



BANK OF ENGLAND
PRUDENTIAL REGULATION
AUTHORITY

Consultation Paper | CP21/18

Regulatory transactions: Changes to notification and application forms

October 2018



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The response will be assessed to inform our work as a regulator and central bank, both in the public interest and in the exercise of our official authority. We may use your details to contact you to clarify any aspects of your response.

The consultation paper will explain if responses will be shared with other organisations (for example, the Financial Conduct Authority). If this is the case, the other organisation will also review the responses and may also contact you to clarify aspects of your response. We will retain all responses for the period that is relevant to supporting ongoing regulatory policy developments and reviews. However, all personal data will be redacted from the responses within five years of receipt. To find out more about how we deal with your personal data, your rights or to get in touch please visit bankofengland.co.uk/privacy.

Information provided in response to this consultation, including personal information, may be subject to publication or disclosure to other parties in accordance with access to information regimes including under the Freedom of Information Act 2000 or data protection legislation, or as otherwise required by law or in discharge of the Bank's functions.

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Responses are requested by Thursday 1 November 2018.

Please address any comments or enquiries to:

John Cunningham
Prudential Regulation Authority
20 Moorgate
London
EC2R 6DA

Email: CP21_18@bankofengland.co.uk

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Overview

1.1 In this consultation paper (CP), the Prudential Regulation Authority (PRA) sets out its proposals for changes to various PRA forms relating to applications or notifications for regulatory transactions.

1.2 The CP is relevant to all PRA-authorised firms as well as firms that have a qualifying holding, or which intend to acquire a qualifying holding in a PRA-authorised firm.

1.3 The proposals would make amendments to the following Parts of the PRA Rulebook (see Appendix 1):

- Passporting;
- Change in Control;
- Insurance Special Purpose Vehicles (ISPVs); and
- Notifications.

Background

1.4 The PRA is proposing to make changes to notification and application forms in the Parts of the PRA Rulebook listed above. The reasons for the proposed changes are explained below. The proposals have been combined into a single consultation to avoid the PRA publishing multiple separate consultations on the same forms and to help ensure PRA resources are used efficiently.

Summary of proposals

1.5 The PRA proposes to update the Branch Notification Form and the Cross Border Services Notification Form (the ‘Passporting forms’) to collect passporting data set out by the European Insurance and Occupational Pension Authority’s (EIOPA) ‘Decision on the collaboration of the insurance supervisory authorities’¹ and to change references to the ‘insurance mediation’ and the Insurance Mediation Directive (IMD) to refer instead to ‘insurance distribution’ and the Insurance Distribution Directive (IDD), the latter change would correct an administrative error that means the wrong versions of the Passporting forms have entered the PRA Rulebook on Monday 1 October 2018.

1.6 The PRA proposes to update the forms in the Change in Control Part of the PRA Rulebook to improve the usability of the forms, and collect information that is otherwise requested separately by adding new questions to the forms.

1.7 The PRA proposes to update the Passporting forms; Passporting Declaration; Controllers Forms; Multi-arrangement Insurance Special Purpose Vehicle (MISPV) Assumption of New Risk Notification Form; Group of Cells Notification Form; and the Standing Data Form to provide a link to the General Data Protection Regulation (GDPR) privacy notice.

1.8 The PRA also proposes to amend the Change in Control Part of the PRA Rulebook to remove the Controllers forms from the PRA Rulebook. This would mean that when the PRA

¹ <https://eiopa.europa.eu/Publications/Protocols/EIOPA-BoS-17-014%20Decision%20on%20the%20collaboration%20of%20the%20insurance%20supervisory%20authorities.pdf>.

needs to make administrative or other non-material changes to its forms, similar to those set out in this CP, it would not be required to follow the statutory consultation process for rule changes. These forms would be available on the Bank of England's website in the same manner as other regulatory transaction forms.

Responses and next steps

1.9 This consultation closes on Thursday 1 November 2018. The PRA invites feedback on the proposals set out in this consultation. Please address any comments or enquiries to CP21_18@bankofengland.co.uk.

1.10 While the PRA recognises that this is a relatively short period for consultation, the PRA considers that the scope of changes being made is relatively minor and/or is administrative in nature, that some of the proposals have previously been consulted on, that some of the proposals implement European requirements and the proposals improve the usability of forms and reduce the burden on firms and the PRA. Accordingly the PRA believes the consultation period gives sufficient opportunity to be aware of the changes and sufficient time to consider the likely impact of the changes.

1.11 The proposals would be expected to have effect immediately after the publication of final policy.

1.12 The proposals in this CP have been designed in the context of the current UK and EU regulatory framework. The PRA will keep the policy under review to assess whether any changes would be required due to changes in the UK regulatory framework, including those arising once any new arrangements with the European Union take effect.

2 Proposals

The Branch Notification Form and the Cross Border Services Notification Form

The PRA proposes to make changes to the Branch Notification Form and the Cross Border Services Notification Form (the 'Passporting Forms') to collect the information set out in EIOPA's 'Decision on the collaboration of the insurance supervisory authorities'.² Currently, the Passporting Forms do not collect some of the information set out in EIOPA's decision, including a firm's Legal Entity Identifier and details of cross-border groups: instead the PRA requests this information separately, where required. The proposed change would ensure the necessary information is collected from firms at the notification stage and remove the need for additional information requests.

2.1 The PRA also proposes to update the Passporting forms to change references to 'insurance mediation' and the IMD to refer instead to 'insurance distribution' and the IDD; this would bring the forms into line with the introduction of the IDD which had an application date of Monday 1 October 2018.

2.2 Additionally, the PRA proposes to include four new questions in the Passporting forms. These questions would collect: an insurance intermediary's details and category; the name of an insurer or reinsurer represented; the classes of insurance related to the IDD; and appointed representative details if applicable. They would also align the respective forms with those of the Financial Conduct Authority (FCA).

² EIOPA-BoS-17/04, "Decision on the collaboration of the insurance supervisory authorities," 30 Jan. 2017, paragraph 3.1.1.2.

2.3 The changes proposed in paragraphs 2.2 and 2.3 were previously consulted on by the PRA in CP4/18 ‘Insurance Distribution Directive: change to commencement date’,³ however an administrative error in the final rules instrument meant that the wrong version of the forms will enter the PRA Rulebook on Monday 1 October 2018. The PRA is now consulting to correct that error.

The Controllers forms

2.4 The PRA proposes to make amendments to the following forms (collectively the Controllers forms):

- Change in Control Notification forms for a limited company or limited liability partnership;
- Controllers Form for a partnership;
- Controllers Form for an individual (other than in that individual’s capacity as a trustee, settlor or beneficiary of a trust);
- Controllers Form for a person in their capacity as a trustee, settlor or beneficiary of a trust; and
- Controllers Form for a person in their capacity as an investment manager.

2.5 The changes include:

- adding new explanatory text to assist proposed controllers to understand the law and the consequences of non-compliance;
- re-ordering the questions to have the same structure across all the forms, where possible;
- removing of duplications; and
- adding new questions to gather information about post notifications at an earlier stage (currently the information is requested after a notification has been received) and to understand how the transaction will be funded, and what impact it will have on the group’s capital.

2.6 The PRA considers that the proposed changes would improve the usability of the forms, and collect information that otherwise is requested from the firm separately (after an application has been submitted), thereby reducing subsequent information requests. The proposed changes would also align the forms with the respective forms of the FCA. The PRA believes the changes will reduce the burden on firms by making them easier to use and by requesting necessary information upfront. They do not represent a change in PRA policy.

Changes to PRA forms as a result of the General Data Protection Regulation (GDPR)

2.7 In 2018 the PRA updated its website with a GDPR compliant privacy notice.⁴ The PRA now proposes to update its regulatory transaction forms with a link to the privacy notice and remove historical references to the PRA’s use of personal data. The proposed amendments would be made to the Passporting forms; Passporting Declaration; Controllers forms; MISPV

³ www.bankofengland.co.uk/prudential-regulation/publication/2018/insurance-distribution-directive-change-to-commencement-date.

⁴ Available at: www.bankofengland.co.uk/legal/privacy.

Assumption of New Risk Notification Form; Group of Cells Notification Form; and the Standing Data Form.

2.8 The PRA also proposes to make GDPR-related changes, in line with those described above, to other forms available on the PRA website, including: the new firm authorisation forms and related supplementary forms, the waivers application form, the CRR permission application form and the ISPV application form.

Changes to the Change in Control Parts of the PRA Rulebook

2.9 The PRA proposes to amend the Change in Control Parts of the PRA Rulebook to remove links to the forms related to these transactions. The PRA would instead direct firms to submit an application using the relevant form available on the PRA's website.

2.10 The changes would align the Change in Control forms with other regulatory transactions (such as waivers and new authorisations), where forms are already not part of the PRA Rulebook, and it is consistent with the approach taken by the FCA for these forms. These forms are made using a power of direction and so, additionally, it will help to clarify the nature of the power under which these forms are made.

2.11 As a result of this change, when the PRA needs to make administrative or other non-material changes to its forms, similar to those set out above, it would be clear that it would not be required to follow the statutory consultation process for rule changes. This would reduce administrative costs for both the PRA and regulated firms, and reduce the time required to make non-material changes to the forms, allowing the PRA to improve the forms and provide clarifying materials promptly. The PRA would, however, publish on the Change in Control pages of its website a notice that amendments have been made to the forms and informing users of what the amendments are.

2.12 Where amendments to the Controllers Forms are significant or represent a change to policy that has not separately been consulted on, the PRA will continue to undertake a full consultation in line with its obligations under public law requirements to discharge its functions in as transparent a way as possible.

3 The PRA's statutory obligations

3.1 In carrying out its policy making functions, the PRA is required to comply with several legal obligations.

3.2 Before making any rules, the Financial Services and Markets Act 2000 (FSMA)⁵ requires the PRA to publish a draft of the proposed rules accompanied by:

- a cost benefit analysis;
- an explanation of the PRA's reasons for believing that making the proposed rules is compatible with the PRA's duty to act in a way that advances its general objective,⁶ insurance objective⁷ (if applicable), and secondary competition objective;⁸

⁵ Section 138J of FSMA.

⁶ Section 2B of FSMA.

⁷ Section 2C of FSMA.

- an explanation of the PRA's reasons for believing that making the proposed rules are compatible with its duty to have regard to the regulatory principles;⁹ and
- a statement as to whether the impact of the proposed rules will be significantly different to mutuals than to other persons.¹⁰

3.3 The Prudential Regulation Committee (PRC) should have regard to aspects of the Government's economic policy as recommended by HM Treasury.

3.4 The PRA is also required by the Equality Act 2010¹¹ to have due regard to the need to eliminate discrimination and to promote equality of opportunity in carrying out its policies, services and functions.

Cost benefit analysis

3.5 The PRA considers that the cost of the proposals in this CP is minimal, the additional questions proposed would not be expected to represent a material burden for users of the forms. The questions request information that would otherwise be requested separately or that is required according to EU directives or decisions.

3.6 The PRA considers that the proposals provide benefits to the users of the forms and the PRA by aligning PRA forms with FCA forms, updating forms for consistency with EU requirements, and removing the need to consult on minor, non-policy making changes to the Controllers Forms in the future. The PRA expects that the proposals would improve the usability of the forms and reduce the need for additional requests for information once an application or notification had been submitted, help to ensure compliance with EU requirements and reduce the burden of making minor, non-policy making changes to the Controllers forms.

Compatibility with the PRA's objectives

3.7 The PRA considers that the proposals in this CP are compatible with the PRA's statutory objectives to promote the safety and soundness of PRA-authorised firms. The proposals align PRA forms with FCA forms, update PRA forms for consistency with EU requirements, provide links to the GDPR compliant privacy notice and promote consistency in the PRA's approach to form changes. These outcomes are expect to improve the usability of the forms, making them easier to complete which would help to ensure that the PRA receives the information necessary to take appropriate decisions and fulfil its regulatory obligations. The PRA does not expect the proposals to impose material incremental compliance costs on affected firms.

3.8 The PRA has assessed whether the proposal in this CP facilitates effective competition. The PRA would not expect the proposals to have a significant impact on competition, there may be small benefits in terms of reduced burden and costs as described above.

Regulatory principles

3.9 In developing the proposals in this CP, the PRA has had regard to the regulatory principles. The two principles of particular relevance are:

8 Section 2H(1) of FSMA.

9 Sections 2H(2) and 3B of FSMA.

10 Section 138K of FSMA.

11 Section 149.

- The principle that a burden or restriction which is imposed on a person, or on the carrying on of an activity, should be proportionate to the benefits, considered in general terms, which are expected to result from the imposition of that burden or restriction. The PRA considers that the proposals in this CP do not represent a significant burden; they help to ensure the relevant forms are usable, up-to date and complete and they reduce the cost of making minor changes to the Controllers forms.
- The principle that the regulators should exercise their functions as transparently as possible. The proposed amendments to the forms should help to improve the transparency of the information the PRA requires. The PRA also considers that transparency is maintained by the continued publication of the Controllers forms on the Bank of England's website and the intention to publish a notice on the website should future minor, non-policy making changes be made to the Controllers forms.

Impact on mutuals

3.10 The PRA considers that the impact of the proposed rule changes on mutuals is expected to be no different from the impact on other firms.

HM Treasury recommendation letter

3.11 HM Treasury has made recommendations to the PRC about aspects of the Government's economic policy to which the PRC should have regard when considering how to advance the PRA's objectives and apply the regulatory principles.¹²

3.12 The aspects of the Government's economic policy most relevant to the proposals in this CP are competition and PRA transparency. These aspects have been considered in the 'compatibility with the PRA's objectives' and 'regulatory principles' sections above.

Equality and diversity

3.13 The PRA has considered the equality and diversity issues that may arise from the proposals in this consultation; the PRA does not consider that the proposals in this consultation raise concerns with regards to equality and diversity issues.

12 Available at: www.bankofengland.co.uk/about/people/prudential-regulation-committee.

Appendices

-
- 1 Draft rules instrument - PRA RULEBOOK: CRR FIRMS, NON CRR FIRMS, SOLVENCY II FIRMS, NON SOLVENCY II FIRMS: CONSEQUENTIAL AMENDMENTS INSTRUMENT 2018**

 - 2 Forms**

Appendix 1 Draft rules instrument – PRA RULEBOOK: CRR FIRMS, NON CRR FIRMS, SOLVENCY II FIRMS, NON SOLVENCY II FIRMS: CONSEQUENTIAL AMENDMENTS INSTRUMENT 2018

Powers exercised

- A. The Prudential Regulation Authority (“PRA”) makes this instrument in the exercise of the following powers and related provisions in the Financial Services and Markets Act 2000 (“the Act”):
 - (1) section 55U(4)(a) (Applications under this Part);
 - (2) section 60 (Applications for approvals);
 - (3) section 137G (The PRA’s general rules);
 - (4) section 137T (General supplementary powers);
 - (5) section 179 (Requirements for section 178 notices); and
 - (6) section 191E (Requirements for notices under section 191D)..
- B. The rule-making powers referred to above are specified for the purpose of section 138G(2) (Rule-making instrument) of the Act.

Pre-conditions to making

- C. In accordance with section 138J of the Act (Consultation by the PRA), the PRA consulted the Financial Conduct Authority. After consulting, the PRA published a draft of proposed rules and had regard to representations made.

PRA Rulebook: CRR Firms, Non CRR Firms, Solvency II Firms, Non Solvency II Firms: Consequential Amendments Instrument 2018

- D. The PRA makes the rules in the Annexes A to D to this instrument.

Part	Annex
Insurance Special Purpose Vehicles	A
Passporting	B
Change in Control	C
Notifications	D

Commencement

- E. This instrument comes into force on [DATE].

Citation

- F. This instrument may be cited as the **PRA Rulebook: CRR Firms, Non CRR Firms, Solvency II Firms, Non Solvency II Firms: Consequential Amendments Instrument 2018**

By order of the Prudential Regulation Committee
[DATE]

Annex A

Amendments to the Insurance Special Purpose Vehicles Part

In this Annex new text is underlined and deleted text is struck through.

...

6 FORMS

- 6.1 The *MISPV new risk assumption notification form* can be found ~~here~~ here.
- 6.2 The *group of cells notification form* can be found ~~here~~ here.

Annex B

Amendments to the Passporting Part

In this Annex new text is underlined and deleted text is struck through.

...

10 FORMS

- 10.1 The Branch Notification Form can be found ~~here~~ here.
- 10.2 The Cross Border Services Notification Form can be found ~~here~~ here.
- 10.3 The Declaration can be found ~~here~~ here.

Annex C

Amendments to the Change in Control Part

1 APPLICATION AND DEFINITIONS

...

- 1.2 In this Part, the following definitions shall apply:

...

Annual Controllers Report

means the report relevant form referred to in 5.1. Chapter 6.6

...

Controller's Form

means the relevant form referred to in Chapter 6.1 to 6.5 approved by the PRA.

...

2 OBLIGATIONS ON CONTROLLERS AND PROPOSED CONTROLLERS

- 2.1 The PRA directs that a person submitting a section 178 notice submitted to the PRA in accordance with section 178(1) of FSMA must do so using the relevant Controller's Form contain the information and be accompanied by such documents as are required by the Controller's Form approved for the relevant application.

...

5 ANNUAL CONTROLLERS REPORT

- 5.1 A firm must submit (or procure that another firm in its group submits) to the PRA PRA, by electronic means, a written *Annual Controllers Report* which contains the information specified in the form referred to at 6.6, approved by the PRA, within four months of the firm's accounting reference date.

...

6 FORMS

- 6.1 The Controllers Form to be used by a limited company or limited liability partnership can be found here. [Deleted.]
- 6.2 The Controllers Form to be used by a partnership is can be found here. [Deleted.]
- 6.3 The Controllers Form to be used by an individual (other than in that individual's capacity as a trustee, settler or beneficiary of a trust) can be found here. [Deleted.]

- 6.4 ~~The Controllers Form to be used by a person in their capacity as a trustee, settler or beneficiary of a trust can be found here.~~[Deleted.]
- 6.5 ~~The Controllers Form to be used by a person in their capacity as an investment manager can be found here.~~[Deleted.]
- 6.6 ~~The Annual Controllers Report can be found here.~~[Deleted.]

Annex D

Amendments to the Notifications Part

In this Annex new text is underlined and deleted text is struck through.

...

10 FORMS

...

10.2

The Standing Data Form can be found ~~here~~ here.

...

Appendix 2 Forms

The Branch Notification Form

The Cross Border Services Notification Form

Passporting declaration

The Controllers Form to be used by a limited company or limited liability partnership

The Controllers Form to be used by a partnership

The Controllers Form to be used by an individual (other than in that individual's capacity as a trustee, settler or beneficiary of a trust)

The Controllers Form to be used by a person in their capacity as a trustee, settler or beneficiary of a trust

The Controllers Form to be used by a person in their capacity as an investment manager

Standing Data Form

MISVP new risk assumption notification form

Group of Cells notification form



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Branch Notification Form

Firm Name:

Firm Reference Number (FRN):

Legal Entity Identifier (LEI):

Purpose of this form

- You should complete this form if you are a *UK firm* that wishes to exercise a passport right to establish your first *establishment* in a particular *EEA State*.
- You should also use this form if you are a *UK firm* that wishes to notify us – the *PRA* – of changes to the details of your current *branch*.

Important information you should read before completing this form

A *UK firm* can only use this form if it is entitled to establish a *branch* in another *EEA State* subject to the conditions of a relevant *Single Market Directive* (see Schedule 3 of the Financial Services and Markets Act 2000 (FSMA)). By completing this form, you are confirming this is the case. *UK firms* should consult the legislation or take their own legal advice both in the *UK* and in the relevant *EEA State(s)* if they are in any doubt.

The PRA gives further information on the passporting process on its website www.bankofengland.co.uk. The FCA gives guidance on passporting in Chapter 13 of its Supervision manual which can be found on the [FCA website](#). In particular, a *UK firm* that wants to exercise an *EEA right* must have the specific activity included in its Scope of Permission.

Filling in the form

1. Please complete this form either electronically or print off and complete by hand. If you are filling in the form by hand, use black ink, write clearly and, once you have completed the relevant sections, sign the declaration in section 8.
2. All firms should answer sections 1, 2 and 78. Sections 3-76 refer to specific directives and only relevant sections should be completed. However, ~~p~~lease answer all questions in the sections relevant to you.
3. The completed form should be sent to the PRA either by post or via email. If you have any difficulties please contact the PRA's Firm Enquiries Team on 0203 461 7000

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20 Moorgate London EC2R 6DA
Telephone: +44(0)20 3461 7000
Website: www.bankofengland.co.uk
E-mail: pra-passporting@bankofengland.co.uk



1. Contact details

1.1. Details of the person we will contact about this application

Firm reference number	
Title	
Contact name	
Address Line 1	
Address Line 2	
Postcode	
Country	
Telephone number	
Fax number	
Email address	



2. Details about the branch

2.1 Do you wish to notify us that you are establishing a Branch for the first time:

Yes No

2.2 Do you wish to make changes to the details of an existing Branch?

Yes No

2.3 Please indicate the *EEA State* in which you wish to establish a *branch* or the *EEA State* in which the *Branch* you wish to make a change to is situated.

EEA State

2.4 Please provide the address in the *EEA State* in which the *branch* will be established or is currently established and from which we can get information about the business.

Address:

Telephone number:

Fax number:

2.5 Please list the names of all managers of the branch (including main agents in respect of insurance applications).

For change of Branch manager details please list names of all new managers.

Title	Forenames	Surname

2.6 Tell us the proposed date for the business to start at the branch.

Date dd/mm/yy

2.7 Is there any other information that you wish to provide in relation to the branch?



--

3. Insurance Mediation Distribution Directive (IMD) (IDD)

3.1 Please confirm that the *UK firm* wishes to passport under the IMD IDD by ticking the box below

The <i>firm</i> intends to carry on <i>insurance mediation distribution</i> in the <i>EEA State</i> identified in section 2 by establishing a <i>branch</i> .	<input type="checkbox"/>
---	--------------------------

3.2 Intermediary's details

Name

Address

Registration number (if applicable)

3.3 Please indicate the firm's category of intermediary

<u>Insurance intermediary</u>	<input type="checkbox"/>
<u>Ancillary insurance intermediary</u>	<input type="checkbox"/>
<u>Reinsurance intermediary</u>	<input type="checkbox"/>

3.4 If this form is in respect of one or more Appointed Representative(s) of the firm then please list below the name(s) and firm reference number(s) of those Appointed Representatives:

<u>Firm Reference Number</u>	
<u>Name of Company</u>	
<u>Registration number (if applicable)</u>	
<u>Address Line 1</u>	
<u>Address Line 2</u>	
<u>Address Line 3</u>	
<u>Address Line 4</u>	
<u>County</u>	
<u>Town</u>	
<u>Postcode/ZIP</u>	
<u>EEA State</u>	
<u>Phone Number (incl STD code)</u>	
<u>Email Address</u>	
<u>Mobile Number</u>	
<u>Fax Number</u>	

Note: This form was published as part of [Consultation Paper 21/18](#) published on 1 October 2018, and should not be used to make a notification to the PRA. Please refer to the [Authorisations pages](#) on the Bank's website.

EEA Branch Notification Form



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<u>Category of intermediary</u>	<u>Insurance intermediary</u> <u>Ancillary insurance intermediary</u> <u>Reinsurance intermediary</u>	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>
---------------------------------	---	--

3.5 Please give the name of any insurer or reinsurer represented

3.6 Please list the relevant classes of insurance in relation to which insurance distribution is carried on (if applicable) (see annexes i and II of Solvency II Directive)



4. Solvency II Directive – Long-Term Insurance Business

- Note to question**
4.1
- For the purpose of this form, 'authorised agent' means an agent or employee of the *insurance undertaking* who has authority (a) to bind the *insurance undertaking* in its relations with third parties and (b) to represent the *insurance undertaking* in its relations with overseas regulators and courts in the *EEA State* of the branch.
- 4.1 Please provide the name of the *UK firm's* authorised agent. If the application is submitted by the *Society*, please confirm that the authorised agent has power to accept services of proceedings on behalf of the underwriters at the *Society*.

Name of agent:

If applicable, confirmation that agent has power to accept service of proceedings on behalf of the underwriters at the *Society*'s

- 4.2 Please tick the appropriate boxes to show the classes of business to be provided.

Classes of Business		
I.	Life and Annuity	<input type="checkbox"/>
II.	Marriage and Birth	<input type="checkbox"/>
III.	Linked Long Term	<input type="checkbox"/>
IV.	Permanent Health	<input type="checkbox"/>
V.	Tontines	<input type="checkbox"/>
VI.	Capital redemption	<input type="checkbox"/>
VII.	Pension Fund Management	<input type="checkbox"/>
VIII.	Collective Insurance	<input type="checkbox"/>
IX.	Social Insurance	<input type="checkbox"/>

- 4.3 Please give details of the nature of the commitments to be covered in the *EEA State* concerned.



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4.4 Please give details of the structural organisation of the branch (you may wish to attach an organisation chart).

4.5 Please give details of the guiding principles for reinsurance of business carried on, or to be carried on, in the *EEA State* concerned. This should include the *firm's* maximum retention per risk or event after all reinsurance is ceded.



4.6 Please confirm you have attached the following.

I. Estimates of the costs of installing administrative services and the organisation for securing business in the <i>EEA State</i> concerned.	Attached	<input type="checkbox"/>
II. Estimates of the resources available to cover the costs detailed in (i) above.	Attached	<input type="checkbox"/>
III. For each of the first three years following the establishment of the <i>branch</i> , estimates of the <i>firm's</i> margin of solvency and the margin of solvency required and the method of calculation.	Attached	<input type="checkbox"/>
IV. For each of the first three years following the establishment of the <i>branch</i> , the details described below with regards to the business carried on in the <i>EEA State</i> concerned (this information should be provided on both optimistic and pessimistic bases, for each type of contract or treaty): <ul style="list-style-type: none"> a) The number of contracts or treaties expected to be issued; b) The total premium income, both gross and net of reinsurance ceded; and c) The total sums assured or the total amounts payable each year by way of annuity. 	Attached	<input type="checkbox"/>
IV. For each of the first three years following the establishment of the <i>branch</i> , the details described below with regards to the business carried on in the <i>EEA State</i> concerned (this information should be provided on both optimistic and pessimistic bases, for each type of contract or treaty): <ul style="list-style-type: none"> a) The number of contracts or treaties expected to be issued; b) The total premium income, both gross and net of reinsurance ceded; and c) The total sums assured or the total amounts payable each year by way of annuity. 	Attached	<input type="checkbox"/>
IV. For each of the first three years following the establishment of the <i>branch</i> , the details described below with regards to the business carried on in the <i>EEA State</i> concerned (this information should be provided on both optimistic and pessimistic bases, for each type of contract or treaty): <ul style="list-style-type: none"> a) The number of contracts or treaties expected to be issued; b) The total premium income, both gross and net of reinsurance ceded; and c) The total sums assured or the total amounts payable each year by way of annuity. 	Attached	<input type="checkbox"/>
V. For each of the first three years following the establishment of the <i>branch</i> , the details described below with regards to the business carried on in the <i>EEA State</i> concerned: <ul style="list-style-type: none"> a) a statement setting out, on both optimistic and pessimistic bases, detailed estimates of income and expenditure for direct business, reinsurance acceptances and reinsurance cessions; and b) a statement of estimates relating to the financial resources intended to cover underwriting liabilities. 	Attached	<input type="checkbox"/>
V. For each of the first three years following the establishment of the <i>branch</i> , the details described below with regards to the business carried on in the <i>EEA State</i> concerned: <ul style="list-style-type: none"> a) a statement setting out, on both optimistic and pessimistic bases, detailed estimates of income and expenditure for direct business, reinsurance acceptances and reinsurance cessions; and b) a statement of estimates relating to the financial resources intended to cover underwriting liabilities. 	Attached	<input type="checkbox"/>
VI. Particulars of any associations that exist or are proposed to exist between: <ul style="list-style-type: none"> a) The directors and controllers of the <i>UK firm</i>; and b) Any person who will act as an insurance broker, agent, loss adjuster or reinsurer for the <i>UK firm</i> in the <i>EEA State</i> concerned. 	Attached	<input type="checkbox"/>
VI. Particulars of any associations that exist or are proposed to exist between: <ul style="list-style-type: none"> a) The directors and controllers of the <i>UK firm</i>; and b) Any person who will act as an insurance broker, agent, loss adjuster or reinsurer for the <i>UK firm</i> in the <i>EEA State</i> concerned. 	Attached	<input type="checkbox"/>
VII. The names of the principal reinsurers of business to be carried out in the <i>EEA State</i> concerned.	Attached	<input type="checkbox"/>
VIII. The sources of business in the <i>EEA State</i> concerned (for example, insurance brokers, agents, own employees or direct selling) with the approximate percentage expected from each of those sources	Attached	<input type="checkbox"/>



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Note to Question
4.6 XIII. If the undertaking belongs to a cross-border group, provide the information stipulated by EIOPA-BoS-17/014 Decision on the collaboration of the insurance supervision authorities 3.1.1.2.c.

IX. Copies or drafts of:		
a) Any separate reinsurance treaties covering business to be written in the <i>EEA State</i> concerned;	Attached	<input type="checkbox"/>
b) Any standard agreements which the <i>UK firm</i> will enter into with brokers or agents in the <i>EEA State</i> concerned; and	Attached	<input type="checkbox"/>
c) Any agreement which the <i>UK firm</i> will enter into with persons (other than employees of the <i>UK firm</i>) who will manage the business to be carried on in the <i>EEA State</i> concerned.	Attached	<input type="checkbox"/>
X. The technical bases that the actuary appointed in accordance with SUP 4.3.1R proposes to use for each class of business to be carried on in the <i>EEA State</i> concerned, including the bases needed for calculating premium rates and mathematical reserves.	Attached	<input type="checkbox"/>
XI. A statement by the actuary so appointed as to whether they:		
a) Consider that the premium rates that will be used in the <i>EEA State</i> concerned are suitable; and	Attached	<input type="checkbox"/>
b) Agree with the information provided under sections 5.5 and 5.6 v (a) and (b).	Attached	<input type="checkbox"/>
XII. The technical bases used to calculate the statements and estimates referred to in sections 5.6 iv and v.	Attached	<input type="checkbox"/>
XIII If the undertaking belongs to a cross-border group, the name of the group supervisor; a group structure chart; and the last reported group solvency position.	Attached	<input type="checkbox"/>



5. Solvency II Directive – General Insurance Business

5.1 Please provide the name of the *UK firm's* authorised agent. If the application is submitted by the *Society*, please confirm that the authorised agent has power to accept services of proceedings on behalf of the underwriters at the *Society*.

Name of agent:
If applicable, confirmation that agent has power to accept services of proceedings on behalf of the underwriters at the <i>Society</i> . <input type="checkbox"/>

5.2 Please tick the appropriate boxes to show the classes of business to be carried out from the *branch*.

Classes of Business	
1.	Accident <input type="checkbox"/>
2.	Sickness <input type="checkbox"/>
3.	Land Vehicles <input type="checkbox"/>
4.	Railway Rolling Stock <input type="checkbox"/>
5.	Aircraft <input type="checkbox"/>
6.	Ships <input type="checkbox"/>
7.	Goods in Transit <input type="checkbox"/>
8.	Fire and Natural Forces <input type="checkbox"/>
9.	Damage to Property <input type="checkbox"/>
10.	Motor Vehicle Liability (refer to note 5.3.1) <input type="checkbox"/>
11.	Aircraft Liability <input type="checkbox"/>
12.	Liability for Ships <input type="checkbox"/>
13.	General Liability <input type="checkbox"/>
14.	Credit <input type="checkbox"/>
15.	Suretyship <input type="checkbox"/>
16.	Miscellaneous Financial Loss <input type="checkbox"/>
17.	Legal Expenses (refer to note 5.3.3) <input type="checkbox"/>
18.	Assistance <input type="checkbox"/>



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5.3 Please give details of the nature of the risks to be covered in the *EEA State(s) concerned*.

Note to Question

5.3

i. If the *firm* covers, or intends to cover, relevant **motor vehicle risks**, please provide details of the *firm's* membership of the national bureau and the national guarantee fund in the *EEA State* concerned at question 5.3.

'Relevant motor risks' has the meaning given to *motor vehicle liability* in Schedule 1 to the *Regulated Activities Order*.

ii If the *firm* covers (or intends to cover) **health insurance**, please provide technical bases used, or to be used, for calculating premiums in respect of such risks in question 5.3.

iii If the *firm* covers (or intends to cover) risks relating to **legal expenses insurance**, please state in section 6.3 the option chosen from those described in Article 200 of the Solvency II Directive.

5.4 Please give details of the structural organisation of the *branch* (UK firms may wish to attach an organisation chart).

5.5 Please give details of the guiding principles as to reinsurance of business carried on, or to be carried on, in the *EEA State* concerned, including the *firm's* maximum retention per risk or event after all reinsurance ceded.



5.6 Please confirm you have attached the following.

i.	Estimates of the costs of installing administrative services and the organisation for securing business in the <i>EEA State</i> concerned.	Attached	<input type="checkbox"/>
ii.	Estimates of the resources available to cover the costs detailed in (i) above.	Attached	<input type="checkbox"/>
iii.	If contracts of a kind falling within paragraph 18 of Schedule 1 to the <i>Regulated Activities Order</i> (Assistance) are, or are to be, effected or carried out, the resources available for providing assistance.	Attached	<input type="checkbox"/>
iv.	For each of the first three years following the establishment of the <i>branch</i> , estimates of the <i>firm's</i> margin of solvency and the margin of solvency required and the method of calculation.	Attached	<input type="checkbox"/>
v.	For each of the first three years following the establishment of the branch, give details described below about the business carried on in the <i>EEA State</i> concerned: a) Estimates relating to expenses of management (other than cost of installation) and, in particular, those relating to current general expenses and commissions; b) Estimates relating to premiums or contributions (both gross and net of all reinsurance ceded) and to claims (after all reinsurance recoveries); and c) Estimates relating to the financial resources intended to cover underwriting liabilities.	Attached	<input type="checkbox"/>
vi.	Particulars of any associations that exist or are proposed to exist between: a) The directors and controllers of the <i>UK firm</i> ; and b) Any person who will act as an insurance broker, agent, loss adjuster or reinsurer for the <i>UK firm</i> in the <i>EEA State</i> concerned.	Attached	<input type="checkbox"/>
vii.	The names of the principal reinsurers of business to be carried on in the <i>EEA State</i> concerned.	Attached	<input type="checkbox"/>



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Note to Question
5.6 xi. If the undertaking belongs to a cross-border group, provide the information stipulated by EIOPA-BoS-17/014 Decision on the collaboration of of the insurance supervision authorities 3.1.1.2.c.

viii. Copies or drafts of :		
a) Any separate reinsurance treaties covering business to be written in the <i>EEA State</i> concerned;	Attached	<input type="checkbox"/>
b) Any standard agreements which the <i>UK firm</i> will enter into with brokers or agents in the <i>EEA State</i> concerned; and	Attached	<input type="checkbox"/>
c) Any agreements which the <i>UK firm</i> will enter into with <i>persons</i> (other than employees of the <i>UK firm</i>) who will manage the business to be carried on in the <i>EEA State</i> concerned.	Attached	<input type="checkbox"/>
ix. Copies or drafts of :		
a) Any separate reinsurance treaties covering business to be written in the <i>EEA State</i> concerned;	Attached	<input type="checkbox"/>
b) Any standard agreements which the <i>UK firm</i> will enter into with brokers or agents in the <i>EEA State</i> concerned; and	Attached	<input type="checkbox"/>
c) Any agreements which the <i>UK firm</i> will enter into with <i>persons</i> (other than employees of the <i>UK firm</i>) who will manage the business to be carried on in the <i>EEA State</i> concerned.	Attached	<input type="checkbox"/>
x. Copies or drafts of any agreements which the <i>UK firm</i> will have with main agents in the <i>EEA State</i> concerned.	Attached	<input type="checkbox"/>
xi. <u>If the undertaking belongs to a cross-border group, the name of the group supervisor; a group structure chart; and the last reported group solvency position.</u>	<u>Attached</u>	<input type="checkbox"/>



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6. Solvency II Directive – Reinsurance

6.1 Please confirm the type(s) of reinsurance activity to be carried out by the branch under the Solvency II Directive by ticking one of the boxes below.

Life reinsurance business	<input type="checkbox"/>
Non-life reinsurance business	<input type="checkbox"/>

6.2 Please provide the name and powers of the authorised agent. Please note that the authorised agent should be located at the same address of the branch.



7. Declaration

Knowingly or recklessly giving the FCA and/or the PRA information which is false or misleading in a material particular may be a criminal offence (sections 398 and 400 of the Financial Services and Markets Act 2000). The Notifications Part of the PRA Rulebook and the FCA's SUP 15.6.1R and SUP 15.6.4R require an authorised person to take reasonable steps to ensure the accuracy and completeness of information given to the FCA/PRA and to notify the FCA/PRA immediately if materially inaccurate information has been provided.

If any information is inaccurate or incomplete this application may take longer to be processed.

Failure to notify the PRA immediately of any significant change to the information provided may result in a serious delay in the application process.

Data Protection

~~For the purpose of complying with the Data Protection Act 1998, the personal information in this Form may be used by the FCA/PRA to discharge its statutory functions under the Financial Services and Markets Act 2000 and other relevant legislation and will not be disclosed for any other purpose without the permission of the applicant.~~

The FCA and Bank of England process personal data in line with the requirements of The General Data Protection Regulation (EU) 2016/679 and the Data Protection Act 2018. For further information about the way we use the personal data collected in this form, please read our privacy notices available on our websites:

- FCA : <https://www.fca.org.uk/data-protection>
- Bank of England: <https://www.bankofengland.co.uk/prudential-regulation/authorisations>

I confirm that a permanent copy of this application, signed by the firm will be retained for an appropriate period, for inspection at the FCA's/PRA's request.

I am authorised to make this application for authorisation on behalf of the applicant firm named on the front of this form.

I have attached the relevant documents where requested or where marked as 'to follow' I have them fully ready and I have taken all reasonable steps to ensure they are correct.

I confirm that the information in this application is accurate and complete to the best of my knowledge and belief.

I authorise the FCA and/or PRA to make such enquires and to seek such further information as it thinks appropriate to verify the information given on this form.

I understand that the FCA and/or PRA may require the applicant firm to provide further information or documents at any time after I have sent this application.

Name	
Position	
IRN (if applicable)	

Note: This form was published as part of [Consultation Paper 21/18](#) published on 1 October 2018, and should not be used to make a notification to the PRA. Please refer to the [Authorisations pages](#) on the Bank's website.

EEA Branch Notification Form



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Signature	
Date	



Cross Border Services Notification Form

Firm Name:

Firm Reference Number (FRN):

Legal Entity Identifier (LEI):

Purpose of this form

- You should complete this form if you are a UK firm that wishes to exercise a passport right to provide cross border services in another EEA State.
- You may also use this form if you are a UK firm that wishes to notify the PRA of changes to the details of its current cross border services

Important information you should read before completing this form

A *UK firm* can only use this form if it is entitled to provide *cross border services* into the territory of another *EEA State* subject to the conditions of one of the *Single Market Directives* (see Schedule 3 of the Financial Services and Markets Act 2000 (FSMA)). By completing this form, you are confirming this is the case. *UK firms* should consult the legislation or take legal advice both in the *UK* and in the relevant *EEA State(s)* if they are in any doubt.

The PRA gives more information on the passporting process on its website:

www.bankofengland.co.uk. The FCA gives guidance on this in Chapter 13 of the Supervision manual (*SUP*). In particular, a *UK firm* that wants to exercise an *EEA right* must have the specific activity included in its Scope of Permission.

Filling in the form

1. Please complete this form either electronically or print off and complete by hand. If you are filling in the form by hand, use black ink, write clearly and, once you have completed the relevant sections, sign the declaration in section 8.
2. All firms should answer sections 1, 2, 3 and 87. Sections 4-76 refer to specific directives and only relevant sections should be completed. However, Please answer all questions in the sections relevant to you.
3. The completed form should be sent to the PRA either by post or via email. If you have any difficulties please contact the PRA's Firm Enquiries Team on 0203 461 7000

The Prudential Regulation Authority
20 Moorgate London EC2R 6DA
Telephone: +44(0)20 3461 7000
Website: www.bankofengland.co.uk
E-mail: pra-passporting@bankofengland.co.uk



1. Contact details

1.1. Details of the person we will contact about this application

Firm reference number	
Title	
Contact name	
Address Line 1	
Address Line 2	
Postcode	
Country	
Telephone	
Fax number	
Email address	



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2. Notification details

2.1 Are you looking to:

- Add a new passport
- Change/amend an existing passport
- Cancel an existing passport



3. Details of the services to be provided

3.1 Please indicate the *EEA State(s)* into which services are to be provided.

Note to question 3.1
UK firms have the right to provide cross border services to Gibraltar. So, references in this form to an EEA State include references to Gibraltar (see the Financial Services and Markets Act (Gibraltar) Order 2001).

States required	
Austria	<input type="checkbox"/>
Belgium	<input type="checkbox"/>
Bulgaria	<input type="checkbox"/>
Republic of Cyprus	<input type="checkbox"/>
Czech Republic	<input type="checkbox"/>
Croatia	<input type="checkbox"/>
Denmark	<input type="checkbox"/>
Estonia	<input type="checkbox"/>
Finland	<input type="checkbox"/>
France	<input type="checkbox"/>
Germany	<input type="checkbox"/>
Gibraltar	<input type="checkbox"/>
Greece	<input type="checkbox"/>
Hungary	<input type="checkbox"/>
Iceland	<input type="checkbox"/>
Ireland	<input type="checkbox"/>
Italy	<input type="checkbox"/>
Latvia	<input type="checkbox"/>
Liechtenstein	<input type="checkbox"/>
Lithuania	<input type="checkbox"/>
Luxembourg	<input type="checkbox"/>
Malta	<input type="checkbox"/>
Netherlands	<input type="checkbox"/>
Norway	<input type="checkbox"/>
Poland	<input type="checkbox"/>
Portugal	<input type="checkbox"/>
Romania	<input type="checkbox"/>
Slovak Republic	<input type="checkbox"/>
Slovenia	<input type="checkbox"/>
Spain	<input type="checkbox"/>
Sweden	<input type="checkbox"/>
All States	<input type="checkbox"/>

3.2 If the *firm* intends to provide services into more than one EEA State, will these services vary for each State?

Yes

No

3.3 Tell us the proposed date for the business to start.

Date	dd/mm/yy
------	----------

3.4 Are there any timing factors that the PRA should consider when processing the notification?

--



4. Solvency II Directive– Long-Term Insurance Business

4.1 Please tick the appropriate boxes to show the classes of business to be provided (if the answer to question 3.2 was 'Yes' please complete a separate matrix for each *EEA State*).

Note to question 4.1

If you are adding additional activities to an existing passport tick the new activity/activityies that are required.

If you are removing activities from an existing passport tick the activity/activityies you wish to remove.

EEA State		
Classes of Business		
I.	Life and Annuity	<input type="checkbox"/>
II.	Marriage and Birth	<input type="checkbox"/>
III.	Linked Long Term	<input type="checkbox"/>
IV.	Permanent Health	<input type="checkbox"/>
V.	Tontines	<input type="checkbox"/>
VI.	Capital Redemption	<input type="checkbox"/>
VII.	Pensions Fund Management	<input type="checkbox"/>
VIII.	Collective Insurance	<input type="checkbox"/>
IX.	Social Insurance	<input type="checkbox"/>

4.2 Please give details of the nature of the commitments to be covered in the *EEA State(s)* concerned.



5. Solvency II Directive – General Insurance Business

5.1 Please tick the appropriate boxes to show the classes of business to be provided (if the answer to question 3.2 was 'Yes', please complete on a separate matrix for each *EEA State*).

EEA State:

Note to question 5.1
If you are looking to add classes of business to an existing passport tick the class/classes of business you wish to add only

If you are looking to remove classes of business tick the class/classes of business you wish to remove

Classes of Business		
1	Accident	<input type="checkbox"/>
2	Sickness	<input type="checkbox"/>
3	Land Vehicles	<input type="checkbox"/>
4	Railway Rolling Stock	<input type="checkbox"/>
5	Aircraft	<input type="checkbox"/>
6	Ships	<input type="checkbox"/>
7	Goods in Transit	<input type="checkbox"/>
8	Fire and Natural Forces	<input type="checkbox"/>
9	Damage to Property	<input type="checkbox"/>
10	Motor Vehicle Liability (refer to note 5.2.1)	<input type="checkbox"/>
11	Aircraft Liability	<input type="checkbox"/>
12	Liability for Ships	<input type="checkbox"/>
13	General Liability	<input type="checkbox"/>
14	Credit	<input type="checkbox"/>
15	Suretyship	<input type="checkbox"/>
16	Miscellaneous Financial Loss	<input type="checkbox"/>
17	Legal Expenses (refer to note 5.2.3)	<input type="checkbox"/>
18	Assistance	<input type="checkbox"/>



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5.2 You must provide details of the nature of the risks to be covered in the *EEA State(s)* concerned.

Note to question 5.2

1. If the *firm* covers, or intends to cover, relevant **motor vehicle risks**, please provide the following additional information in this section (if required by the *EEA State* concerned as part of the *consent notice*):

The name and address of the claims representative; and

Details of the *firm's* membership of the national bureau and the national guarantee fund in the *EEA State* concerned.

Note: 'Relevant motor risks' has the meaning given to *motor vehicle liability* in Schedule 1 to the *Regulated Activities Order*. 'Claims representative' has the meaning given to it in the *EEA Passport Rights Regulations*.

2. If the *firm* covers (or intends to cover) **health insurance**, please provide technical bases used, or to be used, for calculating premiums in respect of such risks in this section.

3. If the firm covers (or intends to cover) risks relating to **legal expenses insurance**, please state in section 4.2 the option chosen from those described in Article 200 of the Solvency II Directive.

The relevant policyholder guarantee funds in the Home Member State is the Financial Services Compensation Scheme (FSCS). (Details can be found at www.fscs.org.uk.)



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5.3 If the entity belongs to a cross-border group, the name of the group supervisor; a group structure chart; and the last reported group solvency position.

Note to question 5.3

1. If the undertaking belongs to a cross-border group, provide the information stipulated by EIOPA-BoS-17/014 *Decision on the collaboration of the insurance supervision authorities* 3.2.1.2.c.



6. Insurance Mediation Distribution Directive (IMD) (IDD)

6.1 You must confirm that the *UK firm* wishes to passport under the IMD IDD by ticking the box below.

The firm intends to carry on <i>insurance mediation distribution directive</i> in the EEA State(s) identified in section 3 by providing <i>cross border services</i> .	<input type="checkbox"/>

6.2 Intermediary's details

Name

Address

Registration number (if applicable)

6.3 Please indicate the firm's category of intermediary

<u>Insurance intermediary</u>	<input type="checkbox"/>
<u>Ancillary insurance intermediary</u>	<input type="checkbox"/>
<u>Reinsurance intermediary</u>	<input type="checkbox"/>

6.26.4 If this form is in respect of one or more Appointed Representative(s) of the firm then please list below the name(s) and firm reference number(s) of those Appointed Representatives:

Firm Reference Number	
Name of Company	
Address Line 1	
Registration number (if applicable)	
Address Line 2	
Address Line 3	
Address Line 4	
County	
Town	
Postcode/ZIP	
EEA State	
Phone Number (incl STD code)	
Email Address	
Mobile Number	
Fax Number	
Category of intermediary	<u>Insurance intermediary</u> <u>Ancillary insurance intermediary</u> <u>Reinsurance intermediary</u>
	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>

6.5 Please give the name of any insurer or reinsurer represented



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6.6 Please list the relevant classes of insurance in relation to which insurance distribution is carried on (if applicable) (see annexes i and II of Solvency II Directive)



7. Declaration

Warning

Knowingly or recklessly giving the FCA and/or the PRA information which is false or misleading in a material particular may be a criminal offence (sections 398 and 400 of the Financial Services and Markets Act 2000). The Notifications Part of the *PRA Rulebook* and the FCA's SUP 15.6.1R and SUP 15.6.4R require an authorised person to take reasonable steps to ensure the accuracy and completeness of information given to the FCA/PRA and to notify the FCA/PRA immediately if materially inaccurate information has been provided.

If any information is inaccurate or incomplete this application may take longer to be processed.

You must notify us immediately of any significant change to the information provided. If you do not, it may take longer to be processed. It could also call into question the applicant firm's suitability to be authorised.

Data Protection

~~For the purpose of complying with the Data Protection Act 1998, the personal information in this Form may be used by the FCA/PRA to discharge its statutory functions under the Financial Services and Markets Act 2000 and other relevant legislation and will not be disclosed for any other purpose without the permission of the applicant.~~

The FCA and Bank of England process personal data in line with the requirements of The General Data Protection Regulation (EU) 2016/679 and the Data Protection Act 2018. For further information about the way we use the personal data collected in this form, please read our privacy notices available on our websites:

- FCA : <https://www.fca.org.uk/data-protection>
- Bank of England: <https://www.bankofengland.co.uk/prudential-regulation/authorisations>

Declaration

I confirm that a permanent copy of this application, signed by the firm will be retained for an appropriate period, for inspection at the FCA's/PRA's request.

I am authorised to make this application for authorisation on behalf of the applicant firm named on the front of this form.

I have attached the relevant documents where requested or where marked as 'to follow' I have them fully ready and I have taken all reasonable steps to ensure they are correct.

I confirm that the information in this application is accurate and complete to the best of my knowledge and belief.

I authorise the FCA and/or PRA to make sure enquires and to seek such further information as it thinks appropriate to verify the information given on this form.

I understand that the FCA and/or PRA may require the applicant firm to provide further information or documents at any time after I have sent this application.



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Name	
Position	
IRN (if applicable)	
Signature	
Date	

Annex 1 – Tied Agent Notification Form

This form should be used to notify the PRA when a UK firm intends to use a *tied agent established in the territory of another EEA state*.

Tied Agent Details

1. Name of Tied Agent

2. Address of Tied Agent

3. Trading name(s) of Tied Agent, if different
to name given in question 1 above

4. Telephone number of Tied Agent

5. Fax number of Tied Agent

6. Email of Tied Agent

7. Website of Tied Agent

8. Legal Status of Tied Agent

- | | |
|--|--|
| <input type="checkbox"/> Private Limited Company | <input type="checkbox"/> Public Limited Company |
| <input type="checkbox"/> Partnership | <input type="checkbox"/> Limited Partnership |
| <input type="checkbox"/> Limited Liability | <input type="checkbox"/> Unincorporated Association |
| <input type="checkbox"/> Sole Trader | <input type="checkbox"/> Other, please specify below |



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9. Date of commencement of
agreement with your firm

Note: This form was published as part of [Consultation Paper 21/18](#) published on 1 October 2018, and should not be used to make a notification to the PRA. Please refer to the [Authorisations pages](#) on the Bank's website.



Declaration

This declaration should be signed by a *UK firm* exercising an *EEA right* derived from the *CRD* or *MiFID II*.

Warning

Knowingly or recklessly giving the FCA or the PRA information which is false or misleading in a material particular may be a criminal offence (sections 398 and 400 of the Financial Services and Markets Act 2000). The Notifications Part of the *PRA Rulebook* and SUP 15.6.1R and SUP 15.6.4R require an authorised person to take reasonable steps to ensure the accuracy and completeness of information given to the FCA/PRA and to notify the FCA/PRA immediately if materially inaccurate information has been provided.

If any information is inaccurate or incomplete this application may take longer to be processed.

You must notify us immediately of any significant change to the information provided. If you do not, it may take longer to be processed. It could also call into question the applicant firm's suitability to be authorised.

Data Protection

~~For the purpose of complying with the Data Protection Act, the personal information in this Form may be used by the FCA/PRA to discharge its statutory functions under the Financial Services and Markets Act 2000 and other relevant legislation and will not be disclosed for any other purpose without the permission of the applicant~~

The FCA and Bank of England process personal data in line with the requirements of The General Data Protection Regulation (EU) 2016/679 and the Data Protection Act 2018. For further information about the way we use the personal data collected in this form, please read our privacy notices available on our websites:

- FCA : <https://www.fca.org.uk/data-protection>
- Bank of England: <https://www.bankofengland.co.uk/prudential-regulation/authorisations>.

Declaration

I confirm that a permanent copy of this application, signed by the firm will be retained for an appropriate period, for inspection at the FCA's/PRA's request.

I am authorised to make this application for authorisation on behalf of the applicant firm named on the front of this form

I have attached the relevant documents where requested or where marked as 'to follow' I have them fully ready and I have taken all reasonable steps to ensure they are correct.

I confirm that the information in this application is accurate and complete to the best of my knowledge and belief.

I authorise the FCA/PRA to make such enquiries and to seek such further information as it thinks appropriate to verify the information given on this form.

I understand that the FCA/PRA may require the applicant firm to provide further information or documents at any time after I have sent this application.

Name	
Position	
IRN (if applicable)	
Signature	
Date	dd/mm/yy



BANK OF ENGLAND
PRUDENTIAL REGULATION
AUTHORITY

Change in Control Notification (Section 178 notice)

Corporate

Name of controller submitting this notification (include the FCA/PRA Firm Reference Number if applicable)

Target firms (include the FCA/PRA Firm Reference Number)

Purpose of this form

This form should be completed by a director of a corporate entity that wishes to acquire control or to increase control in a firm or in a parent undertaking of the firm. As appropriate please refer to SUP 11 of the FCA Handbook, the PRA Rulebook, sections 178 to 192 and section 422 of the Financial Services and Markets Act 2000 ("FSMA").

Important information you should read before completing this form

The FCA and Bank of England process personal data in line with the requirements of The General Data Protection Regulation (EU) 2016/679 and the Data Protection Act 2018. For further information about the way we use the personal data collected in this form, please read our privacy notices available on our websites:

- FCA : <https://www.fca.org.uk/data-protection>
- Bank of England: <https://www.bankofengland.co.uk/prudential-regulation/authorisations>

It is important that you disclose all relevant information and that it is accurate and complete. If you do not, you may be committing a criminal offence, it may increase time taken to assess your notification and may impact on your suitability as a controller.

If you leave a question blank, do not sign the declaration or do not attach the required supporting information, the FCA/PRA will have to treat the notification as incomplete, which will result in delays. We may object to a notification if the information provided is incomplete. Please refer to section 185(3)(b) of FSMA.

The FCA/PRA will notify you as soon as possible if there is any outstanding information and we will notify you when the assessment period starts and expires. Once the assessment period has started, it can be extended by up to 20/30 working days* if further necessary information is required. You will be notified if the expiry date changes by virtue of any interruption period.

(*For further information on this please refer to section 190 of FSMA.)

Further help

When completing this notification you will need to refer to:

- the FCA Handbook: www.handbook.fca.org.uk/
- the PRA Rulebook www.prarulebook.co.uk/

If you need more help please:

- check the FCA website; www.fca.org.uk
- check the PRA website: www.bankofengland.co.uk/PRA
- call the FCA Customer Contact Centre on 0300 500 0597
- call the PRA Firm Enquiries: 020 3461 7000
- email the FCA Customer Contact Centre: Firm.Questions@fca.org.uk
- email the PRA: PRA.firmenquiries@bankofengland.co.uk

Filling in the form

1 If you are using your computer to complete the form:

- use the TAB key to move from question to question and press SHIFT TAB to move back to the previous question and
- Ensure you sign the declaration in Section 11. The FCA/PRA will accept scanned signatures.

2 If you are filling in the form by hand:

- use black ink
- write clearly
- sign the declaration

3 If you think a question is not relevant to you, write 'not applicable' and explain why. This may however cause a delay if further information is required.

4 If you leave a question blank and/or do not sign the declaration, we will have to treat the application as incomplete. This will increase the time taken to assess your application.

5 If there is not enough space on the forms, you may need to use separate sheets of paper. Clearly mark each separate sheet of paper with the relevant question number.

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Sending the notification

In order to identify which regulator you should send your notification to, please go to the Financial Services Register at <https://register.fca.org.uk/> and check the 'Regulator section' which will state whether the firm is regulated by the FCA only or by both the FCA and PRA.

1 Is/Are any of the target firm(s) regulated by both the FCA and PRA?

- No ▶ You must send your notification to the FCA
- Yes ▶ You must send your notification to the PRA (you may wish to consider sending a notification marked 'COPY' to the FCA)

2 Are any of the proposed controller(s) regulated by both the FCA and PRA?

- No
- Yes ▶ Please state which controller(s) including the FRN if applicable.

3 Do any of the target firm(s) form part of a group that is regulated by both the FCA and PRA

- No
- Yes ▶ Please state which Group including the FRN if applicable.

By Email

The FCA/PRA recommend that you submit your notification via email.

1. Please send your notification to the FCA at cic-notifications@fca.org.uk and/or the PRA at PRA-ChangeinControl@bankofengland.co.uk
2. Please note that emails containing attachments larger than 20mb will get rejected by the server. In these cases, please submit your notification by post. This may be in hard copy format but must include a USB stick.
3. Accepted file types are: Microsoft Word, Microsoft Excel, Microsoft PowerPoint, Microsoft Project, PDF Adobe Acrobat files, BMP (image files created in paintbrush) TIFF files (fax), and Text files. Please note that emails with attachments that include file types that are not listed may result in your notification being acknowledged as incomplete.
4. Notifications received after 16:00 hours will be treated as being received on the following working day.
5. Unless requested, you do not need to submit the original hardcopy documentation provided in your email. However we recommend that you retain the documentation in accordance with appropriate records management policies as it may be requested later.

By Post

The FCA/PRA recommend that you send your notification via courier if you are submitting confidential/sensitive information.

Please send your postal notification to the FCA at:

Change in Control Team
The Financial Conduct Authority
25 The North Colonnade
Canary Wharf
London
E14 5HS

And/or to the PRA at:

Assessment and Monitoring Team
The Prudential Regulation Authority
20 Moorgate
London
EC2R 6DA

Contact details

a) **Who should the FCA/PRA contact about this notification?**

Title	
First names	
Surname	
Job title	
Company name	
Business address	
Postcode	
Phone number (including area code)	
Mobile number (optional)	
Fax number (including area code)	
Email address	

- b) Please provide the following details for the service of any "relevant document" (including statutory notices) on the notice-giver in relation to this notice under the Financial Services and Markets Act 2000 and in accordance with the Financial Services and Markets Act 2000 (Service of Notices) Regulations 2001

Title	
First names	
Surname	
Job title	
Email Address	
Company name	
Address	
Postcode	
What is the notice-giver's relationship with this address	

Important definitions of relevant terms can be found in the Handbook Glossary and PRA Rulebook:

Controller: www.handbook.fca.org.uk/handbook/glossary/?starts-with=C

Control: www.handbook.fca.org.uk/handbook/glossary/?starts-with=C

Controlled function: www.handbook.fca.org.uk/handbook/glossary/?starts-with=C

Firm: www.handbook.fca.org.uk/handbook/glossary/?page=3&filter-title=firm

Parent undertaking: www.handbook.fca.org.uk/handbook/glossary/?starts-with=P

Regulatory body: www.handbook.fca.org.uk/handbook/glossary/?starts-with=R

Shares: www.handbook.fca.org.uk/handbook/glossary/?starts-with=S

Voting power: www.handbook.fca.org.uk/handbook/glossary/?starts-with=V

Aggregation of shares and acting in concert guidance:

www.handbook.fca.org.uk/handbook/SUP/11/Annex6G.html

PRA Rulebook: <http://www.prarulebook.co.uk/>

1 About the notification

Please note that prior approval is required for proposed changes in control or increases in control. However, even if the change in control or increase in control has already taken place without prior FCA/PRA approval, the FCA/PRA must still assess the suitability of new controllers that did not have prior approval. Therefore, a controller notification form should still be completed and submitted as soon as possible to allow a retrospective assessment of the change(s).

Has any relevant information in relation to the proposed change in control been provided in another change in control application form?

- No ▶ Continue to Question 1.1
- Yes ▶ Give details below referring to the relevant form in respect of each section and question

1.1 Has the change in control already taken place?

No ▶ Give proposed date below if known and continue to Question 1.3 (dd/mm/yyyy). Please note that the relevant assessment period will still apply and you should not acquire or increase control without prior approval.

Yes ▶ Give date below the change of control took place (dd/mm/yyyy)

		/		/		
--	--	---	--	---	--	--

FSMA requires that a person who decides to acquire or increase control over an FCA/PRA UK authorised person must first obtain the FCA/PRA's approval. Under section 191F FSMA, it is a criminal offence to acquire or increase control without obtaining the FCA/PRA's approval. The fact that you have not sought prior approval for the acquisition will be recorded.

1.2 What prompted you to submit the notification at this time? Explain in detail why prior approval was not sought for the change(s).

1.3 Are you aware of other applications or notifications that relate to this change in control?

(For example, another notification for a change in control; or application for an Approved Person, Variation of Permission, Waiver, New Authorisation, Cancellation, Appointed Representative, Passporting etc.)

- No
- Yes ▶ Give details below

1.4 What were the circumstances which led to, surrounded, and followed the post-notification? In particular, which entities and individuals made the decision to acquire and were they aware of their obligations under section 178 FSMA?

1.5 What steps have been taken to rectify the circumstances that caused the post-notification (including mitigation of any potential detriment resulting from the post-notification)?

1.6 What material changes, if any, have occurred since the post-notification?

1.7 Have you post-notified in previous notifications at any point within the last five calendar years?

No ▶ Continue to Section 2

Yes ▶ For each instance of a post-notification, please provide the dates on which you:

- i) acquired/increased control without prior FCA approval
- ii) became aware of such acquisition/increase
- iii) the date on which the FCA was made aware of the post-notification
- iv) the reason for any delay(s)
- v) the outcome of the FCA's review of the post-notification

1.8 Are you aware of other notifications or applications to regulatory bodies outside the UK that relate to this change in control?

No

Yes ▶ Give details below

2 About the target firm(s)

2.1 Please list name(s) of the FCA/PRA regulated firms undergoing the change in control (target firm(s)) and all the proposed controllers involved in this transaction.

Give the current (before the change) and proposed (after the change) percentages of control for each controller for each relevant target firm in the table below.

In the column headed 'Description of control', please provide information on how the control is to be held (eg through shares including any rights attached to those shares, capital contribution, voting power, significant influence, acting in concert, direct or via a parent, etc.). Please refer to our Handbook Glossary for the definition of control, controller, shares and voting power.

You should consider, in line with the above definitions, persons acting in concert and significant influence when completing the table below.

3**Corporate controller's details****3.1 Name of corporate controller**

--

3.2 Legal status of corporate controller

--

3.3 Registration number of corporate controller

If registered outside the UK, give equivalent reference number

--

3.4 Country and date of incorporation or formation of the corporate controller

--

dd/mm/yyyy

--	--	--	--	--	--

3.5 Registered office address of the corporate controller

Address	
County	
Country	
Postcode	

3.6 Is the head office address the same as the corporate controller's registered office address?

- Yes
 No ➤ Give details below

Address	
County	
Country	
Postcode	

3.7 Is the corporate controller financially solvent?

- No
 Yes

If the proposed corporate controller is not currently authorised by the FCA / PRA you must provide financial statements for the last three financial periods, approved, if possible, by an auditing firm; including balance sheet, profit and loss accounts /income statements, annual reports and financial annexes.

- Attached
 The proposed corporate controller is currently authorised by the FCA/PRA

3.8 Please give an overview of the corporate controller's entrepreneurial activities to date.

Where applicable, please include a breakdown of key business segments.

3.9 Has the controller and/or any persons with a position of influence over, or who effectively runs the business of the controller, been subject to any material complaints made against them by their clients or former clients in the last 5 years, which are awaiting determination by, or have been upheld by, an ombudsman?

- No
 Yes ▶ Give details below

3.10 Please provide a description of any financial and non-financial interests or relationships with:

- **any other current shareholders of the target firm(s)**
- **any person entitled to exercise voting rights**
- **any member of the board or similar body, or of the senior management of the target firm(s)**
- **the target firm(s) itself and its group**

3.11 Has an assessment of the controller already been conducted by another authority, whether or not in the financial services sector?

- No
 Yes ▶ Give details below including the name of the authority. You must also attach evidence of the assessment and its outcome.
 Attached

4**Group and EEA information****4.1 Is the controller part of a group?**

- No
 Yes ▶ Give information below about the current activities of the group

4.2 Is the controller or any firm in the group if the controller is part of a group, subject to regulation by another regulator?

- No ▶ Continue to Section 5
 Yes ▶ Give details below (if there is more than one, please use a separate sheet of paper to provide additional information).

Please indicate how many separate sheets of paper you have used.

Number of additional sheets	
-----------------------------	--

Name(s) of firm

Description of the business

Country the firm is authorised in

Regulator's name

Regulator's contact details (including email address if known)

5**The corporate controller's directors**

- 5.1 For each director, complete curriculum vitae must be attached if they are not currently an FCA/PRA approved person.**

Attached

- 5.2 Please give details of all the corporate controller's directors or, in the case of a limited liability partnership controller, its members.**

Full name	Date of birth	Position
	dd/mm/yy	

6

The persons who effectively run the business of the corporate controller and its controllers

- 6.1 Please give details of all the persons who effectively run the business of the controller if not already noted in Section 5.**

Full name	Date of birth	Position
	dd/mm/yy	

- 6.2 For each person that effectively runs the business, complete curriculum vitae must be attached if they are not currently an FCA/PRA approved person.**

Attached

Controllers of the controller

You must provide details of any and all persons with 10% or more of the shares or voting power in the corporate controller, either directly or through a parent undertaking (see the Handbook Glossary for the definition of a parent undertaking). Also list any person who holds shares or voting power in the corporate controller (or a parent undertaking) as a result of which it is able to exercise significant influence over the corporate controller. In the column headed 'Description of how control is held' provide information on how the control is held. Consider again issues such as voting power, right to share in profit, acting in concert and significant influence.

If the corporate controller is proposing to acquire 50% or more of the shares or voting power of a target firm then they may become a parent undertaking of the target firm. If the corporate controller is a parent undertaking, any person who is a controller of the corporate controller would also need to complete and submit an appropriate change in controller notification form.

Please note that the FCA/PRA considers parents of minority controllers to be controllers of authorised firms due to the extended definition of 'voting power' in s422 (5) (a) (v) FSMA. Please refer to the Handbook Glossary for the definition of control, controller, shares and voting power.

6.3 Are there any controllers of the controller?

No ▶ Explain why below

Yes ▶ Give details in the table below

Name	Percentage of control	Description of how control is held

6.4 Please provide information about any shareholders agreements, in relation to the controllers noted in Question 6.3.**6.5 Please provide the credit rating of the corporate controller and, if part of a group, the overall rating of the group.****6.6 the questions that follow relate to information on:**

- the corporate controller
- any company under its control or in its group
- any person with a position of influence over, or who effectively runs the business of, the corporate controller
- any other firm at which such a person, the corporate controller or any company under its control or in its group, holds or has ever held a position of influence (regarding matters arising during their association with the firm and up to one year after that association ceased)

In this section, all of the above will be referred to together as 'the controller and/or related persons / firms'.

Criminal proceedings

In answering the questions in this part you should include matters whether in the UK or overseas. By virtue of the Rehabilitation of Offenders Act 1974 (Exceptions) Order 1975, if you are subject to the law of England and Wales, you must disclose spent convictions and cautions (other than protected convictions and cautions). By virtue of the Rehabilitation of Offenders Act 1974 (Exclusions and Exceptions) (Scotland) Order 2013 and the Rehabilitation of Offenders (Exceptions) Order (Northern Ireland) 1979, if you are subject to the law of Scotland or Northern Ireland, you must disclose spent convictions (other than a protected conviction).

For the avoidance of doubt, references to the legislation above are references to the legislation as amended.

6.6.1(a) Has the controller ever:

(1) been convicted of any criminal offence? (Include any conviction of an offence for which an absolute or conditional discharge was received. You should include traffic offences only if they resulted in a ban from driving or involved driving without insurance.)

No Yes

(2) received a caution in relation to any criminal offence?

No Yes

(3) been arrested, summonsed or charged with any criminal offence, been otherwise prosecuted for any criminal offence or been the subject of any criminal proceeding or criminal investigation?

No Yes

(4) been ordered to produce documents related to any criminal investigation or been the subject of a search (with or without a warrant) related to any criminal investigation?

No Yes

Include all matters even where the arrest, charge, prosecution or investigation did not result in a conviction and, in respect of 6.6.1a (4) even where the controller and/or related persons / firms themselves were not the subject of the investigation. However, in providing information in response to 6.6.1a you do not need to disclose details of any specific individuals who were subject to historical (as opposed to ongoing) criminal investigations, prosecutions, summons or other historical criminal proceedings.

6.6.1(b)

(1) Has any person with a position of influence over, or who effectively runs the business of the controller ever been convicted of any criminal offence? (Include any conviction of an offence for which an absolute or conditional discharge was received. You should include traffic offences only if they resulted in a ban from driving or involved driving without insurance.)

No Yes

(2) Has any person with a position of influence over, or who effectively runs the business of the controller ever received a caution in relation to any criminal offence?

No Yes

(3) Is any person with a position of influence over, or who effectively runs the business of the controller the subject of any ongoing criminal proceedings or criminal investigation?

No Yes

(4) Has any person with a position of influence over, or who effectively runs the business of the controller been ordered to produce documents related to any ongoing criminal investigation or been the subject of a search (with or without a warrant) related to any ongoing criminal investigation?

No Yes

Include all matters even where the controller and/or related persons / firms themselves were not the subject of the investigation.

6.6.2 Is the controller currently the subject of any criminal proceedings or criminal investigations?

No Yes

If you have answered 'yes' to questions 6.6.1 or 6.6.2 above, please give full details on a separate sheet of paper. Tick this box to confirm that you have provided full details including reason(s), date(s) and duration(s) as appropriate.

Civil proceedings

In answering the questions in this part you should include matters whether in the UK or overseas.

6.6.3 Has the controller and/or any persons with a position of influence over, or who effectively runs the business of the controller, ever been:

(1) adjudged by a court civilly liable for any fraud, misfeasance, negligence, wrongful trading or other misconduct?

No Yes

(2) the subject of a judgement debt or award against them?

No Yes

Include all County Court Judgement(s) (CCJs) made against the controller and/or related firms / persons, whether satisfied or not. Please include on a separate sheet of paper:

- a) the sum and date of all judgement debts, awards or CCJs (whether satisfied or not); and
- b) the total number of all judgement debts, awards or CCJs ordered.

(3) party to any other civil proceedings that resulted in any order against the controller and/or related persons / firms (other than a judgement debt or award referred to in Question 6.6.3(2))? (You should include, for example, injunctions and employment tribunal proceedings.)

No Yes

6.6.4 Is the controller and/or any persons with a position of influence over, or who effectively runs the business of the controller, currently:

(1) a party to any civil proceedings?

No Yes

(2) aware of anybody's intention to begin civil proceedings against them? (You should include any ongoing disputes whether or not such dispute is likely to result in any order against the controller and/or related persons / firms or the order of a judgement debt.)

No Yes

6.6.5 Has the controller and/or any persons with a position of influence over, or who effectively runs the business of the controller, ever:

- (1) filed for their own bankruptcy or had a bankruptcy petition served on them?
 No Yes
- (2) been adjudged bankrupt?
 No Yes
- (3) been the subject of a bankruptcy restrictions order (including an interim bankruptcy restrictions order) or offered a bankruptcy restrictions undertaking?
 No Yes
- (4) made any arrangements with their creditors, for example a deed of arrangement or an individual voluntary arrangement (or in Scotland a trust deed)?
 No Yes
- (5) had assets sequestered?
 No Yes
- 6) been involved in any proceedings relating to the above matters even if such proceedings did not result in the making of any kind of order against the person or result in any kind of agreement with the person?
 No Yes

6.6.6 Is the controller and/or any persons with a position of influence over, or who effectively runs the business of the controller, currently involved in any proceedings in relation to any of the matters set out in 6.6.5(1)-(6) above (include where they are in the process of entering into any kind of agreement in favour of their creditors)?

- No Yes

Please specify on a separate sheet of paper whether any bankruptcy orders made have been discharged.

6.6.7 Does the controller and/or any persons with a position of influence over, or who effectively runs the business of the controller, have any outstanding financial obligations connected with regulated activities (including any activities regulated by the FCA/PRA or any other regulatory body), which they have carried on in the past?

- No Yes

6.6.8 Has the controller and/or any persons with a position of influence over, or who effectively runs the business of the controller, ever:

- (1) been put into liquidation?
 No Yes
- (2) been wound up (whether compulsorily or voluntarily)?
 No Yes
- (3) ceased trading?
 No Yes
- (4) had a receiver or administrator appointed?
 No Yes
- (5) entered into any voluntary arrangement with its creditors?
 No Yes

If you have answered 'yes' to any of the Questions in 6.6.3 to 6.6.8 above, please give full details on a separate sheet of paper. Tick this box to confirm that you have provided full details.

Business and employment matters

In answering the questions in this part you should include matters whether in the UK or overseas.

6.6.9 Has the controller and/or any persons with a position of influence over, or who effectively runs the business of the controller, ever been:

- a) dismissed,
- b) asked to resign or agreed to resign, or
- c) suspended

from any profession, vocation, office, employment, position of trust, fiduciary appointment or similar whether or not remunerated?

No Yes

6.6.10 Has the controller and/or any persons with a position of influence over, or who effectively runs the business of the controller, ever been:

(1) disqualified from acting as a director or similar position?

No Yes

(2) the subject of any proceedings of a disciplinary nature (whether or not the proceedings resulted in any finding against them)?

No Yes

(3) the subject of any investigation which might have led to disciplinary proceedings?

No Yes

(4) notified of any potential proceedings of a disciplinary nature against them?

No Yes

(5) the subject of any allegations of malpractice or misconduct in connection with any business activities?

No Yes

If you have answered 'yes' to Questions in 6.6.9 or 6.6.10 above, please give full details on a separate sheet of paper. This at a minimum should include the reason(s), date(s) and duration. Tick this box to confirm that you have provided full details:

Regulatory matters

Please revert to the notes at the beginning of the form for the meaning of 'regulatory body' and 'firm' in the context of the questions below. All references to authorisation include any authorisation, licence, registration, approval, notification, membership or relevant permission required to carry on any activity. To avoid doubt, the definition of 'regulatory body', as set out in the guidance notes, includes HM Revenue and Customs for these purposes.

In answering the questions in this part you should include matters whether in the UK or overseas.

6.6.11 In relation to activities regulated by the FCA/PRA or any other regulatory body, has the controller and/or any persons with a position of influence over, or who effectively runs the business of the controller, ever:

(1) been refused, had revoked, restricted or terminated, any authorisation granted or required by any regulatory body?

No Yes

(2) been criticised, censured, disciplined, suspended, expelled, fined, or been the subject of any other disciplinary or intervention action by any regulatory body?

No Yes

(3) received a warning (whether public or private) that such disciplinary or intervention action may be taken against them?

No Yes

(4) been the subject of an investigation by any regulatory body whether or not such investigation resulted in a finding against them?

No Yes

(5) been required or requested to produce documents or any other information to any regulatory body in connection with such an investigation (whether against the controller and/or related person/firm or otherwise)?

No Yes

(6) resigned or ceased to act or operate whilst under investigation by any such body or been required to resign or cease acting / operating by any regulatory body?

No Yes

(7) decided, not to proceed with an application for authorisation to any regulatory body?

No Yes

(8) provided payment services or distributed or redeemed e-money on behalf of a regulated firm or itself under any contractual agreement where that agreement was terminated by the regulated firm?

No Yes

6.6.12 In relation to activities regulated by the FCA/PRA or any other regulatory body, has the controller and/or any persons with a position of influence over, or who effectively runs the business of the controller, ever:

(1) been found to have carried on activities for which authorisation or registration by the FCA/PRA or any other regulatory body is required without the requisite authorisation?

No Yes

(2) been investigated for the possible carrying on of activities requiring authorisation or registration by the FCA/PRA or any other regulatory body without the requisite authorisation whether or not such investigation resulted in a finding against them?

No Yes

(3) been found to have performed a controlled function (or an equivalent function requiring approval by the FCA/PRA or any other regulatory body) without the requisite approval?

No Yes

(4) been investigated for the possible performance of a controlled function (or an equivalent function requiring approval by the FCA/PRA or any other regulatory body) without the requisite approval, whether or not such investigation resulted in a finding against them?

No Yes

(5) been the subject of a disqualification direction under section 59 of the Financial Services Act 1986 or a prohibition order under section 56 FSMA, or received a warning notice proposing that such a direction or order be made, or received a Private Warning?

No Yes

(6) been found to have failed to comply with an obligation under the Electronic Money Regulations 2011 or Payment Services Regulations 2017 to notify the FCA/PRA of the identity of a person acting in a position of influence over its electronic money or payment services business?

No Yes

If you have answered 'yes' to any of the Questions in 6.6.11 or 6.6.12 give details below and/or on a separate sheet of paper.

You must include:

- the question number the information relates to
- the date of any events
- any amounts involved
- the outcome
- relevant circumstances and explanations
- copies of supporting documents

--	--

Please indicate how many separate sheets of paper you have used

Number of additional sheets	
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7 Control structure charts

7.1 You must send the FCA/PRA control structure chart(s) that show the position of the target firm(s) undergoing the change in control and all controllers after the proposed change in control. These chart(s) should show all the entities within the structure and include:

- all entities in the group
- parent undertakings
- any undertaking(s)/subsidiaries other than the applicant firm
- any other close links
- anyone acting in concert
- percentages of shareholdings and types of shares
- percentages of voting power
- percentages of control through right to share in capital, profits or liability for losses
- anyone with significant influence.

Attached

7.2 It would be helpful if you could also include a chart showing the position before the change.

Attached

8**About the transaction**

Has any relevant information in relation to the proposed change in control has been provided in another controller notification form?

- No ▶ Continue to Question 8.1
 Yes ▶ Give details below and continue to Section 9

8.1 Is/are the target firm(s) aware of the proposed controller's intent?

- No
 Yes

8.2 Is the notification market sensitive?

- No
 Yes ▶ Give details below

8.3 What are the reasons for the transaction?

Please include:

- a thorough explanation on how the proposed acquisition fits into the proposed controllers' overall strategy.
- details for the short, medium and long-term and differentiate between them.

8.4 Does the proposed controller intend to make any changes to the target firm(s) regulated activities, governance, business plan or strategy as a result of the change in control?

- No
 Yes ▶ Give details below

8.5 Does the proposed controller intend to restructure the legal form of the target firm(s) or their borrowings, capital structuring or financial arrangements?

No

Yes ▶ Give details below for each target firm detailed in Question 2.1

Target Firm	Proposed changes

8.6 Please provide full details of the cost of the acquisition including the price paid and any other related costs. Provide full details of how the entire cost is to be funded, with evidence of the origin of the funds. Also note details on access to capital and financial markets if applicable.

Cost	Details of funding

8.7 You must provide documentation (eg a loan agreement or bank statement etc.) to support the information provided in Question 8.6. Please also include a copy of the Sale and Purchase Agreement (if applicable)

Attached

If you are not attaching supporting documentation you must explain why below.

8.8 Is there any involvement from/with other parties in the acquisition of control (eg contribution to financing, means of participation in financial or other current or future arrangements, etc.)?

No

Yes ▶ Give details below

8.9 Please provide details of any current or contemplated shareholders arrangements with other shareholders in relation to the target firm(s). (If none, state 'none'.)

8.10 Please provide information on assets (if any) of the controller or target firm(s) that are to be sold in the short term (conditions of sale, price and appraisal etc.) (If none, state 'none'.)

8.11 Does the proposed controller have any interests that may conflict with its role as a controller of the firm(s)?

No

Yes ▶ Give details below including how the proposed controller intends to remove or manage them.

9**Details of proposed control****Has information been provided in another controller notification form?**

- No ▶ Continue to Question 9.1
 Yes ▶ Give details below and continue to section 10

9.1 Will the proposed controller become a parent undertaking (or a parent of a parent) of the target firm(s)? (See the Handbook Glossary or section 420 of FSMA for definition of 'parent undertaking').

No ▶ Additional information may be requested once the information has been reviewed. Please note the assessment period for issuing a decision will not start until all the required information has been received. You will be notified as soon as possible if additional information is required and when the assessment period starts.

Yes ▶ Please provide a business plan containing as a minimum:

- Strategic developmental plan;
- Due diligence report/board pack highlighting the risks identified and how you propose to mitigate them
- Forecasted financial statements for the target firm(s) (solo and consolidated if applicable) for three years; and
- Information about the impact of the acquisition on the target firm(s) including but not limited to its:
 - a) Capital adequacy forecast
 - b) Governance (including Board membership/composition, committee structure)
 - c) Integration plans including but not limited to IT, group policies, staff integration, outsourcing arrangements
 - d) Systems and Controls
 - e) Data Security/financial crime

Attached

For more details on what is required, please refer to Appendix II, Part II of the 'Guidelines for the prudential assessment of acquisitions and increase of holdings in the financial sector required by Directive 2007/44/EC'.

The website is: www.esma.europa.eu/system/files/08_543b.pdf

9.2 If and after the proposed changes take place, how long do the proposed controller(s) intend to hold their control? Does the proposed controller(s) intend to reduce or increase the level of control in the foreseeable future? Please provide details below.

- 9.3 Will control be actively exercised by any of the controllers and if so, what is the rationale for this? Please explain in full below. If the proposed controller will be a passive investor only, please also explain in full below.**

- 9.4 Please provide information about the controller(s)' ability (financial position) and willingness to support the target firm(s) with additional own funds, if needed, for development of activities or in case of financial difficulties.**

If the proposed percentage of control is less than 20%, continue to Section 10.

If the proposed percentage of control is greater than 20%, continue to Question 9.5.

- 9.5 What influence do the controller(s) propose to exercise on the target firm(s)' financial position, strategic development and allocation of resources?**

- 9.6 Please describe intentions and expectations towards the target firm(s) in the medium-term, covering elements such as rationale, financial goals, synergies, reallocation of resources, integration, etc.**

10 Supporting Documents

10.1 Indicate whether the required supporting documents will accompany this form. If not, you must explain

Question	You are required to send to us the following documents	Relevant part of form	Attached	If not attached please explain why
10.1.1	Financial statements for the proposed controller	Question 3.7	<input type="checkbox"/>	
10.1.2	Evidence of the assessment and its outcome of another supervisory authority.	Question 3.11	<input type="checkbox"/>	
10.1.3	Curriculum vitae for each director/partner/member/person that effectively runs the business that is not currently authorised by the FCA/PRA.	Section 5 and 6	<input type="checkbox"/>	
10.1.4	Control structure charts that show the position of the target firm(s) undergoing the change in control and all controllers after the proposed change in control. Control structure chart showing the target firm(s)' controller(s) before the change.	Section 7	<input type="checkbox"/> <input type="checkbox"/>	
10.1.5	Documentation in support of information provided about the funding of the acquisition. <ul style="list-style-type: none">• Loan agreement(s)• Bank statement(s)• Sales and Purchase Agreement or 'Key Terms and Conditions'• Other	Question 8.6	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	
10.1.6	Business plan	Question 9.1	<input type="checkbox"/>	

10.2 Please provide here any information relevant to this notification that we would reasonably expect you to give that you have not provided elsewhere. Provide supporting documentation and/or use additional sheets if required.

11 Declaration

If original declaration is not sent then it must be held on site for inspection if required.

Who must sign the declaration?

Type of controller	Who must sign (authorised signatory)
A sole trader who employs one or more	The sole trader
A company with one director	The director
A company with more than one director	One director

Authorised signatories for controller(s) (see above) and in the case of a joint notification, authorised signatories for target firm(s).

There will be a delay in processing the notification if any information is inaccurate or incomplete. Failure to notify the FCA/PRA immediately of any significant change to the information provided may result in a serious delay in the notification process.

- I understand it is a criminal offence knowingly or recklessly to give the FCA/PRA information that is false, misleading or deceptive.
- I confirm that the information in this form and any supporting documentation is accurate and complete to the best of my knowledge and belief.
- I authorise the FCA/PRA to make such enquiries and to seek such further information as it thinks appropriate to verify the information given on this form and in any supporting documentation.
- The notice-giver(s) give their consent to receive communications from the FCA /PRA via email (including the serving of statutory-notices).

11.1 I can confirm that I am legally authorised to sign on behalf of the controller named below

Name	
Signing on behalf of (controller)	
Position	
Signature	
Date	dd/mm/yy

11.2 Is/are the proposed controllers making this notification in conjunction with the target firm(s), eg is this a joint notification?

- No ▶ The target firm should notify the FCA/PRA separately, in writing
 Yes ▶ Complete the table below

I can confirm that I am authorised to sign on behalf of the target firm(s) named below

Name	
Signing on behalf of (target firm)	
Position	
Signature	
Date	dd/mm/yy

Note: This form was published as part of [Consultation Paper 21/18](#) published on 1 October 2018, and should not be used to make a notification to the PRA. Please refer to the Authorisations pages on the Bank's website.



BANK OF ENGLAND
PRUDENTIAL REGULATION
AUTHORITY

Change in Control Notification

(Section 178 notice)

Partnership

Name of Partnership controller submitting this notification (if applicable include the FCA/PRA Firm Reference Number)

Target firms (include the FCA/PRA Firm Reference Number)

Purpose of this form

This form should be completed on behalf of a partnership by a partner, where the partnership wishes to acquire control or to increase control in a firm or in a parent undertaking of the firm. As appropriate please refer to SUP 11 of the FCA Handbook, the PRA Rulebook, sections 178 to 192 and section 422 of the Financial Services and Markets Act 2000 ("FSMA").

Important information you should read before completing this form

The FCA and Bank of England process personal data in line with the requirements of The General Data Protection Regulation (EU) 2016/679 and the Data Protection Act 2018. For further information about the way we use the personal data collected in this form, please read our privacy notices available on our websites:

- FCA : <https://www.fca.org.uk/data-protection>
- Bank of England: <https://www.bankofengland.co.uk/prudential-regulation/authorisations>

It is important that you disclose all relevant information and that it is accurate and complete. If you do not, you may be committing a criminal offence, it may increase time taken to assess your notification and may impact on your suitability as a controller.

If you leave a question blank, do not sign the declaration or do not attach the required supporting information, the FCA/PRA will have to treat the notification as incomplete, which will result in delays. We may object to a notification if the information provided is incomplete. Please refer to section 185(3)(b) of FSMA.

The FCA/PRA will notify you as soon as possible if there is any outstanding information and we will notify you when the assessment period starts and expires. Once the assessment period has started, it can be extended by up to 20/30 working days* if further necessary information is required. You will be notified if the expiry date changes by virtue of any interruption period.

(*For further information on this please refer to section 190 of FSMA.)

Further help

When completing this notification you will need to refer to:

- the FCA Handbook: www.handbook.fca.org.uk/
- the PRA Rulebook www.prarulebook.co.uk/

If you need more help please:

- check the FCA website: www.fca.org.uk
- check the PRA website: www.bankofengland.co.uk/PRA
- call the FCA Customer Contact Centre on 0300 500 0597
- call the PRA Firm Enquiries: 020 3461 7000
- email the FCA Customer Contact Centre: Firm.Queries@fca.org.uk
- email the PRA: PRA.firmenquiries@bankofenglad.co.uk

Filling in the form

1 If you are using your computer to complete the form:

- use the TAB key to move from question to question and press SHIFT TAB to move back to the previous question
- Ensure you sign the declaration in Section 11. The FCA/PRA will accept scanned signatures.

2 If you are filling in the form by hand:

- use black ink
- write clearly
- sign the declaration

3 If you think a question is not relevant to you, write 'not applicable' and explain why. This may however cause a delay if further information is required.

4 If you leave a question blank and/or do not sign the declaration, we will have to treat the application as incomplete. This will increase the time taken to assess your application.

5 If there is not enough space on the forms, you may need to use separate sheets of paper. Clearly mark each separate sheet of paper with the relevant question number.

Contents of this form

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Sending the notification

In order to identify which regulator you should send your notification to, please go to the Financial Services Register at <https://register.fca.org.uk/> and check the 'Regulator section' which will state whether the firm is regulated by the FCA only or by both the FCA and PRA.

1 Is/Are any of the target firm(s) regulated by both the FCA and PRA?

- No ▶ You must send your notification to the FCA
- Yes ▶ You must send your notification to the PRA (you may wish to consider sending a notification marked 'COPY' to the FCA)

2 Are any of the proposed controller(s) regulated by both the FCA and PRA?

- No
- Yes ▶ Please state which controller(s) including the FRN if applicable.

3 Do any of the target firm(s) form part of a group that is regulated by both the FCA and PRA

- No
- Yes ▶ Please state which Group including the FRN if applicable.

By Email

The FCA/PRA recommend that you submit your notification via email.

1. Please send your notification to the FCA at cic-notifications@fca.org.uk and/or the PRA at PRA-ChangeinControl@bankofengland.co.uk
2. Please note that emails containing attachments larger than 20mb will get rejected by the server. In these cases, please submit your notification by post. This may be in hard copy format but must include a USB stick.
3. Accepted file types are: Microsoft Word, Microsoft Excel, Microsoft PowerPoint, Microsoft Project, PDF Adobe Acrobat files, BMP (image files created in paintbrush) TIFF files (fax), and Text files. Please note that emails with attachments that include file types that are not listed may result in your notification being acknowledged as incomplete.
4. Notifications received after 16:00 hours will be treated as being received on the following working day.
5. Unless requested, you do not need to submit the original hardcopy documentation provided in your email. However we recommend that you retain the documentation in accordance with appropriate records management policies as it may be requested later.

By Post

The FCA/PRA recommends that you send your notification via courier if you are submitting confidential/sensitive information.

Please send your postal notification to the FCA at:

Change in Control Team
The Financial Conduct Authority
25 The North Colonnade
Canary Wharf
London
E14 5HS

and/or to the PRA at:

Assessment and Monitoring Team
The Prudential Regulation Authority
20 Moorgate
London
EC2R 6DA

Contact details

a) Who should the FCA/PRA contact about this notification?

Title	
First names	
Surname	
Job title	
Company name	
Business address	
Postcode	
Phone number (including area code)	
Mobile number (optional)	
Fax number (including area code)	
Email address	

- b) Please provide the following details for the service of any "relevant document" (including statutory notices) on the notice-giver in relation to this notice under the Financial Services and Markets Act 2000 and in accordance with the Financial Services and Markets Act 2000 (Service of Notices) Regulations 2001

Title	
First names	
Surname	
Job title	
Email address	
Company name	
Address	
Postcode	
What is the notice-giver's relationship with this address	

Important definitions of relevant terms can be found in the Handbook Glossary and PRA Rulebook:

Controller: www.handbook.fca.org.uk/handbook/glossary/?starts-with=C

Control: www.handbook.fca.org.uk/handbook/glossary/?starts-with=C

Controlled function: www.handbook.fca.org.uk/handbook/glossary/?starts-with=C

Firm: www.handbook.fca.org.uk/handbook/glossary/?page=3&filter-title=firm

Parent undertaking: www.handbook.fca.org.uk/handbook/glossary/?starts-with=P

Regulatory body: www.handbook.fca.org.uk/handbook/glossary/?starts-with=R

Shares: www.handbook.fca.org.uk/handbook/glossary/?starts-with=S

Voting power: www.handbook.fca.org.uk/handbook/glossary/?starts-with=V

Aggregation of shares and acting in concert guidance:

www.handbook.fca.org.uk/handbook/SUP/11/Annex6G.html

PRA Rulebook: <http://www.prarulebook.co.uk/>

1 About the notification

Please note that prior approval is required for proposed changes in control or increases in control. However, even if the change in control or increase in control has already taken place without prior FCA/PRA approval, the FCA/PRA must still assess the suitability of new controllers that did not have prior approval. Therefore, a controller notification form should still be completed and submitted as soon as possible to allow a retrospective assessment of the change(s).

Has any relevant information in relation to the proposed change in control been provided in another change in control application form?

- No ▶ Continue to Question 1.1
- Yes ▶ Give details below referring to the relevant form in respect of each section and question

1.1 Has the change in control already taken place?

- No ▶ Give proposed date below if known and continue to Question 1.3 (dd/mm/yyyy). Please note that the relevant assessment period will still apply and you should not acquire or increase control without prior approval.
- Yes ▶ Give date below that the change in control took place (dd/mm/yyyy)

		/			/			
--	--	---	--	--	---	--	--	--

FSMA requires that a person who decides to acquire or increase control over an FCA authorised firm must first obtain the FCA's approval. Under section 191F FSMA, it is a criminal offence to acquire or increase control without obtaining the FCA's approval. The fact that you have not sought prior FCA approval for the acquisition will be recorded.

1.2 What prompted you to submit the notification at this time? Explain in detail why prior approval was not sought for the change(s).

1.3 Are you aware of other applications or notifications that relate to this change in control?

(For example, another notification for a change in control; or application for an Approved Person, Variation of Permission, Waiver, new Authorisation, Cancellation, Appointed Representative, Passporting etc.)

- No
- Yes ▶ Give details below

- 1.4 What were the circumstances which led to, surrounded, and followed the post-notification? In particular, which entities and individuals made the decision to acquire and were they aware of their obligations under section 178 FSMA?**

- 1.5 What steps have been taken to rectify the circumstances that caused the post-notification (including mitigation of any potential detriment resulting from the post-notification)?**

- 1.6 What material changes, if any, have occurred since the post-notification?**

- 1.7 Have you post-notified in previous notifications at any point within the last five calendar years?**

- No ▶ Continue to Section 2
 Yes ▶ For each instance of a post-notification, please provide the dates on which you:

- i. acquired/increased control without prior FCA approval
- ii. became aware of such acquisition/increase
- iii. the date on which the FCA was made aware of the post- notification
- iv. the reason for any delay(s)
- v. the outcome of the FCA's review of the post-notification

- 1.8 Are you aware of other notifications or applications to regulatory bodies outside the UK that relate to this change in control?**

- No
 Yes ▶ Give details below

2 About the target firm(s)

2.1 Please list name(s) of the FCA/PRA-regulated firms undergoing the change in control (target firm(s)) and all the proposed controllers involved in this transaction.

Give the current (before the change) and proposed (after the change) percentages of control for each controller for each relevant target firm in the table below.

In the column headed 'Description of control', please provide information on how the control is to be held (eg through shares including any rights attached to those shares, capital contribution, voting power, significant influence, acting in concert, direct or via a parent, etc.). refer to the FCA Handbook Glossary for the definition of control, controller, shares and voting power.

You should consider, in line with the above definitions, persons acting in concert and significant influence when completing the table below.

Target firm FCA/PRA number	Target firm name(s)	Proposed controller name(s)	Proposed controller FCA/PRA controller number/ Registered no/ Date of birth	Proposed current control %	Proposed control % after the change	Description of how control is held (eg directly or via another entity; shares / voting power etc.) Where % of control via equity differs from voting power or any other rights, please provide information for all.

3 Partnership controller's details

3.1 Name of partnership intending to acquire or increase control

3.2 Legal status of partnership

3.3 Please attach a copy of Partnership Agreement (if applicable)

Attached

3.4 Country and date of formation (relevant law applicable to partnership)

/ /

3.5 Registration number of partnership. If registered outside the UK, give equivalent reference number.

3.6 Head office address of the partnership

Address	
County	
Country	
Postcode	

3.7 Is the partnership financially solvent?

- No
 Yes

If the partnership is not currently authorised by the FCA / PRA you must provide financial statements for the last three financial periods, approved, if possible, by an auditing firm; including balance sheet, profit and loss accounts /income statements, annual reports and financial annexes.

- Attached
 The partnership is currently authorised by the FCA/PRA

3.8 Give an overview of the partnership's entrepreneurial activities to date.

Where applicable, please include a breakdown of key business segments.

3.9 Has the controller and/or any persons with a position of influence over, or who effectively runs the business of the controller, been subject to any material complaints made against them by their clients or former clients in the last five years, which are awaiting determination by, or have been upheld by, an ombudsman?

No

Yes ▶ Give details below

3.10 Please provide a description of any financial and non-financial interests or relationships with:

- **any other current shareholders of the target firm(s)**
- **any person entitled to exercise voting rights**
- **any member of the board or similar body, or of the senior management of the target firm(s)**
- **the target firm(s) itself and its group**

3.11 Has an assessment of the controller already been conducted by another authority, whether or not in the financial services sector?

No

Yes ▶ Give details below including the name of the authority. You must also attach evidence of the assessment and its outcome.

Attached

4 Group and EEA information

4.1 Is the controller part of a group?

- No
 Yes ▶ Give information below about the current activities of the group.

--

4.2 Is the controller or any firm in the group if the controller is part of a group, subject to regulation by another regulator?

- No ▶ Continue to Section 5
 Yes ▶ Give details below (if there is more than one, please use a separate sheet of paper to provide additional information).

Please indicate how many separate sheets of paper you have used

Number of additional sheets	
-----------------------------	--

Name(s) of firm

--

Description of the business

--

Country the firm is authorised in

--

Regulator's name

--

Regulator's contact details (including email address if known)

--

5 The partners of the controller

- 5.1 For each partner that effectively runs the business, a complete curriculum vitae must be attached if they are not currently an FCA/PRA approved person.**

Attached

- 5.2 You must give details of the partners below.**

Full name	Date of birth	Status in partnership
	dd/mm/yy	<input type="checkbox"/> equity <input type="checkbox"/> salaried <input type="checkbox"/> limited partner <input type="checkbox"/> general partner
	dd/mm/yy	<input type="checkbox"/> equity <input type="checkbox"/> salaried <input type="checkbox"/> limited partner <input type="checkbox"/> general partner
	dd/mm/yy	<input type="checkbox"/> equity <input type="checkbox"/> salaried <input type="checkbox"/> limited partner <input type="checkbox"/> general partner
	dd/mm/yy	<input type="checkbox"/> equity <input type="checkbox"/> salaried <input type="checkbox"/> limited partner <input type="checkbox"/> general partner
	dd/mm/yy	<input type="checkbox"/> equity <input type="checkbox"/> salaried <input type="checkbox"/> limited partner <input type="checkbox"/> general partner

6

The persons who run the business of the partnership and its controller

- 6.1 Please give details of all the persons who effectively run the business of the partnership if not already noted in Section 5.**

Full name	Date of birth	Position
	dd/mm/yy	

- 6.2 For each person that effectively runs the business, a complete curriculum vitae must be attached if they are not currently an FCA/PRA approved person**

Attached

Controllers of the partnership

You must provide details of any and all persons with 10% or more of the shares (eg rights to share in profit etc.), or voting power whether alone or acting in concert, in the partnership, either directly or through a parent undertaking. Also list any person who holds shares or voting power in the partnership controller (or a parent undertaking) as a result of which it is able to exercise significant influence over the partnership controller. In the column headed 'Description of how control is held' provide information on how the control is held.

If the partnership is proposing to become a parent undertaking of the target firm, any person who is a controller of the partnership would also need to complete and submit an appropriate change in control application form.

Please note that parent undertakings of any proposed minority controllers that will have voting power (in the target or a parent undertaking) should also complete and submit an appropriate change in control application form.

6.3 Are there any controllers of the partnership?

No ▶ Explain why below

Yes ▶ Give details below

Name	Percentage of control	Description of how control is held

6.4 Please provide information about any shareholders agreements, in relation to the controllers noted in Question 6.3.**6.5 Please provide the credit rating of the partnership and, if part of a group, the overall rating of the group**

6.6 The questions that follow relate to information on:

- the partnership
- any company under its control or in its group
- any person with a position of influence over, or who effectively runs the business of, the partnership
- any other firm at which such a person, the partnership or any company under its control or in its group, holds or has ever held a position of influence (regarding matters arising during their association with the firm and up to one year after that association ceased)

In this section, all of the above will be referred to together as 'the controller and/or related persons / firms'.

Criminal proceedings

In answering the questions in this part you should include matters whether in the UK or overseas. By virtue of the Rehabilitation of Offenders Act 1974 (Exceptions) Order 1975, if you are subject to the law of England and Wales, you must disclose spent convictions and cautions (other than protected convictions and cautions).

By virtue of the Rehabilitation of Offenders Act 1974 (Exclusions and Exceptions) (Scotland) Order 2013 and the Rehabilitation of Offenders (Exceptions) Order (Northern Ireland) 1979, if you are subject to the law of Scotland or Northern Ireland, you must disclose spent convictions (other than a protected conviction).

For the avoidance of doubt, references to the legislation above are references to the legislation as amended.

6.6.1(a) Has the controller ever:

(1) been convicted of any criminal offence? (Include any conviction of an offence for which an absolute or conditional discharge was received. You should include traffic offences only if they resulted in a ban from driving or involved driving without insurance.)

No Yes

(2) received a caution in relation to any criminal offence?

No Yes

(3) been arrested, summonsed or charged with any criminal offence, been otherwise prosecuted for any criminal offence or been the subject of any criminal proceeding or criminal investigation?

No Yes

(4) been ordered to produce documents related to any criminal investigation or been the subject of a search (with or without a warrant) related to any criminal investigation?

No Yes

Include all matters even where the arrest, charge, prosecution or investigation did not result in a conviction and, in respect of 6.6.1a(4) even where the controller and/or related persons / firms themselves were not the subject of the investigation. However, in providing information in response to 6.6.1a you do not need to disclose details of any specific individuals who were subject to historical (as opposed to ongoing) criminal investigations, prosecutions, summons or other historical criminal proceedings.

6.6.1(b)

(1) Has any person with a position of influence over, or who effectively runs the business of the controller ever been convicted of any criminal offence? (Include any conviction of an offence for which an absolute or conditional discharge was received. You should include traffic offences only if they resulted in a ban from driving or involved driving without insurance.)

No Yes

(2) Has any person with a position of influence over, or who effectively runs the business of the controller ever received a caution in relation to any criminal offence?

No Yes

(3) Is any person with a position of influence over, or who effectively runs the business of the controller the subject of any ongoing criminal proceedings or criminal investigation?

No Yes

(4) Has any person with a position of influence over, or who effectively runs the business of the controller been ordered to produce documents related to any ongoing criminal investigation or been the subject of a search (with or without a warrant) related to any ongoing criminal investigation?

No Yes

Include all matters even where the controller and/or related persons / firms themselves were not the subject of the investigation.

6.6.2 Is the controller currently the subject of any criminal proceedings or criminal investigations?

No Yes

If you have answered 'yes' to Questions 6.6.1 or 6.6.2, please give full details on a separate sheet of paper. Tick this box to confirm that you have provided full details including reason(s), date(s) and duration(s) as appropriate.

Civil proceedings

In answering the questions in this part you should include matters whether in the UK or overseas.

6.6.3 Has the controller and/or any persons with a position of influence over, or who effectively runs the business of the controller, ever been:

(1) adjudged by a court civilly liable for any fraud, misfeasance, negligence, wrongful trading or other misconduct?

No Yes

(2) the subject of a judgement debt or award against them?

No Yes

Include all County Court Judgement(s) (CCJs) made against the controller and/or related firms / persons, whether satisfied or not. Please include on a separate sheet of paper:

- a) the sum and date of all judgement debts, awards or CCJs (whether satisfied or not); and
- b) the total number of all judgement debts, awards or CCJs ordered.

(3) party to any other civil proceedings that resulted in any order against the controller and/or related persons / firms (other than a judgement debt or award referred to in Question 6.6.3(2))? (You should include, for example, injunctions and employment tribunal proceedings.)

No Yes

6.6.4 Is the controller and/or any persons with a position of influence over, or who effectively runs the business of the controller, currently:

(1) a party to any civil proceedings?

No Yes

(2) aware of anybody's intention to begin civil proceedings against them? (You should include any ongoing disputes whether or not such dispute is likely to result in any order against the controller and/or related persons / firms or the order of a judgement debt.)

No Yes

6.6.5 Has the controller and/or any persons with a position of influence over, or who effectively runs the business of the controller, ever:

(1) filed for their own bankruptcy or had a bankruptcy petition served on them?

No Yes

(2) been adjudged bankrupt?

No Yes

(3) been the subject of a bankruptcy restrictions order (including an interim bankruptcy restrictions order) or offered a bankruptcy restrictions undertaking?

No Yes

(4) made any arrangements with their creditors, for example a deed of arrangement or an individual voluntary arrangement (or in Scotland a trust deed)?

No Yes

(5) had assets sequestrated?

No Yes

(6) been involved in any proceedings relating to the above matters even if such proceedings did not result in the making of any kind of order against the person or result in any kind of agreement with the person?

No Yes

6.6.6 Is the controller and/or any persons with a position of influence over, or who effectively runs the business of the controller, currently involved in any proceedings in relation to any of the matters set out in 6.6.5(1)-(6) above (include where they are in the process of entering into any kind of agreement in favour of their creditors)?

No Yes

Please specify on a separate sheet of paper whether any bankruptcy orders made have been discharged.

6.6.7 Does the controller and/or any persons with a position of influence over, or who effectively runs the business of the controller, have any outstanding financial obligations connected with regulated activities (including any activities regulated by the FCA/PRA or any other regulatory body), which they have carried on in the past?

No Yes

6.6.8 Has the controller and/or any persons with a position of influence over, or who effectively runs the business of the controller, ever:

- (1) been put into liquidation?
 No Yes
- (2) been wound up (whether compulsorily or voluntarily)?
 No Yes
- 3) ceased trading?
 No Yes
- (4) had a receiver or administrator appointed?
 No Yes
- (5) entered into any voluntary arrangement with its creditors?
 No Yes

If you have answered 'yes' to any of the Questions 6.6.3 to 6.6.8, please give full details on a separate sheet of paper. Tick this box to confirm that you have provided full details.

Business and employment matters

In answering the questions in this part you should include matters whether in the UK or overseas.

6.6.9 Has the controller and/or any persons with a position of influence over, or who effectively runs the business of the controller, ever been:

- a) dismissed;
- b) asked to resign or agreed to resign; or
- c) suspended

from any profession, vocation, office, employment, position of trust, fiduciary appointment or similar whether or not remunerated?

- No Yes

6.6.10 Has the controller and/or any persons with a position of influence over, or who effectively runs the business of the controller, ever been:

- (1) disqualified from acting as a director or similar position?
 No Yes
- (2) the subject of any proceedings of a disciplinary nature (whether or not the proceedings resulted in any finding against them)?
 No Yes
- (3) the subject of any investigation which might have led to disciplinary proceedings?
 No Yes
- (4) notified of any potential proceedings of a disciplinary nature against them?
 No Yes

(5) the subject of any allegations of malpractice or misconduct in connection with any business activities?

No Yes

If you have answered 'yes' to Questions in 6.6.9 or 6.6.10, please give full details on a separate sheet of paper. This at a minimum should include the reason(s), date(s) and duration. Tick this box to confirm that you have provided full details:

Regulatory matters

Please revert to the notes at the beginning of the form for the meaning of 'regulatory body' and 'firm' in the context of the questions below. All references to authorisation include any authorisation, licence, registration, approval, notification, membership or relevant permission required to carry on any activity. To avoid doubt, the definition of 'regulatory body', as set out in the guidance notes, includes HM Revenue and Customs for these purposes.

In answering the questions in this part you should include matters whether in the UK or overseas.

6.6.11 In relation to activities regulated by the FCA/PRA or any other regulatory body, has the controller and/or any persons with a position of influence over, or who effectively runs the business of the controller, ever:

(1) been refused, had revoked, restricted or terminated, any authorisation granted or required by any regulatory body?

No Yes

(2) been criticised, censured, disciplined, suspended, expelled, fined, or been the subject of any other disciplinary or intervention action by any regulatory body?

No Yes

(3) received a warning (whether public or private) that such disciplinary or intervention action may be taken against them?

No Yes

(4) been the subject of an investigation by any regulatory body whether or not such investigation resulted in a finding against them?

No Yes

(5) been required or requested to produce documents or any other information to any regulatory body in connection with such an investigation (whether against the controller and/or related person/firm or otherwise)?

No Yes

(6) resigned or ceased to act or operate whilst under investigation by any such body or been required to resign or cease acting / operating by any regulatory body?

No Yes

(7) decided, not to proceed with an application for authorisation to any regulatory body?

No Yes

(8) provided payment services or distributed or redeemed e-money on behalf of a regulated firm or itself under any contractual agreement where that agreement was terminated by the regulated firm?

No Yes

6.6.12 In relation to activities regulated by the FCA/PRA or any other regulatory body, has the controller and/or any persons with a position of influence over, or who effectively runs the business of the controller, ever:

(1) been found to have carried on activities for which authorisation or registration by the FCA/PRA or any other regulatory body is required without the requisite authorisation?

No Yes

(2) been investigated for the possible carrying on of activities requiring authorisation or registration by the FCA/PRA or any other regulatory body without the requisite authorisation whether or not such investigation resulted in a finding against them?

No Yes

(3) been found to have performed a controlled function (or an equivalent function requiring approval by the FCA/PRA or any other regulatory body) without the requisite approval?

No Yes

(4) been investigated for the possible performance of a controlled function (or an equivalent function requiring approval by the FCA/PRA or any other regulatory body) without the requisite approval, whether or not such investigation resulted in a finding against them?

No Yes

(5) been the subject of a disqualification direction under section 59 of the Financial Services Act 1986 or a prohibition order under section 56 FSMA, or received a warning notice proposing that such a direction or order be made, or received a Private Warning?

No Yes

(6) been found to have failed to comply with an obligation under the Electronic Money Regulations 2011 or Payment Services Regulations 2017 to notify the FCA/PRA of the identity of a person acting in a position of influence over its electronic money or payment services business?

No Yes

6.7 If you have answered 'yes' to Questions in 6.6.11 or 6.6.12, please give full details on a separate sheet of paper. Tick this box to confirm that you have provided full details.

7

Control structure charts

7.1 You must send the FCA/PRA control structure chart(s) that show the position of the target firm(s) undergoing the change in control and all controllers after the proposed change in control. These chart(s) should show all the entities within the structure and include:

- all entities in the group
- parent undertakings
- any undertaking(s)/subsidiaries other than the applicant firm
- any other close links
- anyone acting in concert
- percentages of shareholdings and types of shares
- percentages of voting power
- percentages of control through right to share in capital, profits or liability for losses
- anyone with significant influence.

Attached

7.2 It would be helpful if you could also include a chart showing the position before the change.

Attached

8**About the transaction**

Has any relevant information in relation to the proposed change in control been provided in another change in control application form?

- No ▶ Continue to Question 8.1
 Yes ▶ Give details below and continue proceed to Section 9

8.1 Is/are the target firm(s) aware of the proposed controller's intent?

- No
 Yes

8.2 Is the notification market sensitive?

- No
 Yes ▶ Give details below

8.3 What are the reasons for the transaction?

Please include:

- a thorough explanation on how the proposed acquisition fits into the proposed controllers' overall strategy
- details for the short, medium and long-term and differentiate between them

8.4 Does the partnership intend to make any changes to the target firm(s)' regulated activities, governance, business plan or strategy as a result of the change in control?

- No
 Yes ▶ Give details below

8.5 Does the partnership intend to restructure the legal form of the target firm(s) or their borrowings, capital structuring or financial arrangements?

No

Yes ▶ Give details below for each target firm detailed in Question 2.1

Target Firm	Proposed changes

8.6 Please provide full details of the cost of the acquisition including the price paid and any other related costs. Provide full details of how the entire cost is to be funded, with evidence of the original source of the funds. Also note details on access to capital and financial markets if applicable.

Cost	Details and source of funding

8.7 You must attach documentation (eg a loan agreement, bank statement etc.) to support the information provided in Question 8.6. Please also include a copy of the Sale and Purchase Agreement.

Attached – please detail the supporting documents provided.

If you are not attaching supporting documentation you must explain why below.

8.8 Is there any involvement from/with other parties in the acquisition of control (eg contribution to financing, means of participation in financial or other current or future arrangements, etc)?

No

Yes ▶ Give details below

8.9 Please provide details of any current or contemplated shareholders arrangements with other shareholders in relation to the target firm(s). (If none, state 'none'.)

8.10 Please provide information on assets (if any) of the controller or target firm(s) that are to be sold in the short term (conditions of sale, price and appraisal etc.) (If none, state 'none'.)

8.11 Does the proposed controller have any interests that may conflict with its role as a controller of the firm(s)?

No

Yes ▶ Give details below including how the proposed controller intends to remove or manage them.

9 Details of proposed control

Has information requested below been provided in another controller notification form?

- No ▶ Continue to Question 9.1
- Yes ▶ Give details below and continue to Section 10

9.1 Will the proposed controller become a parent undertaking (or a parent of a parent) of the target firm(s)? (See the Handbook Glossary or section 420 of FSMA for definition of 'parent undertaking'.)

No ▶ Additional information may be requested once the information has been reviewed. Please note the assessment period for issuing a decision will not start until all the required information has been received. You will be notified as soon as possible if additional information is required and when the assessment period starts.

- Yes ▶ Please provide a business plan containing as a minimum:

- Strategic developmental plan
- Due diligence report/board pack highlighting the risks identified and how you propose to mitigate them
- Forecasted financial statements for the target firm(s) (solo and consolidated if applicable) for three years
- Information about the impact of the acquisition on the target firm(s) including but not limited to its:
 - a. Capital adequacy forecast
 - b. Governance (including Board membership/composition, committee structure)
 - c. Integration plans including but not limited to IT, group policies, staff integration, outsourcing arrangements
 - d. Systems and Controls
 - e. Data Security/financial crime

- Attached

For more details on what is required, please refer to Appendix II, Part II of the 'Guidelines for the prudential assessment of acquisitions and increase of holdings in the financial sector required by Directive 2007/44/EC'.

The website is: www.esma.europa.eu/system/files/08_543b.pdf

9.2 If and after the proposed changes take place, how long do the proposed controller(s) intend to hold their control? Does the controller intend to reduce or increase the level of control in the foreseeable future? Please provide details below.

- 9.3 Will control be actively exercised by any of the controllers and if so, what is the rationale for this? Please explain in full below. If the proposed controller will be a passive investor only, please also explain in full below.**

- 9.4 Please provide information about the controller(s)' ability (financial position) and willingness to support the target firm(s) with additional own funds, if needed, for development of activities or in case of financial difficulties.**

If the proposed percentage of control is less than 20%, continue to Section 10.

If the proposed percentage of control is greater than 20%, continue to Question 9.5.

- 9.5 What influence do the controller(s) propose to exercise on the target firm(s)' financial position, strategic development and allocation of resources?**

- 9.6 Please describe intentions and expectations towards the target firm(s) in the medium-term, covering elements such as rationale, financial goals, synergies, reallocation of resources, integration, etc.**

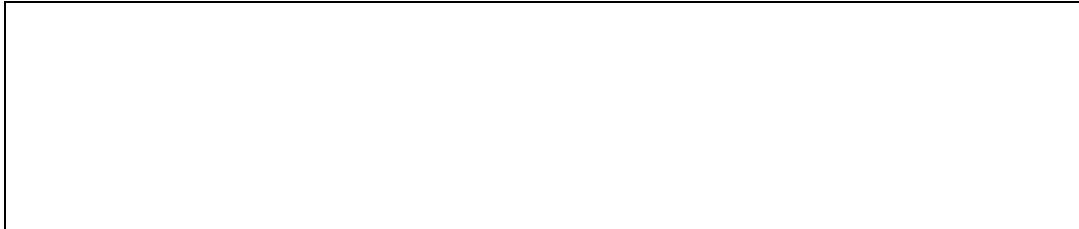
10 Supporting documents

Please note that prior approval is required for proposed changes in control or increases in control. However, even if the change in control or increase in control has already taken place without prior FCA/PRA approval, the FCA/PRA must still assess the suitability of new controllers that did not have prior approval. Therefore, a controller notification form should still be completed and submitted as soon as possible to allow a retrospective assessment of the change(s).

10.1 Indicate whether the required supporting documents will accompany this form. If not, you must explain why.

	You are required to send to us the following documents	Relevant part of form	Attached	If not attached please explain why
10.1.1	Financial statements for the proposed controller	Question 3.7	<input type="checkbox"/>	
10.1.2	Evidence of the assessment and its outcome of another supervisory authority.	Question 3.11	<input type="checkbox"/>	
10.1.3	Curriculum vitae for each director/partner/member/person that effectively runs the business that is not currently authorised by the FCA/PRA.	Section 5 and 6	<input type="checkbox"/>	
10.1.4	Control structure charts that show the position of the target firm(s) undergoing the change in control and all controllers after the proposed change in control. Control structure chart showing the target firm(s)' controller(s) before the change.	Section 7	<input type="checkbox"/> <input type="checkbox"/>	
10.1.5	Documentation in support of information provided about the funding of the acquisition. <ul style="list-style-type: none"> • Loan agreement(s) • Bank statement(s) • Sales and Purchase Agreement or 'Key Terms and Conditions' • Other 	Question 8.6	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	
10.1.6	Business plan	Question 9.1	<input type="checkbox"/>	

10.2 Please provide here any information relevant to this notification that we would reasonably expect you to give that you have not provided elsewhere. Provide supporting documentation and/or use additional sheets if required.



11 Declaration

If original declaration is not sent then it must be held on site for inspection if required.

Who must sign the declaration?

Type of controller	Who must sign (authorised signatory)
A partnership	One partner
A limited partnership	A general partner

Authorised signatories for controller(s) (see above) and in the case of a joint notification, authorised signatories for target firm(s).

There will be a delay in processing the notification if any information is inaccurate or incomplete. Failure to notify us immediately of any significant change to the information provided may result in a serious delay in the notification process.

- I understand it is a criminal offence knowingly or recklessly to give the FCA/PRA information that is false, misleading or deceptive.
- I confirm that the information in this form and any supporting documentation is accurate and complete to the best of my knowledge and belief.
- I authorise the FCA/PRA to make such enquiries and to seek such further information as it thinks appropriate to verify the information given on this form and in any supporting documentation.
- The notice-giver(s) give their consent to receive communications from the FCA /PRA via email (including the serving of statutory-notices).

11.1 I can confirm that I am legally authorised to sign on behalf of the controller named below

Name	
Signing on behalf of (controller)	
Position	
Signature	
Date	dd/mm/yy

11.2 Are the proposed controllers making this notification in conjunction with the target firm(s), eg is this a joint notification?

- No ▶ The target firm should notify the FCA/PRA separately, in writing
- Yes ▶ Complete the table below

I can confirm that I am authorised to sign on behalf of the target firm(s) named below

Name	
Signing on behalf of (target firm)	
Position	
Signature	
Date	dd/mm/yy

Note: This form was published as part of [Consultation Paper 21/18](#) published on 1 October 2018, and should not be used to make a notification to the PRA. Please refer to the [Authorisations pages](#) on the Bank's website.



BANK OF ENGLAND
PRUDENTIAL REGULATION
AUTHORITY

Change in Control Notification

(Section 178 notice)

Individual

Name of the individual controller submitting this notification (include the FCA/PRA Individual Reference Number if applicable)

Target firms (include the FCA/PRA Firm Reference Number)

Purpose of this form

This form should be completed by an individual who wishes to acquire control or to increase control in a firm or in a parent undertaking of the firm. As appropriate please refer to SUP 11 of the FCA Handbook, the PRA Rulebook, sections 178 to 192 and section 422 of the Financial Services and Markets Act 2000 ("FSMA").

Important information you should read before completing this form

The FCA and Bank of England process personal data in line with the requirements of The General Data Protection Regulation (EU) 2016/679 and the Data Protection Act 2018. For further information about the way we use the personal data collected in this form, please read our privacy notices available on our websites:

- FCA : <https://www.fca.org.uk/data-protection>
- Bank of England: <https://www.bankofengland.co.uk/prudential-regulation/authorisations>

It is important that you disclose all relevant information and that it is accurate and complete. If you do not, you may be committing a criminal offence, it may increase time taken to assess your notification and may impact on your suitability as a controller.

If you leave a question blank, do not sign the declaration or do not attach the required supporting information, the FCA/PRA will have to treat the notification as incomplete, which will result in delays. We may object to a notification if the information provided is incomplete. Please refer to section 185(3)(b) of FSMA.

The FCA/PRA will notify you as soon as possible if there is any outstanding information and we will notify you when the assessment period starts and expires. Once the assessment period has started, it can be extended by up to 20/30 working days* if further necessary information is required. You will be notified if the expiry date changes by virtue of any interruption period.

(*For further information on this please refer to section 190 of FSMA.)

Further help

When completing this notification you will need to refer to:

- the FCA Handbook: www.handbook.fca.org.uk/
- the PRA Rulebook: www.prarulebook.co.uk/

If you need more help please:

- check the FCA website: www.fca.org.uk
- check the PRA website: www.bankofengland.co.uk/PRA
- call the FCA Customer Contact Centre on 0300 500 0597
- call the PRA Firm Enquiries: 020 3461 7000
- email the FCA Customer Contact Centre: Firm.Queries@fca.org.uk
- email the PRA: PRA.firmenquiries@bankofengland.co.uk

Filling in the form

1 If you are using your computer to complete the form:

- use the TAB key to move from question to question and press SHIFT TAB to move back to the previous question
- Ensure you sign the declaration in Section 11. The FCA/PRA will accept scanned signatures.

2 If you are filling in the form by hand:

- use black ink
- write clearly
- sign the declaration

3 If you think a question is not relevant to you, write 'not applicable' and explain why. This may however cause a delay if further information is required.

4 If you leave a question blank and/or do not sign the declaration, we will have to treat the application as incomplete. This will increase the time taken to assess your application.

5 If there is not enough space on the forms, you may need to use separate sheets of paper. Clearly mark each separate sheet of paper with the relevant question number.

Contents of this form

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Sending the notification

In order to identify which regulator you should send your notification to, please go to the Financial Services Register at <https://register.fca.org.uk/> and check the 'Regulator section' which will state whether the firm is regulated by the FCA only or by both the FCA and PRA.

1 Is/Are any of the target firm(s) regulated by both the FCA and PRA?

- No ▶ You must send your notification to the FCA
- Yes ▶ You must send your notification to the PRA (you may wish to consider sending a notification marked 'COPY' to the FCA)

2 Are any of the proposed controller(s) regulated by both the FCA and PRA?

- No
- Yes ▶ Please state which controller(s) including the FRN if applicable.

3 Do any of the target firm(s) form part of a group that is regulated by both the FCA and PRA

- No
- Yes ▶ Please state which Group including the FRN if applicable.

By Email

The FCA/PRA recommend that you submit your notification via email.

1. Please send your notification to the FCA at cic-notifications@fca.org.uk and/or the PRA at PRA-ChangeinControl@bankofengland.co.uk
2. Please note that emails containing attachments larger than 20mb will get rejected by the server. In these cases please submit your notification by post. This may be in hard copy format but must include a USB stick.
3. Accepted file types are: Microsoft Word, Microsoft Excel, Microsoft PowerPoint, Microsoft Project, PDF Adobe Acrobat files, BMP (image files created in paintbrush) TIFF files (fax), and Text files. Please note that emails with attachments that include file types that are not listed may result in your notification being acknowledged as incomplete.
4. Notifications received after 16:00 hours will be treated as being received on the following working day.
5. Unless requested, you do not need to submit the original hardcopy documentation provided in your email. However we recommend that you retain the documentation in accordance with appropriate records management policies as it may be requested later.

By Post

The FCA/PRA recommend that you send your notification via courier if you are submitting confidential/sensitive information.

Please send your postal notification to the FCA at:
Change in Control Team
The Financial Conduct Authority
25 The North Colonnade
Canary Wharf
London
E14 5HS

And/or to the PRA at:

Assessment and Monitoring Team
The Prudential Regulation Authority
20 Moorgate
London
EC2R 6DA

Contact details

a) **Who should the FCA/PRA contact about this notification?**

Title	
First names	
Surname	
Job title	
Company name	
Business address	
Postcode	
Phone number (including area code)	
Mobile number (optional)	
Fax number (including area code)	
Email address	

- b) Please provide the following details for the service of any "relevant document" (including statutory notices) on the notice-giver in relation to this notice under the Financial Services and Markets Act 2000 and in accordance with the Financial Services and Markets Act 2000 (Service of Notices) Regulations 2001**

Title	
First names	
Surname	
Job title	
Email Address	
Company name	
Address	
Postcode	
What is the notice-giver's relationship with this address	

Important definitions of relevant terms can be found in the Handbook Glossary and PRA Rulebook:

Controller: www.handbook.fca.org.uk/handbook/glossary/?starts-with=C

Control: www.handbook.fca.org.uk/handbook/glossary/?starts-with=C

Controlled function: www.handbook.fca.org.uk/handbook/glossary/?starts-with=C

Firm www.handbook.fca.org.uk/handbook/glossary/?page=3&filter-title=firm

Parent undertaking: www.handbook.fca.org.uk/handbook/glossary/?starts-with=P

Regulatory body: www.handbook.fca.org.uk/handbook/glossary/?starts-with=R

Shares: www.handbook.fca.org.uk/handbook/glossary/?starts-with=S

Voting power: www.handbook.fca.org.uk/handbook/glossary/?starts-with=V

Aggregation of shares and acting in concert guidance:

www.handbook.fca.org.uk/handbook/SUP/11/Annex6G.html

PRA Rulebook: <http://www.prarulebook.co.uk/>

1 About the notification

Please note that prior approval is required for proposed changes in control or increases in control. However, even if the change in control or increase in control has already taken place without prior FCA/PRA approval, the FCA/PRA must still assess the suitability of new controllers that did not have prior approval. Therefore, a controller notification form should still be completed and submitted as soon as possible to allow a retrospective assessment of the change(s).

Has any relevant information in relation to the proposed change in control been provided in another change in control application form?

- No ▶ Continue to Question 1.1
- Yes ▶ Give details below referring to the relevant form in respect of each section and question

--

1.1 Has the change in control already taken place?

- No ▶ Give proposed date below if known and continue to Question 1.3 (dd/mm/yyyy). Please note that the relevant assessment period will still apply and you should not acquire or increase control without prior approval.
- Yes ▶ Give date below the change in control took place (dd/mm/yyyy)

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FSMA requires that a person who decides to acquire or increase control over an FCA/PRA UK authorised person must first obtain the FCA/PRA's approval. Under section 191F FSMA, it is a criminal offence to acquire or increase control without obtaining the FCA/PRA's approval. The fact that you have not sought prior approval for the acquisition will be recorded.

1.2 What prompted you to submit the notification at this time? Explain in detail why prior approval was not sought for the change(s).

--

1.3 Are you aware of other applications or notifications that relate to this change in control?

(For example, another notification for a change in control, appointed representative, passporting; or application for an approved person, variation of permission, waiver, new authorisation, cancellation, appointed representatives, etc.)

- No
- Yes ▶ Give details below

--

1.4 What were the circumstances which led to, surrounded, and followed the post-notification? In particular, which entities and individuals made the decision to acquire and were they aware of their obligations under section 178 FSMA?

1.5 What steps have been taken to rectify the circumstances that caused the post-notification (including mitigation of any potential detriment resulting from the post-notification)?

1.6 What material changes, if any, have occurred since the post-notification?

1.7 Have you post-notified in previous notifications at any point within the last five calendar years?

- No ▶ Continue to Section 2
- Yes ▶ For each instance of a post-notification, please provide the dates on which are you:
 - i. acquired/increased control without prior FCA approval
 - ii. became aware of such acquisition/increase
 - iii. the date on which the FCA was made aware of the post-notification
 - iv. the reason for any delay(s)
 - v. the outcome of the FCA's review of the post-notification

1.8 Are you aware of other notifications or applications to regulatory bodies outside the UK that relate to this change in control?

- No
- Yes ▶ Give details below

2 About the target firm(s)

2.1 Please list name(s) of the FCA/PRA regulated firms undergoing the change in control (target firm(s)) and all the proposed controllers involved in this transaction.

Give the current (before the change) and proposed (after the change) percentages of control for each controller for each relevant target firm in the table below.

In the column headed 'Description of control', please provide information on how the control is to be held (eg through shares including any rights attached to those shares, capital contribution, voting power, significant influence, acting in concert, direct or via a parent, etc.).Please refer to our Handbook Glossary for the definition of control, controller, shares and voting power.

You should consider, in line with the above definitions, persons acting in concert

3 Your details

A complete curriculum vitae detailing relevant education and training, previous professional experience and activities or additional functions currently performed will need to be attached for each individual controller, unless the individual is an FCA or PRA approved person (See 10.1 in the 'Supporting documents' section).

3.1 Title

3.2 Forenames

3.3 Surname

3.4 Have you ever been known by any other name?

No

Yes ▶ Give details below of all previous names and the dates that these were changed

Title	Forename(s)	Surname	Date changed dd/mm/yy

3.5 Name commonly known by

3.6 Date of birth

			/				/				
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3.7 Place of birth

3.8 National insurance number (if UK national)

3.9 Passport number, if national insurance number is not applicable

3.10 Nationality

3.11 Have you ever had a different nationality?

- No
 Yes ▶ Give details below of all previous nationalities

3.12 Please provide details of your financial position and strength: details concerning source(s) of revenue, assets and liabilities, pledges and guarantees etc.

3.13 Please provide a description of your current professional activities.

3.14 Please provide information about your ratings and public reports if available (if no ratings/reports are available, please state and explain why).

3.15 Please provide a description of any financial and non-financial interests or relationships with:

- **any other current shareholders of the target firm(s)**
- **any person entitled to exercise voting rights**
- **any member of the board or similar body, or of the senior management of the target firm(s)**
- **the target firm(s) itself or themselves**



4 Your address

4.1 Current private address

Please provide your address. If you live outside the UK, please give your residential address outside the UK and tick the box below.

The controller lives outside the UK and has no UK address

Address	
Postcode	

4.2 When did you move to this address? (dd/mm/yyyy)

<input type="text"/>	<input type="text"/>	/	<input type="text"/>	<input type="text"/>	/	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
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If you moved to this address less than three years ago, please give previous addresses for the last three years. There is space to write three addresses. Please use a separate piece of paper if you need more space.

Previous address 1

Address	
Postcode	

From

<input type="text"/>	<input type="text"/>	/	<input type="text"/>	<input type="text"/>	/	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
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To

<input type="text"/>	<input type="text"/>	/	<input type="text"/>	<input type="text"/>	/	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
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Previous address 2

Address	
Postcode	

From

<input type="text"/>	<input type="text"/>	/	<input type="text"/>	<input type="text"/>	/	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
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To

<input type="text"/>	<input type="text"/>	/	<input type="text"/>	<input type="text"/>	/	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
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Previous address 3

Address	
Postcode	

From

<input type="text"/>	<input type="text"/>	/	<input type="text"/>	<input type="text"/>	/	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
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To

<input type="text"/>	<input type="text"/>	/	<input type="text"/>	<input type="text"/>	/	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
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5 Other directorships and companies in which you hold control directly or indirectly

5.1 Do you hold any directorships within or outside the UK?

- No
 Yes ▶ Give details below

Name of undertaking	Nature of business	Place of business

5.2 Do you hold directly or indirectly 10% or more of the shares or voting power in, or shares and voting power as a result of which you are able to exercise significant influence over, any other companies within or outside the UK?

- No
 Yes ▶ Give details below

Name of undertaking	Nature of business	Place of business	Percentage of control/significant influence held equity/voting rights, etc.

5.3 Please provide information about the ratings and public reports of other companies under your control or directorships, if applicable.

--

6 About your fitness and propriety

If you answer yes to any of the questions in Section 6, please provide full details on a separate sheet of paper (see Question 6.6 below). If you are not certain of any of the questions, you must disclose the reasons for your uncertainty in connection with the relevant question, and explain your answer, on a separate sheet of paper.

6.1 Criminal proceedings

In answering the questions in this part you should include matters whether in the UK or overseas. By virtue of the Rehabilitation of Offenders Act 1974 (Exceptions) Order 1975, if you are subject to the law of England and Wales, you must disclose spent convictions and cautions (other than protected convictions and cautions). By virtue of the Rehabilitation of Offenders Act 1974 (Exclusions and Exceptions) (Scotland) Order 2013 and the Rehabilitation of Offenders (Exceptions) Order (Northern Ireland) 1979, if you are subject to the law of Scotland or Northern Ireland, you must disclose spent convictions (other than a protected conviction). For the avoidance of doubt, references to the legislation above are references to the legislation as amended.

6.1.1

(1) Have you ever been convicted of any criminal offence? (You should include any conviction of an offence for which you received an absolute or conditional discharge. You should include traffic offences only if they resulted in a ban from driving or involved driving without insurance.)

No Yes

(2) Have you ever received a caution in relation to any criminal offence?

No Yes

(3) Are you the subject of any ongoing criminal investigation?

No Yes

(4) Have you been ordered to produce documents pursuant to any ongoing criminal investigation or been the subject of a search (with or without a warrant) pursuant to any ongoing criminal investigation?

No Yes

(You should include all matters even where you yourself were not the subject of the investigation.)

6.1.2 Are you currently the subject of any proceedings relating to any criminal offence?

No Yes

Please check the guidance notes for the meaning of 'position of influence' in the context of the questions in this part of the form.

6.1.3 Has any firm at which you hold or have held a position of influence ever:

(1) been convicted of any criminal offence?

No Yes

(2) been summonsed, charged with or otherwise investigated or prosecuted for any criminal offence?

No Yes

(3) been the subject of any criminal proceeding which has not resulted in a conviction?

No Yes

(4) been ordered to produce documents in relation to any criminal investigation or been the subject of a search (with or without a warrant) in relation to any criminal investigation?

No Yes

(You should include all matters arising during your association with that firm and for a period of one year after you ceased to be associated with the firm.) You should include all matters even where the charge, prosecution or investigation has not resulted in a conviction and, for Question 6.1.3(4), even where the firm itself was not the subject of the investigation.) However, in providing information about the firm in response to Question 6.1.3, you do not need to disclose details of any specific individuals at the firm who were subject to historical (as opposed to ongoing) criminal investigations, prosecutions, summons or other historical criminal proceedings.

6.1.4 Is any firm at which you hold or have held, within the last year, a position of influence currently the subject of any criminal proceedings or the subject of a criminal investigation?

No Yes

If you have answered yes to any of the questions in Part 6.1 above, please give full details on a separate sheet of paper. Tick this box to confirm that you have provided full details including reason(s), date(s) and duration(s) as appropriate

6.2 Civil proceedings

In answering the questions in this part you should include matters whether in the UK or overseas.

6.2.1 Have you ever been:

(1) adjudged by a court civilly liable for any fraud, misfeasance, negligence, wrongful trading or other misconduct?

No Yes

(2) the subject of a judgement debt or award against you?

No Yes

You should include all County Court Judgement(s) (CCJs) made against you, whether satisfied or not. Please include on a separate sheet of paper:

- a) the sum and date of all judgement debts, awards or CCJs (whether satisfied or not)
- b) the total number of all judgement debts, awards or CCJs ordered.

(3) party to any other civil proceedings which resulted in any order against you (other than a judgement debt or award referred to in Question 6.2.1 (2))? (You should include, for example, injunctions and employment tribunal proceedings.)

No Yes

6.2.2 Are you currently:

- (1) party to any civil proceedings?
 No Yes
- (2) aware of anybody's intention to begin civil proceedings against you? (You should include any ongoing disputes whether or not such dispute is likely to result in any order against you.)
 No Yes

6.2.3 Has any firm at which you hold or have held a position of influence ever been:

- (1) adjudged by a court civilly liable for any fraud, misfeasance, wrongful trading or other misconduct?
 No Yes
- (2) the subject of a judgement debt or award against the firm? (You should include all CCJs) made against the firm, whether satisfied or not.)
 No Yes
- (3) party to any other civil proceedings which resulted in an order against the firm other than in relation to matters mentioned at 6.2.3(2) above?
 No Yes

(You should include all matters arising during your association with that firm and for a period of one year after you ceased to be associated with the firm.)

6.2.4 Is any firm at which you hold or have held, within the last year, a position of influence currently:

- (1) a party to civil proceedings?
 No Yes
- (2) aware of anyone's intention to begin civil proceedings against them?
 No Yes

6.2.5 Have you ever (tick all that apply):

- (1) filed for your own bankruptcy or had a bankruptcy petition served on you?
 No Yes
- (2) been adjudged bankrupt?
 No Yes
- (3) been the subject of a bankruptcy restrictions order (including an interim bankruptcy restrictions order) or offered a bankruptcy restrictions undertaking?
 No Yes
- (4) made any arrangements with your creditors for example a deed of arrangement or an individual voluntary arrangement (or in Scotland a trust deed)?
 No Yes
- (5) had assets sequestrated?
 No Yes
- (6) been involved in any proceedings relating to the above matters even if such proceedings did not result in the making of any kind of order against you or result in any kind of agreement with you?
 No Yes

6.2.6 Are you currently involved in any proceedings in relation to any of the matters set out in Questions 6.2.5(1) – (6) above (you should include where you are in the process of entering into any kind of agreement in favour of your creditors)?

No Yes

Please specify on a separate sheet of paper whether any bankruptcy orders made have been discharged.

6.2.7 Do you have any outstanding financial obligations connected with regulated activities (including any activities regulated by the FCA/PRA or any other regulatory body), which you have carried on in the past?

No Yes

6.2.8 Has any firm at which you hold or have held a position of influence at any time during and within one year of your association with the firm ever:

(1) been put into liquidation?

No Yes

(2) been wound up (whether compulsorily or voluntarily)?

No Yes

(3) ceased trading?

No Yes

(4) had a receiver or administrator appointed?

No Yes

(5) entered into any voluntary arrangement with its creditors?

No Yes

If you have answered yes to any of the questions in Part 6.2 above please give full details on a separate sheet of paper. Tick this box to confirm that you have provided full details.

6.3 Business and employment matters

In answering the questions in this part you should include matters whether in the UK or overseas.

6.3.1 Have you ever been:

1) dismissed,

2) asked to resign or agreed to resign, or

3) suspended

from any profession, vocation, office, employment, position of trust, fiduciary appointment or similar whether or not remunerated?

No Yes

6.3.2 Have you ever been:

(1) disqualified from acting as a director or similar position?

No Yes

(2) the subject of any proceedings of a disciplinary nature (whether or not the proceedings resulted in any finding against you)?

No Yes

(3) the subject of any investigation which has led or might lead to disciplinary proceedings?

No Yes

(4) notified of any potential proceedings of a disciplinary nature against you?

No Yes

(5) the subject of any allegations of malpractice or misconduct in connection with any business activities?

No Yes

If you have answered yes to any of the questions in Part 6.3 above please give full details on a separate sheet of paper. This at a minimum should include the reason(s), date(s) and duration. Tick this box to confirm that you have provided full details.

6.4 Regulatory matters

Please revert to the guidance notes for the meaning of 'regulatory body' and 'firm' in the context of the questions below. All references to authorisation include any authorisation, licence, registration, approval, notification, membership or relevant permission required to carry on any activity. To avoid doubt, the definition of 'regulatory body' as set out in the guidance notes includes HM Revenue and Customs for these purposes.

In answering the questions in this part you should include matters whether in the UK or overseas.

6.4.1 In relation to activities regulated by the FCA/PRA or any other regulatory body have you ever:

(1) been refused, had revoked, restricted or terminated, any authorisation granted or required by any regulatory body?

No Yes

(2) been criticised, censured, disciplined, suspended, expelled, fined, or been the subject of any other disciplinary or intervention action by any regulatory body?

No Yes

(3) received a warning (whether public or private) that such disciplinary or intervention action may be taken against you?

No Yes

(4) been the subject of an investigation by any regulatory body whether or not such investigation resulted in a finding against you?

No Yes

(5) resigned or ceased to act whilst under investigation by any such body or been required to resign or cease acting by any regulatory body?

No Yes

(6) decided, not to proceed with an application for authorisation to any regulatory body?

No Yes

(7) provided payment services or distributed or redeemed e-money on behalf of a regulated firm under any contractual agreement where that agreement was terminated by the regulated firm?

No Yes

6.4.2 Has any firm at which you hold or have held a position of influence at any time during and within one year of your association with the firm ever:

- (1) been refused, had revoked, restricted or terminated, any authorisation granted or required by any regulatory body?
 No Yes
- (2) been criticised, censured, disciplined, suspended, expelled, fined, or been the subject of any other disciplinary or intervention action by any regulatory body?
 No Yes
- (3) received a warning (whether public or private) that such disciplinary or intervention action may be taken against the firm?
 No Yes
- (4) been the subject of an investigation by any regulatory body whether or not such investigation resulted in a finding against the firm?
 No Yes
- (5) been required or requested to produce documents or any other information to any regulatory body in connection with such an investigation (whether against the firm or otherwise)?
 No Yes
- (6) ceased operating whilst under investigation by any such body or been required to cease operating by any regulatory body?
 No Yes
- (7) decided, after making an application for any authorisation granted or required by any regulatory body, not to proceed with it?
 No Yes
- (8) provided payment services or distributed or redeemed e-money on behalf of a regulated firm or itself under any contractual agreement where that agreement was terminated by the regulated firm?
 No Yes

6.4.3 In relation to activities regulated by the FCA/PRA or any other regulatory body, have you ever:

- (1) been found to have carried on activities for which authorisation by the FCA/PRA or any other regulatory body is required without the requisite authorisation?
 No Yes
- (2) been investigated for the possible carrying on of activities requiring authorisation by the FCA/PRA or any other regulatory body without the requisite authorisation, whether or not such investigation resulted in a finding against you?
 No Yes
- (3) been found to have performed a controlled function (or an equivalent function requiring approval by the FCA/PRA or any other regulatory body) without the requisite approval?
 No Yes
- (4) been investigated for the possible performance of a controlled function (or an equivalent function requiring approval by the FCA/PRA or any other regulatory body) without the requisite approval, whether or not such investigation resulted in a finding against you?
 No Yes

(5) been the subject of a disqualification direction under section 59 of the Financial Services Act 1986 or a prohibition order under section 56 FSMA, or received a warning notice proposing that such a direction or order be made, or received a Private Warning?

No Yes

6.4.4 Has any firm at which you hold or have held a position of influence at any time during and within one year of your association with the firm ever:

(1) been found to have carried on activities for which authorisation or registration by the FCA/PRA or any other regulatory body is required without the requisite authorisation?

No Yes

(2) been investigated for the possible carrying on of activities requiring authorisation or registration by the FCA/PRA or any other regulatory body without the requisite authorisation whether or not such investigation resulted in a finding against the firm?

No Yes

(3) been found to have performed a controlled function (or an equivalent function requiring approval by the FCA/PRA or any other regulatory body) without the requisite approval?

No Yes

(4) been investigated for the possible performance of a controlled function (or an equivalent function requiring approval by the FCA/PRA or any other regulatory body) without the requisite approval, whether or not such investigation resulted in a finding against the firm?

No Yes

(5) been found to have failed to comply with an obligation under the Electronic Money Regulations 2011 or Payment Services Regulations 2017 to notify the FCA/PRA of the identity of a person acting in a position of influence over its electronic money or payment services business?

No Yes

If you have answered yes to any of the questions in Part 6.4 above, please give full details on a separate sheet of paper. Tick this box to confirm that you have provided full details.

6.5 Other matters

6.5.1 Are you aware of any business interests, employment obligations, or any other circumstances that may cause a conflict of interest in respect of your control of the firm?

No Yes

6.5.2 Are you aware of any other information relevant to this notification that we would reasonably expect you to give?

No Yes

If you have answered 'yes' to any of the questions in Part 6.5 above, please give full details on a separate sheet of paper. This at a minimum should include the reason(s), date(s) and duration. Tick this box to confirm that you have provided full details.

6.6. If you have answered 'yes' to any of the questions in Section 6, please give clear details below and/or on a separate sheet of paper.

You must include:

- the question number the information relates to
- the date of any events
- any amounts involved
- the outcome
- relevant circumstances and explanations
- copies of supporting documents

--	--

Please indicate how many separate sheets of paper you have used.

Number of additional sheets	
-----------------------------	--

7 Control structure charts

7.1 You must send the FCA/PRA control structure chart(s) that show the position of the target firm(s) undergoing the change in control and all controllers after the proposed change in control. These chart(s) should show all the entities within the structure and include:

- all entities in the group
- parent undertakings
- any undertaking(s)/subsidiaries other than the applicant firm
- any other close links
- anyone acting in concert
- percentages of shareholdings and types of shares
- percentages of voting power
- percentages of control through right to share in capital, profits or liability for losses
- anyone with significant influence.

Attached

7.2 It would be helpful if you could also include a chart showing the position before the change.

Attached

8 About the transaction

Has information been provided in another controller notification form?

- No ▶ Continue to Question 8.1
- Yes ▶ Give details below and continue to Section 9

8.1 Is/are the target firm(s) aware of the proposed controller's intent?

- No
- Yes

8.2 Is the notification market sensitive?

- No
- Yes ▶ Give details below

8.3 What are the reasons for the transaction?

Please include:

- a thorough explanation on how the proposed acquisition fits into the proposed controllers' overall strategy.
- details for the short, medium and long-term and differentiate between them.

8.4 Does the proposed controller intend to make any changes to the target firm(s) regulated activities, governance, business plan or strategy as a result of the change in control?

- No
- Yes ▶ Give details below

8.5 Does the proposed controller intend to restructure the legal form of the target firm(s) or their borrowings, capital structuring or financial arrangements?

No

Yes ▶ Give details below for each target firm detailed in Question 2.1

Target Firm	Proposed changes

8.6 Please provide full details of the cost of the acquisition including the price paid and any other related costs. Provide full details of how the entire cost is to be funded, with evidence of the origin of the funds. Also note details on access to capital and financial markets if applicable.

Cost	Details of funding

8.7 You must provide documentation (eg a loan agreement or bank statement etc.) to support the information provided in Question 8.6. Please also include a copy of the Sale and Purchase Agreement (if applicable)

Attached

If you are not attaching supporting documentation you must explain why below.

--

8.8 Is there any involvement from/with other parties in the acquisition of control (eg contribution to financing, means of participation in financial or other current or future arrangements, etc.)?

No

Yes ▶ Give details below

--

8.9 Please provide details of any current or contemplated shareholders arrangements with other shareholders in relation to the target firm(s). (If none, state 'none').

8.10 Please provide information on assets (if any) of the controller or target firm(s) that are to be sold in the short term (conditions of sale, price and appraisal etc.) (If none, state 'none').

8.11 Does the proposed controller have any interests that may conflict with its role as a controller of the firm(s)?

- No
- Yes ▶ Give details below including how the proposed controller intends to remove or manage them.

9 Details of proposed control

Has information been provided in another controller notification form?

- No ▶ Continue to Question 9.1
- Yes ▶ Give details below and continue to Section 10

9.1 Will the proposed controller become a parent undertaking (or a parent of a parent) of the target firm(s)? (See the Handbook Glossary or section 420 of FSMA for definition of 'parent undertaking'.)

- No ▶ Additional information may be requested once the information has been reviewed. Please note the assessment period for issuing a decision will not start until all the required information has been received. You will be notified as soon as possible if additional information is required and when the assessment period starts.
- Yes ▶ Please provide a business plan containing as a minimum:
 - Strategic developmental plan;
 - Due diligence report/board pack highlighting the risks identified and how you propose to mitigate them
 - Forecasted financial statements for the target firm(s) (solo and consolidated if applicable) for three years; and
 - Information about the impact of the acquisition on the target firm(s) including but not limited to its:
 - a) Capital adequacy forecast,
 - b) Governance (including Board membership/composition, committee structure),
 - c) Integration plans including but not limited to IT, group policies, staff integration, outsourcing arrangements,
 - d) Systems and Controls, and
 - e) Data Security/financial crime.
- Attached

For more details on what is required, please refer to Appendix II, Part II of the 'Guidelines for the prudential assessment of acquisitions and increase of holdings in the financial sector required by Directive 2007/44/EC'.

The website is: www.esma.europa.eu/system/files/08_543b.pdf

9.2 If and after the proposed changes take place, how long do the proposed controller(s) intend to hold their control? Does the proposed controller(s) intend to reduce or increase the level of control in the foreseeable future? Give details below.

- 9.3 Will control be actively exercised by any of the controllers and if so, what is the rationale for this? Please explain in full below. If the proposed controller will be a passive investor only, please also explain in full below.**

- 9.4 Please provide information about the controller(s)' ability (financial position) and willingness to support the target firm(s) with additional own funds, if needed, for development of activities or in case of financial difficulties.**

If the proposed percentage of control is less than 20%, continue to Section 10.

If the proposed percentage of control is greater than 20%, continue to Question 9.5.

- 9.5 What influence do the controller(s) propose to exercise on the target firm(s)' financial position, strategic development and allocation of resources?**

- 9.6 Please describe intentions and expectations towards the target firm(s) in the medium-term, covering elements such as rationale, financial goals, synergies, reallocation of resources, integration, etc.**

10 Supporting Documents

10.1 Indicate whether the required supporting documents will accompany this form. If not, you must explain why.

Question	You are required to send to us the following documents	Relevant part of form	Attached	If not attached please explain why
10.1.1	A curriculum vitae detailing relevant education and training, previous professional experience, and activities or additional functions currently performed.	Question 3	<input type="checkbox"/>	
10.1.2	Control structure charts that show the position of the target firm(s) undergoing the change in control and all controllers after the proposed change in control. Control structure chart showing the target firm(s)' controller(s) before the change.	Question 7	<input type="checkbox"/> <input type="checkbox"/>	
10.1.3	Documentation in support of information provided about the funding of the acquisition. <ul style="list-style-type: none"> • Loan agreement(s) • Bank statement(s) • Sales and Purchase Agreement or 'Key Terms and Conditions' • Other 	Question 8.6	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	
10.1.4	Business plan	Question 9.1	<input type="checkbox"/>	
10.1.5	If you have answered 'yes' to any of the questions about fitness and propriety, you should provide documentation to support the details given in each case.	Section 6	<input type="checkbox"/>	

10.2 Please provide here any information relevant to this notification that we would reasonably expect you to give that you have not provided elsewhere. Provide supporting documentation and/or use additional sheets if required.

11 Declaration

If original declaration is not sent then it must be held on site for inspection if required.

Who must sign the declaration?

Type of controller	Who must sign (authorised signatory)
An individual	The individual

Authorised signatories for controller (see above) and in the case of a joint notification, authorised signatories for target firm(s).

There will be a delay in processing the notification if any information is inaccurate or incomplete. Failure to notify the FCA/PRA immediately of any significant change to the information provided may result in a serious delay in the notification process.

- I understand it is a criminal offence knowingly or recklessly to give the FCA/PRA information that is false, misleading or deceptive.
- I confirm that the information in this form and any supporting documentation is accurate and complete to the best of my knowledge and belief.
- I authorise the FCA/PRA to make such enquiries and to seek such further information as it thinks appropriate to verify the information given on this form and in any supporting documentation.
- The notice-giver gives his/her consent to receive communications from the FCA /PRA via email (including the serving of statutory-notices).

11.1 I can confirm that I am the individual controller named below

Name	
Signature	
Date	(dd/mm/yy)

11.2 Is/are the proposed controllers making this notification in conjunction with the target firm(s), eg is this a joint notification?

- No ▶ The target firm should notify the FCA/PRA separately, in writing
- Yes ▶ Complete the table below

I can confirm that I am authorised to sign on behalf of the target firm(s) named below

Name	
Signing on behalf of (target firm)	
Position	
Signature	
Date	(dd/mm/yy)

Note: This form was published as part of [Consultation Paper 21/18](#) published on 1 October 2018, and should not be used to make a notification to the PRA. Please refer to the [Authorisations pages](#) on the Bank's website.



FINANCIAL
CONDUCT
AUTHORITY



BANK OF ENGLAND
PRUDENTIAL REGULATION
AUTHORITY

Change in Control Notification

(Section 178 notice)

Trust

Name of trustee, beneficiary or settlor submitting this notification (if applicable include the FCA/PRA Firm Reference Number)

Target firms (include the FCA/PRA Firm Reference Number)

Purpose of this form

This form should be completed by a trustee, beneficiary or settlor of a trust that wishes to acquire control or to increase control in a firm or in a parent undertaking of the firm. As appropriate please refer to SUP 11 of the FCA Handbook, the PRA Rulebook, sections 178 to 192 and section 422 of the Financial Services and Markets Act 2000 ("FSMA").

Important information you should read before completing this form

The FCA and Bank of England process personal data in line with the requirements of The General Data Protection Regulation (EU) 2016/679 and the Data Protection Act 2018. For further information about the way we use the personal data collected in this form, please read our privacy notices available on our websites:

- FCA : <https://www.fca.org.uk/data-protection>
- Bank of England: <https://www.bankofengland.co.uk/prudential-regulation/authorisations>

It is important that you disclose all relevant information and that it is accurate and complete. If you do not, you may be committing a criminal offence, it may increase time taken to assess your notification and may impact on your suitability as a controller.

If you leave a question blank, do not sign the declaration or do not attach the required supporting information, the FCA/PRA will have to treat the notification as incomplete, which will result in delays. We may object to a notification if the information provided is incomplete. Please refer to section 185(3)(b) of FSMA.

The FCA/PRA will notify you as soon as possible if there is any outstanding information and we will notify you when the assessment period starts and expires. Once the assessment period has started, it can be extended by up to 20/30 working days* if further necessary information is required. You will be notified if the expiry date changes by virtue of any interruption period.

(*For further information on this please refer to section 190 of FSMA.)

The assessment period, which is 60 working days (before taking into account any interruption

Further help

When completing this notification you will need to refer to:

- the FCA Handbook: www.handbook.fca.org.uk/
- the PRA Rulebook www.prarulebook.co.uk/

If you need more help please:

- check the FCA website: www.fca.org.uk
- check the PRA website: www.bankofengland.co.uk/PRA
- call the FCA Customer Contact Centre on 0300 500 0597
- call the PRA Firm Enquiries: 020 3461 7000
- email the FCA Customer Contact Centre: Firm.Queries@fca.org.uk
- email the PRA: PRA.firmenquiries@bankofengland.co.uk

Filling in the form

1 If you are using your computer to complete the form:

- use the TAB key to move from question to question and press SHIFT TAB to move back to the previous question
- Ensure you sign the declaration in Section 9. The FCA/PRA will accept electronic signatures. Alternatively print out the form you have completed and sign the declaration

2 If you are filling in the form by hand:

- use black ink
- write clearly
- sign the declaration

3 If you think a question is not relevant to you, write 'not applicable' and explain why. This may however cause a delay if further information is required.

4 If you leave a question blank and/or do not sign the declaration, we will have to treat the application as incomplete. This will increase the time taken to assess your application.

5 If there is not enough space on the forms, you may need to use separate sheets of paper. Clearly mark each separate sheet of paper with the relevant question number.

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Sending the notification

In order to identify which regulator you should send your notification to, please go to the Financial Services Register at <https://register.fca.org.uk/> and check the 'Regulator section' which will state whether the firm is regulated by the FCA only or by both the FCA and PRA.

1 Is/Are any of the target firm(s) regulated by both the FCA and PRA?

- No ▶ You must send your notification to the FCA
- Yes ▶ You must send your notification to the PRA (you may wish to consider sending a notification marked 'COPY' to the FCA)

2 Are any of the proposed controller(s) regulated by both the FCA and PRA?

- No
 - Yes ▶ Please state which controller(s) including the FRN if applicable.
-

3 Do any of the target firm(s) form part of a group that is regulated by both the FCA and PRA

- No
 - Yes ▶ Please state which Group including the FRN if applicable.
-

By Email

The FCA/PRA recommend that you submit your notification via email.

1. Please send your notification to the FCA at cic-notifications@fca.org.uk and/or the PRA at PRA-ChangeinControl@bankofengland.co.uk
2. Please note that emails containing attachments larger than 20mb will get rejected by the server. In these cases, please submit your notification by post. This may be in hard copy format but must include a USB stick.
3. Accepted file types are: Microsoft Word, Microsoft Excel, Microsoft PowerPoint, Microsoft Project, PDF Adobe Acrobat files, BMP (image files created in paintbrush) TIFF files (fax), and Text files. Please note that emails with attachments that include file types that are not listed may result in your notification being acknowledged as incomplete.
4. Notifications received after 16:00 hours will be treated as being received on the following working day.
5. Unless requested, you do not need to submit the original hardcopy documentation provided in your email. However we recommend that you retain the documentation in accordance with appropriate records management policies as it may be requested later.

By Post

The FCA/PRA recommends that you send your notification via courier if you are submitting confidential/sensitive information.

Please send your postal notification to the FCA at:

Change in Control Team
The Financial Conduct Authority
25 The North Colonnade
Canary Wharf
London
E14 5HS

And/or to the PRA at:

Assessment and Monitoring Team
The Prudential Regulation Authority
20 Moorgate
London
EC2R 6DA

Contact details

a) Who should the FCA/PRA contact about this notification?

Title	
First names	
Surname	
Job title	
Company name	
Business address	
Postcode	
Phone number (including area code)	
Mobile number (optional)	
Fax number (including area code)	
Email address	

- b) Please provide the following details for the service of any "relevant document" (including statutory notices) on the notice-giver in relation to this notice under the Financial Services and Markets Act 2000 and in accordance with the Financial Services and Markets Act 2000 (Service of Notices) Regulations 2001

Title	
First names	
Surname	
Job title	
Email address	
Company name	
Address	
Postcode	
What is the notice-giver's relationship with this address	

Controller: www.handbook.fca.org.uk/handbook/glossary/?starts-with=C

Control: www.handbook.fca.org.uk/handbook/glossary/?starts-with=C

Controlled function: www.handbook.fca.org.uk/handbook/glossary/?starts-with=C

Firm: www.handbook.fca.org.uk/handbook/glossary/?page=3&filter-title=firm

Parent undertaking: www.handbook.fca.org.uk/handbook/glossary/?starts-with=P

Regulatory body: www.handbook.fca.org.uk/handbook/glossary/?starts-with=R

Shares: www.handbook.fca.org.uk/handbook/glossary/?starts-with=S

Voting power: www.handbook.fca.org.uk/handbook/glossary/?starts-with=V

Aggregation of shares and acting in concert guidance:

www.handbook.fca.org.uk/handbook/SUP/11/Annex6G.html

PRA Rulebook: <http://www.prarulebook.co.uk/>

1 About the notification

Please note that prior approval is required for proposed changes in control or increases in control. However, even if the change in control or increase in control has already taken place without prior FCA/PRA approval, the FCA/PRA must still assess the suitability of new controllers that did not have prior approval. Therefore, a controller notification form should still be completed and submitted as soon as possible to allow a retrospective assessment of the change(s).

Has the information been provided in another controller notification form?

- No ▶ Continue to Question 1.1
- Yes ▶ Give details below referring to the relevant form in respect of each section and question

1.1 Has the change in control already taken place?

- No ▶ Give proposed date below if known and continue to Question 1.3 (dd/mm/yyyy). Please note that the relevant assessment period will still apply and you should not acquire or increase control without prior approval.
- Yes ▶ Give date below the change in control took place (dd/mm/yyyy)

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FSMA requires that a person who decides to acquire or increase control over an FCA/PRA UK authorised person must first obtain the FCA/PRA's approval. Under section 191F FSMA, it is a criminal offence to acquire or increase control without obtaining the FCA/PRA's approval. The fact that you have not sought prior approval for the acquisition will be recorded.

1.2 What prompted you to submit the notification at this time? Explain in detail why prior approval was not sought for the change(s).

1.3 Are you aware of other notifications that relate to this change in control?

(For example, another notification for a change in control, appointed representative, passporting; or application for an approved person, variation of permission, waiver, new authorisation, cancellation, appointed representative etc.)

- No
- Yes ▶ Give details below

1.4 What were the circumstances which led to, surrounded, and followed the post-notification? In particular, which entities and individuals made the decision to acquire and were they aware of their obligations under section 178 FSMA?

1.5 What steps have been taken to rectify the circumstances that caused the post-notification (including mitigation of any potential detriment resulting from the post-notification)?

1.6 What material changes, if any, have occurred since the post-notification?

1.7 Have you post-notified in previous notifications at any point within the last five calendar years?

- No ▶ Continue to Question 2
- Yes ▶ For each instance of a post-notification, please provide the dates on which you:
 - i) acquired/increased control without prior FCA approval
 - ii) became aware of such acquisition/increase
 - iii) the date on which the FCA was made aware of the post-notification
 - iv) the reason for any delay(s)
 - v) the outcome of the FCA's review of the post-notification

1.8 Are you aware of other notifications or applications to regulatory bodies outside the UK that relate to this change in control?

- No
- Yes ▶ Give details below

2 About the target firm(s)

2.1 Please list name(s) of the FCA/PRA-regulated firms undergoing the change in control (target firm(s)) and all the proposed controllers involved in this transaction.

Give the current (before the change) and proposed (after the change) percentages of control for each controller for each relevant target firm in the table below.

Please list all persons who have control of the trust, including as applicable, trustees, beneficiaries, settlors and persons who can give instruction to trustees.

In the column headed 'Description of control', please provide information on how the control is to be held (e.g. through shares including any rights attached to those shares, capital contribution, voting power, significant influence, acting in concert, direct or via a parent, etc.). refer to the FCA Handbook Glossary for the definition of control, controller, shares and voting power.

You should consider, in line with the above definitions, persons acting in concert and significant influence when completing the table below.

Target firm FCA/PRA number	Target firm name(s)	Proposed controller name(s)	Proposed controller FCA/PRA number/ Registered no/ Date of birth	Proposed current control %	Proposed control % after the change	Description of how control is held (e.g. directly or via another entity; shares / voting power etc.) Where % of control via equity differs from voting power or any other rights, please provide information for all.

3 Trust details

3.1 Name of trust

3.2 Legal status of trust

3.3 Law governing the trust

3.4 What is the purpose of the trust?

Please provide the relevant trust deed when submitting your notification.

Attached

3.5 Please give an overview of currently held investments under the trust.

3.6 Please provide full and complete details of the source of the funds under the trustee's control.

The settlor

3.7 Is the settlor an individual or a company?

- An individual ▶ Complete Question 3.7.1
- A company ▶ Complete Question 3.7.2

3.7.1 The settlor is an individual:

Title of settlor

Forename(s) of settlor

Surname of settlor

Has the settlor ever been known by any other name?

- No
- Yes ▶ Give details below

Title	Forename(s)	Surname	Date changed dd/mm/yy

Date of birth of settlor

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Continue to Section 4

3.7.2 The settlor is a company:

Name of settlor company

Please give the registration number of the settlor company. If registered outside the UK, give the equivalent reference number.

Registered office address of the settlor company

Address	
County	
Country	
Postcode	

Please give details of all the settlor company's directors, partners or, in the case of a limited liability partnership, its members. You must note all the persons who effectively run the business (even if not a director, partner or member).

Full name	Date of birth (dd/mm/yy)	Position

Give details of all the settlor company's controllers. You must note all the controllers, whether direct or via another entity. In the column headed 'Description of control', provide information on the percentage of control and how the control is held. Tick the appropriate box below.

- I have listed all controllers of the settlor company in the table below
- The settlor company has no controllers as defined by the Handbook Glossary.

Full name	Date of birth/Registration number or equivalent (dd/mm/yy)	Description of control

Beneficiaries

3.8 Are the trustees aware of all beneficiaries of the trust?

- Yes ▶ Unless already stated, you must give details of all beneficiaries
- No ▶ Detail the reasons below why (for example, if the selection of beneficiaries is at the discretion of the trustees, please describe the extent of this discretion and the class of persons from whom beneficiaries may be selected. Note: if the class represents ten or fewer known potential beneficiaries, you must still provide all these known potential beneficiaries details in Question 3.8)

Please detail reasons why you are not aware of all beneficiaries

3.9 Please provide details on all beneficiaries of the trust. (if there is more than one beneficiary complete this section for each beneficiary).

Title of beneficiary

Forename(s) of beneficiary

Surname of beneficiary

Has the beneficiary ever been known by any other name?

No

Yes ▶ Give details below

Title	Forename(s)	Surname	Date changed dd/mm/yy

Name commonly known by

Date of birth

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4 Trustees

4.1 Are you a trustee of any other trusts?

- No
- Yes ▶ Give details below

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4.2 Is the trustee a company or an individual? (if there is more than one trustee complete this section for each trustee)

- A company ▶ Complete Question 4.3
- An individual ▶ Complete Question 4.4

4.3 If the trustee is a company:

Name of trustee company

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Registration number of trustee company. If registered outside the UK, give equivalent reference number

--

Registered office address

Address		
County		
Country		
Postcode		

Give details of all the trustee company's directors, partners or, in the case of a limited liability partnership, its members. You must note all the persons who effectively run the business (even if not a director, partner or member).

For each director/member/partner/person that effectively runs the business, a complete curriculum vitae will need to be attached.

- Attached

Full name	Date of birth (dd/mm/yy)	Position

Give details of all the trustee company's controllers. You must note all the controllers, whether direct or via another entity. In the column headed 'Description of control', provide information on the percentage of control and how the control is held. Tick the appropriate box below.

- I have listed all controllers of the trustee company in the table below
- The trustee company has no controllers as defined by the Handbook Glossary.

Full name	Date of birth (dd/mm/yy) / Registration number or equivalent	Description of control

4.4 If the trustee is an individual:

A complete curriculum vitae detailing relevant education and training, previous professional experience and activities or additional functions currently performed will need to be attached for the individual trustee.

Title of trustee

Forename(s) of trustee

Surname of trustee

Has the trustee ever been known by any other name?

- No
- Yes ▶ Give details below

Title	Forename(s)	Surname	Date changed dd/mm/yy

Name commonly known by

Date of birth

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4.5 Do the trustees ever act on the instructions of anyone?

- No ▶ They act entirely of their own accord
 Yes ▶ Give details below to include who may instruct trustees and in what circumstances. If this is set out in the trust deed, please provide a copy thereof and refer below to the relevant provision/s.

4.6 Does the settlor(s), beneficiary(ies), or any third party, have the power to vary, revoke otherwise terminate the trust?

- No
 Yes ▶ provide details below

4.7 Are the decisions by the trustees made on a unanimous or majority basis?

4.8 What is each trustee's respective share in the distribution of income? Alternatively, how are trustees remunerated for their services? If this is set out in the trust deed, please refer below to the relevant provision(s)

4.9 Who has the power to appoint and remove trustees?

4.10 Please provide the name(s) of all the person(s) authorised to sign on behalf of the trust. If you have already provided their personal information earlier in the form, you do not need to repeat the information. However, you should still list them in the table below.

Full name	Date of birth	Position
dd/mm/yy		

Title of authorised signatory

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Forename(s) of authorised signatory

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Surname of authorised signatory

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4.9.1 Has the authorised signatory ever been known by any other name?

- No
- Yes ▶ Give details below

Title	Forename(s)	Surname	Date changed dd/mm/yy

Name commonly known by

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Date of birth

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5 Group and EEA information

5.1 Is the controller part of a group?

- No
- Yes ▶ Give information below about the current activities of the group

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5.2 Is the controller or any firm in the group if the controller is part of a group, subject to regulation by another regulator?

- No ▶ Continue to Section 7
- Yes ▶ Give details below (if there is more than one, please use a separate sheet of paper to provide additional information).

Please indicate how many separate sheets of paper you have used

Number of additional sheets	
-----------------------------	--

Name of firm

--

Description of the business

--

Country the firm is authorised in

--

Regulator's name

--

Regulator's contact details (including email address if known)

--

6 Fitness and propriety

6.1 You must complete and attach one of the Annexes in regards to your status as an individual or corporate entity.

Individual trustee ▶ Please complete Annex 1

Corporate or partnership controllers ▶ Please complete Annex 2

Attached

7 Controller structure charts

7.1 You must send the FCA/PRA control structure chart(s) that show the position of the target firm(s) undergoing the change in control and all controllers after the proposed change in control. These chart(s) should show all the entities within the structure and include:

- all entities in the group
- parent undertakings
- any undertaking(s)/subsidiaries other than the applicant firm
- any other close links
- anyone acting in concert
- percentages of shareholdings and types of shares
- percentages of voting power
- percentages of control through right to share in capital, profits or liability for losses
- anyone with significant influence

Attached

7.2 It would be helpful if you could also include a chart showing the position before the change.

Attached

8 About the transaction

Has any relevant information in relation to the proposed change in control been provided in another change in control application form?

- No ▶ Continue to Question 8.1
- Yes ▶ Give details below and continue to Section 9

8.1 Is/are the target firm(s) aware of the proposed controller's intent?

- No
- Yes

8.2 Is the notification market sensitive?

- No
- Yes ▶ Give details below

8.3 What are the reasons for the transaction?

Please include:

- a thorough explanation on how the proposed acquisition fits into the proposed controllers' overall strategy.
- details for the short, medium and long-term and differentiate between them.

8.4 Does the proposed controller intend to make any changes to the target firm(s) regulated activities, governance, business plan or strategy as a result of the change in control?

- No
- Yes ▶ Give details below

8.5 Does the proposed controller intend to restructure the legal form of the target firm(s) or their borrowings, capital structuring or financial arrangements?

No

Yes ▶ Give details below for each target firm detailed in Question 2.1

Target Firm	Proposed changes

8.6 Please provide full details of the cost of the acquisition including the price paid and any other related costs. Provide full details of how the entire cost is to be funded, with evidence of the origin of the funds. Also note details on access to capital and financial markets if applicable.

Cost	Details of funding

8.7 You must provide documentation (eg a loan agreement or bank statement) to support the information provided in Question 8.6. Please also include a copy of the Sale and Purchase Agreement (if applicable).

Attached ▶ Give details below of the supporting documents you have attached

If you are not attaching supporting documentation you must explain why below.

8.8 Is there any involvement from/with other parties in the acquisition of control (e.g. contribution to financing, means of participation in financial or other current or future arrangements, etc)?

No

Yes ▶ Give details below

8.9 Please provide details of any current or contemplated shareholders arrangements with other shareholders in relation to the target firm(s). (If none, state 'none'.)

8.10 Please provide information on assets (if any) of the controller or target firm(s) that are to be sold in the short term (conditions of sale, price and appraisal etc.) (If none, state 'none'.)

8.11 Does the proposed controller have any interests that may conflict with its role as a controller of the firm(s)?

No

Yes ➤ Give details below including how the proposed controller intends to remove or manage them.

9 Details of proposed control

Has information requested below been provided in another controller notification form?

- No ▶ Continue to Question 9.1
- Yes ▶ Give details below and continue to Section 10

9.1 Will the proposed controller become a parent undertaking (or a parent of a parent) of the target firm(s)? (See the Handbook Glossary or section 420 of FSMA for definition of 'parent undertaking'.)

- No ▶ Additional information may be requested once the information has been reviewed. Please note the assessment period for issuing a decision will not start until all the required information has been received. You will be notified as soon as possible if additional information is required and when the assessment period starts.
- Yes ▶ Please provide a business plan containing as a minimum:
 - Strategic developmental plan
 - Due diligence report/board pack highlighting the risks identified and how you propose to mitigate them
 - Forecasted financial statements for the target firm(s) (solo and consolidated if applicable) for three years
 - Information about the impact of the acquisition on the target firm(s) including but not limited to its:
 - a. Capital adequacy forecast,
 - b. Governance (including Board membership/composition, committee structure),
 - c. Integration plans including but not limited to IT, group policies, staff integration, outsourcing arrangements,
 - d. Systems and Controls, and
 - e. Data Security/financial crime.

- Attached

For more details on what is required, please refer to Appendix II, Part II of the 'Guidelines for the prudential assessment of acquisitions and increase of holdings in the financial sector required by Directive 2007/44/EC'.

The website is: www.esma.europa.eu/system/files/08_543b.pdf

9.2 If and after the proposed changes take place, how long do the proposed controller(s) intend to hold their control? Does the controller intend to reduce or increase the level of control in the foreseeable future? Please provide details below.

- 9.3 Will control be actively exercised by any of the controllers and if so, what is the rationale for this? Please explain in full below. If the proposed controller will be a passive investor only, please also explain in full below.**

- 9.4 Please provide information about the controller(s)' ability (financial position) and willingness to support the target firm(s) with additional own funds, if needed, for development of activities or in case of financial difficulties.**

If the proposed percentage of control is less than 20%, continue to section 10.

If the proposed percentage of control is greater than 20%, continue below.

- 9.5 What influence do the controller(s) propose to exercise on the target firm(s)' financial position, strategic development and allocation of resources?**

- 9.6 Please describe intentions and expectations towards the target firm(s) in the medium-term, covering elements such as rationale, financial goals, synergies, reallocation of resources, integration, etc.**

10 Supporting documents

10.1 Indicate whether the required supporting documents will accompany this form. If not, you must explain why.

	You are required to send to us the following documents	Relevant part of form	Attached	If not attached please explain why
10.1.1	The Trust Deed	Question 3.1.3	<input type="checkbox"/>	
10.1.2	Curriculum vitae for each director/partner/member/person that effectively runs the business of the corporate trustee that is not currently authorised by the FCA/PRA, and for the individual trustees.	Section 4	<input type="checkbox"/>	
10.1.3	Control structure charts that show the position of the target firm(s) undergoing the change in control and all controllers after the proposed change in control. Control structure chart showing the target firm(s)' controller(s) before the change.	Section 7	<input type="checkbox"/> <input type="checkbox"/>	
10.1.4	Documentation in support of information provided about the funding of the acquisition. <ul style="list-style-type: none"> • Loan agreement(s) • Bank statement(s) • Sales and Purchase Agreement or 'Key Terms and Conditions' • Other 	Question 8.6	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	
10.1.5	Business plan	Question 9.1	<input type="checkbox"/>	
10.1.6	If you have answered 'yes' to any of the questions about fitness and propriety, you should provide documentation to support the details given in each case.	Section 6	<input type="checkbox"/>	

10.2 Please provide here any information relevant to this notification that we would reasonably expect you to give that you have not provided elsewhere. Provide supporting documentation and/or use additional sheets if required.



11 Declaration

If original declaration is not sent then it must be held on site for inspection if required.

Who must sign the declaration?

Type of controller	Who must sign (authorised signatory)
A trust	Trustee

Authorised signatories for controller(s) (see above) and in the case of a joint notification, authorised signatories for target firm(s).

There will be a delay in processing the notification if any information is inaccurate or incomplete. Failure to notify us immediately of any significant change to the information provided may result in a serious delay in the notification process.

- I understand it is a criminal offence knowingly or recklessly to give the FCA/PRA information that is false, misleading or deceptive.
- I confirm that the information in this form and any supporting documentation is accurate and complete to the best of my knowledge and belief.
- I authorise the FCA/PRA to make such enquiries and to seek such further information as it thinks appropriate to verify the information given on this form and in any supporting documentation.
- The notice-giver(s) give their consent to receive communications from the FCA /PRA via email (including the serving of statutory-notices).

11.1 I can confirm that I am legally authorised to sign on behalf of the controller named below

Name	
Signing on behalf of (controller)	
Position	
Signature	
Date	dd/mm/yy

11.2 Are the proposed controllers making this notification in conjunction with the target firm(s), e.g. is this a joint notification?

- No (the target firm should notify the FCA/PRA separately, in writing)
- Yes ▶ Complete the table below

I can confirm that I am authorised to sign on behalf of the target firm(s) named below

Name	
Signing on behalf of (target firm)	
Position	
Signature	
Date	dd/mm/yy

12 Annexes: Fitness and Propriety

Annex 1 for individual trustees only

If you answer yes to any of the questions in Section 12 below, please provide full details on a separate sheet of paper (see Question 12.6 below). If you are not certain of any of the questions, you must disclose the reasons for your uncertainty in connection with the relevant question, and explain your answer, on a separate sheet of paper.

12.1 Criminal proceedings

In answering the questions in this part you should include matters whether in the UK or overseas. By virtue of the Rehabilitation of Offenders Act 1974 (Exceptions) Order 1975, if you are subject to the law of England and Wales, you must disclose spent convictions and cautions (other than protected convictions and cautions). By virtue of the Rehabilitation of Offenders Act 1974 (Exclusions and Exceptions) (Scotland) Order 2013 and the Rehabilitation of Offenders (Exceptions) Order (Northern Ireland) 1979, if you are subject to the law of Scotland or Northern Ireland, you must disclose spent convictions (other than a protected conviction).

For the avoidance of doubt, references to the legislation above are references to the legislation as amended.

12.1.1

(1) Have you ever been convicted of any criminal offence? (You should include any conviction of an offence for which you received an absolute or conditional discharge. You should include traffic offences only if they resulted in a ban from driving or involved driving without insurance.)

No Yes

(2) Have you ever received a caution in relation to any criminal offence?

No Yes

(3) Are you the subject of any ongoing criminal investigation?

No Yes

(4) Have you been ordered to produce documents pursuant to any ongoing criminal investigation or been the subject of a search (with or without a warrant) pursuant to any ongoing criminal investigation?

No Yes

(You should include all matters even where you yourself were not the subject of the investigation.)

12.1.2 Are you currently the subject of any proceedings relating to any criminal offence?

No Yes

Please check the guidance notes for the meaning of 'position of influence' in the context of the questions in this part of the form.

12.1.3 Has any firm at which you hold or have held a position of influence ever:

(1) been convicted of any criminal offence?

No Yes

(2) been summonsed, charged with or otherwise investigated or prosecuted for any criminal offence?

No Yes

(3) been the subject of any criminal proceeding which has not resulted in a conviction?

No Yes

(4) been ordered to produce documents in relation to any criminal investigation or been the subject of a search (with or without a warrant) in relation to any criminal investigation?

No Yes

(You should include all matters arising during your association with that firm and for a period of one year after you ceased to be associated with the firm.) You should include all matters even where the charge, prosecution or investigation has not resulted in a conviction and, for 12.1.3(4), even where the firm itself was not the subject of the investigation.) However, in providing information about the firm in response to 12.1.3, you do not need to disclose details of any specific individuals at the firm who were subject to historic (as opposed to ongoing) criminal investigations, prosecutions, summons or other historic criminal proceedings.

12.1.4 Is any firm at which you hold or have held, within the last year, a position of influence currently the subject of any criminal proceedings or the subject of a criminal investigation?

No Yes

If you have answered yes to any of the questions in Part 12.1 above, please give full details on a separate sheet of paper. Tick this box to confirm that you have provided full details including reason(s), date(s) and duration(s) as appropriate

12.2 Civil proceedings

In answering the questions in this part you should include matters whether in the UK or overseas.

12.2.1 Have you ever been:

(1) adjudged by a court civilly liable for any fraud, misfeasance, negligence, wrongful trading or other misconduct?

No Yes

(2) the subject of a judgement debt or award against you?

No Yes

You should include all County Court Judgement(s) (CCJs) made against you, whether satisfied or not. Please include on a separate sheet of paper:

- a) the sum and date of all judgement debts, awards or CCJs (whether satisfied or not)
- b) the total number of all judgement debts, awards or CCJs ordered.

(3) party to any other civil proceedings which resulted in any order against you (other than a judgement debt or award referred to in Question 12.2.1 (2))? (You should include, for example, injunctions and employment tribunal proceedings.)

No Yes

12.2.2 Are you currently:

(1) party to any civil proceedings?

No Yes

(2) aware of anybody's intention to begin civil proceedings against you? (You should include any ongoing disputes whether or not such dispute is likely to result in any order against you.)

No Yes

12.2.3 Has any firm at which you hold or have held a position of influence ever been:

(1) adjudged by a court civilly liable for any fraud, misfeasance, wrongful trading or other misconduct?

No Yes

(2) the subject of a judgement debt or award against the firm? (You should include all CCJs) made against the firm, whether satisfied or not.)

No Yes

(3) party to any other civil proceedings which resulted in an order against the firm other than in relation to matters mentioned at 12.2.3(2) above?

No Yes

(You should include all matters arising during your association with that firm and for a period of one year after you ceased to be associated with the firm.)

12.2.4 Is any firm at which you hold or have held, within the last year, a position of influence currently:

(1) a party to civil proceedings?

No Yes

(2) aware of anyone's intention to begin civil proceedings against them?

No Yes

12.2.5 Have you ever (tick all that apply):

(1) filed for your own bankruptcy or had a bankruptcy petition served on you?

No Yes

(2) been adjudged bankrupt?

No Yes

(3) been the subject of a bankruptcy restrictions order (including an interim bankruptcy restrictions order) or offered a bankruptcy restrictions undertaking?

No Yes

(4) made any arrangements with your creditors for example a deed of arrangement or an individual voluntary arrangement (or in Scotland a trust deed)?

No Yes

(5) had assets sequestered?

No Yes

(6) been involved in any proceedings relating to the above matters even if such proceedings did not result in the making of any kind of order against you or result in any kind of agreement with you?

No Yes

12.2.6 Are you currently involved in any proceedings in relation to any of the matters set out in 12.2.5(1) – (6) above (you should include where you are in the process of entering into any kind of agreement in favour of your creditors)?

No Yes

Please specify on a separate sheet of paper whether any bankruptcy orders made have been discharged.

12.2.7 Do you have any outstanding financial obligations connected with regulated activities (including any activities regulated by the FCA/PRA or any other regulatory body), which you have carried on in the past?

No Yes

12.2.8 Has any firm at which you hold or have held a position of influence at any time during and within one year of your association with the firm ever:

(1) been put into liquidation?

No Yes

(2) been wound up (whether compulsorily or voluntarily)?

No Yes

(3) ceased trading?

No Yes

(4) had a receiver or administrator appointed?

No Yes

(5) entered into any voluntary arrangement with its creditors?

No Yes

If you have answered yes to any of the questions in Part 12.2 above please give full details on a separate sheet of paper. Tick this box to confirm that you have provided full details.

12.3. Business and employment matters

In answering the questions in this part you should include matters whether in the UK or overseas.

12.3.1 Have you ever been:

1) dismissed,

2) asked to resign or agreed to resign, or

3) suspended

from any profession, vocation, office, employment, position of trust, fiduciary appointment or similar whether or not remunerated?

No Yes

12.3.2 Have you ever been:

(1) disqualified from acting as a director or similar position?

No Yes

(2) the subject of any proceedings of a disciplinary nature (whether or not the proceedings resulted in any finding against you)?

No Yes

(3) the subject of any investigation which has led or might lead to disciplinary proceedings?

No Yes

(4) notified of any potential proceedings of a disciplinary nature against you?

No Yes

(5) the subject of any allegations of malpractice or misconduct in connection with any business activities?

No Yes

If you have answered yes to any of the questions in Part 12.3 above please give full details on a separate sheet of paper. This at a minimum should include the reason(s), date(s) and duration. Tick this box to confirm that you have provided full details.

12.4 Regulatory matters

Please revert to the guidance notes for the meaning of 'regulatory body' and 'firm' in the context of the questions below. All references to authorisation include any authorisation, licence, registration, approval, notification, membership or relevant permission required to carry on any activity. To avoid doubt, the definition of 'regulatory body' as set out in the guidance notes includes HM Revenue and Customs for these purposes.

In answering the questions in this part you should include matters whether in the UK or overseas.

12.4.1 In relation to activities regulated by the FCA/PRA or any other regulatory body have you ever:

(1) been refused, had revoked, restricted or terminated, any authorisation granted or required by any regulatory body?

No Yes

(2) been criticised, censured, disciplined, suspended, expelled, fined, or been the subject of any other disciplinary or intervention action by any regulatory body?

No Yes

(3) received a warning (whether public or private) that such disciplinary or intervention action may be taken against you?

No Yes

(4) been the subject of an investigation by any regulatory body whether or not such investigation resulted in a finding against you?

No Yes

(5) resigned or ceased to act whilst under investigation by any such body or been required to resign or cease acting by any regulatory body?

No Yes

(6) decided, not to proceed with an application for authorisation to any regulatory body?

No Yes

(7) provided payment services or distributed or redeemed e-money on behalf of a regulated firm under any contractual agreement where that agreement was terminated by the regulated firm?

No Yes

12.4.2 Has any firm at which you hold or have held a position of influence at any time during and within one year of your association with the firm ever:

(1) been refused, had revoked, restricted or terminated, any authorisation granted or required by any regulatory body?

No Yes

(2) been criticised, censured, disciplined, suspended, expelled, fined, or been the subject of any other disciplinary or intervention action by any regulatory body?

No Yes

(3) received a warning (whether public or private) that such disciplinary or intervention action may be taken against the firm?

No Yes

(4) been the subject of an investigation by any regulatory body whether or not such investigation resulted in a finding against the firm?

No Yes

(5) been required or requested to produce documents or any other information to any regulatory body in connection with such an investigation (whether against the firm or otherwise)?

No Yes

(6) ceased operating whilst under investigation by any such body or been required to cease operating by any regulatory body?

No Yes

(7) decided, after making an application for any authorisation granted or required by any regulatory body, not to proceed with it?

No Yes

(8) provided payment services or distributed or redeemed e-money on behalf of a regulated firm or itself under any contractual agreement where that agreement was terminated by the regulated firm?

No Yes

12.4.3 In relation to activities regulated by the FCA/PRA or any other regulatory body, have you ever:

(1) been found to have carried on activities for which authorisation by the FCA/PRA or any other regulatory body is required without the requisite authorisation?

No Yes

(2) been investigated for the possible carrying on of activities requiring authorisation by the FCA/PRA or any other regulatory body without the requisite authorisation, whether or not such investigation resulted in a finding against you?

No Yes

(3) been found to have performed a controlled function (or an equivalent function requiring approval by the FCA/PRA or any other regulatory body) without the requisite approval?

No Yes

(4) been investigated for the possible performance of a controlled function (or an equivalent function requiring approval by the FCA/PRA or any other regulatory body) without the requisite approval, whether or not such investigation resulted in a finding against you?

No Yes

(5) been the subject of a disqualification direction under section 59 of the Financial Services Act 1986 or a prohibition order under section 56 FSMA, or received a warning notice proposing that such a direction or order be made, or received a Private Warning?

No Yes

12.4.4 Has any firm at which you hold or have held a position of influence at any time during and within one year of your association with the firm ever:

(1) been found to have carried on activities for which authorisation or registration by the FCA/PRA or any other regulatory body is required without the requisite authorisation?

No Yes

(2) been investigated for the possible carrying on of activities requiring authorisation or registration by the FCA/PRA or any other regulatory body without the requisite authorisation whether or not such investigation resulted in a finding against the firm?

No Yes

(3) been found to have performed a controlled function (or an equivalent function requiring approval by the FCA/PRA or any other regulatory body) without the requisite approval?

No Yes

(4) been investigated for the possible performance of a controlled function (or an equivalent function requiring approval by the FCA/PRA or any other regulatory body) without the requisite approval, whether or not such investigation resulted in a finding against the firm?

No Yes

(5) been found to have failed to comply with an obligation under the Electronic Money Regulations 2011 or Payment Services Regulations 2017 to notify the FCA/PRA of the identity of a person acting in a position of influence over its electronic money or payment services business?

No Yes

If you have answered yes to any of the questions in Part 12.4 above, please give full details on a separate sheet of paper. Tick this box to confirm that you have provided full details.

12.5. Other matters

12.5.1 Are you aware of any business interests, employment obligations, or any other circumstances that may cause a conflict of interest in respect of your control of the firm?

No Yes

12.5.2 Are you aware of any other information relevant to this notification that we would reasonably expect you to give?

No Yes

If you have answered 'yes' to any of the questions in Part 12.5 above, please give full details on a separate sheet of paper. This at a minimum should include the reason(s), date(s) and duration. Tick this box to confirm that you have provided full details.

**12.6. If you have answered 'yes' to any of the questions in Annex 1,
please give clear details below and/or on a separate sheet of paper.**

You must include:

- the question number the information relates to
- the date of any events
- any amounts involved
- the outcome
- relevant circumstances and explanations
- copies of supporting documents

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Please indicate how many separate sheets of paper you have used.

Number of additional sheets	
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Annex 2 For Corporate Trustees only:

The questions that follow relate to information on:

- the corporate controller
- any company under its control or in its group
- any person with a position of influence over, or who effectively runs the business of, the corporate controller
- any other firm at which such a person, the corporate controller or any company under its control or in its group, holds or has ever held a position of influence (regarding matters arising during their association with the firm and up to one year after that association ceased)

In this section, all of the above will be referred to together as 'the controller and/or related persons / firms'.

13.1 Criminal proceedings

In answering the questions in this part you should include matters whether in the UK or overseas. By virtue of the Rehabilitation of Offenders Act 1974 (Exceptions) Order 1975, if you are subject to the law of England and Wales, you must disclose spent convictions and cautions (other than protected convictions and cautions). By virtue of the Rehabilitation of Offenders Act 1974 (Exclusions and Exceptions) (Scotland) Order 2013 and the Rehabilitation of Offenders (Exceptions) Order (Northern Ireland) 1979, if you are subject to the law of Scotland or Northern Ireland, you must disclose spent convictions (other than a protected conviction).

For the avoidance of doubt, references to the legislation above are references to the legislation as amended.

13.1.1 Has the controller ever:

(1) been convicted of any criminal offence? (Include any conviction of an offence for which an absolute or conditional discharge was received. You should include traffic offences only if they resulted in a ban from driving or involved driving without insurance.)

No Yes

(2) received a caution in relation to any criminal offence?

No Yes

(3) been arrested, summonsed or charged with any criminal offence, been otherwise prosecuted for any criminal offence or been the subject of any criminal proceeding or criminal investigation?

No Yes

(4) been ordered to produce documents related to any criminal investigation or been the subject of a search (with or without a warrant) related to any criminal investigation?

No Yes

Include all matters even where the arrest, charge, prosecution or investigation did not result in a conviction and, in respect of 13.1.1(4) even where the controller and/or related persons / firms themselves were not the subject of

the investigation. However, in providing information in response to 13.1.1 you do not need to disclose details of any specific individuals who were subject to historical (as opposed to ongoing) criminal investigations, prosecutions, summons or other historical criminal proceedings.

13.1.2

(1) Has any person with a position of influence over, or who effectively runs the business of the controller ever been convicted of any criminal offence? (Include any conviction of an offence for which an absolute or conditional discharge was received. You should include traffic offences only if they resulted in a ban from driving or involved driving without insurance.)

No Yes

(2) Has any person with a position of influence over, or who effectively runs the business of the controller ever received a caution in relation to any criminal offence?

(3) Is any person with a position of influence over, or who effectively runs the business of the controller the subject of any ongoing criminal proceedings or criminal investigation?

No Yes

(4) Has any person with a position of influence over, or who effectively runs the business of the controller been ordered to produce documents related to any ongoing criminal investigation or been the subject of a search (with or without a warrant) related to any ongoing criminal investigation?

No Yes

Include all matters even where the controller and/or related persons / firms themselves were not the subject of the investigation.

13.1.3 Is the controller currently the subject of any criminal proceedings or criminal investigations?

No Yes

If you have answered 'yes' to Questions 13.1.1 to 13.1.3 above, please give full details on a separate sheet of paper. Tick this box to confirm that you have provided full details including reason(s), date(s) and duration(s) as appropriate.

13.2 Civil proceedings

In answering the questions in this part you should include matters whether in the UK or overseas.

13.2.1 Has the controller and/or any persons with a position of influence over, or who effectively runs the business of the controller, ever been:

(1) adjudged by a court civilly liable for any fraud, misfeasance, negligence, wrongful trading or other misconduct?

No Yes

(2) the subject of a judgement debt or award against them?

No Yes

Include all County Court Judgement(s) (CCJs) made against the controller and/or related firms / persons, whether satisfied or not. Please include on a separate sheet of paper:

- a) the sum and date of all judgement debts, awards or CCJs (whether satisfied or not)
 - b) the total number of all judgement debts, awards or CCJs ordered
 - (3) party to any other civil proceedings that resulted in any order against the controller and/or related persons / firms (other than a judgement debt or award referred to in Question 13.2.1(2))? (You should include, for example, injunctions and employment tribunal proceedings.)
- No Yes

13.2.2 Is the controller and/or any persons with a position of influence over, or who effectively runs the business of the controller, currently:

- (1) a party to any civil proceedings?
- No Yes
- (2) aware of anybody's intention to begin civil proceedings against them? (You should include any ongoing disputes whether or not such dispute is likely to result in any order against the controller and/or related persons / firms or the order of a judgement debt.)
- No Yes

13.2.3 Has the controller and/or any persons with a position of influence over, or who effectively runs the business of the controller, ever:

- (1) filed for their own bankruptcy or had a bankruptcy petition served on them?
- No Yes
- (2) been adjudged bankrupt?
- No Yes
- (3) been the subject of a bankruptcy restrictions order (including an interim bankruptcy restrictions order) or offered a bankruptcy restrictions undertaking?
- No Yes
- (4) made any arrangements with their creditors, for example a deed of arrangement or an individual voluntary arrangement (or in Scotland a trust deed)?
- No Yes
- (5) had assets sequestrated?
- No Yes
- (6) been involved in any proceedings relating to the above matters even if such proceedings did not result in the making of any kind of order against the person or result in any kind of agreement with the person?
- No Yes

13.2.4 Is the controller and/or any persons with a position of influence over, or who effectively runs the business of the controller, currently involved in any proceedings in relation to any of the matters set out in 13.2.3(1)-(6) above (include where they are in the process of entering into any kind of agreement in favour of their creditors)?

No Yes

Please specify on a separate sheet of paper whether any bankruptcy orders made have been discharged.

13.2.5 Does the controller and/or any persons with a position of influence over, or who effectively runs the business of the controller, have any outstanding financial obligations connected with regulated activities (including any activities regulated by the FCA/PRA or any other regulatory body), which they have carried on in the past?

No Yes

13.2.6 Has the controller and/or any persons with a position of influence over, or who effectively runs the business of the controller, ever:

(1) been put into liquidation?

No Yes

(2) been wound up (whether compulsorily or voluntarily)?

No Yes

(3) ceased trading?

No Yes

(4) had a receiver or administrator appointed?

No Yes

(5) entered into any voluntary arrangement with its creditors?

No Yes

If you have answered 'yes' to any of the Questions in 13.2.1 to 13.2.6 above, please give full details on a separate sheet of paper. Tick this box to confirm that you have provided full details.

13.3 Business and employment matters

In answering the questions in this part you should include matters whether in the UK or overseas.

13.3.1 Has the controller and/or any persons with a position of influence over, or who effectively runs the business of the controller, ever been:

- a) dismissed;**
- b) asked to resign or agreed to resign; or**
- c) suspended**

from any profession, vocation, office, employment, position of trust, fiduciary appointment or similar whether or not remunerated?

No Yes

13.3.2 Has the controller and/or any persons with a position of influence over, or who effectively runs the business of the controller, ever been:

(1) disqualified from acting as a director or similar position?

No Yes

(2) the subject of any proceedings of a disciplinary nature (whether or not the proceedings resulted in any finding against them)?

No Yes

(3) the subject of any investigation which might have led to disciplinary proceedings?

No Yes

(4) notified of any potential proceedings of a disciplinary nature against them?

No Yes

(5) the subject of any allegations of malpractice or misconduct in connection with any business activities?

No Yes

If you have answered 'yes' to Questions 13.3.1 or 13.3.2 above, please give full details on a separate sheet of paper. This at a minimum should include the reason(s), date(s) and duration. Tick this box to confirm that you have provided full details:

13.4 Regulatory matters

Please revert to the notes at the beginning of the form for the meaning of 'regulatory body' and 'firm' in the context of the questions below. All references to authorisation include any authorisation, licence, registration, approval, notification, membership or relevant permission required to carry on any activity. To avoid doubt, the definition of 'regulatory body', as set out in the guidance notes, includes HM Revenue and Customs for these purposes.

In answering the questions in this part you should include matters whether in the UK or overseas.

13.4.1 In relation to activities regulated by the FCA/PRA or any other regulatory body, has the controller and/or any persons with a position of influence over, or who effectively runs the business of the controller, ever:

(1) been refused, had revoked, restricted or terminated, any authorisation granted or required by any regulatory body?

No Yes

(2) been criticised, censured, disciplined, suspended, expelled, fined, or been the subject of any other disciplinary or intervention action by any regulatory body?

No Yes

(3) received a warning (whether public or private) that such disciplinary or intervention action may be taken against them?

No Yes

(4) been the subject of an investigation by any regulatory body whether or not such investigation resulted in a finding against them?

No Yes

(5) been required or requested to produce documents or any other information to any regulatory body in connection with such an investigation (whether against the controller and/or related person/firm or otherwise)?

No Yes

(6) resigned or ceased to act or operate whilst under investigation by any such body or been required to resign or cease acting / operating by any regulatory body?

No Yes

(7) decided, not to proceed with an application for authorisation to any regulatory body?

No Yes

(8) provided payment services or distributed or redeemed e-money on behalf of a regulated firm or itself under any contractual agreement where that agreement was terminated by the regulated firm?

No Yes

13.4.2 In relation to activities regulated by the FCA/PRA or any other regulatory body, has the controller and/or any persons with a position of influence over, or who effectively runs the business of the controller, ever:

(1) been found to have carried on activities for which authorisation or registration by the FCA/PRA or any other regulatory body is required without the requisite authorisation?

No Yes

(2) been investigated for the possible carrying on of activities requiring authorisation or registration by the FCA/PRA or any other regulatory body without the requisite authorisation whether or not such investigation resulted in a finding against them?

No Yes

(3) been found to have performed a controlled function (or an equivalent function requiring approval by the FCA/PRA or any other regulatory body) without the requisite approval?

No Yes

(4) been investigated for the possible performance of a controlled function (or an equivalent function requiring approval by the FCA/PRA or any other regulatory body) without the requisite approval, whether or not such investigation resulted in a finding against them?

No Yes

(5) been the subject of a disqualification direction under section 59 of the Financial Services Act 1986 or a prohibition order under section 56 FSMA, or received a warning notice proposing that such a direction or order be made, or received a Private Warning?

No Yes

(6) been found to have failed to comply with an obligation under the Electronic Money Regulations 2011 or Payment Services Regulations 2017 to notify the FCA/PRA of the identity of a person acting in a position of influence over its electronic money or payment services business?

No Yes

If you have answered 'yes' to any of the Questions 13.4.1 or 13.4.2 above, please give full details on a separate sheet of paper. Tick this box to confirm that you have provided full details.

Please indicate how many separate sheets of paper you have used

Number of additional sheets	
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**13.5. If you have answered 'yes' to any of the questions in Annex 2,
please give clear details below and/or on a separate sheet of paper.**

You must include:

- the question number the information relates to
- the date of any events
- any amounts involved
- the outcome
- relevant circumstances and explanations
- copies of supporting documents

--

Please indicate how many separate sheets of paper you have used.

Number of additional sheets	
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Notification for a Change in Controller (Section 178 notice) Fund Manager

Purpose of this form

This form should be completed by an FCA/PRA authorised fund manager that wishes to acquire control or to increase control in a firm or in a parent undertaking of the firm. Please refer to the Handbook Glossary or section 422 of the Financial Services and Markets Act 2000 (**FSMA**) for the definition of control, controller, shares and voting power.

Important information you should read before completing this form

The FCA and Bank of England process personal data in line with the requirements of The General Data Protection Regulation (EU) 2016/679 and the Data Protection Act 2018. For further information about the way we use the personal data collected in this form, please read our privacy notices available on our websites:

- FCA : <https://www.fca.org.uk/data-protection>
- Bank of England: <https://www.bankofengland.co.uk/prudential-regulation/authorisations>

It is important that you disclose all relevant information and that it is accurate and complete. If you do not, you may be committing a criminal offence, it may increase time taken to assess your notification and may impact on your suitability as a controller.

If you leave a question blank, do not sign the declaration or do not attach the required supporting information and do not tell the FCA/PRA why, the FCA/PRA will have to treat the notification as incomplete, which will result in delays. The FCA/PRA may object to a notification if the information provided is incomplete. Please refer to section 185(3)(b) of FSMA.

Name of controller submitting this notification (include FCA/PRA Firm Reference Number, if applicable)

Target firms (include FCA/PRA Firm Reference Number)

Filling in the form

1 It is recommended you use your computer to complete the form:

- use the TAB key to move from question to question and press SHIFT TAB to move back to the previous question; and
- to add a new line in tables, press enter when in the cell;

2 If there is not enough space on the forms, you may need to use separate sheets of paper. Clearly mark each separate sheet of paper with the relevant question number.

Contact details

A) Who should the FCA/PRA contact about this notification?

Title	
First names	
Surname	
Job title	
Company name	
Business address	
Postcode	
Phone number (including area code)	
Mobile number (optional)	
Fax number (including area code)	
Email address	

B) Please provide the following details for the service of any "relevant document" (including statutory notices) on the notice-giver in relation to this notice under the *Financial Services and Markets Act 2000* and in accordance with the *Financial Services and Markets Act 2000 (Service of Notices) Regulations 2001*:

Title	
First names	
Surname	
Job title	
Company name	
Address	
Postcode	
What is the notice-giver's relationship with this address:	

Definitions of terms can be found in the Handbook Glossary:

Controller: <http://fshandbook.info/FS/glossary-html/handbook/Glossary/C?definition=G226>

Control: <http://fshandbook.info/FS/glossary-html/handbook/Glossary/C?definition=G221>

Control function: <http://fshandbook.info/FS/glossary-html/handbook/Glossary/C?definition=G224>

Shares: <http://fshandbook.info/FS/glossary-html/handbook/Glossary/S?definition=G1078>

Voting power: <http://fshandbook.info/FS/glossary-html/handbook/Glossary/V?definition=G1249>

Aggregation of shares and acting in concert guidance:

<http://fshandbook.info/FS/html/handbook/SUP/11/Annex6G>

Parent undertaking: <http://fshandbook.info/FS/glossary-html/handbook/Glossary/P?definition=G832>

Firm: <http://fshandbook.info/FS/glossary-html/handbook/Glossary/F?definition=G430>

Regulatory body: <http://fshandbook.info/FS/glossary-html/handbook/Glossary/R?definition=G979>

1 Controller's details

- 1.1 Name of investment manager acquiring the listed shares in the course of its fund management activity.**

Firm name	FCA/PRA reference number

If you are not a UK (FCA/PRA) authorised firm, you are required to complete the appropriate controller's notification form.

- 1.2 Can you confirm the following four points?**

- i. The firm proposes to acquire and/or dispose of control, on one or more occasions, of any UK domestic firm whose shares, or those of its ultimate parent undertaking, are at the time of the acquisition or disposal of control listed or admitted to listing, on a designated investment exchange.
- ii. That any such acquisitions and/or disposals of control will occur only in the course of the firm's business as an investment manager.
- iii. That the level of control the firm acquires in the pre-approval period will at all times remain less than 20%.
- iv. That the firm will not exercise any influence over the UK domestic firm in which the shares are held, other than by exercising its voting rights as a shareholder or by exercising influence intended to promote generally accepted principles of good corporate governance.

- Yes ▶ Continue to question 1.3
 No ▶ You must stop completing this form and complete a corporate controller's form.

- 1.3 List the name(s) of the target firm(s).**

Firm name	FCA/PRA reference number	Current shareholding

- 1.4 Has the change in control already taken place?**

- No ▶ Continue to question 1.5
 Yes ▶ Give details below

Date change in control took place.

Date	dd/mm/yy
------	----------

- 1.5 What prompted you to submit the notification at this time?**

--

2 Declaration

If the original declaration is not sent then it must be held on site for inspection if required.

Who must sign the declaration?

Type of controller	Who must sign (authorised signatory)
A fund manager	A director of the fund

Authorised signatories for controller(s) (see above) and in the case of a joint notification, authorised signatories for target firm(s).

- I understand it is a criminal offence knowingly or recklessly to give the FCA/PRA information that is false, misleading or deceptive.
- I confirm that the information in this form is accurate and complete to the best of my knowledge and belief.
- I authorise the FCA/PRA to make such enquiries and to seek such further information as it thinks appropriate to verify the information given on this form.
- I confirm that I am authorised to sign on behalf of the controller or target firm named below.
- The notice-giver(s) give their consent to receive communications from the FCA/PRA via email (including the serving of statutory-notices).

2.1

Name	
Position	
Signature	
Date	

2.2 Are the proposed controllers making this notification in conjunction with the target firm(s); or in other words is this a joint notification?

- No
 Yes ▶ Complete the table below

I confirm that I am authorised to sign on behalf of the target firm(s) named below:

Name	
Signing on behalf of (target firm/s)	
Position	
Signature	
Date	

What to do next - Submitting the form

In order to identify which of the options listed below apply, please go to the 'Firm Register' at www.fca.org.uk and check the 'Regulator section' which will state whether the firm is regulated by the FCA only or by both the FCA and PRA.

Please READ carefully:

- a) If there is only one target firm in the transaction, is it regulated by both the FCA and PRA?

- No
- Yes
- N/A ▶ if there is more than one target firm please go to question b

If the answer is:

No ▶ please send your notification to the FCA

Yes ▶ please send your notification to the PRA (you may wish to consider sending a notification marked 'COPY' to the FCA)

- b) If there is more than one target firm in the transaction, are any of the target firm(s) regulated by both the FCA and PRA?

- No
- Yes

If the answer is:

No ▶ please send your notification to the FCA

Yes ▶ please send your notification to the PRA and the FCA

Please also CONFIRM the following:

- i) Are any of the proposed controller(s) regulated by both the FCA and PRA?

- No
 - Yes - please state which controller(s) (FRN number, if applicable)
-

- ii) Do any of the target firm(s) form part of a group that is regulated by both the FCA and PRA?

- No
 - Yes - please state which Group (FRN number, if applicable)
-

Contact details for both the FCA and PRA can be found below.

By Email

1. The FCA/PRA recommend that you submit your notification via email.
2. Please send your notification to the FCA at cic-notifications@fca.org.uk
3. Please send your notification to the PRA at PRA-ChangeinControl@bankofengland.co.uk
4. Please note that emails containing attachments larger than **20mb** will get rejected by the server. In these cases, please submit your notification by post.
5. Accepted file types are: Microsoft Word, Microsoft Excel, Microsoft PowerPoint, Microsoft Project, PDF Adobe Acrobat files, BMP (image files created in paintbrush) TIFF files (fax), and Text files. Please note that emails with attachments that include file types that are not listed may result in your notification being acknowledged as incomplete.
6. Notifications received after 16:00 hours will be treated as being received on the following working day.
7. Unless requested, you do not need to submit the original documentation provided in your email. However we recommend that you retain a copy throughout the application process.
8. Section 2 declaration – The FCA/PRA will accept electronic signatures. Alternatively you should print this section, sign the declaration, scan it and then attach to your emailed notification.

By Post

1. If you are submitting confidential/sensitive information, the FCA/PRA recommend that you send your notification via courier.
2. Please send your postal notification to the FCA at:

Change in Control Team
The Financial Conduct Authority
25 The North Colonnade
Canary Wharf
London
E14 5HS

3. Please send your postal notification to the PRA at:

Assessment and Monitoring Team
The Prudential Regulation Authority
20 Moorgate
London
EC2R 6DA

Note: This form was published as part of [Consultation Paper 21/18](#) published on 1 October 2018, and should not be used to make a notification to the PRA. Please refer to the [Authorisations pages](#) on the Bank's website.

PRA 2014/20

Annex D

Standing Data Form



BANK OF ENGLAND
PRUDENTIAL REGULATION
AUTHORITY



This form may be completed on screen and printed, or printed for completion by hand.

NOTE: You cannot save the form if you are completing it using Acrobat Reader. It is therefore advisable to assemble all the information you require before completing the form.

Print as many copies as you require before quitting

This form can be saved if you are using the full Acrobat application.

All fields except Signatures may be completed on screen.

Text in blue will not print.

Standing Data

**To update firm name and trading names, website address,
accounting reference date, auditors, locum, contacts and addresses.**

SUP 15 Annex 3R – Notifications under SUP 16.10

(October 2018)

Click in any field to enter text. Press tab to go to next field.

Firm name

("The Firm")

Firm reference number

Address

Please return the form, marked for the attention of the Customer Contact Centre to:

Financial Conduct Authority

25 The North Colonnade

Canary Wharf

London E14 5HS

United Kingdom

Telephone +44 (0) 20 7066 1000

Facsimile +44 (0) 20 7066 1099

Registered as a Limited Company in England and Wales No 1920623. Registered Office as above.

NOTES

[Authorisations pages on the Bank's website.](#)

This form should be used to update your *firm* name and trading name(s), website address, accounting reference date, auditors, locum, contacts and addresses.

Personal Details

Section A

1 Contact Name for this notification

*

2 Contact's Details:

a Position in the firm

*

b Daytime telephone number

*

c E-mail address

d Individual reference number (IRN), if applicable

Change Full Name of *Firm*

Section B

If you wish to advise the *FCA* or *PRA* of a change to the firm's name please enter the following details, otherwise proceed to Section C1.

Note: this section is not intended to be used by firms that are covered by Industrial & Provident, Friendly Society, Credit Union or Building Society legislation. These firms should contact the *FCA*'s Mutuals Team.

Current Legal Status:

(a) Private Limited Company

(b) Public Limited Company

(c) Limited Liability Partnership

(d) Limited Partnership

(e) Sole Trader

(f) Unlimited Liability Company

(g) Partnership

(h) **Other, please specify below**

1 New full name of *firm*

*

Note: This form was published as part of Consultation Paper 21/18 published on 1 October 2018, and should not be used to make a notification to the PRA. Please refer to the [Authorisations pages on the Bank's website](#).

/ / Yes No N/A

3 Has the change requested been approved by Companies House?

Note: This form was published as part of [Consultation Paper 21/18](#) published on 1 October 2018, and should not be used to make a notification to the PRA. Please refer to the [Authorisations pages on the Bank's website](#).

If your *firm* is a UK registered limited company (including PLC), limited partnership (if registered at Companies House), *limited liability partnership* or unlimited liability company, you should only make a change to your *firm* name if the change has already been approved by Companies House.

If you have answered 'Not Applicable', please explain why below:

- 4 I confirm that the change requested does not constitute a change of legal status.

Note: This form was published as part of Consultation Paper 21/18 published on 1 October 2018, and should not be used to make a notification to the PRA. Please refer to the

Add New Trading Name(s)[†]

Section C1

If you wish to add a new trading name of the firm please enter the following details, otherwise please proceed to Section C2:

1	New Trading Name	*
1a	Please enter the date on which the change becomes effective	/ / *
2	New Trading Name	*
2a	Please enter the date on which the change becomes effective	/ / *
3	New Trading Name	*
3a	Please enter the date on which the change becomes effective	/ / *
4	New Trading Name	*
4a	Please enter the date on which the change becomes effective	/ / *

Delete Current Trading Name(s)

If you wish to delete a trading name of the firm please enter the following details, otherwise please proceed to Section D:

1	Trading name to be deleted	*
1a	Please confirm when the trading name must cease:	/ /
1b	I confirm that the above trading name will not be used by the firm from the date indicated above.	*
2	Trading name to be deleted	*
2a	Please confirm when the trading name must cease:	/ /
2b	I confirm that the above trading name will not be used by the firm from the date indicated above.	*
3	Trading name to be deleted	*
3a	Please confirm when the trading name must cease:	/ /
3b	I confirm that the above trading name will not be used by the firm from the date indicated above.	*
4	Trading name to be deleted	*
4a	Please confirm when the trading name must cease:	/ /
4b	I confirm that the above trading name will not be used by the firm from the date indicated above.	*

Change Contact Details

Section D

2018, and should not be used to make a notification to the PRA. Please refer to the Authorisations pages on the Bank's website.

If you wish to change the contact details of the Complaints Officer or Primary Compliance Contact please enter the following details, otherwise please proceed to Section E1:

Please note that this will not change your approved person records. If you want to change these records, please complete the appropriate Approved Persons Form.

Please indicate which contact this change applies to. If you wish to change the details for both please copy this form and record the details for each on separate forms, unless the details are the same.

(a) Complaints Officer

(b) Primary Compliance Contact

<p>1 Title</p> <p>2 Forename(s)</p> <p>3 Surname</p> <p>4 Job Title</p> <p>5 Email address</p> <p>6 Phone number. This must be a direct dialled number.</p> <p>7 Fax Number</p> <p>8 Please enter the date on which the change becomes effective. / /</p> <p>9 Address</p>	<p style="text-align: right;">*</p> <p style="text-align: right;">/ / *</p> <p style="text-align: right;">*</p>
Postcode:	

- 10** If you would also like the contact details of the following to be changed, please tick the appropriate boxes. This will amend the contact details in line with the changes recorded above.

Complaints Contact

Primary Compliance Contact

Change of Address[†]

Section E1

[Authorisations pages on the Bank's website.](#)

1. Please indicate which of the following this change applies to. If you wish to change the details for more than one of the following please copy this form and record the details for each on separate forms, unless the details are the same.

(a) Registered Office

(b) Principal Place of Business

(d) Publication Address

(e) Head Office

(f) CIS UK Facilities Address

(g) Motor claims representative

(h) UK Branch Address

(c) Billing Address

(e) Head Office

Please enter the new address details:

2 Address

*

Postcode:

3 Telephone number.

*

4 Fax Number

5 Email address

6 Please enter the date on which the change becomes effective.

/

/

*

7 Contact Address Details

(a) Complaints Address

(b) Principal Compliance Address

Change of Other Address

Section E2

1. Please indicate which of the following this change applies to. If you wish to change the details for more than one of the following please copy this form and record the details for each on separate forms, unless the details are the same.

(a) 3rd Party Administration

(b) Actuary

Note: This form was published as part of [Consultation Paper 21/18](#) published on 1 October 2018, and should not be used to make a notification to the PRA. Please refer to the [Authorisations pages](#) on the Bank's website.

(c) Customer Services

(d) EEA Branch Address

Note: This form was published as part of Consultation Paper 21/18 published on 1 October 2018, and should not be used to make a notification to the PRA. Please refer to the (e) Firm Association Branch (f) Professional Advisor [Authorisations pages](#) on the Bank's website.

Please enter the new address details:

2 Address *

Postcode: *

3 Telephone number.

4 Fax Number

5 Email address

6 Please enter the date on which the change becomes effective.

 / / *

Change of Accounting Reference date†

2018, and should not be used to make a notification to the FCA. Please refer to the Authorisations pages on the Bank's website.

Section F

- 1 Please enter the following details to change your accounting reference date:

(a) Current Accounting Reference Date (dd/mm)

/

*

(b) New Accounting Reference Date (dd/mm)

/

*

- 2 What accounting periods will result from the change? The new accounting reference date that you have entered could result in several different periods depending on whether you want to extend or reduce your periods and which period is the first period affected.

Although the *FCA* or *PRA* may accept accounting periods of up to 18 months, SUP 16.3.18G advises firms that accounting periods longer than 15 months may be deemed unacceptable as this may hinder the timely provision of relevant and important information to the *FCA* or *PRA*. If a firm wishes to have an accounting period of longer than 18 months (sole traders and certain partnerships), the firm must apply to the *FCA* in writing.

Please detail the start and end dates for the current accounting period and the two following periods below:

(a) Current Period

/

/

to

/

/

*

(b) Next Period

/

/

to

/

/

*

(c) Next Period 2

/

/

to

/

/

*

Note the change that you have requested will result in a change to your reporting timetable.

- 3 I confirm the change requested above and that it is correctly represented by the accounting periods listed.

Change of Website Address†

Section G

Please enter the new website address:

- 1 Website (format – www.fca.org.uk):

Change Auditor Details†

Section H1

Please enter the following details to change your Auditor's details:

- 1 Firm name

Note: This form was published as part of [Consultation Paper 21/18](#) published on 1 October 2018, and should not be used to make a notification to the PRA. Please refer to the [Address Authorisations pages](#) on the Bank's website.

*

Postcode:

3 Telephone number.

*

4 Fax Number

5 Email address

6 Effective date

/ / *

*

Change Locum Details†

Section H2

Please enter the following details to change your Locum's details:

1 Title

2 Forename(s)

3 Surname

4 Firm name

*

5 Address

*

Postcode:

Note: This form was published as part of [Consultation Paper 21/18](#) published on 1 October 2018, and should not be used to make a notification to the PRA. Please refer to the [Authorisations pages](#) on the Bank's website.

6 Telephone number:

*

7 Fax Number

8 Email address

6 Effective date

/

/

*

Declaration and signatures

Section I

Authorisations pages on the Bank's website.

Knowingly or recklessly giving the *FCA* or *PRA* information, which is false or misleading in a material particular, may be a criminal offence (sections 398 and 400 of the Financial Services and Markets Act 2000). SUP 15.6.4R requires an authorised person to take reasonable steps to ensure the accuracy and completeness of information given to the *FCA* or *PRA* and to notify the *FCA* or *PRA* *immediately if materially inaccurate information has been provided*. *Contravention of these requirements* may lead to disciplinary sanctions or other enforcement action by the *FCA* or *PRA*. It should not be assumed that information is known to the *FCA* or *PRA* merely because it is in the public domain or has previously been disclosed to the *FCA* or *PRA* or another regulatory body. If you are not sure whether a piece of information is relevant, please include it anyway.

Data Protection

~~For the purposes of complying with the Data Protection Act, the personal information in this form will be used by the Financial Conduct Authority and the Prudential Regulation Authority to discharge their statutory functions under the Financial Services and Markets Act 2000 and other relevant legislation. It will not be disclosed for any other purposes without the permission of the applicant.~~

The FCA and Bank of England process personal data in line with the requirements of The General Data Protection Regulation (EU) 2016/679 and the Data Protection Act 2018. For further information about the way we use the personal data collected in this form, please read our privacy notices available on our websites:

- FCA : <https://www.fca.org.uk/data-protection>
- Bank of England: <https://www.bankofengland.co.uk/prudential-regulation/authorisations>

Declaration

By submitting this notification form

I/we confirm that the information contained in this form is accurate and complete to the best of my knowledge and belief and that I have taken all reasonable steps to ensure that this is the case.

I am/we are aware that it is a criminal offence knowingly or recklessly to give the *FCA* or *PRA* *information that is false or misleading in a material particular*.

Date

Name of first signatory¹

Position² of first signatory

Individual Reference Number (IRN)

Signature

Name of second signatory¹

Position² of second signatory

Individual Reference Number (IRN)

Signature

¹ For a sole trader, the signature of the principal is required.

For a limited company, the signature of two directors or one director and the company secretary is required.

For a partnership, the signature of at least one partner is required.

Note: This form was published as part of [Consultation Paper 21/18](#) published on 1 October 2018, and should not be used to make a notification to the PRA. Please refer to the [Authorisations pages](#) on the Bank's website.



BANK OF ENGLAND
PRUDENTIAL REGULATION
AUTHORITY

Multi-arrangement Insurance Special Purpose Vehicle (MISPV) New Risk Assumption Notification Form

Full name of MISPV/PCC

PCC registered number

Important information you should read before completing this form

Please keep a copy of the forms you complete and the supporting documents that you include with this notification pack for your future reference.

~~For the purposes of complying with the Data Protection Act 1998, please note that any personal information provided to us will be used to discharge our statutory functions under the Financial Services and Markets Act 2000 (FSMA) and other relevant legislation and may be disclosed to third parties for those purposes.~~

~~The FCA and Bank of England process personal data in line with the requirements of The General Data Protection Regulation (EU) 2016/679 and the Data Protection Act 2018. For further information about the way we use the personal data collected in this form, please read our privacy notices available on our websites:~~

- FCA : <https://www.fca.org.uk/data-protection>
- Bank of England: <https://www.bankofengland.co.uk/prudential-regulation/authorisations>

Consistent with Part 4A of FSMA, the MISPV may not act outside its Scope of Permission (SOP). This means that in the case of an MISPV, future arrangements must fall within the scope of the SOP. As such this arrangement as described in this notification form must be consistent with the SOP.

Terms in this notification pack

In this notification form we use the following terms:

- 'you' refers to the person(s) signing the form on behalf of the applicant firm;
- 'we', 'us' or 'our' refers to the appropriate regulator;
- 'PCC' refers to Protected Cell Company;
- 'applicant firm' refers to the firm applying for authorisation, except where an applicant is applying to become a PCC, in which case the term "applicant firm" refers to the proposed PCC and/or the applicant on behalf of the proposed PCC (as applicable);
- 'FCA' refers to the Financial Conduct Authority;
- 'PRA' refers to the Prudential Regulation Authority;
- 'FSMA' refers to the Financial Services and Markets Act 2000;
- 'Delegated Regulation' refers to Commission Delegated Regulation (EU) 2015/35;
- 'Implementing Regulation' refers to Commission Implementing Regulation (EU) 2015/462;
- 'RTR' refers to the Risk Transformation Regulations 2017 (SI 2017/1212);
- 'AMRE' refers to Aggregate Maximum Risk Exposure as defined in Article 1(44) of the Commission Delegated Regulation (EU) 2015/35;
- 'Cell' can refer to an individual cell or group of cells of the MISPV, where risk is being transferred to a group of cells; and
- 'Arrangement code' is the MISPVs identifier (allocated by the MISPV) to the risk transfer

Note: This form was published as part of [Consultation Paper 21/18](#) published on 1 October 2018, and should not be used to make a notification to the PRA. Please refer to the [Authorisations pages](#) on the Bank's website.



FINANCIAL
CONDUCT
AUTHORITY



BANK OF ENGLAND
PRUDENTIAL REGULATION
AUTHORITY

Purpose of this form

Pursuant to Rule 4.3 of the Insurance Special Purpose Vehicles Part of the PRA Rulebook, this form is to be sent to the PRA when an MISPV assumes a new risk.

Filling in the form

1. Please fill in the requested information where reference and text boxes are provided, and submit supporting information and documentation with a table of contents that includes any PRA/FCA forms that are attached. Where text boxes are not large enough, provide the information in your supporting documentation, and include a reference to this information. Please indicate in the reference boxes at the end of questions where the requested information for each part can be found in your supporting documentation (i.e. the sections or page numbers in your supporting documentation that address that information request). Also, clearly mark supporting documentation with the relevant question numbers from the application form.
2. If you think an information request is not relevant to you, write 'N/A' in the relevant reference box and explain in your supporting documentation why you consider it not applicable.
3. If you leave an information request blank, do not sign the declaration or do not attach the required supporting information without telling us why, it may lead us to challenge the legitimacy of the assumption of risk.
4. If you are using your computer to complete the form print out all the parts of the form you have completed and sign the declaration.
5. If you are filling in the form by hand:
 - use black ink;
 - write clearly; and
 - sign the declaration.
6. Submit this notification to ISPVMailbox@bankofengland.co.uk and send two copies in hard copy consisting of:
 - the standard form (which includes the checklist and declaration form); and
 - supporting documents to the PRA at:
Authorisations, The Prudential Regulation Authority
20 Moorgate
London
EC2R 6DA

1

Details of the transaction

All MISPVs must meet the applicable requirements concerning the transfer of risk and funding of the vehicle.

This notification should describe the specific details of the assumption of risk.

Summary

1.1 Provide a summary of the risk transfer. This should include details of the following:

- i. the nature, scale and scope of the risk to be transferred to the MISPV (e.g. location, type of cover, class of business, peril, risk period etc.);
- ii. the risks that will be retained by the cedant and those that will be transferred to the MISPV;
- iii. whether a group of cells is being used (if so, Pursuant to Rule 4.4 of the Insurance Special Purpose Vehicles Part of the PRA Rulebook. please attach a Group of Cells Notification Form); and
- iv. the length of time for which this specific arrangement is intended to operate.

Reference	(i)	
	(ii)	
	(iii)	
	(iv)	

Contractual provisions and mechanisms between the cedant and MISPV

1.2 Provide a copy of the contractual arrangement relating to the risk transfer between the MISPV and the cedant, including:

- i. specific contractual provisions relied upon for the MISPV to meet the fully funded requirement (e.g capital release/noteholder withdrawal clauses, withheld premium arrangements);
- ii. any relevant loss event triggers or mechanisms to be relied upon under the contract (e.g. parametric, index-linked triggers, etc.); and
- iii. where applicable, details of triggering, timing and determination or calculation of any changes to the amount of risk transfer and the AMRE throughout the life of the contract, including any contractual provisions that will be relied upon to meet the fully funded requirements (e.g. the approach, terms and conditions for ramp-ups).

Reference	(i)	
	(ii)	
	(iii)	

Effective risk transfer approach

1.3 Provide:

- i. details of the parties to the contractual arrangement, including those relating to the transfer of risk from the cedant to the MISPV. This includes the roles of the MISPV and the cedants, as well as the roles and identities of other participants, including, but not limited to, noteholders, shareholders, account managers and account servicing managers, custodians and trusts, asset managers, underwriters and sponsors to the transaction. Provide a diagram that links how these parties are involved in the proposed transaction including material cashflows;
- ii. an assessment of any material residual risks, including basis risk;
- iii. an actuarial assessment of the insurance risks assumed;
- iv. details of any custodian or asset trustee arrangement, including the qualifications of the custodian or trustee, any due diligence undertaken, and any draft contracts of these arrangements; and
- v. a financial projection of the cell over its expected life.

Reference	(i)	
	(ii)	
	(iii)	
	(iv)	
	(v)	

Transaction documentation

1.4 Provide transaction documentation regarding the issue of debt or financing mechanisms, and risk transfer to providers of such debt or financing mechanisms. This documentation should include, where applicable:

- i. prospectus or offering circular or private placement memorandum;
- ii. rating assessment or credit rating agency's report;
- iii. details of any connected transaction that may undermine the fully funded or effectiveness of the risk transfer requirements, including transaction documentation, or drafts thereof. Where applicable this may include contracts with other participants to the transaction, as well as outsourcing and service contracts; and
- iv. details relating to the potential use of financial guarantors on any of the 'tranches' of notes to be issued.

Reference	(i)	
	(ii)	
	(iii)	
	(iv)	

Fully funded approach

1.5 Provide:

- i. relevant tests, such as stress and scenario tests, to determine if the fully funded requirement is being complied with on an ongoing basis (e.g. where the cell is relying on investment income to fund future fees and expenses then stress and scenario tests should be included

- in the notification to demonstrate that these future fees and expenses can be met out of future investment income);
- ii. specific contractual provisions or mechanisms relied upon for the cell to meet the Solvency II requirements, excluding those requested in section 1.2 (e.g. subordination clauses, insolvency clauses, etc.);
 - iii. details of all expense arrangements, both those included within the AMRE and those eligible for exclusion from the AMRE (and details of how they will be satisfied);
 - iv. an explanation of how the investment strategy is intended to support the fully funded requirement;
 - v. details of how the fully funded requirement will continue to be met where particular mechanisms such as renewals, ramp-ups, withheld premiums, etc are included in the arrangement; and
 - vi. any off-balance sheet commitments to support the cell, including guarantees or any other form of credit risk mitigation sold to or otherwise provided to the cell (e.g. contingent assets, or top-up arrangements the cell may activate upon a breach occurring).

Reference	(i)	
	(ii)	
	(iii)	
	(iv)	
	(v)	
	(vi)	

Investment policy

- 1.6 Provide an investment policy outlining the cell's investment strategy/strategies. This should include the following:**
- i. where applicable, any hedging instruments used, such as interest rate swaps or currency contracts (including the relevant contracts, or drafts thereof);
 - ii. the quantifiable risks of the cell (e.g. details of the cell's liquidity risk and liquidity strategy);
 - iii. with regard to the debt or other financing mechanism, details of the cell's liquidity strategy for the issued financial instruments, including the structure and tiering, types of positions, and any noteholder withdrawal rules;
 - iv. information on the risk implications of the cell's proposed investment strategy; and

Reference	(i)	
	(ii)	
	(iii)	
	(iv)	

Communication with the supervisory authority of the cedant

- 1.7 Where the cedant is domiciled in the EEA, provide details of the relevant contact at the supervisory authority responsible for the cedant, and a copy of any correspondence that notifies the**

supervisory authority of the cedant concerning the intention to transfer risk to a cell.

Reference	
-----------	--

Significant influence

- 1.8 Could this arrangement enable shareholders in the cell to exercise significant influence over the MISPV?**

No
 Yes ▶ Please provide details below.

--

Conflicts of interest

- 1.9 Are there any associations that exist between a director or a member or shareholder with a qualifying holding in the MISPV and any person that has undertaken this contractual arrangement?**

No
 Yes ▶ Please provide details clarifying the relationship below.

--

Consistent with Scope of Permission

- 1.10 Please confirm that this transaction is in line with the SOP and that all other aspects of the running of the MISPV remain in line with the SOP.**

Yes
 No ▶ Please provide details below.

--

2

Summary of the new risk assumption

You must complete the table outlining the new and current risks assumed by the MISPV.

Notification Table

2.1 Please include details of all 'live' cells. If more columns are required please continue on a separate sheet.

	Arrangement code ¹	Inter-cell arrangement code (if applicable)	Date of issuance	Name of cedant	AMRE per arrangement	Assets held per arrangement	Duration
Total							
Risk 1							
Risk 2							
Risk 3							
...							

¹ As per SPV.03.01 R0020/C0010, Annex II of the Implementing Regulations

3

Documents submitted with this notification

You must list which documents you have attached.

Supporting documents you are sending with this form

- 3.1 Please list below all the documents you are sending with this notification form.**

- 3.1 Please provide any comments on supporting documents if necessary.**

Other information

3.3 If there is anything else you would like to tell us about this notification please provide details below.



4 Declaration

Declaration

It is a criminal offence to – knowingly or recklessly – give us information that is false, misleading or deceptive.

You must notify us immediately of any significant change to the information provided.

- D1** I am authorised to make this notification on behalf of the MISPV named on the front of this form.
- D2** I attach the documents listed in Section 3.1 and I have taken all reasonable steps to ensure they are correct.
- D3** I confirm that the documents listed in Section 3.1 have been prepared to an appropriate standard and are available for immediate inspection by the regulators.
- D4** I confirm that the information in this application is accurate and complete to the best of my knowledge and belief.
- D5** I authorise the regulators to make such enquiries and to seek such further information as it thinks appropriate to verify the information given on this form.
- D6** I understand that the regulators may require the MISPV to provide further information or documents at any time after I have sent this form

Who must sign the declaration?

This declaration must be signed by the people who are responsible for making this notification on behalf of the applicant firm.

Signature one		Signature two
Name		
Position		
Signature		
Date	(dd/mm/yy)	(dd/mm/yy)

Note: This form was published as part of [Consultation Paper 21/18](#) published on 1 October 2018, and should not be used to make a notification to the PRA. Please refer to the [Authorisations pages](#) on the Bank's website.



BANK OF ENGLAND
PRUDENTIAL REGULATION
AUTHORITY

Group of Cells Notification Form

Full name of MISPV/PCC

PCC registered number

Important information you should read before completing this form

Please keep a copy of the forms you complete and the supporting documents that you include with this notification pack for your future reference.

~~For the purposes of complying with the Data Protection Act 1998, please note that any personal information provided to us will be used to discharge our statutory functions under the Financial Services and Markets Act 2000 (FSMA) and other relevant legislation and may be disclosed to third parties for those purposes.~~

~~The FCA and Bank of England process personal data in line with the requirements of The General Data Protection Regulation (EU) 2016/679 and the Data Protection Act 2018. For further information about the way we use the personal data collected in this form, please read our privacy notices available on our websites:~~

- FCA : <https://www.fca.org.uk/data-protection>
- Bank of England: <https://www.bankofengland.co.uk/prudential-regulation/authorisations>

Consistent with Part 4A of FSMA, the MISPV may not act outside its Scope of Permission (SOP). This means that in the case of an MISPV, future arrangements must fall within the scope of the SOP. As such this arrangement as described in this notification form must be consistent with the SOP.

Terms in this notification form

In this notification form we use the following terms:

- 'you' refers to the person(s) signing the form on behalf of the applicant firm;
- 'we', 'us' or 'our' refers to the appropriate regulator;
- 'PCC' refers to Protected Cell Company;
- 'applicant firm' refers to the firm applying for authorisation, except where an applicant is applying to become a PCC, in which case the term "applicant firm" refers to the proposed PCC and/or the applicant on behalf of the proposed PCC (as applicable);
- 'FCA' refers to the Financial Conduct Authority;
- 'PRA' refers to the Prudential Regulation Authority;
- 'FSMA' refers to the Financial Services and Markets Act 2000;
- 'Delegated Regulation' refers to Commission Delegated Regulation (EU) 2015/35;
- 'Implementing Regulation' refers to Commission Implementing Regulation (EU) 2015/462;
- 'RTR' refers to the Risk Transformation Regulations 2017 (SI 2017/1212);
- 'AMRE' refers to Aggregate Maximum Risk Exposure as defined in Article 1(44) of the Commission Delegated Regulation (EU) 2015/35;
- 'Cell' can refer to an individual cell or group of cells of the MISPV, where risk is being transferred to a group of cells; and
- 'Original arrangement code' is the MISPVs original identifier (allocated by the MISPV) to the risk transfer arrangement assumed by the associated cedant-facing cell.

**Purpose of this form**

Pursuant to Rule 4.4 of the Insurance Special Purpose Vehicles Part of the PRA Rulebook, this form is to be sent to the PRA when an MISPV creates, amends or cancels an inter-cell arrangement between a group of cells.

Filling in the form

1. Please fill in the requested information where reference and text boxes are provided, and submit supporting information and documentation with a table of contents that includes any PRA/FCA forms that are attached. Where text boxes are not large enough, provide the information in your supporting documentation, and include a reference to this information. Please indicate in the reference boxes at the end of questions where the requested information for each part can be found in your supporting documentation (i.e. the sections or page numbers in your supporting documentation that address that information request). Also, clearly mark supporting documentation with the relevant question numbers from the application form.
2. If you think an information request is not relevant to you, write 'N/A' in the relevant reference box and explain in your supporting documentation why you consider it not applicable.
3. If you leave an information request blank, do not sign the declaration or do not attach the required supporting information without telling us why, it may lead us to challenge the legitimacy of the arrangement.
4. If you are using your computer to complete the form:
 - print out all the parts of the form you have completed and sign the declaration.
5. If you are filling in the form by hand:
 - use black ink;
 - write clearly; and
 - sign the declaration.
6. Submit this notification to ISPVMailbox@bankofengland.co.uk and send two copies in hard copy consisting of:
 - the standard form (which includes the checklist and declaration form); and
 - supporting documents to the PRA at:
The Prudential Regulation Authority
20 Moorgate
London
EC2R 6DA

1

Details of the arrangement

This notification should describe the specific details of the inter-cell arrangement between the group of cells.

Type of notification

1.1 This notification is in relation to the:

- | | |
|---|--|
| <input type="checkbox"/> Creation of an inter-cell arrangement
<input type="checkbox"/> Amendment to an inter-cell arrangement
<input type="checkbox"/> Cancellation of an inter-cell arrangement | Skip to question 1.2
Skip to question 1.3
Skip to question 1.4 |
|---|--|

Creation of an inter-cell arrangement

1.2 Please provide a description of the nature of this inter-cell arrangement with references to the following details. For each detail include an explanation of how this arrangement is consistent with the SOP referencing document(s) previously submitted as part of the MISPV authorisation process, or subsequent variation of permission (VOP) process:

- i. the asset allocation between the group of cells;
- ii. the proportion of the AMRE allocated to each of the cells;
- iii. the circumstances under which assets would move back to cell A, where cell A is the cedant-facing cell
- iv. details of how the group of cells will be fully funded at all times; and
- v. the investment strategy of each of the cells.

Reference	(i)	
	(ii)	
	(iii)	
	(iv)	
	(v)	

Amendment to an inter-cell arrangement

1.3 Please provide a description of the amendment to the arrangement. This should include an explanation of how this is consistent with the SOP referencing document(s) previously submitted as part of the MISPV authorisation process, or subsequent VOP process.

Reference	
-----------	--

Cancellation of an inter-cell arrangement

- 1.4 Please confirm how the group of cells will ensure it continues to be fully funded at all times, or that the obligations of the group of cells have been fully discharged. This should include an explanation of how this is consistent with the SOP referencing document(s) previously submitted as part of the MISPV authorisation process, or subsequent VOP process.**

Reference	
-----------	--

2 Summary of the arrangement

You must complete the table outlining the inter-cell arrangement between the group of cells.

Notification Table

- 2. 1 Please complete the following table in relation to the specific arrangement. If more columns are required please continue on a separate sheet.**

Note: Cell A is the cedant-facing cell. A group of cells can only be used to provide cover in respect of one contractual arrangement for risk transfer at any one time. A group of cells must not comprise of more than one layer, i.e. arrangements may only exist between Cell A and other cells, such that if Cell B enters into an arrangement with Cell A, it may not then enter into a separate arrangement with Cell C.

	Cell A	Cell B	Cell C	Cell D	Cell E
Inter-cell arrangement code (allocated by MISPV)					
Original arrangement code¹ (allocated by MISPV)					
Cedant name					
Date of issuance of original arrangement					
AMRE² of group of cells at date of notification					
Proportion of AMRE allocated to the cell					
Value of assets allocated to cell					
Date inter-cell arrangement entered into					
Date inter-cell arrangement amended					
Date inter-cell arrangement ceases					

¹ As per SPV.03.01 R0020/C0010, Annex II of the Implementing Regulations

3

Documents submitted with this notification

You must list which documents you have attached.

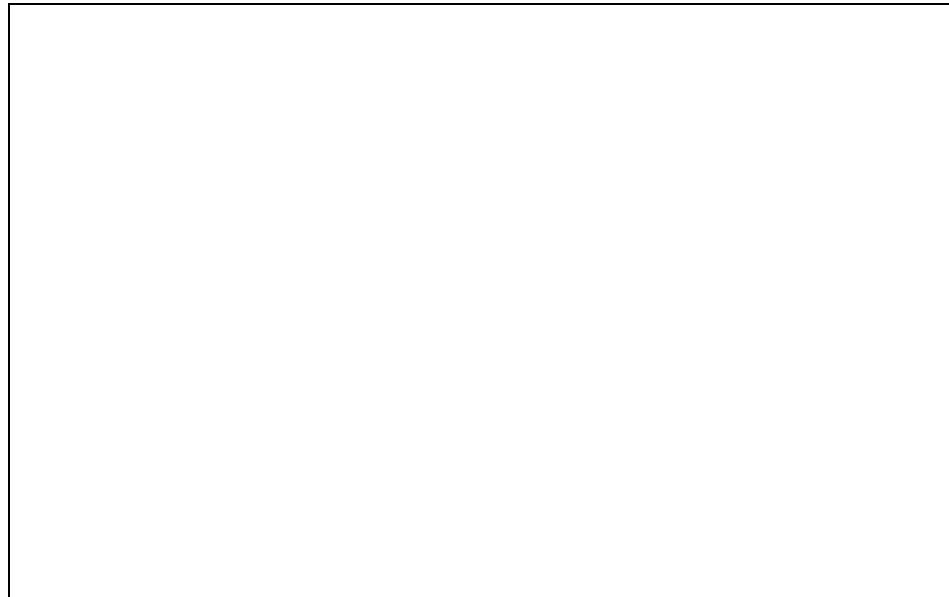
Supporting documents you are sending with this form

- 3.1 Please list below all the documents you are sending with this notification form.**

- 3.1 Please provide any comments on supporting documents if necessary.**

Other information

3.3 If there is anything else you would like to tell us about this notification please provide details below.



4 Declaration

Declaration

It is a criminal offence to – knowingly or recklessly – give us information that is false, misleading or deceptive.

You must notify us immediately of any significant change to the information provided.

- D1** I am authorised to make this notification on behalf of the MISPV named on the front of this form.
- D2** I attach the documents listed in Section 3.1 and I have taken all reasonable steps to ensure they are correct.
- D3** I confirm that the documents listed in Section 3.1 have been prepared to an appropriate standard and are available for immediate inspection by the regulators.
- D4** I confirm that the information in this application is accurate and complete to the best of my knowledge and belief.
- D5** I authorise the regulators to make such enquiries and to seek such further information as it thinks appropriate to verify the information given on this form.
- D6** I understand that the regulators may require the MISPV to provide further information or documents at any time after I have sent this form

Who must sign the declaration?

This declaration must be signed by the people who are responsible for making this notification on behalf of the MISPV.

Signature one		Signature two
Name		
Position		
Signature		
Date	(dd/mm/yy)	(dd/mm/yy)