

Notification Form for a proposal to acquire a Qualifying Holding in a Payment Institution or Electronic Money Institution

Under the European Union (Payment Services) Regulations 2018 and the European Communities (Electronic Money) Regulations 2011

May 2018

**Contents**

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| --- | --- | --- |
|  | **Important Information To Be Read Before Completing This Notification Form** | **3 - 7** |
| **Section 1:** | **General Details** | **8** |
| **Section 2:** | **Disposer(s)** | **11** |
| **Section 3:** | **Roles and Responsibilities** | **12** |
| **Section 4:**  **Section 5:** | **How the Proposed Acquisition will be financed**  **Completion of Qualifying Holder Assessment Forms** | **13**  **15** |
|  | **Declarations** | **16 - 17** |
|  |  |  |
|  |  |  |
|  |  |  |

**IMPORTANT INFORMATION TO BE READ BEFORE COMPLETING THIS NOTIFICATION FORM**

**Terms used in this Notification Form:**

[**PSR**](http://www.finance.gov.ie/wp-content/uploads/2018/01/18012-S.I.-No.-6-of-2018-European-Union-Payment-Services-Regulations-2018.pdf)-The European Union (Payment Services) Regulations 2018

[**EMR**](http://www.irishstatutebook.ie/eli/2011/si/183/made/en/print)-The European Communities (Electronic Money) Regulations 2011

**Central Bank** -Central Bank of Ireland

**Notification Form** - A fully completed and signed “Notification Form for a proposal to acquire a Qualifying Holding in a Payment Institution or Electronic Money Institution”

**Notification** -A Notification Form and all relevant supporting documentation, including any required Qualifying Holder Assessment Forms and IQs

**Applicant** -The proposed acquirer i.e. the natural or legal person(s) that is proposing to acquire or increase aqualifying holding in a payment institution or electronic money institution

**Disposer** - The proposed disposer i.e. the natural or legal person(s) that is proposing to dispose of or decrease aqualifying holding in a payment institution or electronic money institution

**Target Entity** - The payment institution or electronic money institution within whom the Applicant seeks to acquire or increase a qualifying holding

**EBA** - European Banking Authority

**EBA Guidelines** - EBA Guidelines under Directive (EU) 2015/2366 on the information to be provided for the authorisation of payment institutions and electronic money institutions

**PCF** -Pre Approved Controlled Functions within the meaning of Schedule 2 of the Central Bank Reform Act 2010 (as amended)

**IQ** - Individual Questionnaire

**BACKGROUND INFORMATION**

Regulations 47 to 61 of the PSR and Regulations 37 to 51 of the EMR set out the requirements in respect of control of shareholdings for payment institutions and electronic money institutions respectively.

A “*proposed acquisition*” means (*a*) the proposed acquisition of a *qualifying holding* in a payment institution (“PI”) or an electronic money institution (“EMI”), or (*b*) a proposed increase in a *qualifying holding* in such institutions that results in the size of the holding reaching or exceeding a *prescribed percentage*.

A *qualifying holding*, in relation to a PI/EMI, means a direct or indirect holding; (*a*) that represents 10% or more of the capital of, or the voting rights in, the PI/EMI or (*b*) that makes it possible to exercise a significant influence over the management of the PI/EMI.

A *prescribed percentage* means 20%, 30% or 50%.

The PSR and the EMR provide that a proposed acquirer shall not, directly or indirectly, acquire a qualifying holding in a PI/EMI **without having previously notified** the Central Bank in writing of the intended size of the holding[[1]](#footnote-1). The Central Bank may decide, having completed its assessment of the proposed acquisition, to oppose it, or not to oppose it. Where the Central Bank has given notice in relation to a proposed acquisition that the Central Bank does not oppose the acquisition or a proposed acquisition is deemed to be approved[[2]](#footnote-2), the Central Bank may impose a condition or requirement, or both, being a condition or a requirement that the Central Bank considers necessary for the proper and orderly regulation and supervision of PIs/EMIs[[3]](#footnote-3).

The PSR and the EMR also provide that any person who directly or indirectly proposes to dispose of a qualifying holding or decrease a qualifying holding in a PI/EMI shall not do so **without having previously notified** the Central Bank in writing of the intended size of the holding[[4]](#footnote-4).

***This Notification Form should be used by the Applicant and/or the Disposer to fulfil their legal obligations pursuant to the PSR and the EMR to notify the Central Bank in writing in advance of a proposed acquisition or disposal. If the Notification Form is being submitted by the Disposer(s), only Section 1 - General Details (Questions 1 – 4), Section 2 - Disposer(s) and the Declaration for Disposer(s) must be completed.***

If a PI/EMI becomes aware of an acquistion (or a disposal) of a qualifying holding in it, or an increase (or decrease) in the size of such a holding that results in the holding reaching or exceeding (or decreasing to or below) a prescribed percentage, the PSR and the EMR provide that the PI/EMI shall notify the Central Bank, in writing, of the acquisition or increase (or disposal or decrease) **without delay**[[5]](#footnote-5).

***The PI/EMI should submit a letter to the Central Bank to fulfil its legal obligation pursuant to the PSR and the EMR to notify the Central Bank, in writing, if it becomes aware of an acquisition or disposal.***

The Applicant must submit a Notification Form and **all** relevant supporting documentation when making a Notification to the Central Bank.

The EBA has issued Guidelines under Directive (EU) 2015/2366 (“PSD 2”) on the information to be provided for the authorisation of payment institutions and electronic money institutions (the “[EBA Guidelines](https://www.eba.europa.eu/documents/10180/1904583/Final+Guidelines+on+Authorisations+of+Payment+Institutions+%28EBA-GL-2017-09%29.pdf/f0e94433-f59b-4c24-9cec-2d6a2277b62c)”). Guideline 15 therein entitled “Identity and Suitability Assessment of Persons with Qualifying Holdings in the Applicant” outlines the information that an Applicant should submit in respect of qualifying shareholders in PIs/EMIs. The information requested in this Notification Form reflects the provisions of Guideline 15 of the EBA Guidelines.

Where the proposed acquisition is complex in nature[[6]](#footnote-6), the Central Bank expects the Applicant to request to meet with the Central Bank to discuss the Notification ***prior*** to it being formally submitted to the Central Bank. This serves to assist all parties in discussing the necessary details prior to a Notification being finalised for submission to the Central Bank. Applicants are encouraged to gather all the required information prior to meeting with the Central Bank and the formal submission of the Notification.

[***Further information in respect of the acquiring transaction notification process, including details of the different stages and timelines of the process, can be found on the Central Bank’s website***](https://centralbank.ie/regulation/industry-market-sectors/payment-institutions/notification-process-for-proposed-acquisitions-of-qualifying-holdings)***.***

**NOTES ON COMPLETION**

1. **Please do not complete this notification form until you have read and are familiar with:**
2. The information set out in respect of the acquiring transaction notification process on the Central Bank’s website;
3. The PSR, specifically Regulations 47 to 61 thereof; or
4. The EMR, specifically Regulations 37 to 51 thereof; and
5. Guideline 15 of the EBA Guidelines.
6. **This Notification Form must be completed by the Applicant in typed format and submitted to the Central Bank by email to** [**acquiringtransactions@centralbank.ie**](mailto:acquiringtransactions@centralbank.ie)**. The use of unsecured email is not recommended for sensitive or confidential material.**
7. The Applicant must answer all questions asked and provide all information or documentation requested before the Notification can be considered by the Central Bank. In the event that a question does not apply, please write ‘**not applicable’** or ‘**none’** as appropriate and provide an explanation as to why this is considered to be the case. **Do not leave any blank spaces.** **Incomplete Notifications will be returned to the Applicant who will be advised that the Notification does not contain sufficient material to progress to the assessment phase of the acquiring transaction notification process.**
8. Where an Applicant is required to provide ‘confirmation’, a tick (‘✓’) placed in the relevant box will be taken as a confirmation.
9. If insufficient space has been provided for a reply or if the answer is requested on a separate sheet, the Applicant should provide that information on a separate sheet and refer to it in the space provided for the answer. Please ensure that any sheets are clearly marked with the name of the Applicant and referenced to the appropriate question.
10. Any questions that have a ‘**YES’** and a ‘**NO’** box should be completed by the Applicant accordingly.
11. Further information or clarification may be requested from the Applicant (having regard to the replies furnished with its Notification) for the purpose of considering and assessing the Notification.
12. The Central Bank may process personal data provided by you in order to fulfil its statutory functions or to facilitate its business operations. Any personal data will be processed in accordance with the requirements of data protection legislation. Any queries concerning the processing of personal data by the Central Bank may be directed to [dataprotection@centralbank.ie](mailto:dataprotection@centralbank.ie). A copy of the Central Bank’s Data Protection Notice is available at [www.centralbank.ie/fns/privacy-statement](http://www.centralbank.ie/fns/privacy-statement).

**The Central Bank may process personal data provided by you in order to fulfil its statutory functions or to facilitate its business operations. Any personal data will be processed in accordance with the requirements of data protection legislation. Any queries concerning the processing of personal data by the Central Bank may be directed to** [**dataprotection@centralbank.ie**](mailto:dataprotection@centralbank.ie)**. A copy of the Central Bank’s Data Protection Notice is available at** [**www.centralbank.ie/fns/privacy-statement**](http://www.centralbank.ie/fns/privacy-statement)**.**

**Notes on Assessment Process**

Within two working days of the receipt of a complete Notification the Central Bank will acknowledge receipt in writing and confirm the date on which the assessment period of the proposed acquisition will end. The assessment of the proposed acquisition will be completed within 60 working days after the date of the written acknowledgement.

Additional information or clarification may be requested in writing up to the 50th working day of the assessment period for the purpose of considering and evaluating the proposed acquisition. Such a request for additional information will interrupt the assessment period until a response is received or 20 working days have elapsed. In certain circumstances the interruption period may be extended to 30 working days. If additional information requested is not provided on a timely basis, then the Notification may be rejected on the grounds of incomplete information. In such an event, an Applicant would, if so minded, need to recommence the acquiring transaction notification process.

**Section 1 – General Details**

1. Please confirm which parties to the proposed acquisition this Notification is made on behalf of:

|  |  |  |
| --- | --- | --- |
|  | **YES** | **NO** |
| **The Applicant(s)** |  |  |
|  |  |  |
| **The Disposer(s)** |  |  |

1. Please provide contact details for the individual we should contact in respect of this Notification:

|  |  |
| --- | --- |
| **Contact Person Name:** |  |
| **Position in Company:** |  |
| **Company Name:** |  |
| **Address:** |  |
| **Telephone Number:** |  |
| **Email Address:** |  |

1. Please provide details of the full legal name of the Target Entity:

|  |  |
| --- | --- |
| **Target Entity Name:** |  |
| **Address:** |  |
| **Telephone Number:** |  |
| **Email Address:** |  |

1. Please provide a brief overview of the proposed acquisition:

|  |
| --- |
| **Overview of Proposed Acquisition** |
|  |

1. Please provide certified copies of the share registers[[7]](#footnote-7) of the Target Entity and any entity who proposes to acquire a direct or indirect qualifying holding in the Target Entity.
2. The following information must be submitted:
3. A description of the group to which the Applicant belongs and an indication of the parent undertaking, where applicable.
4. Separate charts setting out the current and proposed shareholder structure of the Target Entity, including:
5. The name and the percentage holding (capital/voting rights) of each person that currently has a direct or indirect holding in the share capital of the Target Entity, identifying those that are considered as direct or indirect qualifying holders and the reason for such qualification; and
6. The name and the percentage holding (capital/voting rights) of each person that will have a direct or indirect holding in the share capital of the Target Entity, identifying those that will be considered as direct or indirect qualifying holders and the reason for such qualification.
7. A list of the names of all persons and other entities that will have qualifying holdings (either direct or indirect) in the Target Entity’s capital, indicating for each such person or entity:
8. The number and type of shares or other holdings to be subscribed; and
9. The nominal value of such shares or other holdings.

The Applicant should confirm that the relevant documentation has been submitted with the Notification:

|  |  |
| --- | --- |
|  | *(Please answer* ***Yes*** *or* ***No****)* |

1. Are there any other material changes to the operations of the Target Entity or any other information that the Central Bank should be aware of in respect of the proposed change in shareholding? If yes, please provide details:

|  |
| --- |
|  |

1. Please provide the names and contact details of any other regulators who have also been notified of the proposed acquisition:

|  |
| --- |
| **Other regulators’ contact details (including specific contact names, email addresses and phone numbers (where available))** |
| 1.  2.  3. |

**Section 2 – Disposer(s)**

1. Please provide details of all Disposers who are disposing of their direct or indirect qualifying holding in the Target Entity:

|  |  |  |  |
| --- | --- | --- | --- |
| **Disposer Details** | **% to be disposed of** | **Direct** | **Indirect** |
|  |  |  |  |
|  |  |  |  |
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Section 3 – Roles and Responsibilities

1. Please provide details of the members of the Target Entity’s Board of Directors (including whether they fulfil an Executive/Non-Executive/Independent role):

|  |  |
| --- | --- |
| Board of Directors | |
|  |  |
|  |  |
|  |  |
|  |  |

1. Please provide details of any PCF appointments within the Target Entity as a result of the proposed acquisition e.g. Directors, Compliance Officer etc.:

|  |  |  |
| --- | --- | --- |
| Name of Person | Proposed PCF Position | Date of IQ Submission |
|  |  |  |
|  |  |  |
|  |  |  |
|  |  |  |
|  |  |  |

NOTE: Any proposed appointments to PCF positions in the Target Entity must be approved in advance by the Central Bank. The Target Entity must submit IQs in respect of these proposed appointments via the Central Bank’s Online Reporting System[[8]](#footnote-8).

1. Please provide details of any PCF resignations within the Target Entity as a result of the proposed acquisition e.g. Director, Compliance Officer etc.:

|  |  |
| --- | --- |
| Name of Person Resigning | PCF Position |
|  |  |
|  |  |
|  |  |
|  |  |
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NOTE: The person(s) in question will need to complete the [PCF online resignation](https://www.centralbank.ie/regulation/how-we-regulate/authorisation/fitness-probity/regulated-financial-service-providers-(introduction)) return[[9]](#footnote-9).

**Section 4 - How the Proposed Acquisition will be financed**

1. Please provide details of the cost of the proposed acquisition:

|  |
| --- |
| **Cost of Proposed Acquisition** |
|  |

1. Please provide details of how the proposed acquisition will be financed together with details of the payment arrangements, timeframe and source(s) of finance for same:

|  |  |
| --- | --- |
| Financing:  Payment:  Timeframe:  Source(s) |  |

1. Please provide a copy of any relevant documentation to support the information provided in response to question 2 above.

The Applicant should confirm that the relevant documentation has been submitted with the Notification:

|  |  |
| --- | --- |
|  | *(Please answer* ***Yes*** *or* ***No****)* |

**Section 5 - Completion of Qualifying Holder Assessment Forms**

For each natural person or legal person or other entity type or director of a legal person or entity who proposes to acquire a qualifying holding in the Target Entity, the Applicant must ensure that the relevant Qualifying Holder Assessment Form(s) is completed and provided with the Notification submission:

* [Natural Person](http://centralbank.ie/docs/default-source/Regulation/industry-market-sectors/Electronic-Money-Institutions/Forms/application-for-natural-person-with-a-qualifying-holding.docx?sfvrsn=4)
* [Legal Person or Other Entity Type](http://centralbank.ie/docs/default-source/Regulation/industry-market-sectors/Electronic-Money-Institutions/Forms/application-for-legal-person-or-other-with-a-qualifying-holding.docx?sfvrsn=4)
* [Director of a Legal Person or Entity](http://centralbank.ie/docs/default-source/Regulation/industry-market-sectors/Electronic-Money-Institutions/Forms/application-for-director-with-a-qualifying-holding.docx?sfvrsn=4)

The Applicant should confirm that the relevant Qualifying Holder Assessment Form(s), for each of the relevant persons and other entities, has been submitted with the Notification:

|  |  |
| --- | --- |
|  | *(Please answer* ***Yes*** *or* ***No****)* |

**Acquiring transaction Notifications in respect of PIs/EMIs are assessed by the Consumer Protection: Policy & Authorisations Division of the Central Bank. Completed Notification Forms and attachments should be scanned and e-mailed to acquiringtransactions@centralbank.ie.**

**Declaration for Proposed Acquirer:**

I and , of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ (name of Applicant), submit the above Notification Form, and declare that:

To the best of our knowledge, information and belief, the information contained in the Notification Form and any supporting information/documentation submitted in respect of this Notification, is true and accurate.

We are aware that it may be an offence and/or grounds for revocation of an authorisation or approval granted on foot of the Notification, and/or grounds for the Central Bank of Ireland to commence an administrative sanctions procedure against both us and/or the Applicant for us to knowingly or recklessly:

1. Provide false or misleading information and/or to make a false or misleading statement (which we acknowledge, may include the withholding by us of any relevant information) in this Notification; or
2. Fail to inform and/or withhold from the Central Bank of Ireland details of any material change in circumstances/new information that is relevant to the Notification.

|  |  |
| --- | --- |
| **For and on behalf of:** | **(Insert Name of Applicant)** |
| **Name (Printed):**  **Title:**  **Signature:**  **Date:** |  |
| **Name (Printed):**  **Title:**  **Signature:**  **Date:** |  |
| ***(Please print name of the Applicant. In the case of a legal person, at least two directors, including the Chief Executive/Managing Director must sign the Declaration above. Original signatures are required).*** | |

**Declaration for Disposer:**

I and , of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ (name of Disposer), submit the above Notification Form, and declare that:

To the best of our knowledge, information and belief, the information contained in the Notification Form and any supporting information/documentation submitted in respect of this Notification, is true and accurate.

We are aware that it may be an offence and/or grounds for revocation of an authorisation or approval granted on foot of the Notification, and/or grounds for the Central Bank of Ireland to commence an administrative sanctions procedure against both us and/or the Disposer for us to knowingly or recklessly:

1. Provide false or misleading information and/or to make a false or misleading statement (which we acknowledge, may include the withholding by us of any relevant information) in this Notification; or
2. Fail to inform and/or withhold from the Central Bank of Ireland details of any material change in circumstances/new information that is relevant to the Notification.

|  |  |
| --- | --- |
| **For and on behalf of:** | **(insert name of Disposer)** |
| **Name (Printed):**  **Title:**  **Signature:**  **Date:** |  |
| **Name (Printed):**  **Title:**  **Signature:**  **Date:** |  |
| ***(Please print name of the Disposer. In the case of a legal person, at least two directors, including the Chief Executive/Managing Director must sign the Declaration above. Original signatures are required).*** | |

**Provisions in this document should not be deleted nor amended in any manner. Applicants should note that it is an offence under the European Union (Payment Services) Regulations 2018 and the European Communities (Electronic Money) Regulations 2011 (as amended) to provide false or misleading information in relation to: (i) obtaining an authorisation to operate as respectively a payment institution or an e-money institution, or (ii) an approval, waiver or permission from the Central Bank concerning the operation of respectively a payment institution or an e-money institution.**

**T +353 1 224 4375 www.centralbank.ie acquiringtransactions@centralbank.ie**

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1. Regulation 48 of the PSR and Regulation 38 of the EMR. [↑](#footnote-ref-1)
2. Where the assessment period in relation to a proposed acquisition has ended and the Central Bank has not notified the Applicant that it opposes the acquisition, it is deemed to be approved pursuant to Regulation 54 of the PSR and Regulation 44(3) of the EMR. [↑](#footnote-ref-2)
3. Regulation 56 of the PSR and Regulation 45 of the EMR. [↑](#footnote-ref-3)
4. Regulation 48 of the PSR and Regulation 38 of the EMR. [↑](#footnote-ref-4)
5. Regulation 50 of the PSR and Regulation 39 of the EMR. [↑](#footnote-ref-5)
6. For example, where large corporate structures, trusts or partnerships are involved or the proposed acquisition requires approval in another jurisdiction(s). [↑](#footnote-ref-6)
7. A certified document is one that is stamped, signed and dated as being a true copy of the original by a party independent of the Applicant. An independent party should be a solicitor, accountant, peace commissioner, notary or commissioner for oaths. The certification stamp must be clearly identifiable on the relevant document. [↑](#footnote-ref-7)
8. Any queries in relation to PCF appointments, resignations or changes etc. should be referred to fitnessandprobity@centralbank.ie [↑](#footnote-ref-8)
9. Any queries in relation to this process should be referred to fitnessandprobity@centralbank.ie [↑](#footnote-ref-9)