



## DIRECTION NOTICE

### Powers exercised

A. The Prudential Regulation Authority (“PRA”) gives the directions contained in this notice in the exercise of the following powers and related provisions in the Financial Services and Markets Act 2000:

(1) section 179 (Requirements for section 178 notices).

### Purpose

B. The purpose of these directions is to amend the forms set out in the Annexes to this notice.

### Direction – Amendment to forms

C. The PRA gives the directions in the Annexes to this notice, amending each of the forms in column (1) below in accordance with the corresponding Annex listed in column (2).

(1)	(2)
Notification for Change in Controller (Section 178 notice) – Partnership	A
Notification for Change in Controller (Section 178 notice) – Individual	B
Notification for Change in Controller (Section 178 notice) – Corporate	C
Notification for Change in Controller (Section 178 notice) – Intragroup transactions	D

### Effect

D. These directions take effect on 18 September 2015.

### Decision Maker

E. The decision to give these directions was made by Andrew Bailey, Chief Executive Officer, on behalf of the PRA.

**18 September 2015**



BANK OF ENGLAND  
PRUDENTIAL REGULATION  
AUTHORITY

## Annex A

### **Amendment to: Notification for Change in Controller (Section 178 notice) – Partnership**

In this Annex new text is underlined and deleted text is struck through.



# Notification for Change in Controller

(Section 178 notice)

Partnership

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## Purpose of this form

This form should be completed by a partner of a partnership 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

To comply with the Data Protection Act 1998, any personal information provided to the FCA/PRA will be used to discharge our statutory functions under FSMA and other relevant legislation; it may be disclosed to third parties for those purposes.

**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 us why, the FCA/PRA will have to treat the notification as incomplete, which will result in delays. We 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 the FCA/PRA Firm Reference Number, if applicable)

**Target firms** (include the 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 About the notification

Please note that prior approval is required for proposed changes in control or increases in control to enter a higher control band. Even if the change in control or increase in control has already taken place without prior FCA/PRA approval, the FCA/PRA must still assess the suitability of new controllers that did not have prior approval. Therefore, a controller notification form should still be completed and submitted as soon as possible to allow a retrospective assessment of the change(s).

Has information been provided in another controller notification form?

- No ▶ Proceed to question 1.1  
 Yes ▶ Give details below and continue to section 2

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Do not leave any questions blank. If a question appears to be not applicable, state 'N/A' and explain why it is not applicable.

**1.1 Has the change in control already taken place?**

- No ▶ Give proposed date below and continue to question 1.2  
 Yes ▶ Give date below and continue to question 1.2

Date change in control took / is intended to take place.

Date	dd/mm/yy
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**1.2 What prompted you to submit the notification at this time? If this notification is being submitted after the event, include details of why prior approval had not been sought for the change(s).**

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**1.3 Are you aware of other notifications that relate to this change in control?**

(For example, another notification for a change in control, an approved person notification, a Variation of Permission, Waiver, etc.)

- No ▶ Continue to section 2  
 Yes ▶ Give details below

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## 2 About the target firm(s)

Has information been provided in another controller notification form?

- No ▶ Proceed to question 2.1
- Yes ▶ Give details below and proceed to Section 3

### 2.1 Please list name(s) of the FCA/PRA-regulated firms undergoing the change in control (target firm(s)) and all the proposed controllers involved in this transaction.

You may complete a notification for more than one target firm with the same new controller(s) or for more than one proposed controller for a single target firm. The relevant sections for each controller should be completed (make copies if necessary) and each controller (and target firm if this is a joint notification) must sign the declaration page in section 11.

Please list the names of all proposed controllers or existing controllers applying to increase their control of the named target firm(s). From now on, if the form refers to a controller, the FCA/PRA mean the proposed new controller or controller proposing to increase their control of the target firm(s) (unless otherwise stated). Give the current (before the change) and proposed (after the change) percentages of control for each controller for each relevant target firm in the table below.

In the column headed 'Description of control', please provide information on how the control is to be held (e.g. through shares, capital contribution, voting power, acting in concert, direct or via a parent, etc). Please refer to our Handbook Glossary for the definition of control, controller, shares and voting power.

You should consider, in line with the above definitions, persons acting in concert and significant influence when completing the table below.

Target firm FCA/PRA number	Target firm name(s)	Proposed controller name(s)	Proposed controller FCA/PRA number/ Registered no/ Date of birth	Proposed controller current control %	Proposed control % after the change	Description of how control is held (e.g. direct or via another entity; shares / voting power etc)

### 3 Partnership controller's details

3.1 Name of partnership controller:

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3.2 Legal status of partnership controller:

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3.3 Registration number of partnership controller.

If registered outside the UK, give equivalent reference number.

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3.4 What is the head office address of the partnership controller?

Address			
County			
Country			
Postcode			

3.5 Is the partnership controller financially solvent?

- No ▶      **Please provide financial statements for the last three financial periods, approved, if possible, by an auditing firm; including balance sheet, profit and loss accounts/income statements, annual reports and financial annexes.**
- Yes ▶
- (See 10.1.2 in the 'Supporting documents' section)

3.6 Give an overview of the partnership controller's entrepreneurial activities to date.

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3.7 The questions that follow relate to information on:

- the partnership controller;
- any company under its control or in its group;
- any person with a position of influence over, or who effectively runs the business of, the partnership controller; and
- any other firm at which such a person, the partnership controller or any company under its control or in its group, holds or has ever held a position of influence (regarding matters arising during their association with the firm and up to one year after that association ceased).



In this section, all of the above will be referred to together as 'the controller and/or related persons / firms'.

### Criminal proceedings

In answering the questions in this part you should include matters whether in the UK or overseas. By virtue of the Rehabilitation of Offenders Act 1974 (Exceptions) Order 1975, if you are subject to the law of England and Wales, you must also disclose spent convictions and cautions (other than protected convictions and cautions).

#### 3.7.1a ~~Has the controller and/or any persons with a position of influence over, or who effectively runs the business of the controller, ever:~~

- (1) been convicted of any criminal offence? (Include any conviction of an offence for which an absolute or conditional discharge was received. You should include traffic offences only if they resulted in a ban from driving or involved driving without insurance.)  
 No       Yes
- (2) received a caution in relation to any criminal offence?  
 No       Yes
- (3) been arrested, summonsed or charged with any criminal offence, been otherwise prosecuted for any criminal offence or been the subject of any criminal proceeding or criminal investigation?  
 No       Yes
- (4) been ordered to produce documents related to any criminal investigation or been the subject of a search (with or without a warrant) related to any criminal investigation?  
 No       Yes

Include all matters even where the arrest, charge, prosecution or investigation did not result in a conviction and, in respect of 3.7.1a(4) even where the controller and/or related persons / firms themselves were not the subject of the investigation. However, in providing information in response to 3.7.1a you do not need to disclose details of any specific individuals who were subject to historic (as opposed to ongoing) criminal investigations, prosecutions, summons or other historic criminal proceedings.

#### 3.7.1b

- (1) Has any person with a position of influence over, or who effectively runs the business of the controller ever been convicted of any criminal offence? (Include any conviction of an offence for which an absolute or conditional discharge was received. You should include traffic offences only if they resulted in a ban from driving or involved driving without insurance.)  
 No       Yes
- (2) Has any person with a position of influence over, or who effectively runs the business of the controller ever received a caution in relation to any criminal offence?  
 No       Yes
- (3) Is any person with a position of influence over, or who effectively runs the business of the controller the subject of any ongoing criminal proceedings or criminal investigation?  
 No       Yes
- (4) Has any person with a position of influence over, or who effectively runs the business of the controller been ordered to produce documents related to any ongoing criminal investigation or been the subject of a search (with or without a warrant) related to any ongoing criminal investigation?  
 No       Yes

Include all matters even where the controller and/or related persons / firms themselves were not the subject of the investigation.

**3.7.2 Is the controller and/or any persons with a position of influence over, or who effectively runs the business of the controller, currently the subject of any criminal proceedings or criminal investigations?**

No  Yes

If you have answered 'yes' to questions 3.7.1 or 3.7.2 above, please give full details on a separate sheet of paper. Tick this box to confirm that you have provided full details including reason(s), date(s) and duration(s) as appropriate:

### Civil proceedings

In answering the questions in this part you should include matters whether in the UK or overseas.

**3.7.3 Has the controller and/or any persons with a position of influence over, or who effectively runs the business of the controller, ever been:**

(1) adjudged by a court civilly liable for any fraud, misfeasance, negligence, wrongful trading or other misconduct?

No  Yes

(2) the subject of a judgement debt or award against them?

No  Yes

Include all County Court Judgement(s) (CCJs) made against the controller and/or related firms / persons, whether satisfied or not. Please include on a separate sheet of paper:

(a) the sum and date of all judgement debts, awards or CCJs (whether satisfied or not); and

(b) the total number of all judgement debts, awards or CCJs ordered.

(3) party to any other civil proceedings that resulted in any order against the controller and/or related persons / firms (other than a judgement debt or award referred to at 3.7.5 (2) above)? (You should include, for example, injunctions and employment tribunal proceedings.)

No  Yes

**3.7.4 Is the controller and/or any persons with a position of influence over, or who effectively runs the business of the controller, currently:**

(1) a party to any civil proceedings?

No  Yes

(2) aware of anybody's intention to begin civil proceedings against them? (You should include any ongoing disputes whether or not such dispute is likely to result in any order against the controller and/or related persons / firms or the order of a judgement debt.)

No  Yes

**3.7.5 Has the controller and/or any persons with a position of influence over, or who effectively runs the business of the controller, ever:**

(1) filed for their own bankruptcy or had a bankruptcy petition served on them?

No  Yes

(2) been adjudged bankrupt?

No  Yes

(3) been the subject of a bankruptcy restrictions order (including an interim bankruptcy restrictions order) or offered a bankruptcy restrictions undertaking?

No  Yes

- (4) made any arrangements with their creditors, for example a deed of arrangement or an individual voluntary arrangement (or in Scotland a trust deed)?  
 No     Yes
- (5) had assets sequestrated?  
 No     Yes
- (6) been involved in any proceedings relating to the above matters even if such proceedings did not result in the making of any kind of order against the person or result in any kind of agreement with the person?  
 No     Yes

**3.7.6 Is the controller and/or any persons with a position of influence over, or who effectively runs the business of the controller, currently involved in any proceedings in relation to any of the matters set out in 3.7.5(1)-(6) above (include where they are in the process of entering into any kind of agreement in favour of their creditors)?**

No     Yes

Please specify on a separate sheet of paper whether any bankruptcy orders made have been discharged.

**3.7.7 Does the controller and/or any persons with a position of influence over, or who effectively runs the business of the controller, have any outstanding financial obligations connected with regulated activities (including any activities regulated by the FCA/PRA or any other regulatory body), which they have carried on in the past?**

No     Yes

**3.7.8 Has the controller and/or any persons with a position of influence over, or who effectively runs the business of the controller, ever:**

- (1) been put into liquidation?  
 No     Yes
- (2) been wound up (whether compulsorily or voluntarily)?  
 No     Yes
- (3) ceased trading?  
 No     Yes
- (4) had a receiver or administrator appointed?  
 No     Yes
- (5) entered into any voluntary arrangement with its creditors?  
 No     Yes

**If you have answered 'yes' to any of the questions in 3.7.3 to 3.7.8 above, please give full details on a separate sheet of paper. Tick this box to confirm that you have provided full details.**   

**Business and employment matters**

In answering the questions in this part you should include matters whether in the UK or overseas.

**3.7.9 Has the controller and/or any persons with a position of influence over, or who effectively runs the business of the controller, ever been:**

- (1) dismissed;  
 (2) asked to resign or agreed to resign; or  
 (3) suspended

from any profession, vocation, office, employment, position of trust, fiduciary appointment or similar whether or not remunerated?

No     Yes

**3.7.10 Has the controller and/or any persons with a position of influence over, or who effectively runs the business of the controller, ever been:**

- (1) disqualified from acting as a director or similar position?  
 No       Yes
- (2) the subject of any proceedings of a disciplinary nature (whether or not the proceedings resulted in any finding against them)?  
 No       Yes
- (3) the subject of any investigation which might have led to disciplinary proceedings?  
 No       Yes
- (4) notified of any potential proceedings of a disciplinary nature against them?  
 No       Yes
- (5) the subject of any allegations of malpractice or misconduct in connection with any business activities?  
 No       Yes

**If you have answered 'yes' to questions in 3.7.9 or 3.7.10 above, please give full details on a separate sheet of paper. This at a minimum should include the reason(s), date(s) and duration. Tick this box to confirm that you have provided full details:**

**Regulatory matters**

Please revert to the guidance notes for the meaning of 'regulatory body and 'firm' in the context of the questions below. All references to authorisation include any authorisation, licence, registration, approval, notification, membership or relevant permission required to carry on any activity. To avoid doubt, the definition of 'regulatory body', as set out in the guidance notes, includes HM Revenue and Customs for these purposes.

In answering the questions in this part you should include matters whether in the UK or overseas.

**3.7.11 In relation to activities regulated by the FCA/PRA or any other regulatory body, has the controller and/or any persons with a position of influence over, or who effectively runs the business of the controller, ever:**

- (1) been refused, had revoked, restricted or terminated, any authorisation granted or required by any regulatory body?  
 No       Yes
- (2) been criticised, censured, disciplined, suspended, expelled, fined, or been the subject of any other disciplinary or intervention action by any regulatory body?  
 No       Yes
- (3) received a warning (whether public or private) that such disciplinary or intervention action may be taken against them?  
 No       Yes
- (4) been the subject of an investigation by any regulatory body whether or not such investigation resulted in a finding against them?  
 No       Yes
- (5) been required or requested to produce documents or any other information to any regulatory body in connection with such an investigation (whether against the controller and/or related person/firm or otherwise)?  
 No       Yes
- (6) resigned or ceased to act or operate whilst under investigation by any such body or been required to resign or cease acting / operating by any regulatory body?  
 No       Yes
- (7) decided, not to proceed with an application for authorisation to any regulatory body?

No  Yes

- (8) provided payment services or distributed or redeemed e-money on behalf of a regulated firm or itself under any contractual agreement where that agreement was terminated by the regulated firm?

No  Yes

**3.7.12 In relation to activities regulated by the FCA/PRA or any other regulatory body, has the controller and/or any persons with a position of influence over, or who effectively runs the business of the controller, ever:**

- (1) been found to have carried on activities for which authorisation or registration by the FCA/PRA or any other regulatory body is required without the requisite authorisation?

No  Yes

- (2) been investigated for the possible carrying on of activities requiring authorisation or registration by the FCA/PRA or any other regulatory body without the requisite authorisation whether or not such investigation resulted in a finding against them?

No  Yes

- (3) been found to have performed a controlled function (or an equivalent function requiring approval by the FCA/PRA or any other regulatory body) without the requisite approval?

No  Yes

- (4) been investigated for the possible performance of a controlled function (or an equivalent function requiring approval by the FCA/PRA or any other regulatory body) without the requisite approval, whether or not such investigation resulted in a finding against them?

No  Yes

- (5) been the subject of a disqualification direction under section 59 of the Financial Services Act 1986 or a prohibition order under section 56 FSMA, or received a warning notice proposing that such a direction or order be made, or received a Private Warning?

No  Yes

- (6) been found to have failed to comply with an obligation under the Electronic Money Regulations 2011 or Payment Services Regulations 2009 to notify the FCA/PRA of the identity of a person acting in a position of influence over its electronic money or payment services business?

No  Yes

**If you have answered 'yes' to questions 3.7.11 or 3.7.12 above, please give full details on a separate sheet of paper. Tick this box to confirm that you have provided full details:**

**If you have answered 'yes' to any of the questions under 3.7, please give clear details below and/or on a separate sheet of paper.**

You must include:

- the question number the information relates to;
- the date of any events;
- any amounts involved;
- the outcome;
- relevant circumstances and explanations; and
- copies of supporting documents.

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Please indicate how many separate sheets of paper you have used

Number of additional sheets	
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**3.8 Has the controller and/or any persons with a position of influence over, or who effectively runs the business of the controller, been subject to any material complaints made against them by their clients or former clients in the last five years, which are awaiting determination by, or have been upheld by, an ombudsman?**

- No ▶ Continue to question 3.9  
 Yes ▶ Give details below

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**3.9 Please provide a description of any financial and non-financial interests or relationships with:**

- any other current shareholders of the target firm(s);
- any person entitled to exercise voting rights;
- any member of the board or similar body, or of the senior management of the target firm(s);  
and
- the target firm(s) itself and its group.

**3.10 Has an assessment of reputation as a controller or as a director of a financial institution, already been conducted by another supervisory authority?**

- No ▶ Continue to question 3.11  
 Yes ▶ Give details below

**If yes, give the identity of authority below and attach evidence of the assessment and its outcome.**

(See 10.1.6 in the 'Supporting documents' section.)

**3.11 Has an assessment already been conducted by another authority from another, non-financial sector?**

- No ▶ Continue to section 4  
 Yes ▶ Give details below

**If yes, give the identity of authority below and attach evidence of the assessment and its outcome.**

(See 10.1.6 in the 'Supporting documents' section.)

## 4 Group and EEA information

In relation to consolidated financial supervision and financial conglomerates, please note the guidance in our Handbook under SUP11.5.4 and 11.5.4A.

### 4.1 Is the controller part of a group?

- No ▶ Continue to question 4.2  
 Yes ▶ Give information below about the current activities of the group

### 4.2 Is the controller or any firm in the group if the controller is part of a group, subject to regulation by another regulator?

- No ▶ Continue to section 5  
 Yes ▶ Please provide details below (if there is more than one, please use a separate sheet of paper to provide additional information.)

Name(s) of firm:

Description of the business

Country the firm is authorised in:

Regulator's name:

Regulator's contact details (including email address if known):

### 4.3 In relation to the activities of the controller, or the group the controller is part of, is the controller or any firm in the group (as defined in paragraph 5 of schedule 3 of FSMA) an EEA investment firm, an EEA credit institution, an EEA insurance undertaking, an EEA management company or the parent of any such firm?

- No ▶ Continue to question 4.4  
 Yes ▶ Please provide details below

Name(s) of firm:



**4.4 In relation to the activities of the group the controller is a part of, is the controller or any firm in the group a member of a financial conglomerate?**

In relation to consolidated financial supervision and financial conglomerates, please note the guidance in the Handbook under SUP 11.5.4 and 11.5.4A. The Handbook Glossary definition of a financial conglomerate refers to a decision tree in GENPRU 3 Annex 4: <http://fshandbook.info/FS/html/handbook/GENPRU/3/Annex4>.

- No ▶ Continue to question 4.5  
 Yes ▶ Please provide details below

**4.5 Is the controller or any firm in the group a member of a third-country financial conglomerate?**

- Third-country financial conglomerate – i.e. a financial conglomerate headed by a [regulated entity](#) or a [mixed financial holding company](#) that has its head office outside the [EEA](#). The questionnaire in [GENPRU 3 Annex 3 G](#) and its explanatory notes will help you to assess this: <http://fshandbook.info/FS/html/handbook/GENPRU/3/Annex3>

- No ▶ Continue to question 4.6  
 Yes ▶ Please provide details below

**4.6 Is the controller or any firm in the group a member of a third-country banking and investment group?**

- Third-country banking and investment group – i.e. a group headed by a bank, asset management company, investment firm or financial holding company outside the EEA and not part of a wider EEA banking/investment group.

- No ▶ Continue to section 5  
 Yes ▶ Please provide details below

## 5 The partners of the controller

**For each partner that effectively runs the business, a complete curriculum vitae must be attached.**

(Please note if there is any outstanding information it will cause delays and the assessment period to issue a decision will not start until all required information has been received. The FCA/PRA may object to a notification if the information provided is incomplete. Please refer to section 185(3)(b) of FSMA.) (See 10.1.1 in the 'Supporting documents' section)

### 5.1 You must give details of the controller's partners.

Full name	Date of birth	Status in partnership
	dd/mm/yy	<input type="checkbox"/> equity <input type="checkbox"/> salaried <input type="checkbox"/> limited partner <input type="checkbox"/> general partner
	dd/mm/yy	<input type="checkbox"/> equity <input type="checkbox"/> salaried <input type="checkbox"/> limited partner <input type="checkbox"/> general partner
	dd/mm/yy	<input type="checkbox"/> equity <input type="checkbox"/> salaried <input type="checkbox"/> limited partner <input type="checkbox"/> general partner
	dd/mm/yy	<input type="checkbox"/> equity <input type="checkbox"/> salaried <input type="checkbox"/> limited partner <input type="checkbox"/> general partner

## 6 The persons who effectively run the business of the partnership controller and its 'controllers'

**For each member or person that effectively runs the business, a complete curriculum vitae must be attached.**

(Please note if there is any outstanding information it will cause delays and the assessment period to issue a decision will not start until all required information has been received. The FCA/PRA may object to a notification if the information provided is incomplete. Please refer to section 185(3)(b) of FSMA) (See 10.1.1 in the 'Supporting documents' section.)

### 6.1 Please give details of all the persons who effectively run the business of the controller, if not already noted in section 5.

Full name	Date of birth	Position
	dd/mm/yy	
	dd/mm/yy	
	dd/mm/yy	
	dd/mm/yy	
	dd/mm/yy	
	dd/mm/yy	
	dd/mm/yy	
	dd/mm/yy	
	dd/mm/yy	

### Controllers of the controller

You must provide details of any and all persons with 10% or more of the shares or voting power in the partnership controller, either directly or through a parent undertaking (see the Handbook Glossary for the definition of a parent undertaking). Also list any person who holds shares or voting power in the partnership controller (or a parent undertaking) as a result of which it is able to exercise significant influence over the partnership controller. In the column headed 'Description of how control is held' provide information on how the control is held. Consider again issues such as voting power, right to share in profit, acting in concert and significant influence.

If the partnership controller is proposing to acquire 50% or more of the shares or voting power of a target firm then they may become a parent undertaking of the target firm. If the partnership controller is a parent undertaking, any person who is a controller of the partnership controller would also need to complete and submit an appropriate change in controller notification form.

Please note that the FCA/PRA considers parents of minority controllers to be controllers of authorised firms due to the extended definition of 'voting power' in s422 (5)(a)(v) FSMA.

Please refer to the Handbook Glossary for the definition of control, controller, shares and voting power.

**6.2 Are there any controllers of the controller?**

- No ▶ Continue to section 7
- Yes ▶ Please provide details below

Name	Percentage of control	Description of how control is held

**6.3 Please provide information about any shareholders agreements, in relation to the controllers noted in table 6.2.**

**6.4 Please provide the credit rating of the partnership controller and, if part of a group, the overall rating of the group.**

## 7 Controller structure charts

You must send the FCA/PRA control structure chart(s) that show the position of the target firm(s) undergoing the change in control and all controllers after the proposed change in control. These chart(s) should show all the firms and/or individuals within the structure and include:

- all entities in the group;
- parent undertakings;
- any undertaking(s)/subsidiaries other than the applicant firm;
- any other close links;
- anyone acting in concert;
- percentages of holdings;
- percentages of voting rights;
- percentages of control through right to share in capital, profits or liability for losses; and
- anyone with significant influence.

It would be helpful if you could also include a chart showing the position before the change.

It is recommended that you read section 422 of FSMA for the definition of controller and to clarify the terms used above.

(See 10.1.4 'Supporting documents' section.)

## 8 About the transaction

**Has information been provided in another controller notification form?**

- No ▶ Proceed to question 8.1  
 Yes ▶ Give details below and proceed to Section 9

**8.1 Is/are the target firm(s) aware of the proposed controllers' intent?**

- No  
 Yes

**8.2 Is the notification market sensitive?**

- No ▶ Continue to question 8.4  
 Yes ▶ Give details below and continue to question 8.3

**Please confirm why the notification is market sensitive.**

**8.3 What is the rationale behind the acquisition / what are the reasons for the change in control? Please provide a thorough explanation.**

**8.4 Does the proposed controller intend to make any changes to the target firm(s) regulated activities, business plan or strategy as a result of the change in control?**

- No ▶ Continue to question 8.6  
 Yes ▶ Give details below

**8.5 Does the proposed controller intend to restructure the legal form of the target firm(s) or their borrowings, capital structuring or financial arrangements?**

- No ▶ Continue to question 8.7
- Yes ▶ Give details below for each target firm detailed in 2.1

Target Firm	Proposed changes

**8.6 Please provide full details of the cost of the acquisition including the price paid and any other related costs. Provide full details of how the entire cost is to be funded, with evidence of the origin of the funds. Also note details on access to capital and financial markets if applicable.**

Cost	Details of funding

**By way of evidence, please provide documentation (e.g. a loan agreement or bank statement) to support the information provided above.**

You must attach relevant supporting document as appropriate. (See 10.1.3 in the 'Supporting documents' section.)

**If you are not attaching supporting documentation you must explain why below.**

**8.7 Is there any involvement from/with other parties in the acquisition of control (e.g. contribution to financing, means of participation in financial or other current or future arrangements, etc)?**

- No ▶ Continue to question 8.9
- Yes ▶ Give details below

**8.8 Please provide details of any current or contemplated shareholders arrangements with other shareholders in relation to the target firm(s). (If none, state 'none'.)**

**8.9 Please provide information on assets (if any) of the controller or target firm(s) that are to be sold in the short term (conditions of sale, price and appraisal etc.) (If none, state 'none'.)**

**8.10 Does the proposed controller have any interests that may conflict with its role as a controller of the firm(s)?**

- No ▶ Continue to question 8.12
- Yes ▶ Give details below

**8.11 Please provide here any information relevant to this notification that we would reasonably expect you to give that you have not provided elsewhere. Provide supporting documentation and/or use additional sheets if required.**



## 9 Details of proposed control

**Has information been provided in another controller notification form?**

- No ▶ Proceed to question 9.1  
 Yes ▶ Give details below and proceed to Section 10

**9.1 Will the proposed controller become a parent undertaking (or a parent of a parent) of the target firm(s)? (See the Handbook Glossary or section 420 of FSMA for definition of 'parent undertaking'.)**

No ▶ Additional information may be requested once the information has been reviewed. Please note the assessment period for issuing a decision will not start until all the required information has been received. You will be notified as soon as possible if additional information is required and when the assessment period starts.

Yes ▶ **Please provide a business plan** (See 10.1.5 in the 'supporting documents' section for details of the minimum requirements for a business plan.)

For more detail on what is required, please refer to Appendix II, Part II of the 'Guidelines for the prudential assessment of acquisitions and increase of holdings in the financial sector required by Directive 2007/44/EC'. The website is:

[www.fca.org.uk](http://www.fca.org.uk)

**9.2 Do the proposed controller(s) intend to maintain, increase or reduce their level of control in the foreseeable future? Please provide details below.**

**9.3 If and after the proposed changes take place, how long do the proposed controller(s) intend to hold their control? Please provide details below.**

**9.4 Will control be actively exercised by any of the controllers and if so, what is the rationale for this? Please explain in full below. If the proposed controller will be a passive investor only, please also explain in full below.**

**9.5 Please provide information about the controller(s)' ability (financial position) and willingness to support the target firm(s) with additional own funds, if needed, for development of activities or in case of financial difficulties.**

If the proposed percentage of control is less than 20%, continue to section 10.  
If the proposed percentage of control is greater than 20%, continue below.

**9.6 What influence do the controller(s) propose to exercise on the target firm(s)' financial position, strategic development and allocation of resources?**

**9.7 Please describe intentions and expectations towards the target firm(s) in the medium-term, covering elements such as rationale, financial goals, synergies, reallocation of resources, integration, etc.**

## 10 Supporting documents

In addition to the documentation required with the main notification, please provide the following documentation. **Where this is not provided you must explain why.**

**The assessment period, which is 60 working days (before taking into account any interruption period) to assess a case, will start once you receive an acknowledgement of receipt for the purposes of section 189 of FSMA.**

**If the change in control has already taken place (i.e. this is a post notification) then the assessment period does not apply.**

Please note that any outstanding information will cause delays and the assessment period will not start until all required information has been received and acknowledged. The FCA/PRA may object to a notification if the information provided is incomplete. Please refer to section 185(3)(b) of FSMA. The FCA/PRA will notify you as soon as possible if there is any outstanding information and we will notify you when the assessment period starts and expires. Once the assessment period has started, it can be extended by up to 30 working days\* if further necessary information is required. You will be notified if the expiry date changes by virtue of any interruption period.

(\*For further information on this please refer to section 190 of FSMA.)

### 10.1 Indicate whether the required supporting documents will accompany this form. If not, you must explain why.

	<b>You are required to complete and send to us the following documents</b>	<b>Relevant part of form</b>	<b>Attached</b>	<b>If not attached, please explain why</b>
10.1.1	A curriculum vitae for each director/partner/member/person that effectively runs the business.  <i>Note: If an individual is currently an FCA/PRA approved person then a CV does not need to be provided</i>	Section 5 and 6	<input type="checkbox"/> Attached	
10.1.2	Financial statements for the proposed controller for the last three financial periods, approved if possible by an auditing firm, including balance sheet, profit and loss accounts/income statements, annual reports and financial annexes.  <i>Note: If a proposed corporate controller is currently an FCA/PRA authorised firm then accounts do not need to be provided,</i>	Question 3.5	<input type="checkbox"/> Attached	
10.1.3	Please submit the documentation as indicated, in support of information provided about the funding of the acquisition.	Question 8.6	<input type="checkbox"/> Attached	
10.1.4	Control structure charts that show the position of the firm(s) undergoing the change in control (the target firm(s)) after the proposed change in control. These charts should show all the firms and/or individuals within the control structure or group and must include:	Section 7	<input type="checkbox"/> Attached	

	<ul style="list-style-type: none"> <li>• all entities in the group;</li> <li>• parent undertakings;</li> <li>• any undertaking(s) / subsidiaries other than the applicant firm;</li> <li>• any other close links;</li> <li>• anyone acting in concert;</li> <li>• percentages of holdings;</li> <li>• percentages of voting rights;</li> <li>• percentages of control through right to share in capital, profits or liability for losses; and</li> <li>• anyone with significant influence.</li> </ul> <p>It would be helpful if you could also include a chart showing the target firm(s)'s controller(s) before the change.</p> <p>It is recommended that you read section 422 of FSMA for the definition of controller and to clarify the terms used above.</p>			
10.1.5	<p>Please provide a business plan containing:</p> <p>(1) strategic developmental plan;</p> <p>(2) estimated financial statements for the target firm (solo and consolidated if applicable) for three years; and</p> <p>(3) information about the impact of the acquisition on the target firm including but not limited to its:</p> <p>i) Governance (including Board membership/composition, committee structure);</p> <p>ii) Systems and Controls; and</p> <p>iii) data security/financial crime.</p> <p>For more information please refer to Appendix II, Part II of the 'Guidelines for the prudential assessment of acquisitions and increase of holdings in the financial sector required by Directive 2007/44/EC'.</p>	Question 9.1	<input type="checkbox"/>	Attached
10.1.6	<p>If you have answered 'yes' to 3.10 or 3.11, attach evidence of the assessment and its outcome.</p>	3.10 and 3.11	<input type="checkbox"/>	Attached

**10.2 Other information (please specify).**

## 11 Declaration

If 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 partnership	One partner
A limited partnership	A general partner

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

There will be a delay in processing the notification if any information is inaccurate or incomplete. Failure to notify us immediately of any significant change to the information provided may result in a serious delay in the notification process.

- 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 and any supporting documentation 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 and in any supporting documentation.
- The notice-giver(s) give their consent to receive communications from the FCA /PRA via email (including the serving of statutory-notices).

#### 11.1 I confirm that I am legally authorised to sign on behalf of the controller named below:

Name	
Signing on behalf of (controller)	
Position	
Signature	
Date	

#### 11.2 Are the proposed controllers making this notification in conjunction with the target firm(s), e.g. is this a joint notification?

- No (the target firm should notify the FCA/PRA separately, in writing)
- 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)	
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](http://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](mailto:cic-notifications@fca.org.uk)
3. Please send your notification to the PRA at [PRA-ChangeinControl@bankofengland.co.uk](mailto: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 11 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  
25 The North Colonnade  
Canary Wharf  
London  
E14 5HS

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

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



BANK OF ENGLAND  
PRUDENTIAL REGULATION  
AUTHORITY

## **Annex B**

### **Amendment to: Notification for Change in Controller (Section 178 notice) – Individual**

In this Annex new text is underlined and deleted text is struck through.





# Notification for Change in Controller

(Section 178 notice)

Individual

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## Purpose of this form

This form should be completed by an individual who 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

For the purposes of complying with the Data Protection Act 1988, please note that any personal information provided to us will be used to discharge our statutory functions under FSMA and other relevant legislation; it may be disclosed to third parties for those purposes.

**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 us why, we will have to treat the notification as incomplete, which will result in delays. We 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 the FCA/PRA Individual Reference Number, if applicable)

**Target firms** (include the 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 About the notification

Please note that prior approval is required for proposed changes in control or increases in control to enter a higher control band. Even if the change in control or increase in control has already taken place without prior FCA/PRA approval, the FCA/PRA must still assess the suitability of new controllers that did not have prior approval. Therefore a controller notification form should still be completed and submitted as soon as possible to allow a retrospective assessment of the change(s).

**Has information been provided in another controller notification form?**

- No ▶ Proceed to question 1.1  
 Yes ▶ Give details below and continue to Section 2

--

**Do not leave any questions blank. If a question appears to be not applicable, state 'N/A' and explain why it is not applicable.**

**1.1 Has the change in control already taken place?**

- No ▶ Give proposed date below and continue to question 1.2  
 Yes ▶ Give date below and continue to question 1.2

**Date change in control took / is intended to take place.**

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

**1.2 What prompted you to submit the notification at this time? If this notification is being submitted after the event, include details of why prior approval had not been sought for the change(s).**

--

**1.3 Are you aware of other notifications/notifications that relate to this change in control?**

(For example, another notification for a change in control, an approved person notification, a VOP or Waiver, etc.)

- No ▶ Continue to section 2  
 Yes ▶ Give details below

--

## 2 About the target firm(s)

**Has information been provided in another controller notification form?**

- No ▶ Proceed to question 2.1
- Yes ▶ Give details below and proceed to Section 3

**2.1 Please list name(s) of the FCA/PRA-regulated firms undergoing the change in control (target firm(s)) and all the proposed controllers involved in this transaction.**

You may complete a notification for more than one target firm with the same new controller(s) or for more than one proposed controller for a single target firm. The relevant sections for each controller should be completed (make copies if necessary) and each controller (and target firm if this is a joint notification) must sign the declaration page in section 11.

From now on, if the form refers to **you, your or the controller**, the FCA/PRA mean the proposed new individual controller or individual controller proposing to increase their control of the target firm(s) (unless otherwise stated).

Please list names of all proposed controllers or existing controllers applying to increase their control of the named target firm(s). Note the current (before the change) and proposed (after the change) percentages of control for each controller in relation to each relevant target firm in the table below.

In the column headed 'Description of control' please provide information how the control is to be held (e.g. through shares, capital contribution, voting power, acting in concert, direct or via a parent, etc). Please refer to our Handbook Glossary for the definition of control, controller, shares and voting power.

You should consider, in line with the above definitions, persons acting in concert and significant influence when completing the table below.

Target firm FCA/PRA number	Target firm name(s)	Proposed controller name(s)	Proposed controller FCA/PRA number/ Registered no/ Date of birth	Proposed controller current control %	Proposed control % after the change	Description of how control is held (e.g. direct or via another entity; shares / voting power etc)

### 3 Your details

**A complete curriculum vitae detailing relevant education and training, previous professional experience and activities or additional functions currently performed will need to be attached for each individual controller.**

(See 10.1.1 in the 'Supporting documents' section).

If there is any outstanding information it will cause delays and the assessment period to issue a decision will not start until all required information has been received. The FCA/PRA may object to a notification if the information provided is incomplete. Please refer to section 185(3)(b) of FSMA.

**3.1 Title:**

**3.2 Forenames:**

**3.3 Surname:**

**3.4 Have you ever been known by any other name?**

No ▶ Continue to question 3.5

Yes ▶ Give details below

**Give details of all previous names and the dates that these were changed.**

Title	Forename(s)	Surname	Date changed
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

**3.5 Name commonly known by:**

**3.6 Date of birth:**

**3.7 Place of birth:**

**3.8 National insurance number (if UK National):**

**3.9 Passport number, if national insurance number is not applicable:****3.10 Nationality****3.11 Have you ever had a different nationality?**

- No ▶ Continue to question 3.12  
 Yes ▶ Give details below

**Please state all your previous nationalities.**

**3.12 Please provide information about your financial position and strength: details concerning source(s) of revenue, assets and liabilities, pledges and guarantees etc.****3.13 Please provide a description of your current professional activities.****3.14 Please provide information about your ratings and public reports if available (if no ratings/reports are available, please state and explain why).****3.15 Please provide a description of any financial and non-financial interests or relationships with:**

- any other current shareholders of the target firm(s);
- any person entitled to exercise voting rights;
- any member of the board or similar body, or of the senior management of the target firm(s); and
- the target firm(s) itself or themselves.

## 4 Your address

### 4.1 Current private address

Please provide your address. If you live outside the UK, please give your residential address outside the UK and tick the box below.

The controller lives outside the UK and has no UK address.

Property			
Street			
Town			
County			
Country			
Postcode			

### 4.2 When did you move to this address?

--

If you moved to this address less than three years ago, please give previous addresses for the last three years. There is space to write three addresses. Please use a separate piece of paper if you need more space.

#### Previous address one:

Property			
Street			
Town			
County			
Country			
Postcode			

From	
To	



**Previous address two:**

Property			
Street			
Town			
County			
Country			
Postcode			

From	
To	

**Previous address three:**

Property			
Street			
Town			
County			
Country			
Postcode			

From	
To	

## 5 Other directorships and companies in which you hold control directly or indirectly

5.1 Do you hold any directorships within or outside the UK?

- No ▶ Continue to question 5.2
- Yes ▶ Give details below

Name of undertaking	Nature of business	Place of business

5.2 Do you hold directly or indirectly 10% or more of the shares or voting power in, or shares and voting power as a result of which you are able to exercise significant influence over, any other companies within or outside the UK?

- No ▶ Continue to question 5.3
- Yes ▶ Give details below

Name of undertaking	Nature of business	Place of business	Percentage of control held

5.3 Please provide information about the ratings and public reports of other companies under your control or directorships.

## 6 About your fitness and propriety

If you answer yes to any of the questions in section 6 below, please provide full details on a separate sheet of paper (see 6.6 below). If you are not certain of any of the questions, you must disclose the reasons for your uncertainty in connection with the relevant question, and explain your answer, on a separate sheet of paper.

### 6.1 Criminal proceedings

In answering the questions in this part you should include matters whether in the UK or overseas. By virtue of the Rehabilitation of Offenders Act 1974 (Exceptions) Order 1975, if you are subject to the law of England and Wales, you must also disclose spent convictions and cautions (other than protected convictions and cautions).

#### 6.1.1 Have you ever:

- (1) Have you ever been convicted of any criminal offence? (You should include any conviction of an offence for which you received an absolute or conditional discharge. You should include traffic offences only if they resulted in a ban from driving or involved driving without insurance.)  
 No       Yes
- (2) Have you ever received a caution in relation to any criminal offence?  
 No       Yes
- (3) ~~Are you~~ been arrested or charged with any criminal offence or been the subject of any ongoing criminal investigation? (~~You should include all matters even if the arrest, charge or investigation did not result in a conviction.~~)  
 No       Yes
- (4) Have you been ordered to produce documents pursuant to any ongoing criminal investigation or been the subject of a search (with or without a warrant) pursuant to any ongoing criminal investigation?  
 No       Yes

(You should include all matters even where you yourself were not the subject of the investigation.)

#### 6.1.2 Are you currently the subject of any investigation or proceedings relating to any criminal offence?

No       Yes

Please check the guidance notes for the meaning of 'position of influence' in the context of the questions in this part of the form.

#### 6.1.3 Has any firm at which you hold or have held a position of influence ever:

- (1) been convicted of any criminal offence?  
 No       Yes
- (2) been summonsed, charged with or otherwise investigated or prosecuted for any criminal offence?  
 No       Yes
- (3) been the subject of any criminal proceeding which has not resulted in a conviction?  
 No       Yes

- (4) been ordered to produce documents in relation to any criminal investigation or been the subject of a search (with or without a warrant) in relation to any criminal investigation?

No  Yes

(You should include all matters arising during your association with that firm and for a period of one year after you ceased to be associated with the firm.) You should include all matters even where the charge, prosecution or investigation has not resulted in a conviction and, for 6.1.3(4), even where the firm itself was not the subject of the investigation.) However, in providing information about the firm in response to 6.1.3, you do not need to disclose details of any specific individuals at the firm who were subject to historic (as opposed to ongoing) criminal investigations, prosecutions, summons or other historic criminal proceedings.

**6.1.4 Is any firm at which you hold or have held, within the last year, a position of influence currently the subject of any criminal proceedings or the subject of a criminal investigation?**

No  Yes

**If you have answered yes to any of the questions in Part 6.1 above, please give full details on a separate sheet of paper. Tick this box to confirm that you have provided full details including reason(s), date(s) and duration(s) as appropriate:**

**6.2. Civil proceedings**

In answering the questions in this part you should include matters whether in the UK or overseas.

**6.2.1 Have you ever been:**

- (1) adjudged by a court civilly liable for any fraud, misfeasance, negligence, wrongful trading or other misconduct?

No  Yes

- (2) the subject of a judgement debt or award against you?

No  Yes

You should include all County Court Judgement(s) (CCJs) made against you, whether satisfied or not. Please include on a separate sheet of paper:

- (a) the sum and date of all judgement debts, awards or CCJs (whether satisfied or not); and
- (b) the total number of all judgement debts, awards or CCJs ordered.
- (3) party to any other civil proceedings which resulted in any order against you (other than a judgement debt or award referred to at 6.2.1 (2) above)? (You should include, for example, injunctions and employment tribunal proceedings.)

No  Yes

**6.2.2 Are you currently:**

- (1) party to any civil proceedings?

No  Yes

- (2) aware of anybody's intention to begin civil proceedings against you? (You should include any ongoing disputes whether or not such dispute is likely to result in any order against you.)

No  Yes

**6.2.3 Has any firm at which you hold or have held a position of influence ever been:**

- (1) adjudged by a court civilly liable for any fraud, misfeasance, wrongful trading or other misconduct?

No  Yes

- (2) the subject of a judgement debt or award against the firm? (You should include all CCJs) made against the firm, whether satisfied or not.)

No  Yes

- (3) party to any other civil proceedings which resulted in an order against the firm other than in relation to matters mentioned at 6.2.3(2) above?

No  Yes

(You should include all matters arising during your association with that firm and for a period of one year after you ceased to be associated with the firm.)

**6.2.4 Is any firm at which you hold or have held, within the last year, a position of influence currently:**

- (1) a party to civil proceedings?

No  Yes

- (2) aware of anyone's intention to begin civil proceedings against them?

No  Yes

**6.2.5 Have you ever (tick all that apply):**

- (1) filed for your own bankruptcy or had a bankruptcy petition served on you;

No  Yes

- (2) been adjudged bankrupt;

No  Yes

- (3) been the subject of a bankruptcy restrictions order (including an interim bankruptcy restrictions order) or offered a bankruptcy restrictions undertaking;

No  Yes

- (4) made any arrangements with your creditors for example a deed of arrangement or an individual voluntary arrangement (or in Scotland a trust deed);

No  Yes

- (5) had assets sequestrated; or

No  Yes

- (6) been involved in any proceedings relating to the above matters even if such proceedings did not result in the making of any kind of order against you or result in any kind of agreement with you?

No  Yes

**6.2.6 Are you currently involved in any proceedings in relation to any of the matters set out in 6.2.5(1) – (6) above (you should include where you are in the process of entering into any kind of agreement in favour of your creditors)?**

No  Yes

Please specify on a separate sheet of paper whether any bankruptcy orders made have been discharged.

**6.2.7 Do you have any outstanding financial obligations connected with regulated activities (including any activities regulated by the FCA/PRA or any other regulatory body), which you have carried on in the past?**

No  Yes

**6.2.8 Has any firm at which you hold or have held a position of influence at any time during and within one year of your association with the firm ever:**

- (1) been put into liquidation?  
 No  Yes
- (2) been wound up (whether compulsorily or voluntarily)?  
 No  Yes
- (3) ceased trading?  
 No  Yes
- (4) had a receiver or administrator appointed?  
 No  Yes
- (5) entered into any voluntary arrangement with its creditors?  
 No  Yes

**If you have answered yes to any of the questions in Part 6.2 above please give full details on a separate sheet of paper. Tick this box to confirm that you have provided full details.**

**6.3. Business and employment matters**

In answering the questions in this part you should include matters whether in the UK or overseas.

**6.3.1 Have you ever been:**

- (1) dismissed;
- (2) asked to resign or agreed to resign; or
- (3) suspended

from any profession, vocation, office, employment, position of trust, fiduciary appointment or similar whether or not remunerated?

No  Yes

**6.3.2 Have you ever been:**

- (1) disqualified from acting as a director or similar position?  
 No  Yes
- (2) the subject of any proceedings of a disciplinary nature (whether or not the proceedings resulted in any finding against you)?  
 No  Yes
- (3) the subject of any investigation which has led or might lead to disciplinary proceedings?  
 No  Yes
- (4) notified of any potential proceedings of a disciplinary nature against you?  
 No  Yes

- (5) the subject of any allegations of malpractice or misconduct in connection with any business activities?

No  Yes

**If you have answered yes to any of the questions in Part 6.3 above please give full details on a separate sheet of paper. This at a minimum should include the reason(s), date(s) and duration. Tick this box to confirm that you have provided full details:**

#### 6.4 Regulatory matters

Please revert to the guidance notes for the meaning of 'regulatory body' and 'firm' in the context of the questions below. All references to authorisation include any authorisation, licence, registration, approval, notification, membership or relevant permission required to carry on any activity. To avoid doubt, the definition of 'regulatory body' as set out in the guidance notes includes HM Revenue and Customs for these purposes.

In answering the questions in this part you should include matters whether in the UK or overseas.

##### 6.4.1 In relation to activities regulated by the FCA/PRA or any other regulatory body have you ever:

- (1) been refused, had revoked, restricted or terminated, any authorisation granted or required by any regulatory body?

No  Yes

- (2) been criticised, censured, disciplined, suspended, expelled, fined, or been the subject of any other disciplinary or intervention action by any regulatory body?

No  Yes

- (3) received a warning (whether public or private) that such disciplinary or intervention action may be taken against you?

No  Yes

- (4) been the subject of an investigation by any regulatory body whether or not such investigation resulted in a finding against you?

No  Yes

- (5) resigned or ceased to act whilst under investigation by any such body or been required to resign or cease acting by any regulatory body?

No  Yes

- (6) decided, not to proceed with an application for authorisation to any regulatory body?

No  Yes

- (7) provided payment services or distributed or redeemed e-money on behalf of a regulated firm under any contractual agreement where that agreement was terminated by the regulated firm?

No  Yes

##### 6.4.2 Has any firm at which you hold or have held a position of influence at any time during and within one year of your association with the firm ever:

- (1) been refused, had revoked, restricted or terminated, any authorisation granted or required by any regulatory body?

No  Yes

- (2) been criticised, censured, disciplined, suspended, expelled, fined, or been the subject of any other disciplinary or intervention action by any regulatory body?

No  Yes

- (3) received a warning (whether public or private) that such disciplinary or intervention action may be taken against the firm?  
 No       Yes
- (4) been the subject of an investigation by any regulatory body whether or not such investigation resulted in a finding against the firm?  
 No       Yes
- (5) been required or requested to produce documents or any other information to any regulatory body in connection with such an investigation (whether against the firm or otherwise)?  
 No       Yes
- (6) ceased operating whilst under investigation by any such body or been required to cease operating by any regulatory body?  
 No       Yes
- (7) decided, after making an application for any authorisation granted or required by any regulatory body, not to proceed with it?  
 No       Yes
- (8) provided payment services or distributed or redeemed e-money on behalf of a regulated firm or itself under any contractual agreement where that agreement was terminated by the regulated firm?  
 No       Yes

**6.4.3 In relation to activities regulated by the FCA/PRA or any other regulatory body, have you ever:**

- (1) been found to have carried on activities for which authorisation by the FCA/PRA or any other regulatory body is required without the requisite authorisation?  
 No       Yes
- (2) been investigated for the possible carrying on of activities requiring authorisation by the FCA/PRA or any other regulatory body without the requisite authorisation, whether or not such investigation resulted in a finding against you?  
 No       Yes
- (3) been found to have performed a controlled function (or an equivalent function requiring approval by the FCA/PRA or any other regulatory body) without the requisite approval?  
 No       Yes
- (4) been investigated for the possible performance of a controlled function (or an equivalent function requiring approval by the FCA/PRA or any other regulatory body) without the requisite approval, whether or not such investigation resulted in a finding against you?  
 No       Yes
- (5) been the subject of a disqualification direction under section 59 of the Financial Services Act 1986 or a prohibition order under section 56 FSMA, or received a warning notice proposing that such a direction or order be made, or received a Private Warning?  
 No       Yes

**6.4.4 Has any firm at which you hold or have held a position of influence at any time during and within one year of your association with the firm ever:**

- (1) been found to have carried on activities for which authorisation or registration by the FCA/PRA or any other regulatory body is required without the requisite authorisation?  
 No       Yes



- (2) been investigated for the possible carrying on of activities requiring authorisation or registration by the FCA/PRA or any other regulatory body without the requisite authorisation whether or not such investigation resulted in a finding against the firm?  
 No       Yes
- (3) been found to have performed a controlled function (or an equivalent function requiring approval by the FCA/PRA or any other regulatory body) without the requisite approval?  
 No       Yes
- (4) been investigated for the possible performance of a controlled function (or an equivalent function requiring approval by the FCA/PRA or any other regulatory body) without the requisite approval, whether or not such investigation resulted in a finding against the firm?  
 No       Yes
- (5) been found to have failed to comply with an obligation under the Electronic Money Regulations 2011 or Payment Services Regulations 2009 to notify the FCA/PRA of the identity of a person acting in a position of influence over its electronic money or payment services business?  
 No       Yes

**If you have answered yes to any of the questions in Part 6.4 above, please give full details on a separate sheet of paper. Tick this box to confirm that you have provided full details:**

#### 6.5. Other matters

**6.5.1 Are you aware of any business interests, employment obligations, or any other circumstances that may cause a conflict of interest in respect of your control of the firm?**

No       Yes

**6.5.2 Are you aware of any other information relevant to this notification that we would reasonably expect you to give?**

No       Yes

**If you have answered 'yes' to any of the questions in Part 6.5 above, please give full details on a separate sheet of paper. This at a minimum should include the reason(s), date(s) and duration. Tick this box to confirm that you have provided full details:**

**6.6. If you have answered 'yes' to any of the questions in Section 6, please give clear details below and/or on a separate sheet of paper.**

You must include:

- the question number the information relates to;
- the date of any events;
- any amounts involved;
- the outcome;
- relevant circumstances and explanations; and
- copies of supporting documents.

Please indicate how many separate sheets of paper you have used.

Number of additional sheets	<input style="width: 100px; height: 20px;" type="text"/>
-----------------------------	--

## 7 Controller structure charts

**You must send the FCA/PRA control structure chart(s) that show the position of the target firm(s) undergoing the change in control and all controllers after the proposed change in control. These chart(s) should show all the firms and/or individuals within the structure and include:**

- all entities in the group;
- parent undertakings;
- any undertaking(s)/subsidiaries;
- any other close links;
- anyone acting in concert;
- percentages of holdings;
- percentages of voting rights;
- percentages of control through right-to-share in capital, profits or liability for losses; and
- anyone with significant influence.

**It would be helpful if you could also include a chart showing the position before the change.**

It is recommended that you read section 422 of FSMA for the definition of controller and to clarify the terms used above.

(See 10.1.3 in the 'Supporting documents' section.)

## 8 About the transaction

**Has information been provided in another controller notification form?**

- No ▶ Proceed to question 8.1  
 Yes ▶ Give details below and proceed to Section 9

**8.1 Is/are the target firm(s) aware of the proposed controllers' intent?**

- No  
 Yes

**8.2 Is the notification market sensitive?**

- No ▶ Continue to question 8.4  
 Yes ▶ Give details below and continue to question 8.3

**Please confirm why the notification is market sensitive.**

**8.3 What is the rationale behind the acquisition / what are the reasons for the change in control? Please provide a thorough explanation.**

**8.4 Does the proposed controller intend to make any changes to the target firm(s) regulated activities, business plan or strategy as a result of the change in control?**

- No ▶ Continue to question 8.5  
 Yes ▶ Give details below

**8.5 Does the proposed controller intend to restructure the legal form of the target firm(s) or their borrowings, capital structuring or financial arrangements?**

- No ▶ Continue to question 8.6  
 Yes ▶ Give details below for each target firm detailed in 2.1

Target Firm	Proposed changes

**8.6 Please provide full details of the cost of the acquisition including the price paid and any other related costs. Provide full details of how the entire cost is to be funded, with evidence of the origin of the funds. Also note details on access to capital and financial markets if applicable.**

Cost	Details of funding

**By way of evidence, please provide documentation (e.g. a loan agreement or bank statement) to support the information provided above.**

You must attach relevant supporting documents as appropriate. (See 10.1.2 in the 'Supporting documents' section.)

**If you are not attaching supporting documentation, you must explain why below.**

**8.7 Is there any involvement from/with other parties in the acquisition of control (e.g. contribution to financing, means of participation in financial or other current or future arrangements, etc)?**

- No ▶ Continue to question 8.8
- Yes ▶ Give details below

**8.8 Please provide details of any current or contemplated shareholders arrangements with other shareholders in relation to the target firm(s). (If none, state 'none'.)**

**8.9 Please provide information on assets (if any) of the controller or target firm(s) that are to be sold in the short term (conditions of sale, price and appraisal etc.) (If none, state 'none'.)**

**8.10 Does the proposed controller have any interests that may conflict with its role as a controller of the firm(s) that have not already been mentioned in 6.5.1?**

- No ▶ Continue to question 8.11
- Yes ▶ Give details below

**8.11 Please provide here any information you consider relevant to this notification that we would reasonably expect you to give and that you have not provided elsewhere. Provide supporting documentation and/or use additional sheets if required.**

## 9 Details of proposed control

**Has information been provided in another controller notification form?**

- No ▶ Proceed to question 9.1  
 Yes ▶ Give details below and proceed to Section 10

**9.1 Will the proposed controller become a parent undertaking (or a parent of a parent) of the target firm(s)? (See the Handbook Glossary or section 420 of FSMA for the definition of parent undertaking, which provides that a parent undertaking includes an individual who would be a parent undertaking if he were taken to be an undertaking).**

No ▶ Additional information may be requested once the information has been reviewed. Please note the assessment period for issuing a decision will not start until all the required information has been received. You will be notified as soon as possible if additional information is required and also when the assessment period starts.

Yes ▶ **Please provide a business plan** (See 10.1.4 in the 'supporting documents' section for details of the minimum requirements for a business plan.)

For more detail on what is required please refer to Appendix II, Part II of the 'Guidelines for the prudential assessment of acquisitions and increase of holdings in the financial sector required by Directive 2007/44/EC'. The website is:

[www.fca.org.uk](http://www.fca.org.uk)

**9.2 Do the proposed controller(s) intend to maintain, increase or reduce their level of control in the foreseeable future? Please provide details below.**

**9.3 If and after the proposed changes take place, how long do the controller(s) intend to hold their control? Please provide details below.**

**9.4 Will control be actively exercised by any of the controllers and, if so, what is the rationale for this? Please explain in full below. If the proposed controller will be a passive investor only, please also explain in full below.**

**9.5 Please provide information about the controller(s)' ability (financial position) and willingness to support the target firm(s) with additional own funds, if needed for development of activities or in case of financial difficulties.**

If the proposed percentage of control is less than 20%, continue to section 10.  
If the proposed percentage of control is greater than 20%, continue below.

**9.6 What influence do the controller(s) propose to exercise over the target firm(s)' financial position, strategic development and allocation of resources?**

**9.7 Please describe intentions and expectations towards the target firm(s) in the medium term, covering elements such as rationale, financial goals, synergies, reallocation of resources, integration, etc.**



## 10 Supporting documents

In addition to the documentation required with the main notification, please provide the following documentation. **Where this is not provided you must explain why.**

**The assessment period, which is 60 working days (before taking into account any interruption period) to assess a case, will start once you receive an acknowledgement of receipt for the purposes of section 189 of FSMA.**

**If the change in control has already taken place (i.e. this is a post notification) then the assessment period does not apply.**

Please note that any outstanding information will cause delays and the assessment period will not start until all required information has been received and acknowledged. The FCA/PRA may object to a notification if the information provided is incomplete. Please refer to section 185(3)(b) of FSMA. The FCA/PRA will notify you as soon as possible if there is any outstanding information and the FCA/PRA will notify you when the assessment period starts and expires. Once the assessment period has started, it can be extended by up to 30 working days\* if further necessary information is required. You will be notified if the expiry date changes by virtue of any interruption period.

(\*For further information on this please refer to section 190 of FSMA.)

### 10.1 Indicate whether the required supporting documents will accompany this form. If not, you must explain why.

	<b>You are required to complete and send to us the following documents</b>	<b>Relevant part of form</b>	<b>Attached</b>	<b>If not attached, please explain why</b>
10.1.1	Please submit a curriculum vitae detailing relevant education and training, previous professional experience, and activities or additional functions currently performed.  <i>Note: If you are currently an FCA/PRA approved person then a CV does not need to be provided.</i>	Section 3	<input type="checkbox"/> Attached	
10.1.2	Please submit the documentation as indicated, in support of information provided about the funding of the acquisition.	Question 8.6	<input type="checkbox"/> Attached	
10.1.3	You must send control structure charts that show the position of the firm(s) undergoing the change in control (the target firm(s)) after the proposed change in control. These charts should show all the firms and/or individuals within the structure and include, among others: <ul style="list-style-type: none"> <li>• all entities in the group;</li> <li>• parent undertakings;</li> <li>• any undertaking(s) / subsidiaries;</li> <li>• any other close links;</li> <li>• anyone acting in concert;</li> <li>• percentages of holdings;</li> <li>• percentages of voting rights;</li> <li>• percentages of control through right to share in capital, profits or liability</li> </ul>	Section 7	<input type="checkbox"/> Attached	

	<p>for losses; and</p> <ul style="list-style-type: none"> <li>• anyone with significant influence.</li> </ul> <p>It would be helpful if you could also include a chart showing the target firm(s)'s controller(s) before the change.</p> <p>It is recommended that you read section 422 of FSMA for the definition of controller and to clarify the terms used above.</p>			
10.1.4	<p>Please provide a business plan containing:</p> <p>(1) strategic developmental plan;</p> <p>(2) estimated financial statements for the target firm (solo and consolidated if applicable) for three years; and</p> <p>(3) information about the impact of the acquisition on the target firm including but not limited to its:</p> <p>i) Governance (including Board membership/composition, committee structure);</p> <p>ii) Systems and Controls;</p> <p>iii) data security/financial crime.</p> <p>For more information please refer to Appendix II, Part II of the 'guidelines for the prudential assessment of acquisitions and increase of holdings in the financial sector required by Directive 2007/44/EC'.</p>	Question 9.1	<input type="checkbox"/>	Attached
10.1.6	<p>If you have answered 'yes' to any of the questions about your fitness and propriety, you should provide documentation to support the details given in each case. Please give clear details below of the supporting documentation you will provide.</p>	Section 6	<input type="checkbox"/>	Attached

**10.2 Other information (please specify).**

# 11 Declaration

If 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)
An individual	The individual

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

There will be a delay in processing the notification if any information is inaccurate or incomplete. Failure to notify the FCA/PRA immediately of any significant change to the information provided may result in a serious delay in the notification process.

- 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 and any supporting documentation 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 or in any supporting documentation. I understand that individual applicants may be required to apply to the Criminal Records Bureau for a search to be made as to whether any criminal records are held in relation to them and to disclose the result of that search to the FCA/PRA.
- The notice-giver(s) give their consent to receive communications from the FCA/PRA via email (including the serving of statutory-notices).

### 11.1 I confirm that I am the individual controller:

Name		
Signature		
Date		

### 11.2 Are the proposed controllers making this notification in conjunction with the target firm(s), e.g. is this a joint notification?

- No (the target firm should notify the FCA/PRA separately, in writing)
- 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)		
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](http://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](mailto:cic-notifications@fca.org.uk)
3. Please send your notification to the PRA at [PRA-ChangeinControl@bankofengland.co.uk](mailto: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 11 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  
25 The North Colonnade  
Canary Wharf  
London  
E14 5HS

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

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



BANK OF ENGLAND  
PRUDENTIAL REGULATION  
AUTHORITY

## Annex C

### **Amendment to: Notification for Change in Controller (Section 178 notice) – Corporate**

In this Annex new text is underlined and deleted text is struck through.



## Notification for a Change in Controller (Section 178 notice) Corporate

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### Purpose of this form

This form should be completed by a director of a corporate entity 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

To comply with the Data Protection Act 1998, any personal information provided to the FCA/PRA will be used to discharge our statutory functions under FSMA and other relevant legislation; it may be disclosed to third parties for those purposes.

**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 us 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 the FCA/ PRA Firm Reference Number, if applicable)**

**Target firms (include the 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 About the notification

Please note that prior approval is required for proposed changes in control or increases in control to enter the higher control band. Even if the change in control or increase in control has already taken place without prior FCA/PRA approval, the FCA/PRA must still assess the suitability of new controllers that did not have prior approval. Therefore a controller notification form should still be completed and submitted as soon as possible to allow a retrospective assessment of the change(s).

Do not leave any questions blank. If a question appears to be not applicable, state 'N/A' and explain why it is not applicable.

**Has information been provided in another controller notification form?**

- No ▶ Proceed to question 1.1  
 Yes ▶ Give details below and continue to section 2

--

**1.1 Has the change in control already taken place?**

- No ▶ Give proposed date below and continue to question 1.2  
 Yes ▶ Give date below and continue to question 1.2

**Date change in control took / is intended to take place.**

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

**1.2 What prompted you to submit the notification at this time? If this notification is being submitted after the event, include details of why prior approval had not been sought for the change(s).**

--

**1.3 Are you aware of other notifications/applications that relate to this change in control?**

(For example, another notification for a change in control, an approved person application, a Variation of Permission or Waiver, etc.)

- No ▶ Continue to section 2  
 Yes ▶ Give details below

--

## 2 About the target firm(s)

Has information been provided in another controller notification form?

- No ▶ Proceed to question 2.1
- Yes ▶ Give details below and proceed to Section 3

### 2.1 Please list name(s) of the FCA/PRA-regulated firms undergoing the change in control (target firm(s)) and all the proposed controllers involved in this transaction.

You may complete a notification for more than one target firm with the same new controller(s) or for more than one proposed controller for a single target firm. The relevant sections for each controller should be completed (make copies if necessary) and each controller (and target firm if this is a joint notification) must sign the declaration page in section 11.

Please list the names of all proposed controllers or existing controllers applying to increase their control of the named target firm(s). From now on, if the form refers to a controller, the FCA/PRA mean the proposed new controller or controller proposing to increase their control of the target firm(s) (unless otherwise stated). Give the current (before the change) and proposed (after the change) percentages of control for each controller for each relevant target firm in the table below.

In the column headed 'Description of control' please provide information on how the control is to be held (e.g. through shares, capital contribution, voting power, acting in concert, direct or via a parent, etc). Please refer to the Handbook Glossary for the definition of control, controller, shares and voting power.

You should consider, in line with the above definitions, persons acting in concert and significant influence when completing the table below.

Target firm FCA/PRA number	Target firm name(s)	Proposed controller name(s)	Proposed controller FCA/PRA number/ Registered no/ Date of Birth	Proposed controller current control %	Proposed control % after the change	Description of how control is held (e.g. direct or via another entity; shares / voting power etc)

### 3 Corporate controller's details

3.1 Name of corporate controller:

--

3.2 Legal status of corporate controller:

--

3.3 Please give registration number of corporate controller. If registered outside the UK, give equivalent reference number:

--

3.4 Country of incorporation or formation of the corporate controller:

--

3.5 Registered office address of the corporate controller:

Address			
County			
Country			
Postcode			

3.6 Is the head office address the same as your registered office address?

- No ▶ Give details below  
 Yes ▶ Continue to question 3.7

Address			
County			
Country			
Postcode			

3.7 Is the corporate controller financially solvent?

- No ▶ **Please provide financial statements for the last three financial periods, approved if possible by an auditing firm, including balance sheet, profit and loss accounts/income statements, annual reports and financial annexes.**  
 Yes ▶ (See 10.1.2 in the 'Supporting documents' section.)

## 3.8 Please give an overview of the corporate controller's entrepreneurial activities to date.

## 3.9 The questions that follow relate to information on:

- the corporate controller;
- any company under its control or in its group;
- any person with a position of influence over, or who effectively runs the business of, the corporate controller; and
- any other firm at which such a person, the corporate controller or any company under its control or in its group, holds or has ever held a position of influence (regarding matters arising during their association with the firm and up to one year after that association ceased).

In this section, all of the above will be referred to together as 'the controller and/or related persons / firms'.

**Criminal proceedings**

In answering the questions in this part you should include matters whether in the UK or overseas. By virtue of the Rehabilitation of Offenders Act 1974 (Exceptions) Order 1975, if you are subject to the law of England and Wales, you must also disclose spent convictions and cautions (other than protected convictions and cautions).

**3.9.1a ~~Has the controller and/or any persons with a position of influence over, or who effectively runs the business of the controller, ever (where applicable):~~**

- (1) been convicted of any criminal offence? (Include any conviction of an offence for which an absolute or conditional discharge was received. You should include traffic offences only if they resulted in a ban from driving or involved driving without insurance.)  
 No       Yes
- (2) received a caution in relation to any criminal offence?  
 No       Yes
- (3) been arrested, summonsed or charged with any criminal offence, been otherwise prosecuted for any criminal offence or been the subject of any criminal proceeding or criminal investigation?  
 No       Yes
- (4) been ordered to produce documents related to any criminal investigation or been the subject of a search (with or without a warrant) related to any criminal investigation?  
 No       Yes

(Include all matters even where the arrest, charge, prosecution or investigation did not result in a conviction and, in respect of 3.9.1(4), even where the controller and/or related persons / firms themselves were not the subject of the investigation.) However, in providing information in response to 3.9.1a, you do not need to disclose details of any specific individuals at the firm who were subject to historic (as opposed to ongoing) criminal investigations, prosecutions, summons or other historic criminal proceedings.

**3.9.1b**

- (1) Has any person with a position of influence over, or who effectively runs the business of the controller ever been convicted of any criminal offence? (Include any conviction of an offence for which an absolute or conditional discharge was

received. You should include traffic offences only if they resulted in a ban from driving or involved driving without insurance.)

No  Yes

- (2) Has any person with a position of influence over, or who effectively runs the business of the controller ever received a caution in relation to any criminal offence?

No  Yes

- (3) Is any person with a position of influence over, or who effectively runs the business of the controller the subject of any ongoing criminal proceedings or ongoing criminal investigation?

No  Yes

- (4) Has any person with a position of influence over, or who effectively runs the business of the controller been ordered to produce documents related to any ongoing criminal investigation or been the subject of a search (with or without a warrant) related to any ongoing criminal investigation?

No  Yes

(Include all matters even where the controller and/or related persons / firms themselves were not the subject of the investigation.)

**3.9.2 ~~Is the controller and/or any persons with a position of influence over, or who effectively runs the business of the controller, currently the subject of any criminal proceedings or criminal investigation?~~**

No  Yes

**If you have answered yes to questions 3.9.1 or 3.9.2 above please give full details on a separate sheet of paper. Tick this box to confirm that you have provided full details including reason(s), date(s) and duration(s) as appropriate:**

### Civil proceedings

In answering the questions in this part you should include matters whether in the UK or overseas.

**3.9.3 Has the controller and/or any persons with a position of influence over, or who effectively runs the business of the controller, ever been:**

- (1) adjudged by a court civilly liable for any fraud, misfeasance, negligence, wrongful trading or other misconduct?

No  Yes

- (2) the subject of a judgement debt or award against them?

No  Yes

You should include all County Court Judgement(s) ('CCJs') made against the controller and/or related firms / persons, whether satisfied or not. Please include on a separate sheet of paper:

(a) the sum and date of all judgement debts, awards or CCJs (whether satisfied or not); and

(b) the total number of all judgement debts, awards or CCJs ordered.

- (3) party to any other civil proceedings that resulted in any order against the controller and/or related persons / firms (other than a judgement debt or award referred to at 3.9.3 (2) above)? (You should include, for example, injunctions and employment tribunal proceedings.)

No  Yes

**3.9.4 Is the controller and/or any persons with a position of influence over, or who effectively runs the business of the controller, currently:**

- (1) party to any civil proceedings?

No  Yes

- (2) aware of anybody's intention to begin civil proceedings against them? (You should include any ongoing disputes whether or not such dispute is likely to result in any order against the controller and/or related persons / firms.)

No       Yes

**3.9.5 Has the controller and/or any persons with a position of influence over, or who effectively runs the business of the controller, ever:**

- (1) filed for their own bankruptcy or had a bankruptcy petition served on them?

No       Yes

- (2) been adjudged bankrupt;

No       Yes

- (3) been the subject of a bankruptcy restrictions order (including an interim bankruptcy restrictions order) or offered a bankruptcy restrictions undertaking?

No       Yes

- (4) made any arrangements with their creditors for example a deed of arrangement or an individual voluntary arrangement (or in Scotland a trust deed)?

No       Yes

- (5) had assets sequestrated?

No       Yes

- (6) been involved in any proceedings relating to the above matters even if such proceedings did not result in the making of any kind of order against them or result in any kind of agreement with them?

No       Yes

**3.9.6 Is the controller and/or any persons with a position of influence over, or who effectively runs the business of the controller currently involved in any proceedings in relation to any of the matters set out in 3.9.5(1) - (6) above (include where they are in the process of entering into any kind of agreement in favour of their creditors)?**

No       Yes

Please specify on a separate sheet of paper whether any bankruptcy orders made have been discharged.

**3.9.7 Does the controller and/or any persons with a position of influence over, or who effectively runs the business of the controller, have any outstanding financial obligations connected with regulated activities (including any activities regulated by the FCA/PRA or any other regulatory body), which they have carried on in the past?**

No       Yes

**3.9.8 Has (a) any company under the control or in the group of the controller or (b) any persons with a position of influence over, or who effectively runs the business of the controller, ever:**

- (1) been put into liquidation?

No       Yes

- (2) been wound up (whether compulsorily or voluntarily)?

No       Yes

- (3) ceased trading?

No       Yes

- (4) had a receiver or administrator appointed?

No       Yes

- (5) entered into any voluntary arrangement with its creditors?

No       Yes

If you have answered yes to any of the questions in 3.9.3 to 3.9.8 above please give full details on a separate sheet of paper. Tick this box to confirm that you have provided full details.

### Business and employment matters

In answering the questions in this part you should include matters whether in the UK or overseas.

**3.9.9 Has the controller and/or any persons with a position of influence over, or who effectively runs the business of the controller ever been:**

- (1) dismissed;
- (2) asked to resign or agreed to resign; or
- (3) suspended

from any profession, vocation, office, employment, position of trust, fiduciary appointment or similar whether or not remunerated?

No  Yes

**3.9.10 Has the controller and/or any persons with a position of influence over, or who effectively runs the business of the controller, ever been:**

- (1) disqualified from acting as a director or similar position?  
 No  Yes
- (2) the subject of any proceedings of a disciplinary nature (whether or not the proceedings resulted in any finding against them)?  
 No  Yes
- (3) the subject of any investigation which might have led to disciplinary proceedings?  
 No  Yes
- (4) notified of any potential proceedings of a disciplinary nature against them?  
 No  Yes
- (5) the subject of any allegations of malpractice or misconduct in connection with any business activities?  
 No  Yes

If you have answered yes to questions in 3.9.9 or 3.9.10 above please give full details on a separate sheet of paper. This at a minimum should include the reason(s), date(s) and duration. Tick this box to confirm that you have provided full details:

### Regulatory matters

Please revert to the guidance notes for the meaning of 'regulatory body' and 'firm' in the context of the questions below. All references to authorisation include any authorisation, licence, registration, approval, notification, membership or relevant permission required to carry on any activity. To avoid doubt, the definition of regulatory body as set out in the guidance notes includes HM Revenue and Customs for these purposes.

In answering the questions in this part you should include matters whether in the UK or overseas.

**3.9.11 In relation to activities regulated by the FCA/PRA or any other regulatory body has the controller and/or any persons with a position of influence over, or who effectively runs the business of the controller ever:**

- (1) been refused, had revoked, restricted or terminated, any authorisation granted or required by any regulatory body?  
 No  Yes
- (2) been criticised, censured, disciplined, suspended, expelled, fined, or been the subject of any other disciplinary or intervention action by any regulatory body?  
 No  Yes
- (3) received a warning (whether public or private) that such disciplinary or intervention action may be taken against them?



No  Yes

- (4) been the subject of an investigation by any regulatory body whether or not such investigation resulted in a finding against them?

No  Yes

- (5) been required or requested to produce documents or any other information to any regulatory body in connection with such an investigation (whether against the controller and/or related person/firm or otherwise)?

No  Yes

- (6) resigned or ceased to act or operate whilst under investigation by any such body or been required to resign or cease acting / operating by any regulatory body?

No  Yes

- (7) decided, not to proceed with an application for authorisation to any regulatory body?

No  Yes

- (8) provided payment services or distributed or redeemed e-money on behalf of a regulated firm or itself under any contractual agreement where that agreement was terminated by the regulated firm?

No  Yes

**3.9.12 In relation to activities regulated by the FCA/PRA or any other regulatory body has the controller and/or any persons with a position of influence over, or who effectively runs the business of the controller ever:**

- (1) been found to have carried on activities for which authorisation or registration by the FCA/PRA or any other regulatory body is required without the requisite authorisation?

No  Yes

- (2) been investigated for the possible carrying on of activities requiring authorisation or registration by the FCA/PRA or any other regulatory body without the requisite authorisation, whether or not such investigation resulted in a finding against them?

No  Yes

- (3) been found to have performed a controlled function (or an equivalent function requiring approval by the FCA/PRA or any other regulatory body) without the requisite approval?

No  Yes

- (4) been investigated for the possible performance of a controlled function (or an equivalent function requiring approval by the FCA/PRA or any other regulatory body) without the requisite approval, whether or not such investigation resulted in a finding against them?

No  Yes

- (5) been the subject of a disqualification direction under section 59 of the Financial Services Act 1986 or a prohibition order under section 56 FSMA, or received a warning notice proposing that such a direction or order be made, or received a Private Warning?

No  Yes

- (6) been found to have failed to comply with an obligation under the Electronic Money Regulations 2011 or Payment Services Regulations 2009 to notify the FCA/PRA of the identity of a person acting in a position of influence over its electronic money or payment services business?

No  Yes

**If you have answered yes to questions 3.9.11 or 3.9.12 above please give full details on a separate sheet of paper. Tick this box to confirm that you have provided full details:**

**If you have answered 'yes' to any of the questions under 3.9, please give clear details below and/or on a separate sheet of paper.**

You must include:

- the question number the information relates to;
- the date of any events;

- any amounts involved;
- the outcome;
- relevant circumstances and explanations; and
- copies of supporting documents.

Please indicate how many separate sheets of paper you have used

Number of additional sheets	
-----------------------------	--

**3.10 Has the controller and/or any persons with a position of influence over, or who effectively runs the business of the controller, ever been subject to any material complaints made against them by clients or former clients in the last five years, which are awaiting determination by or have been upheld by an ombudsman?**

- No ▶ Continue to question 3.11  
 Yes ▶ Give details below

**3.11 Please provide a description of any financial and non-financial interests or relationships with:**

- any other current shareholders of the target firm(s);
- any person entitled to exercise voting rights;
- any member of the board or similar body, or of the senior management of the target firm(s); and
- the target firm(s) itself and its group.

**3.12 Has an assessment of reputation as a controller or as a director of a financial institution, already been conducted by another supervisory authority?**

- No ▶ Continue to question 3.14  
 Yes ▶ Give details below

**If yes, give the identity of authority below and attach evidence of the assessment and its outcome.**

(See 10.1.6 in the 'Supporting documents' section.)

**3.13 Has an assessment already been conducted by another authority from another, non-financial sector?**

No ▶ Continue to section 4

Yes ▶ Give details below

**If yes, give the identity of authority below and attach evidence of the assessment and its outcome.**

(See 10.1.6 in the 'Supporting documents' section.)

## 4 Group and EEA Information

In relation to consolidated financial supervision and financial conglomerates, please note the guidance in the Handbook under SUP 11.5.4 and 11.5.4A.

### 4.1 Is the controller part of a group?

- No ▶ Continue to question 4.2  
 Yes ▶ Give information below about the current activities of the group

### 4.2 Is the controller or any firm in the group subject to regulation by another regulator?

- No ▶ Continue to section 5  
 Yes ▶ Please provide details below (if there is more than one, please use a separate sheet of paper to provide additional information)

Name(s) of firm:

Description of the business:

Country the firm is authorised in:

Regulator's name:

Regulator's contact details (including email address if known):

### 4.3 In relation to the activities of the controller, or the group the controller is part of, is the controller or any firm in the group (as defined in paragraph 5 of schedule 3 of FSMA) an EEA investment firm, an EEA credit institution, an EEA insurance undertaking, an EEA management company or the parent of any such firm?

- No ▶ Continue to question 4.4  
 Yes ▶ Please provide details below

Name(s) of firm:

**4.4 In relation to the activities of the group the controller is a part of, is the controller or any firm in the group a member of a financial conglomerate?**

In relation to consolidated financial supervision and financial conglomerates, please note the guidance in the Handbook under SUP 11.5.4 and 11.5.4A. The Handbook Glossary definition of a financial conglomerate refers to a decision tree in GENPRU 3 Annex 4: <http://fshandbook.info/FS/html/handbook/GENPRU/3/Annex4>.

- No ▶ Continue to question 4.5  
 Yes ▶ Please provide details below

**4.5 Is the controller or any firm in the group a member of a third-country financial conglomerate?**

- Third-country financial conglomerate – i.e. a financial conglomerate headed by a [regulated entity](#) or a [mixed financial holding company](#) that has its head office outside the [EEA](#). The questionnaire in [GENPRU 3 Annex 3 G](#) and its explanatory notes will help you to assess this: <http://fshandbook.info/FS/html/handbook/GENPRU/3/Annex3>

- No ▶ Continue to question 4.6  
 Yes ▶ Please provide details below

**4.6 Is the controller or any firm in the group a member of a third-country banking and investment group?**

- Third-country banking and investment group – i.e. a group headed by a bank, asset management company, investment firm or financial holding company outside the EEA and not part of a wider EEA banking/investment group.

- No ▶ Continue to section 5  
 Yes ▶ Please provide details below

## 5 The corporate controller's directors/members

**For each director/member, a complete curriculum vitae must be attached.**

(Please note if there is any outstanding information it will cause delays and the assessment period to issue a decision will not start until all required information has been received. The FCA/PRA may object to a notification if the information provided is incomplete. Please refer to section 185(3)(b) of FSMA.) (See 10.1.1 in the 'Supporting documents' section.)

### 5.1 Please give details of all the corporate controller's directors or, in the case of a limited liability partnership controller, its members.

Full name	Date of birth	Position
	dd/mm/yy	
	dd/mm/yy	
	dd/mm/yy	
	dd/mm/yy	
	dd/mm/yy	
	dd/mm/yy	
	dd/mm/yy	

## 6 The persons who effectively run the business of the corporate controller and its 'controllers'

**For each person that effectively runs the business, a complete curriculum vitae must be attached.** (Please note if there is any outstanding information it will cause delays and the assessment period to issue a decision will not start until all required information has been received. The FCA/PRA may object to a notification if the information provided is incomplete. Please refer to section 185(3)(b) of FSMA.) (See 10.1.1 in the 'Supporting documents' section.)

### 6.1 Please give details of all the persons who effectively run the business of the controller, if not already noted in section 5.

Full name	Date of birth	Position
	dd/mm/yy	
	dd/mm/yy	
	dd/mm/yy	
	dd/mm/yy	
	dd/mm/yy	
	dd/mm/yy	
	dd/mm/yy	
	dd/mm/yy	
	dd/mm/yy	

### Controllers of the controller

You must provide details of any and all persons with 10% or more of the shares or voting power in the corporate controller, either directly or through a parent undertaking (see the Handbook Glossary for the definition of a parent undertaking). Also list any person who holds shares or voting power in the corporate controller (or a parent undertaking) as a result of which it is able to exercise significant influence over the corporate controller. In the column headed 'Description of how control is held' provide information on how the control is held. Consider again issues such as voting power, right to share in profit, acting in concert and significant influence.

If the corporate controller is proposing to acquire 50% or more of the shares or voting power of a target firm then they may become a parent undertaking of the target firm. If the corporate controller is a parent undertaking, any person who is a controller of the corporate controller would also need to complete and submit an appropriate change in controller notification form.

Please note that the FCA/PRA considers parents of minority controllers to be controllers of firms due to the extended definition of 'voting power' in section 422 (5)(a)(v) of FSMA.

Please refer to our Handbook Glossary for the definition of control, controller, shares and voting power.

**6.2 Are there any controllers of the controller?**

- No ▶ Continue to section 7
- Yes ▶ Please provide details below

Name	Percentage of control	Description of how control is held

**6.3 Please provide information about any shareholders agreements, in relation to the controllers noted in the table in 6.2.**

**6.4 Please provide the credit rating of the corporate controller and, if part of a group, the overall rating of the group.**



## 7 Controller structure charts

You must send the FCA/PRA control structure chart(s) that show the position of the target firm(s) undergoing the change in control and all controllers after the proposed change in control. These chart(s) should show all the firms and/or individuals within the structure and include:

- all entities in the group;
- parent undertakings;
- any undertaking(s)/subsidiaries other than the applicant firm;
- any other close links;
- anyone acting in concert;
- percentages of holdings;
- percentages of voting rights;
- percentages of control through right to share in capital, profits or liability for losses; and
- anyone with significant influence.

It would be helpful if you could include a chart showing the position before the change.

It is recommended that you read section 422 of FSMA for the definition of controller and to clarify the terms used above.

(See 10.1.4 in the 'supporting documents' section.)

## 8 About the transaction

**Has information been provided in another controller notification form?**

- No ▶ Proceed to question 8.1  
 Yes ▶ Give details below and proceed to Section 9

**8.1 Is/are the target firm(s) aware of the proposed controllers' intent?**

- No  
 Yes

**8.2 Is the notification market sensitive?**

- No ▶ Continue to question 8.3  
 Yes ▶ Give details below and continue to question 8.3

**Please confirm why the notification is market sensitive.**

**8.3 What is the rationale behind the acquisition / what are the reasons for the change in control? Please provide a thorough explanation.**

**8.4 Does the proposed controller intend to make any changes to the target firm(s) regulated activities, business plan or strategy as a result of the change in control?**

- No ▶ Continue to question 8.5  
 Yes ▶ Give details below

**8.5 Does the proposed controller intend to restructure the legal form of the target firm(s) or their borrowings, capital structuring or financial arrangements?**

- No ▶ Continue to question 8.6  
 Yes ▶ Give details below for each target firm detailed in 2.1

Target Firm	Proposed changes

**8.6 Please provide full details of the cost of the acquisition including the price paid and any other related costs. Provide full details of how the entire cost is to be funded with evidence of the origin of the funds. Also note details on access to capital and financial markets if applicable.**

Cost	Details of funding

**By way of evidence, please provide documentation (e.g. a loan agreement or bank statement) to support the information provided above.**

You must attach relevant supporting documents as appropriate. (See 10.1.3 in the 'supporting documents' section.)

**If you are not attaching supporting documentation you must explain why below.**

**8.7 Is there any involvement from/with other parties in the acquisition of control (e.g. contribution to financing, means of participation in financial or other current or future arrangements, etc)?**

No ▶ Continue to question 8.8

Yes ▶ Give details below

**8.8 Please provide details of any current or contemplated shareholders arrangements with other shareholders in relation to the target firm(s). (If none, state 'none'.)**

**8.9 Please provide information on assets (if any) of the controller or target firm(s) that are to be sold in the short term (conditions of sale, price and appraisal etc.) (If none, state 'none'.)**

**8.10 Does the proposed controller have any interests that may conflict with its role as a controller of the firm(s)?**

- No ▶ Continue to question 8.11
- Yes ▶ Give details below

**8.11 Please provide here any information you consider relevant to this notification that we would reasonably expect you to give which you have not provided elsewhere. Provide supporting documentation and/or use additional sheets if required.**

## 9 Details of proposed control

**Has information been provided in another controller notification form?**

- No ▶ Proceed to question 9.1  
 Yes ▶ Give details below and proceed to Section 10

**9.1 Will the proposed controller become a parent undertaking (or a parent of a parent) of the target firm(s)? (See the Handbook Glossary or section 420 of FSMA for definition of parent undertaking.)**

- No ▶ Additional information may be requested once the information has been reviewed. Please note the assessment period for issuing a decision will not start until all the required information has been received. You will be notified as soon as possible if additional information is required and also when the assessment period starts.
- Yes ▶ **Please provide a business plan** (See 10.1.5 in the 'supporting documents' section for details of the minimum requirements for a business plan.)

For more detail on what is required please refer to Appendix II, Part II of the 'Guidelines for the prudential assessment of acquisitions and increase of holdings in the financial sector required by Directive 2007/44/EC'. The website is:

[www.fca.org.uk](http://www.fca.org.uk)

**9.2 Do the proposed controller(s) intend to maintain, increase or reduce their level of control in the foreseeable future? Please provide details below.**

**9.3 If and after the proposed changes take place, how long do the controller(s) intend to hold their control? Please provide details below.**

**9.4 Will control be actively exercised by any of the controllers and if so what is the rationale for this? Please explain in full below. If the proposed controller will be a passive investor only, please also explain in full below.**

**9.5 Please provide information about the controller(s)' ability (financial position) and willingness to support the target firm(s) with additional own funds, if needed for development of activities or in case of financial difficulties.**

If the proposed percentage of control is less than 20%, continue to section 10.  
If the proposed percentage of control is greater than 20%, continue below.

**9.6 What influence do the controller(s) propose to exercise over the target firm(s)' financial position, strategic development and allocation of resources?**

**9.7 Please describe intentions and expectations towards the target firm(s) in the medium-term, covering elements such as rationale, financial goals, synergies, reallocation of resources, integration, etc.**

## 10 Supporting documents

In addition to the documentation required with the main notification, please provide the following documentation. **Where this is not provided you must explain why.**

**The assessment period, which is 60 working days (before taking into account any interruption period) to assess a case, will start once you receive an acknowledgement of receipt for the purposes of section 189 of FSMA.**

**If the change in control has already taken place (i.e. this is a post notification) then the assessment period does not apply.**

Please note that any outstanding information will cause delays and the assessment period will not start until all required information has been received and acknowledged. We may object to a notification if the information provided is incomplete. Please refer to section 185(3)(b) of FSMA. The FCAPRA will notify you as soon as possible if there is any outstanding information and the FCA/PRA will notify you when the assessment period starts and expires. Once the assessment period has started, it can be extended by up to 30 working days\* if further necessary information is required. You will be notified if the expiry date changes by virtue of any interruption period.

(\*For further information on this please refer to section 190 of FSMA.)

### 10.1 Indicate whether the required supporting documents will accompany this form. If not, you must explain why.

	<b>You are required to complete and send to the FCA/PRA the following documents</b>	<b>Relevant part of form</b>	<b>Attached</b>	<b>If not attached, please explain why</b>
10.1.1	A curriculum vitae detailing relevant education and training, previous professional experience, and activities or additional functions currently performed.  <i>Note: If an individual is currently an FCA/PRA approved person then a CV does not need to be provided</i>	Section 5 & 6	<input type="checkbox"/> Attached	
10.1.2	Financial statements for the proposed corporate controller for the last three financial periods, approved if possible by an auditing firm, including balance sheet, profit and loss accounts/income statements, annual reports and financial annexes.  <i>Note: If a proposed corporate controller is currently an FCA/PRA authorised firm then accounts do not need to be provided,</i>	Question 3.7	<input type="checkbox"/> Attached	
10.1.3	Please submit the documentation as indicated, in support of information provided about the funding of the acquisition.	Question 8.6	<input type="checkbox"/> Attached	
10.1.4	Control structure charts that show the position of the firm(s) undergoing the change in control (the target firm(s)) after the proposed change in control. These charts should show all the firms and/or individuals within the structure and include: <ul style="list-style-type: none"> <li>all entities in the group;</li> </ul>	Section 7	<input type="checkbox"/> Attached	

	<ul style="list-style-type: none"> <li>parent undertakings;</li> <li>any undertaking(s) / subsidiaries;</li> <li>any other close links;</li> <li>anyone acting in concert;</li> <li>percentages of holdings;</li> <li>percentages of voting rights;</li> <li>percentages of control through right to share in capital, profits or liability for losses; and</li> <li>anyone with significant influence.</li> </ul> <p>It would be helpful if you could also include a chart showing the target firm(s)'s controller(s) before the change.</p> <p>It is recommended that you read section 422 of FSMA for the definition of controller and to clarify the terms used above.</p>			
10.1.5	<p>Business plan containing:</p> <p>(1) strategic developmental plan;</p> <p>(2) estimated financial statements for the target firm (solo and consolidated if applicable) for three years; and</p> <p>(3) information about the impact of the acquisition on the target firm including but not limited to it's:</p> <p>i) Governance (including Board membership/composition, committee structure);</p> <p>ii) Systems and Controls; and</p> <p>iii) data security/financial crime</p> <p>For more information please refer to Appendix II, Part II of the 'Guidelines for the prudential assessment of acquisitions and increase of holdings in the financial sector required by Directive 2007/44/EC'.</p>	Question 9.1	<input type="checkbox"/>	Attached
10.1.6	<p>If you have answered yes to any of the following questions; 3.9, 3.10, 3.12 or 3.13, you should provide documentation to support the details given in each case. Please give clear details below of the supporting documentation you will provide.</p>	Section 3 (questions; 3.9,3.10,3.12 and 3.13)	<input type="checkbox"/>	Attached

**10.2 Other information (please specify).**



## 11 Declaration

If 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 sole trader who employs one or more	The sole trader
A company with one director	The director
A company with more than one director	One director

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

There will be a delay in processing the notification if any information is inaccurate or incomplete. Failure to notify the FCA/PRA immediately of any significant change to the information provided may result in a serious delay in the notification process

- 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 and any supporting documentation 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 or in any supporting documentation.
- The notice-giver(s) give their consent to receive communications from the FCA/PRA via email (including the serving of statutory-notices).

#### 11.1 I confirm that I am legally authorised to sign on behalf of the controller named below:

Name	
Signing on behalf of (controller)	
Position	
Signature	
Date	

#### 11.2 Is/are the proposed controller(s) making this notification in conjunction with the target firm(s), e.g. 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)	
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](http://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](mailto:cic-notifications@fca.org.uk)
3. Please send your notification to the PRA at [PRA-ChangeinControl@bankofengland.co.uk](mailto: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 11 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  
25 The North Colonnade  
Canary Wharf  
London  
E14 5HS

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

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



BANK OF ENGLAND  
PRUDENTIAL REGULATION  
AUTHORITY

## Annex D

### **Amendment to: Notification for Change in Controller (Section 178 notice) – Intragroup transactions**

In this Annex new text is underlined and deleted text is struck through.



## 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	
Email address	
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 About the notification

**1.1 Has the change in control already taken place?**

- No ▶ Give proposed date and explanation below and continue to question 1.2
- Yes ▶ Give date and explanation why prior approval was not sought and continue to question 1.2

**Date change in control took / is intended to take place.**

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

**1.2 Is the notification market-sensitive?**

- No ▶ Continue to question 1.3
- Yes ▶ Give details below and continue to question 1.3

**Please confirm why the notification is market-sensitive.**

**1.3 Are you aware of other PRA/FCA notifications or applications that relate to this change in control?**

(For example, another notification for a change in control, an approved person application, a variation of permission or waiver.)

- No ▶ Continue to question 1.4
- Yes ▶ Give details below and continue to question 1.4

**1.4 Are you aware of other notifications or applications to regulatory bodies outside the UK that relate to this change in control?**

- No ▶ Continue to section 2
- Yes ▶ Provide details and continue to section 2



## 2 Controllers details

### 2.1 Are the new proposed controllers financially solvent?

- No ▶ If available, please provide a financial statements for the last financial period, approved if possible by an auditor, including balance sheet, profit and loss accounts and income statements.
- Yes ▶ If not available, please provide details about the controller's financial position

### 2.2 Please give details of all the corporate controller's directors or, in the case of a limited liability partnership controller, its members.

Full Name	IRN or Date of Birth	Company	Position
	Dd/mm/yy		

### 2.3 Are there any ongoing criminal proceedings or any civil proceedings, business, employment and regulatory matters relating to the controllers, or any of the persons listed above, that the PRA/FCA would reasonably expect to be disclosed to us?

- No ▶ Continue to section 3
- Yes ▶ Provide details and continue to section 3

### 3 Structure Charts

**You must send the FCA/PRA control structure chart(s) that show the position of the target firm(s) undergoing the change in control and all controllers after the proposed change in control. If the transaction is a multi-staged process then a structure chart should be provided for each stage, including the stages that do not contain any change in control notification requirements.**

The structure charts should include:

- all entities in the group that are impacted by the transaction
- percentages of holdings
- percentages of voting rights
- percentages of control through right to share in capital, profits or liability for losses

The structure charts should also highlight:

- details of the cost of the transaction, how it will be funded and the origin of the funds, if applicable
- transfer of assets or liabilities between companies
- repayment of outstanding liabilities
- issuing of new debt

It would be helpful if you could include a chart showing the position before the change. It may also be necessary to provide additional supporting information.

It is recommended that you read section 422 of FSMA for the definition of 'controller' and to clarify the terms used above.

## 4 About the transaction

- 4.1 What is the rationale behind the re-organisation? Please provide a thorough explanation.

- 4.2 Are any changes planned to the regulated activities, quantity and quality of capital resources, business plan/strategy or governance of the target firm(s)?

- No ▶ Continue to question 4.3  
 Yes ▶ Give details below and continue to question 4.3

**4.3 Do the proposed controllers intend to restructure the legal form of the target firm(s) or their borrowings, capital structuring or financial arrangements?**

- No ▶ Continue to question 4.4
- Yes ▶ Give details below for each target firm detailed on the cover page and continue to question 4.4

Target Firm	Proposed changes

**4.4 Please provide here any information you consider relevant to this notification that we would reasonably expect you to give which you have not provided elsewhere. Provide supporting documentation and/or use additional sheets if required.**

## 5 Declaration

- 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 and any supporting documentation 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 or in any supporting documentation.
- The notice-giver(s) give their consent to receive communications from the FCA/PRA via email (including the serving of statutory notices).

### 5.1 I confirm that I am legally authorised to sign on behalf of the controller named below:

Name		
Position		
Signature		
Date		

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.

### What to do next - Submitting the form

**If the internal re-organisation only impacts dual regulated firms then please submit this notification to [PRA-ChangeinControl@bankofengland.co.uk](mailto:PRA-ChangeinControl@bankofengland.co.uk)**

**If the re-organisation impacts solo regulated firms then please submit this notification to [cic-notifications@fca.org.uk](mailto:cic-notifications@fca.org.uk)**

**If the re-organisation impacts both dual regulated and solo regulated firm then please submit this notification to [PRA-ChangeinControl@bankofengland.co.uk](mailto:PRA-ChangeinControl@bankofengland.co.uk) and [cicdualregteam@fca.org.uk](mailto:cicdualregteam@fca.org.uk)**

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.

Please note that notifications received after 4PM will be treated as being received on the following working day.