**Declaration of honour for a proposed acquirer in a(n) (captive insurance or reinsurance) undertaking supervised by the CAA that is a legal person**

All sections required for the declaration (see below) are to be completed electronically, then printed and signed.

The signed document and the electronic file must be addressed to the Commissariat aux Assurances by mail and by e-mail to governance@caa.lu with all the supporting documents required (originals and scans of documents in PDF format).

**CAA’s Statement on Personal Data**

The personal data collected by means of this form are processed by the CAA for the purpose of carrying out the tasks assigned to it by the law on the supervision of the insurance sector in the Grand Duchy of Luxembourg, in particular, by the amended law of 7 December 2015 on the insurance sector.

The sole purpose of this document is supporting the CAA in its assessment of the suitability of the proposed acquirer as referred to in article 89 of the insurance sector law.

This personal data may be compared with other information collected by the CAA, but it is not subject to an automatic decision-making process.

These personal data will be processed as part of the CAA’s legal tasks and may be communicated to other European authorities with whom the regulations applicable to the CAA require international cooperation.

In accordance with Chapter VI of the amended law of 2 August 2002 on the protection of individuals with regard to the processing of personal data and on the free movement of such data, the person concerned has certain rights, including in particular the right of access to information concerning him/her, the right to rectify inaccurate information or the right to lodge a complaint with a supervisory authority.

Data Protection Officer – Email: dpo@caa.lu

Section 1

**-**

**Identification of the legal person**

|  |  |
| --- | --- |
| Official name of the legal person (as indicated in the articles of association) | Click or tap here to enter text. |
| Legal form of the legal person (as indicated in the articles of association) | Click or tap here to enter text. |
| Address of the registered office of the legal person | Click or tap here to enter text. |
| Address of the administrative office of the legal person | Click or tap here to enter text. |
| Email address and phone number of the administrative office of the legal person | Click or tap here to enter text. |
| Registration number of the Luxembourg trade and companies register (or equivalent register for a foreign legal person) | Click or tap here to enter text. |
| Legal Entity Identifier (LEI code), if applicable | Click or tap here to enter text. |
|  List of persons that direct the business of the legal person  | Click or tap here to enter text. |
| Directorships of the legal person in other commercial companies (particularly in the financial sector) | Click or tap here to enter text. |
| Important direct and indirect shareholdings (>10%) of the legal person in listed companies or other supervised companies | Click or tap here to enter text. |
| For trusts, foundations, or similar structures, that already exist, or would result from the proposed acquisition, please provide: 1. The identity of all trustees who will manage assets under the terms of the trust document and, where applicable, their respective shares in the distribution of income;
2. The identity of all persons who are beneficial owners or settlors of the trust property and, where applicable, their respective shares in the distribution of income.
 | Click or tap here to enter text. |

**Signatory 1:**

Section 2

**-**

**Identification of the undersigned natural person acting as representative for the legal person**

|  |  |
| --- | --- |
| Title | Click or tap here to enter text. |
| Last name(s) of the undersigned as shown on the identity document attached to the file | Click or tap here to enter text. |
| Last name of use, if different (e.g. ex-spouse name) | Click or tap here to enter text. |
| First name(s) of the undersigned as shown on the identity document attached to the file | Click or tap here to enter text. |
| First name of use, if different | Click or tap here to enter text. |
| Gender | Click or tap here to enter text. |
| Date of birth  | Click or tap here to enter text. |
| Place of birth | Click or tap here to enter text. |
| Country of birth | Click or tap here to enter text. |
| Nationality (in accordance with the identity document attached to the file) | Click or tap here to enter text. |
| If applicable: Second nationality | Click or tap here to enter text. |
| E-mail address | Click or tap here to enter text. |
| Phone number | Click or tap here to enter text. |
| Country of residence and country of main activity over the last 5 years | Click or tap here to enter text. |
| Position / function of the representative within the legal person for which the declaration of honour is signed | Click or tap here to enter text. |

**Signatory 2:**

|  |  |
| --- | --- |
| Title | Click or tap here to enter text. |
| Last name(s) of the undersigned as shown on the identity document attached to the file | Click or tap here to enter text. |
| Last name of use, if different (e.g. ex-spouse name) | Click or tap here to enter text. |
| First name(s) of the undersigned as shown on the identity document attached to the file | Click or tap here to enter text. |
| First name of use, if different | Click or tap here to enter text. |
| Gender | Click or tap here to enter text. |
| Date of birth  | Click or tap here to enter text. |
| Place of birth | Click or tap here to enter text. |
| Country of birth | Click or tap here to enter text. |
| Nationality (in accordance with the identity document attached to the file) | Click or tap here to enter text. |
| If applicable: Second nationality | Click or tap here to enter text. |
| E-mail address | Click or tap here to enter text. |
| Phone number | Click or tap here to enter text. |
| Country of residence and country of main activity over the last 5 years | Click or tap here to enter text. |
| Position / function of the representative within the legal person for which the declaration of honour is signed | Click or tap here to enter text. |

Section 3

**-**

**Declaration of Honour**

I/We, the undersigned,Click or tap here to enter text., acting as a representative(s) of the legal person, declare on my/our honour that the legal person I/we represent, any person who effectively directs the business of the proposed acquirer, and any undertaking under the proposed acquirer’s control[[1]](#footnote-1):

|  |
| --- |
|[ ]  1. Never having been or currently not being subject to any proceedings for fraudulent bankruptcy, insolvency, moratorium, controlled management, suspension of payment, judicial liquidation, reorganisation or any similar proceedings generally affecting the rights of creditors, in Luxembourg or in any other jurisdiction;
 |
|[ ]  1. Never having been subject or currently not being subject to criminal investigations or proceedings, civil and administrative cases, and disciplinary actions;
 |
|[ ]  1. Not having any open investigations, enforcement proceedings, sanctions, or other enforcement decisions against the legal person;
 |
|[ ]  1. Never having been refused registration, authorisation, membership, or licence to carry out a trade, business or profession; or had such registration, authorisation, membership or licence withdrawn, revoked or terminated;
 |
|[ ]  1. Never having been expulsed by a regulatory or government body or by a professional body or association;
 |
|[ ]  (f) Never having been dismissed from employment or a position of trust, fiduciary relationship, or similar situation (in relation to any person who effectively directs the business of the proposed acquirer); |
|[ ]  (g) Not having been subject to an assessment of professional repute / reputation / suitability / properness / standing by a supervisory authority (in relation to the proposed acquirer, any person who effectively directs the business of the proposed acquirer).If an assessment has taken place, please insert the identity of the relevant supervisory authority as well as the function assessed and attach evidence of the outcome of the assessment.Name of the relevant supervisory authority: Click or tap here to enter text.Country of the relevant supervisory authority: Click or tap here to enter text. |

Possible remarks or comments of the undersigned (on the items above, in particular if one of the above items cannot be confirmed by the undersigned). Please attach any necessary explanatory document.

Click or tap here to enter text.

Possible remarks or comments of the undersigned (on the items a) to e) above, in particular if one of the above items is confirmed by the undersigned). Please attach any necessary explanatory document.

Click or tap here to enter text.

Section 4

 **–**

**Other information**

|  |  | If applicable, tick this box |
| --- | --- | --- |
| a) | Financial[[2]](#footnote-2) or non-financial interests[[3]](#footnote-3) or relationships of the proposed acquirer, or where applicable, the group to which the proposed acquirer belongs, as well as the persons who effectively direct its business, with |  |
|  | 1. Any other current shareholder of the target undertaking;
 |[ ]
|  | 1. Any person entitled to voting rights of the target undertaking;
 |[ ]
|  | 1. Any member of the administrative, management or supervisory body or of the senior management of the target undertaking;
 |[ ]
|  | 1. The target undertaking itself and its group.
 |[ ]
| b) | Any other interests or activities that may be in conflict with those of the target undertaking.If conflicts of interest are identified, please provide possible solutions for managing those conflicts of interest. | [ ]   |
|  |  |  |
| d) | Where available, information about the credit rating of the proposed acquirer and the overall rating of its group. | [ ]  |
| e) | If the proposed acquirer is a regulated legal person which has its head office registered in a third country, the following additional information should be provided: | [ ]  |
|  | 1. A certificate of good standing, or equivalent where not available, from foreign financial sector authorities in relation to the proposed acquirer;
 | [ ]  |
|  | 1. Where available, a declaration by the foreign financial sector authorities that there are no obstacles or limitations to the provision of information necessary for the supervision to the proposed acquirer;
 | [ ]  |
|  | 1. General information on the regulatory regime of that third country as applicable to the proposed acquirer.
 | [ ]  |

**–**

**Other information for sovereign wealth funds, private equity funds and hedge funds**

Possible remarks or comments of the undersigned (on the items a) and b) above, in particular if one of the above items is confirmed by the undersigned). Please attach any necessary explanatory document.

Click or tap here to enter text.

|  |  |  |
| --- | --- | --- |
|  |  | If applicable, tick this box |
| a) | If the proposed acquirer is a sovereign wealth fund, the following additional information should be provided: | [ ]  |
|  | 1. The name of the ministry or government department in charge of defining the investment policy of the fund;
 | [ ]  |
|  | 1. Details of the investment policy and any restrictions on investment;
 | [ ]  |
|  | 1. The name and position of the individuals responsible for making the investment decisions for the fund;
 | [ ]  |
|  | 1. Details of any influence exerted by the identified ministry or government department on the day-to-day operations of the fund and the target undertaking.
 | [ ]  |
| b) | If the proposed acquirer is a private equity fund or a hedge fund, the following additional information should be provided: | [ ]  |
|  | 1. A detailed description of the performance of the previous acquisitions by the proposed acquirer of qualifying holdings in financial institutions;
 | [ ]  |
|  | 1. Details of the proposed acquirer’s investment policy and any restrictions on investment, including details on investment monitoring, factors serving the proposed acquirer as a basis for investment decisions related to the target undertaking and factors that would trigger changes to the proposed acquirer’s exit strategy;
 | [ ]  |
|  | 1. The proposed acquirer’s decision-making framework for investment decisions, including the name and position of the individuals responsible for making such decisions;
 | [ ]  |
|  | 1. A detailed description of the proposed acquirer’s anti-money laundering procedures and of the anti-money laundering legal framework applicable to it.
 | [ ]  |

By signing the declaration of honour, the undersigned and the legal person commits to inform the CAA without delay in case of the elements covered by this declaration were to change in the future.

The undersigned and the legal person recognise and accept that if this declaration of honour is inaccurate, his / her / its good repute, as defined in Articles 32 and 89 of the Law of 7 December 2015 on the insurance sector, as amended, shall be compromised.

|  |  |
| --- | --- |
| Place of signature | Click or tap here to enter text. |
| Date of signature | Click or tap here to enter text. |
| Signature of Signatory 1 |  |
| Signature of Signatory 2 |  |

**Documents to be submitted**

[ ]  This notification form, signed.

[ ]  Copy of an identity document, currently valid, of the undersigned natural person acting as representative for the legal person.

[ ]  Evidence of the outcome of the assessment of the reputation by another supervisory authority (if an assessment has taken place) in relation to the proposed acquirer and any person who effectively directs the business of the proposed acquirer.

[ ]  An extract of the Luxembourg trade and companies register (or equivalent register for a foreign legal person) less than three months old and allowing to identify the persons who effectively direct the business.

1. An additional Declaration of Honour is required for any shareholder exerting significant influence on the proposed acquirer as well as for shareholders with a qualifying holding in the target undertaking. [↑](#footnote-ref-1)
2. Please note that “Financial interests” may include interests such as credit operations, guarantees and pledges. [↑](#footnote-ref-2)
3. “Non-financial interests” may include interests such as family or close relationships. [↑](#footnote-ref-3)