Owner control / investment firms

**Notification form for target company**

The Financial Supervisory Authority (FIN-FSA) shall be notified of the acquisition of a holding of at least 10%, 20%, 30% or 50%, or a holding carrying entitlement to an abovementioned proportion of voting rights in an investment firm. A notification must also be made if the amount of shares held falls below any of the disclosure thresholds above. The same notification obligation also applies to situations where a supervised entity referred to above becomes a subsidiary due to a change of ownership.

The information to be notified is provided on in Commission Delegated Regulation (EU) 2017/1946. References to Articles in the form refer to the abovementioned Delegated Regulation.

A natural or legal person acquiring or disposing of holdings (hereinafter the proposed acquirer) must report the following information[[1]](#footnote-1). **Every section of the form must be completed.**

Where disposal of holdings is concerned, complete sections 1, 2 and 4 and the signature

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| 1 Name and business ID or any national identification number of the target company (Article 7(1)(a))      |
| **2 Name of the proposed acquirer**      | **Business ID of the proposed acquirer (where necessary)**      |
| **Information relating to the proposed acquisition** |
| **Details of the proposed acquirer's intentions with respect to the proposed acquisition, including the strategic investment or portfolio investment (Article 7(1)(b))**      |
| **4 Information on the shares of the target entity owned, or contemplated to be owned, by the proposed acquirer before and after the proposed acquisition (or disposal), including (Article 7(1)(c) and (f)**1. he number and type of shares, and the nominal value of such shares;
2. the percentage of the overall capital of the target entity that the shares owned, or intended to be acquired, by the proposed acquirer represent before and after the proposed acquisition;
3. the share of the overall voting rights of the target entity that the shares owned, or contemplated to be owned, by the proposed acquirer represent before and after the proposed acquisition, if different from the share of capital of the target entity;
4. the market value, in euro and in local currency, of the shares of the target entity owned, or intended to be acquired, by the proposed acquirer before and after the proposed acquisition.

The proposed acquisition price and the criteria used when determining such price and, where there is a difference between the market value and the proposed acquisition price, an explanation as to why that is the case.     **Appendices**: agreements relating to the acquisition and disposal  |
| **5 Any action in concert with other parties (Article 7(1)(d) and (e)**A description of any action in concert with other parties, including the contribution of those other parties to the financing of the proposed acquisition, the means of participation in the financial arrangements in relation to the proposed acquisition and future organisational arrangements of the proposed acquisition.     The content of intended shareholder's agreements with other shareholders in relation to the target entity.      |
| **Information on the persons that will effectively direct the business of the target entity** |
| **6 Information on any person who will effectively direct the business of the target entity as a result of the proposed acquisition (Article 6(1)(a)–(c):**Personal details:* the name of the person;
* date and place of birth;
* address and contact details;
* national identification number where available;
* the position for which the person is or will be appointed.

**Appendices:** **Detailed curricula vitae** of the abovementioned persons, stating relevant education and professional training, professional experience, including the names of all organisations for which the person has worked and nature and duration of the functions performed, in particular for any activities within the scope of the position sought, and **documentation relating to person's experience such as a list of reference persons including contact information and letters of recommendation**. For positions held in the past 10 years, when describing these activities, the person shall specify their delegated powers, internal decision-making powers and the areas of operations under their control. If the curriculum vitae includes other relevant experiences, including management body representation, this shall be stated. |
| **7 Information for the assessment of reputation of the target entity's future management (Article 6(1)(d))**Information relating to the reputation and experience of any person who will effectively direct the business of the target entity as a result of the proposed acquisition:1. criminal records (information on criminal convictions and fines), information on criminal investigations or proceedings, relevant civil and administrative cases, and disciplinary actions, including disqualification as a company director or bankruptcy, insolvency and similar procedures, through an official certificate or through another equivalent document;

     1. open investigations, enforcement proceedings, sanctions, or other enforcement decisions against the proposed acquirer, which may be provided through a declaration of honour;
2. refusal of registration, authorisation, membership or licence to carry out a business or a profession; or the withdrawal, revocation or termination of such a registration, authorisation, membership or licence; or expulsion by a regulatory or government body or a professional body or association;
3. dismissal from employment or a position of trust, fiduciary relationship or if similar situation.

**Appendices:** Official certificates of matters referred to in section 1 (excluding excerpts from criminal records and register of fines, which will be obtained by the FIN-FSA on persons with a Finnish personal identity code[[2]](#footnote-2)) and a personally signed declaration on the information in section 2. |
| **8 Assessment conducted by another supervisory authority (Article 6(1)(e))**Information as to whether an assessment of reputation of the person as a business director has already been conducted by another supervisory authority, the identity of that authority, and evidence of the outcome of the assessment.     **Appendices:** written declaration issued by another supervisory authority. |
| **9 Financial and non-financial interests of the target entity’s future management (Article 6(1)(f))**A description of financial interests, and non-financial interests or relationships of the person and that person’s close relatives to members of the management body and key function holders in the same institution, the parent institution and subsidiaries and shareholders.*Credit operations, shareholdings, guarantees and pledges shall be deemed to be part of the financial interests, whereas family or close relationships shall be deemed to be part of the non-financial interests.*      |
| **10 Time devoted to managerial duties (Article 6(1)(g))**The minimum time, in annual and monthly indications, that will be devoted to the performance of the person's functions within the target entity.      |
| **11 Other managerial duties of the persons**The list of executive and non-executive directorships currently held by the person.      |
| **Information on the new proposed group structure and its impact on supervision** |
| **12 Scope of consolidated supervision (Article 8(1)**Where the proposed acquirer is a legal person, it shall provide the competent authority of the target entity with an analysis of the scope of consolidated supervision of the group which the target entity would belong to after the proposed acquisition. That analysis shall include information about which group entities would be included in the scope of consolidated supervision requirements after the proposed acquisition and at which levels within the group those requirements would apply on a full or sub-consolidated basis.      |
| **13 Submission of information to the supervisor in the event of a change in group structure (Article 8(2))**An analysis of the impact of the proposed acquisition on the ability of the target entity to continue to provide timely and accurate information to its supervisor, including as a result of close links of the proposed acquirer with the target entity.      |
| **Information relating to the financing of the proposed acquisition** |
| **14 A detailed explanation of the specific sources of funding for the proposed acquisition (Article 9)**The explanation shall include the following: 1. details on the use of private financial resources and the origin and availability of the funds, including any relevant documentary support to provide evidence to the competent authority that no money laundering is attempted through the proposed acquisition;
2. details on the means of payment of the proposed acquisition and the network used to transfer funds;
3. details on access to capital sources and financial markets including details of financial instruments to be issued;
4. information on the use of borrowed funds including the name of relevant lenders and details of the facilities granted, including maturities, terms, pledges and guarantees, as well as information on the source of revenue to be used to repay such borrowings and the origin of the borrowed funds where the lender is not a supervised financial institution;
5. information on any financial arrangement with other shareholders of the target entity;
6. information on assets of the proposed acquirer or the target entity which are to be sold in order to help finance the proposed acquisition, as well as the conditions of the sale, including price, appraisal, details regarding the characteristics of the assets and information on when and how the assets have been acquired.

**Appendices:** any relevant documentary support referred to in paragraph a) from financial institutions, through which the funds used in the acquisition where channelled. |
| **Additional information for qualifying holdings of up to 20%** |
| **15 Strategy (Article 10)**A document on strategy containing the following information (name of the document and number of the page containing the information):1. the period for which the proposed acquirer intends to hold its shareholding after the proposed acquisition and any intention of the proposed acquirer to increase, reduce or maintain the level of their shareholding in the foreseeable future;

     1. an indication of the intentions of the proposed acquirer in relation to the target entity, including whether or not it intends to exercise any form of control over the target entity, and the rationale for that action;
2. information on the financial position of the proposed acquirer and its willingness to support the target entity with additional own funds if needed for the development of its activities or in case of financial difficulties.

**Appendices:** Document on strategy |
| **Additional requirements for qualifying holdings between 20% and 50%[[3]](#footnote-3)** |
| **16 Strategy (Article 11)**A document on strategy containing the following information (name of the document and number of the page containing the information):1. all the information set out in section 15 of the form[[4]](#footnote-4);
2. details on the influence that the proposed acquirer intends to exercise on the financial position in relation to target entity including dividend policy, the strategic development, and the allocation of resources of the target entity;
3. a description of the proposed acquirer’s intentions and expectations in relation to the target entity in the medium term, covering all the elements referred to in Article 12(2) and (3).

**Appendices:** Document on strategy |
| **Additional requirements for qualifying holdings of 50 % or more, or for the event that the target entity would become the proposed acquirer's subsidiary** |
| **17 Business plan (Article 12(1))**Where the proposed acquisition would result in the proposed acquirer holding a qualifying holding in the target entity of 50 % or more, or in the target entity becoming its subsidiary, the proposed acquirer shall provide a business plan to the competent authority of the target entity which shall comprise:* a strategic development plan,
* estimated financial statements of the target entity, and
* the impact of the acquisition on the corporate governance and general organisational structure of the target entity.

**Appendix:** business plan, including the information referred to below and required in Article 12(2)–(5)**Strategic development plan (Article 12(2))**The strategic development plan referred to in paragraph 1 shall indicate, in general terms, the main goals of the proposed acquisition and the main ways for achieving them, including:1. the overall aim of the proposed acquisition;
2. medium-term financial goals which may be stated in terms of return on equity, cost-benefit ratio, earnings per share, or in other terms as appropriate;
3. the possible redirection of activities, products, targeted customers and the possible reallocation of funds or resources expected to impact on the target entity;
4. general processes for including and integrating the target entity in the group structure of the proposed acquirer, including a description of the main interactions to be pursued with other companies in the group, as well as a description of the policies governing intra-group relations.

Where the proposed acquirer is an entity authorised and supervised in the Union, information about the particular departments within the group structure which are affected by the proposed acquisition shall be sufficient for the purposes of the information referred to in point (d) (Article 12(3))**Estimated financial statements of the target entity (Article 12(4))**The estimated financial statements of the target entity referred to in paragraph 1 shall, on both an individual and a consolidated basis, include the following for a reference period of three years:1. a forecast balance sheet and income statement;
2. a forecast prudential capital requirements and solvency ratio;
3. information on the level of risk exposures including credit, market and operational risks as well as other relevant risks;
4. a forecast of intra-group transactions.

**Impact on the corporate governance and general organisational structure of the target entity (Article 12(5))**The impact of the acquisition on the corporate governance and general organisational structure of the target entity referred to in paragraph 1 shall include the impact on:1. the composition and duties of the administrative, management or supervisory body, and the main committees created by such decision-taking body including the management committee, risk committee, audit committee, remuneration committee, and including information concerning the persons who will be appointed to direct the business;
2. administrative and accounting procedures and internal controls, including changes in procedures and systems relating to accounting, internal audit, compliance with anti-money laundering and risk management, and the appointment of key functions of internal auditor, compliance officer and risk manager;
3. the overall IT systems and organisation including any changes concerning the IT outsourcing policy, the data flowchart, the in-house and external software used and the essential data and systems security procedures and tools such as back-up, continuity plans and audit trails;
4. the policies governing outsourcing, including information on the areas concerned, the selection of service providers, and the respective rights and obligations of the parties to the outsourcing contract such as audit arrangements and the quality of service expected from the provider;
5. any other relevant information pertaining to the impact of the acquisition on the corporate governance and general organisational structure of the target entity, including any modification regarding the voting rights of the shareholders.
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| Place and date      | Proposed acquirer’s signatureName of the company and position of the signatory      |

1. The information requested below may also be submitted as attachments (in addition to the appendices separately requested in the form). In this case, the relevant section of the form must specify the name of the attachment, and where necessary, the page where the information can be found. [↑](#footnote-ref-1)
2. Act on the Financial Supervisory Authority, section 20 [↑](#footnote-ref-2)
3. Article 11(2): Where the proposed acquisition would result in the proposed acquirer holding a qualifying holding in the target entity between 2 % and 50%. [↑](#footnote-ref-3)
4. Article 10 [↑](#footnote-ref-4)