


Chapter 2

Commission Delegated Regulation (EU) 2017/1946



Article 4 Additional information relating to the proposed acquirer that is a natural person

The proposed acquirer that is a natural person shall also provide the competent authority of the target entity with the following:

(a) in respect of the proposed acquirer and of any undertaking directed or controlled by the proposed acquirer, over the past 10 years:

(1) criminal records, or criminal investigations or proceedings, relevant civil and administrative cases, and disciplinary actions, including disqualification as a company director or bankruptcy, insolvency or similar procedures, notably through an official certificate or through another equivalent document;

(2) information on open investigations, enforcement proceedings, sanctions, or other enforcement decisions against the proposed acquirer, which may be provided through a declaration of honour;

(3) refusal of registration, authorisation, membership or licence to carry out trade, business or a profession; or the withdrawal, revocation or termination of such a registration, authorisation, membership or licence; or expulsion by a regulatory or government body or a professional body or association;

(4) dismissal from employment or a position of trust, fiduciary relationship, or similar situation;

(b) information as to whether an assessment of reputation of the acquirer has already been conducted by another supervisory authority, the identity of that authority, and evidence of the outcome of the assessment;

(c) information regarding the current financial position of the proposed acquirer, including details concerning sources of revenues, assets and liabilities, pledges and guarantees, granted or received;

(d) a description of the business activities of the proposed acquirer;

(e) financial information including credit ratings and publicly available reports on the undertakings controlled or directed by the proposed acquirer and, if applicable, on the proposed acquirer;

(f) a description of the financial and non-financial interests or relationships of the proposed acquirer with:

(1) any other current shareholder of the target entity;

(2) any person entitled to exercise voting rights of the target entity in any one or more of the following cases:

- voting rights held by a third party with whom that person or entity has concluded an agreement, which obliges them to adopt, by concerted exercise of the voting rights they hold, a lasting common policy towards the management of the target entity in question,
- voting rights held by a third party under an agreement concluded with that person or entity providing for the temporary transfer for consideration of the voting rights in question,
- voting rights attaching to shares which are lodged as collateral with that person or entity, provided the person or entity controls the voting rights and declares its intention of exercising them,
- voting rights attaching to shares in which that person or entity has a life interest,
- voting rights which are held, or may be exercised within the meaning of the first four items of point (f)(ii), by an undertaking controlled by that person or entity,
- voting rights attaching to shares deposited with that person or entity which the person or entity can exercise at its discretion in the absence of specific instructions from the shareholders,
- voting rights held by a third party in its own name on behalf of that person or entity,
- voting rights which that person or entity may exercise as a proxy where the person or entity can exercise the voting rights at its discretion in the absence of specific instructions from the shareholders;

(3) any member of the administrative, management or supervisory body, in accordance with relevant national legislation, or of the senior management of the target entity;

(4) the target entity itself and its group;

(g) information on any other interests or activities of the proposed acquirer that may be in conflict with those of the target entity and possible solutions for managing those conflicts of interest.

For the purposes of point (f), credit operations, guarantees and pledges shall be deemed to be part of the financial interests, whereas family or close relationships shall be deemed to be part of the non-financial interests.