

## Qualifying shareholding – Form C

# Statement relating to a transfer or reduction of a qualifying holding in the capital of a financial institution

### Scope

Any natural or legal person (or trust) intending to transfer or reduce his qualifying holding in one of the following institutions :

- Credit institutions governed by Belgian law
- Financial holdings and (banking-led) mixed financial holdings governed by Belgian law
- Stockbroking firms governed by Belgian law
- Stockbroking holdings and (stockbroking-led) mixed financial holdings governed by Belgian law
- Insurance companies governed by Belgian law
- Reinsurance companies governed by Belgian law
- Insurance holdings and (insurance-led) mixed financial holding companies governed by Belgian law
- Payment institutions governed by Belgian law
- E-money institutions governed by Belgian law
- Depository banks, central securities depositories and institutions providing support to a central securities depository governed by Belgian law
- Central counterparties governed by Belgian law

### Legal references

- Law of 25 April 2014 on the legal status and supervision of credit institutions : Articles 3 28°, 18, 46 to 56 and 212
- Law of 20 July 2022 on the legal status and supervision of stockbroking firms : Articles 3 72°, 6, 14, 45 to 54 and 83
- Law of 13 March 2016 on the legal status and supervision of insurance or reinsurance undertakings : Articles 15 44°, 39, 64 to 73, 443 and 470

- Law of 11 March 2018 on the legal status and supervision of payment institutions and electronic money institutions : Articles 10, 19, 25 to 33, 174 and 183<sup>1</sup>
- Regulation (EU) No 909/2014 on central securities depositories : Article 27 ;
- Royal Decree of 26 September 2005 on the legal status of settlement institutions and equivalent institutions : Article 14
- Regulation (EU) No 648/2012 on OTC derivatives, central counterparties and trade repositories : Article 30

### Context

Any natural or legal person who has taken the decision to transfer or reduce his qualifying holding in a financial institution referred to above in such a way that it ceases to be a qualified holding or that the proportion of the voting rights or of the capital held would fall below the thresholds of 20 %, 30 % or 50 % or that the financial institution would cease to be their subsidiary is required to notify the National Bank of Belgium (hereinafter « the NBB »).

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<sup>1</sup> For payment institutions and e-money institutions, the definition of qualifying holding is provided in Articles 10 and 19 of the Law of 11 March 2018 which refers to Article 5, paragraph 1, point M) of Directive (EU) 2015/2366 of the European Parliament and of the Council of 25 November 2015 on payment services in the internal market, amending Directives 2002/65/EC, 2009/110/EC and 2013/36/EU and Regulation (EU) No 1093/2010 and repealing Directive 2007/64/EC (the PSD2) which refers also to Article 4, paragraph 1, point 36 of the Regulation (EU) 575/2013.

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## Introduction

Date :

Name of the financial institution in which the reduction or transfer of a qualifying holding is proposed :

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## Identity of the person who completed the form

AS NOTIFIER <sup>[2]</sup>

AS REPRESENTATIVE <sup>[1]</sup>

### Natural Person

Last name :

First name :

Middle name (s) :

Also known as (if applicable) :

Date of birth :

City of birth :

Country of birth :

Nationality :

Postal address :

Street name and number :

Postal code :

Town/City :

Country :

Address of residence, if different from postal address :

Email address :

Phone number :

### Legal person

Company name :

Legal status :

<sup>2</sup> If this statement is a joint statement completed by a single person on behalf of a group of persons who are related or who act in concert, please check both boxes.

Registered head office address :

Street name and number :

Postal code :

Town/City :

Country :

Postal address, if different :

Street name and number :

Postal code ..

Town/City :

Country ..

Email address :

Phone number :

LEI code

If there is no LEI code, company registration number<sup>3</sup> :

Name of the signatory of the form :

Capacity of the signatory :

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<sup>3</sup> The indication of a company registration number is equivalent to confirmation that there is no LEI code.

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Identity of the notifying shareholder<sup>4</sup>

Natural Person

Last name :	<input type="text"/>
First name :	<input type="text"/>
Middle name (s) :	<input type="text"/>
Also known as :	<input type="text"/>
Date of birth :	<input type="text"/>
City of birth :	<input type="text"/>
Country of birth :	<input type="text"/>
Nationality ..	<input type="text"/>

Postal address :

Street name and number :	<input type="text"/>
Postal code :	<input type="text"/>
Town/City :	<input type="text"/>
Country :	<input type="text"/>

Address of residence, if different from postal address :

<input type="text"/>	
Email address :	<input type="text"/>
Phone number :	<input type="text"/>

Legal person

Company name :	<input type="text"/>
Legal status :	<input type="text"/>

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<sup>4</sup> Only to be completed if the notifier is not the person mentioned in section 2.

Registered head office address :

Street and number :

Postal code :

Town/City :

Country :

Postal address, if different :

Street name and number :

Postal code :

Town/City :

Country :

Email address : .

Phone number :

LEI code

If there is no LEI code, company registration number<sup>5</sup> :

Name of the signatory of the form :

Capacity of the signatory : .

Additional information to be provided if the notifier is a trust :

Name of the trust :

Legal form of the trust :

Name of the beneficiary or the ultimate beneficiary of the trust :

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<sup>5</sup> The indication of a company registration number is equivalent to confirmation that there is no LEI code.

## 4 Information on the disposal

### 4.1 This statement relates to the transfer or reduction of :

- a direct qualifying holding ;
- an indirect qualifying holding.

In this case, a diagram showing the structure of the indirect holding and identifying the entities through which it is held and the proportions of voting rights that are held at each link of the chain, must be provided

Drag and drop PDF, Word, PowerPoint or Excel files to attach, or browse. Max. file size 10MB

### 4.2 This statement relates to the transfer or reduction of a qualifying holding by a shareholder :

- acting alone ;
- related to the other direct or indirect shareholders of the financial institution who are named opposite :
- acting in concert with the other direct or indirect shareholders of the financial institution who are named opposite :

### 4.3 Expected consequences of the proposed transfer for the shareholding structure of the financial institution

Provide an organisation chart depicting the shareholding structure of the targeted financial institution prior to and following the completion of the proposed transfer, indicating both shareholding and voting rights percentages

Drag and drop PDF, Word, PowerPoint or Excel files to attach, or browse. Max. file size 10MB

### 4.4 Aim of the proposed disposal

Number and type of shares in the financial institution (ordinary or other) to be transferred:

	Number of shares	Type of shares	Transaction price
by the notifying proposed acquirer			
by the notifying proposed acquirer and all persons with whom he/she/it acts in concert			

Identification of the natural or legal person acquiring the shares to be transferred :



Desired date for the property transfer :

Reasons for the decision to transfer or reduce the holding :

Is the transfer conditional upon lack of objection on the part of the supervisor to the proposed acquisition by the proposed acquirer?

- Yes
- No

(Read and approved, date, place and signature)