

CBS REF: _____



APPLICATION FOR A BANKING LICENCE FORM



APPLICATION FOR A BANKING LICENCE FORM

Telephone: [+248] 4282 000

Fax: [+248] 4323 665

E-mail: licence-application@cbs.sc

*** Use a separate sheet if spaces provided are not adequate**

1. Name of applicant (proposed business name)

2. Date of incorporation

3. Country of incorporation

4. Contact person

a. Contact telephone number

b. Contact fax number

c. Email address

5. Applicant's postal address

6. Details of parent company/head office

Name

Address

7. Show the capital structure of the applicant. Identify the type, number and par value of each class of shares:

a) Authorised share capital

b) Issued share capital

c) Paid up/assigned share capital

d) Provide complete information on the source of funds that were used by each shareholder to purchase the share of stock in the applicant. Affirm that no shares were acquired through an in-kind contribution. If assets were sold to raise funds, then identify the assets sold (or to be sold), provide complete information on the sale, and include copies of all pertinent documents. If funds were borrowed, then provide complete information on the loan including identification of the lender(s), amount borrowed, amount of the loan as a percentage of the total purchase price, collateral pledged, and all terms of the transaction. Specifically identify how the loan is being (and/or will be) repaid. If future dividends, salary or any other funds or income from the applicant-bank are anticipated to be used to service the debt, then state so and provide complete details.

8. Shareholders/Shareholdings

- a) List all shareholders of the applicant and provide the following information for each: number and type of shares to be held, number of shares to be held expressed as a percent of the total number of shares that will be outstanding, par value, purchase price per share, and total purchase price. Identify all persons who are beneficial owners of shares of the applicant but not registered shareholders. Provide a copy of any agreement between shareholders.
- b) If any of the shareholder mentioned in 8(a) is a natural person holding substantial interest¹, provide the following additional information for each such person. Also supply a Personal Questionnaire and Banker's Questionnaire for each natural person who is to be a holder of a substantial interest.

Name	Nationality	Country of Residence	Business/Profession

¹ As per section 2 of the Financial Institutions Act (FIA) 2004 as amended, means holding individually or together with a close relation, directly or indirectly, 10 percent or more of the capital or of the voting rights of a company or undertaking or, directly or indirectly, exercising such significant influence over the management of the company or undertaking as the Central Bank may determine.

- c) If any of the shareholders mentioned in 8(a) are artificial persons provide the following additional information regarding each. Also supply a completed Business Questionnaire and Banker's Questionnaire for each artificial person who is to be a holder of a substantial interest.

Name	Place of Registration/ Incorporation	Business

- d) State the names of natural persons, who are beneficial owners of shares in the artificial persons mentioned in 8(c).

Artificial Persons	Beneficial Owners	Value of Shares	% of Total Shares

9. List all proposed administrators² of the applicant. Non-Executive Directors should be indicated by noting NE next to the Director's name. Supply a completed Personal Questionnaire and Banker's Questionnaire for each proposed administrator.

Name of Director	Nationality	Business/Occupation

² As per section 2 of the FIA 2004 as amended means any person who is a director or managing director of such institution, or in the case of a branch of a foreign financial institution, the person designated as managing agent pursuant to section 313(1) of the Companies Act.

10. Specify the companies in which the applicant holds shares.

Company Name	Number of Shares	% Total Shares	Registered Address

11. If the applicant or its parent company is a licensed financial institution, provide the name, address, and contact detail of its supervisory authority.

Supervisory authority

Address

Telephone number

Fax number

Email address

Contact person

-
12. State the location of the principal and other places in or outside Seychelles where the applicant proposes to conduct business.

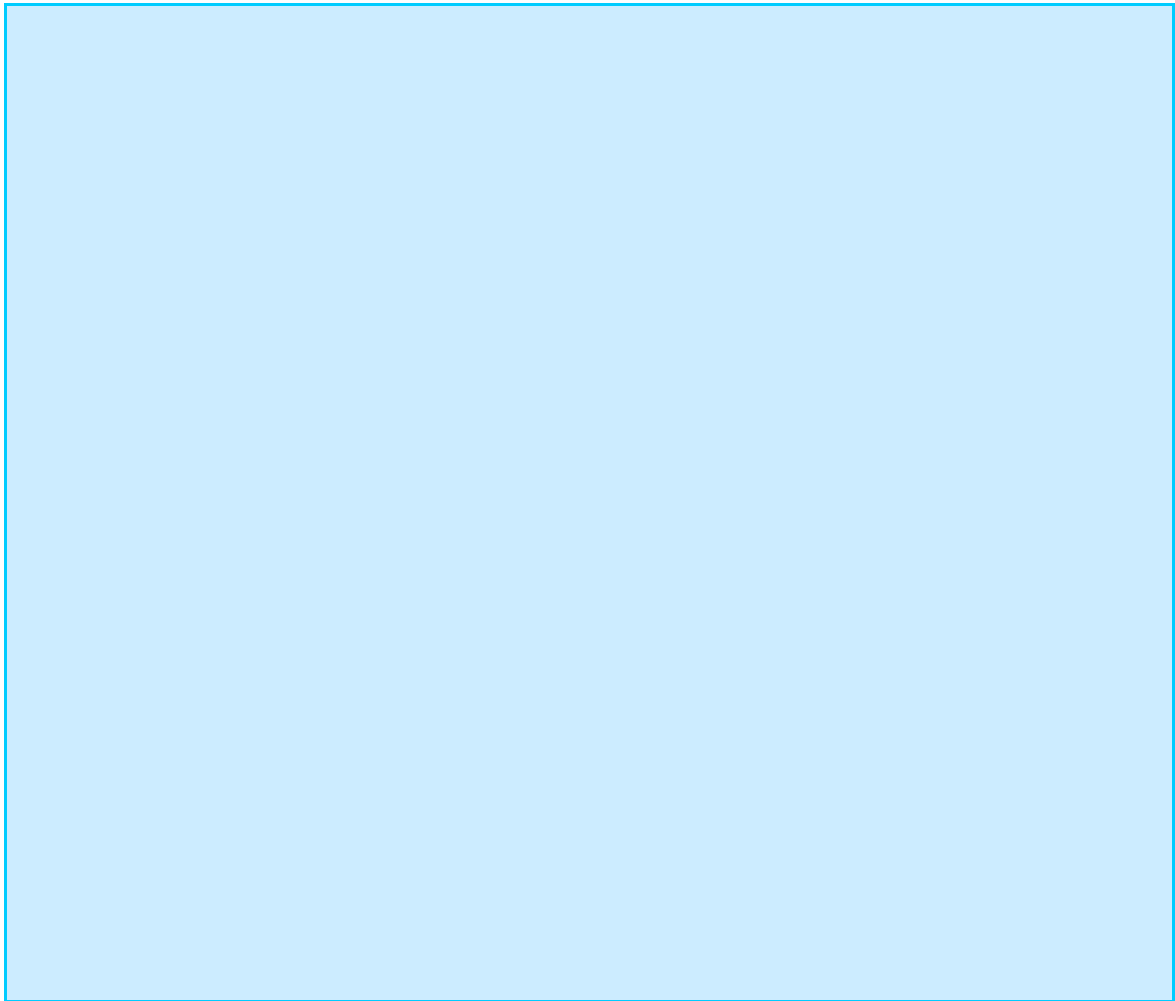
13. Provide reasons for selecting Seychelles as the place to conduct business.

14. Applicant's proposed auditor:

Name

Address

-
15. Provide any other information which may be of assistance in considering the application.



DECLARATION

We declare that the information supplied in the application is complete and correct to the best of our knowledge at the time of this declaration. We understand that providing false information for the purpose of obtaining a licence is an offence under Section 13(1)(a) of the FIA 2004 as amended and is liable to a penalty as stated under Section 63(1)(d) of the FIA 2004 as amended. We also understand that the provisions of such information will invalidate this application, or cause the Central Bank to revoke any licence which may have been granted on the basis of it.

Name of Director

Signature

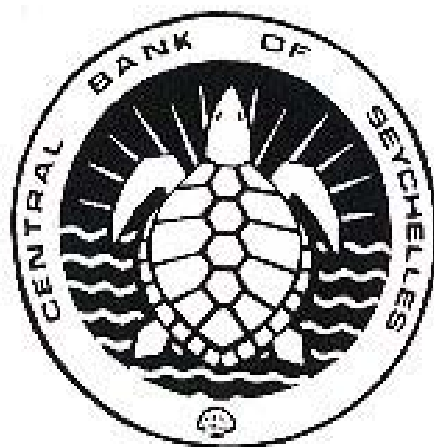
Date

Name of Director

Signature

Date

CBS Ref: _____



PERSONAL QUESTIONNAIRE

For Individuals Holding Substantial Interests, Directors and Managing Directors/Managing Agents

PERSONAL QUESTIONNAIRE

Please read the questions carefully before completing this form. Should you require more space the answers should be written or typed on a separate sheet of paper with the heading "Continuation of Answer to Question...."

Where documents required are in languages other than English, a certified English translation needs to be appended.

The information provided will be used to assess your fitness and properness. However, the areas covered in this questionnaire are not exhaustive of the matters that the Central Bank of Seychelles (Central Bank) will consider in the evaluation process.

The Central Bank reserves the right to seek references from organisations and individuals named in this Questionnaire. It is important, therefore, to ensure that full names and addresses are provided.

PLEASE NOTE:

AN INCOMPLETE QUESTIONNAIRE WHICH DOES NOT DISCLOSE ALL INFORMATION MAY AFFECT CENTRAL BANK'S ASSESSMENT AND RESULT IN DELAYS IN ITS CONSIDERATION OF THE LICENCE APPLICATION.

Once completed this questionnaire should be returned to: Financial Services Supervision Division, Central Bank of Seychelles, P.O. Box 701, Victoria, Mahe, Seychelles.

1. Name of bank for which this questionnaire is being completed

2. You are completing this questionnaire as:

- a. Director ☐
b. Managing Director ☐
c. Managing Agent ☐
d. Holder (natural person) of a substantial interest ☐

3. Surname Forename(s)

Other names that you have been known by
(including name at birth, previous married names, aliases)

4. Gender

Male ☐
Female ☐

5. Identification Number (Passport/National ID)

6. Date of birth ____/____/____

7. Place of birth

Town/City

Country

8. Country of permanent residence

9. Address for correspondence

10. Telephone number

Office hours

COUNTRY CODE	AREA CODE	NUMBER
()	()	

After hours
Or
mobile/cell

COUNTRY CODE	AREA CODE	NUMBER
()	()	

Facsimile number

COUNTRY CODE	AREA CODE	NUMBER
()	()	

E-mail address

--

11. Nationality

--

12. i) How was your nationality acquired

- | | |
|----------------------|--------------------------|
| a. by birth | ☐ |
| b. by naturalisation | ☐ |
| c. by marriage | ☐ |
| d. others | ☐ |

ii) Indicate previous nationality

--

13. Beginning with your current address, list below all previous private addresses during the last ten years with relevant dates.

DATES	ADDRESS

14. Academic Background

Provide details of any higher academic qualifications and the year and place in which they were obtained (eg. BA; LLB; MIBA; MA; MSc).

TYPE OF DEGREE	SUBJECT	NAME AND ADDRESS OF INSTITUTION	YEAR OBTAINED

15. List down any professional qualifications and the year in which they were obtained (eg. ACA; ACCA; ACIB; ACIS).

MEMBERSHIP NO.	PROFESSIONAL QUALIFICATION	YEAR OBTAINED

16. Details of all (current and non-current) membership of any professional bodies, their address(es) and the year of admission (eg. Institute of Directors, Institute of Management etc).

MEMBERSHIP NO.	PROFESSIONAL BODY'S NAME AND ADDRESS	ASSOCIATE (A) FELLOW (F) MEMBER (M)	YEAR ADMITTED

17. Beginning with your present occupation or employment, list all occupations and employment during the last ten years.

NAME, ADDRESS, PHONE & FAX OF EMPLOYER	NATURE OF BUSINESS	POSITION AND DESCRIPTION OF DUTIES	DATES OF EMPLOYMENT

18. This question is for Chairman and Non-Executive Directors only:
(a) How much time do you anticipate giving to the work of the licence holder?

- (b) What particular contribution will you bring to the work of the licence holder?

19. Details of any body corporate of which you are a director, manager, or company secretary and the countries in which they are registered.
20. Details of any outstanding litigation against you, and details of any current proceedings issued by you.
21. Details of any judgments against you.

22. Have you, or any body corporate, partnership or unincorporated institution to which you are, or have been associated with as a director/manager or company secretary ever:
- a. applied to any regulatory authority in any jurisdiction for a licence or other authority to carry on banking or investment business or other financial services activity? (If yes list all applications showing whether they have been successful or not) Yes ☐ No ☐
 - b. been the subject of an investigation by a governmental, professional or other regulatory body? Yes ☐ No ☐
 - c. had its authorization revoked? Yes ☐ No ☐
23. Have you ever:
- a. at any time been convicted of any crime or offence by any court in any country, including civil or military? Yes ☐ No ☐
 - b. been charged with any offence that is currently awaiting legal action? Yes ☐ No ☐
 - c. been subject to a disciplinary enquiry? Yes ☐ No ☐
 - d. been censured, disciplined or criticized by any professional body to which you belong or have belonged? Yes ☐ No ☐
 - e. been suspended from any office, or asked to resign? Yes ☐ No ☐
 - f. been dismissed from any office or employment or barred from entry to any profession or occupation? Yes ☐ No ☐
 - g. been disqualified from acting as a director of a company or from acting in the management or conduct of the affairs of any company, partnership or unincorporated association? Yes ☐ No ☐
 - h. been adjudicated bankrupt by a court in any jurisdiction? Yes ☐ No ☐
 - i. at any time been declared bankrupt and/or have any money judgments been made against you which have not been satisfied in full? Yes ☐ No ☐
 - j. in connection with the formation, management or ownership of a substantial interest in any body corporate, partnership or unincorporated institution been adjudged by a court civilly liable for any fraud, misfeasance or other misconduct by you towards such a body or company or towards any member thereof? Yes ☐ No ☐

24. Has any body corporate, partnership or unincorporated institution with which you were associated as a director/manager, partner or company secretary been compulsorily wound up or made a compromise or arrangement with its creditors or ceased trading in circumstances where its creditors did not receive or have not yet received full settlement of their claims, either while you were associated with it or within one year after you ceased to be associated with it? Yes ☐ No ☐
25. With regard to any previous experience at a financial institution, have you ever:
- a. Been responsible in whole or in part for the financial institution experiencing loss? Yes ☐ No ☐
 - b. Refused to make available for examination, books accounts, or records, or willfully furnished false information? Yes ☐ No ☐
 - c. Obstructed or endeavored to obstruct the proper performance by an auditor or an inspection by the supervisory authority? Yes ☐ No ☐
 - d. With intent to deceive, made false or misleading statements or entries, omitted statements or entries that should have been made, or altered, concealed, or destroyed any statements or entries in any book, record, account, document, report, or statement of the financial institution? Yes ☐ No ☐

IF YOU ANSWERED “YES” TO QUESTIONS 22 TO 25, PROVIDE ALL THE RELEVANT DETAILS ON A SEPARATE SHEET OF PAPER BY CLEARLY STATING THE NUMBER OF THE QUESTION TO WHICH THE DETAILS RELATE.

26. Identify all natural persons and body corporate who will be “connected persons¹” of the applicant financial institution, if licensed, as a result of your position with the applicant financial institution.
27. In carrying out your duties will you be acting on the directions or instructions of any other person(s)? If so, give full particulars.
28. Provide at least two character references.
29. Provide an affidavit duly signed by the individual stating convictions for crimes, past or present involvement in a managerial function in a body corporate or other undertaking subject to insolvency proceedings or personal bankruptcy filings, if any.

¹ In relation to a financial institution, refers to all of the following – (i) Holders of substantial interest or that person’s close relations in the financial institution, (ii) Administrators and close relations, (iii) Subsidiaries or (iv) A company or undertaking in which (i) and (ii) hold substantial interest.

30. Complete the authorization in Part A of the Banker's Questionnaire providing the name of one bank whom you hereby authorise the Central Bank to contact with a view to seeking information about how satisfactorily you have conducted your financial affairs over the previous 10 years. If you have changed banks/branches within the last 10 years, then complete Part A authorization for each bank/branch.
31. Attach a certified copy of your passport or driving licence and a recent photograph. A suitable certifier should certify the identification by stating that it is a true copy of the original document and by signing at the back of the photo certifying that it is the true likeness of the individual. The certifier should include his/her signature, name in block letters, contact details, profession, name and address of business or official stamp, and date on which the document is being certified.

Categories of acceptable certifiers:

- o A notary public
- o An Attorney at Law
- o A judge

Declaration

I certify that the above information is complete and correct to the best of my knowledge and belief and I undertake that, as long as I continue to be an administrator of an institution/holder of substantial interest authorised under the FIA 2004, I will notify the Central Bank of any material changes affecting the completeness of this questionnaire within a reasonable period of time.

I fully understand that false or fraudulent statement, other material irregularities or failure to disclose accurate information may render the application liable to be refused. If such irregularities are discovered subsequent to the issuance of the licence, the Central Bank may revoke or vary the terms and conditions of the licence.

I understand and accept that the Central Bank may wish to make enquiries - both now and on a continuing basis - to satisfy itself as to my initial and continuing fitness and properness. Accordingly, I authorise the Central Bank to make such enquiries and seek such further information as it thinks appropriate in verifying the information given in this Personal Questionnaire, or in other documents submitted as part of this application, for the purposes of performing its due diligence and background checks.

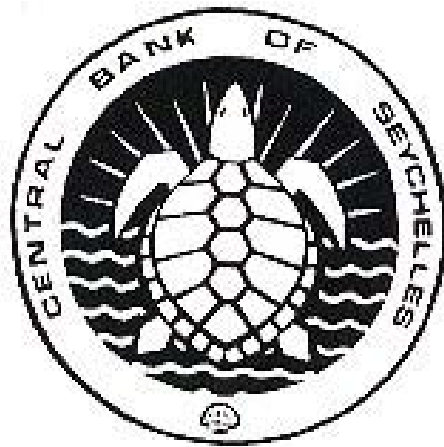
I further authorise the bankers named in this Questionnaire, together with any other person, body or institution (including the Police) which the Central Bank may approach, to provide such information as the Central Bank believes may be relevant to its assessment.

I understand that the results of these checks may be disclosed to the institution/person that is the subject of the application.

Signed _____

Date _____

CBS Ref: _____



BUSINESS QUESTIONNAIRE

For Artificial Persons Holding Substantial Interests

BUSINESS QUESTIONNAIRE

Please read the questions carefully before completing this form. Should you require more space the answers should be written on a separate sheet of paper with the heading “Continuation of Answer to Question...”

Where documents required are in languages other than English, a certified English translation needs to be appended.

The information provided will be used to assess your fitness and properness. However, the areas covered in this questionnaire are not exhaustive of the matters that the Central Bank of Seychelles (Central Bank) will consider in the evaluation process.

The Central Bank reserves the right to seek references from organizations and individuals named in this Questionnaire. It is important, therefore, to ensure that full names and addresses are provided.

PLEASE NOTE:

AN INCOMPLETE QUESTIONNAIRE WHICH DOES NOT DISCLOSE ALL INFORMATION MAY AFFECT THE CENTRAL BANK’S ASSESSMENT AND RESULT IN DELAYS IN ITS CONSIDERATION OF THE LICENCE APPLICATION.

Once completed this questionnaire should be returned to: Financial Services Supervision Division, The Central Bank of Seychelles, P.O. Box 701, Victoria, Mahe, Seychelles.

1. Name of institution that is the subject of the application

2. State the application for which this Business Questionnaire is submitted:

(a) Application for a banking licence ☐

(b) Application to acquire a substantial interest ☐

If the application is for (b) state the proposed date of acquisition

3. Name and type of artificial person that is the subject of this Business Questionnaire

4. Type of business; principal business activities

5. Date of incorporation Country of incorporation

6. Authenticated copy of the instrument of incorporation

7. Memorandum of association and bylaws

8. Contact of natural person of artificial person

Name:

Telephone numbers:

COUNTRY CODE AREA CODE NUMBER

Office hours

() ()

After hours

Or mobile/cell

() ()

Fax

() ()

9. Address for correspondence:

10. For each office or other place of business state the following:
 - Name;
 - Location; and
 - Date of establishment.
11. Identify each shareholder holding a substantial interest in the artificial person:
 - Name (present and former);
 - Nationality;
 - Address;
 - Number of shares held; and
 - Number of shares held stated as a percentage of shares outstanding.
12. Identify each administrator of the artificial person:
 - Name (present and former);
 - Nationality;
 - Registered address;
 - Date of appointment; and
 - Other entities in which the person also serves as an administrator.
13. Each natural person with a substantial interest in and each administrator of the artificial person must submit a Personal Questionnaire.
14. Submit a diagram that shows:
 - The owners and ownership structure of the applicant-artificial person;
 - All other members of the group;
 - The corporate, financial, and other linkages that exist between the members of the group;
 - The position of the financial institution in relation to the other members of the group (as if licensed or as if the proposed substantial interest is acquired); and
 - All substantial interests held in and by each member of the group and the nature of business of each entity.
15. List all entities in which the applicant-artificial person and, separately, each member of its group holds a substantial interest:
 - Name;
 - Address;
 - Type of entity, and the nature of its business;
 - Number of shares held; and
 - Number of shares held stated as a percentage of shares outstanding.
16. After completing Part A, submit the Banker's Questionnaire for at least one bank with which the artificial person has conducted business during the most recent ten years. If the body corporate is a bank, at least one reference must be from a bank other than the body corporate.

17. Submit a chart showing the organizational structure, including departmental functions, of the artificial person.
18. Submit certified true copies of the audited balance sheet and profit and loss account for each of the three years preceding the date of the application.
19. Submit the artificial person's annual reports for each of the most recent three years, if applicable.
20. Submit at least two references verifying good financial standing¹.
21. Identify all persons (natural and artificial) who will be "connected persons" of the financial institution if licensed or if the proposed "substantial interest" in it is acquired (as applicable to the subject application).

Items 22 – 26 each contain several questions. If the answer to any question in items 22 through 26 is "yes", tick the box, then provide all relevant details on a separate sheet of paper. The number of the question to which the details relate should be clearly stated on the paper.

22. Has the applicant-artificial person or any member of its group:
 - a) Applied to any regulatory authority in any jurisdiction for a licence or other authority to carry on banking or investment business or other financial services activity? If yes, please list all applications showing whether they were successful or not? ☐
 - b) Been the subject of an investigation by a governmental, professional, or other regulatory body? ☐
 - c) Had its authorization revoked? ☐
23. Has the applicant-artificial person, or any member of its group, ever:
 - a) Been convicted of any crime or offense by any court in any country, including civil or military? ☐
 - b) Been charged with any offense that is currently awaiting legal action? ☐
 - c) Been censured, disciplined, criticised, or barred from entry by any professional body? ☐
 - d) Been adjudicated bankrupt by a court in any jurisdiction? ☐

¹ Can be from an auditor or Notary Public.

- e) At any time been declared bankrupt and/or had any money judgment made against it which have not been satisfied in full? ☐
- f) In connection with the formation, management, or ownership of a substantial interest in any body corporate, partnership, or unincorporated institution, has anyone connected therewith ever been adjudged by a court civilly liable for any fraud, misfeasance or other misconduct towards such a body or company or toward any member thereof? ☐
24. Has the applicant-artificial person, or any member of its group, or any artificial person under a management contract with the applicant, been compulsorily wound up, made a compromise or arrangement with creditors, or ceased trading in circumstances where creditors did not receive (or have not yet received) full settlement of their claims, either while associated with it or within one year after ceasing to be associated with it? ☐
25. With regards to any previous experience at a financial institution located anywhere in the world, has the applicant-artificial person, or any member of its group, been responsible for the financial institution:
- a) In whole or in part, experiencing a loss? ☐
- b) Refusing to make available for examination books, accounts, or records, or willfully furnished false information? ☐
- c) Obstructing or endeavoring to obstruct the proper performance by an auditor or an inspection by the supervisory authority? ☐
- d) With intent to deceive, making false or misleading statements or entries, omitting statements or entries that should have been made, altering, concealing, or destroying any statements or entries in any book, record, account, document or report of the financial institution? ☐
26. Is the artificial person acting in concert with, or on the directions or instructions of, any other person in regard to the subject application or the banking business (or proposed banking business) of the financial institution? ☐

Declaration

We certify that the information presented in, and attached to this Business Questionnaire is complete and correct to the best of our knowledge and belief and we undertake that, as long as we continue to hold a substantial interest in a financial institution licenced by the Central Bank to engage in banking business in the Seychelles, we will notify the Central Bank of any material change affecting the completeness of this questionnaire as soon as practicable.

We fully understand that making a false or misleading statement, other material irregularities, or the failure to disclose accurate information will result in the application being declined by the Central Bank or, if discovered subsequent to the granting of approval, remedial measures being taken by the Central Bank.

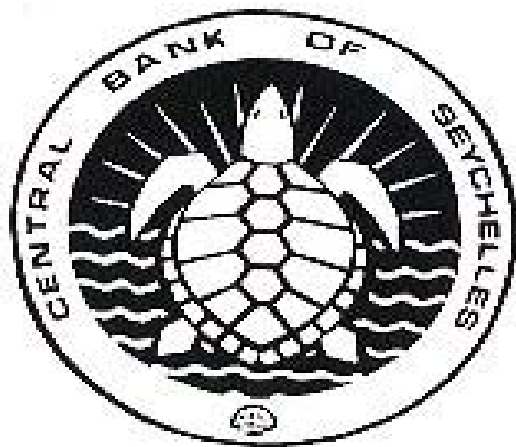
We understand and accept that the Central Bank may wish to make enquiries – both now and on a continuing basis – to satisfy itself as to suitability. Accordingly, the Central Bank is authorized to make such enquiries and seek such further information as it deems appropriate in verifying the information provided in this Business Questionnaire, or in other documents submitted as part of an application for the purposes of performing due diligence and background checks.

This is also inclusive of the bankers named in the Banker's Questionnaire, together with any other person, body, or institution which the Central Bank may request to provide such information as it deems relevant to its assessment of the applicant and suitability of the artificial person.

We understand that the results of these checks may be disclosed to the financial institution that is the subject of the application.

[Signatures of two duly-authorized officers of the artificial person and seal]

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BANKER'S QUESTIONNAIRE

This questionnaire should accompany the Personal and Business Questionnaires

PART A

Banker's Authorisation to Provide Information

I _____ authorize (full name of bank and branch address)

to provide the following information and such other information that the Central Bank of Seychelles (Central Bank) may require and to respond directly to the Central Bank.

Signed: _____

Dated: _____

FOR OFFICIAL USE ONLY

PART B

The Central Bank is responsible for the licensing, regulating and supervising of Banks and Bureau de Change in the Seychelles. The above named person has applied to the Central Bank to act as:

- Director ☐
- Managing Director ☐
- Managing Agent ☐
- Holder of Substantial Interest ☐

The manner in which the applicant has conducted his financial affairs is of importance to the Central Bank in evaluating the person's fitness and properness.

Thank you for your co-operation in completing this form.

(For and on Behalf of the Central Bank)

(Authorised Signatory)

PART C

To be completed by (name of institution) _____

1. How long has the person been a customer of your bank?

➤ If this relationship has ceased please specify the period during which it existed.

2. Is the bank satisfied about the manner in which the person's financial relationship was maintained? Yes ☐ No ☐

(If the answer is "No" please provide an explanation)

(Authorised Signatory)

(Signature of Authorised Signatory)

(Official Stamp of Bank)

(Position of Authorised Signatory)

Date ____/____/____



Documents to Accompany Banking Licence Application

In accordance with Section 5 of the Financial Institutions Act (FIA), 2004, the following documents and information are required to be provided to the Central Bank of Seychelles (Central Bank), together with the Application for a Banking Licence Form, as part of a licence application.

1. A certified true copy of the Certificate of Incorporation of the Applicant.
2. A certified true copy of the Memorandum and Articles of Association of the Applicant.
3. A return of allotment specifying the amount of authorized share capital, together with the amounts which have been issued and paid up, or the amount of assigned capital in the case of a branch of a financial institution incorporated outside of Seychelles.
4. For each natural person who is, or is proposed to be a “Holder of a Substantial Interest” or “Administrator,” submit a Personal Questionnaire with the documents to support information required by the Personal Questionnaire.
5. For each artificial person who is, or is proposed to be a “Holder of a Substantial Interest,” submit a Business Questionnaire with the documents to fully support the information required by the Business Questionnaire.
6. In cases where a foreign financial institution applies to establish operations through licensing a branch or subsidiary to conduct banking business in Seychelles, then in addition to the requirements of item 5 above, also submit the following documents:
 - 6.1. The following written confirmations which must be sent by the foreign supervisory authority directly to the Central Bank:
 - 6.1.1. The foreign supervisory authority grants its written consent or takes “no objection” for the foreign financial institution to establish a branch or subsidiary in Seychelles subject to the Central Bank granting a licence;
 - 6.1.2. The foreign financial institution is not a shell bank, the applicant will not be a shell bank, and there is not (nor will there be) a shell bank in the group;
 - 6.1.3. The foreign financial institution is “in good standing” with the foreign supervisory authority, which means that:
 - 6.1.3.1. The foreign financial institution meets all capital requirements;

- 6.1.3.2. The foreign supervisory authority is satisfied with the financial condition and overall management of the foreign financial institution; and
 - 6.1.3.3. No formal enforcement actions, remedial measures, or corrective action directives are currently in force or pending against the foreign financial institution.
 - 6.1.4. The foreign financial institution (including its proposed branch or subsidiary bank in Seychelles) is, and will be, subject to comprehensive supervision on a consolidated basis by the foreign supervisory authority in accordance with the principles of the Basel Concordat and the Core Principles for Effective Banking Supervision;
 - 6.1.5. The foreign supervisory authority agrees to exchange supervisory information with the Central Bank, and specifically agrees to provide the following on a regular and timely basis:
 - 6.1.5.1. A copy of the foreign financial institution's reports of on-site examination and published financial statements; and
 - 6.1.5.2. Information on material developments which adversely affect the foreign financial institution's soundness and/or world-wide reputation.
 - 6.2. The most recent report of comprehensive on-site examination of the foreign financial institution;
 - 6.3. The audit report, including management letter, of the foreign financial institution for each of the three (3) years preceding the date of the application;
 - 6.4. An organization chart for the foreign financial institution showing lines of authority and reporting from the applicant in Seychelles to the parent company/foreign financial institution, and specifically identifying the administrators within the foreign financial institution who are responsible for the overall operations and financial condition of the applicant; and
 - 6.5. If the applicant is a foreign financial institution seeking to establish a branch in Seychelles, then the applicant must submit a sworn undertaking by its head office through its principal officer supported by a resolution of its board of directors that it will, on demand of the Central Bank, make available such currency and at such place, as may be specified by the Central Bank, funds necessary to cover all obligations and liabilities incurred in the conduct of the banking business authorized under the banking licence.
7. Statement whether any holder of a substantial interest also holds a substantial interest in another bank in another jurisdiction that will not be connected through a corporate link to the applicant (i.e. a parallel bank).

8. Statement whether any holder of a substantial interest has any previous experience as a holder of a significant interest, or a previous position as an administrator in any bank or other financial institution located anywhere in the world.
9. A copy of any agreement between any shareholder regarding the applicant.
10. A Business Plan prepared in accordance with instructions prescribed by the Central Bank. In addition to serving as a basis for its decision as to whether or not to grant a licence the Central Bank will use the Business Plan submitted with the licence application to monitor in detail the institution's business activities, risk, and financial condition during its first three years of operation.
11. Statement by the auditor selected to be appointed indicating the auditor's willingness to undertake the task.
12. Copies of all proposed agreements for management, technical services, software maintenance, and other services.
13. Proof of payment of the application fee.



Business Plan Requirements – To be used in conjunction with Documents to Accompany Banking Licence Application

The business plan should cover in detail the applicant bank's first three years of operation after licensing and should consist of two parts:

- (1) A narrative describing the business objectives and types of business activities of the proposed financial institution, including a description of its organizational structure and corporate governance; and
- (2) Pro forma financial statements for the first three (3) financial years of business operations after a licence has been approved including balance sheet, profit and loss accounts, and cash flow projections.

1.0 Narrative

State the name and location of the proposed bank including the location of any branch or other place of business. Provide information on the locations, office headquarters and branches. Present plans for any future expansion.

Describe in words, and show by diagram, the bank's corporate structure. If the applicant is part of a group, then show all entities within the group (parents, subsidiaries, companies under common control, and other affiliates).

Explain how the organizing group (the founding shareholders of the applicant) came together and the reasons for wanting to apply for a licence to conduct banking business specifically in Seychelles.

State the key strategic goals for the proposed bank.

Provide a basic statement on the nature and scale of the proposed banking business.

Submit a copy of the feasibility study and analysis thereof which was relied upon when developing the business plan. State who prepared the study and who made the analysis.

List and discuss all assumptions used in the preparation of the business plan, financial projections, and sensitivity analysis. The business plan will not be considered acceptable unless it addresses, at a minimum, the following assumptions:

1.1. Target Market

Identify and describe the market to be served by the proposed bank and include in that description information regarding the:

- Size and the geographical or other delineation;

- Population demographics;
- Economic sectors, industries, and businesses;
- Existing financial institutions with which the applicant will be competing;
- Identified needs for banking business, highlighting those needs that are not currently being met by the competition; and
- Use of the internet to serve the local target market or to expand the target market beyond Seychelles.

1.2. Economic Conditions and Interest Rates

Address current economic conditions in Seychelles and in any other market made relevant by the business plan (including global or internet).

Explain the applicant's expectations of future changes, factors influencing such changes, and the impact those expected changes are projected to have on the financial institution.

Address the expected level of interest rates in general, and the interest rates on the categories of earning assets and interest-bearing liabilities in the business plan in specific. Explain how the business plan and operating results will change as a result of changes in forecasted interest rates.

Based on the sensitivity analysis performed by the applicant, explain the economic parameters under which the business plan would no longer be considered feasible and the financial institution's operations no longer viable.

1.3. Banking Business Activities

List each banking business activity from Section 4 of the Financial Institutions Act (FIA), 2004 in which the applicant proposes to engage if licensed by the Central Bank.

Explain all off-balance sheet activities.

Discuss the extent to which each banking business activity envisaged in the applicant's business plan will be engaged, and summarize and support the projections for asset and liability composition and mix. Explain how and why the asset and liability composition and mix is expected to change over time.

This discussion should be supported by information which clearly shows the applicant's capability to undertake those banking business activities in terms of oversight by the board of directors, management expertise, systems, organization, and staff.

1.4. Competition

Provide complete information on all banking business competition for the target market. Show current market share of the competition in the major areas of the applicant's business plan and compare it with expected market share that includes the applicant financial institution during the three years covered by the plan. Describe the methods that will be used to meet the applicant's

market share goals including interest rate pricing, advertising, and other methods. Describe the effect that the applicant expects to have on the competition when operating as a licensed financial institution.

1.5. Corporate Governance

Describe in words and with a chart the organizational structure of the applicant and of the licensed financial institution. Show the board of directors' permanent committees (executive committee, audit committee, risk management committee, etc.), managing and senior officers, operational and administrative divisions (and their sub-divisions and functions), and lines of authority and reporting.

Show the members of the board of directors, the executive committee, the audit committee, and all other permanent committee of the board; include each person's name, position, term, authority, responsibilities, and proposed remuneration.

List the managing officer and all senior officers; show each person's name, title, salary, incentive compensation, benefits and other remuneration.

Address current staff levels, staff projections for the three years covered by the business plan, and expenses for recruitment, training, salary, benefits, and other employee expenses.

Describe the systems that will be in place at the financial institution to control and reduce operating and other risks. Proper operating systems should cover each material activity in the business plan, and should include (for each):

- Written policies and procedures;
- Processes for planning and budgeting, and for monitoring adherence to plans and budgets;
- Accounting standards and record-keeping guidelines;
- Internal controls;
- Management reporting;
- Proper oversight by management and the board of directors; and
- Internal and external audit.

Disclose and explain all proposed agreements for management services, technical services, software development/maintenance, and any other outsourcing of services.

If any proposed counterparty to an agreement listed above is a "connected person"¹, then provide a copy of the agreement and disclose in the business plan the following information:

¹ In relation to a financial institution, refers to all of the following – (i) Holders of substantial interest or close relations in the financial institution, (ii) Administrators and close relations, (iii) Subsidiaries or (iv) A company or undertaking in which (i) and (ii) hold substantial interest.

- The identity of the “connected person;”
- Comparative market data to evidence that the transaction will be on an arm’s-length basis; and
- An explanation for why, in light of the inherent conflict of interest, a transaction with a “connected person” is proposed instead of making arrangements that do not involve such a person(s).

Confirm that the applicant’s management information system is capable of producing all required reports to the Central Bank in an accurate and timely manner.

1.6. Risk Management

Describe the risk profile of the financial institution when engaged in the banking business activities envisaged by the plan. Highlight the areas of operation that represent the greatest risk of loss to the financial institution and explain why. Describe the changes expected to the risk profile over the three years covered by the plan based on the changes planned in the asset and liability composition and mix. Describe how the risk management processes – risk identification, measurement, monitoring, and control – will be used to control the identified risks specifically addressing: credit, liquidity, interest rate, legal, reputational and market risk.

1.7. Capital

Show the applicant’s capital structure. Describe the projected earnings and operating results, capital goals, and the applicant’s plans for growth over the three years covered by the business plan. Explain the applicant’s plans for supporting the risk profile of the financial institution and its plans for growth through adequate advance planning and an adequate capital base and cushion. Describe plans for financing growth, internally and externally. State all additional sources of capital that are reasonably available should the need arise in the future.

Explain the dividend policy and state whether any dividend is proposed to be paid during the three years covered by the plan.

1.8. Liquidity

List and explain the primary sources of deposits and the methods used to solicit deposits.

Describe plans to ensure that the financial institution maintains adequate liquidity throughout the period covered by the plan. List all funding sources for both normal and adverse circumstances.

Explain how the projected cash flow statements that accompany the balance sheet and income statements of the business plan were derived. Specifically, explain how the net funding requirements for each period were derived to ensure that all obligations and liabilities are covered by planned funding. Explain how funding requirements are projected to vary based on expected economic and other changes.

Describe the results of the sensitivity analysis performed and explain contingency plans for managing liquidity under scenarios of adverse and stress conditions.

1.9. Business Plan Monitoring

Discuss the methods that the board of directors will use to regularly monitor both management's implementation of, and the financial institution's performance under the business plan during the first three years of operation after licensing. Discuss the process by which the business plan will be amended, with the board of directors' approval, to address changes in economic conditions.

2.0. Financial Projections

The impact of the planned banking business activities on the condition of the proposed financial institution should be demonstrated in the pro forma financial statements.

Based upon the preceding narrative section, submit a pro forma Balance Sheet, Profit & Loss Statement, and Cash Flow Statement (and any necessary supporting schedules) for each of the first three years of operation using the attached formats prescribed by the Central Bank.

2.1. Pro Forma Balance Sheet – format attached

2.2. Pro Forma Profit & Loss Statement – format attached

2.3. Pro Forma Cash Flow Statement – format attached

Name of Applicant: _____

Type of Applicant: _____

2.1. Pro Forma Balance Sheet

	Year 1	Year 1	Year 1	Year 1	Year 2	Year 2	Year 2	Year 2	Year 3	Year 3	Year 3	Year 3
	Q-I	Q-II	Q-III	Q-IV	Q-I	Q-II	Q-III	Q-IV	Q-I	Q-II	Q-III	Q-IV
ASSETS												
1	Cash (Domestic notes and coins)											
2	Balances @ CBS and other Banks											
3	Placements (incl. overnight lending)											
4	Government Securities											
5	Investments											
5a	Gross Credits (local currency)											
5b	Gross Credits (foreign currency)											
5c	Total Credits											
5d	Less Provisions for Bad Debts											
5e	Net Credits											
6	Other Foreign Assets											
7	Fixed Assets (net)											
8	Other Assets											
9	Total Assets											
LIABILITIES												
10	Deposits (local currency incl. inter-bank borrowing)											
11	Deposits (foreign currency incl. inter-bank borrowing)											
12	Accrued Interest											
13	Other Foreign Liabilities											
14	Other Liabilities											
15	Total Liabilities											
CAPITAL & RESERVES												
16	Paid-up Capital											
17	Share Premium											
18	Other Reserves											
19	Other Reserves											
20	Profit & Loss Acct.											
21	Total Shareholders' Funds											
22	Total Liabilities & Shareholders' Funds											
OTHER ITEMS												
23	Contingent Liabilities (off-balance sheet)											
24	Non-performing loans											

25	Core Capital
26	Supplemental Capital
27	Total Capital
28	Total Risk-Weighted Assets
29	Other Non-performing Assets
30	Investments in Subsidiaries
31	Total Earning Assets

2.2. Pro Forma Profit & Loss Statement

	Year 1 Q-I	Year 1 Q-II	Year 1 Q-III	Year 1 Q-IV	Year 2 Q-I	Year 2 Q-II	Year 2 Q-III	Year 2 Q-IV	Year 3 Q-I	Year 3 Q-II	Year 3 Q-III	Year 3 Q-IV
INCOME												
32	Interest on Credits											
33	Interest on Placements											
34	Dividend Income											
35	Interest on Govern- ment Securities											
36	Foreign Exchange Gain/(Loss)											
37	Other Interest Income											
38	Other Income											
39	Total Income											
EXPENSES												
40	Interest on Deposits											
41	Other Interest Expenses											
42	Occupancy Expenses											
43	Directors' Remuneration											
44	Bad Debts Charge											
45	Salaries & Wages											
46	Other Expenses											
47	Total Expenses											
48	Profit Before Taxes											
49	Taxes											
50	Extra-ordinary Items											
51	Net Profit											
52	Dividends											

2.3. Pro Forma Cash Flow Statement

Year 1	Year 1	Year 1	Year 1	Year 2	Year 2	Year 2	Year 2	Year 3	Year 3	Year 3	Year 3
Q-I	Q-II	Q-III	Q-IV	Q-I	Q-II	Q-III	Q-IV	Q-I	Q-II	Q-III	Q-IV

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