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# Consultation Papers on the suitability package

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Public hearing: Wednesday, 15 April 2026

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# Public hearing structure and functioning

## Public hearing structure

Introduction: Francesco Mauro (EBA, Head of Unit)

Draft Joint ESMA and EBA Guidelines on the suitability of members of the MB and KFH

Next Steps

Q&A session

Draft RTS on documentation and information

Next Steps

Q&A session

## Suggestions for an efficient session

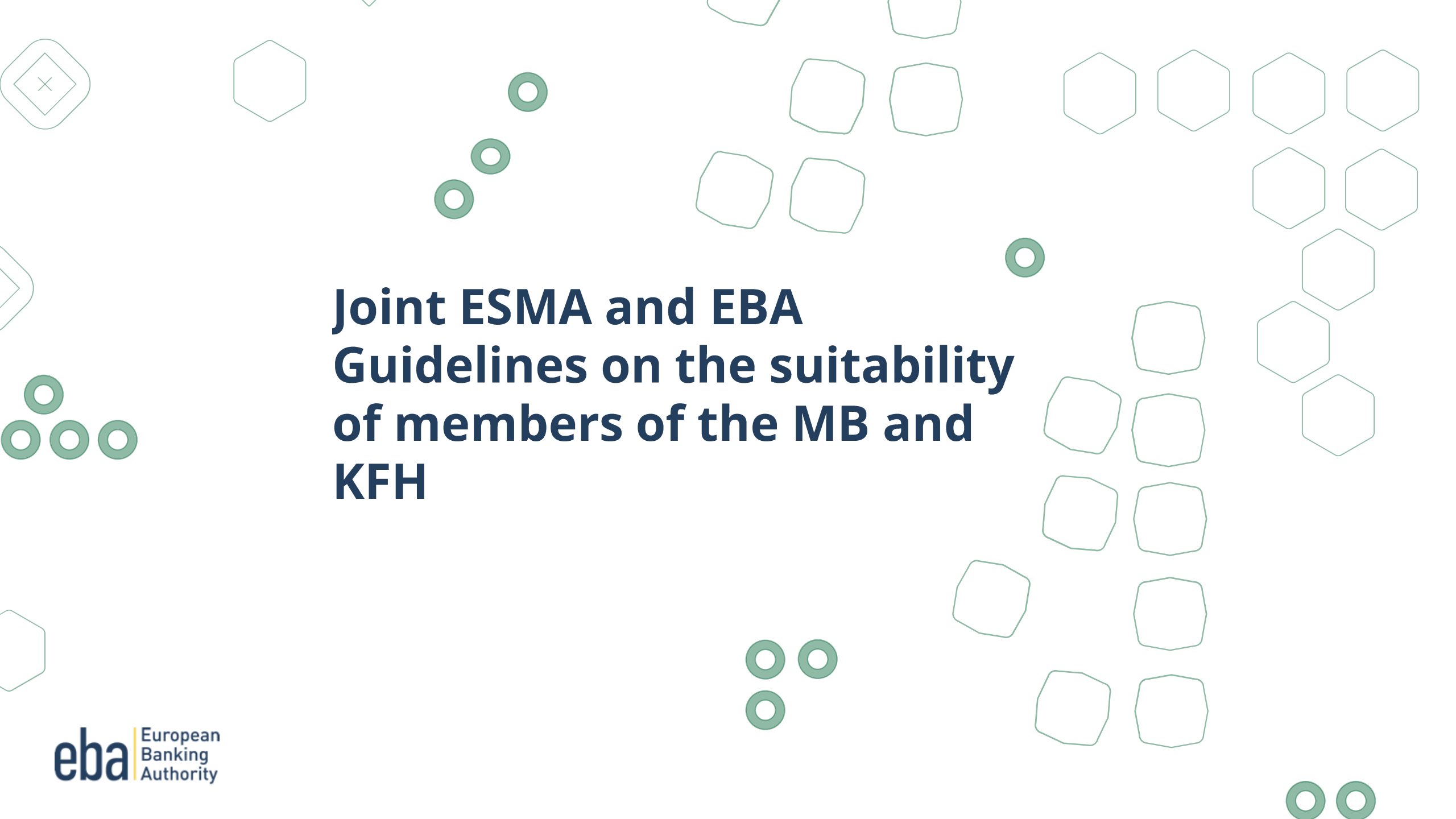
Should you need assistance or would like to intervene:

- write on Teams chat to any of the hosts or publicly;
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# **Joint ESMA and EBA Guidelines on the suitability of members of the MB and KFH**

# 1. Objective of the update of the Joint EBA and ESMA GLs on suitability

**The consultation paper updates the Joint GLs reflect:**

- ✓ CRD VI requirements on suitability assessments
- ✓ New mandates for competent authorities, particularly for large institutions
- ✓ Alignment with other EU legislation, including MiCAR and DORA
- ✓ Reinforced consideration of ML/TF risks

**The Joint GLs are addressed to all institutions, investment firms, third-country branches, and CAs and apply at authorisation and on an ongoing basis.**

# 1.1 Main amendments introduced in the Joint Guidelines

## ✓ Large institutions

- ✓ **Mandatory CA suitability assessments (at least for large institutions) for key roles:**
  - Heads of internal control functions and
  - CFO
  
- ✓ **Ex-ante application and enhanced dialogue between the CA and entity in case of suitability concerns**
  - applicable only for CAs that have ex-post assessment;
  - limited to large institutions and the members of the MB in its executive function, and the chair of MB in its supervisory function.
  - Timing: at least 30 working days before taking up the position; timing excluded from the maximum period of the assessment of suitability.

# 1.2 Main amendments introduced in the Joint Guidelines

## ✓ **Third-country branches (TCB)**

- ✓ **Legal framework:** Article 48g CRD VI requires TCBs to have two persons effectively directing the business of the TCB;
- ✓ **Governance requirements:** TCBs must comply with Articles 74 and 76(6) CRD on robust governance arrangements.
- ✓ **Assessment of KFH:** CAs may apply CI requirements to TCB under Article 48a(4); otherwise no KFH assessment is required, though CAs may still choose to assess KFH.
- ✓ GLs close supervisory gaps and ensure a level playing field with EU institutions

# 1.3 Main amendments introduced in the Joint Guidelines

## ✓ Assessment of KFH of investment firms

### ✓ CRD VI splits Article 91 CRD into:

- Article 91 which covers the assessment of the suitability of the member of the management body (MB) (Article 91). For investment firms, Article 9 MiFID refers to Article 91
- The assessment of KFH (Article 91a). Article 9 MiFID does not refer to new Article 91a

- ✓ **Scope of application:** The Joint Guidelines extend to KFH assessments for **Class 2** investment firms (continuity with the previous regime and existing practices); **Class 3** firms: no KFH suitability requirements apply.

# 1.4 Main amendments introduced in the Joint Guidelines

- ✓ Consider knowledge and expertise on ESG risks for the assessment of the members of the MB
- ✓ Requirements for induction and training of members of the MB should cover ESG and ICT-related risks.
- ✓ Alignment of the Joint GLs with suitability requirements under MiCAR and other regulatory changes (e.g. DORA)
- ✓ Reinforce the link with AML-CFT framework by providing guidance for identifying reasonable grounds to suspect money laundering or terrorist financing (ML/TF) risks.
- ✓ Independent non-executive members of the MB: EBA gather views/experiences related to the effectiveness, clarity or implementation of these criteria across different business models/types of institutions.

## 2. Next steps

- ✓ **Cooperation with AMLA:** In line with the CRD recitals, EBA will cooperate with AMLA on ML/FT-related aspects



# Questions and comments on the Joint ESMA and EBA Guidelines on the suitability of members of the MB and KFH



# RTS on documentation and information

### 3. RTS on documentation and information

- ✓ **Mandate:** Under Article 91(10) CRD, EBA is mandated to develop RTS specifying minimum content for suitability questionnaires, CVs, and internal suitability assessments for members of the MB and KFH of large entities.
- ✓ **Objective:** To foster supervisory convergence by further specifying the content and information to be submitted to CAs for suitability assessments.
- ✓ **Scope:** The RTS apply to MB members and KFH of large entities.
- ✓ **Broader application:** For entities outside the RTS scope, the Joint EBA-ESMA Guidelines cross-refer to the RTS to harmonise supervisory approaches.

# 3.1 RTS: Content and Process for Suitability Assessments

- ✓ **Minimum harmonisation:** RTS set a harmonised minimum content for the suitability questionnaire, CV, and internal suitability assessment (Articles 91(1f) and 91a(5) CRD).
- ✓ **Assessment scope:** Documentation must cover knowledge, skills and experience, reputation, honesty and integrity, independence of mind, time commitment, and collective suitability, including the entity's conclusions.
- ✓ **Time commitment:** Assessment requirements are streamlined, using annual estimates instead of detailed monthly breakdowns
- ✓ **Efficiency and proportionality:** CAs may avoid requesting information already in their possession if it is up to date and relevant
- ✓ **Submission channel:** Information is transmitted to CAs through CA-determined means.

## 4. Next steps



# Questions and comments on the RTS on documentation and information



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Thank you!

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