**Applications or Notifications Concerning a Change in Control**

This form is required to be submitted in the following instances[[1]](#footnote-1):

1. in the case of an Applicant that has received in-principle approval from the FSRA of its application for a Financial Services Permission, to provide written notification of a change in control.
2. in the case of a Domestic Firm[[2]](#footnote-2)
	* to seek prior approval for a Person to become a Controller or to increase the level of control of an existing Controller beyond a specified threshold;
	* to provide written notification where a Controller proposes to cease being a Controller or to decrease their level of control below a specified threshold; and
3. in the case of a Branch
	* to provide written notification of a change in control; and
	* in the case of an Applicant that is a Branch and has received in-principle approval from the FSRA of its application for a Financial Services Permission, to provide written notification of a change in control.

Where prior approval is required, this form should be submitted in advance of any proposed acquisition or disposal.

We[[3]](#footnote-3) occasionally refer to various Rules, sections, or chap­ters of the various FSRA Rulebooks. However, these references are provided only as a guide and are not an exhaustive list of the Rules that may be applicable to your situation. It is your responsibility to research the Rulebooks for any Rules that might be pertinent to your notification. Avoid the use of acronyms where possible; but if you do need to use acronyms then they must be defined.

|  |  |
| --- | --- |
| *Name of the Authorised Person:* |  |
| *FSP Number:* |  |

**Contents**

1. [Contact Person 3](#_Toc80047610)
2. [Change in Control Details 4](#_Toc80047611)
3. [Cessation of Control 5](#_Toc80047612)
4. [Change in level of Control 6](#_Toc80047613)
5. [New Controller(s) - Natural Persons 7](#_Toc80047614)
6. [New Controller(s) – Not Natural Persons 9](#_Toc80047615)
7. [Supporting Documentation 10](#_Toc80047616)
8. [Declarations 11](#_Toc80047617)

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| --- | --- |
|  **1** | **Contact Person**  |

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| --- |
| ***Details about the Applicant’s or Authorised Person’s Contact Person*** |
| *Name:* |  |
|  *Employer:* |  |
| *Position or title:* |  |
| *Telephone number:* |  |
| *E-mail address:* |  |

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|  **2** | **Change in Control Details** |

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| ***Is the Authorised person seeking approval or notifying of a change under the Rules?*** |
| *Approval:* |[ ]
| *Notification:* |[ ]
| ***State the reason for seeking approval/notification with reference to GEN 8.8 – Changes relating to control:*** |
| *Cessation of a Controller:*  | [ ]   |
| *Change in the level of control of an existing Controller beyond a specified threshold:* | [ ]  |
| *Add a Controller:* | [ ]  |
| *Significant management influence:* | [ ]  |
| ***Provide details of how the control can be exercised:*** |
|  |
| ***Anticipated date of change in control:*** |
|  |
| ***Where applicable, provide an overview of the timetable and action to be taken to implement the change in control:*** |
|  |
| ***Describe the revised structure (before and after the change in control):*** *A separate ownership structure chart, depicting the change in control, must be attached to the Supporting Documents section of this form*  |
|  |
| ***Provide the reason for the change(s) in control:*** |
|  |
| ***Describe the anticipated impact of the change in control on the Applicant or Authorised Person and/or its Group:*** |
|  |
| ***Provide any other relevant details:*** |
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|  **3** | **Cessation of Control** |

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| ***Please include below Person proposing to cease being a Controller:*** |
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| --- | --- |
|  **4** | **Change in level of Control** |
|  |
| ***Please include below the Controller to which the change applies:*** |
|  |
| **Select the relevant threshold change:** |
| *Increase in the level of control:* | [ ]  |
| *from below 20% to 20% or more:* | [ ]  |
| *from below 30% to 30% or more:*  | [ ]  |
| *from below 50% to more than 50%:* | [ ]  |
| *Decrease in the level of control:* | [ ]  |
| *more than 50% to 50% or less:*  | [ ]  |
| *more than 30% to 30% or less:*  | [ ]  |
| *more than 20% to 20% or less:* | [ ]  |

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| --- |
| ***Effective interest in Applicant or Authorised Person, after change in control, expressed as a percentage of shares:*** |
| ***Direct:*** |  |
| ***Indirect:*** |  |

|  |  |
| --- | --- |
|  **5** | **New Controller(s) – Natural Persons** |

|  |
| --- |
| ***The table in this section seeks to capture details of all new Controllers who are Natural Persons.***  |
| *Name of individual:* |  |
| *Have they ever used any other name(s)?* | [ ]  Yes [ ]  No |
| *The name(s) previously used:* |  |
| *State the reason(s) for the change(s) of name(s):* |  |
| *Natural Person Controller details:* | Director: | [ ]  |
| Trustee: | [ ]  |
| Shareholder: | [ ]  |
| Beneficiary of trust: | [ ]  |
| Other: | [ ]  |
| *Other Role:* |  |
| *Direct Shareholding in Applicant or Authorised Person:* |  |
| *Indirect Shareholding in Applicant or Authorised Person:* |  |
| *Effective percentage of ownership in Applicant or Authorised Person:* |  |
| *Is the Controller a Politically Exposed Person:* | [ ]  Yes [ ]  No |
| *If the Controller is a Politically Exposed Person, please provide an explanation:* |  |
| *Date of Birth:* |  |
| *Gender:* |  |
| *Current Country of Residence:* |  |
| ***Citizenship Details:*** |
| *Passport Number:* | *Passport Issue Date:* | *Passport Expiry Date:* | *Passport Country of Issue:* | *Nationality:* | *National ID:* | *National ID Type* |
|  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |
| ***Employment History:*** |
| *Do you have Employment History to enter?* | [ ]  Yes [ ]  No |
| *Please enter the reason if 'No' is selected:* |  |
| *Name of emplo­yer:* | *Domicile:* | *Period From:* | *Period To:* | *Brief description of role:* |
|  |  |  |  |  |
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| ***Directorships or Partnerships held:*** |
| *Have you held any past or present roles as a director or partner?* | [ ]  Yes [ ]  No |
| *Name of Body* *Corporate or other partnership:* | *Domicile:* | *Nature of business:* | *Start date of tenure:* | *End date of tenure:* | *Ownership interest (%), if any:* |
|  |  |  |  |  |  |
|  |  |  |  |  |  |
|  |  |  |  |  |  |
| ***Other Controller Positions:*** |
| *Do you hold any other Controller positions?* | [ ]  Yes [ ]  No |
| *Name of Body Corporate or other partnership:* | *Domicile:* | *Nature of business:* | *Ownership interest (%):* |
|  |  |  |  |
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**Please use additional sheets as required and submit as an attachment with the application.**

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|  **6** | **New Controller(s) – Non-Natural Persons** |

|  |
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| ***The table in this section seeks to capture details of all new Controllers who are not Natural Persons.***  |
| *Name of Body Corporate, Limited Liability* *Partnership, or Trust:* |  |
| *Legal status:* |  |
| *Place of incorporation or registration:* |  |
| *Date of formation/establishment:* |  |
| *Principal Activity:* |  |
| *Regulatory Status:* | [ ]  Regulated [ ]  Unregulated |
| *Financial Regulator:* |  |
| *% of direct shareholding in Applicant:* |  |
| *% of direct shareholding in Applicant:* |  |
| ***Directors/Partners/Trustees of the Controller:*** |
| *Full Name:* | *Role:* | *Date of Birth:* |
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**Please use additional sheets as required and submit as an attachment with the application.**

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| **7** | **Supporting Documentation** |

In the table below confirm that the requested supporting documents are attached.

|  |  |
| --- | --- |
| ***Required Documents*** | ***Attachment included?*** |
| *New ownership structure chart:* | [ ]  Yes [ ]  No |

|  |  |
| --- | --- |
| ***Additional Documents*** | ***Description*** |
|  |  |
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|  **8** | **Declaration by the Authorised Person** |

I declare that, to the best of my knowledge and belief, having made due enquiry, the information given in this form, the supplements and documents attached, as well as any applicable supporting documents, is complete and correct. I understand that it is an offence under FSMR, Article 221 – Misleading the Regulator to knowingly or recklessly provide to the FSRA any information which is false, misleading or deceptive, or to conceal information where the concealment of such information is likely to mislead or deceive the FSRA.

I declare my understanding that the FSRA may request more detailed information (including but not limited to, personal, educational, employment, and financial information) should it be deemed necessary to adequately assess the fitness and probity of the firm or any person connected to the firm. I consent to the FSRA contacting any previous employers, educational institutions, professional organisations, or any other organisation, to verify any information contained in this form.

I confirm that I have the authority to make this application, to declare as specified above and sign this form for, or on behalf of, the Applicant. I also confirm that I have the authority to give the consent specified above.

I understand that any personal data provided to the FSRA will be used to discharge its regulatory functions and powers under the Abu Dhabi Law No. 4 of 2013, the FSMR, and other relevant rules or regulations, and may be disclosed to third parties for those purposes.

I confirm that all documents submitted as part of this application, whether physical or electronic, become property of the FSRA.

**Controller:**

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Authorised signatory of the Controller: Date:

|  |  |
| --- | --- |
| *Printed name of the above:* |  |
| *Position or title of the authorised signatory:* |  |

**Applicant or Authorised Person:**

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_­­­­\_\_\_\_\_\_\_\_\_ \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Authorised signatory of the Applicant or Authorised Person: Date:

|  |  |
| --- | --- |
| *Printed name of the above:* |  |
| *Position or title of the authorised signatory[[4]](#footnote-4):* |  |

1. Refer to FSRA General Rulebook (GEN) Rule 8.8 – Changes relating to control. [↑](#footnote-ref-1)
2. Terms defined in the FSRA Glossary (GLO) or the glossary sections in other Rulebooks are identified by the capitalisation of the initial letter of a word or of each word in a phrase, unless the context otherwise requires the word to have its natural meaning. [↑](#footnote-ref-2)
3. *The terms “you” and “your” as used throughout are not implied in the personal sense, but rather refer to the Applicant.* The terms “we” and “our” refer to the ADGM FSRA. [↑](#footnote-ref-3)
4. *Must be a Licensed Director, Licensed Partner, Senior Executive Officer or Compliance Officer.* [↑](#footnote-ref-4)