

16 Annex 37BG **Guidance notes for completion of controllers report in SUP 16 Annex 37AR**

A *firm* and its *controllers* are required to notify certain changes in control in accordance with SUP 11. The purpose of this report required under SUP 16.4.5R(6) is to ensure that, in addition to such notification, the appropriate regulator receives regular and comprehensive information about the identities of all the *controllers* of a *firm*.

Data elements

These are referred to by row first, then by column, so data element 2A will be row 2 and column A.

Main details

1A Does this report cover controllers relating to more than one authorised firm?

This question must be answered by all *firms*.

The *appropriate regulator* allows *firms* to submit a report for more than one *firm* (i.e. a *group* of *firms*); however, the responsibility for the accuracy of the *controllers* information provided by the *group* remains with each individual *firm* listed in Question 2A.

The submitting *firm* can only submit on behalf of *firms* whose accounting reference date (ARD) matches that of its own, and therefore covering the same reporting period.

Any additional *firms* whose ARD does not match that of the submitting *firm*, must submit their own report for the relevant period.

2A If Yes, list the firm reference numbers (FRNs) of all additional firms included in the report.

This question must be answered if the answer to Question 1A is ‘Yes’.

Please list the *firm* reference numbers (FRNs) of all the additional *firms* included in the report.

The *firms* listed in this question must have an equivalent accounting reference date (ARD) and, therefore, the same reporting requirement (i.e. the same start and end of reporting period and copy number must be the same).

Firm/Controller details

The *firm* and/or *group* making the submission must provide all the information in relation to its *controllers* (see SUP 16.4.5R(6)).

If the report is being submitted on behalf of more than one authorised *firm*, this section must be completed and contain at least the mandatory information for each *firm*. However, although the submission of the report is made by one *firm*, the requirement to provide the report and the information contained therein remains the responsibility of each authorised *firm* listed in Question 2A.

3A Firm reference number (FRN)

This question must be answered by the submitting *firm* and all *firms* listed in Question 2A.

Please provide the *firm* reference number (FRN) of the *firm* whose *controller* details are being provided.

3B Does the firm have any controllers?

This question must be answered by the submitting *firm* and all *firms* listed in Question 2A.

Answer 'Yes' or 'No' accordingly. If 'No', no further information needs to be provided for this *firm*.

3C Are you aware of any changes in the identity of the controllers since the last submission?

Answer 'Yes' or 'No' accordingly. This question must be answered if the answer to Question 3B is 'Yes'.

3D Are you aware of any changes in the percentage of shares or voting power held by any controllers (alone or acting in concert) since the last submission?

Answer 'Yes' or 'No' accordingly. This question must be answered if the answer to Question 3B is 'Yes'.

3E Was appropriate regulatory approval sought and granted prior to the change(s) being effected?

Answer 'Yes' or 'No' accordingly. This question must be answered if the answer to Question 3C or 3D is 'Yes'.

If a *controller* is increasing their shares or voting power, but does not move up a controller band (see question 5 in the Change in control FAQs page) then this question can be answered N/A.

If a *controller* is increasing their shares or voting power and does cross a controller band, then regulatory approval must be sought (see Change in control page) for details on how to notify the *appropriate regulator*. If such approval has not been sought or granted, then the report should still be completed and submitted. The *firm* should also complete the relevant *controller* notification

form.

3F If the firm is a member of a consolidation group, is this group a third-country banking and investment group?

If the *firm* is a member of a *consolidation group* which is a *third-country banking and investment group*, then this question should be answered 'Yes'.

If the *firm* is a member of a *consolidation group*, but that group is not a *third-country banking and investment group*, then this question should be answered 'No'.

If the *firm* is not a member of a *consolidation group*, or the *firm* is not a *regulated entity*, or the *firm* that is a *regulated entity* and is a member of a *consolidation group* has already notified the *appropriate regulator* of this fact, then this question should be answered 'NA'.

3G Is the information being provided in a group organisation chart?

Answer 'Yes' or 'No' accordingly. This question must be answered if the answer to Question 3B is 'Yes'.

If all the required information in this report is being provided in the form of an organisational chart, Questions 3H to 3P do not need to be completed.

The organisation chart must be provided in PDF format; however, we do not define the structure of the organisation chart and the *firm/group* may use whatever structure it already holds for its own purpose. This chart must however show all the information required in Questions 3H to 3P and make it clear for what period the organisation chart is relevant.

However, if the answer to this question is 'No', then the information in Questions 3H to 3P must be provided.

3H Name of controller

The name of the *controller* (up to a maximum of 100 characters).

3I % Voting power

The percentage of voting power in the *firm*, or in the *firm's parent undertaking*, which it is entitled to exercise or control the exercise of, whether alone or acting in concert (to the nearest percentage).

3J % Shareholding

The percentage of shares in the *firm*, or in the *firm's parent undertaking*, which it holds, whether alone or acting in concert (to the nearest percentage).

3K Is the controller a body corporate or individual?

Please state whether the *controller* is a body corporate or an individual.

3L If controller is a body corporate; country of incorporation

Please provide the country of incorporation using the relevant ISO country code if the *controller* is a body corporate.

A full list of country names and their relevant code elements can be found at:
www.iso.org/iso/country_codes/iso_3166_code_lists/country_names_and_code_elements.htm

3M If controller is a body corporate: address

Please provide the body corporate's address. If the body corporate is a foreign incorporated *firm*, then please provide the *UK* head office address (up to a maximum of 100 characters).

3N If controller is a body corporate: registered number

Please provide the body corporate's registered number. This is the unique company registration number for body corporates incorporated in the *UK*, or equivalent number for overseas *firms* (up to a maximum of 20 characters).

3O If controller is an individual: date of birth

Please provide the individual's date of birth in dd/mm/yyyy format and age between 18 and 115 years.

3P If controller is an individual: place of birth

Please provide the individual's place of birth by providing the town and country of birth, for example, London, England (up to a maximum of 100 characters).