(*Identification details*) |  |
| **Comments** |  |

# Links with depositary

## Explanation for statement 5.1.10 - Links with depositary

Do you have links with the depositary? If so, please fill in the following table.

|  |  |
| --- | --- |
| **☐ I**  **☐ The legal entity applicant** (mentioned under subsection 2.2.2.1 of the questionnaire)  **☐ The legal entity permanent representative** (mentioned under subsection 2.2.2.2 of the questionnaire)  **exercise(s) a function within the following depositary** *(identification details)* |  |
| **Nature of the function concerned** | person who effectively runs the company  member of the management body  member of staff |
| **Comments** |  |

# Business relations

## Explanation for statement 5.2.1 - Recent business relations with the IORP

Have you had business, professional or commercial relations with the IORP over the last two years? If so, please fill in the following table.

|  |  |
| --- | --- |
| **This explanation relates to**  **me personally**  **the legal entity applicant** *(mentioned under subsection 2.2.2.1 of the questionnaire)*  **the legal entity permanent representative** *(mentioned under subsection 2.2.2.2 of the questionnaire)*  **a person I live with, i.e.**: ……………………………………………………………  **a company or institution with which I or the legal entity or entities mentioned under subsection 2.2.2.1 of 2.2.2.2, have/has links, i.e.**: ………………………………………………………………… | |
| **Nature of the business, professional or commercial relations** |  |
| **My/the person’s financial interest in these relations** |  |
| **Comments** |  |

## Explanation for statement 5.2.2 - Recent business relations with a sponsoring undertaking of the IORP

Have you had business, professional or commercial relations with a sponsoring undertaking of the IORP, or with its parent undertaking and/or one of its subsidiaries over the last two years? If so, please fill in the following table.

|  |  |
| --- | --- |
| **I**  **the legal entity applicant** *(mentioned under subsection 2.2.2.1 of the questionnaire)*  **the legal entity permanent representative** *(mentioned under subsection 2.2.2.2 of the questionnaire)*  **a person I live with, i.e.**: ……………………………………………………………  **a company or institution with which I or the legal entity or entities mentioned under subsection 2.2.2.1 of 2.2.2.2, have/has links, i.e.**: …………………………………………………………………  **have/has had business, professional or commercial relations over the last two years with** | a sponsoring undertaking of the IORP  the parent undertaking of a sponsoring undertaking of the IORP  a subsidiary of a sponsoring undertaking of the IORP |
| **Identification of the undertaking concerned** |  |
| **Nature of the business, professional or commercial relations** |  |
| **My/the person’s financial interest in these relations** |  |
| **Comments** |  |

# Legal proceedings

## Explanation for statement 5.2.3 – Pending legal proceedings involving me against the IORP

Are you involved in any legal proceedings against the IORP? If so, please fill in the following table.

|  |  |
| --- | --- |
| **This explanation relates to**  **me personally**  **the legal entity applicant** *(mentioned under subsection 2.2.2.1 of the questionnaire)*  **the legal entity permanent representative** *(mentioned under subsection 2.2.2.2 of the questionnaire)*  **a person I live with, i.e.**: ……………………………………………………………  **a company or institution with which I or the legal entity or entities mentioned under subsection 2.2.2.1 of 2.2.2.2, have/has links, i.e.**: ………………………………………………………………… | |
| **Subject of the proceedings** |  |
| **Period during which the relevant actions occurred** |  |
| **Comments** |  |

## Explanation for statement 5.2.4 – Pending legal proceedings involving me against a sponsoring undertaking of the IORP

Are you involved in legal proceedings against a sponsoring undertaking of the IORP, or against its parent undertaking and/or one of its subsidiaries? If so, please fill in the following table.

|  |  |
| --- | --- |
| **I**  **the legal entity applicant** *(mentioned under subsection 2.2.2.1 of the questionnaire)*  **the legal entity permanent representative** *(mentioned under subsection 2.2.2.2 of the questionnaire)*  **a person I live with, i.e.**: ……………………………………………………………  **a company or institution with which I or the legal entity or entities mentioned under subsection 2.2.2.1 of 2.2.2.2, have/has links, i.e.**: …………………………………………………………………  **am/is involved in legal proceedings against** | a sponsoring undertaking of the IORP  the parent undertaking of a sponsoring undertaking of the IORP  a subsidiary of a sponsoring undertaking of the IORP |
| **Identification of the undertaking concerned** |  |
| **Subject of the proceedings** |  |
| **Period during which the facts occurred** |  |
| **Comments** |  |

# Combining functions

## Explanation for statement 5.1.1 - Member of staff of the IORP

Please fill in the following table if you are a member of staff of the IORP.

|  |  |
| --- | --- |
| **Start date** |  |
| **My tasks and responsibilities as a member of staff of the IORP** |  |
| **Comments** |  |

## Explanation for statement 5.1.2 - Function within a sponsoring undertaking of the IORP

Do you exercise a function within a sponsoring undertaking of the IORP, within its parent undertaking and/or one of its subsidiaries? If so, please fill in the following table.

|  |  |
| --- | --- |
| **I**  **the legal entity applicant** *(mentioned under subsection 2.2.2.1 of the questionnaire)*  **the legal entity permanent representative** *(mentioned under subsection 2.2.2.2 of the questionnaire)*  **exercise(s) the following function within the sponsoring undertaking of the IORP, or within its parent undertaking and/or one of its subsidiaries** (*if applicable, you may tick several functions*) | a member of the management body  person who effectively runs the company  holder of the following key function  ……........................................................  shareholder with a stake and significant influence  member of staff |
| **Undertaking involved** | a sponsoring undertaking of the IORP  the parent undertaking of a sponsoring undertaking of the IORP  a subsidiary of a sponsoring undertaking of the IORP |
| **Identification of the undertaking concerned** |  |
| **Comments** |  |

## Explanation for statement 5.1.11 – Performing operational tasks or consultancy assignments (*only for applicants to a key function*)

Do you perform operational tasks or consultancy assignments for the IORP? If so, please fill in the following table.

|  |  |
| --- | --- |
| **This explanation relates to**  **me personally**  **the legal entity applicant** *(mentioned under subsection 2.2.2.1 of the questionnaire)*  **the legal entity permanent representative** *(mentioned under subsection 2.2.2.2 of the questionnaire)* | |
| **Description of the operational tasks or consultancy assignments** |  |
| **Comments** |  |

# Outsourcing

## Explanation for statement 5.2.5 - Links with a service provider of the IORP

Are you a member of the management body, a person who effectively runs the company or member of staff of a service provider of the IORP, other than a sponsoring undertaking, to which important or critical functions or tasks (such as asset management, actuarial management, data management or accounting) have been outsourced? If so, please fill in the following table.

|  |  |
| --- | --- |
| **This explanation relates to**  **me personally**  **the legal entity applicant** *(mentioned under subsection 2.2.2.1 of the questionnaire)*  **the legal entity permanent representative** *(mentioned under subsection 2.2.2.2 of the questionnaire)*  **a person I live with, i.e.**: ……………………………………………………………  **a company or institution with which I or the legal entity or entities mentioned under subsection 2.2.2.1 of 2.2.2.2, have/has links, i.e.**: ………………………………………………………………… | |
| **Identification of the service provider** |  |
| **Functions or tasks outsourced by the IORP to this service provider** |  |
| **My/the person’s functions, tasks and responsibilities with this service provider** |  |
| **Comments** |  |

1. As defined in subsection 5.2 of the questionnaire. [↑](#footnote-ref-1)
2. i.e. a member of the board of directors, a member of another operational body or a key function holder. [↑](#footnote-ref-2)
3. i.e. member of the board of directors, member of another operational body or holder of a key function. [↑](#footnote-ref-3)