## Delegated Regulation (EU) 2017/1946

# Form 1: Application for Ownership Suitability Assessment – Natural Person

A natural person in the following situations shall apply for ownership suitability assessment by providing information to Finansinspektionen in accordance with Delegated Regulation 2017/1946[[1]](#footnote-1). This can be done by providing all information in this form.

1. If you intend to directly or indirectly acquire an investment firm and need to apply for permission for the acquisition.

2. If you have a qualifying holding in an undertaking that is applying for authorisation to conduct investment services and activities. *Target entity* in this point refers to the firm that is applying for authorisation to conduct business. *Acquirer* refers in this point to the physical owner of the undertaking that is applying for authorisation to conduct business.

If you have a qualifying holding in an undertaking that is applying for authorisation to conduct securities business, see point 2. Only the information in **sections 1 and 2** in this form need to be filled in.

As a part of the ownership suitability assessment, Finansinspektionen collects information from e.g. the Swedish Police, the Swedish Companies Registration Office, the Swedish Tax Agency, the Swedish Enforcement Authority, and undertakings that provide credit assessments.

**Application form**

Fill in the information in the form below. Some of the information must be provided as a separate document. Refer to the checklist on the last page of the application form for a list of all documents that shall be provided as appendices.

## Contact details

Whom should Finansinspektionen contact about this application?

First name:

Last name:

Title:

Address:

Telephone number:

Email:

Name of the acquirer:

Undertaking under acquisition (including CIN)?

## Exemption from providing certain information

Is the acquirer citing Article 13 of Commission Delegated Regulation (EU) 2017/1946 on reduced information requirements?

Yes  No

If yes, please explain the circumstances.

If the acquirer cites Article 13 of Commission Delegated Regulation (EU) 2017/1946, the following information in this form shall be provided:

* 1. Information about the acquirer. 1.1–1.3.
* 2. Additional information about the proposed acquirer. 2.4–2.8
* 3. Information about the proposed acquisition. 3.1–3.6.
* 4. Information on the financing of the proposed acquisition. 4.1–4.6.
* 5. Additional information for qualifying holdings.
  + Where the proposed acquisition would result in the proposed acquirer holding a qualifying holding in the target entity of up to 20 per cent, information shall be provided pursuant to 5.1.
  + Where the proposed acquisition would result in the proposed acquirer holding a qualifying holding in the target entity between 20 per cent and 50 per cent, information shall be provided pursuant to 5.2.
* 6. The proposed acquirer shall also provide information about persons appointed in conjunction with the acquisition and who will effectively direct the business of the target entity. This is done in Form 3: Application for Management Suitability Assessment (Delegated Regulation (EU) 2017/1943)

If you have previously provided identical information to Finansinspektionen as part of a separate matter, you can refer to this matter. State FI’s reference number and the information that was provided.

## 1. Information about the acquirer

## Personal details

#### 1. If you are registered in Sweden:

First name:

Last name:

Address:

Telephone number:

Personal ID number or

national ID number:

Place of birth:

#### 2. If you are not registered in Sweden:

First name:

Last name:

Address:

Telephone number:

Personal ID number or

national ID number:

Date of birth:

Place of birth:

Nationality:

Passport number:

Previous nationalities (if any):

Previous name (if any):

## If you are not registered in Sweden, append a certified copy of an identity document.

## 3. CV

Append a detailed CV or a similar document specifying relevant education and continued education, previous work experience and professional activities or other relevant functions that are currently being performed.

1. **Additional information relating to the proposed acquirer**
2. Has the proposed acquirer or each undertaking directed or controlled by the proposed acquirer in the past ten years:
3. been the subject of criminal investigations or proceedings or listed, previously or currently, in any criminal records?

Yes  No

1. been involved, previously or currently, in relevant civil or administrative cases, or disciplinary actions, including disqualification as a board member, or bankruptcy, insolvency or similar procedures?

Yes  No

1. been listed, previously or currently, in open investigations, enforcement proceedings, sanctions, or other enforcement decisions against the proposed acquirer?

Yes  No

1. been the subject of refusal of registration, authorisation, membership or licence to carry out a profession or conduct business by decision of a supervisory or governmental body or a professional or trade organisation?

Yes  No

1. been the subject of withdrawal, revocation or termination of registration, authorisation, membership or licence or expulsion by decision of a supervisory or governmental body or a professional or trade organisation?

Yes  No

1. been removed from employment or a position of trust, a fiduciary relationship, or a similar situation?

Yes  No

1. been convicted by a Swedish or foreign court, or formally been charged as a suspect for a crime in an ongoing investigation in respect of which imprisonment is included in the range of penalties?

Yes  No

1. been convicted to imprisonment by a Swedish or foreign court for another crime than that stated in 2.1g?

Yes  No

1. been a board member or managing director or deputy managing director of a commercial undertaking in which the board of directors was not granted a release from liability?

Yes  No

1. been dismissed from employment at a financial undertaking or a position as a senior executive or from an assignment as a board member or auditor in another commercial undertaking?

Yes  No

1. Has the proposed acquirer or any undertaking in which it is or has been a senior executive or board member or it has or has had control over
2. during the past ten years been (or still is) party to arbitration proceedings or civil (excluding family-related matters) or management proceedings concerning tax or business?

Yes  No

1. in the past ten years been (or still is) subject to a debt restructuring, composition or company reconstruction or entered into bankruptcy or an equivalent process in another country?

Yes  No

1. in the past ten years been sanctioned by either Swedish or foreign supervisory authorities?

Yes  No

1. 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

If you have answered yes to any of the questions under points 2.1–2.2, please explain the circumstances

1. If an assessment of the reputation of the acquirer has already been conducted by another supervisory authority, state which authority conducted the assessment and the outcome of the assessment.

1. Provide information on the financial situation of the proposed acquirer, including information about sources of income, assets and liabilities and collateral and guarantees that have been granted or accepted.

1. A description of the proposed acquirer’s eventual operations.

1. Provide financial information, including credit ratings and publicly available reports about the undertakings that controlled or governed by the proposed acquirer and, where relevant, about the proposed acquirer.

1. Append a description of the proposed acquirer’s financial and non-financial interests or links to the following categories of persons: (If no conflict of interest is identified, this must be specified)
2. Any other current shareholder of the target entity.
3. Any person entitled to exercise voting rights of the target entity in any one or more of the following cases:
   1. If the voting rights are held by a third party with whom that person or entity has concluded an agreement, which obliges them to adopt, by concerted exercise of the voting rights they hold, a lasting common policy towards the management of the target entity in question.
   2. If the voting rights are held by a third party under an agreement concluded with that person or entity provide for the temporary transfer for consideration of the voting rights in question.
   3. If the voting rights are attached to shares which are lodged as collateral with that person or entity, provided the person or entity controls the voting rights and has declared its intention of exercising them.
   4. If the voting rights are attached to shares in which that person or entity has a life interest.
   5. If the voting rights are held or may be exercised within the meaning of the first four items of point 7b by an undertaking controlled by that person or entity.
   6. If the voting rights are attached to shares deposited with that person or entity which the person or entity can exercise at its discretion in the absence of specific instructions from the shareholders.
   7. If the voting rights are held by a third party in its own name on behalf of that person or entity.
   8. If the voting rights which that person or entity may exercise as a proxy where the person or entity can be exercised at its discretion in the absence of specific instructions from the shareholders.
4. Any member of the administrative, management or supervisory body, or the senior management of the target entity.
5. The target entity itself and its group.

For the purposes of point 7, credit operations, guarantees and pledges shall be deemed to be part of the financial interests, whereas family or close relationships shall be deemed to be part of the non-financial interests.

1. Information on any other interests or activities of the proposed acquirer that may be in conflict with those of the target entity and possible solutions for managing those conflicts of interest.

## 3. Information relating to the proposed acquisition

The proposed acquirer shall provide the following information regarding the proposed acquisition:

1. Identification of the target entity (including CIN)

1. Specify the intentions with respect to the proposed acquisition, including the strategic investment or portfolio investment.

1. Provide information on the shares of the target entity owned, or contemplated to be owned, by the proposed acquirer before and after the proposed acquisition, including
2. the number and type of shares, and the nominal value of such shares,

1. the percentage of the overall capital of the target entity that the shares owned, or intended to be acquired, by the proposed acquirer represent before and after the proposed acquisition,

1. the share of the overall voting rights of the target entity that the shares owned, or contemplated to be owned, by the proposed acquirer represent before and after the proposed acquisition, if different from the share of capital of the target entity,

1. the market value, in euro and in local currency, of the shares of the target entity owned, or intended to be acquired, by the proposed acquirer before and after the proposed acquisition.

1. A description of any action in concert with other parties, including the contribution of those other parties to the financing of the proposed acquisition, the means of participation in the financial arrangements in relation to the proposed acquisition and future organisational arrangements of the proposed acquisition.

1. The content of intended shareholder’s agreements with other shareholders in relation to the target entity.

1. The proposed acquisition price and the criteria used when determining such price and, where there is a difference between the market value and the proposed acquisition price, an explanation as to why that is the case.

Provide information on the reputation and experience for each person who will effectively direct the business of the target entity following the proposed acquisition. This is done in Form 3: Application for Management Suitability Assessment (Delegated Regulation (EU) 2017/1943)

## 4. Information relating to the financing of the proposed acquisition

The proposed acquirer shall provide a detailed explanation of the specific sources of funding for the proposed acquisition, including

1. Details on the use of private financial resources and the origin and availability of the funds, including any relevant documentary support to provide evidence that no money laundering is attempted through the proposed acquisition.

1. Details on the means of payment of the proposed acquisition and the network used to transfer the funds.

1. Details on access to capital sources and financial markets including details of financial instruments to be issued.

1. Information on the use of borrowed funds including the name of relevant lenders and details of the facilities granted, including maturities, terms, pledges and guarantees, as well as information on the source of revenue to be used to repay such borrowings and the origin of the borrowed funds where the lender is not a supervised financial institution.

1. information on any financial arrangement with other shareholders of the target entity.

1. Information on assets of the proposed acquirer or the target entity which are to be sold in order to help finance the proposed acquisition, as well as the conditions of the sale, including price, appraisal, details regarding the characteristics of the assets and information on when and how the assets have been acquired.

## 5. Document on strategy pertaining to the acquisition

Provide details on the acquisition in accordance with the following options:

* For qualifying holdings of up to 20 per cent (point **5.1**)
* For qualifying holdings between 20 and 50 per cent (point **5.2**)
* For qualifying holdings of 50 per cent or more (point **5.3**)

All details in the strategy document shall refer to the correct article in the Delegated Regulation or the right point in this form in order for the information to be complete.

**5.1 Additional information for qualifying holdings of up to 20 per cent**

1. Where the proposed acquisition would result in the proposed acquirer holding a qualifying holding in the target entity of up to 20 per cent, the proposed acquirer shall provide a document on strategy to Finansinspektionen containing the following information:
2. The period for which the proposed acquirer intends to hold its shareholding after the proposed acquisition and any intention of the proposed acquirer to increase, reduce or maintain the level of their shareholding in the foreseeable future.
3. An indication of the intentions of the proposed acquirer in relation to the target entity, including whether or not it intends to exercise any form of control over the target entity, and the rationale for that action.
4. Information on the financial position of the proposed acquirer and its willingness to support the target entity with additional own funds if needed for the development of its activities or in case of financial difficulties.

**5.2 Additional requirements for qualifying holdings between 20 and 50 per cent**

1. Where the proposed acquisition would result in the proposed acquirer holding a qualifying holding in the target entity between 20 per cent and 50 per cent, the proposed acquirer shall provide a document on strategy to Finansinspektionen containing the following information:
2. All the information set out in 5.1.
3. Details on the influence that the proposed acquirer intends to exercise on the financial position in relation to target entity including dividend policy, the strategic development, and the allocation of resources of the target entity.
4. A description of the proposed acquirer’s intentions and expectations in relation to the target entity in the medium term, covering all the elements referred to in point 5.3, 2–3.
5. By way of derogation from paragraph 1, the information referred to in that paragraph shall also be provided to the competent authority of the target entity by any proposed acquirer referred to in Article 10 where the influence exercised by the shareholding of that proposed acquirer, based on a comprehensive assessment of the shareholding’s structure of the target entity, would be equivalent to the influence exercised by shareholdings between 20 and 50 per cent.

**5.3 Additional requirements for qualifying holdings of 50 per cent or more**

1. Where the proposed acquisition would result in the proposed acquirer holding a qualifying holding in the target entity of 50 per cent or more, or in the target entity becoming its subsidiary, the proposed acquirer shall provide a business plan to the competent authority of the target entity which shall comprise a strategic development plan, estimated financial statements of the target entity, and the impact of the acquisition on the corporate governance and general organisational structure of the target entity.
2. The strategic development plan referred to in point 1 shall indicate, in general terms, the main goals of the proposed acquisition and the main ways for achieving them, including
3. The overall aim of the proposed acquisition.
4. Medium-term financial goals which may be stated in terms of return on equity, cost-benefit ratio, earnings per share, or in other terms as appropriate.
5. The possible redirection of activities, products, targeted customers and the possible reallocation of funds or resources expected to impact on the target entity.
6. General processes for including and integrating the target entity in the group structure of the proposed acquirer, including a description of the main interactions to be pursued with other companies in the group, as well as a description of the policies governing intra-group relations.
7. Where the proposed acquirer is an entity authorised and supervised in the Union, information about the particular departments within the group structure which are affected by the proposed acquisition shall be sufficient for the purposes of the information referred to in point 2d.
8. The estimated financial statements of the target entity referred to in paragraph 1 shall, on both an individual and a consolidated basis, include the following for a reference period of three years:
9. A forecast balance sheet and income statement.
10. A forecast prudential capital requirements and solvency ratio.
11. Information on the level of risk exposures including credit, market and operational risks as well as other relevant risks.
12. A forecast of intra-group transactions.
13. The impact of the acquisition on the corporate governance and general organisational structure of the target entity referred to in paragraph 1 shall include the impact on
14. the composition and duties of the administrative, management or supervisory body, and the main committees created by such decision-taking body including the management committee, risk committee, audit committee, remuneration committee, and including information concerning the persons who will be appointed to direct the business,
15. administrative and accounting procedures and internal controls, including changes in procedures and systems relating to accounting, internal audit, compliance with anti-money laundering and risk management, and the appointment of key functions of internal auditor, compliance officer and risk manager,
16. the overall IT systems and organisation including any changes concerning the IT outsourcing policy, the data flowchart, the in-house and external software used and the essential data and systems security procedures and tools such as back-up, continuity plans and audit trails,
17. the policies governing outsourcing, including information on the areas concerned, the selection of service providers, and the respective rights and obligations of the parties to the outsourcing contract such as audit arrangements and the quality of service expected from the provider,
18. any other relevant information pertaining to the impact of the acquisition on the corporate governance and general organisational structure of the target entity, including any modification regarding the voting rights of the shareholders.

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

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| **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 1.2 |  |  |
| CV, in accordance with 1.3 |  |  |
| A description of financial and non-financial interests, in accordance with 2.7a–d. |  |  |
| Additional information for qualifying holdings, in accordance with 5.1, 5.2 or 5.3. |  |  |

1. COMMISSION DELEGATED REGULATION (EU) 2017/1946 of 11 July 2017 supplementing Directives 2004/39/EC and 2014/65/EU of the European Parliament and of the Council with regard to regulatory technical standards for an exhaustive list of information to be included by proposed acquirers in the notification of a proposed acquisition of a qualifying holding in an investment firm. [↑](#footnote-ref-1)