

Notification for a Change in Controller (Section 178 notice) Fund Manager

Purpose of this form

This form should be completed by an FCA/PRA authorised fund manager that wishes to acquire control or to increase control in a firm or in a parent undertaking of the firm. Please refer to the Handbook Glossary or section 422 of the Financial Services and Markets Act 2000 (**FSMA**) for the definition of control, controller, shares and voting power.

Important information you should read before completing this form

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

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

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

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

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

Target firms (include FCA/PRA Firm Reference Number)

Filling in the form

1 It is recommended you use your computer to complete the form:

- use the TAB key to move from question to question and press SHIFT TAB to move back to the previous question; and
- to add a new line in tables, press enter when in the cell;

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

Contact details

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

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

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

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

Definitions of terms can be found in the Handbook Glossary:

Controller: <http://fshandbook.info/FS/glossary-html/handbook/Glossary/C?definition=G226>

Control: <http://fshandbook.info/FS/glossary-html/handbook/Glossary/C?definition=G221>

Control function: <http://fshandbook.info/FS/glossary-html/handbook/Glossary/C?definition=G224>

Shares: <http://fshandbook.info/FS/glossary-html/handbook/Glossary/S?definition=G1078>

Voting power: <http://fshandbook.info/FS/glossary-html/handbook/Glossary/V?definition=G1249>

Aggregation of shares and acting in concert guidance:

<http://fshandbook.info/FS/html/handbook/SUP/11/Annex6G>

Parent undertaking: <http://fshandbook.info/FS/glossary-html/handbook/Glossary/P?definition=G832>

Firm: <http://fshandbook.info/FS/glossary-html/handbook/Glossary/F?definition=G430>

Regulatory body: <http://fshandbook.info/FS/glossary-html/handbook/Glossary/R?definition=G979>

1 Controller's details

1.1 Name of investment manager acquiring the listed shares in the course of its fund management activity.

| Firm name | FCA/PRA reference number |
|-----------|--------------------------|
| | |

If you are not a UK (FCA/PRA) authorised firm, you are required to complete the appropriate controller's notification form.

1.2 Can you confirm the following four points?

- i. The firm proposes to acquire and/or dispose of control, on one or more occasions, of any UK domestic firm whose shares, or those of its ultimate parent undertaking, are at the time of the acquisition or disposal of control listed or admitted to listing, on a designated investment exchange.
- ii. That any such acquisitions and/or disposals of control will occur only in the course of the firm's business as an investment manager.
- iii. That the level of control the firm acquires in the pre-approval period will at all times remain less than 20%.
- iv. That the firm will not exercise any influence over the UK domestic firm in which the shares are held, other than by exercising its voting rights as a shareholder or by exercising influence intended to promote generally accepted principles of good corporate governance.

Yes ▶ Continue to question 1.3

No ▶ You must stop completing this form and complete a corporate controller's form.

1.3 List the name(s) of the target firm(s).

| Firm name | FCA/PRA reference number | Current shareholding |
|-----------|--------------------------|----------------------|
| | | |
| | | |
| | | |

1.4 Has the change in control already taken place?

No ▶ Continue to question 1.5

Yes ▶ Give details below

Date change in control took place.

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

1.5 What prompted you to submit the notification at this time?

| |
|--|
| |
|--|

2 Declaration

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

Who must sign the declaration?

| Type of controller | Who must sign (authorised signatory) |
|--------------------|--------------------------------------|
| A fund manager | A director of the fund |

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

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

2.1

| | |
|-----------|--|
| Name | |
| Position | |
| Signature | |
| Date | |

2.2 Are the proposed controllers making this notification in conjunction with the target firm(s); or in other words is this a joint notification?

No

Yes ▶ Complete the table below

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

| | |
|--------------------------------------|--|
| Name | |
| Signing on behalf of (target firm/s) | |
| Position | |
| Signature | |
| Date | |

What to do next - Submitting the form

In order to identify which of the options listed below apply, please go to the 'Firm Register' at www.fca.org.uk and check the 'Regulator section' which will state whether the firm is regulated by the FCA only or by both the FCA and PRA.

Please READ carefully:

- a) **If there is only one target firm in the transaction, is it regulated by both the FCA and PRA?**

- No
 Yes
 N/A ▶ if there is more than one target firm please go to question b

If the answer is:

No ▶ please send your notification to the FCA

Yes ▶ please send your notification to the PRA (you may wish to consider sending a notification marked 'COPY' to the FCA)

- b) **If there is more than one target firm in the transaction, are any of the target firm(s) regulated by both the FCA and PRA?**

- No
 Yes

If the answer is:

No ▶ please send your notification to the FCA

Yes ▶ please send your notification to the PRA and the FCA

Please also CONFIRM the following:

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

- No
 Yes - please state which controller(s) (FRN number, if applicable)

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

- No
 Yes - please state which Group (FRN number, if applicable)

Contact details for both the FCA and PRA can be found below.

By Email

1. The FCA/PRA recommend that you submit your notification via email.
2. Please send your notification to the FCA at cic-notifications@fca.org.uk
3. Please send your notification to the PRA at PRA-ChangeinControl@bankofengland.co.uk
4. Please note that emails containing attachments larger than **20mb** will get rejected by the server. In these cases, please submit your notification by post.
5. Accepted file types are: Microsoft Word, Microsoft Excel, Microsoft PowerPoint, Microsoft Project, PDF Adobe Acrobat files, BMP (image files created in paintbrush) TIFF files (fax), and Text files. Please note that emails with attachments that include file types that are not listed may result in your notification being acknowledged as incomplete.
6. Notifications received after 16:00 hours will be treated as being received on the following working day.
7. Unless requested, you do not need to submit the original documentation provided in your email. However we recommend that you retain a copy throughout the application process.
8. Section 2 declaration – The FCA/PRA will accept electronic signatures. Alternatively you should print this section, sign the declaration, scan it and then attach to your emailed notification.

By Post

1. If you are submitting confidential/sensitive information, the FCA/PRA recommend that you send your notification via courier.
2. Please send your postal notification to the FCA at:

Change in Control Team
The Financial Conduct Authority
12 Endeavour Square
London
E20 1JN

3. Please send your postal notification to the PRA at:

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