

Application for a declaration of no-objection (DNO) Central Counter Parties

DeNederlandscheBank

EUROSYSTEM

Introduction

Oversight Department

What is the purpose of this form?

Any party that acquires a qualifying holding in a Central Counter Party (CCP) must obtain a declaration of no-objection (DNO) issued by De Nederlandsche Bank N.V. (DNB).

Article 31(2) of Regulation (EU) No 648/2012 of the European Parliament and of the Council of 4 July 2012 on OTC derivatives, central counterparties and trade repositories (EMIR) determines that any natural or legal person or such persons acting in concert (the 'proposed acquirer'), who have taken a decision either to acquire, directly or indirectly, a qualifying holding in a CCP or to further increase, directly or indirectly, such a qualifying holding in a CCP as a result of which the proportion of the voting rights or of the capital held would reach or exceed 10 %, 20 %, 30 % or 50 % or so that the CCP would become its subsidiary (the 'proposed acquisition'), shall first notify in writing the competent authority of the CCP in which they are seeking to acquire or increase a qualifying holding, indicating the size of the intended holding and relevant information, as referred to in Article 32(4). Article 32 (4) EMIR states that Member States shall make publicly available a list specifying the information that is necessary to carry out the assessment and that shall be provided to the competent authorities at the time of notification referred to in Article 31(2). In this form that information is specified.

Completeness and quality of the application

Please ensure you complete this form in full and enclose all relevant documents. Please also complete these documents correctly and in full.

Please note: we will only be able to assess your application if you submit a fully and correctly completed application form and provide all required documents. If parts are missing, and we have to ask you to supplement your application, the consideration period will not begin and the total processing time for your application will increase. By submitting a correctly completed application form and enclosing all relevant documents, you will contribute towards smooth and successful processing of your application.

Draft application

In preparation of a final application, DNB provides the possibility to submit a draft application. With a draft application, no formal consideration period applies. Please note that a draft submission is only considered if you have received prior permission from DNB.

Joint Guidelines

This form takes into account the Joint Guidelines on the prudential assessment of acquisitions and increases of qualifying holdings in the financial sector (20 December 2016). For an explanation of concepts and terminology the Joint Guidelines can be consulted.

Confidentiality

We will handle the data submitted in this form with due care. We may exchange your data with third parties only if this is permitted by law, for example with supervisors and criminal justice authorities in the Netherlands and abroad. This also includes providing relevant information to the Ministry of Finance if the qualifying holding has or may have significant consequences for the structure or smooth operation of the financial system.

Change in circumstances

You must inform us promptly and on your own initiative of any change in circumstances that would cause you to answer the questions in this form differently.

A Statement

I declare to complete this application form completely and truthfully.

B General information

B.1 Is the applicant a legal entity?

Fill in as applicable

Name _____

Legal form _____

Date of incorporation _____

Or date of registration in the trade register

Registered office under the articles of association _____

Country of the registered office under the articles of association _____

CoC number _____

Trade register number _____

Enter the unique identification number from a foreign trade register for a legal entity having its registered office outside the Netherlands.

B.2 If applicant is a natural person?

Fill in as applicable

Titles before name _____

Initials _____

First names _____

Prefixes _____

Last name _____

Titles after name _____

Salutation _____

Date of birth _____

Place of birth _____

Country of birth _____

Nationality _____

B.3 Postal address

Do you want to specify a PO-box address?

Street _____

Number _____

PO Box _____

Location _____

Use this field for any other relevant address details

Postal code _____

Town/city _____

Country _____

Business telephone number _____

Business email _____

Please provide a business email address. For security reasons email addresses of popular (free) providers are not allowed (e.g. Gmail, Outlook and Hotmail).

B.4 Annex

Extract from the trade register

Enclose an extract from the trade register of the country in which the legal entity has its registered office

C External consultant

C.1 Do you engage the services of an external consultant?

Name of consultancy firm	
Position	
Initials	
First name	
Prefixes	
Last name	
Salutation	

C.2 Postal address

Street	
Number	
Location	
<i>Use this field for any other relevant address details</i>	
PO Box	
Postal code	
Town/city	
Country	
Business telephone number	
Business email	

Please provide a business email address. For security reasons email addresses of popular (free) providers are not allowed (e.g. Gmail, Outlook and Hotmail).

Regarding this application. Is the consultant also the primary contact person for DNB?

- Yes, please proceed to *section E*.
- No, please fill in *section D*.

D Details of the contact person

Please provide the details of the contact person for this DNO application.

Name of firm	
Position	
Initials	
First name	
Prefixes	
Last name	
Salutation	
Business telephone number	
Business email address	

Please provide a business email address. For security reasons email addresses of popular (free) providers are not allowed (e.g. Gmail, Outlook and Hotmail).

E.1 In which country does the applicant have its registered office?

EU Member State: A state, not being the Netherlands, that is a member of the European Union and is a party to the agreement on the European Economic Area (EEA). The EEA includes the EU and Liechtenstein, Norway and Iceland.

- In the Netherlands or an EU Member State
- Outside the EU

If outside the EU, state the name(s) of the non-EU supervisory authority or authorities supervising the applicant.

You must indicate whether the applicant is subject to anti-money laundering and counterterrorist financing (AML/CFT) regulations

You must indicate whether the applicant is subject to anti-money laundering and counter-terrorist financing (AML/CFT) regulations and describe the extent to which these correspond to the recommendations of the Financial Action Task Force (FATF).

It is possible to add these explanatory notes as enclosure. Indicate in which annex the information can be found.

E.2 Details of financial institution

Please provide the details of the financial institution in which the qualifying holding is acquired or increased.

Name of the financial institution

CoC number

E.3 Other applications

Is the DNO application connected to an application for authorisation of the financial institution in which the proposed holding is to be acquired or increased?

- Yes* No

** If yes, please tick the supervisor to whom the application for authorization has been submitted:*

- Netherlands Authority for the Financial Markets (AFM)
- DNB

Will you be submitting more applications in connection with this application?

- Yes* No

Which application will the joint documents be enclosed?

If yes, name of applicant

Are you applying for a DNO for group companies?

Yes* No

For more information, see the Open Book on Supervision pages on our website.

** If yes, please list the names of the relevant group companies below.*

F Control structure and legal group structure of the applicant

F.1 General information on the proposed holding

Please provide information on the proposed holding.

	Current situation	Situation after acquisition or increase of the qualifying holding	
Number of shares held by the applicant		0	0
Total number of shares issued by the financial institution		0	0
Percentage of shares		%	%
Type of shares	open	open	
Nominal value	€	€	
Exchangeable depositary receipts for shares	open	open	
Non-exchangeable depositary receipts for shares	open	open	
Voting rights		%	%
Other form of control*	open	open	

notes to voting rights and/or degree of control

Direct or indirect	open	open
If indirect: through which legal entity? **		
Other comments		

*** Other types of control**

Here you must indicate any special rights you will be acquiring. This does not concern the usual rights applying to ordinary shares but special rights such as the right to appoint, dismiss or suspend managing and supervisory directors of the financial institution. You should also indicate and specify any veto rights here.

**** The legal entity**

Here you must indicate the direct underlying legal entity through which the holding will be held.

F.2 Does the proposed holding involve several parties acting in concert?

A party is deemed to control the voting rights of a third party if it has made agreements with this party providing for a long-term common policy on exercising these voting rights. Such agreements can be made orally and in writing. This situation can be regarded as acting in concert. If this is the case, the joint share of voting rights that can be exercised by the parties involved in the agreement must be taken into account in determining the bandwidth.

Yes No

If yes, enclose a document describing:

- The identity of the other parties involved
- The manner of their involvement
- Plans or agreements with those other parties regarding the financial institution
- The percentage of the voting rights

Indicate in which annex the information can be found.

F.3 Indicate the bandwidth applying to the DNO

Bandwidths can have upper limits of 10, 20, 50 or 100%. You must enter the bandwidth that corresponds to the actual proposed holding. Please note that this question does not concern any further intended increases of your qualifying holding in the future. In the case of indirect qualifying holdings, you should consider the control criterion.

10-20 30-50
 20-30 50-100

F.4 What amount in euros will be paid for the proposed holding?

If you have your registered office outside the euro area, you must also state the amount in your local currency.

F.5 What share of this amount concerns goodwill?

If you have your registered office outside the euro area, you must also state the amount in your local currency.

F.6 Legal group structure

Please enclose organization charts to provide insight into the full legal group structure and control structure, both of the applicant and of the financial institution. The organization charts (legal group structure) must show the group structure before and after the acquisition of the proposed holding.

It must also specify the persons or legal entities that hold or will hold a direct or indirect qualifying holding in the financial institution, stating the percentages of their interests and their voting rights. Some shareholders might own more shares than the other and thus have a greater say. The percentage of all shares is therefore of great importance here.

Please state which entities in the charts are subject to supervision, the name of the relevant supervisory authority and contact person.

Indicate in which annex the information can be found.

F.7 Shareholders' agreement

Please provide a description of the relevant agreements in the shareholders' agreement in which the applicant will be a party concerning the financial institution.

Indicate in which annex the information can be found.

F.8 Applicant's articles of association

Please enclose a copy of the applicant's articles of association in Dutch or English. If you are unable to submit this, please explain why you are unable to do so.

Indicate in which annex the information can be found.

F.9 Description of financial and non-financial relationships

Please provide a description of any financial and non-financial relationships of the applicant and:

- any shareholder of the financial institution;
- any person entitled to exercise voting rights in the financial institution;
- any member of the management board or supervisory board, policymakers or co-policymakers of the financial institution; or
- the financial institution itself and the group of which it is a part.

Financial and non-financial relationships refer to the extent of control that shareholders jointly hold in the institution (see the question on acting in concert). This relates e.g. to voting right proportions and the persons that co-determine the institution's policy in addition to the shareholders. We also want to know whether the group of shareholders has any loans or claims on the financial institution.

Indicate in which annex the information can be found.

F.10 Description of conflicts of interests and mitigating measures

Indicate the extent to which the applicant's financial and non-financial relationships or any other interests or activities may create a conflict of interests with respect to the financial institution. In the case of conflicts of interests, you must describe the measures that will be taken to mitigate them.

Indicate in which annex the information can be found.

F.11 Does the proposed holding concern a trust?

Trustees: all persons and legal entities that will manage assets under the terms of the trust documents and a description of their respective shares in the distribution of income. Please also list the beneficial owners of the trust's assets and liabilities, including a description of their respective shares in the distribution of income. Only beneficial owners with a qualifying holding need to be listed.

Yes No

If yes, please explain

G Integrity and suitability

The policymakers of a legal entity acquiring a qualifying holding and natural persons with a proposed qualifying holding in a financial institution must be screened for reputation.

G.1 Who are the day-to-day policymakers of the legal entity?

<u>First name</u> _____	<u>First name</u> _____	<u>First name</u> _____
<u>Prefixes</u> _____	<u>Prefixes</u> _____	<u>Prefixes</u> _____
<u>Last name</u> _____	<u>Last name</u> _____	<u>Last name</u> _____

<u>First name</u> _____	<u>First name</u> _____	<u>First name</u> _____
<u>Prefixes</u> _____	<u>Prefixes</u> _____	<u>Prefixes</u> _____
<u>Last name</u> _____	<u>Last name</u> _____	<u>Last name</u> _____

<u>First name</u> _____	<u>First name</u> _____	<u>First name</u> _____
<u>Prefixes</u> _____	<u>Prefixes</u> _____	<u>Prefixes</u> _____
<u>Last name</u> _____	<u>Last name</u> _____	<u>Last name</u> _____

G.2 Has the Initial assessment application form for a declaration of no-objection for each of these persons been submitted?

Please note To submit a complete application you have to fill in 'the Initial assessment application form for a declaration of no-objection'. As the applicant, you are also responsible for submitting the fitness and propriety assessment applications for all day-to-day policymakers and co-policymakers.

Yes No

G.3 Within the context of the proposed qualifying holding, will someone be appointed as a day-to-day policymaker or supervisory board member of the financial institution?

Yes No

<u>First names</u> _____	_____
<u>Prefixes</u> _____	_____
<u>Last name</u> _____	_____

G.4 Does the applicant have a relationship (in any sense of the word) with a politically exposed person (PEP) as defined in Article 3(9) of EU Directive 2015/849?

A PEP is a natural person who is or has been entrusted with a prominent public function, such as heads of state, ministers, state secretaries, members of parliament, state body representatives, members of the governing bodies of political parties, members of supreme courts or other high courts, members of the governing board of central banks, ambassadors, high-ranking officers, board members of state-owned institutions and board members of international organisations.

Directive (EU) 2015/849 of the European Parliament and of the Council of 20 May 2015 on the prevention of the use of the financial system for the purposes of money laundering or terrorist financing, amending Regulation (EU) No 648/2012 of the European Parliament and of the Council, and repealing Directive 2005/60/EC of the European Parliament and of the Council and Commission Directive 2006/70/EC.

Yes No

If yes, describe the nature of the relationship with the PEP.

H Applicant's financial soundness

For the consideration of your application it is essential that the proposed holding does not have an adverse impact on the soundness of the institutions involved: the soundness test. Macroprudential aspects may also be considered in the context of the soundness test, i.e. the possible impact of the holding on the stability of the sector: the stability test.

H.1 Business case of the holding

The business case is central to the assessment of the applicant's financial soundness.

Please enclose a document describing at least the following:

- The intentions with respect to the proposed holding;
- The period for which the proposed holding is to be held;
- Any intention to increase, reduce or maintain the level of this qualifying holding in the foreseeable future;
- An indication as to whether the applicant intends to act as an active or passive shareholder
- Information on the ability (financial position) and willingness of the acquirer to support the target financial institution with additional own funds if needed for the development of its activities or in case of financial difficulties;
- A track record of investments in the financial sector over the past five years.

Indicate in which annex the information can be found. See also section J.

H.2 Credit rating

If available, a credit rating of the applicant and the overall rating of the group of which it is part.

Indicate in which annex the information can be found.

H.3 If the applicant is a legal entity

Financial statements/balance sheets and independent auditor's reports

If available, the financial statements for the last three financial years, together with an independent auditor's report.

If the financial statements are not available for all years, the most recent financial statements must in any event have been audited by an independent auditor. The most recent financial statements must not be older than twelve months. If the period between the DNO application and the most recent financial statements is more than twelve months, you must provide a more recent balance sheet or statement of assets together with an independent auditor's report, security interests and guarantees. If the legal entity is in formation, you must submit a formation balance sheet together with an external auditor's report or a pro forma balance sheet.

The financial statements and independent auditor's report must comprise:

- a balance sheet;
- a profit and loss account
- notes to the financial statements and any other relevant financial information;
- off-balance sheet liabilities (where applicable).

H.4 If the applicant is a legal entity

List of holdings

A list of holdings (whether or not in the financial sector) in which the applicant holds more than 50% of the voting rights or is able to exercise equivalent control.

H.5 If the applicant is a natural person

List of assets and independent auditor's report of factual findings

A list of assets including security interests and guarantees, not older than twelve months and submitted together with an independent auditor's report of factual findings.

The independent auditor's report on agreed-upon procedures must include a detailed description of the procedures performed in accordance with the International Standard on Related Services (ISRS) 4400, "Engagements to Perform Agreed-Upon Procedures Regarding Financial Information".

I.1 If the applicant will obtain majority control through the qualifying holding, implying a change in control, the following information must be submitted to substantiate the proposed holding:

- The intended strategy with respect to the holding.
- A detailed description of the significant changes the applicant envisages for the financial institution.
- A description of the applicant's intentions and expectations regarding the financial institution for the medium term, addressing the following points:
 - o Financial targets for the medium term (e.g. return on equity, cost-benefits ratio, earnings per share, etc.).
 - o Possible redirection of activities/products/targeted customers and possible reallocation of funds and resources of the financial institution.
 - o Integration of the financial institution into the applicant's group, including a description of the envisaged synergies and cost benefits at the financial institution. A description of the group policies governing intra-group transactions and relations.

Indicate in which annex the information can be found.

I.2 We also require you to submit a projection of the financial position of the financial institution at the consolidated and solo levels for the next three years, including:

- A balance sheet and profit and loss account.
- Relevant prudential capital requirements and solvency ratios.
- Information on the level of risk exposures (credit risk, market risk, operational risk, etc.) for the financial institution.
- Estimated intra-group claims and liabilities.

Indicate in which annex the information can be found.

I.3 Last but not least, we require a description of the impact of the proposed holding on the corporate governance and general organisational structure of the financial institution, including the impact on:

- The composition (including proposed appointments) and duties of the management board and the main committees and bodies (e.g. senior management team, risk committee, audit committee, remuneration committee, etc.) and key function holders.

Indicate in which annex the information can be found.

- I.4**
- Changes in procedures and systems related to administration, accounting, audit, internal control, and compliance (including anti-money laundering policy), including the appointment in key positions in these areas (e.g. auditor, controller, compliance officer and a portfolio manager appointed by the applicant with respect to the proposed holding).

Indicate in which annex the information can be found.

- I.5**
- IT systems and IT architecture; e.g. changes related to:
 - o The outsourcing policy
 - o The data flowchart
 - o In-house and external software
 - o Essential data
 - o System security procedures and related tools (e.g. back-up systems, continuity plans, audit trails, etc.)

Indicate in which annex the information can be found.

- I.6**
- The outsourcing policy (e.g. type of operational processes, selection of external service providers, etc.), and the rights and obligations of the parties involved in the outsourcing agreements (e.g. audit arrangements, service level agreements, etc.).

Indicate in which annex the information can be found.

J Impact on the financial institution

Money laundering or financing of terrorism through the financing of the holding must be precluded.

Explanatory notes to the financing of the holding

Please provide information on the financing of the proposed holding, including information on the origin of funds and the transfer of payments.

The notes must include the following information:

- *Details on the origin of the resources used to finance the proposed holding and the share of borrowed capital in the total amount.*
- *Information on the means and the network used to transfer payment for the proposed holding (availability of the resources, financial arrangements)*
- *Information on the applicant's access to sources of capital and capital markets.*
- *Information on the financial instruments to be issued for the funding of the proposed holding, at any rate specifying the underwriting of such instruments and their maturities, terms, security interests and guarantees.*
- *Information on whether the applicant, for the funding of the proposed holding has entered into any kind of financial relationship with other shareholders (or future shareholders) of the financial institution, at any rate specifying maturities, terms, security interests and guarantees.*
- *Information on assets of the applicant or the financial institution which are to be sold in the short term, at any rate specifying conditions of sale, price and valuation, and details on their characteristics.*

Indicate in which annex the information can be found.

K Signatory statement

The application form must be signed by at least one authorised signatory of your company. Please use this statement to do so and submit it as an annex to the application form.

The undersigned declare(s) to have read the information provided in the application form and to be aware of the processing of personal data in accordance with the Personal Data Protection Act (Wet bescherming persoonsgegevens Wbp) and the obligation to notify DNB of any changes in the answers to the questions asked.

The undersigned declare(s) to have completed this application form and the annexes truthfully and in full.

<u>Date</u>	_ _ _ _ _ _ _ _	<u>Date</u>	_ _ _ _ _ _ _ _
<u>Place</u>	_____	<u>Place</u>	_____
<u>Name</u>	_____	<u>Name</u>	_____
<u>Position</u>	_____	<u>Position</u>	_____
<u>Signature</u>	_____	<u>Signature</u>	_____