

*Appendix 1b***Application for ownership suitability assessment – legal person**

Fill in the information in the form below by checking the relevant box, or providing your response in the space provided. More detailed responses can be provided in separate appendices. See the Appendix Checklist on the last page of the form.

Acquisition refers to acquisitions pursuant to Chapter 14, section 1 of the Banking and Financing Business Act (2004:297).

Target company refers to the undertaking being acquired.

Acquirer refers to the legal person who is applying for authorisation to acquire shares or participations in a target company in accordance with Chapter 14, section 1 of the Banking and Financing Business Act.

As a part of the ownership assessment, Finansinspektionen collects information from, for example, the Swedish Police, the Swedish Companies Registration Office, the Swedish Tax Agency, the Swedish Enforcement Authority and firms that provide credit assessments.

1 General**1.1 Basic information**

1. State the name of the acquirer (including corporate identity number or equivalent).

2. State the name of the target company (including corporate identity number).

3. Are there other undertakings under Finansinspektionen's supervision that are affected by the acquisition?

☐ Yes

☐ No

If yes, which undertaking(s) (including corporate identity number)?

4. Is the acquirer a financial holding company or a mixed financial holding company in a financial conglomerate?

☐ Yes

☐ No

5. Has the acquirer previously been or is currently under the supervision of a Swedish or foreign authority?

☐ Yes

☐ No

If yes, indicate the authority.

1.2 Contact information

Whom should Finansinspektionen contact for issues pertaining to this assessment?

First name:	
Surname:	
Title:	
Name of the undertaking:	
Address:	
Telephone number:	
Email:	

2 Information about the acquirer

2.1 Information about the undertaking

Name of the undertaking:	
Corporate identity number or equivalent:	
Address to the registered office of the undertaking, and address to the head office of the undertaking (and address to the primary operations if different):	
Telephone number:	
Fax number:	
Email:	
The undertaking's business:	

2.2 Registration certificate

Append a registration certificate that is at the most two months old.

2.3 Exemptions from submitting certain information

Are you citing section 6, 7 or 10 of these regulations as a reason for being exempt from submitting certain information?

☐ Yes

☐ No

If yes, please describe the circumstances.

Is the information provided as part of the previous ownership and management assessment out of date or inaccurate in any way?

☐ Yes

☐ No

If you have answered yes, fill out sections 2.5.2, 2.9.1 and 2.9.2 below.

2.4 Financial position

1. Provide information about the financial conditions in the acquiring undertaking in accordance with one of the following options:

- a) append annual reports from the three preceding financial years, provided that the acquirer has been in operation during this time period. Append the same information for all other undertakings in the group if the acquirer is part of a consolidated situation,
- b) if there is no adopted annual report for the past year, enclose a balance sheet and a profit and loss account,
- c) if there is no balance sheet and profit and loss account for the past year, enclose a pro forma balance sheet and profit and loss account for the next three years.

2. If a credit rating exists, append it.

2.5 Board of directors and senior management

1. Name the undertaking's board chair, board members, alternate board members, managing director and deputy managing director.

Name	Personal ID number (or date of birth)	Board assignment or position in the undertaking

2. All persons mentioned above must fill out and sign Appendix 1c.

2.6 Describe the ownership chain

Attach a description of the ownership chain before and after the acquisition. The description should be in the form of a schematic outline. Please include descriptive text if needed to understand the outline.

The ownership shares shall be stated in per cent in relation to the number of ownership shares issued. If the voting rights differ from the number of participations, also state the number of votes as a percentage of the total number of votes. Also, list owners that in any other way have significant influence over the target company.

List the nature of the business and the registered office for each undertaking in the ownership chain. Also, indicate which undertakings are under the supervision of Finansinspektionen or an equivalent foreign authority.

2.7 Describe the group, if any

Enclose a description or diagram of

- any group, according to the definition in Chapter 19 of the Insurance Business Act (2010:2043), or
- the consolidated situation in accordance with Article 18 of Regulation (EU) No 575/2013 of the European Parliament and of the Council of 26 June 2013 on prudential requirements for credit institutions and amending Regulation (EU) No 648/2012 or Article 7 of Regulation (EU) 2019/2033 of the European Parliament and of the Council of 27 November 2019 on the prudential requirements of investment firms and amending Regulations (EU) No 1093/2010, (EU) No 575/2013, (EU) No 600/2014 and (EU) No 806/2014 that will be relevant after the acquisition, if applicable.

The ownership shares shall be stated in per cent in relation to the number of ownership shares issued. If the voting rights differ from the number of participations, also state the number of votes as a percentage of the total number of votes.

Also, list owners that in any other way have significant influence over the target company and the undertakings that are subject to the supervision of Finansinspektionen or an equivalent foreign authority,

For each undertaking that is part of such a group, state if it is

- an insurance holding company,
- a financial holding company,
- a mixed financial holding company, or
- an investment holding company.

Also state for each undertaking if it is

- subject to supervision by Finansinspektionen or an equivalent foreign authority, or
- not subject to such financial supervision.

2.8 Relations and interests

1. Please describe any relations the acquirer has with

- other direct or indirect shareholders or members of the target company,
- another person who has the right to vote in the target company,
- another person or another undertaking that, although not a shareholder, has the potential to exercise equivalent influence over the target company,
- politically exposed persons as defined in Article 3 (9) of Directive (EU) 2015/849,
- other members of the target company's board of directors or with the target company's managing director or deputy managing director, or
- the target company or other companies in its group.

Relations refers to both financial relations such as issued credits, guarantees or pledges and non-financial relations such as the acquirer having a close relationship to any of the persons.

2. If there is a conflict of interest in the type of relationship referred to in 2.8.1, please describe the conflict and the proposed method of managing the conflict.

3. Describe any other interests or activities that may be in conflict with the target company's interests and activities. Also specify the methods of managing these conflicts of interest.

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2.9 Reputation of the acquirer

1. Has the undertaking

a) during the past five years been (or still is) party to administrative proceedings concerning tax or business, arbitration proceedings or civil proceedings?

☐ Yes

☐ No

b) in the past five years been (or still is) the object of a composition or company reconstruction or an equivalent process in another country?

☐ Yes

☐ No

c) in the past ten years been subject to a decision from the Swedish Tax Agency imposing tax supplements, late payment fees or administrative fines in accordance with the Tax Procedures Act (2011:1244), revised tax assessment or an estimated assessment?

☐ Yes

☐ No

d) at any time been prosecuted, been party to a criminal investigation or administrative proceedings or been sanctioned or subject to enforcement proceedings regarding fraud, corruption, money laundering, financing of terrorism or other financial crime, or negligence to take appropriate measures and follow internal instructions for preventing such events?

☐ Yes

☐ No

e) at any time been subject to investigation, enforcement proceedings or other procedures that may be relevant in assessing suitability?

☐ Yes

☐ No

f) been the subject of an intervention (for example an administrative fine, injunction to take action, remark, warning or withdrawal of authorisation) by a supervisory authority in Sweden or in another country?

☐ Yes

☐ No

g) in the past ten years, either in Sweden or in another country, had an application rejected, been excluded from conducting business or in another way had limitations placed on its right to conduct business that requires a licence, registration or the equivalent?

☐ Yes☐ No

g) at any time in Sweden or another country had authorisation to conduct operations withdrawn or in another way been excluded from or stripped of the right to conduct operations by an authority or another public entity, or by a trade organisation or similar organisation?

☐ Yes☐ No

h) in the past ten years been the subject of a suitability assessment by a foreign competent supervisory authority?

☐ Yes☐ No

2. If you have answered yes to any of the questions above, please describe the circumstances. If you answered yes to question 1h, append a copy of the decision of the foreign authority.

2.10 Specific information regarding the acquirer in certain cases

1. If the acquirer has its head office in a country outside the EEA, the application shall contain the following:

- a certificate from a supervisory authority in the country, if any, regarding the acquirer's status,
- a certificate from a supervisory authority in the country, if any, specifying that there are no obstacles or limitations to providing information that is necessary for supervising credit institutions, and
- general information on the regulatory framework in the country that applies for the acquirer, including information on to what degree the work of the country in question to combat anti-money laundering and terrorist financing is in line with the recommendations made by the Financial Action Task Force (FATF).

2. If the acquirer is a trust, the application shall contain the following:

- the name of all acquirers who will manage assets according to the trust agreement, the name of each beneficiary or founder of the trust's assets and information on the proportion of each of the distributions of income from the trust's assets,
- a copy of a document that establishes or regulates the trust, and
- a description of the trust's legal structure and functions.

3. If the acquirer is an undertaking for collective investments, the application shall contain the following:

- information on which unit holders control the undertaking for collective investments or whose holding enables obstruction of decision-making in the undertaking,
- information on the investment policy and any investment limits,
- the names and positions of the persons at the undertaking responsible for deciding on investments, whether individually or as part of a committee,
- a detailed description of the development of previous holdings that the undertaking for collective investments has had in other credit institutions, insurance/reinsurance undertakings or investment firms, including information about whether these holdings were approved by a competent authority, and if so, which.

4. If the acquirer is a sovereign wealth fund, the application shall contain the following:

- the name of the public body that is responsible for preparing the fund's investment policy,
- information on the investment policy and any investment limits,
- the names and positions of the persons responsible for making investment decisions for the fund, and
- information on the public body's influence, if any, on the day-to-day activities of the fund and the target company.

3 Information about the acquisition

3.1 Size of the acquisition

Specify the purchase price, or a range if relevant. Also specify the size of the holding the undertaking intends to acquire in the target company. The number of participations shall be stated as a percentage of the number of issued participations. State the number of participations before and after the acquisition (direct and indirect). If the voting rights differ from the number of participations also state the number of votes as a percentage of the total number of votes.

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3.2 Acquisition date

Specify the expected date of acquisition, or a date range if relevant.

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3.3 Purpose of the acquisition

1. Specify the purpose and objective of the acquisition. (Not necessary if the information is stated in 4.1.1 a.)

2. Specify for how long the undertaking intends to keep the holdings in the target company and specify any intentions for increasing, decreasing or maintaining the size of the holdings in the near future.

3.4 Financing of the acquisition

1. Specify how the undertaking intends to finance the acquisition. Describe the background of all financing items (whether monetary or other type of asset), their value, to whom they belong and in which jurisdiction they are located. If the acquisition will be financed with borrowed funds, list all lenders and with which funds the loan will be repaid. If the lender is not an institute that is under the supervision of Finansinspektionen or an equivalent foreign supervisory authority, submit information about the source of the funds.

Append documentation that supports the submitted information.

2. Is there any cooperation with a natural or legal person with regard to financing the acquisition?

☐ Yes

☐ No

If yes, please describe the circumstances. In particular please specify whether anyone you cooperate with is a shareholder or member of the target company as well as the significance of any shareholder agreements or other agreements between such a person and the acquirer.

4 Business plan and detailed information about the acquisition

Provide information on the acquisition according to one of the following three options:

- when ownership signifies control, cf. Chapter 1, section 4 of the Annual Accounts Act (1995:1554) (4.1),
- when ownership does not signify control, but totals 20 per cent or more (4.2), or
- when ownership is qualifying but below 20 per cent (4.3).

If Finansinspektionen requires additional information to assess the suitability of the acquirer, the authority can also request information in accordance with section 4.1 or 4.2 below.

4.1 Information when ownership signifies control

An acquirer has control of the target company if the acquirer directly or indirectly obtains the majority of the votes or shares. Furthermore, an acquirer has control over the target company if the acquirer is a shareholder, and

- is entitled to appoint or dismiss a majority of the directors of the target company, or
- via agreements with other owners in the target company has access to more than half of the votes for all shares or participations.

Business plan

If the undertaking's ownership signifies control, enclose a business plan containing the following:

1. A *strategic development plan* describing
 - a) the purpose and objective of the acquisition and how these will be achieved,
 - b) planned changes to the business of the target company, e.g. products, customers and any eventual reallocation of assets,
 - c) the planned integration of the target company with the acquiring undertaking's group, if any, and

d) information about the acquirer's intention and ability to inject capital to the target company if needed.

2. A solvency or capital adequacy calculation at the time of the acquisition or at the time of the most recently adopted figures before the acquisition, if the acquisition will entail that the target company and the acquirer will become part of

- a group according to the definition in Chapter 19 of the Insurance Business Act (2010:2043), or
- a consolidated situation in accordance with Article 18 of Regulation (EU) No 575/2013 on prudential requirements for credit institutions or Article 7 of Regulation (EU) 2019/ 2033 on prudential requirements for investment firms.

3. A specified list of the material risk concentrations and large exposures held by the acquirer at the time of acquisition if the acquirer is a financial undertaking.

4. *Forecasts* for the target company for the coming three years. A forecast shall also be submitted for the group if the acquisition entails that the target company and acquirer, together, will be part of

- a group according to the definition in Chapter 19 of the Insurance Business Act (2010:2043), or
- a consolidated situation in accordance with Article 18 of Regulation (EU) No 575/2013 on prudential requirements for credit institutions or Article 7 of Regulation (EU) 2019/ 2033 on prudential requirements for investment firms.

The following information shall be included in the forecasts:

- a) balance sheet and profit and loss account,
- b) important key ratios, and
- c) capital adequacy calculation.

5. A description of how the acquisition will impact the governance and organisation of the target company. In particular, specify if the acquisition will affect

- a) the composition of the board of directors and company management,
- b) the organisation's operational structure (append an organisational diagram), and
- c) outsourcing.

4.2 Information when ownership does not signify control, but totals 20 per cent or more

If the acquisition does not involve achieving control of the target company, but the holding amounts to 20 per cent or more, the following information about the acquisition shall be enclosed:

1. information about whether the acquirer intends to increase or decrease its holding in the target company within the foreseeable future,
2. information about whether the acquirer intends to actively attempt to exercise influence over the undertaking (in which case, state the circumstances of this),

3. a solvency or capital adequacy calculation at the time of the acquisition or at the time of the most recently adopted figures before the acquisition, if the acquisition will entail that the target company and the acquirer will become part of

- a group according to the definition in Chapter 19 of the Insurance Business Act (2010:2043), or
- a consolidated situation in accordance with Article 18 of Regulation (EU) No 575/2013 on prudential requirements for credit institutions or Article 7 of Regulation (EU) 2019/ 2033 on prudential requirements for investment firms, and

4. A specified list of the material risk concentrations and large exposures held by the acquirer at the time of acquisition if the acquirer is a financial undertaking.

4.3 Information when ownership is qualifying but below 20 per cent

If the acquisition entails that the ownership is less than 20 per cent but is still a qualifying holding, the following information about the acquisition shall be enclosed:

1. information about whether the acquirer intends to increase or decrease its holding in the target company within the foreseeable future, and
2. information about whether the acquirer intends to actively attempt to exercise influence over the undertaking (in which case, state the circumstances of this).

5 Disclosures

Submit any additional information to Finansinspektionen below.

The undersigned hereby certifies that the information submitted in this application is correct and complete.

Date:

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Signature

.....
Name in print

Checklist – documents that must be appended to an application for ownership suitability assessment for legal persons

The following documents shall be appended	Appended	If not appended, explain
A certificate of registration that is at the most two months old as set out in section 2.2.		
Adopted annual report or equivalent for the most recent financial year as set out in section 2.4.		
Credit rating, as set out in section 2.4.		
Appendix 1c for all persons listed in section 2.5.		
A diagram of the entire ownership chain, before and after the acquisition, as set out in section 2.6.		
A description of the group (if any) as set out in section 2.7.		
Documentation that supports the financing of the acquisition as set out in section 3.4.		
A business plan and information as set out in sections 4.1–4.3.		