

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

Target company refers to the undertaking being acquired.

Acquirer refers to the natural 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 personal 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)?

1.2 Contact information

Whom should Finansinspektionen contact about this assessment?

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

2 Information about the acquirer

2.1 Personal information

Full name and previous name (if any):	
Date and place of birth:	
Nationality:	
Personal identity number or equivalent:	
Home address:	
Telephone number:	
Mobile telephone number:	
Fax number:	
Passport number:	
Email:	

Also attach a certified copy of an identity document.

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.

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Is the information you submitted in the previous ownership assessment or management assessment now out of date or in some other way incorrect?

☐ Yes

☐ No

If yes, please fill out sections 2.3, 2.8.1, 2.8.2 and 2.8.3 below.

2.3 CV

Append a CV that contains relevant information about your education, work experience and other assignments. In terms of education, state 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 firm, its business, your position, work duties and period of time. *Position* refers to position and board assignments.

2.4 Financial position

Account for your current financial position by stating

- 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 chair of the board, 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 state if you have more than one role in 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 Relations and interests

1. Account for any relations you may have 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 of the European Parliament and of the Council of 20 May 2015 on the prevention of the use of the financial system for the purposes of money laundering or terrorist financing, amending Regulation (EU) No 648/2012 of the European Parliament and

of the Council, and repealing Directive 2005/60/EC of the European Parliament and of the Council and Commission Directive 2006/70/EC,

- 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 being a close relative or in some other way having a close relationship to any of the persons.

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

2. If there is a conflict of interest in the type of relationship referred to in 2.7.1, 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.

2.8 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 fines, 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 2.8.1a?

☐ Yes

☐ No

c) in the past five years, been a member of the board or managing director or deputy managing director of a commercial undertaking where 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. Are you a defendant in current criminal proceedings?

☐ Yes

☐ No

3. To the best of your knowledge, have you or any undertaking in which you are or have been an officer of the undertaking or a director, or have or have had control of,

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

☐ Yes

☐ No

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

☐ Yes

☐ No

h) in the past ten years 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

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

☐ Yes

☐ No

4. If you have answered yes to any of the questions 1–3, please describe the circumstances. If you answered yes to question 3i, 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

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 you intend to keep the holdings in the target company and specify any intentions you may have to increase, decrease or maintain the size of your holdings in the near future.

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. 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, information about the source of the funds must be submitted.

Append documentation that supports the information you are submitting.

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. In particular, please specify whether anyone you work with is a shareholder or member of the target company as well as the significance of any shareholder agreements or other agreements between you.

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 receives 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.
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 senior 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
A certified copy of an identity document as set out in 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.		