

Brussels, 17<sup>th</sup> March 2021

## **Annex 2 to circular NBB\_2021\_006**

### **Transfers of portfolios of insurance or reinsurance contracts, mergers or divisions Information on the transferee / absorbing / receiving 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 pertains to information regarding the transferee / absorbing / receiving 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. It should be transmitted by the transferee / absorbing / receiving company, unless the transferring / absorbed / divided company takes on this task.*

### **1. Contact details**

Name, Legal Entity Identifier (LEI), administrative code and address of the registered office of the transferring / absorbed / divided company	[to be completed by the company]
Name, Legal Entity Identifier (LEI), administrative code and address of the registered office of the transferee / absorbing / receiving insurance or reinsurance 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 transferee / absorbed / divided company	[to be completed by the company]

### **2. General information regarding the transfer**

- 2.1. A description of the transferee company's reasoning for the transaction (strategy, proposed business plan in relation to the portfolio to be received, etc.), including in the case of a merger or division.
- 2.2. Where the transferring, absorbed or divided company is governed by the law of a third country, a description of the portfolio to be transferred (insurance classes or reinsurance business 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 involves elements other than an insurance or reinsurance portfolio 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).
- 2.3. Where the transferring, absorbed or divided company is governed by the law of a third country, a copy of the (draft) transfer agreement or of the merger or division proposal and, where appropriate, of the due diligence findings and/or of the results of the audits performed on the portfolio to be transferred or on some parts of the portfolio.

### **3. Financial aspects**

- 3.1. Information regarding the reinsurance of the risks to be received.
- 3.2. 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 received.
- 3.3. Impact of the transaction on the financial situation and solvency (SCR).

#### **4. Governance and organisational aspects**

- 4.1. Decisions of the competent management bodies and confirmation of compliance with the company's articles of association.
- 4.2. Description of the impact of the transaction on the company's risk profile (new Own Risk and Solvency Assessment if it changes significantly).
- 4.3. Description of the impact of the transaction on the management structure (where appropriate, the Fit & Proper files for the persons concerned), the organisation (new organisational chart, impact on the staff, distribution network, ...) and the 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. Where appropriate, draft amendments to the articles of association.
- 4.7. Where appropriate, in the event of a merger or division with a change of shareholders, file(s) concerning a qualifying holding or a change of shareholders<sup>1</sup>.
- 4.8. Where appropriate, applications for authorisation required to carry out the activities to be transferred.
- 4.9. Where appropriate, in the event of a merger or division, a report by the accredited statutory auditor on the draft terms of merger / division.
- 4.10. Where appropriate, in the event of a merger, the authorisation of the Belgian or European competition authorities.

#### **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.

---

<sup>1</sup> Cf. Communication NBB\_2017\_22 to candidate shareholders and assigning shareholders and Circular NBB\_2017\_23 to financial institutions on acquisitions, increases, reductions and transfers of qualifying holdings.