



Application for Holding Company approval or exemption

Full name of applicant:

The notes that accompany this form will help you to answer our questions and include relevant links to documents and help pages. The notes are on the PRA website.

Purpose of this form

We will only approve or exempt a financial holding company or mixed financial holding company (M/FHC) if we are satisfied that it meets requirements set out in Article 192P and 192R of the FSMA. The information in this pack is needed to help us to assess whether the applicant satisfies these requirements.

Please refer to the section below for the contents of this form and details of what must be submitted for each requirement.

You must answer the questions on this form, stating whether you are applying for approval or exemption.

For the purposes of complying with data protection legislation, please read our privacy notice:

Bank of England's privacy notice <https://www.bankofengland.co.uk/prudential-regulation/authorisations>

This notice tells you what to expect when the Bank of England collects personal information, including how and why we use your personal information and who to contact if you have any queries or wish to exercise your rights.

It is important that you provide accurate and complete information and disclose all relevant information.

Terms in this application pack

In this application pack we use the following terms:

- 'you' refers to the persons signing the form on behalf of the applicant;
- 'applicant' refers to the company applying for approval or exemption;
- 'PRA', 'we', 'us' or 'our' refers to the Prudential Regulation Authority and/or the Financial Conduct Authority; and
- 'FSMA' refers to the Financial Services and Markets Act 2000.

Section 1 - Core details

We need to know this information to contact you during our assessment, to enable efficient processing of your application.

Contact for this application

1.1 Contact details of the person we will get in touch with about this application.

This must be someone who works for the applicant and not a professional adviser.

| | |
|-------|--|
| Title | |
|-------|--|

| | |
|-------------|--|
| First names | |
|-------------|--|

| | |
|---------|--|
| Surname | |
|---------|--|

| | |
|-----------|--|
| Job title | |
|-----------|--|

| | |
|------------------|--|
| Business address | |
| Postcode | |

| | |
|---------|--|
| Country | |
|---------|--|

| | |
|-----------------------------------|--|
| Phone number (including STD code) | |
|-----------------------------------|--|

| | |
|--------------------------|--|
| Mobile number (optional) | |
|--------------------------|--|

| | |
|---------------|--|
| Email address | |
|---------------|--|

Applicant Information

1.2 Principal place of business of applicant

| | |
|-------------------------------------|--|
| Principal place of business address | |
| Postcode | |

| | |
|-----------------------------------|--|
| Country | |
| Phone number (including STD code) | |

| | |
|---------------|--|
| Email address | |
|---------------|--|

1.3 Is the applicant an incorporated company?

- No ▶ Continue to Question 1.4
 Yes ▶ Is the registered office address the same as the principal place of business?
 Yes ▶ Continue to Question 1.4
 No ▶ Give details below

| | |
|---------------------------|--|
| Registered office address | |
| Postcode | |

| | |
|-----------------------------------|--|
| Country | |
| Phone number (including STD code) | |

| | |
|---------------|--|
| Email address | |
|---------------|--|

1.4 Does the applicant have a head office?

- No ▶ Continue to Question 1.5
 Yes, it is the same as address given in Question 1.2
 Yes, it is the same as address given in Question 1.3
 Yes, it is different from the address in Question 1.2 and 1.3, give details below

| | |
|-----------------------------------|--|
| Head office address | |
| Postcode | |
| Country | |
| Phone number (including STD code) | |

| | |
|---------------|--|
| Email address | |
|---------------|--|

1.5 Does the applicant have a website address?

No ▶ Continue to Question 1.6

Yes ▶ Give address below

About the legal status of the applicant

1.6 What type of company is the applicant?

E.g. Private limited company, Public limited company

1.7 Date of incorporation or formation (dd/mm/yyyy)

 / /

1.8 Where was the applicant incorporated or formed?

England/Wales

Scotland

Northern Ireland

1.9 What is the Companies House number?

1.10 You must confirm that all details given in this section match Companies House records

Yes

No ▶ Give details below

Financial year end

1.11 Date of the applicant's financial year end (dd/mm)

 /

Other names

If the name(s) given in 1.12 – 1.13 contain(s) a word or expression that requires the FCA's approval under the Company, Limited Liability Partnership and Business Names (Sensitive Words and Expressions) Regulations 2009, we will consider the

proposed name as part of the approval process. We will contact you if you meet the criteria.

1.12 Does the applicant intend to change the registered name given on the front of this form at approval?

No ▶ Continue to Question 1.14

Yes ▶ Give details below

| | |
|------|--|
| Name | |
|------|--|

1.13 Does the applicant intend to use any trading names as well as the name given on the front of this form?

No

Yes ▶ Give details below

| | |
|------|--|
| Name | |
|------|--|

Section 2 Applications for approval or exemption

All applicants to complete these questions.

| Information requirement FSMA reference | Question |
|--|--|
| 192Q (3) (a) | <p data-bbox="405 477 1390 640">Please provide information in respect of structural organisation of the group of which the financial holding company or the mixed financial holding company is part, with a clear indication of its subsidiaries and, where applicable, parent undertakings, and the location and type of activity undertaken by each of the entities within the group.</p> <p data-bbox="405 674 1147 707">Please also complete the fields in Tables A and B below.</p> |

192Q (3) (b) &(c)

Please provide information regarding the nomination of at least two persons who are directors of the financial holding company or mixed financial holding company; and

Describe how each director of the financial holding company or mixed financial holding company complies with requirement that they are of sufficiently good reput, and possess sufficient knowledge, skills and experience, to perform their duties as directors.

| | |
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192Q (3) (d)

Please provide the identity of any persons who hold, whether directly or indirectly, qualifying holdings (within the meaning of Article 4(1)(36) of the capital requirements regulation), in the credit institutions or designated investment firms, and the amounts of those holdings.

If no person holds a qualifying holding in the credit institution or designated investment firm, the identity of the 20 largest shareholders in the credit institution or designated investment firm and the amount of their shareholdings

| | |
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192Q (3) (e)

Please describe the internal organisation and distribution of tasks within the group.

Section 3 – Application for Approval

Please complete this section if you are apply for approval.

Please answer all questions in the section.

| Approval Condition FSMA reference | Question |
|---|--|
| 192R Condition A | Please explain and where necessary provide reference to evidence of how the internal arrangements and distribution of tasks within the group of which the company is part are: |
| | (a) adequate for the purpose of complying with the requirements imposed by Directive 2013/36/EU UK law, PRA rules and the capital requirements regulation on a consolidated or sub-consolidated basis, and |
| | |

| | |
|--|--|
| | (b) are effective to: |
| | i. co-ordinate all the subsidiary undertakings of the company, including, where necessary, through an adequate distribution of tasks among subsidiary institutions |
| | |
| | ii. prevent or manage intra-group conflicts; and |
| | |

| | |
|------------------------------------|---|
| | <p>iii. enforce the group-wide policies set by the company throughout the group.</p> |
| | |
| <p>192R Condition B</p> | <p>The PRA must assess whether the structural organisation of the group of which the company is part does not obstruct or otherwise prevent the effective supervision of the subsidiary institutions and parent institutions as concerns the individual, consolidated and, where appropriate, sub-consolidated obligations to which they are subject.</p> <p>Please describe:</p> |
| | <p>(a) the position of the company within the group;</p> |
| | |

| | |
|--|---|
| | (b) the shareholding structure of the company, and the group of which it is part; and |
| | |
| | (c) the role of the company within the group. |
| | |

Table C Consolidated waivers and CRR permissions

Please list any consolidated waivers or CRR permissions the group currently have in force.

| Name of firm (that the permission/waiver is granted to) | FRN | Article/rule reference of the waiver/permission e.g. Article 26.3 | Waiver / CRR permission reference number | Date waiver / CRR permission was granted |
|---|-----|---|--|--|
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Please provide an attestation that for all of the waivers and CRR permissions lists in table C the internal arrangements and distribution of tasks within the group are adequate to enable the effective operation of the permission on a consolidated basis, including for this purpose measures to maintain compliance with conditions on which the permission had been granted.

Attached

Section 4 – Application for exemption

Please note that exemption does not mean the group is exempt from meeting consolidated requirements i.e. if the holding company is exempt the group will still have to meet the consolidated requirements but an operating company will be designated as responsible. If you have more questions regarding the exemption criteria, please contact your usual supervisory contact.

If you are not seeking exemption and gave filled in section 2, please leave this section blank.

If you are applying for exemption tick the following box and fill in the below section.

| Exemption Condition FSMA reference | Question |
|---|---|
| 192P (3)a | Please confirm that the company has not been identified as a resolution entity by the Bank of England. Yes <input type="checkbox"/> No <input type="checkbox"/> |
| 192P (3)b | Please provide the name and FRN of a credit institution or a designated investment firm which is a subsidiary undertaking in the same group as the company that can ensure the group's compliance with prudential requirements on a consolidated or sub-consolidated basis and has the power required to discharge those obligations effectively, whether under contractual arrangements with other companies in the group or otherwise |
| 192P (3)c | Please confirm that the company does not take any management, operational or financial decisions affecting: (i) the group as a whole, or (ii) any of its subsidiary undertakings which are institutions or financial institutions; Yes <input type="checkbox"/> No <input type="checkbox"/> |

Please provide a supporting explanation for your answer referencing relevant evidence.

Section 5 – Application Fee

A regulatory transaction fee of £2,500 is payable in respect of an application for approval or exemption as a holding company made under section 192Q of the Financial Services and Markets Act 2000. Your application is only valid once the application fee has been received.

The preferred method for payment of fees is via BACS, however cheques are also accepted. Please refer to FEES 4 in the FCA Handbook for more information.

BACS method

Please make the payment to the FCA using the details below:

Account name: FCA Collection account
Bank name: Lloyds Bank
Account number: 00828179
Sort code: 30-00-02
Swift code: LOYD GB 2LCTY
Iban code: GB68 LOYD 3000 0200 8281 79.

When you make the payment, please reference it with the following: Title: 'Holding Company application' and the 'company name' (Name of the company applying for approval/exemption).

Please then email your remittance advice and payment details to: fcafees@fca.org.uk and PRA-AuthsVoPscancellations@bankofengland.co.uk.

Cheque method

The cheque should be sent to us at the following address: Prudential Regulation Authority, Authorisations, 20 Moorgate, London, EC2R 6DA but should be made payable to the Financial Conduct Authority as the scheme administrator (please note the FCA cannot accept post-dated cheques) and write the name of the 'Applicant company' and title 'Holding Company Application' on the reverse of the cheque. The Cheque should also be accompanied by a covering letter.

For an application to be considered as complete, it will need to include all of the required information. The information provided must be of sufficient quality and detail to allow us to complete our assessment.

Section 6 – Declarations and signatures

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

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

- D1** I am duly authorised to make this application for approval on behalf of the applicant named on the front of this form.
- D2** I attach the documents requested and I have taken all reasonable steps to ensure they are correct.
- D3** I confirm that the information in this application is accurate and complete to the best of my knowledge and belief.
- D4** I authorise the PRA to make such enquiries and to seek such further information as they think appropriate to verify the information given on this form.
- D5** I understand that the PRA may require the applicant to provide further information or documents at any time after I have sent this application and before the application has been determined.

Who must sign the declaration?

This declaration must be signed by two directors of the applicant.

| Signature one | | Signature two | |
|---------------|----------|---------------|----------|
| Name | | | |
| Position | | | |
| Signature | | | |
| Date | dd/mm/yy | | dd/mm/yy |