

*Appendix 1a***Application for ownership assessment – natural 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 means ownership of the undertaking that is applying for authorisation in accordance with

- Chapter 2, section 1 of the Payment Services Act (2010:751),
- Chapter 2, section 1 of the Electronic Money Act (2011:755),
- Section 1 of the Certain Consumer Credit-related Operations Act (2014:275),
- Chapter 2, section 1 of the Mortgage Business Act (2016:1024), or changes in ownership in accordance with
- Chapter 2, section 8 of the Payment Services Act (2010:751),
- Chapter 3, section 4 of the Electronic Money Act (2011:755),
- Section 10 of the Certain Consumer Credit-related Operations Act (2014:275),
- Chapter 2, section 5 of the Mortgage Business Act (2016:1024).

Target company refers to the undertaking that is applying for authorisation in accordance with

- Chapter 2, section 1 of the Payment Services Act (2010:751),
- Chapter 2, section 1 of the Electronic Money Act (2011:755),
- Section 1 of the Certain Consumer Credit-related Operations Act (2014:275),
- Chapter 2, section 1 of the Mortgage Business Act (2016:1024), or the undertaking that is the object of the acquisition.

Acquirer refers to the natural owner of the undertaking applying for authorisation in accordance with

- Chapter 2, section 1 of the Payment Services Act (2010:751),
- Chapter 2, section 1 of the Electronic Money Act (2011:755),
- Section 1 of the Certain Consumer Credit-related Operations Act (2014:275),
- Chapter 2, section 1 of the Mortgage Business Act (2016:1024), or the natural person applying for authorisation to acquire shares or participations in a target company in accordance with
- Chapter 2, section 8 of the Payment Services Act (2010:751),
- Chapter 3, section 4 of the Electronic Money Act (2011:755),
- Section 10 of the Certain Consumer Credit-related Operations Act (2014:275),
- Chapter 2, section 5 of the Mortgage Business Act (2016:1024).

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. Refers to the assessment

- ☐ application for authorisation to conduct business as a payment institution in accordance with Chapter 2, section 1 of the Payment Services Act (2010:751),
- ☐ application for authorisation to conduct business as an institution for electronic money in accordance with Chapter 2, section 1 of the Electronic Money Act (2011:755),
- ☐ application for authorisation to conduct business as a consumer credit institution in accordance with section 1 of the Certain Consumer Credit-related Operations Act (2014:275),
- ☐ application for authorisation to conduct business as a mortgage institution in accordance with Chapter 2, section 1 of the Mortgage Business Act (2016:1024),

or

- ☐ application for acquisition of a payment institution in accordance with Chapter 2, section 8 of the Payment Services Act (2010:751),
- ☐ application for acquisition of an institution for electronic money in accordance with Chapter 3, section 4 of the Electronic Money Act (2011:755),
- ☐ application for acquisition of a consumer credit institution in accordance with section 10 of the Certain Consumer Credit-related Operations Act (2014:275), or
- ☐ application for acquisition of a mortgage institution in accordance with Chapter 2, section 5 of the Mortgage Business Act (2016:1024).

2. State the name of the acquirer (including personal identity number or equivalent).

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

4. 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)?

1.2 Contact information

Who 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 Personal information

If you are registered in Sweden – fill in the following information.

First name:	
Surname:	
Personal identification number:	
Place of birth:	
Home address:	
Telephone number:	
Email:	

If you are not registered in Sweden – fill in the following information and enclose a certified copy of an identity document.

First name:	
Surname:	
Personal identity number or equivalent:	
Date of birth:	
Place of birth:	
Home address:	
Telephone number:	
Nationality:	
Passport number:	
Previous nationality (if any):	
Previous name (if any):	

2.2 Exemptions from submitting certain information

Are you citing section 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 2.3, 2.10.1, 2.10.2 and 2.10.3 below.

2.3 CV

Append a CV that contains relevant information about your education, work experience and other assignments. The description of your education must include the type of education (e.g., university, course provider), field of education (e.g., financial analysis), period of time, scope and educational institution. In terms of work experience, specify the undertaking, its business, your position, work duties and period of time. *Position* refers to both position and board assignments.

2.4 Financial circumstances

Give an account of your current financial position by specifying

- your income from the previous and current calendar year (including the source of the income),
- your current assets and liabilities, as well as guarantee commitments, guarantees provided and other obligations, and
- whether there are other factors that affect your financial position.

2.5 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.

Participations shall be stated as a percentage of the issued participations. 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.

2.6 Assignments and other ownership

1. Name all undertakings in which you are an appointed board chair, board member, alternate board member, managing director or deputy managing director.

Undertaking (including corporate identity number)	Type of business	Registered office	Board assignment or position in the undertaking

2. Specify all undertakings in which you are employed. Also indicate if you hold several roles within the same undertaking.

Undertaking (including corporate identity number)	Type of business	Registered office	Position

3. Name the undertakings in which your ownership signifies control. The definition of control is set out in section 4.1.

Undertaking (including corporate identity number)	Type of business	Registered office	Holding (per cent)

2.7 Close relatives with participations

1. Do you have a close relative who owns participations in the target company, or in another undertaking which in turn owns participations in the target company?

Close relative refers to a spouse, registered partner, cohabitee, child, parent or other relative with whom you share living accommodation.

☐ Yes

☐ No

2. Are there other financial ties between any close relatives and the target company or a company which owns the target company?

☐ Yes

☐ No

Financial ties refers to e.g. issued credits, guarantees and pledges.

3. If you have answered yes to any of the questions under 1 and 2, please describe the circumstances.

2.8 Common interests

Describe any common interests you may share with other persons that can have an impact on the influence in the target company. ‘Other persons’ refers to one or more of the following:

- other shareholders,
- other parties entitled to vote,
- other persons or undertakings that although not shareholders have the ability to exercise similar influence over the target company, or
- the managing director, deputy managing director or a board member.

Common interests that can affect influence refers to e.g. shareholder agreements or other agreements concerning common ownership.

☐ Yes

☐ No

If yes, please describe the circumstances.

2.9 Conflicts of interest

Will any conflict(s) of interest arise out of the acquisition?

☐ Yes

☐ No

If yes, describe the conflicts of interest and how they can be managed.

2.10 Reputation of the acquirer

1. Have you

a) in the past ten years, been convicted by a Swedish or foreign court, or formally been a suspect in an ongoing investigation, for a financial crime for which imprisonment or a suspended sentence are included in the range of punishments?

☐ Yes

☐ No

b) in the past ten years been sentenced to fines, imprisonment or a suspended sentence by a Swedish or foreign court for a crime other than that specified in 2.10.1a?

☐ Yes

☐ No

c) in the past five years been a board member or managing director or deputy managing director of a commercial undertaking in which the board of directors was not discharged from liability?

☐ Yes

☐ No

d) in the past five years been dismissed from employment at a financial undertaking or as a senior manager or from an assignment as a board member or auditor in another commercial undertaking?

☐ Yes

☐ No

2. To the best of your knowledge, have you or any undertaking in which you are or have been part of the senior management or a board member or have or have had control,

a) during the past five years been (or still are/is) party to administrative proceedings concerning tax or business, arbitration proceedings or civil proceedings (excluding family-related matters)?

☐ Yes

☐ No

b) in the past five years been (or still are/is) subject to a debt restructuring, composition or company reconstruction or entered into bankruptcy 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) 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

e) 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 your right to conduct business or a profession that requires a licence, registration or the equivalent?

☐ Yes

☐ No

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

☐ Yes

☐ No

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

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 you intend 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.

3.2 Acquisition date

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

3.3 Purpose of the acquisition

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

3.4 Financing of the acquisition

1. Specify how you intend 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. Append documentation that supports this information.

2. Do you have any cooperation with a natural or legal person with regard to financing the acquisition?

☐ Yes

☐ No

If yes, please describe the circumstances.

4 Business plan and detailed information about the acquisition

Provide information about the acquisition in accordance with one of the following options:

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

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

4.1 Information when ownership signifies control

An acquirer has control over the target company if the acquirer directly or indirectly obtains the majority of the votes or participations. 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 your ownership signifies control, append a business plan that includes 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 acquirer's group, if any, and
 - d) information about the acquirer's intention and ability to contribute capital to the target company if needed.
2. *Forecasts* for the target company for the coming three years including
 - a) balance sheet and profit and loss account,
 - b) important key ratios, and
 - c) capital adequacy calculation (applies only to target companies that are payment institutions or institutions for electronic money).
3. 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 is qualifying but does not signify control

If the acquisition involves ownership that is qualifying but not controlling the target company, the following information shall be enclosed:

1. whether the acquirer intends to increase or decrease its holding in the target company in the foreseeable future, and

2. whether the acquirer intends to actively attempt to exercise influence over the undertaking (and specify the circumstances related thereto).

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:

.....
Signature

.....
Name in print

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

The following documents shall be appended	Appended	If not appended, explain
If you are not registered in Sweden: a certified copy of an identity document in accordance with section 2.1.		
A CV as set out in section 2.3.		
A diagram of the entire ownership chain, before and after the acquisition, as set out in section 2.5.		
Documentation that supports the financing of the acquisition as set out in section 3.4.		
A business plan and information in accordance with sections 4.1 and 4.2.		