

Finansinspektionen's Regulatory Code

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This translation is furnished solely for information purposes. Only the printed version of the regulation in Swedish applies for the application of the law.

Regulations amending Finansinspektionen's regulations (FFFS 2013:9) regarding Swedish UCITS;

FFFS 2021:19

Published on
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decided on 22 June 2021.

Finansinspektionen prescribes pursuant to section 18, points 2, 6–8, 11, 16 and 37 of the Swedish UCITS Ordinance (2013:588) in respect of Finansinspektionen's regulations (FFFS 2013:9) regarding Swedish UCITS

in part that Chapter 5, section 4 shall be repealed,
in part that Chapter 1, section 9; Chapter 2, sections 7 and 9; Chapter 5, section 3; Chapter 8a, section 23; Chapter 29, section 22; Chapter 33, section 5, and Appendices 1–6 shall have the following wording.

Chapter 1

Section 9 Unless otherwise stated, the terms and expressions used in these regulations have the same meaning and scope as in the Swedish UCITS Act (2004:46).

In addition, the following terms and expressions are defined as:

1. *Absolute Value at Risk*: Value at Risk expressed as a maximum percentage of a Swedish UCITS' value.
2. *AIF manager*: the same as in Chapter 1, section 3 of the Alternative Investment Fund Managers Act (2013:561).
3. *General investment policy*: The same as objectives and investment policy pursuant to Article 7 of Commission Regulation (EU) No 583/2010 of 1 July 2010 implementing Directive 2009/65/EC of the European Parliament and of the Council as regards key investor information and conditions to be met when providing key investor information or the prospectus in a durable medium other than paper or by means of a website.
4. *Alternative investment fund*: the same as in Chapter 1, section 2 of the Alternative Investment Fund Managers Act.
5. *Employees in strategic management positions*: Employees other than senior management who have management roles and are responsible for the day-to-day activities of the Swedish fund management company, for example employees responsible for portfolio management, personnel, administration or marketing.
6. *The delegated regulation for MiFID 2*: Commission Delegated Regulation (EU) 2017/565 of 25 April 2016 supplementing Directive 2014/65/EU of the European

Parliament and of the Council as regards organisational requirements and operating conditions for investment firms and defined terms for the purposes of that Directive.

7. *Discretionary pension benefit*: A pension benefit that a Swedish management company grants an employee on an individual basis as part of that employee's variable remuneration package. This does not include accrued benefits earned by employee under the terms of the Swedish management company's pension scheme.

8. *Personal transactions*: trade in a financial instrument which is conducted by a relevant person or on behalf of a relevant person if at least one of the following criteria is met:

a) The relevant person is acting outside of the scope of the activities he or she carries out in his/her capacity as a relevant person.

b) The transaction is carried out on behalf of any of the following persons:

– the relevant person,

– another person with whom the relevant person has a close relationship or close links,

– a person with whom the relevant person has such links that the relevant person has a direct or indirect material interest in the outcome of the transaction, other than a fee or commission for the execution of the transaction.

9. *Remuneration*: All remuneration and benefits from the Swedish management company to an employee. Remuneration and benefits from the Swedish management company refer, for instance, to cash salary and other cash remuneration, remuneration in the form of shares or participations in a Swedish UCITS, or an instrument that attains a corresponding community of interest as units in a Swedish UCITS, pension provisions, severance payments or company cars.

10. *Remuneration policy*: The grounds and principles on which remuneration shall be based, applied and monitored, as well as on which a Swedish management company shall define which employees can impact the company's risk level and that of for each managed Swedish UCITS.

11. *Unit holder*: a natural or legal person or a Swedish UCITS, an alternative investment fund, a foreign UCITS or the equivalent holding one or more units in a Swedish UCITS or a foreign UCITS.

12. *Trading venue*: a regulated market, a trading facility, a systematic internaliser in accordance with Chapter 1, section 4b of the Securities Market Act (2007:528), a market maker within the EEA or another person providing liquidity within the EEA or an equivalent entity to any of the above outside of the EEA.

13. *Internal rules*: policy and governance documents, guidelines, instructions or other written documents adopted by the board of directors or the managing director and through which the operations are controlled.

14. *Investors*: every unit holder or presumptive unit holder.

15. *Control function*: a Swedish management management company's function(s) for risk management, compliance and internal audit or the equivalent.

16. *Client*: a natural or legal person or a Swedish UCITS, a foreign UCITS or the equivalent that provides fund-related operations, discretionary portfolio management or such services as those referred to in Chapter 7, section 1, first paragraph of the Swedish UCITS Act via a Swedish management company.

17. *Liquidity risk*: the risk that a position in a Swedish UCITS cannot be sold, redeemed or terminated at limited cost within a reasonable period of time and, therefore, that the fund cannot observe Chapter 4, section 13, first paragraph, first sentence of the Swedish UCITS Act at all times.

18. *Market risk*: The risk of loss in a Swedish UCITS due to changes in the market value of positions held by the fund as a result of altered market variables, such as interest rates, foreign exchange rates, share and commodity prices or an issuer's creditworthiness.

19. *Counterparty risk*: The risk of loss in Swedish UCITS due to the counterparty in a transaction not fulfilling its obligations before the transaction is settled.

20. *Operational risk*: the risk of loss in a Swedish UCITS due to insufficient internal procedures with regard to personnel and systems in the Swedish management company or external factors, legal and documentation-related risks, and risks resulting from trading, settlement and valuation procedures.

21. *OTC derivatives*: such derivative instruments as referred to in Chapter 5, section 12, second paragraph of the Swedish UCITS Act.

22. *Person with whom a relevant person has a close relationship*:

- a) the spouse or co-habitee of the relevant person,
- b) minor children under the charge of the relevant person, and
- c) other parties closely related to the relevant person that have shared a household with this person for at least one year at the time of the transaction in question.

23. *Investment strategies*: the general basis for the strategic investment of assets and the investment techniques required to ensure that the general investment policy for each Swedish UCITS is implemented properly and effectively.

24. *Portfolio transaction*: A transaction on behalf of a Swedish UCITS carried out by a Swedish management company as a part of its fund operations.

25. *Relative Value at Risk*: a Swedish UCITS' Value at Risk divided by Value at Risk for the fund's reference portfolio.

26. *Relevant person*:

- a) a member of the board of directors, a partner, the managing director, or a another manager of the Swedish management company,
- b) an employee of the company and any other natural person who performs services for the Swedish management company, is under the control of the company, or is involved in conducting fund operations on behalf of the company, and
- c) a natural person, who, within the framework of a delegation agreement, conducts part of the fund operations on behalf of the Swedish management company.

27. *Risk limit system*: a documented system of appropriate internal investment limits for a Swedish UCITS that is designed to manage all of the fund's material risks and ensure that the management of the fund occurs in compliance with the law, other regulations and the fund's rules.

28. *Risk-takers*: An employee belonging to a category of staff whose professional activities can have a material impact on the risk profile of a Swedish management company or a managed Swedish UCITS. This normally applies to employees who can enter into agreements or take positions on behalf of the Swedish management company or a managed Swedish UCITS or in any other way impact the Swedish management company or the managed Swedish UCITS' risk.

29. *Variable remuneration*: Remuneration, the amount or size of which is not determined in advance. Variable remuneration does not include commission-based salary not linked to future risk assumptions that may alter a Swedish management company's or a Swedish UCITS' income statement or balance sheet.

30. *Synthetic risk and reward indicator*: the same as the synthetic indicator pursuant to Article 8 of Commission Regulation (EU) No. 583/2010.

31. *Identified staff*: Senior management as well as employees in the following categories of staff and who have not be exempted pursuant to Chapter 8a, section 5:

- a) employees in strategic management positions,
- b) employees responsible for control functions,
- c) risk takers, and
- d) employees whose total remuneration is equal to or exceeds , the total remuneration to any of the members of senior management.

32. *Capital Requirements Regulation*: Regulation (EU) No 575/2013 of the European Parliament and of the Council of 26 June 2013 on prudential requirements for credit institutions and amending Regulation (EU) No 648/2012.

33. *Value at Risk*: A measure of the highest expected loss at a given confidence interval, during a certain period characterised by normal market conditions.

34. *Durable medium*: any means which

- a) enables the client to store information addressed personally to the client in a way accessible for future reference and during a period of time adequate for the purposes of the information, and
- b) allows unchanged reproduction of the information stored.

35. *Senior management*: the managing director, the deputy managing director, and other members of a Swedish management company's governing body or a similar body that reports directly to the board of directors or the managing director.

36. *Investment Firms Regulation*: Regulation (EU) 2019/2033 of the European Parliament and of the Council of 27 November 2019 on the prudential requirements of investment firms and amending Regulations (EU) No 1093/2010, (EU) No 575/2013, (EU) No 600/2014 and (EU) No 806/2014.

Chapter 2

Section 7 A Swedish management company included in a group or a consolidated situation in accordance with Article 18 of the Capital Requirements Regulation or Article 7 of the Investment Firms Regulation shall ensure that the business plan includes a schematic overview of the group's or the consolidated situation's structure, information regarding the individual undertakings that form this group and their share of ownership in the company applying for authorisation. The Swedish management company shall submit information outlining all links in the ownership chain.

It shall also be stated in the business plan whether the company is included in a financial conglomerate pursuant to the Special Supervision of Financial Conglomerates Act (2006:531).

Information shall also be provided where the company has close relations with any legal or natural person in the manner stated in Chapter 1, section 2 of the Swedish UCITS Act (2004:46).

Section 9 In its business plan, a Swedish management company shall provide a forecast for its economic situation over the immediately following three financial years. The company shall account for the assumptions upon which the forecast is based. The forecast shall include

1. a balance sheet and a profit and loss account,
2. an analysis of the capital requirements pursuant to Chapter 2, sections 8–10 of the Swedish UCITS Act (2004:46), and
3. a description of how the result of the balance sheet and profit and loss account will affect the initial capital that the company shall have in accordance with the Swedish UCITS Act.

In the business plan, the company shall provide information on calculated fixed costs for the first financial year. Where the operations have been conducted over a period of more than one year, the business plan shall be regularly updated on an ongoing basis with information regarding fixed costs for the preceding year.

A sensitivity analysis shall also be provided showing how changed assumptions, for example for assets under management and performance in managed funds, will affect stated forecasts and capital requirements in accordance with the Swedish UCITS Act.

A Swedish management company shall account for how it intends to finance its operations.

Chapter 5

Section 3 A Swedish management company may include in its own funds the items included in the own funds according to Articles 25–91 of the Capital Requirements Regulation and Chapter 3, sections 1–3 of Finansinspektionen's regulations and general guidelines (FFFS 2014:12) regarding prudential requirements and capital buffers.

Chapter 8a

Section 23 A Swedish management company shall ensure that at least 50 per cent of the variable remuneration consists of

1. units in the Swedish UCITS in question, or
2. instruments achieving a corresponding common interest as units in the Swedish UCITS in question.

The first paragraph shall only be applied at a Swedish management company whose management of Swedish UCITS represents at least 50 per cent of the total portfolio under the company's management.

The first paragraph shall be applied to both the deferred portion of the variable remuneration and the portion not deferred.

Chapter 29

Section 22 The prospectus for a Swedish UCITS shall contain information about the damages obligation pursuant to Chapter 2, section 21 of the Swedish UCITS Act (2004:46).

Chapter 33

Section 5 At the end of every quarter, a Swedish management company shall submit a quarterly report to Finansinspektionen for the company. The report shall contain a profit and loss account and a balance sheet with specifications as well as information regarding the calculation of own funds and capital requirements.

These regulations shall enter into force on 29 June 2021 in respect of Chapter 2, section 9 section and Chapter 5, section 4, and on 07 July 2021 for the rest of the regulations.

ERIK THEDÉEN

Kristina Wollter

*Appendix 1***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 an undertaking that is applying for authorisation to conduct financial business. *Target company* in this point refers to the undertaking that is applying for authorisation to conduct business. *Acquirer* refers in this point to the physical owner of the undertaking that is applying for authorisation to conduct business.

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

Application form

Fill in the information in the form below. Some of the information 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: _____

Email: _____

Fax: _____

Name of the acquirer: _____

Firm under acquisition (including CIN)?

Exemption from submitting certain information

Are you citing Chapter 6, section 2 or 7 of these regulations as a reason for being exempt 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 reference number and the information that was submitted.

1 Information about the acquirer

Personal information

1.1 Enter personal details in accordance with the following.

If you are registered in Sweden

First name: _____
 Surname: _____
 Personal identification number: _____
 Address: _____
 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 number: _____
 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 situation

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.

Holdings shall be stated as a percentage of the issued shares. If the number of votes differs from that of shares, also state the number of votes as a percentage of total votes.

Also report the owners that in any other way have a significant influence over the undertaking being acquired, *the target company*. State the business and registered office for all undertakings in the chain of ownership. Also specify the undertakings that are subject to supervision by Finansinspektionen or an equivalent foreign authority.

Describe groups, if applicable

1.5 Append a description or chart of the undertakings that after the acquisition are part of a consolidated situation, if applicable, in accordance with Article 18 of the Capital Requirements Regulation or Article 7 of the Investment Firms Regulation.

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

Also list owners who in any other way have significant influence over the target company. Also specify the undertakings that are subject to supervision by Finansinspektionen or an equivalent foreign authority.

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

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

Board and governing body assignments

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

Firm name (including CIN)	Type of business	Registered office	Position on board and title

Ownership involving control

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

Firm name (including CIN)	Type of business	Registered office	Holding (per cent)

Close relations holding shares

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

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

Close relation refers to a spouse, cohabitee, child, parent or other relation with whom you share living accommodations.

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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 company:

- other shareholders,
- other parties entitled to vote,
- other persons or undertakings 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 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) in 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 for which imprisonment is included in the range of punishments?

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 a commercial undertaking 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 from 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 undertaking 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) been sanctioned by either a Swedish or foreign supervisory authority?

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 your right to conduct business or a profession 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 authority?

Yes

No

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

2 Information about the acquisition

2.1 Specify the size of the holding you intend to acquire in the target company. The number of shares shall be stated as a percentage of the total number of shares issued. State the number of shares 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 State the purpose of the acquisition. Do not answer this question if this information appears 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 Scheme of operations and detailed information about the acquisition

Provide information about the acquisition in accordance with one of the following options:

- | – ownership involves control¹ (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).

| ¹ Cf. Chapter 1, section 4 of the Annual Accounts Act (1995:1554).

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

- has the right to appoint or dismiss more than half of the members of the undertaking's board of directors or equivalent management body, or
- via agreements with other owners in the target company has access to more than half of the votes for all shares.

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 company, e.g. products, customers and any eventual reallocation of assets,
 - c) the planned integration of the target company with the acquirer's group, if relevant, and
 - d) information about the acquirer's intent and ability to contribute capital to the target company if needed.
2. *Forecasts* for the target company for the coming three years.

The following information shall be provided in a forecast:

- a) balance sheet and profit and loss account,
- b) important key ratios, and
- c) capital adequacy calculation.

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

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

4.2 Information when ownership does not involve control

If the acquisition does not involve the acquirer obtaining control over the target company, but results in the holding amounting to 20 per cent or more, the following information about the acquisition shall be enclosed:

1. if 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 target company (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 enclosed, state the reason
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 and 4.2.		

*Appendix 2***Application for ownership assessment – legal person**

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

1. If the legal person intends to directly or indirectly acquire a financial institution and needs to apply for permission for the acquisition.
2. If the legal person has a qualifying holding in an undertaking that is applying for authorisation to conduct financial business. *Target company* in this point refers to the undertaking that is applying for authorisation to conduct business. *Acquirer* in this point refers to the legal owner of the undertaking that is applying for authorisation to conduct business.

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

Application form

Fill in the information in the form below. Some of the information 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: _____
 Email: _____
 Fax: _____

Name of the acquirer:

Firm under acquisition (including CIN)?

Exemption from submitting certain information

Is the undertaking citing Chapter 6, section 2, 6 or 7 of these regulations as a reason for being exempt from submitting certain information?

Yes

No

If yes, please explain.

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

1 Information about the acquirer

Details about the acquirer

1.1 Enter personal details about the acquirer in accordance with the following.

Full name of the undertaking: _____

CIN/registration no.: _____

Head office address: _____

Telephone number: _____

1.2 State the business of the acquirer:

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

Financial situation

1.4 Append the most recently adopted annual report.

1.5 If possible, cite credit ratings and credit assessment companies.

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Board of directors and management

1.6 Provide information about board members, alternate board members, the managing director and the deputy managing director.

Name	Personal identification number or date of birth	Position on board and title

1.7 All persons mentioned in 1.6 must fill out and sign Appendix 3c.

Describe the ownership chain

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

Holdings shall be stated as a percentage of the issued shares. If the number of votes differs from that of shares, also state the number of votes as a percentage of total votes.

Also report the owners that in any other way have a significant influence over the undertaking being acquired, *the target company*. State the business and registered office for all undertakings in the chain of ownership. Also specify the undertakings that are subject to supervision by Finansinspektionen or an equivalent foreign authority.

Describe groups, if applicable

1.9 Append a description or chart of the undertakings that after the acquisition are part of a consolidated situation, if applicable, in accordance with Article 18 of the Capital Requirements Regulation or Article 7 of the Investment Firms Regulation.

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

Also list owners who in any other way have significant influence over the target company. Also specify the undertakings that are subject to supervision by Finansinspektionen or an equivalent foreign authority.

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

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

Common interests

1.10 Describe any common interests the undertaking may share with the following persons that could have an impact on the target company:

- other shareholders,
- other parties entitled to vote,
- other persons or undertakings 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 have an impact refer to e.g. shareholder agreements or other agreements concerning common ownership.

Conflicts of interest

1.11 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

1.12 Has the undertaking

a) in the past five years, been (or still is) party to arbitration proceedings, civil legal proceedings, or administrative proceedings concerning tax or business activities?

Yes

No

b) during 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 sanctioned by either Swedish or foreign supervisory 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 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 authority?

Yes

No

1.13 If you have answered yes to any of the questions under 1.12, please explain the circumstances:

2 Information about the acquisition

2.1 Specify the size of the holding the undertaking intends to acquire in the target company. The number of shares shall be stated as a percentage of the total number of shares issued. State the number of shares 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 State the purpose of the acquisition. Do not answer this question if this information appears in 4.1.1a.

3 Financing the acquisition

3.1 Specify how the undertaking intends 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 Scheme of operations and detailed information about the acquisition

Provide information on the acquisition according to one of the following three options:

- | – ownership involves control¹ (4.1),
- | – ownership does not entail 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.

| ¹ Cf. Chapter 1, section 4 of the Annual Accounts Act (1995:1554).

4.1 Information when ownership involves control

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

- has the right to appoint or dismiss more than half of the members of the undertaking's board of directors or equivalent management body, or
- via agreements with other owners in the target company has access to more than half of the votes for all shares.

Business plan

If the undertaking's 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 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 intent and ability to contribute capital to the target company if needed.
2. A *capital adequacy calculation* at the time of the acquisition or at the time of the most recently adopted figures before the this time, if the acquisition entails that the target company and the acquirer will become part of a consolidated situation in accordance with Article 18 of the Capital Requirements Regulation or Article 7 of the Investment Firms Regulation.
3. A list of the large exposures held by the acquirer at the time of the acquisition, if the acquirer is a financial institution.
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 consolidated situation in accordance with Article 18 of the Capital Requirements Regulation or Article 7 of the Investment Firms Regulation, forecasts shall also be submitted for the group.

The following information shall be provided in a forecast:

- a) balance sheet and profit and loss account,
 - b) important key ratios, and
 - c) capital adequacy calculation.
5. A description of how the acquisition will affect governance and organisation of the target company. In particular, specify if the acquisition will affect:
 - a) the composition of the board of directors and management,

- b) the organisation's operational structure (enclose an organisational chart), and
- c) outsourcing.

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

If the acquisition does not involve the acquirer obtaining control over the target company, but results in the holding amounting to 20 per cent or more, the following information about the acquisition shall be enclosed:

1. information about whether the acquirer intends within the foreseeable future to increase or decrease its holding in the target company,
2. whether the acquirer intends to actively attempt to exercise influence over the target company (and specify the circumstances related thereto).
3. a capital adequacy calculation at the time of the acquisition or at the time of the most recently adopted figures before the this time, if the acquisition entails that the target company and the acquirer will become part of a consolidated situation in accordance with Article 18 of the Capital Requirements Regulation or Article 7 of the Investment Firms Regulation, and
4. a list of the large exposures held by the acquirer at the time of the acquisition if the acquirer is a financial institution.

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. if 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 target company (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 legal persons

The following documents shall be appended to the application:	Appended	If not enclosed, state the reason
A certificate of registration that is at the most two months old as set out in section 1.3.		
Adopted annual report for the most recent financial year as set out in section 1.4.		
Appendix 3 for all persons as set out in section 1.6.		
A description or chart of the entire ownership chain, before and after the acquisition, as set out in section 1.8.		
A description of the group (if relevant) as set out in section 1.9.		
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.		

*Appendix 3***Application/notification for senior management in an undertaking which owns a Swedish management company**

If a legal person shall undergo an ownership assessment, the board members, alternate board members, managing director and deputy managing director of the legal person shall submit the information in this appendix to Finansinspektionen. This assessment is part of the ownership assessment that is conducted for a legal person in accordance with Appendix 2.

An assessment shall be carried out in the following situations:

1. If the legal person intends to directly or indirectly acquire a financial institution and needs to apply for permission for the acquisition.
2. If the legal person has a qualifying holding in an undertaking that is applying for authorisation to conduct financial business.
3. If a new board member, alternate member, managing director or deputy managing director are appointed or change position or role in the owner undertaking, a notification shall be sent to Finansinspektionen.

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

Application form

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

Contact information

Whom should Finansinspektionen contact about this assessment?

First name: _____
 Surname: _____
 Title: _____
 Address: _____
 Telephone _____ number: _____
 Email: _____
 Fax: _____

Financial institution under assessment (including comp. reg. no.)?

Information about the owner company

In which owner undertaking are you a board member, alternate board member, managing director or deputy managing director (including comp. reg. no.)?

Position on board and title

Which position on the board and role within the owner company will be assessed?

- ___ chair of the board
- ___ board member
- ___ alternate board member
- ___ managing director
- ___ deputy managing director

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

Personal information

1. Enter personal details in accordance with the following.

If you are registered in Sweden

First name: _____

Surname: _____

Personal identification number: _____

Address: _____

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 number: _____
 Previous nationalities (if any): _____
 Previous name (if any): _____

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

CV

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

Reputation of management

3. Have you

a) in 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 for which imprisonment is included in the range of punishments?

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 3a?

Yes No

c) during the past five years been a board member or managing director or deputy managing director of a commercial undertaking 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 from an assignment as a board member or auditor in another operating company?

Yes No

4. To the best of your knowledge, have you or any undertaking in which you are or have been part of the governing body 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) been sanctioned by either a Swedish or foreign supervisory authority?

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 your right to conduct business or a profession 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 authority?

Yes

No

5. If you have answered yes to any of the questions under 3 and 4, please describe the circumstances of this.

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 the application/notification

The following documents shall be appended to the application/notification	Appended	If not enclosed, state the reason
If you are not registered in Sweden: a certified copy of an identity document as set out in section 1.		
CV as set out in section 2.		

*Appendix 4***Application/notification - management assessment**

A board member, alternate board member, managing director and deputy managing director in financial undertakings shall submit information in accordance with this appendix when applying for authorisation from Finansinspektionen. The management assessment is part of an application for authorisation.

Information in accordance with this appendix shall also be submitted to Finansinspektionen when submitting notification of changes in the positions mentioned above.

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

Application form

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

Contact information

Who should Finansinspektionen contact about this application/notification?

First name: _____
 Surname: _____
 Title: _____
 Address: _____
 Telephone _____ number: _____
 Email: _____
 Fax: _____

The financial undertaking under management assessment (including comp. reg. no.)?

Position on board and title

Which position on the board or role will be assessed?

___ chair of the board

___ board member

- ___ alternate board member
- ___ managing director
- ___ deputy managing director

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

Personal information

1. Enter personal details in accordance with the following.

If you are registered in Sweden

First name: _____
Surname: _____
Personal identification number: _____
Address: _____
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 number: _____
Previous nationalities (if any): _____
Previous name (if any): _____

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

CV

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

Employment, board assignments and management

3. Specify the undertaking in which you are employed, receive consistent assignments or are an appointed board member. Also, indicate if you hold several roles within the same undertaking:

Firm name (including CIN)	Type of business	Registered office	Position on board and title

Qualifying ownership

4. Specify if you either directly or indirectly have a qualifying holding in the undertaking that is under management assessment or if you in any other way have a significant influence:

--

5. Specify any other undertakings in which you hold a direct or indirect qualifying holding or in any other way have significant influence:

Firm name (including CIN)	Type of business	Registered office	Holding (per cent)

Close relations holding shares

6. Indicate if a close relation owns shares in the undertaking under management assessment or in another undertaking that in turn owns shares in the undertaking.

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

Close relation refers to a spouse, cohabitee, child, parent or other relation with whom you share living accommodations.

Conflicts of interest

7. State your position in the undertaking that is under management assessment and any other engagements that you may have that can potentially result in conflicts of interest and describe how these will be handled.

--

Reputation of management

8. Have you

a) in 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 for which imprisonment is included in the range of punishments?

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 8a?

Yes

No

c) during the past five years been a board member or managing director or deputy managing director of a commercial undertaking 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 from an assignment as a board member or auditor in another operating company?

Yes

No

9. To the best of your knowledge, have you or any undertaking in which you are or have been part of the governing body 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) been sanctioned by either a Swedish or foreign supervisory authority?

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 your right to conduct business or a profession 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 authority?

Yes

No

10. If you have answered yes to any of the questions under 8 and 9, please explain the circumstances.

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 the management assessment

The following documents shall be appended to the application/notification	Appended	If not enclosed, state the reason
If you are not registered in Sweden: a certified copy of an identity document as set out in section 1.		
CV as set out in section 2.		

Appendix 5

Establishment of a branch or offering of services through cross-border operations in another country – fund operations

This appendix shall be filled in by Swedish management companies which within the framework of their fund operations intent to establish a branch in another country or offer and provide such services through so-called cross-border operations without establishing a branch.

A Swedish management company intending to establish a branch in another country shall answer questions **1–9**. A Swedish management company intending to offer and provide services through other cross-border operations shall answer questions **1, 2, 6 and 9**.

If the services that will be offered include management of a foreign UCITS pursuant to Chapter 2, section 12, second paragraph or section 15, second paragraph of the Swedish UCITS Act (2004:46), questions **10 and 11** shall also be answered.

This notification will be sent by Finansinspektionen to the relevant supervisory authority in the country of operations.

1. State the full business name and address of the head office in Sweden.

--

2. State the country to which the establishment relates.

--

3. State the business name under which operations will be conducted in the country of operations, complete address as well as the telephone and fax number of the branch.

--

4. State the name and personal ID number of the person who will be responsible for the branch operations. A CV should be appended.

--

5. State whether a board of directors will be appointed for the branch and, where appropriate, the composition and powers thereof.

--

6. State the operations which are intended to be conducted pursuant to Appendix II of Directive 2009/65/EC of the European Parliament and of the Council. The description should be as detailed as possible.

--

7. Describe the internal rules for the manner in which the Swedish management company intends to ensure that sufficient liquidity will be maintained in the branch.

--

8. Describe the branch's organisation (append an organisational chart) and administrative structure.

9. The name and address of the person who may be contacted in connection with this notification.

10. Describe the planned operations, the planned services and the risk management system the Swedish management company intends to apply to its operations.

11. Describe the measures the Swedish management company has taken in order to, in the foreign UCITS's home state, be able to

a) make payments to unit holders,

b) redeem units,

c) provide information, and

d) handle complaints.

The undersigned hereby confirms that the above information is correct and undertakes to notify Finansinspektionen and the supervisory authority in the country of operations immediately upon any change in the above circumstances.

| Place and date

Name

Position

Name

Position

Appendix 6

Establishment of a branch or offering of services through cross-border operations in another country – discretionary portfolio management

This appendix shall be filled in by Swedish management companies authorised to conduct discretionary portfolio management with regard to financial instruments and intend to establish a branch in another country or offer and provide such services through so-called cross-border operations without establishing a branch.

A Swedish management company intending to establish a branch in another country shall answer the questions below. A Swedish management company intending to offer and provide services through other cross-border operations shall answer questions **1, 2, 6** and, where appropriate, **7 and 9**.

This notification will be sent by Finansinspektionen to the relevant supervisory authority in the country of operations.

1. State the full business name and address of the head office in Sweden.

2. State the country to which the establishment relates.

3. State the business name under which operations will be conducted in the country of operations, complete address as well as the telephone and fax number of the place of operations in the country of the branch.

4. State the name and personal ID number of the person who will be responsible for the branch operations. A CV should be appended.

5. State whether a board of directors will be appointed for the branch and, where appropriate, the composition and powers thereof.

--

6. State the services which are intended to be conducted in accordance with that set out below:

- a) Discretionary portfolio management regarding financial instruments.
- b) Acceptance of units for safekeeping.
- c) Acceptance of assets subject to a reporting obligation
- d) Provide investment advice with regard to such financial instruments as set out in Chapter 5 of the Swedish UCITS Act (2004:46).

The description should be as detailed as possible.

--

7. Describe the instructions for the manner in which the Swedish management company intends to ensure that sufficient liquidity will be maintained in the branch.

--

8. Describe the branch's organisation (append an organisational chart).

--

9. The name and address of the person who may be contacted in connection with this notification.

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The undersigned hereby confirms that the above information is correct and undertakes to notify Finansinspektionen and the supervisory authority in the country of operations immediately upon any change in the above circumstances.

| Place and date

Name

Position

Name

Position