
Brussels, 14 September 2017

Annex 5 to Communication NBB_2017_22

Form D / 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*
- *insurance companies governed by Belgian law*
- *reinsurance companies governed by Belgian law*
- *stockbroking firms governed by Belgian law*
- *financial holding companies governed by Belgian law*
- *insurance holding companies governed by Belgian law*
- *mixed financial holding companies governed by Belgian law*

Date:

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

1. Identity of the natural or legal person who completed the form

- AS NOTIFIER^[1]
- AS REPRESENTATIVE^[1]

Natural Person

Surname:

Given names:

Place and date of birth:

Nationality:

Postal address:

.....

.....

E-mail address:

Legal person

Company name and legal form:

.....

.....

Nationality:

Postal address:

.....

.....

Company number:

Phone number:

Fax number:

Name and capacity of the signatory of the form:

2. Identity of the notifying shareholder^[2]

Natural Person

Surname:

Given names:

Place and date of birth:

Nationality:

Postal address:

.....

¹ 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.

² Only to be completed if the notifier is not the person mentioned in paragraph 1.

.....
E-mail address:

Legal person

Company name and legal form:

Nationality:

Postal address:

Company number:

Phone number:

Fax number:

Name and capacity of the signatory of the form:

Trust or similar legal construction

Identification and exact legal form of the notifier:

Postal address:

Applicable national law:

3. Information on the disposal

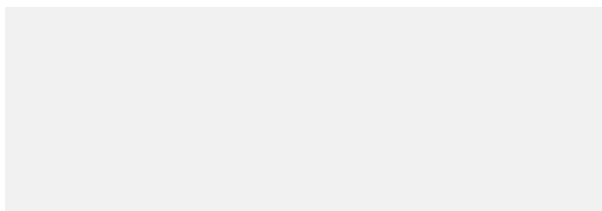
(3.1) This statement relates to the transfer or reduction of:

- 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, is provided in Annex no. ... to this form.

(3.2) 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:



(3.3) Expected consequences of the proposed transfer for the shareholding structure of the financial institution

Remarks:

- In the case of an indirect qualifying holding, the calculations below must take into account the securities held directly by the last financial institution in the holding chain, through which the indirect holding is held;
- In the case of an action in concert, the calculations below must successively take into account all securities held by the notifying shareholder and the securities held by all persons acting in concert.

Situation before the proposed disposal

(3.3.1.a) Calculation of the proportion of **voting rights** which the transferor holds individually in the financial institution:

Number and proportion of voting rights		denominator (a)	numerator (b)	% (b/a)	exercise period
1	Voting securities representing capital				
2	Voting securities not representing capital				
3	Certificates representing (<i>not to be included in the numerator under 1° and 2°</i>):				
	a. voting securities representing capital				
	b. voting securities not representing capital				
4	Unconditional rights and commitments, expressed in the number of securities which can be acquired through them, to acquire <u>issued voting securities</u> , where these rights and commitments originate in:				
	– options				
	– commitments arising from a contract				
	– other (please specify)				
Total					

As a matter of interest:				
<ul style="list-style-type: none"> • <u>conditional</u> rights and commitments to acquire <u>issued voting securities</u>, where these rights and commitments originate in: <ul style="list-style-type: none"> – the conversion of bonds – the conversion of loans – other (please specify) 				
<ul style="list-style-type: none"> • rights and commitments to subscribe for voting <u>securities to be issued</u>, where these rights and commitments originate in: <ul style="list-style-type: none"> – the conversion of bonds – the conversion of loans – the exercise of warrants – other (please specify) 				

(3.3.1.b) Calculation of the proportion of all **voting rights** which the transferor and the other persons with whom he acts in concert hold collectively in the financial institution:

Number and proportion of voting rights		denominator (a)	numerator (b)	% (b/a)	exercise period
1	Voting securities representing capital				
2	Voting securities not representing capital				
3	Certificates representing (<i>not to be included in the numerator under 1° and 2°</i>):				
	c. voting securities representing capital				
	d. voting securities not representing capital				
4	<u>Unconditional</u> rights and commitments, expressed in the number of securities which can be acquired through them, to acquire <u>issued voting securities</u> , where these rights and commitments originate in:				
	– options				
	– commitments arising from a contract				
	– other (please specify)				
Total					
As a matter of interest:					
<ul style="list-style-type: none"> • <u>conditional</u> rights and commitments to acquire <u>issued voting securities</u>, where these rights and commitments originate in: <ul style="list-style-type: none"> – the conversion of bonds – the conversion of loans – other (please specify) 					

<ul style="list-style-type: none"> • rights and commitments to subscribe for voting securities to be issued, where these rights and commitments originate in: <ul style="list-style-type: none"> – the conversion of bonds – the conversion of loans – the exercise of warrants – other (please specify) 				

(3.3.2.a) Calculation of the **proportion of capital** which the transferor holds individually in the financial institution:

Number of securities representing capital and proportion of capital		denominator (a)	numerator (b)	% (b/a)	exercise period
1	Voting securities representing capital				
2	Non-voting securities representing capital				
3	Certificates representing (<i>not to be included in the numerator under 1° and 2°</i>):				
	e. voting securities representing capital				
	f. non-voting securities representing capital				
4	<u>Unconditional</u> rights and commitments, expressed in the number of securities which can be acquired through them, to acquire issued voting or non-voting securities representing capital, where these rights and commitments originate in:				
	– options				
	– commitments arising from a contract				
	– other (please specify)				
Total					
As a matter of interest:					
	• <u>conditional</u> rights and commitments to acquire issued voting or non-voting securities representing capital, where these rights and commitments originate in:				
	– the conversion of bonds				
	– the conversion of loans				
	– other (please specify)				
	• rights and commitments to subscribe for voting or non-voting securities representing capital to be issued, where these rights and commitments originate in:				
	– the conversion of bonds				
	– the conversion of loans				
	– the exercise of warrants				
	– other (please specify)				

(3.3.2.b) Calculation of the **total proportion of capital** which the transferor and the other persons with whom he acts in concert hold collectively in the financial institution:

Number of securities representing capital and proportion of capital		denominator (a)	numerator (b)	% (b/a)	exercise period
1	Voting securities representing capital				
2	Non-voting securities representing capital				
3	Certificates representing (<i>not to be included in the numerator under 1° and 2°</i>):				
	g. voting securities representing capital				
	h. non-voting securities representing capital				
4	<u>Unconditional</u> rights and commitments, expressed in the number of securities which can be acquired through them, to acquire <u>issued voting or non-voting securities</u> representing capital, where these rights and commitments originate in:				
	– options				
	– commitments arising from a contract				
	– other (please specify)				
Total					
<u>As a matter of interest:</u>					
	• <u>conditional</u> rights and commitments to acquire <u>issued voting or non-voting securities</u> representing capital, where these rights and commitments originate in:				
	– the conversion of bonds				
	– the conversion of loans				
	– other (please specify)				
	• rights and commitments to subscribe for voting or non-voting <u>securities representing capital to be issued</u> , where these rights and commitments originate in:				
	– the conversion of bonds				
	– the conversion of loans				
	– the exercise of warrants				
	– other (please specify)				

Aim of the proposed disposal

(3.3.3.a) 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 acts in concert			

(3.3.3.b) Identification of the natural or legal person acquiring the shares to be transferred:

.....

(3.3.3.c) Desired date for the property transfer:

(3.3.3.d) Reasons for the decision to transfer or reduce the holding:

.....

(3.3.3.e) Is the transfer conditional upon lack of objection on the part of the supervisor to the proposed acquisition by the proposed acquirer?

- Yes
- No

Situation after the proposed transfer

(3.3.4.a) Calculation of the proportion of voting rights which the notifying shareholder would hold individually in the financial institution *after* the proposed transfer:

Number and proportion of voting rights		denominator (a)	numerator (b)	% (b/a)	exercise period
1 °	Voting securities representing capital				
2 °	Voting securities not representing capital				
3 °	Certificates representing (<i>not to be included in the numerator under 1° and 2°</i>):				
	i. voting securities representing capital				
	j. voting securities not representing capital				

4 ◦	Unconditional rights and commitments, expressed in the number of securities which can be acquired through them, to acquire <u>issued voting securities</u> , where these rights and commitments originate in: – options – commitments arising from a contract – other (please specify)				
Total					

<u>As a matter of interest:</u>					
•	conditional rights and commitments to acquire <u>issued voting securities</u> , where these rights and commitments originate in: – the conversion of bonds – the conversion of loans – other (please specify)				
•	rights and commitments to subscribe for voting <u>securities to be issued</u> , where these rights and commitments originate in: – the conversion of bonds – the conversion of loans – the exercise of warrants – other (please specify)				

(3.3.4.b) Calculation of the proportion of all voting rights which the notifying shareholder and the other persons with whom he acts in concert would hold collectively in the financial institution *after* the proposed transfer:

Number and proportion of voting rights		denominator (a)	numerator (b)	% (b/a)	exercise period
1 ◦	Voting securities representing capital				
2 ◦	Voting securities not representing capital				
3 ◦	Certificates representing (<i>not to be included in the numerator under 1° and 2°</i>): k. voting securities representing capital l. voting securities not representing capital				
4 ◦	Unconditional rights and commitments, expressed in the number of securities which can be acquired through them, to acquire <u>issued voting securities</u> , where these rights and commitments originate in: – options – commitments arising from a contract – other (please specify)				
Total					
<u>As a matter of interest:</u>					
•	conditional rights and commitments to acquire <u>issued voting securities</u> , where these rights and commitments originate in: – the conversion of bonds – the conversion of loans – other (please specify)				

<ul style="list-style-type: none"> • rights and commitments to subscribe for voting <u>securities to be issued</u>, where these rights and commitments originate in: <ul style="list-style-type: none"> – the conversion of bonds – the conversion of loans – the exercise of warrants – other (please specify) 				

(3.3.5.a) Calculation of the proportion of capital which the notifying shareholder would hold individually in the financial institution *after* the proposed transfer:

Number of securities representing capital and proportion of capital		denominator (a)	numerator (b)	% (b/a)	exercise period
1	Voting securities representing capital				
2	Non-voting securities representing capital				
3	Certificates representing (<i>not to be included in the numerator under 1° and 2°</i>):				
	m. voting securities representing capital				
	n. non-voting securities representing capital				
4	<u>Unconditional</u> rights and commitments, expressed in the number of securities which can be acquired through them, to acquire <u>issued voting or non-voting securities</u> representing capital, where these rights and commitments originate in:				
	– options				
	– commitments arising from a contract				
	– other (please specify)				
Total					
<u>As a matter of interest:</u>					
	• <u>conditional</u> rights and commitments to acquire <u>issued voting or non-voting securities</u> representing capital, where these rights and commitments originate in:				
	– the conversion of bonds				
	– the conversion of loans				
	– other (please specify)				
	• rights and commitments to subscribe for voting or non-voting <u>securities representing capital to be issued</u> , where these rights and commitments originate in:				
	– the conversion of bonds				
	– the conversion of loans				
	– the exercise of warrants				
	– other (please specify)				

(3.3.5.b) Calculation of the total proportion of capital which the notifying shareholder and the other persons with whom he acts in concert would hold collectively in the financial institution *after* the proposed transfer:

Number of securities representing capital and proportion of capital		denominator (a)	numerator (b)	% (b/a)	exercise period
1	Voting securities representing capital				

2	Non-voting securities representing capital				
3	Certificates representing <i>(not to be included in the numerator under 1° and 2°)</i> : o. voting securities representing capital p. non-voting securities representing capital				
4	<u>Unconditional</u> rights and commitments, expressed in the number of securities which can be acquired through them, to acquire <u>issued voting or non-voting securities</u> representing capital, where these rights and commitments originate in: – options – commitments arising from a contract – other (please specify)				
Total					
<u>As a matter of interest:</u>					
	• <u>conditional</u> rights and commitments to acquire <u>issued voting or non-voting securities</u> representing capital, where these rights and commitments originate in: – the conversion of bonds – the conversion of loans – other (please specify)				
	• rights and commitments to subscribe for voting or non-voting <u>securities representing capital to be issued</u> , where these rights and commitments originate in: – the conversion of bonds – the conversion of loans – the exercise of warrants – other (please specify)				

(Read and approved, date, place and signature)