

Notes to assist with the completion of the Controllers Report (SUP 16.4.5R) on behalf of a firm or group

The purpose of the Controllers Report

[SUP 16.4.5R](#) requires a Firm and/or group to submit an annual controllers report. We are introducing a new Controllers Report to help Firms comply with SUP 16.4.5R by ensuring that all information required by this rule has been captured and reported to the FCA.

Completing the Controllers Report

The annual controllers report should be complete and unambiguous. Do not assume that information is known to the appropriate regulator merely because it is in the public domain or has been previously disclosed to another regulatory body. If there is any doubt about the relevance of information, it should be included in the report.

If a Firm or group has provided, or has information that reasonably suggests that it may have directly or through another Firm in the group provided, the appropriate regulator with information which was or has become false, misleading, incomplete or inaccurate, in a material way, it must notify the appropriate regulator immediately.

Expressions in this Report in italics have the meaning given in the Glossary to the Handbook (or, if no meaning is given there, the expressions are to be interpreted in accordance with the related expression defined in the Glossary).

The regulator allows for a group report to be submitted, however the responsibility for the accuracy of the controllers information provided on behalf of the group, remains with each individual Firm.

SECTION 1 – GENERAL DETAILS

To be completed by the submitting Firm

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| Question 1A | Provide the Firm Reference Number (FRN) of the Firm submitting the report |
| Question 1B | Provide the name of the Firm submitting the report |
| Question 1C | If this Report is being submitted for more than one authorised Firm, choose “Yes” from the drop down menu. Otherwise, choose “No”. |

SECTION 2 – FIRM/CONTROLLER DETAILS (to be completed for each authorised Firm to be covered by this report)

If the report is being submitted on behalf of more than one authorised Firm, Section 2 (Firm/Controller Details) must be completed for each authorised Firm.

Section 2 (Firm/Controller Details) must contain at least the mandatory information for each authorised Firm. Nevertheless, the requirement to provide the report and the information contained therein remains the responsibility of each authorised Firm.

To add additional Firms, please select the ‘Add Additional Firms’ button.

Firm Details

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|-------------|---|
| Question 2A | Provide the Firm Reference Number (FRN) of the Firm for whose controller details are being provided |
| Question 2B | Provide the name of the Firm for whose controller details are being provided |

Question 2C	Provide the Accounting Reference Date (ARD)/Financial Year End of the Firm for whose controller details are being provided
Question 2D	Answer 'Yes' or 'No' accordingly. If 'No', no further information needs to be provided and the report can be submitted.
Question 2E	This question must be answered if the answer to Question 2D is 'Yes'.
Question 2F	This question must be answered if the answer to Question 2D is 'Yes'.
Question 2G	<p>This question must be answered if the answer to Question 2E or 2F is 'Yes'.</p> <p>If a controller is increasing their shares or voting power, but does not move up a controller band (see Q5 in the Change in control FAQs page) then this question can be answered N/A.</p> <p>If a controller is increasing their shares or voting power and does cross a controller band, then regulatory approval must be sought (see Change in Control page) for details on how to notify the FCA. If such approval has not been sought or granted, then the report should still be completed and submitted. The Firm should also complete the relevant controller notification form.</p>
Question 2H	<p>This question must be answered if the Firm is a <i>regulated entity</i>.</p> <p>If the Firm is a member of a consolidation group which is a third-country banking and investment group, then this question should be answered 'Yes'.</p> <p>If the Firm is a member of a consolidation group, but that group is not a third-country banking and investment group, then this question should be answered 'No'.</p> <p>If the Firm is not a member of a consolidation group, or the Firm is not a regulated entity, or the Firm that is a regulated entity and is a member of a consolidation group has already notified the FCA of this fact (SUP 16.4.5R(4B)), no further information needs to be provided.</p>

Controller Details

Question 2I	<p>If all the required information in this report is being provided in the form of an organisational chart, Questions 2J to 2Q do not need to be completed. However, if submitting this information via an organisation chart, please make it clear for what period the organisation chart is relevant.</p>
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Please provide a list of all the controllers as at the accounting reference date (ARD) for each authorised Firm and, for each controller, state:

Question 2J	the name of the controller
Question 2K	the percentage of voting power in the Firm, or in the Firm's parent undertaking, which it is entitled to exercise or control the exercise of, whether alone or acting in concert
Question 2L	the percentage of shares in the Firm, or in the Firm's parent undertaking, which it holds, whether alone or acting in concert
Question 2M	if the controller is a body corporate, its country of incorporation

- Question 2N if the [controller](#) is a body corporate, its address (if a foreign incorporated Firm, please provide the UK address or head office)
- Question 2O if the [controller](#) is a body corporate, its registered number
- Question 2P If the [controller](#) is an individual, the individual's date of birth
- Question 2Q If the [controller](#) is an individual, the individual's place of birth

If further rows are needed to add additional controllers, please select the 'Add Controller' button to add an additional row.

How to submit the Report

The completed Controllers Report should be submitted by email to regulatory.reports@fca.org.uk.