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| **FFFS 2018:15,** *Appendix 1b* |

# Application for Ownership Suitability Assessment – Legal Person

Fill in the information in the form below by checking the relevant box or providing your response in the space provided. Certain more detailed information may, however, be provided in separate attachments. See the Appendix Checklist on the last page of the form.

*Acquisition* means an acquisition in accordance with Chapter 15, section 1 of the Insurance Business Act (2010:2043) or ownership in the undertaking applying for authorisation, pursuant to Chapter 2, section 1 of the Insurance Business Act, to conduct insurance business.

*Target company* refers to the undertaking applying for authorisation to conduct insurance business pursuant to Chapter 2, section 1 of the Insurance Business Act, or the undertaking that is the object of the acquisition.

*Acquirer* is the natural owner of the undertaking applying for authorisation to conduct insurance business pursuant to Chapter 2, section 1 of the Insurance Business Act or who is applying for authorisation pursuant to Chapter 15, section 1 of the Insurance Business Act to acquire a target company.

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

## 1 General

### 1.1 Basic information

1. Refers to the assessment

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| [ ]  | authorisation to conduct insurance business in accordance with Chapter 2, section 1 of the Insurance Business Act (2010:2043), or |
| [ ]  | authorisation for acquisition in accordance with Chapter 15, section 1 of the Insurance Business Act |

2. State the name of the acquirer (including personal ID number or equivalent)

Click here to enter text.

3. Name of the target company (including corporate identity number)

Click here to enter text.

4. Are there other undertakings under Finansinspektionen’s supervision that are affected by the acquisition?

[ ]  Yes [ ]  No

If yes, which undertaking(s) (including corporate identity number)?

Click here to enter text.

### 1.2 Contact details

Whom should Finansinspektionen contact about this assessment?

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| --- | --- |
| First name: | Click here to enter text. |
| Last name: | Click here to enter text. |
| Title: | Click here to enter text. |
| Name of the undertaking: | Click here to enter text. |
| Address: | Click here to enter text. |
| Telephone number: | Click here to enter text. |
| Email: | Click here to enter text. |

## 2 Information about the acquirer

### 2.1 Information about the undertaking

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| --- | --- |
| Name of the undertaking: | Click here to enter text. |
| Corporate identity number or equivalent: | Click here to enter text. |
| Address: | Click here to enter text. |
| Telephone number: | Click here to enter text. |
| The undertaking’s business: | Click here to enter text. |

### 2.2 Registration certificate

Append a registration certificate that is at the most two months old.

### 2.3 Financial position

1. Provide information about the financial conditions in accordance with one of the following three options

a) append the most recently adopted annual report, if one exists,

b) if there is no adopted annual report, append the balance sheet and profit and loss account for the past year, or

c) if there is no balance sheet and profit and loss account for the past year, append a pro forma balance sheet and profit and loss account for the next three years.

2. If a credit rating exists, append it.

### 2.4 Board of directors and executives

1. State board members, alternate board members, the managing director and the deputy managing director.

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| **Name** | **Personal ID number** **(or date of birth)** | **Position or role** |
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2. All persons mentioned above must fill out and sign Appendix 1c.

### 2.5 Describe the ownership chain

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

Participations shall be stated as a percentage of the issued participations. If the voting rights differ from the participations, also state the number of votes as a percentage of the total number of votes.

Also, list owners that in any other way have a significant influence over the undertaking subject to acquisition, the *target company*. List the nature of the business and the registered office for each undertaking in the ownership chain. Also, indicate which undertakings are under the supervision of Finansinspektionen or an equivalent foreign authority.

### 2.6 Describe the group, if any

Append a description or overview of any group, according to the definition in Chapter 19 of the Insurance Business Act (2010:2043), following the acquisition.

The number of participations shall be stated as a percentage of the number of issued participations. If the number of voting rights differs from the number of participations, also state the number of votes as a percentage of the total number of voting rights.

Also, list owners that in any other way have significant influence over the target company. Also, indicate which undertakings are under the supervision of Finansinspektionen or an equivalent foreign authority.

For each undertaking that is part of such a group, state if it is

– an insurance holding undertaking,

– a financial holding undertaking,

– a mixed financial holding undertaking,

– under the supervision of Finansinspektionen or an equivalent foreign authority, or

– not subject to such financial supervision.

### 2.7 Common interests

Have you any form of common interest with any person(s) below, which could affect influence in the target company?

– other shareholders,

– other parties entitled to vote,

– other persons or undertaking that although not shareholders have the ability to exercise similar influence over the target company, or

– managing directors, deputy managing directors or board members.

*Common interests* that can affect influence refers to e.g. shareholder agreements or other agreements concerning common ownership.

[x]  Yes [ ]  No

If yes, please explain:

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| Click here to enter text. |

### 2.8 Conflicts of interest

Will any conflict(s) of interest arise out of the acquisition?

[ ]  Yes [ ]  No

If yes, describe the conflicts of interest and how they can be managed:

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| Click here to enter text. |

### 2.9 Reputation of the acquirer

1. Has the undertaking

a) in the past five years been (or still are) party to arbitration proceedings or civil or management proceedings concerning tax or business?

[ ]  Yes [ ]  No

b) in the past five years been (or still is) the object of a composition or company reconstruction or an equivalent process in another country?

[ ]  Yes [ ]  No

c) been the subject of an intervention (for example an administrative fine, injunction to take action, remark, warning or withdrawal of authorisation) by a supervisory authority in Sweden or in another country?

[ ]  Yes [ ]  No

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

[ ]  Yes [ ]  No

e) in the past ten years been the subject of a fit and proper assessment by a foreign competent supervisory authority?

[ ]  Yes [ ]  No

If yes, append a copy of the decision of the foreign authority.

2. If you have answered yes to any of the questions under 1, please explain the circumstances:

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| Click here to enter text. |

## 3 Information about the acquisition

### 3.1 Size of the acquisition

Specify the size of the holding the undertaking intends to acquire in the target company. The number of participations shall be stated as a percentage of the number of issued participations. State the number of participations before and after the acquisition (direct and indirect). If the voting rights differ from the number of participations, also state the number of votes as a percentage of the total number of votes.

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| Click here to enter text. |

### 3.2 Acquisition date

State the expected date of acquisition.

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| Click here to enter text. |

### 3.3 Purpose of the acquisition

State the purpose of the acquisition. Do not answer this question if the information can be concluded

from 4.1.1a.

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| Click here to enter text. |

### 3.4 Financing the acquisition

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

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| Click here to enter text. |

2. Is there any cooperation with a natural or legal person with regard to financing the acquisition?

[ ]  Yes [ ]  No

If yes, please explain the circumstances:

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| Click here to enter text. |

## 4 Scheme of operations and detailed information about the acquisition

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

– ownership signifies control, cf. Chapter 1, section 4 of the Annual Accounts Act (1995:1554) (4.1).

– ownership does not signify control, but totals 20 per cent or more (4.2), or

– ownership is qualifying but below 20 per cent (4.3).

If Finansinspektionen requires additional information to assess the suitability of the acquirer, the authority can also request information in accordance with section 4.1 or 4.2 below.

### 4.1 Information when ownership signifies control

An acquirer has control over the target company if the acquirer directly or indirectly obtains the majority of the votes or participations. Furthermore, an acquirer has control over the target company if the acquirer is a shareholder, and

– has the right to appoint or dismiss a majority of the members of the target company’s administrative, management or supervisory body, or

– via agreements with other owners in the target company has access to more than half of the votes for all shares or participations.

*Business plan*

If the undertaking’s ownership signifies control, append a business plan that includes the following:

1. A *strategic development plan* describing

a) the purpose and objective of the acquisition and how these will be achieved,

b) planned changes to the business of the target company, e.g. products, customers and any eventual reallocation of assets,

c) planned integration of the target company with the acquiring undertaking’s group, and

d) information about the acquirer’s intention and ability to contribute capital to the target company if needed.

2. A *solvency calculation* at the time of the acquisition or at the time of the most recently adopted figures before the acquisition, if the acquisition entails that the target company and the acquirer will become part of a group according to the definition in Chapter 19 of the Insurance Business Act (2010:2043).

3. A specified list of the material risk concentrations and large exposures held by the acquirer at the time of acquisition if the acquirer is a financial undertaking.

4. *Forecasts* for the target company for the coming three years. If the acquisition entails that the target company and the acquirer will become part of a group or in accordance with the definition in Chapter 19 of the Insurance Business Act (2010:2043), forecasts shall also be provided for the group.

The following information shall be included in the forecasts:

a) balance sheet and profit and loss account,

b) important key ratios, and

c) solvency calculation.

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

a) the composition of the board of directors and company management,

b) the organisation’s operational structure (append an organisational diagram), and

c) outsourcing.

### 4.2 Information when ownership does not signify control, but totals 20 per cent or more

If the acquisition does not signify control of the target company, but the holding amounts to 20 per cent or more, the following information about the acquisition shall be appended:

1. information about whether the acquirer intends within the foreseeable future to increase or reduce its holding in the target company,

2. whether the acquirer intends to actively attempt to exercise influence over the undertaking (and specify the circumstances related thereto),

3. a solvency calculation at the time of the acquisition or at the time of the most recently adopted figures before the acquisition, if the acquisition entails that the target company and the acquirer will become part of a group according to the definition in Chapter 19 of the Insurance Business Act (2010:2043), and

4. A specified list of the material risk concentrations and large exposures held by the acquirer at the time of acquisition if the acquirer is a financial undertaking.

### 4.3 Information when ownership is qualifying but below 20 per cent

If the acquisition entails that the ownership is less than 20 per cent but is still a qualifying holding, the following information about the acquisition shall be appended:

1. whether the acquirer intends in the foreseeable future to increase or decrease its holding in the target company, and

2. whether the acquirer intends to actively attempt to exercise influence over the undertaking (and specify the circumstances related thereto).

## 5 Additional information

Provide any additional information to Finansinspektionen below.

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| Click here to enter text. |

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

Date:

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| Click here to enter text. |

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Signature

Name in print

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

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| **The following documents shall be appended** | **Appended** | **If not appended, explain** |
| A certificate of registration that is at the most two months old as set out in section 2.2. |[ ]  Click here to enter text. |
| Adopted annual report or equivalent for the most recent financial year as set out in section 2.3. |[ ]  Click here to enter text. |
| Credit rating, as set out in section 2.3. |[ ]  Click here to enter text. |
| Appendix 1c for all persons set out in section 2.4. |[ ]  Click here to enter text. |
| A description or chart of the entire ownership chain, before and after the acquisition, as set out in section 2.5. |[ ]  Click here to enter text. |
| A description of the group (if any) as set out in section 2.6. |[ ]  Click here to enter text. |
| Documentation that supports the financing of the acquisition as set out in section 3.4.  |[ ]  Click here to enter text. |
| A scheme of operations and information as set out in sections 4.1–4.3. |[ ]  Click here to enter text. |