

99142038058000

Inhaberkontrollverfahren gemäß § 2c KWG Durchführung

Heruntergeladen am 06.06.2025

<https://fimportal.de/xzufi-services/102806742/B100019>

Modul	Sachverhalt
Leistungsschlüssel	99142038058000
Leistungsbezeichnung I	Inhaberkontrollverfahren gemäß § 2c KWG Durchführung
Leistungsbezeichnung II	Informing the Deutsche Bundesbank and BaFin about new, changed or terminated significant shareholdings in banks and financial services institutions
Typisierung	1 - Bund: Regelung und Vollzug
Quellredaktion	Bund
Freigabestatus Katalog	fachlich freigegeben (gold)
Freigabestatus Bibliothek	unbestimmter Freigabestatus
Begriffe im Kontext	
Leistungstyp	Leistungsobjekt mit Verrichtung
Leistungsgruppierung	
Verrichtungskennung	Durchführung (58)
SDG-Informationsbereich	Erlangung von Lizenzen, Genehmigungen oder Zulassungen im Hinblick auf die Gründung und

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	Führung eines Unternehmens
Lagen Portalverbund	Erlaubnisse und Genehmigungen (2010400)
Einheitlicher Ansprechpartner	Nein
Fachlich freigegeben am	21.07.2021
Fachlich freigegeben durch	Federal Ministry of Finance
Handlungsgrundlage	Section 2c KWG https://www.gesetze-im-internet.de/kredwg/__2c.html https://www.gesetze-im-internet.de/inhk Kontrollv/BJNR056210009.html
Teaser	If you wish to acquire holdings in a bank or financial services institution, you must inform the Deutsche Bundesbank and the Federal Financial Supervisory Authority (BaFin) in advance. The same applies if your shareholdings in companies change.
Volltext	<p>As soon as you intend, alone or in cooperation with other persons or companies, to acquire a significant interest in</p> <ul style="list-style-type: none"> • a credit institution or • a financial services institution <p>in Germany (interested acquirer), you must inform the Deutsche Bundesbank and the Bundesanstalt für Finanzdienstleistungsaufsicht (BaFin).</p> <p>A significant interest is deemed to exist if you hold 10 percent of the capital or voting rights or can exercise a significant influence on the management of the bank or financial services provider. Information on the calculation and assessment of a significant participation can be found on the BaFin website.</p> <p>You must also report such a shareholding if you wish to increase an existing significant shareholding such that</p>

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- that certain thresholds are reached or exceeded, or
- you take control of the bank or financial services provider.

The same applies,

- if these thresholds are not met, or
- you lose control of the bank or financial services institution.

If one of these changes occurs without your intention (for example, in the case of inheritance), you must also report this to the Deutsche Bundesbank and BaFin.

The aim of the regulation is to inform the banking supervisory authorities at an early stage about changes in the ownership structure of an institution.

If you acquire or change such a shareholding in conjunction with other persons or companies, all persons or companies involved must be notified, irrespective of the share held individually. From a practical point of view, in such constellations there is much to be said for submitting your notifications to BaFin as a package.

In this notification of shareholdings you must state, among other things:

- Reason for the notification: formation, change, termination
 - Type of company in which you hold shares
 - Information on the percentage of your participation in the total nominal capital of the company (participation quota)

Your notification triggers an ownership control procedure for any interested acquirer. In this process, all persons or companies involved are assessed by the

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banking supervisory authority within a specified period of time on the basis of criteria defined by law:

- How reliable are you as an interested acquirer?
- How reliable and professionally suitable is the future management of the bank or financial services company in which you are acquiring or developing interests?
- What is your capitalization or net worth situation as an interested acquirer?
- Will the bank or financial services company continue to be in a position to meet the supervisory requirements under European law?
- Is the intended acquisition related to money laundering or terrorist financing?

BaFin may prohibit you from acquiring or increasing the significant shareholding if

- either the documents submitted are incomplete, inaccurate or do not comply with the requirements of the Ownership Control Regulation
- or if facts indicate that the legally stipulated verification criteria have not been met.

Erforderliche Unterlagen

If you wish to acquire or increase a significant business interest in a bank or financial services company:

- Evidence of the identity or existence of the persons required to give notice
 - in the case of natural persons: officially certified copy of a valid identity document with photograph
 - in the case of legal entities:
 - officially certified copies of the founding documents or equivalent evidential documents
 - officially certified, current excerpt from the commercial, association, cooperative, partnership or foundation register or a comparable public register or directory
 - Curricula vitae signed by hand, including references
 - from you as a notifiable natural person and/or
 - from all personally liable partners and persons authorised to represent the business of the person required to notify, and

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- if applicable, from the persons who are to replace members of the management of the target company
- officially certified copy of the current articles of association, the current partnership agreement or an equivalent agreement
- List of personally liable partners and of persons authorised to represent the business of the person required to give notice
- List of the beneficial owners or controllers of the entity or persons on whose behalf you are acquiring or increasing the significant ownership interest
- Current, complete and meaningful presentation of the business activities, for example annual report
- If applicable, proof of shareholding and affiliation to a group:
 - description of the group structure
 - a description of the group's business activities
 - List of group companies in the financial sector
 - Details of any other (group) companies in which you are a director or over which you have control
 - List of other shareholders
 - List of shareholders in your company
 - Description of your financial and other interests in the significant shareholding
 - Presentation of your economic situation:
 - Annual financial statements and management reports for the last 3 financial years
 - Reports on the annual audits of the last 3 financial years
 - Cash flow statement and segment reporting for the last 3 fiscal years
 - if you are a natural person:
 - a list and description of your sources of income including supporting documents
 - a statement of assets and liabilities including supporting documents
 - ratings of your creditworthiness
 - If you yourself control or manage other companies:
 - Annual financial statements and management reports for the last 3 financial years
 - Reports on the annual audits of the last 3 financial years
 - if you belong to a group of companies:
 - Consolidated financial statements for the last 3

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fiscal years

- Auditors' reports on the consolidated financial statements for the last 3 fiscal years
- Ratings on the creditworthiness of the Group and the individual Group companies
- Presentation and evidence of the equity and borrowed funds required for the acquisition, as well as all agreements and contracts concluded in this context
- If you will gain control of the target company through the proposed acquisition or increase in significant ownership:
 - Business plan describing your strategic goals and plans, including information on the planned strategic development, the planned development of the net assets, financial position and results of operations, and the effects on the corporate structure and organization of the target company
 - Statement on investigations by other non-financial authorities in connection with the intended acquisition
 - a statement as to whether and by whom it is intended to replace members of the management of the target company
 - Statement of the person or entity from whom the equity or voting interests will be acquired
 - six-digit BAK number
 - If you are not resident in Germany Copy of the power of attorney of the receiving agent in Germany
 - In the case of complex shareholding structures:
 - Fully completed "Complex shareholding structures" form
 - Diagram showing complex shareholding structures
 - Fully completed "Information on reliability" form
 - If applicable, officially certified copies of judgments, resolutions and other sanctions
 - If applicable, official documents proving that another supervisory authority has already examined the reliability
 - A "certificate of good repute", "European certificate of good repute" or "corresponding documents" from abroad, no more than 3 months old.
 - You apply for the (European) certificate of good conduct at the local registration office (or at the Federal Office of Justice). It is sent directly to the Federal Agency by the Federal Office of Justice.
 - You apply for the "relevant documents" from the

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foreign authorities after consultation with the relevant BaFin department and then submit it to BaFin.

- Extract from the central commercial register no more than 3 months old
- Enumeration of the attachments not submitted, stating reasons
- List of waivable attachments not submitted with indication of the waiver rule

If you wish to reduce or terminate a significant business interest in a bank or financial services company:

- In the case of complex shareholding structures:
 - Fully completed "Complex Participation Structures" form.
 - Chart on complex shareholding structures
 - Statement of to whom you will transfer your equity or voting interests

Voraussetzungen

You must declare intended participations if

- you, alone or in concert with other persons or undertakings, acquire interests in a credit institution or financial services institution
 - acquire
 - increase or decrease or
 - wish to terminate
- the participation or participations are "significant participations" within the meaning of the German Banking Act, i.e. you hold
 - directly or indirectly hold at least 10 per cent of the capital or voting rights of a bank or financial services institution, or
 - otherwise have the power to exercise significant influence over the management of that entity.

You must report changes in company shareholdings if

- your shareholding reaches, exceeds or falls below certain thresholds. These thresholds are staggered:

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- 20 percent of the capital or voting rights of the company,
 - 30 per cent of the capital or voting rights of the company, or
 - 50 percent of the capital or voting rights of the enterprise,
 - the company in which you hold shares becomes or ceases to be a subsidiary,
 - the shares held in the company are no longer or are no longer intended to be used for the company's own business operations,
 - shares held directly are transferred, in whole or in part, to a subsidiary company
 - For shares held indirectly in whole or in part.
 - the number or identity of the intermediate undertakings is changed, or
 - the shares are now held in whole or in part by you,
- or
- redistributed among the parties involved.

Kosten

You do not have to pay anything for the participation notice.

Verfahrensablauf

To inform BaFin of intended significant participations in banks and financial services institutions, proceed as follows:

- Go to the BaFin website. Download the relevant forms there:
 - If you wish to acquire or increase shareholdings: Form "Acquisition-increase"
 - If you wish to reduce or abandon participations: "Abandonment-Reduction" form
 - Form "Information on reliability"
 - Complex Participation Structures" form, if any.
 - Fill out the forms completely and truthfully. You can complete the forms directly on your PC and then print them out.
- Send the completed forms with all the required documents by post to BaFin and the Deutsche Bundesbank.
- After receiving your notification, BaFin will check whether your notification is complete. If you are unable to enclose all the required attachments and documents, you must give reasons for this and submit

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any missing documents without delay. Only then is the notification formally complete.

- If the notification is complete, BaFin will confirm receipt of the notification in writing within 2 working days. The date of this confirmation letter marks the beginning of the assessment period within which BaFin will examine your investment intention.
- Up to the 50th working day within the assessment period at the latest, BaFin may request further information from you in writing which is necessary for the completion of the assessment.
- If BaFin decides to prohibit the acquisition or increase of the participation after completion of the assessment, you will be informed in writing within 2 working days within the assessment period. Otherwise, you may proceed with the acquisition or increase of the shareholding.

Bearbeitungsdauer

BaFin will assess your notification of participation within 60 working days from the date of the letter with which it has confirmed receipt of the complete notification in writing. In this confirmation letter, BaFin informs you on which day the assessment period ends. If BaFin requests additional information in the course of the assessment, the assessment period is extended to a maximum of 80 working days. Under certain circumstances, the assessment period may also be extended to a maximum of 90 working days.

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You must report the acquisition of the significant interest as soon as you intend to acquire it. This point in time is, for example, no later than the start of sufficiently concrete contractual negotiations. If you report the significant shareholding after you have acquired it, this is too late and may constitute an administrative offence. In individual cases, however, the duty to notify may also arise at an earlier point in time. The decisive factor is that at least the rough framework conditions of the planned acquisition have already been established, such as reliable forecasts on the amount of the investment and the financing of the acquisition. Otherwise, BaFin will not be able to make a final assessment of your financial situation as an interested buyer. The same applies if you increase, reduce or terminate a significant participation. If the

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	<p>acquisition or change has taken place unintentionally (for example in the case of inheritance), you must report this as soon as you become aware of it.</p>
weiterführende Informationen	<p>https://www.bundesbank.de/de/aufgaben/bankenaufsicht/einzelaspekte/erlaubnisverfahren-inhaberkontrolle-governance/inhaberkontrolle/inhaberkontrolle-598344</p> <p>https://www.bafin.de/SharedDocs/Veroeffentlichungen/DE/Merkblatt/mb_151123_inhaberkontrolle.html</p>
Hinweise	
Rechtsbehelf	<p>If BaFin prohibits the acquisition or increase of an investment:</p> <ul style="list-style-type: none"> • Objection • Action for annulment • Interim legal protection, section 80 V 1 VwGO <p>If the European Central Bank prohibits the acquisition or increase of a shareholding:</p> <ul style="list-style-type: none"> • Administrative review procedure, Art. 24 SSM Regulation • Action for annulment, Art. 263 IV TFEU
Kurztext	<ul style="list-style-type: none"> • Ownership control procedure pursuant to § 2c KWG Implementation <ul style="list-style-type: none"> • Anyone wishing to acquire significant shareholdings in banks or financial services companies must inform the Deutsche Bundesbank and BaFin in advance by means of a shareholding notification. • Also applies in the event of changes in shareholdings, insofar as certain thresholds are affected, or in the event of termination of a significant shareholding • Unintentional acquisitions or changes must also be reported • Deadlines: Acquisition of a major holding must be reported as soon as the intention to do so exists; in the case of unintentionality, as soon as knowledge of the acquisition becomes known. • Costs: none

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	<ul style="list-style-type: none"> • Processing time: <ul style="list-style-type: none"> • Maximum of 60 working days from the date of the letter confirming receipt of the complete notification. • Maximum 80 working days if BaFin requests additional information; may be extended to a maximum of 90 working days under certain circumstances • Responsible: Federal Financial Supervisory Authority (BaFin) and Deutsche Bundesbank.
Ansprechpunkt	
Zuständige Stelle	
Formulare	<p>Forms: yes</p> <p>Online procedure possible: no</p> <p>Written form required: yes</p> <p>Personal appearance required: no</p> <p>https://www.bafin.de/SharedDocs/Downloads/DE/For mular/dl_090320_InhKontrollIV_anlage1_ba_va.docx?__b lob=publicationFile&v=2</p> <p>https://www.bafin.de/SharedDocs/Downloads/DE/For mular/dl_090320_InhKontrollIV_anlage4_ba_va.doc?__bl ob=publicationFile&v=2</p> <p>https://www.bafin.de/SharedDocs/Downloads/DE/For mular/dl_090320_InhKontrollIV_anlage3_ba_va.pdf?__bl ob=publicationFile&v=3</p> <p>https://www.bafin.de/SharedDocs/Downloads/DE/For mular/dl_090320_InhKontrollIV_anlage2_ba_va.docx?__b lob=publicationFile&v=2</p>
Ursprungsportal	<p>Inhaberkontrollverfahren gemäß § 2c KWG</p> <p>Durchführung, Inhaberkontrollverfahren gemäß § 2c KWG Durchführung</p>