

Brussels, 09-March-2018XXX |

Annex 1 to circular NBB_202018_XXX08 |

**Transfers of portfolios of insurance or reinsurance contracts, mergers or divisions
Notification by the transferring / absorbed / divided company** |

Scope

- *Insurance and reinsurance companies governed by Belgian law that are subject to the Law of 13 March 2016 on the legal status and supervision of insurance or reinsurance companies (including the insurance companies referred to in Articles 275, 276 and 294 of the aforementioned Law of 13 March 2016);*
- *Authorised branches in Belgium of insurance companies of which the registered office is established in a third country (a country that is not a party to the European Economic Area (EEA) Agreement).*

This form is to be completed by the transferring / absorbed / divided company, whether it is an insurance or a reinsurance company governed by Belgian law or the Belgian branch of an insurance company governed by the law of a third country.

1. Contact details

Name, Legal Entity Identifier (LEI), administrative code and address of the registered office of the transferring <u>/ absorbed / divided</u> company	[to be completed by the company]
Name, Legal Entity Identifier (LEI), administrative code and address of the registered office of the transferee <u>/ absorbing / receiving</u> company	[to be completed by the company]
Effective date of the transfer (distinguishing where appropriate between the effective accounting date and the effective legal date)	[to be completed by the company]
Name, telephone number and e-mail address of the contact person in the transferring <u>/ absorbed / divided</u> company	[to be completed by the company]

2. General information regarding the transfer

2.1. Description of the reasoning behind the transaction (strategy, proposed business plan in relation to the portfolio to be transferred, etc.).

2.2. Description of the legal modus operandi and schedule of the proposed transaction.

2.32. Description of the portfolio to be transferred (insurance classes or reinsurance activities concerned, nature of the contracts to be transferred, transaction cost, technical arrangements for the transfer, etc.) or, in the case of a merger or division, if the activity transferred is not an insurance or reinsurance activity or if the company being absorbed or divided is not an insurance or reinsurance company, a description of the activity to be transferred (type of activity, customers, key financial figures, overview of the assets and liabilities to be transferred).

2.43. Copy of the (draft) transfer / merger or division agreement or of the merger or division proposal or of the transfer agreement and, where appropriate, of the due diligence findings and or of the results of the audits performed on the proposed transaction portfolio to be transferred or on some parts thereof the portfolio.

2.54. Solely for the insurance business, the: !List of the EEA Member States where the insurance contracts to be transferred were concluded and where the risks and/or commitments to be transferred are located, specifically the list of the Member States where the risks or commitments were located when the contract was concluded.

2.65. Solely for the insurance business, the: !List of the third (non EEA) countries where the risks and/or commitments to be transferred are located, specifically the list of the third countries where the risks or commitments were located when the contract was concluded.

2.76. Solely for the insurance business, the: !List of the EEA Member States in which the transferring / absorbed / divided company has a branch that is involved in the transfer and the list of the other Member States where this branch carries out activities involved in the transfer under the freedom to provide services.

3. **Financial aspects**

- 3.1. Details of the assets to be transferred (including if the assets corresponding to the technical provisions consist of a portfolio of mortgage loans).
- 3.2. Volume of the technical provisions gross and net of reinsurance, constituted on the basis of the contracts to be transferred, with a breakdown of the technical provisions to be transferred according to the different types of risks covered and the different types of provisions (provisions for unearned premiums and outstanding risks, provisions for claims, etc.) in accordance with the annual accounts and with the rules of the Law.
- 3.3. Volume of the premiums, gross and net of reinsurance.
- 3.4. Claims incurred for non-life business, gross and net of reinsurance.
- 3.5. If the transfer involves elements other than a portfolio of insurance or reinsurance contracts: details of the liabilities to be transferred (e.g. own funds, provisions other than technical provisions, deferred taxes and liabilities).
- 3.6. Details of the guarantees granted by the transferring / absorbed / divided company or a third party in order to prevent the deterioration of the reserves relating to the portfolio to be transferred.
- 3.7. Information on the consequences of the transfer for the reinsurance contracts covering the transferred risks.
- 3.8. Report of the company's actuarial function on the level of the technical provisions, on the profitability and on the reinsurance arrangements of the portfolio to be transferred.
- 3.9. Impact of the transaction on the financial situation and solvency (SCR).

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4. **Governance and organisational aspects**

- 4.1. Decisions of the competent management bodies within the transferring company and confirmation of compliance with the company's articles of association.
- 4.2. Description of the impact of the transaction on the transferring company's risk profile (new ORSA if it changes significantly).
- 4.3. Description of the impact of the transaction on the company's management structure, organisation (new organisational chart, impact on the staff, distribution network, ...) and internal control mechanisms.
- 4.4. Description of the impact of the transaction on the control functions (risk management, actuarial, compliance and internal audit functions).
- 4.5. Description of the consequences of the transaction for the authorisations granted by the Bank (internal model, undertaking-specific parameters or USPs, etc.).
- 4.6. If the transfer of a portfolio of insurance contracts involves the complete closure of a branch in another Member State or in a third country, a copy of the agreement on the management of the branch's claims.

5. **Miscellaneous**

- 5.1. If the portfolio relates to occupational accident risks, confirmation of compliance with the specific provisions established for this type of risks.
- 5.2. If the portfolio relates to mortgage loans, confirmation of compliance with the relevant legal provisions.