

Chapter 11

Controllers and close links



11.5 Notifications by firms

11.5.1 **R** Information to be submitted by the *firm* (see ■ SUP 11.4.7 R(2)(a))

(1)	The name of the <i>firm</i> ;
(2)	the name of the <i>controller</i> or proposed <i>controller</i> and, if it is a <i>body corporate</i> and is not an <i>authorised person</i> , the names of its <i>directors</i> and its <i>controllers</i> ;
(3)	a description of the proposed event including the shareholding and <i>voting power</i> of the <i>person</i> concerned, both before and after the change in control; and
(4)	any other information of which the <i>appropriate regulator</i> would reasonably expect notice.

11.5.2 **R** The notification from a *firm* under ■ SUP 11.4.7 R(2)(a) need only contain as much of the information set out in ■ SUP 11.5.1 R as the *firm* is able to provide, having made reasonable enquiries from *persons* and other sources as appropriate.

11.5.3 **G** [deleted]

11.5.4 **G** *Firms* are reminded that a change in *control* may give rise to a change in the *group companies* to which the *appropriate regulator's* consolidated financial supervision requirements apply. Also, the *firm* may for the first time become subject to the *appropriate regulator's* requirements on consolidated financial supervision. This may apply, for example, if the *controller* is itself an *authorised undertaking*. The *appropriate regulator* may therefore request such a *firm*, *controller* or proposed *controller* to provide evidence that, following the change in *control*, the *firm* will meet the requirements of these *rules*, if appropriate.

11.5.4A **G** *Firms* are also reminded that a change in *control* may give rise to a notification as a *financial conglomerate* or a change in the supplementary supervision of a *financial conglomerate* (see ■ GENPRU 3.1(Cross sector groups) and ■ GENPRU 3.2(Third country groups)).

11.5.5 **G** [deleted]

11.5.6 **G** [deleted]

Form of notification when a person reduces control

11.5.7

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A notification of a proposed reduction in *control* must:

- (1) give the name of the *controller*; and
- (2) provide details of the extent of *control* (if any) which the *controller* will have following the change in *control*.

Joint notifications

11.5.8

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A *firm* and its *controller* or proposed *controller* may discharge an obligation to notify the *appropriate regulator* by submitting a single joint *section 178 notice* containing the information required from the *firm* and the *controller* or proposed *controller*. In this case, the *section 178 notice* may be used on behalf of both the *firm* and the *controller* or proposed *controller*.

11.5.9

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If a *person* is proposing a change in *control* over more than one *firm* within a *group*, then the *controller* or proposed *controller* may submit a single *section 178 notice* to the *PRA* in respect of all those *firms* which are *PRA-authorised persons* and a single *section 178 notice* to the *FCA* in respect of all those *firms* which are not *PRA-authorised persons*. The *section 178 notice* should contain all the required information as if separate notifications had been made, but information and documentation need not be duplicated within the set of information sent to each regulator.

11.5.10

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When an event occurs (for example, a *group* restructuring or a merger) as a result of which:

- (1) more than one *firm* in a *group* would undergo a change in *control*; or
- (2) a single *firm* would experience more than one change in *control*;

then, to avoid duplication of documentation, all the *firms* and their *controllers* or proposed *controllers* may discharge their respective obligations to notify the *appropriate regulator* by submitting a single *section 178 notice* to the *PRA* containing one set of information in relation to all the *firms* which are *PRA-authorised persons* and a single *section 178 notice* to the *FCA* containing one set of information in relation to all the *firms* which are not *PRA-authorised persons*.