## Delegated Regulation (EU) 2017/1946

# Form 2: Application for Ownership Suitability Assessment – Legal Person

A legal 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 listed in this form.

1. If the legal person intends to directly or indirectly acquire an investment firm and needs to apply for permission for the acquisition.

2. If the legal person has a qualifying holding in an undertaking that is applying for authorisation to conduct investment services and activities (investment firm). *Target company* in this point refers to the undertaking that is applying for authorisation to conduct investment services and activities (investment firm). *Acquirer* in this point refers to the legal owner of the undertaking that is applying for authorisation to conduct investment services and activities.

If the legal person has a qualifying holding in an undertaking that is applying for authorisation to conduct investment services and activities, see point 2 above, 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 is provided as separate documents. Review the Appendix Checklist on the last page of the application.

## 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. 1–4.
* 2. Additional information about the proposed acquirer. 3–10.
* 3. Information about the proposed acquisition. 1–6.
* 4. Information on the new proposed group structure and its impact on supervision. 1.
* 5. Information on the financing of the proposed acquisition. 1–6.
* 6. 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 6.2.
	+ 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 6.3.
* 7. The company 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 the undertaking has previously provided identical information to Finansinspektionen as part of a separate matter, you can refer to that matter below. Specify FI’s reference number and which information was provided.

## 1. Information about the acquirer

## General information regarding the acquirer

1. **Append** documents that support
	1. the name of the undertaking,
	2. the registered address of the head office and the mailing address (if different),
	3. contact details,
	4. CIN (where applicable).
2. Provide information about registration of a legal form in accordance with relevant national legislation.

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1. Provide a current overview of the acquirer’s operations:

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4. Provide a comprehensive list of the persons who in effectively will direct the business[[2]](#footnote-2), their name, personal ID number or national ID number (where relevant, and their position in the proposed acquirer:

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| Name | Personal ID number(or equivalent) | Role/Position |
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To fulfil the information requirements in Delegated Regulation 2017/1946, all persons listed under point 4 shall also submit Form 2a: Application for Ownership Suitability Assessment (Delegated Regulation (EU) 2017/1946).

1. **Additional information about the proposed acquirer**

1. Has the proposed acquirer, the undertakings controlled by the proposed acquirer or any shareholders exerting a significant influence on the proposed acquirer as specified in point 5:
2. 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 the subject of expulsion by decision of a supervisory or governmental body or a professional or trade organisation?

Yes [ ]  No [ ]

1. Have shareholders who exert significant influence on the proposed acquirer been dismissed from employment, a position of trust, a fiduciary relationship or a similar situation?

Yes [ ]  No [ ]

If the proposed acquirer has answered yes to any of the questions under point 2.1a–g, 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. **Append** a description of the financial and non-financial interests or relationships that the proposed acquirer or, where relevant, the group to which the proposed acquirer belongs, has together with the following persons:
	1. Any other current shareholder of the target entity.
	2. 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 3b 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.
	3. Any member of the administrative, management or supervisory body, or the senior management of the target entity.
	4. The target entity itself and its group.

For the purposes of point 3, 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. If no conflicts of interest have been identified, an account of this shall be provided.

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1. **Append** a description of the shareholding structure of the proposed acquirer, with the identity of all shareholders that hold a direct or indirect qualifying holding and their respective share of capital and voting rights including information on any shareholders agreements, or if they in any other way exert a significant influence over the management of the proposed acquirer. These shareholders shall provide information in accordance with Delegated Regulation 2017/1946, which can be done in Form 1: Application for Ownership Suitability Assessment – Natural Person or Form 2: Application for Ownership Suitability Assessment – Legal Person.
2. If the proposed acquirer is part of a group, as a subsidiary or as the parent undertaking, **append** a detailed organisational chart of the entire corporate structure and information on the share of capital and voting rights of shareholders with significant influence on the entities of the group and on the activities currently performed by the entities of the group.
3. If the proposed acquirer is part of a group as a subsidiary or as the parent undertaking, **append** information on the relationship between the financial and the non-financial entities of the group.

1. Information about any credit institution; life insurance, insurance or re-insurance undertaking; collective investment firms and their managers; or investment firm within the group, and the names of the relevant supervisory authorities.

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1. **Append** statutory financial statements, at an individual and, where available, at consolidated and sub-consolidated group levels, for the last three financial periods. Where those financial statements are audited externally, the proposed acquirer shall provide them approved by the external auditor. The statutory financial statements shall include
	1. Balance Sheet.
	2. Income Statement.
	3. Annual reports and financial annexes and any other documents registered with the relevant registry or authority in the particular territory relevant to the proposed acquirer.

For the purposes of point 9, where the proposed acquirer is a newly established entity, instead of the statutory financial statements, the acquirer shall provide Finansinspektionen with the forecast balance sheets and forecast profit and loss accounts or income statements for the first three business years, including planning assumptions used.

1. Where available, provide the credit rating of the proposed acquirer and the overall rating of its group and the credit rating institution.

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1. Where the proposed acquirer is a legal person which has its head office registered in a third country, the proposed acquirer shall provide Finansinspektionen with the following additional information:
2. A certificate of good-standing or equivalent document from the relevant foreign competent authorities in relation to the proposed acquirer.
3. A declaration by the relevant foreign competent authorities that there are no obstacles or limitations to the provision of information necessary for the supervision of the target entity.
4. General information on the regulatory regime of that third country as applicable to the proposed acquirer.
5. Where the proposed acquirer is a sovereign wealth fund, the proposed acquirer shall provide to the competent authority of the target entity the following additional information:
6. Name of the ministry or authority in charge of defining the investment policy of the fund.

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1. Details of the investment policy and any restrictions on investment.

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1. Name and position of the individuals responsible for taking the investment decisions for the fund, as well as the details of qualifying holdings or the influence as referred to in the second paragraph of point 6.3 exerted by the identified ministry or authorities on the day-to-day operations of the fund and the target entity.

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## 3. Information relating to the proposed acquisition

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

* + - 1. Identification of the target entity.

1. Details of the intentions with respect to the acquisition, including the strategic investment or portfolio investment.

1. Information on the shares of the target entity owned, or intended to be acquired, by the proposed acquirer before and after the proposed acquisition, including
	1. 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 intended to be acquired, by the proposed acquirer represent before and after the proposed acquisition, if different from the percentage of capital of the target entity,

* 1. the market value, in euro or 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 an 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.

Information relating to the reputation and experience of any person who will effectively direct the business of the target entity as a result of the proposed acquisition. This is done in Form 3: Application for Management Suitability Assessment (Delegated Regulation (EU) 2017/1943).

## 4. Information on the new proposed group structure and its impact on supervision

1. Where the proposed acquirer is a legal person, it shall append an analysis of the scope of the consolidated supervision of the group to which the target entity would belong after the proposed acquisition to the application. The analysis shall also include information about which group entities would be included in the scope of the consolidated supervision after the proposed acquisition and at which levels within the group those requirements would apply on a full or sub-consolidated basis.
2. The proposed acquirer shall also provide Finansinspektionen with an analysis of the impact of the proposed acquisition on the ability of the target entity to continue to provide timely and accurate information to its supervisor, including as a result of close links of the proposed acquirer with the target entity.

## 5. Information on 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 to the competent authority 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 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.

## 6. Document on strategy regarding the acquisition

### 6.1. Provide information about the acquisition according to one of the following options:

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, information shall be provided pursuant to 6.2.
2. 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 6.3.
3. 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 the target entity becoming its subsidiary, information shall be provided pursuant to 6.4.

### 6.2. Additional information for qualifying holdings of up to 20 per cent

1. The period for which the proposed acquirer intends to hold its shareholding after the proposed acquisition and any intention to increase, reduce or maintain the level of their shareholding in the foreseeable future
2. 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.
3. 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.

### 6.3. 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
	1. All the information set out in 6.2.
	2. 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.
	3. 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 2–3 of point 6.4.
2. By way of derogation from point 1, the information referred to in that point shall also be provided to Finansinspektionen by any proposed acquirer referred to in point 6.2 where the influence exercised by the shareholding of that proposed acquirer, based on a comprehensive assessment of the shareholder structure of the target entity, would be equivalent to the influence exercised by shareholdings between 20 per cent and 50 per cent.

### 6.4. 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 Finansinspektionen with a business plan 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
	1. The overall aim of the proposed acquisition.
	2. 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.
	3. The possible redirection of activities, products, targeted customers and the possible reallocation of funds or resources expected to impact on the target entity.
	4. 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.
3. 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.
4. The estimated financial statements of the target entity referred to in point 1 shall include, on both an individual and a consolidated basis, the following for a reference period of three years:
	1. A forecast balance sheet and income statement.
	2. A forecast prudential capital requirements and solvency ratio.
	3. Information on risks, including credit, market and operational risks as well as other relevant risks.
	4. A forecast of intra-group transactions.
5. The impact of the acquisition on the corporate governance and general organisational structure of the target entity referred to in point 1 shall include the impact on
	1. 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.
	2. 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.
	3. 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.
	4. 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.
	5. 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 a legal person

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| **The following documents shall****be appended to the application:** | **Appended** | **If not appended, explain:** |
| Documents that support information about the acquirer, 1.1a–d |       |       |
| A description of financial and non-financial interests, 2.3a–d. |       |       |
| Description of the shareholding structure of the proposed acquirer, 2.5 |       |       |
| Where the proposed acquirer is part of a group, as a subsidiary or as the parent undertaking, append a detailed organisational chart, 2.6 |       |       |
| Where the proposed acquirer is part of a group, as a subsidiary or as the parent undertaking, information on this relationship, 2.7 |       |       |
| Statutory financial statements, 2.9 a–c |       |       |
| Where the acquirer is from a third country, a certificate of good-standing and a declaration, 2.11 a–c |       |       |
| An analysis of the scope of the consolidated supervision and the possibility for continued accurate information to the supervisor of the target entity, 4.1–4.2 |       |       |
| Additional information for qualifying holdings, 6.2, points 1–3, 6.3 points 1–2, or 6.4 points 1–5 |       |       |

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)
2. This refers to chair of the board, board members, alternate board members, the managing director and the deputy managing director. [↑](#footnote-ref-2)