

**Change in Control Notification (FCA registered**

**Cryptoasset firm)

(Section 178 notice)**

**Individual**

**Name of the individual controller submitting this notification** (include the FCA/ PRA Individual Reference Number if applicable)

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**Target firms** (include the FCA Firm Reference Number)

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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. As appropriate please refer to the Financial Services and Markets Act 2000 **(“FSMA”),** as modified and applied by Regulation 60B of, and Schedule 6B to, the Money Laundering, Terrorist Financing and Transfer of Funds (Information on the Payer) Regulations 2017.

**Important information you should read before completing this form**

The FCA processes personal data in line with the requirements of The General Data Protection Regulation (EU) 2016/679 and the Data Protection Act 2018. For further information about the way we use the personal data collected in this form, please read our privacy notices available on our website: <https://www.fca.org.uk/data-protection>

**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.**

References to provisions of the Financial Services and Markets Act 2000 **(“FSMA”)** are to be read as references to Part XII of FSMA as modified and applied byRegulation 60B of, and Schedule 6B to, the Money Laundering, Terrorist Financing and Transfer of Funds (Information on the Payer) Regulations 2017.

If you leave a question blank, do not sign the declaration or do not attach the required supporting information, the FCA 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.

The FCA 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 20/30 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.)

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.

**Further help**

If you need more help please:

* check the FCA website: [www.fca.org.uk](http://www.fca.org.uk)
* call the FCA Customer Contact Centre on 0300 500 0597
* email the FCA Customer Contact Centre: Firm.Queries@fca.org.uk

**Filling in the form**

**1** If you are using 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
* Ensure you sign the declaration in Section 11. The FCA will accept scanned signatures.

**2** If you are filling in the form by hand:

* use black ink
* write clearly
* sign the declaration

**3** If you think a question is not relevant to you, write 'not applicable' and explain why. This may however cause a delay if further information is required.

**4** If you leave a question blank and/or do not sign the declaration, we will have to treat the application as incomplete. This will increase the time taken to assess your application.

**5** 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.

**Contents of this form**

1 About the notification 6

2 About the target firm(s) 8

3 Your details 9

4 Your address 12

5 Other directorships and companies in which

 you hold control 14

6 About your fitness and propriety 15

7 Control structure charts 25

8 About the transaction 26

9 Details of proposed control 29

10 Supporting documents 31

11 Declaration 32

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|  |  Sending the notification |

 **1 Does/Do any of the target firm(s) form part of a group that is regulated by the FCA and/or the PRA?**

[ ]  No

[ ]  Yes⏵State which Group including the FRN if applicable.

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By Email

 The FCA recommends that you submit your notification via email.

1. Please send your notification to the FCA at cic-notifications@fca.org.uk
2. Please note that emails containing attachments larger than 20mb will get rejected by the server. In these cases please submit your notification by post. This may be in hard copy format but must include a USB stick.
3. 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.
4. Notifications received after 16:00 hours will be treated as being received on the following working day.
5. Unless requested, you do not need to submit the original hardcopy documentation provided in your email. However we recommend that you retain the documentation in accordance with appropriate records management policies as it may be requested later.

By Post

The FCA/ recommend that you send your notification via courier if you are submitting confidential/sensitive information.

Please send your postal notification to the FCA at:

Change in Control Team

The Financial Conduct Authority

12 Endeavour Square
London
E20 1JN

|  |  |
| --- | --- |
|  | Contact details |

**a) Who should the FCA contact about this notification?**

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

**b) Provide the following details for the service of any documents or notices issued under the Money Laundering, Terrorist Financing and Transfer of Funds (Information on the Payer) Regulations 2017**

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

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| 1 |  About the notification |

Please note that prior approval is required for proposed changes in control or increases in control. However, even if the change in control or increase in control has already taken place without prior FCA approval, the FCA 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 any relevant information in relation to the proposed change in control been provided in another change in control application form?**

[ ]  No⏵Continue to Question 1.1

[ ]  Yes⏵Give details below referring to the relevant form in respect of each section and question

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

[ ]  No⏵Give proposed date below if known and continue to Question 1.3 (dd/mm/yyyy). Please note that the relevant assessment period will still apply and you should not acquire or increase control without prior approval.

[ ]  Yes⏵ Give date below the change in control took place (dd/mm/yyyy)

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Regulation 60B of, and Schedule 6B to, the Money Laundering, Terrorist Financing and Transfer of Funds (Information on the Payer) Regulations 2017 **requires that a person who decides to acquire or increase control over** registered cryptoasset exchange provider or registered custodian wallet provider **must first obtain the FCA’s approval. Under section 191F FSMA, it is a criminal offence to acquire or increase control without obtaining the FCA’s approval. The fact that you have not sought prior approval for the acquisition will be recorded.**

 **1.2 What prompted you to submit the notification at this time? Explain in detail why prior approval was not sought for the change(s).**

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

(For example, another notification for a change in control)

[ ]  No

[ ]  Yes⏵Give details below

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 **1.4 What were the circumstances which led to, surrounded, and followed the post-notification? In particular, which entities and individuals made the decision to acquire and were they aware of their obligations under section 178 FSMA** as modified and applied by Regulation 60B of, and Schedule 6B to, the Money Laundering, Terrorist Financing and Transfer of Funds (Information on the Payer) Regulations 2017?

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 **1.5 What steps have been taken to rectify the circumstances that caused the post-notification (including mitigation of any potential detriment resulting from the post-notification)?**

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 **1.6 What material changes, if any, have occurred since the post-notification?**

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 **1.7 Have you post-notified in previous notifications at any point within the last five calendar years?**

[ ]  No⏵Continue to Question 1.8

[ ]  Yes⏵For each instance of a post-notification, you must provide the dates on which are you:

1. acquired/increased control without prior FCA approval
2. became aware of such acquisition/increase
3. the date on which the FCA was made aware of the post-notification
4. the reason for any delay(s)
5. the outcome of the FCA’s review of the post-notification

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

[ ]  No

[ ] [ ]  Yes⏵Give details below

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 **2.1 You must list name(s) of the** registered cryptoasset exchange provider(s) or registered custodian wallet provider(s) **undergoing the change in control (target firm(s)) and all the proposed controllers involved in this transaction.**

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’, provide information on how the control is to be held (eg through shares including any rights attached to those shares, capital contribution, voting power, significant influence, acting in concert, direct or via a parent, etc.). Please refer to regulations 5 or 6 (as it is modified and applied by Schedule 6B) of the Money Laundering, Terrorist Financing and Transfer of Funds (Information on the Payer) Regulations 2017 for the definition of a beneficial owner.

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

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| Target firm FCA |  | 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 (eg directly or via another entity; shares / voting power etc.) Where % of control via equity differs from voting power or any other rights, provide information for all. |
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| 2 |  About the target firm(s) |

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| 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, unless the individual is an FCA or approved person (See 10.1 in the ‘Supporting documents’ section).

 **3.1 Title**

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 **3.2 Forenames**

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 **3.3 Surname**

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

[ ]  No

[ ]  Yes⏵Give details below of all previous names and the dates that these were changed

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| --- | --- | --- | --- | --- | --- | --- |
| Title |  | Forename(s) |  | Surname |  | Date changeddd/mm/yy |
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 **3.5 Name commonly known by**

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|       |

 **3.6 Date of birth (dd/mm/yyyy)**

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 **3.7 Place of birth**

|  |
| --- |
|       |

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

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| --- |
|       |

 **3.9 Passport number, if national insurance number is not applicable**

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|       |

 **3.10 Nationality**

|  |
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 **3.11 Have you ever had a different nationality?**

[ ]  No

[ ]  Yes⏵Give details below of all previous nationalities

|  |
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**3.12 Provide details of your financial position and strength: details concerning source(s) of revenue, assets and liabilities, pledges and guarantees etc.**

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 **3.13 Provide a description of your current professional activities.**

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 **3.14 Provide information about your ratings and public reports if available (if no ratings/reports are available, you must state and explain why).**

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**3.15 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)**
* **the target firm(s) itself or themselves**

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| 4 | Your address |

 **4.1 Current private address**

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

[ ]  The controller lives outside the UK and has no UK address

|  |  |
| --- | --- |
| Address |       |
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|  |
| Postcode |       |

 **4.2 When did you move to this address? (dd/mm/yyyy)**

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If you moved to this address less than three years ago, 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 1**

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| Address |       |
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| Postcode |       |

**From**

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 **Previous address 2**

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 **Previous address 3**

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| 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

[ ]  Yes⏵Give details below

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| --- | --- | --- | --- | --- |
| Name of undertaking |  | Nature of business |  | Place of business |
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 **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

[ ]  Yes⏵Give details below

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| Name of undertaking |  | Nature of business |  | Place of business |  | Percentage of control/significant influence held equity/voting rights, etc. |
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 **5.3 Provide information about the ratings and public reports of other companies under your control or directorships, if applicable.**

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| 6 | About your fitness and propriety |

If you answer yes to any of the questions in Section 6, please provide full details on a separate sheet of paper (see Question 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 section, you should include matters whether they occurred in the United Kingdom or overseas. Please note, the applicant is not required to disclose any convictions that are regarded as 'spent' under the Rehabilitation of Offenders Act 1974.

For the avoidance of doubt, references to the legislation above are references to the legislation as amended.

**6.1.1**

(1) Have you ever been convicted of an offence listed in Schedule 3 of the Money Laundering, Terrorist Financing and Transfer of Funds (Information on the Payer) Regulations 2017, in the UK or of an equivalent offence in another country? For ease of reference the list of offences in Schedule 3 are on pages 17 and 18 of this document.

[ ]  No [ ]  Yes

 (2) Have you ever been convicted of any other criminal offence not listed in the Schedule 3 of the Money Laundering, Terrorist Financing and Transfer of Funds (Information on the Payer) Regulations 2017,in the UK or of an equivalent offence in another country? (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.) For ease of reference the list of offences in Schedule 3 are on pages 17 and 18 of this document.

[ ] [ ]  No [ ] [ ]  [ ] Yes

(3) Are you presently charged with any of the offences listed in Schedule 3 of the Money Laundering, Terrorist Financing and Transfer of Funds (Information on the Payer) Regulations 2017? For ease of reference the list of offences in Schedule 3 are on pages 17 and 18 of this document.

[ ]  No [ ]  Yes

 (4) Have you ever received a caution in relation to any criminal offence?

[ ] [ ]  No [ ] [ ]  [ ] Yes

(5) Are you the subject of any ongoing criminal investigation?

[ ] [ ]  No [ ] [ ]  [ ] Yes

 (6) 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

(7) Have you ever been subject to a confiscation order under the Proceeds of Crime Act 2002?

[ ]  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 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 Question 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 Question 6.1.3, you do not need to disclose details of any specific individuals at the firm who were subject to historical (as opposed to ongoing) criminal investigations, prosecutions, summons or other historical 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, you must 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

[ ] **6.1.5 For a beneficial owner who is not currently approved as a SMF manager** [**https://www.handbook.fca.org.uk/handbook/glossary/G3503f.html?filter-title=smf**](https://www.handbook.fca.org.uk/handbook/glossary/G3503f.html?filter-title=smf)**) by the FCA/PRA, has a criminal record check been carried out within the last 6 months?**

[ ]  No [ ]  Yes [ ]  N/A

A basic Disclosure and Barring Service (DBS) check must be carried out. If the individual is based in Scotland, Northern Ireland or outside of the United Kingdom, they’ll need to request an equivalent criminal record check. Evidence of the check should be readily available upon request.

**Schedule 3 of the Regulations**

1. **An offence under the Perjury Act 1911(b).**
2. **An offence under section 89 of the Criminal Justice Act 1967 (false written statements tendered in evidence)(c).**
3. **An offence under section 20BB of the Taxes Management Act 1970 (falsification of documents)(d).**
4. **An offence under section 11 of the European Communities Act 1972 (EU offences)(e).**
5. **An offence under Article 10 of the Perjury (Northern Ireland) Order 1979 (false statutory declarations and other false unsworn statements)(f).**
6. **An offence under the Customs and Excise Management Act 1979(a).**
7. **An offence under the Estate Agency Act 1979, or specified for the purposes of section 3 of that Act in the Estate Agents (Specified Offences) (No 2) Order 1991(b).**
8. **An offence under any of sections 1 to 5 of the Forgery and Counterfeiting Act 1981(c) (counterfeiting offences).**
9. **An offence under section 35 of the Administration of Justice Act 1985 (penalty for pretending to be a licensed conveyancer or recognised body)(d).**
10. **An offence under section 11(1) (undischarged bankrupts) or 13 (criminal penalties) of the Company Directors Disqualification Act 1986(e).**
11. **An offence under section 1, 2, 3, 3ZA or 3A of the Computer Misuse Act 1990(f) (computer misuse offences).**
12. **An offence under section 112 (false representations or obtaining benefit) or 114 (offences relating to contributions) of the Social Security Administration Act 1992(g).**
13. **An offence under section 52 of the Criminal Justice Act 1993(h) (the offence of insider dealing).**
14. **An offence under the Value Added Tax Act 1994(i).**
15. **An offence under section 44(2) of the Criminal Law (Consolidation) (Scotland) Act 1995 (false statement and declarations)(j).**
16. **An offence under the Data Protection Act 2018 (k).**
17. **An offence under the Terrorism Act 2000(l).**
18. **An offence under paragraph 7(2) or (3) of Schedule 3 to the Anti-Terrorism, Crime and Security Act 2001(m) (offences).**
19. **An offence under the Money Laundering Regulations 2001(n), the Money Laundering Regulations 2003(o), the Money Laundering Regulations 2007(p) or under these Regulations.**
20. **An offence under section 35 of the Tax Credits Act 2002(q) (offence of fraud).**
21. **An offence under Part 7 (money laundering) or Part 8 (investigations) of, or listed in Schedule 2 (lifestyle offences: England and Wales), 4 (lifestyle offences: Scotland) or 5 (lifestyle offences: Northern Ireland) to, the Proceeds of Crime Act 2002(a).**
22. **An offence under the Commissioners for Revenue and Customs Act 2005(b).**
23. **An offence under the Terrorism Act 2006(c).**
24. **An offence under section 1, 2, 6 or 7 of the Bribery Act 2010(d) (bribery).**
25. **An offence under section 45 of the Serious Crime Act 2015(e) (offence of participating in activities of organised crime gang).**
26. **An offence under Parts 1 (general privacy protections); 2 (lawful interception of communications), 3 (authorisations for obtaining communications data), 5 (equipment interference), 6 (bulk warrants) and 7 (bulk personal dataset warrants) of the Investigatory Powers Act 2016(f).**
27. **An offence under section 45 (failure to prevent facilitation of UK tax evasion offences) or 46 (failure to prevent facilitation of foreign tax evasion offences) of the Criminal Finances Act 2017(g).**
28. **An offence of cheating the public revenue.**
29. **An offence under the law of any part of the United Kingdom consisting of being knowingly concerned in, or in taking steps with a view to, the fraudulent evasion of tax.**
30. **Any offence which has deception or dishonesty as one of its components.**
31. **The common law offences of conspiracy to defraud and perverting the course of justice.**
32. **An offence of attempting, conspiring or inciting the commission of an offence specified in this Schedule.**
33. **An offence under section 44 of the Serious Crime Act 2007 of doing an act capable of encouraging or assisting the commission of an offence specified in this Schedule.**
34. **An offence of aiding, abetting, counselling or procuring the commission of an offence specified in this Schedule.**

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:

1. the sum and date of all judgement debts, awards or CCJs (whether satisfied or not)
2. 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 in Question 6.2.1 (2))? (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?

[ ]  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 Questions 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/ 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 you must 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 under the Directors Disqualification Act 1986?

[ ]  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

**6.3.3 Have you previously held a position of ownership or control in another business subject to money laundering regulations?**

[ ]  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

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’, 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/ 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/ or any other regulatory body, have you ever:**

 (1) been found to have carried on activities for which authorisation by the FCA/ 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/ 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/ 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/ 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/ 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/ 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/ 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/ 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 2017 to notify the FCA/ 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, you must 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, you must 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, you must 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
* copies of supporting documents

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

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| 7 | Control structure charts |

 **7.1 You must send the FCA 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 entities 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 shareholdings and types of shares
* percentages of voting power
* percentages of control through right to share in capital, profits or liability for losses
* anyone with significant influence.

[ ]  Attached

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

[ ]  Attached

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| 8 | About the transaction |

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

[ ]  No⏵Continue to Question 8.1

[ ]  Yes⏵Give details below and continue to Section 9

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

[ ]  No

[ ]  Yes

 **8.2 Is the notification market sensitive?**

[ ]  No

[ ]  Yes⏵Give details below

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 **8.3 What are the reasons for the transaction?**

You must include:

* a thorough explanation on how the proposed acquisition fits into the proposed controllers’ overall strategy.
* details for the short, medium and long-term and differentiate between them.

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

[ ]  No

[ ]  Yes⏵Give details below

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**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

[ ] [ ]  Yes⏵Give details below for each target firm detailed in Question 2.1

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| Target Firm  |  | Proposed changes |
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 **8.6 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.**

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| Cost |  | Details of funding |
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 **8.7 You must provide documentation (eg a loan agreement or bank statement etc.) to support the information provided in Question 8.6. You must also include a copy of the Sale and Purchase Agreement (if applicable)**

[ ] [ ]  Attached

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

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

[ ] [ ]  No

[ ] [ ]  Yes⏵Give details below

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 **8.9 Provide details of any current or contemplated shareholders arrangements with other shareholders in relation to the target firm(s). (If none, state ‘none’.)**

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**8.10 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 apisal etc.) (If none, state ‘none’.)**

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

[ ] [ ]  No

[ ] [ ]  Yes⏵Give details below including how the proposed controller intends to remove or manage them.

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| 9 | Details of proposed control |

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

[ ]  No⏵Continue to Question 9.1

[ ]  Yes⏵Give details below and continue to Section 10

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 **9.1 Will the proposed controller become a parent undertaking (or a parent of a parent) of the target firm(s)? (See 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 ⏵ You must provide a business plan containing as a minimum:

* Strategic developmental plan;
* Plans for how the firm intends to align and/or maintain its business operations to the standards and outcomes set by the Consumer Duty. For more information on the Consumer Duty see <https://www.fca.org.uk/firms/consumer-duty> and <https://www.fca.org.uk/publication/finalised-guidance/fg22-5.pdf>
* Due diligence report/board pack highlighting the risks identified and how you propose to mitigate them
* Forecasted financial statements for the target firm(s) (solo and consolidated if applicable) for three years; and
* Information about the impact of the acquisition on the target firm(s) including but not limited to its:
1. Capital adequacy forecast,
2. Governance (including Board membership/composition, committee structure),
3. Integration plans including but not limited to IT, group policies, staff integration, outsourcing arrangements,
4. Systems and Controls, and
5. Data Security/financial crime.
* Highlight any compliance issues with the Consumer Duty and provide a breakdown of proposed remediation measures*.*

[ ]  [ ]  Attached

 **9.2 If and after the proposed changes take place, how long do the proposed controller(s) intend to hold their control? Does the proposed controller(s) intend to reduce or increase the level of control in the foreseeable future? Give details below.**

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

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

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 **9.5 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.**

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| 10  | Supporting Documents |

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

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **Question** | **You are required to send to us the following documents** | **Relevant** **part of form** | **Attached** | **If not attached explain why** |
| 10.1.1 | A curriculum vitae detailing relevant education and training, previous professional experience, and activities or additional functions currently performed. | Section 3 | [ ] [ ]  |       |
| 10.1.2 | Cont Control structure charts that show the position of the target firm(s) undergoing the change in control and all controllers after the proposed change in control.Control structure chart showing the target firm(s)’ controller(s) before the change.  | Section 7 | [ ] [ ] [ ]  |       |
| 10.1.3 | Documentation in support of information provided about the funding of the acquisition.* Loan agreement(s)
* Bank statement(s)
* Sales and Purchase Agreement or ‘Key Terms and Conditions’
* Other
 | Question 8.6 | [ ] [ ] [ ] [ ] [ ]  |       |
| 10.1.4 | Business plan  | Question 9.1 | [ ] [ ]  |       |
| 10.1.5 | If you have answered ‘yes’ to any of the questions about fitness and propriety, you should provide documentation to support the details given in each case. | Section 6 | [ ] [ ]  |       |

**10.2 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.**

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| 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 (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 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 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 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 gives his/her consent to receive communications from the FCA via email (including the serving of statutory-notices).

**11.1 I can confirm that I am the individual controller named below**

|  |  |
| --- | --- |
| Name |       |
| Signature |  |
| Date |       (dd/mm/yy) |

**11.2 Is/are the proposed controllers making this notification in conjunction with the target firm(s), eg is this a joint notification?**

[ ]  No⏵The target firm should notify the FCA separately, in writing

[ ]  Yes⏵Complete the table below

 I can 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 |       (dd/mm/yy) |