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**Application for a Credit Rating Agency Licence**

This form must be submitted by all new applicants applying for a Licence to conduct a Regulated Activity of Providing Credit Rating Services[[1]](#footnote-1).

We occasionally refer to various Rules, sections, or chapters of the modules which make up the AIFC Regulations and Rules. However, these references are provided only as a guide and are not an exhaustive list of the Rules that may be applicable to your situation. It is your responsibility to research any Rules that might be pertinent to your application.

Do not leave any response-cells empty. If it is more appropriate to answer certain questions in an attachment then indicate in the cell that this is the case.

As a matter of good practice, and to avoid any confusion, words and terms that are defined in the AIFC Glossary (GLO) should have their first letter in upper-case.

Ensure that that you[[2]](#footnote-2) are using the latest version of this application form. AFSA will only accept out-of-date forms if they are submitted within one month of the latest version available on our website.

You are advised to retain a copy of the form and all relevant attachments for the records.

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| 1. **Declaration by the applicant** |

* 1. I declare that, to the best of my knowledge and belief, having made due inquiry, the information given in this form, the supplements and documents attached, as well as any applicable supporting documents, is complete and correct. I understand that it may be a breach of Article 119(e) of the AIFC Framework Regulations to provide to the AFSA any information which is deceptive, misleading or dishonest.
  2. I understand that the Authorised Person shall comply with, and be bound by, the AIFC rules and regulations. I also acknowledge that it is sole responsibility of the Authorised Person to monitor the amendments introduced to the rules and regulations published on the official website of the AFSA.
  3. I declare my understanding that the AFSA may request more detailed information (including but not limited to, personal educational, employment and financial information) should it be deemed necessary to adequately assess the fitness and propriety of the firm or any person connected to the firm. I consent to the AFSA contacting any previous employers, educational institutions, professional organisations or any other organisation, to verify any information contained in this form.
  4. I confirm that I have the authority to make this application, to declare as specified above and sign this form for, or on behalf of, the applicant. I also confirm that I have authority to give the consent specified above.
  5. I understand that any personal data provided to the AFSA will be used to discharge its regulatory functions under the AIFC Data Protection Regulations, and other relevant legislation and may be disclosed to third parties for those purposes.
  6. I confirm that all documents submitted as part of this application, whether physical or electronic, become property of the AFSA.

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Signature of Director/Partner of the applicant[[3]](#footnote-3) Date

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| Enter the name and position or title of the above signed Director/Partner of the applicant: |
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| 1. **Contact details of the applicant** |

* 1. Provide the following contact details for the individual from the applicant who is the principal for this application:[[4]](#footnote-4)

|  |  |
| --- | --- |
| Name: |  |
| Designation: |  |
| Contact number: |  |
| E-mail address: |  |

* 1. Provide the name, scope of services and contact details of any professional adviser(s) that may be assisting the applicant[[5]](#footnote-5) with this application.

|  |  |
| --- | --- |
| Name: |  |
| Designation: |  |
| Precise scope of the service(s) being provided: |  |
| Contact number: |  |
| E-mail address: |  |

* 1. Would you like us to copy in your adviser identified above on any correspondence?

Yes 󠄀  No

* 1. What is, or will be, the website address of your new entity? Also, what is the website address of your head office or main shareholding firm?

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| 1. **General information about the applicant** |

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|  | Full name of the applicant: |  |
|  | Legal nature of the applicant: |  |
|  | Contact details of the applicant (please provide telephone, email and website address): |  |
|  | Are you an AIFC entity or non-AIFC entity? |  |
|  | For non-AIFC entity, date and place of incorporation: |  |
|  | For non-AIFC entity, contact details of the regulator (including the name of the relationship manager, if any) responsible for the authorisation and ongoing supervision of the head office. Please also include the date that the applicant was authorised: |  |
|  | Financial year-end (DD/MM): |  |
|  | Trading names (if different from legal name): |  |
|  | What is or will be, if known, the registered business address for your AIFC operation? (please indicate if current or proposed) |  |

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| 1. **Controllers** |

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| 4.1 | Provide information on the Controllers[[6]](#footnote-6) **(not being natural persons)** of the applicant: | |
| Name of Body Corporate, Limited Liability Partnership, or Trust: |  |
| Place of incorporation or registration: |  |
| Effective date of shareholding: | (MM/YYYY) |
| Percentage of effective shareholding: |  |
| Provide information for each of the board members of all Controllers: | |
| Name of individual: |  |
| Date of birth: | (DD/MM/YYYY) |
| Passport number (and a copy where available): |  |
| If there are trust vehicles and/or other corporate entities in the line of ownership, please provide full details, including (but not limited to) ultimate Beneficial owners (“UBOs”), directors, trustees and beneficiaries. |  |

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| --- | --- | --- |
| 4.2 | Provide information about each of the Controllers **(being natural persons)** of the applicant: | |
| Name of individual: |  |
| Date of birth: | (DD/MM/YYYY) |
| Passport number (provide a copy): |  |
| Nationality: |  |
| Country of residence: |  |
| For Kazakhstani nationals, provide IIN (provide a copy): |  |
| Shareholding details: | |
| Direct or indirect shareholder: |  |
| Effective date of shareholding: | (MM/YYYY) |
| Effective % of shareholding in applicant: |  |
| 4.3 | Set out details of employment history of the individual mentioned in 4.2. during the past 10 years (including periods of part-time employment, unemployment or self-employment)[[7]](#footnote-7). List the records in reverse chronological order, starting from the most recent record.[[8]](#footnote-8) If this information has been captured in the Approved Individual status form simply make reference to it:   |  |  |  |  |  |  | | --- | --- | --- | --- | --- | --- | | *Name of employer and country of operation:* | *Nature of business of employer:* | *Designation and department:* | *Brief description of duties:* | *Period*  *(MM/YYYY)* | | | *From:* | *To:* | |  |  |  |  |  |  | | |
| 4.4 | Set out details of any Controller positions of the individual held in any corporations, other than this appointment with the applicant (i.e. indicate shareholding in other firms of the proposed Controller). List the records in chronological order:   |  |  |  |  | | --- | --- | --- | --- | | *Name of corporation:* | *Place of incorporation:* | *Nature of business:* | *% shareholding in corporation:* | |  |  |  |  | | |

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| 1. **Corporate Governance**[[9]](#footnote-9) |

To assess the fitness and propriety of the applicant the AFSA will review the applicant’s proposed corporate governance structure. Rules and guidance for your consideration are detailed in AIFC GEN, Chapter 5 – Systems and Controls and in AIFC COB Rules, Chapter 14 – Credit Rating Agencies.

5.1 Provide details on the appointment of the proposed individuals who will be performing Controlled Functions in the table below:[[10]](#footnote-10)

|  |  |  |
| --- | --- | --- |
| Name of individual | Controlled Function[[11]](#footnote-11) | Resident of the Republic of Kazakhstan? |
|  | Senior Executive Officer |  |
|  | Compliance Officer |  |

5.2 Please describe the applicant’s corporate governance structure and include the following information:

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| Describe the composition of the Governing Body and all committees: |
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| Describe the composition of the senior management: |
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| Describe the risk management and internal audit arrangements: |
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5.3. Please advise who will be present at the AIFC office premises[[12]](#footnote-12):

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| 1. **The applicant’s business and intended activities** |

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|  | Provide a brief introduction to and history of the applicant, including what experience it or its Parent/Head Company have in conducting Regulated financial services in any other jurisdictions[[13]](#footnote-13): |  |
|  | Please provide a brief overview of the business of the Credit Rating Activities to be undertaken in the AIFC: |  |
|  | What geographical areas or regions will the applicant target and how will the marketing be conducted in the immediate term and what are the future plans? |  |
|  | Please indicate the class of credit rating for which the applicant is applying to be authorised:  (a) sovereign and public finance ratings;  (b) structured finance ratings;  (c) corporate ratings:  (i) financial institution including credit institutions and investment firms;  (ii) insurance undertaking;  (iii)corporate issuer that is not considered a financial institution or an insurance undertaking;  (iv) corporate instruments; |  |
|  | Please provide an overview of the rating process that will be adopted: |  |
|  | Will your firm undertake any ancillary services in the AIFC? If “Yes”, provide an overview of such: |  |
|  | Please provide the latest audited financial statements of the Parent/head office. Confirm that you have included a copy with your application: |  |
|  | What systems and controls the applicant will have in place to ensure it only conducts the activities of a Providing Credit Agency Services? |  |
|  | Please provide written procedures and methodologies for issuing credit opinions. Confirm that you have included a copy with your application: |  |
|  | Please provide details of the resources available to support high-quality credit assessments, including personnel responsible for conducting these assessments, ensuring they are professional, competent, and of high integrity: |  |
|  | Provide details (if relevant) relating to any arrangements made with third party service providers in connection with the Regulated Activities the applicant will be conducting, including: |  |
|  | Describe the proprietary and non-proprietary IT systems and the names of the products (if applicable) that the applicant will use to support its business activities (compliance monitoring, risk management, etc.): |  |

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| 1. **Compliance** |

The applicant will have to provide copies of the compliance proceduresand monitoring programme[[14]](#footnote-14) in relation to its Regulated Activities at the time of application submission. In advance of this we would like to get a general understanding of your compliance procedures and arrangements.

|  |  |  |
| --- | --- | --- |
|  | Please describe the applicant’s compliance framework: |  |
|  | Please describe the measures implemented to ensure that the applicant’s Credit Ratings are derived from an objective, fair, and comprehensive assessment of all relevant information that is reasonably known to or accessible by the applicant: |  |
|  | Please describe how the applicant will ensure that its Credit Rating decisions remain independent and free from political or economic pressures, and are not influenced by conflicts of interest arising from its ownership structure, business activities, or the personal interests of its Employees: |  |
|  | Please describe arrangements in place to ensure that the applicant will conduct Providing Credit Rating Services in a transparent, timely and responsible manner: |  |
|  | How are compliance breaches detected, recorded, categorised, rectified, and followed up? |  |
|  | What is the scope and frequency of the compliance reviews or audits: |  |
|  | Please describe arrangements for handling, resolving and recording complaints, with particular reference to the requirements of AIFC COB Rules, Chapter 15 – Complaints Handling and Dispute Resolution: |  |
|  | Please describe the procedures for Client verification: |  |
|  | Please describe arrangements for record keeping and data protection, with particular reference to the requirements of AIFC COB Rules, Chapter 16 – Record Keeping and Internal Audit: |  |
|  | Please provide written procedures and methodologies for ensuring confidentiality of information. Confirm that you have included a copy with your application: |  |
|  | Please provide written procedures and methodologies for independence and conflicts of interest. Confirm that you have included a copy with your application: |  |

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| 1. **Fit and proper questionnaire** |

In this section your openness and honesty about your firm’s fitness and propriety are essential. If you answer “Yes” to any of the question provide a detailed explanation. If necessary, attach separate documentation.

It will not necessarily count against your firm if there is a positive response in any of the disclosures. However, deliberately withholding information or providing false or misleading information will adversely impact the success of your application.

* 1. Have you or any member of your Parent/head Company/Group been made aware, whether formally or informally, that you are the subject of a current or pending investigation, review or disciplinary procedures by any regulatory authority, professional body, Financial Services Regulator, self-regulatory organisation, regulated exchange or clearing house, government body or agency or any other officially appointed inquiry? If “Yes”, provide full details:

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| [Insert text here] |

* 1. Have you or any member of your Parent/head Company/Group in the last 10 years been convicted or found guilty by any court of a competent jurisdiction of any offence? If “Yes”, provide full details:

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| [Insert text here] |

* 1. Have you or any member of your Parent/head Company/Group in the last 10 years been the subject of disciplinary procedures by a government body or agency or any self-regulatory organisation or other professional body? If “Yes”, provide full details:

|  |
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| [Insert text here] |

* 1. Have you or any member of your Parent/head Company/Group in the last 10 years contravened any provision of financial services legislation or of rules, regulations, statements of principle or codes of practice made under it or made by a self-regulatory organisation, Financial Services Regulator, or regulated exchange or clearing house? If “Yes”, provide full details:

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| [Insert text here] |

* 1. Have you or any member of your Parent/head Company/Group in the last 10 years been refused or had a restriction placed on the right to carry on a trade, business or profession requiring a licence, registration or other permission? If “Yes”, provide full details:

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| --- |
| [Insert text here] |

* 1. Have you or any member of your Parent/head Company/Group in the last 10 years received an adverse finding or an agreed settlement in a civil action by any court or tribunal of competent jurisdiction? If “Yes”, provide full details:

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| [Insert text here] |

* 1. Have you or any member of your Parent/head Company/Group in the last 10 years been censured, disciplined, publicly criticised or the subject of any investigation or enquiry by any regulatory authority, Financial Services Regulator, or officially appointed inquiry? If “Yes”, provide full details.

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| --- |
| [Insert text here] |

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| Confirmation of supporting attachments |

In the table below confirm that the requested supporting documents are attached by putting an “X” into the appropriate cell. If they are required documents and are not attached then your application will be returned unless you can provide a reasonable explanation as to why they are not attached. If they are not required as per your submission then place the mark in the “Not-applicable” (N/a) cell:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  | **Verify that the following required documents are attached with this application submission:** | **Yes** | **No** | **N/a** |
|  | Incorporation certificate of Parent/head office (if applicable): |  |  |  |
|  | A soft copy of passport (with a machine-readable zone) and CV for each of the Controller(s) that is natural person: |  |  |  |
|  | Fit and Proper Questionnaire for Controllers (if applicable): |  |  |  |
|  | Approved Individual status forms for each individual performing a Controlled Function: Senior Executive Officer and Compliance Officer |  |  |  |
|  | Last audited accounts (if applicable):[[15]](#footnote-15) |  |  |  |
|  | Last audited of Parent/head Company (if applicable):[[16]](#footnote-16) |  |  |  |
|  | If your Parent is regulated in another jurisdiction provide a copy of its regulatory licence. It must include any restrictions or conditions: |  |  |  |
|  | A shareholding chart up to Ultimate Beneficial Owners that depicts how the applicant is related to each of its shareholders (including natural persons) and to its related entities, Subsidiaries, and head office/Branch, as applicable[[17]](#footnote-17): |  |  |  |
|  | An organisation chart depicting the key appointments and reporting lines and, where applicable, the reporting lines to the Parent/head Company or Group[[18]](#footnote-18): |  |  |  |
|  | Copy of passport for the members of the proposed Board of Directors: |  |  |  |
|  | If the applicant is a Branch, provide a written undertaking from the head office on the immediate fulfillment of obligations related to the activities of its Branch operating in the AIFC, in case of non-fulfillment and/or improper fulfillment by the Branch: |  |  |  |
|  | Résumés/CVs of proposed staff members: |  |  |  |
|  | Compliance Manual:[[19]](#footnote-19) |  |  |  |
|  | Written procedures and methodologies for issuing credit opinions: |  |  |  |
|  | Written procedures and methodologies for ensuring confidentiality of information: |  |  |  |
|  | Written procedures and methodologies for ensuring confidentiality of information: |  |  |  |
|  | Written procedures and methodologies for independence and conflicts of interest. |  |  |  |

Explanation of why required documents are not attached and why your application should not be considered incomplete and returned to you:

|  |
| --- |
| [Insert text here] |

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| 1. **Submitting your application to the AFSA** |

Once you are satisfied that this form with the necessary signatures in place and all other supporting forms and documents necessary for your completed application have been finalised, you can then proceed to arrange an application submission meeting with your authorisation contact at the AFSA.

We will undertake an initial review of it to ensure that your submission appears to be materially complete and all the necessary attachments are included. We will formally acknowledge receipt of the application once we ascertain that it is materially complete.

For your submission we will require the paper-based originals with handwritten signature of one set of application forms, supplemental forms, and purpose-written, attachment documents, as well as the same in electronic format. If you are submitting published documents (for example, a corporate annual report), they are to be submitted on memory stick only.

Firms are advised to retain a copy of this form, any supplements, and all attachments for their records.

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| **Appendix 1: Compliance manual** |

The applicant must demonstrate that, holistically, its policies and procedures demonstrate a robust internal control and governance structure. The manual should address the points mentioned below. Note, this is not an exhaustive list:

1. What are the structural oversight and reporting arrangements that will ensure the applicant continually meet its compliance obligations under applicable legislation in the AIFC;
2. How compliance reports are prepared, authorised, disseminated, and followed up;
3. Systems and controls for customer identification and verification;
4. How compliance breaches are detected, recorded, categorised, rectified, and followed up;
5. How senior management will be apprised of such breaches;
6. How the AFSA and other Financial Services Regulators, if applicable, will be kept apprised of all relevant breaches;
7. How the Compliance Officer and Senior Management will remain up-to-date on any changes to applicable legislation and changes to the AIFC Rules and how will they be communicated to relevant staff;
8. What are the arrangements for handling, resolving and recording complaints, with particular reference to the requirements of AIFC COB, Chapter 15 – Complaints Handling and Dispute Resolution;
9. What are the arrangements for record keeping, data protection and internal audit, with particular reference to the requirements of AIFC COB Rules, Chapter 16 – Record Keeping and Internal Audit;
10. How the applicant will ensure compliance by any Person under a material outsourcing or delegation arrangement with relevant requirements and procedures;
11. How the applicant will determine and maintain records of Client verification;
12. Describe the applicant’s procedures for monitoring and managing conflicts of interest, with particular reference to the requirements of AIFC COB Rules, Chapter 7 – Conflicts of Interest;
13. Other internal provision associated with the applicant’s Regulated Activity;

1. This financial service is defined in Schedule 2 of the AIFC General Rules. [↑](#footnote-ref-1)
2. The terms “you” and “your” as used throughout are not implied in the personal sense, but rather refer to the firm applying for a Licence. The terms “we” and “our” refer to the AFSA. [↑](#footnote-ref-2)
3. Or the person who will be authorised by the entity once it has been incorporated or established. [↑](#footnote-ref-3)
4. This person named will be responsible for the application during the authorisation process. He or she must be a representative of the applicant. [↑](#footnote-ref-4)
5. The terms “firm” and “applicant” are used interchangeably in this form. [↑](#footnote-ref-5)
6. Controllers are defined in the AIFC Glossary. [↑](#footnote-ref-6)
7. There should be no gaps in the employment period. If the individual is on sabbatical or long leave, include this in the list. Where the individual is currently employed with a company in your Parent/head Company/Group, provide the details of the company, leaving the "To" field empty. Where the individual has no prior working experience, provide details of the last education institution attended. [↑](#footnote-ref-7)
8. If the individual is currently employed by a corporation other than the applicant, state the individual's last day of employment, if applicable, with his/her current employer. [↑](#footnote-ref-8)
9. Refer to Guidance on Competence Assessment to understand AFSA’s minimum expectations in regard to competence and capabilities of individuals carrying out or to be approved or appointed to carry out Controlled or Designated Functions. [↑](#footnote-ref-9)
10. You must submit an AFSA Application for Approved Individual status form for each proposed individual who will be performing a Controlled Function. [↑](#footnote-ref-10)
11. An individual may perform more than one Controlled Function. However, there should be proper segregation between the business and control responsibilities. [↑](#footnote-ref-11)
12. *Refer to AIFC Rules on the Substantial Presence of the Astana International Financial Centre Participants Applying Tax Exemptions for the Payment of Corporate Income Tax, Value Added Tax.* [↑](#footnote-ref-12)
13. *Describe the core business activities, expertise, scale of business, and country of operations of the applicant / Parent/head Company. The description should also include any major developments in the history of the applicant / Parent/head Company (e.g. attaining listing /regulated status, strategic acquisitions, change in shareholders, change in name, etc.* [↑](#footnote-ref-13)
14. Refer to Appendix 1 of this application form for detailed requirements of the compliance manual. [↑](#footnote-ref-14)
15. We require your most recent audited accounts. This should include balance sheet, profit and loss statement, cash flow statement and notes. Where audited accounts are unavailable, supply interim unaudited accounts or management accounts. [↑](#footnote-ref-15)
16. We require the Parent/head Company’s most recent audited accounts including the balance sheet, profit and loss statement, cash flow statement and notes. Where audited accounts are unavailable, supply interim unaudited accounts or management accounts. [↑](#footnote-ref-16)
17. The chart should indicate the percentage of shareholdings or Controller interests held by each Person, the date and place of incorporation of each entity, and the place of residency of each natural person. Entities which are regulated should be identified, along with their Financial Services Regulator. Information on other forms of Controller interests should also be included (e.g., where Shares are held by a trust, provide details of all trustees, settlors and Beneficial owners). [↑](#footnote-ref-17)
18. Provide a full organisation chart that depicts key appointments – including senior management and heads of function, reporting lines, and (where applicable) the reporting lines to the head office. [↑](#footnote-ref-18)
19. Refer to Appendix 1 of this application form for detailed requirements of the compliance manual. [↑](#footnote-ref-19)