

Holding companies approval: Indicative information requirements

- **Section 1: information requirements for applicants for approval**
- **Section 2: information requirements for applicants who consider that they are exempt from approval**

SECTION 1: Holding company approval

| | Article 21a CRD V Requirement | Addition information for applicant | Applicant response | Relevant attached documents |
|-----------|---|--|--------------------|-----------------------------|
| 21a(2)(a) | Please provide information in respect of structural organisation of the group of which the financial holding company or the mixed financial holding company is part, with a clear indication of its subsidiaries and, where applicable, parent undertakings, and the location and type of activity undertaken by each of the entities within the group. | <p><i>Please provide an up to date group structure chart listing all subsidiaries, and where appropriate parent undertakings.</i></p> <p><i>Please also complete the fields in Tables 1.1 and 1.2.</i></p> | | |
| 21a(2)(b) | Please provide information regarding the | <i>Applicant should provide the identity of at least two individuals who are directors of the company, and a description of how each director of the company complies with the requirements</i> | | |

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| | nomination of at least two persons effectively directing the financial holding company or mixed financial holding company and compliance with the requirements set out in Article 121 on qualification of directors. | <i>that they are of sufficiently good repute, and possess sufficient knowledge, skills, and experience, to perform their duties as directors.</i> | | |
| 21a(2)(c) | Please provide information regarding compliance with the criteria set out in Article 14 concerning shareholders and members, where the financial holding company or mixed financial holding company has a credit institution as its subsidiary. | <p><i>Applicant should provide the identity of any persons who hold, whether directly or indirectly, qualifying holdings (within the meaning of Article 4(1)(36) of the Capital Requirements Regulation) in the subsidiary PRA firm, and the amounts of those holdings.</i></p> <p><i>If no person holds a qualifying holding in in the subsidiary PRA firm, applicants should provide the identity of the 20 largest shareholders in the subsidiary PRA firm and the amount of their shareholdings.</i></p> | | |
| 21a(2)(d) | Please describe the internal organisation and distribution of tasks within the group. | <i>Applicants should describe the internal organisation and distribution of tasks within the group, with specific reference to group company risk measurement and evaluation and control policies and procedures, in the areas of credit risk, market risk, liquidity risk, large exposures, and operational risk.</i> | | |

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| | | <i>Application should identify and set out the roles of the key individuals responsible for managing these processes (SMFs and their immediate direct reports), and the key committees (board sub-committees, top level executive sub-committees, etc.) responsible for managing these processes.</i> | | |
| 21a(3)(a) | The internal arrangements and distribution of tasks within the group are adequate for the purpose of complying with the requirements imposed by CRD/CRR on a consolidated or sub-consolidated basis and, in particular, are effective to: | | | |
| 21a(3)(a)(i) | coordinate all the subsidiaries of the financial holding company or mixed financial holding company including, where necessary, through an adequate distribution of tasks among subsidiary institutions; | <p><i>Applicants should describe how the communication mechanisms are established within the consolidated group or, where appropriate, sub-consolidated group, to enable senior management, business lines, the risk management function, and other control functions, to share group-wide policies and to access information about risk measurement, analysis, and monitoring.</i></p> <p><i>Applicants do not need to provide copies of the policies in the first instance, but should include a summary of what each policy covers, an explanation/indication of which entity approved each of these policies (ie holding company or an operating subsidiary), and the level at which they were agreed (eg board level).</i></p> <p><i>The PRA may request copies of policies as part of the application process.</i></p> | | |
| 21a(3)(a)(ii) | prevent or manage intra-group conflicts; | <i>Applicants should describe policies in place to prevent or manage intra-group conflicts.</i> | | |

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| 21a(3)(a)(iii) | enforce the group-wide policies set by the parent financial holding company or parent mixed financial holding company throughout the group; | <i>Applicants should describe how internal procedures and information systems are integrated, consistent, and reliable throughout the consolidated group or, where appropriate, sub-consolidated group, and how group-wide policies are enforced throughout the group or sub-group so that all sources of risk can be identified, measured, and monitored on a consolidated basis.</i> | | |
| 21a(3)(b) | The structural organisation of the group of which the financial holding company or mixed financial holding company is part does not obstruct or otherwise prevent the effective supervision of the subsidiary institutions or parent institutions as concerns the individual, consolidated and, where appropriate, sub-consolidated obligations to which they are subject. The assessment of that criterion shall take into account, in particular: | | | |
| 21a(3)(b)(i) | the position of the financial holding company or mixed financial holding company in a multi-layered group; | <i>Applicants should describe the position of the financial holding company or mixed financial holding company within the UK consolidation, its wider global consolidation group, or, where appropriate, its sub-consolidation, and its wider corporate group, as applicable.</i> | | |
| 21a(3)(b)(ii) | the shareholding structure; | <i>Please explain the shareholding structure of the applicant financial holding company or mixed financial holding company, including the level of voting rights held by shareholders.</i> | | |
| 21a(3)(b)(iii) | the role of the financial holding company or mixed | <i>Applicants should describe the role of the financial holding company or mixed financial holding company with particular reference to examples demonstrating management,</i> | | |

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| | financial holding company within the group. | <i>operational, or financial decisions affecting the group or its subsidiaries that are institutions or financial institutions.</i> | | |

1.1 Table relating to 21a(3) – credit institution subsidiaries

| Name of credit institution subsidiary | Country of incorporation | Total assets | Name of main regulator, where applicable |
|---------------------------------------|--------------------------|--------------|--|
| | | | |
| | | | |
| | | | |

1.2 Table relating to 21a(3) – all other subsidiaries where total assets are greater than 1% of consolidated assets

| Name of subsidiary | Country of incorporation | Total assets | Main activity | Name of main regulator, where applicable |
|--------------------|--------------------------|--------------|---------------|--|
| | | | | |
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SECTION 2: Exemption from approval / designation of an approved credit institution

| | Article 21a CRD V Requirement | Applicant response | Relevant attached documents |
|-----------|--|--|-----------------------------|
| 21a(2)(a) | Provide information in respect of structural organisation of the group of which the financial holding company or the mixed financial holding company is part, with a clear indication of its subsidiaries and, where applicable, parent undertakings, and the location and type of activity undertaken by each of the entities within the group. | <p><i>Please provide an up-to-date group structure chart listing all subsidiaries and, where appropriate, parent undertakings.</i></p> <p><i>Please also complete the fields in Tables 1.1 and 1.2.</i></p> | |
| 21a(2)(b) | Please provide information regarding the nomination of at least two persons effectively directing the financial holding company or mixed financial holding company and compliance with the requirements set out in Article 121 on | <p><i>Applicants should provide the identity of at least two individuals who are directors of the company, and a description of how each director of the company complies with the requirements that they are of sufficiently good repute, and possess sufficient knowledge, skills, and experience, to perform their duties as directors.</i></p> | |

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| | qualification of directors. | | |
| 21a(2)(c) | Please provide information regarding compliance with the criteria set out in Article 14 concerning shareholders and members, where the financial holding company or mixed financial holding company has a credit institution as its subsidiary. | <i>Applicants should provide the identity of any persons who hold, whether directly or indirectly, qualifying holdings (within the meaning of Article 4(1)(36) of the Capital Requirements Regulation) in the subsidiary PRA firm, and the amounts of those holdings, or, if no person holds a qualifying holding in the subsidiary PRA firm, the identity of the 20 largest shareholders in the subsidiary PRA firm and the amount of their shareholdings.</i> | |
| 21a(2)(d) | Please describe the internal organisation and distribution of tasks within the group. | <i>Applicants should describe the internal organisation and distribution of tasks within the group, with specific reference to group company risk measurement and evaluation and control policies and procedures in the areas of credit risk, market risk, liquidity risk, large exposures, and operational risk.</i> | |
| | Approval of the financial holding company or mixed financial holding company under this Article shall not be required where all of the following conditions are met: | | |
| 21a(4)(a) | the financial holding company's principal activity is to acquire holdings in subsidiaries or, in the case of a mixed | | |

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| | financial holding company, its principal activity with respect to institutions or financial institutions is to acquire holdings in subsidiaries; | | |
| 21a(4)(b) | the financial holding company or mixed financial holding company has not been designated as a resolution entity in any of the group's resolution groups in accordance with the resolution strategy determined by the relevant resolution authority pursuant to Directive 2014/59/EU; | | |
| 21a(4)(c) | a subsidiary credit institution is designated as responsible to ensure the group's compliance with prudential requirements on a | <i>Where there is more than one PRA firm in the group or, where appropriate, sub-group, applicants should name which subsidiary PRA firm is currently responsible for ensuring the group's compliance with prudential requirements on a consolidated basis or, where appropriate, sub-consolidated basis. Applicants should describe how the subsidiary PRA firm discharges its obligations in respect of compliance with consolidated requirements or, where appropriate, sub-consolidated requirements, in an effective manner.</i> | |

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| | consolidated basis and is given all the necessary means and legal authority to discharge those obligations in an effective manner; | | |
| 21a(4)(d) | the financial holding company or mixed financial holding company does not engage in taking management, operational or financial decisions affecting the group or its subsidiaries that are institutions or financial institutions. | | |
