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## **Application for ownership assessment – natural person**

A natural person shall apply for ownership assessment by submitting information to Finansinspektionen in accordance with this appendix, given the following situations:

1. If you intend to directly or indirectly acquire a financial institution and need to apply for permission for the acquisition.
2. If you have a qualifying holding in a firm that is applying for a licence to conduct financial business. *Target company* in this point refers to the firm that is applying for a licence to conduct business. *Acquirer* refers in this point to the physical owner of the firm that is applying for a licence to conduct business.

As a part of the ownership assessment, Finansinspektionen will collaborate with e.g. Rikspolisstyrelsen (Swedish National Police Board), Bolagsverket (Swedish Companies Registration Office), Skatteverket (Swedish National Tax Board), Kronofogde-myndigheten (Swedish Enforcement Authority) and firms offering credit assessments.

## **Application form**

Fill in the information in the form below. Some of the information must be submitted as a separate document. Review the Appendix Checklist on the last page of the application.

### **Contact information**

Who should Finansinspektionen contact about this application?

First name:

Surname:

Title:

Address:

Telephone number:

E-mail address:

Fax:

Name of the acquirer:

Firm under acquisition  
(including comp. reg. no.)?:

### **Exceptions from submitting certain information**

Are you citing Chapter 5, sections 2 or 7 of these regulations as grounds for being excepted from submitting certain information?

Yes

No

If yes, please explain.

If you have previously submitted identical information to Finansinspektionen as part of a separate matter, you can refer to this matter. State the registration number and the information that was submitted.

## **1. Information about the acquisition**

### ***Personal information***

*If you are registered in Sweden*

First name:

Surname:

Personal identification number:

Telephone number:

*If you are not registered in Sweden\**

First name:

Surname:

Personal identification number or equivalent:

Date of birth:

Place of birth:

Address:

Telephone number:

Nationality:

Passport no.:

Previous nationalities (if any):

Previous name (if any):

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

### ***CV***

1.2. Append a CV that contains relevant information about your education, work experience and other assignments.

### ***Financial position***

1.3. State your income for the previous and current calendar year (amounts, sources), your current assets/liabilities and guarantees or other commitments. Also state if there are other factors that can affect your financial position.

### ***Describe the ownership chain***

1.4. Append a description or chart of the ownership chain before and after the acquisition.

Participations shall be stated as a per cent of the issued shares. If the voting rights differ from the participation, also state the number of votes as a per cent of the total number of votes.

List owners that in any other way have a significant influence over the firm under acquisition, the *target firm*. List the nature of the business and the registered office for all firms in the ownership chain. Also, indicate which

firms are under the supervision of Finansinspektionen or an equivalent foreign authority.

***Describe groups, if applicable***

1.5. Append a description or chart of any insurance groups or financial groups after the acquisition.

Participations shall be stated as a per cent of the issued shares. If the voting rights differ from the participation, also state the number of votes as a per cent of the total number of votes.

List owners that in any other way have a significant influence over the target firm. Also, indicate which firms are under the supervision of Finansinspektionen or an equivalent foreign authority.

For each firm that is part of such a group, state if the firm is

- an insurance holding company,
- a financial holding company,
- a mixed financial holding company,
- under the supervision of Finansinspektionen or an equivalent foreign authority, or
- – not subject to such financial supervision.

***Board and senior management assignments***

1.6. Name the firms in which you are an appointed board member, managing director or deputy managing director.

Name of firm  
(incl. comp. reg. no.):

Type of business:

Registered office:

Position on board and title:

Name of firm  
(incl. comp. reg. no.):

Type of business:

Registered office:

Position on board and title:

Name of firm  
(incl. comp. reg. no.):

Type of business:

Registered office:

Position on board and title:

***Ownership involving control***

1.7. Name the firms in which your ownership involves control. The definition of control is set out in section 4.

Name of firm  
(incl. comp. reg. no.):

Type of business:

Registered office:

Holding (per cent):

Name of firm  
(incl. comp. reg. no.):

Type of business:

Registered office:

Holding (per cent):

Name of firm  
(incl. comp. reg. no.):

Type of business:

Registered office:

Holding (per cent):

***Close relations holding shares***

1.8. Indicate if a close relation owns participations in the target firm, or in another firm that in turn owns shares in the target firm.

Also, indicate if there are other financial relationships between the above parties.

*Close relation* refers to e.g. a spouse, registered partner, cohabitee, child, parent or other relation with whom you share living accommodations.

***Common interests***

1.9. Describe any common interests you may share with the following persons that can have an impact on the influence in the target firm:

- other shareholders,
- other parties entitled to vote,
- other persons or firms that although not shareholders have the ability to exercise similar influence over the target firm, or
- managing directors, deputy managing directors or board members.

*Common interests* that can have an impact refer to e.g. shareholder agreements or other agreements concerning common ownership.

***Conflicts of interest***

1.10. Identify any conflicts of interest that may arise as a result of the acquisition and specify how these will be handled.

***Reputation of the acquirer***

1.11. Have you

a) during the past ten years been convicted by a Swedish or foreign court, or formally been charged as a suspect in an ongoing investigation, for a financial crime in respect of which imprisonment is included in the range of penalties?

Yes

No

b) during the past ten years been sentenced to imprisonment by a Swedish or foreign court for a crime other than that specified in 1.11a?

Yes

No

c) during the past five years been a board member or managing director or deputy managing director of an operating company in which the board of directors was not granted a release from liability?

Yes

No

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

Yes

No

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

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

Yes

No

b) during the past five years been (or still are) subject to a debt restructuring, composition or company reconstruction or entered into bankruptcy or an equivalent process in another country?

Yes

No

c) during the past ten years been sanctioned by either Swedish or foreign supervision authorities?

Yes

No

d) during the past ten years, either in Sweden or in another country, had an application rejected, been excluded from conducting business or in another way had limitations placed on your right to conduct business or a profession that requires a licence, registration or the equivalent?

Yes

No

e) during the past ten years been the subject of a suitability assessment by a foreign supervisory authority?

Yes

No

1.13. If you have answered yes to any of the questions under 1.11 and 1.12, please explain.

## **2. Information about the acquisition**

2.1. Specify the size of the holding you intend to acquire in the target firm. Participations shall be stated as a per cent of the issued shares. State the participation before and after the acquisition (direct and indirect). If the voting rights differ from the participation, also state the number of votes as a per cent of the total number of votes.

2.2. State the expected date of acquisition.

2.3. Indicate the purpose of the acquisition. Do not answer this question if the information is included in 4.1.1a.

## **3. Financing the acquisition**

3.1. Specify how you intend to finance the acquisition. Describe the background of all financing items (whether monetary or another type of asset), their value, to whom they belong and in which jurisdiction they are located. Append documentation that supports this information.

3.2. Specify if there is a co-operation with a natural or legal person with regard to financing the acquisition and describe the conditions of this co-operation.



#### 4. Business plan and detailed information about the acquisition

Provide information about the acquisition when:

- ownership involves control<sup>1</sup> (4.1),
- ownership does not involve control, but totals 20 per cent or more and when ownership is qualifying but below 20 per cent (4.2).

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

##### **4.1. Information when ownership involves control**

An acquirer has control over the target firm if the acquirer directly or indirectly receives a majority of the votes or shares. Furthermore, an acquirer has control over the target firm if the acquirer is a shareholder and

- has the right to appoint or dismiss a majority of the members of the target firm's administrative, management or supervisory bodies, or
- via agreements with other owners in the target firm has access to more than half of the votes for all shares or participations.

##### *Business plan*

If your ownership involves control, append a business plan that includes the following:

1. A *strategic development plan* that includes a description of
  - a) the purpose and objective of the acquisition and how these will be achieved,
  - b) planned changes to the business of the target firm, e.g. products, customers and any reallocation of assets,
  - c) the planned integration of the target firm with the acquirer's group, if relevant, and
  - d) information about the acquirer's aim and ability to contribute capital to the target firm if needed.

3. *Forecasts* for the target firm for the coming three years.

The following information should be included in the forecasts:

- a) balance sheets and profit and loss statements,
- b) important key ratios, and
- c) solvency or capital adequacy calculations.

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<sup>1</sup> Cf. Chapter 1, section 4 of the Annual Accounts Act (1995:1554).

4. A description of how the acquisition will impact the governance and organisation of the target firm. In particular, specify if the acquisition will affect:

- a) the composition of the board of directors and company management,
- b) the organisation's operational structure (append an organisational diagram), and
- c) outsourcing.

**4.2. Information when ownership does not entail control, but totals 20 per cent or more, and when ownership is qualifying but below 20 per cent.**

If the acquisition does not involve control of the target firm, but the holding totals 20 per cent or more, the following information about the acquisition shall be appended:

- 1. if the acquirer intends in the foreseeable future to increase or decrease its holding in the target firm, and
- 2. if the acquirer intends to actively attempt to exercise influence over the firm (and specify the circumstances related thereto).

## **Information**

Submit any additional information to Finansinspektionen below.

The undersigned hereby certifies that the information submitted in this application is correct and complete.

Date:

Signature: \_\_\_\_\_

Name in print:

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

The following documents shall be appended to the application:	Appended	If not appended, explain
If you are not registered in Sweden: a certified copy of an identity document as set out in section 1.1.		
CV as set out in section 1.2.		
A description or chart of the entire ownership chain, before and after the acquisition, as set out in section 1.4.		
A description of the group (if relevant) as set out in section 1.5.		
Documentation that supports the financing of the acquisition as set out in section 3.1.		
A business plan and information as set out in sections 4.1–4.3.		