

for a qualifying holding in a central counterparty (CCP), having its registered office in the Netherlands.

Article 32 (2) of the Regulation No. 648/2012 of the European Parliament and of the Council of 4 July 2012 on OTC derivatives, central counterparties and trade repositories (EMIR)

De Nederlandsche Bank (DNB) will record the data submitted on the application form in a personal data processing system within the meaning of the Personal Data Protection Act (*Wet bescherming persoonsgegevens* or *Wbp*). The Dutch Data Protection Authority has been notified of the processing of personal data. The notification form is available for inspection at the offices of DNB.

DNB will exercise due care in handling your data. DNB may exchange your data with third parties only if permitted by law, for example with supervisors and criminal authorities in the Netherlands or abroad. Under Section 1:93 of the Financial Services Act, DNB shall also provide relevant and essential information to the Minister of Finance in the case of applications for, or proposed withdrawals of, DNOs relating to holdings which may materially affect the structure or the smooth operation of the financial system.

You should inform DNB promptly and on your own initiative of any change in circumstances that would cause you to answer the questions below differently.

**I CCP in which the qualifying holding is being acquired or increased <sup>1 2</sup>**

Name of the CCP

Postal address of the CCP

<sup>1</sup> A qualifying holding is understood to mean: a direct or indirect holding representing ten per cent or more of the CCP's issued capital or the right to exercise, directly or indirectly, ten per cent or more of the voting rights in an CCP, or the right to exercise, directly or indirectly, a significant influence over the management of the CCP.  
<sup>2</sup> To the extent that this increase requires a DNO. An increase may fall within a previously permitted bandwidth.

**2 Acquirers**

Which natural or legal persons are applying for a DNO through this form and what is the size of their proposed qualifying holding in the CCP (please append an extra sheet or use a separate form if necessary). *Note:* every natural or legal person with a (proposed) qualifying holding should be listed here and is deemed as a separate application.

Name given in the articles of association	Postal address	Shares	Share certificates? Yes/No*	Voting rights	Other form of control	Direct (D) or Indirect (I)?*
			If yes, exchangeable certificates? Yes/No**			
1		%	Yes/No* Yes/No**	%	%	D/I
2		%	Yes/No* Yes/No**	%	%	D/I
3		%	Yes/No* Yes/No**	%	%	D/I
4		%	Yes/No* Yes/No**	%	%	D/I
5		%	Yes/No* Yes/No**	%	%	D/I
6		%	Yes/No* Yes/No**	%	%	D/I
7		%	Yes/No* Yes/No**	%	%	D/I
8		%	Yes/No* Yes/No**	%	%	D/I
9		%	Yes/No* Yes/No**	%	%	D/I
10		%	Yes/No* Yes/No**	%	%	D/I

\*/\*\* Delete what is not applicable.

**3 What type of DNO are you applying for (please tick as appropriate)**

Bandwidth DNO, for the bandwidth of 10 per cent up to (20, 30, 50 or 100) ..... per cent

**4 Data and documents which must be submitted with the form**

**General:**

The extent of the data to be submitted depends on the degree of influence which may/will be exercised as a result of the proposed holding in the target CCP. For the assessment of your application, DNB may ask you for further details on the required data and documents set out below.

Please number the annexes and documents with the corresponding section number on this form. For each section of this form, please note in the right-hand column the page of the relevant annex on which the information can be found. Any sections that are not applicable should be marked as such.

DNB shall acknowledge receipt of the DNO application within two working days. Partly in view of the time limit within which DNB must decide on your application, it is crucial that the data and documents listed on the form are submitted along with it. The decision period of 60 working days will start from the date of written acknowledgement of receipt of the application and all documents required to be attached to the application. This period may be suspended with a maximum number of working days if DNB requires additional information to be able to complete its assessment [EMIR Article 31 (3) and (4)].

We advise you to contact DNB in advance should you have any questions about the data and documents to be submitted.

#### 4.1 Notes to the application

Does the application relate to an application for a licence for a CCP submitted to DNB?

Yes	<input type="radio"/>
No	<input type="radio"/>

Please include an annex explaining the following points:

#### Information that must be submitted in all cases

	Indicate in which annex and on which page of the annex the information can be found Where the requested information is not applicable, please enter 'n.a.'.
1 The overall aim of the acquisition (e.g. strategic investment, portfolio investment, etc.).	
2 The number and type of shares (ordinary shares or any other kind) of the target CCP owned by the acquirer before and after the operation. Also indicate:	
a the absolute number of shares held and to be held by the acquirer and the total number of shares issued;	
b the percentage of shares in the share capital held and to be held by the acquirer;	
c the amount to be paid for the proposed acquisition in euro and, if the acquirer's registered office is outside the euro area, the equivalent in local currency.	
Ad b) If the proportion of the voting rights or control differs from the proportion of the target CCP's issued capital represented by the acquisition, you should (I) state the proportion of the voting rights/control and (II) describe how the voting rights may be exercised.	
3 If the proposed acquisition involves any action in concert with other parties, you should specify (I) the manner of their involvement, and (II) plans or agreements with the other parties in relation to the target CCP.	
4 Provisions of (contemplated) shareholders' agreements (to which the acquirer will become party) in relation to the target CCP.	

#### Information that must be submitted depending on the degree of influence

Information that must be submitted depending on the degree of influence in the target CCP (taking situations in which parties act in concert into account). The influence relates to the power to exercise voting rights or other form of control equivalent to an interest as stated below:

##### 1 between 10 and 20 per cent:

- I A description of the strategy/the intention regarding the acquisition, at any rate including the following points:
- a the period for which the proposed acquirer intends to hold his shareholding after the acquisition;
  - b any intention of the acquirer to increase, reduce or maintain the level of his shareholding in the foreseeable future.

II An indication whether the acquirer intends to act as an active or passive shareholder and the rationale for such action.

III Information on the ability (financial position) and willingness of the acquirer to support the target CCP with additional own funds if needed for the development of its activities or in case of financial difficulties.

## 2 between 20 and 50 per cent:

Information of the same nature as mentioned under 1 ('between 10 and 20 per cent'), sub (I), (II) and (III), above, shall be provided, but in more detail, including:

I details on the influence that the acquirer intends to exercise on: (I) the financial position of the target CCP (including dividend policy), (II) the strategic development, and (III) the allocation of resources of the target CCP;

II a description of the acquirer's intentions and expectations towards the target CCP in the medium term, covering all the elements mentioned below under 3 (I).

## 3 more than 50 per cent:

If the acquirer will obtain majority control through the qualifying holding, implying a change in control, a business plan should be provided justifying the proposed acquisition. This business plan should contain information on the contemplated strategic development plan relating to the acquisition, prospective data, and details on principal modifications or changes in the target CCP envisaged by the proposed acquirer. More specifically, the business plan should contain the following elements:

I a strategic development plan indicating, in general terms, the main goals of the acquisition and the main ways of reaching them, including:

a the rationale for the acquisition;

b medium-term financial goals (return on equity, cost-benefit ratio, earnings per share, etc.);

c the main synergies to be pursued within the target CCP;

d the possible redirection of activities/products/targeted customers and the possible reallocation of funds/resources anticipated within the CCP;

e general modalities for including and integrating the target CCP in the acquirer's group structure, including a description of the main synergies/cost benefits envisaged. A description of the group policies governing intra-group transactions and relations.

II estimated financial statements of the target CCP, on both a solo and consolidated basis, for the next three years, including:

a a forecast balance sheet and profit and loss account;

b forecast of prudential ratios;

c information on the level of risk exposures (credit, market, operational, etc.); and

d a forecast of provisional intra-group operations.

III the impact of the acquisition on the corporate governance and general organisational structure of the target CCP, including the impact on:

a the composition (including proposed appointments) and duties of the board and the main committees and organs (e.g. senior management team, risk committee(s), audit committee, remuneration committee, etc.);

b changes in procedures and systems related to administration accounting, audit, internal control, and compliance (including anti-money laundering), including the appointment of key functions in these areas (e.g. auditor, controller and compliance officer);

c the overall IT systems architecture; such as any changes concerning : (I) the sub-contracting policy, (II) the data flowchart, (III) the in-house and external software used, (IV) essential data, and (V) systems security procedures and tools (e.g. back-up, continuity plan, audit trails, etc.); and

d the policies governing subcontracting and outsourcing (areas concerned, selection of service providers, etc.) and the respective rights and obligations of the principal parties as set out in contracts (e.g. audit arrangements, quality of service expected from the provider, etc.).

#### 4.2 Identity of the proposed acquirer

Please provide the following data in an annex:

a In the case of a natural person:

I surname and initials;

II date of birth;

III place of birth;

IV residential address; and

V contact details (email, fax and telephone numbers).

b In the case of a legal person:

I extract from the commercial register stating the business and registered name, legal form and address of head office;

II up-to-date overview of entrepreneurial activities;

III complete list of persons who effectively direct the acquirer's business, detailing their:

a surname and initials;

b date of birth;

c place of birth;

d residential address; and

e contact details (email, fax and telephone numbers).

IV identity of all persons who are 'beneficial owners' of the legal person (where applicable).

c in the case of a trust (where applicable):

I identity of all persons who will manage assets (trustees) under the terms of the trust document and their respective shares in the distribution of income;

II identity of all other persons who are 'beneficial owners' of the trust property.

#### 4.3 Fit and proper qualities

a Each of the natural persons named under 4.2 (a) and 4.2 (b) (III) should separately complete the questions in Annex 4.3.

#### 4.4 Acquirer's financial position

Please provide the following data in an annex:

a In the case of a natural person:

I a certified statement of assets, not older than one year;

II pledges and guarantees issued;

III financial information including credit ratings and the most recent annual accounts with regard to holdings (whether in the financial sector or not) in which the acquirer holds more than fifty per cent of the voting rights or may, for another reason, exercise equivalent control.

b In the case of a legal person:

I where available, a credit rating of the acquirer and the overall rating of its group;

II (certified) annual accounts over the last three financial years\*, including:

- 1 balance sheet,
- 2 profit and loss accounts,
- 3 notes to the annual accounts and any other relevant financial information;
- 4 off-balance sheet liabilities (where applicable).

\* If more than twelve months has passed between the date of submission of the DNO application and the period covered by the annual accounts on the last financial year, a recent balance sheet/list of assets, approved by an auditor, should be provided.

#### 4.5 Information on the financing of the acquisition

Please provide the following data in an annex:

- a Details on the origin of the resources used to finance the proposed acquisition and the share of borrowed capital in the total;
- b Information on the means and the network used to transfer payment for the proposed holding (availability of the resources, financial arrangements);
- c Details on access to capital sources and financial markets;
- d Information on the financial instruments to be issued for the funding of the proposed acquisition, at any rate specifying the underwriting of such instruments and their maturities, terms, pledges and guarantees;
- e Information on whether the acquirer, for the funding of the proposed holding has entered into any kind of financial relationship with other shareholders (or future shareholders) of the target CCP, at any rate specifying maturities, terms, pledges and guarantees;
- f Information on assets of the acquirer or the target CCP which are to be sold in the short term, at any rate specifying conditions of sale, price appraisal, and details on their characteristics.

#### 4.6 Acquirer's control structure and legal group structure

- a Detailed organisational charts of both the acquirer's and the target CCP's entire legal group structure, before and after the acquisition of the proposed holding. These charts should specify the identity of person(s) holding or obtaining a direct or indirect qualifying holding in the acquirer and the target financial institution, stating the percentages of their interests.
- b description of the voting rights for the holder(s) of the proposed qualifying holding(s) arising from shareholders' agreement(s).
- c Please state which entities in the organisational charts referred to in 4.6 (a) are under supervision, giving the names of their home state regulators.
- d Description of the financial and non-financial relationships of the acquirer with:
  - I any other current shareholder of the target CCP;
  - II any person entitled to exercise voting rights in the target CCP;
  - III any member of the executive board, the supervisory board or (co-) policymakers of the target CCP; or
  - IV the target CCP itself and its group.
- e Description of the extent to which the relationships listed under (d) or any other interests or activities of the acquirer that may be in conflict with the target CCP. In the case of conflicts of interests, please describe the extent to which measures are being taken to mitigate them.
- f If the target CCP has subsidiaries under supervision in other Member States, please state whether the relevant supervisor(s) have likewise been notified of the proposed acquisition or increase. Please provide the name(s) of the subsidiary or subsidiaries and the contact details of the supervisor(s).

**5 Contact person for the application**

Contact details of the person whom DNB may contact about this application.

Name of contact person:

Name of legal person:

Postal address:

Telephone:

Fax:

Email:

Please tick if DNB may contact you by email.

Yes

No

**6. Signature of the authorised person(s)**

The undersigned declare(s) to have taken notice of the aforementioned information about the processing of personal data in conformity with the provisions of the *Wbp* and the obligation to notify any changes in the answers to the questions asked.

The undersigned declare(s) to have filled in this form and the appendix(-ices) fully and truthfully. The undersigned declare(s) to represent all of the acquirers named in this form under 2.

If information is provided that is not filled in truthfully, DNB may impose further restrictions on, attach rules to, or revoke an already issued DNO.

Date

Place

Name

Function

Signature

Date

Place

Name

Function

Signature

Please send the completed and signed form, with any appendices, to: De Nederlandsche Bank NV, Oversight Department, Postbus 98, 1000 AB AMSTERDAM

You are strongly advised to inform DNB about the prospective acquisition at the earliest possible opportunity – i.e., before submitting this application form.

Should you have any general questions, please contact DNB's Information Desk via telephone number 0800 - 020 10 68 or via email ([info@dnb.nl](mailto:info@dnb.nl)).

## 1 Details of natural person:

Surname and initials: \_\_\_\_\_

Date and place of birth: \_\_\_\_\_

Residential address: \_\_\_\_\_

Telephone: \_\_\_\_\_

Fax: \_\_\_\_\_

Email: \_\_\_\_\_

## 2 Has the acquirer or the acquirer's executive director previously been tested for fit and properness?

Yes, continue with questions 2.1 and 2.2. No, continue with question 3. 

## 2.1 If a financial sector supervisor has previously conducted a fit and proper test, please indicate which supervisor and when. In the case of a foreign supervisor, please enclose Dutch or English language versions of documents relating to the outcome of the test.

the AFM: DNB: another (foreign) supervisor: 

## 2.2 If a fit and proper test has already been conducted by the AFM or DNB, a fit and proper form need not be completed again. Nonetheless, for the purpose of a possible assessment of expertise, DNB requests you to enclose with the application:

an up to date CV, an any rate containing details of your education, work experience and additional functions, as well as a legible copy of a valid passport or identity card, for each of the persons who, on the basis of the qualifying holding will effectively direct the target CCP.

Have any relevant or circumstances, as included in the fit and proper test form<sup>3</sup>, arisen since the previous test that may give reason for a new assessment?

Yes 

If you ticked 'yes', you are requested to complete the fit-and-proper-test form and send this to DNB as an annex to this application form.

No 3 If neither AFM nor DNB have conducted a fit and proper test, DNB would like to receive for each of the persons who, on the basis of the qualifying holding, will or *could* effectively direct or co-direct the target CCP named under 1.a a fit-and-proper-test form 

<sup>3</sup> The fit-and-proper-test form may be downloaded from the DNB website (<http://www.toezicht.dnb.nl>).



b an up to date CV, at any rate containing details of your education, work experience and additional functions, as well as a legible copy of a valid passport or identity card.



4. Is there information on any previous assessment by a supervisor outside the financial sector? Please enclose Dutch or English versions of documentary evidence relating to the outcome of the assessment (this does not include a certificate of good behaviour).

5. Signature of the authorised person(s).

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The undersigned declare(s) to have taken notice of the aforementioned information about the processing of personal data in conformity with the provisions of the *Wbp* and the obligation to notify any changes in the answers to the questions asked.

The undersigned declares that he/she has completed this form fully and truthfully.

If this annex is completed by a person other than the person named under 1, the undersigned declares that he/she is authorised to name on behalf of the person named under 1 and that the person named under 1 is aware of all that is included in this annex.

If information is provided that is not filled in truthfully, DNB may impose further restrictions on, attach rules to, or revoke an already issued DNO.

Date

Place .....

Name .....

Function .....

Signature

.....