**FORMULARIO PARA EL PROCEDIMIENTO DE ESCRUTINIO DE INVERSIONES EXTRANJERAS DIRECTAS EN APLICACIÓN DE LA LEY 19/2003 DE MOVIMIENTO DE CAPITALES**

**Referencia:** Operación

**Destinatario:** Inversor último

**Instrucciones de cumplimentación:** En cumplimiento de la Ley 19/2003 de movimientos de capitales y especialmente en lo referente a los artículos 7 y 7 bis, de la Disposición Transitoria única del RDL 34/2020, así como de la Ley Orgánica 4/2015, de protección de la seguridad ciudadana, se adjunta cuestionario que se deberá presentar a la Subdirección General de Inversiones Exteriores de la Dirección General de Comercio Internacional e Inversiones a través de la correspondiente sede electrónica habilitada y que deberá desarrollar sobre un documento nuevo cuyo índice de contenido se ajuste a lo aquí indicado.

**CUESTIONARIO**:

ÍNDICE DE CONTENIDO

1. **Nombre y razón social del Inversor último en términos del art 7 de la Ley 15/2007, de 3 de julio, de Defensa de la Competencia**
	1. Objeto social
	2. Descripción de la actividad (incluyendo sectores NACE)
	3. Estructura accionarial
	4. Control público: declaración sobre el control directo o indirecto por el gobierno, incluidos los organismos públicos o las fuerzas armadas, de un tercer país, aplicándose a los efectos de determinar la existencia del referido control los criterios establecidos en el artículo 7.2 de la Ley de Defensa de la Competencia.
	5. ¿Recibe financiación el inversor último o las empresas por él controladas, incluidos subsidios o ayudas, por parte del gobierno, fuerzas armadas u organismos públicos de un tercer país? En caso afirmativo, detalle su naturaleza y cuantía.
	6. ¿Ha realizado inversiones o participado en actividades en los sectores que afecten a la seguridad, al orden público y a la salud pública en otro Estado Miembro de la UE, especialmente en los sectores recogidos en el artículo 7bis2 de la Ley 19/2003?
	7. ¿Le ha sido autorizada, denegada o condicionada alguna autorización de inversión extranjera en otro EEMM o tercer país?
	8. ¿El inversor es o ha sido objeto de sanciones internacionales?
	9. ¿Ha sido objeto de sanciones administrativas o judiciales en los últimos tres años, en particular, en ámbitos como el blanqueo de capitales, el medioambiental, el tributario, o la protección de la información sensible?
2. **Nombre y razón social de empresa o identificación de la rama de actividad o los activos adquiridos (en adelante, el objetivo)**
	1. Objeto social
	2. Descripción de la actividad (incluyendo sectores NACE)
	3. Estructura accionarial de la empresa o estructura de la rama de actividad
	4. ¿Tiene el objetivo en la actualidad algún contrato vigente con la Administración Pública u otros organismos públicos? En caso afirmativo, detalle la respuesta
	5. ¿Es la empresa adquirida titular de infraestructuras que figuren en el Catálogo Nacional de Infraestructuras Estratégicas, previsto en la Ley 8/2011, de 28 de abril, por la que se establecen medidas para la protección de las infraestructuras críticas, o de terrenos y bienes inmuebles que sean necesarios para su operación? ¿Comprende la rama de actividad o el activo una infraestructura que figura en el citado Catálogo?
	6. ¿Es titular el objetivo de tecnologías críticas y productos de doble uso, tal y como se definen en el artículo 2, apartado 1, del Reglamento (UE) 2021/821 del Parlamento Europeo y del Consejo de 20 de mayo de 2021 por el que se establece un régimen de la Unión de control de las exportaciones, el corretaje, la asistencia técnica, el tránsito y la transferencia de productos de doble uso? En caso afirmativo, detalle la respuesta.
	7. ¿Lleva el objetivo a cabo actividades relacionadas con tecnologías industriales o de capacitación clave, tecnologías de la información y comunicación (TIC) o tecnologías de capacitación esenciales (TFE), tal y como se recogen en el Reglamento UE 1291/2013, de 11 de diciembre de 2013 por el que se establece Horizonte 2020, Programa Marco de Investigación e Innovación (2014-2020) y por el que se deroga la Decisión 1982/2006/CE.? En caso afirmativo, detalle la respuesta, así como el Reglamento UE 2021/695, de 28 de abril de 2021, por el que se crea el Programa Marco de Investigación e Innovación «Horizonte Europa», se establecen sus normas de participación y difusión, y se derogan los Reglamentos (UE) n.o 1290/2013 y (UE) n.o 1291/2013.
	8. ¿Ha recibido la empresa, rama de actividad o activo adquiridos financiación pública (nacional o europea) para el desarrollo de proyectos? En caso afirmativo, detalle la respuesta.
	9. Detalle la legislación sectorial aplicable a la actividad realizada por el objetivo.
	10. ¿Suministra el objetivo o puede ser considerado el mismo un insumo fundamental que resulte indispensable y no sustituible para la prestación de los servicios esenciales relativos al mantenimiento de las funciones sociales básicas, la salud, la seguridad, el bienestar social y económico de los ciudadanos, o el eficaz funcionamiento de las Instituciones del Estado y las Administraciones Públicas, cuya perturbación, fallo, pérdida o destrucción pueda tener un impacto significativo? Detalle la respuesta, aportando información de la importancia de la adquirida en los mercados en que opera y la disponibilidad de fuentes de suministro equivalentes alternativas.
	11. ¿Tiene el objetivo acceso a datos específicos sobre infraestructuras estratégicas? En caso afirmativo, detalle la respuesta.
	12. ¿Tiene el objetivo acceso a bases de datos relacionadas con la prestación de servicios esenciales de suministro de agua, energía (hidrocarburos, gas o electricidad), servicios de telecomunicaciones o de transporte, servicios sanitarios, servicios esenciales para la seguridad alimentaria, instalaciones de investigación, o del sistema financiero y tributario? En caso afirmativo, detalle la respuesta.
	13. ¿Está la actividad asociada al objetivo obligada a realizar una evaluación de impacto sobre los datos personales de acuerdo con el artículo 35.3 del Reglamento (UE) 2016/679 General de Protección de Datos? En caso afirmativo, detalle la respuesta.
	14. ¿Tiene acceso el objetivo a bases de datos oficiales que no sean de acceso público? En caso afirmativo, detalle la respuesta.
	15. ¿Es titular el objetivo de medios de comunicación? En caso afirmativo, detalle la respuesta.
	16. Últimas cuentas anuales disponibles
3. **La operación:**
	1. Breve descripción de la operación
	2. Importe de la inversión en España en particular y global si es el caso, porcentaje, en su caso, del capital adquirido, financiación de la inversión y su origen y fecha de formalización y calendario de la operación
	3. ¿La inversión permite o da lugar a la participación efectiva del inversor en la gestión de la empresa, rama de actividad u activo adquiridos?
	4. ¿Qué razones motivan la decisión del inversor de llevar a cabo la presente operación?
	5. Estructura mercantil en España de la inversión formalizada
	6. ¿Supone esta operación inversión en otro/s Estados Miembros?
	7. ¿Debe ser notificada en el ámbito de control de inversiones en otro Estado Miembro?
	8. ¿Está la presente inversión sujeta a otra evaluación, autorización o supervisión en España, en otro Estado Miembro o en un tercer país (por ejemplo, de competencia, supervisión prudencial o autorización sectorial)?
4. **Plan de Negocio del Inversor para los próximos 3 años**
	1. Objetivos económicos del Plan, incluyendo inversiones por parte del inversor posteriores a la operación
	2. Equipo Directivo y Consejeros de la compañía
	3. Perspectivas de empleo en España al final de la ejecución del Plan
	4. Plan de Inversiones del inversor para la empresa adquirida
		1. En España
		2. En el extranjero

*A los efectos del mecanismo de intercambio de Información en virtud del Reglamento UE 452/2019*

**Request for information from the investor[[1]](#footnote-1)**

|  |  |
| --- | --- |
| **Name of the investor(s):** |  |
| **Name of the target undertaking** *(the entrepreneur to whom or the undertaking to which the capital is made available in order to carry on an economic activity in a Member State):* |  |

**Please complete the following information (\* = where available):**

1. **Information about the investment**

|  |  |
| --- | --- |
| **Description of the investment** *(please explain how the change in ownership or control of the target company is executed and how the new assets will fit into the company structure of the investor)* |  |
| **Approximate value of the investment[[2]](#footnote-2)** (in €) |  |
| **Planned date for completing the transaction** *(either as a specific date/period or in function of the completion of ongoing authorisation processes)* |  |
| **Funding of the investment and its source[[3]](#footnote-3)** (*on the basis of the best information available, cf. Article 9(2)(e)) Please explain the origin of the funds and the degree to which they come from external sources.* |  |
| **What is the investor’s business strategy behind this acquisition? [[4]](#footnote-4)** |  |
| **Does the investor appear financially able to ensure the continuity and proper operation of the target undertaking after the acquisition?\*** |  |
| **Does the investment enable or result in the investor’s effective participation in the management of the undertaking subject to screening?** | [ ]  No[ ]  Yes, please explain how: |
| **Participation of the direct investor and its global ultimate owner in the capital of the undertaking subject to screening before the transaction (if applicable) and as a result of the transaction** (*please specify the votes conferred by the shares purchased as a percentage of the total number of votes, whether there are any specific voting rights arrangements, regime concerning effective participation in the management, etc. )* | Before:As a result of the transaction: |
| **If the ownership is less than 100%, please explain how the ownership shares translate to your control or participation in the effective management. Please describe the modalities of “joint” exercise of control or participation in the effective management.** |  |
| **Is the investment – in your assessment - likely to affect projects or programmes of Union interest?**  | [ ]  No[ ]  Yes, please explain which project or programme and how it may be affected: |

**Has the transaction been announced to the public? If available, please provide a link or attach the text of the announcement.**

[ ]  Yes

Link(s) to the source:

[ ]  No

1. **Information concerning (A) the undertaking in which the investment is planned or has been completed (“target undertaking”) or (B) a greenfield investment**

Please indicate, whether the investment concerns a greenfield investment[[5]](#footnote-5):

[ ]  No

[ ]  Yes

If the answer is “yes”, please provide the information in Table B. If the answer is “no”, please provide the information in Table A

(\* = where available)

*Guidelines:*

*Please complete the table below with information about the beneficiarie(s) of the investment* ***established in the Member State undertaking the screening procedure*** *and, if applicable, the ultimate controlling entity (most relevant entity within the ownership structure). If required,* ***you may add duplicates*** *of the table to capture details for each level of ownership for which information is available.*

*In case the beneficiary is part of a larger corporate group not headquartered in the* ***Me****mber State undertaking the screening procedure, please provide the information for the other legal entities of the same corporate group situated in other EU Member States****, if available****, in the column on the right side.*

*If the ownership structure of the target is complex, please provide details on the direct beneficiary, its ultimate owner and any significant intermediate entities to the extent available.*

*If available, please provide an organigram to explain the horizontal and vertical relationship between the companies referred and the overall structure of the company group before and after the transaction.*

**Table A**

|  |  |  |
| --- | --- | --- |
|  | **Company(-ies) subject to the screening procedure** | **Other legal entities of the same corporate group situated in other EU Member States (if applicable)\*** |
| **Role of the company in the transaction** | *For example:* * *direct recipient of the investment (target)*
* *significant intermediate entity*
* *global ultimate owner*
* *company group*

 *…* |  |
| **Does this company carry on an economic activity in the Member State where the investment is undergoing screening?[[6]](#footnote-6)**  |  |  |
| **Name of the company** |  |  |
| **Address/domicile/registered office of the company**  |  |  |
| **Company’s national registration number** |  |  |
| **Intra-community VAT number** |  |  |
| **Branch of industry/economic activities carried out***Please provide a brief description of the activities being carried out and include the relevant NACE sub-category to the greatest possible granularity (4-digits).* | *Description of Activity 1* NACE code\* | *Description of Activity 1* NACE code\* |
| *Description of Activity 2*NACE code\* | *Description of Activity 2*NACE code\* |
| *Description of Activity 2*NACE code\* | *Description of Activity 2*NACE code\* |
| **Please explain the products, services and business operations of the company before the transaction[[7]](#footnote-7)** |  |  |
| **Please explain the products, services and business operations of the company after the transaction is completed.\* *This is applicable to FDI resulting in a change of operations in the target undertaking*** |  |  |
| **Are - to your knowledge - substitute products available on the market?\*** |  |  |
| **Please provide information about the main competitors (national, European, global)\*** |  |  |
| **Does the company own any patents or other intellectual property rights relevant for a security or public order analysis?\*** *Please list them if available.* |  |  |
| **EU Member States in which the company conducts substantive business operations (e.g. through subsidiaries, branches and please provide the name(s) of those undertaking(s)**  |  |  |
| **Annual turnover\*** (*in €, over last fiscal year*)**[[8]](#footnote-8)** |  |  |
| **Total number of employees\*** |  |  |
| **Is the company subject to EU financial restrictive measures (sanctions)?[[9]](#footnote-9)** |  |  |
| **Is the company subject to restrictive measures by third countries?\* [[10]](#footnote-10)** |  |  |
| **Has the company received funding from projects or programmes of Union interest or participates directly or indirectly in the implementation of such projects or programmes?[[11]](#footnote-11)** | [ ]  No[ ]  Yes, please specify amount and relevant EU project or programme: | [ ]  No[ ]  Yes, please specify amount and relevant EU project or programme: |
| **Does the target undertaking maintain business relations with a project or programme of Union interest?** *(e.g. does the undertaking supply goods, technology, etc. to the project or programme?)* | [ ]  No[ ]  Yes, please specify the project, the relevant EU programme and the type of business relation: | [ ]  No[ ]  Yes, please specify the project, the relevant EU programme and the type of business relation: |
| **Listings on stock exchanges\*** | **Trading code, Ticker or stock symbol** |
| 1. *Country 1*
 |  |  |
| 1. *Country 2*
 |  |  |
| **Website of the target company/-ies\*** |  |

|  |  |
| --- | --- |
| **Ownership structure of the target undertaking – information on the ultimate owner and participation in the capital before the notified transaction** | * *If the ownership structure is complex, please provide details on the ultimate owner and any significant intermediate entities.*
* *When available, the information can also be presented in the form of a chart (as an Annex)*
 |

**Table B: Greenfield investment**

|  |  |
| --- | --- |
| **Name** |  |
| **Location/Address of the new undertaking**  |  |
| **Country where the new undertaking is headquartered** |  |
| **Company’s national registration number\*** |  |
| **Intra-community VAT number\*** |  |
| **Date of incorporation\*** |  |
| **Branch of industry/economic activities carried out***Please provide a brief description of the activities being carried out and include the relevant NACE sub-category to the greatest possible granularity (4-digits).* | **NACE codes\*** |
| *Description of Activity 1* |  |
| *Description of Activity 2* |  |
| *Description of Activity X* |  |
| **Please explain the products, services and business operations of the undertaking after the transaction is completed.** |  |
| **Please provide information about the main competitors (national, European, global)\*** |  |
| **Estimated total number of employees\*** |  |
| **Website of the company\*** |  |

|  |  |
| --- | --- |
| **Ownership structure of the new undertaking – information on the ultimate owner and participation in the capital after the notified transaction** | * *If the ownership structure is complex, please provide details on the ultimate owner and any significant intermediate entities.*
* *When available, the information can also be presented in the form of a chart*
 |

1. **Investor**

*Guidelines:*

*Please complete the table below with information about the direct investor and, if applicable, the ultimate controlling entity (most relevant entity within the ownership structure). If required, you may add duplicates of the table to capture details for each level of ownership for which information is available (i.e. direct, intermediary, and ultimate investor(s). If the ownership structure is complex, please provide details on the direct acquirer, and where available, the ultimate owner and any significant intermediate entities. If available, please provide an organigram to explain the horizontal and vertical relationship between the companies referred.*

*In case the investment is made by multiple investors, please provide the information above for each investor*

*separately by multiplying the table hereunder. If available, please provide an organigram to explain the horizontal and vertical relationship between the companies referred.*

*In case the investor is part of a larger corporate group, please provide the information on “annual turnover of the investor” and “total number of employees” for the entire corporate group as well, if available.*

(\* = where available)

|  |  |
| --- | --- |
| **Role of the company in the transaction**  | *For example:* * *direct investor*
* *holding company created for the purpose of executing the investment*
* *100% owner of a holding company without any other significant business activity*
* *significant intermediate entity*
* *global ultimate owner*

*…* |
| **Name** |  |
| **Address/domicile/registered office**  |  |
| **Country under whose laws the company is duly constituted or otherwise organised*****If the entity is a natural person, please indicate the nationality/ies of this natural person.*** |  |
| **Company’s national registration number** |  |
| **Date of incorporation** |  |
| **Branch of industry/economic activities carried out** *Please provide a brief description of the activities being carried out and include the relevant NACE sub-category to the greatest possible granularity (4-digits).* | **NACE code\*[[12]](#footnote-12)** |
| *Description of Activity 1* |  |
| *Description of Activity 2* |  |
| *Description of Activity X* |  |
| **Please explain the products, services and business operations of the company.** *If available, please explain if the investment is likely to result in a significant change in the profile or main activities of the investor.* |  |
| **Please provide information about the main competitors (national, European, global)\*** |  |
| **EU Member States in which the company conducts substantive business operations** (*e.g. through subsidiaries or branches and please provide the name(s) of those undertaking(s*) | 1. *Member State / name of undertaking*
2. *Member State / name of undertaking*
3. *Member State / name of undertaking*
 |
| **Annual turnover** (*in €, over last fiscal year*)**[[13]](#footnote-13)**\* |  |
| **Total number of employees\*** |  |
| **Is the company subject to EU financial restrictive measures (sanctions)?[[14]](#footnote-14)** |  |
| **Is the company subject to restrictive measures by third countries?\*[[15]](#footnote-15)** |  |
| **Listings on stock exchanges\*** | **Trading code, Ticker or Stock symbol** |
| 1. *Country 1*
 | *xxx* |
| 1. *Country x*
 | *Xxx* |
| **Website of the company\*** |  |

|  |  |
| --- | --- |
| **Ownership structure of the investor, including information on its ultimate owner(s) and participation in the capital** *(cf. Article 9(2)(a))* | * *If the ownership structure is complex, please provide details on the direct acquirer, the ultimate owner and any significant intermediate entities.*
* *When available, the information can also be presented in the form of a chart (as an Annex)*
 |

1. **Is/was the investment undergoing screening subject to assessment, authorisation, monitoring or other scrutiny pursuant to EU or national rules?**

**Is (or will) the transaction (be) subject to merger review under the EC Merger Regulation[[16]](#footnote-16)?**

[ ]  Yes – case number[[17]](#footnote-17):

[ ]  Yes but the case has not been filed for Merger Review yet. Planned date or timeframe of filing: Click or tap to enter a date.

[ ]  No

**Is the investment subject to another assessment, authorisation or monitoring in the Member State undertaking the screening, in another Member State or in a third country (*e.g. domestic competition control, prudential supervision, sectoral authorisation or certification)*? \***

[ ]  No

[ ]  Yes, please specify type of scrutiny and country undertaking the scrutiny:

1. **Any additional information that you wish to disclose for the assessment**
1. [↑](#footnote-ref-1)
2. If the investment subject to this notification is part of a broader transaction, please disclose the total value and the investment provided to the undertaking(s) the territory of the Member State undertaking the screening separately. [↑](#footnote-ref-2)
3. If the investment subject to this notification is part of a broader transaction, please specify the funding of the investment into the companies established in the territory of the Member State undertaking the screening, as well as sources of funding for the transaction as a whole. [↑](#footnote-ref-3)
4. Please explain why the investor is interested in making the investment and the circumstances of the investment by the target [↑](#footnote-ref-4)
5. International greenfield investment typically involves the creation of a new company or establishment or facilities abroad, whereas an international merger or acquisition amounts to transferring the ownership of existing assets to an owner abroad. [↑](#footnote-ref-5)
6. Art. 2.1: ‘foreign direct investment’ means an investment of any kind by a foreign investor aiming to establish or to maintain lasting and direct links between the foreign investor and the entrepreneur to whom or the undertaking to which the capital is made available in order to carry on an economic activity in a Member State, including investments which enable effective participation in the management or control of a company **carrying out an economic activity**. [↑](#footnote-ref-6)
7. Art. 2.1: ‘foreign direct investment’ means an investment of any kind by a foreign investor aiming to establish or to maintain lasting and direct links between the foreign investor and the entrepreneur to whom or the undertaking to which the capital is made available **in order to carry on an economic activity** in a Member State, including investments which enable effective participation in the management or control of a company carrying out an economic activity. [↑](#footnote-ref-7)
8. Please indicate if fiscal year does not correspond to calendar year. [↑](#footnote-ref-8)
9. The consolidated list of persons, groups and entities subject to EU financial sanctions can be downloaded from [Financial Sanctions Database - FSF platform](https://webgate.ec.europa.eu/europeaid/fsd/fsf)accessible via the following address: <https://webgate.ec.europa.eu/europeaid/fsd/fsf> . In order to access this platform you need to have an "EU Login" account. For further background on ownership and control in the context of EU sanction, please consult the [EU Best Practices for the effective implementation of restrictive measures](https://data.consilium.europa.eu/doc/document/ST-8519-2018-INIT/en/pdf) and [Commission Opinion of 19.6.2020 on Article 2 of Council Regulation (EU) No 269/2014](https://ec.europa.eu/info/sites/info/files/200619-opinion-financial-sanctions_en.pdf). Please note that additional sectorial sanctions (not included in the FSF platform) could apply to the proposed transaction. Please visit [www.sanctionsmap.eu](http://www.sanctionsmap.eu) for a full list of EU sanctions. [↑](#footnote-ref-9)
10. Possible source of information for U.S sanctions: <https://sanctionssearch.ofac.treas.gov/> [↑](#footnote-ref-10)
11. The Financial Transparency System (FTS) (<https://ec.europa.eu/budget/fts/index_en.htm>) allows to search the beneficiaries of funding from the EU budget implemented directly the Commission (at Headquarters or in EU delegations to non-EU countries) and other EU bodies such as executive agencies ('direct management'), and beneficiaries of the European Development Fund. Please note that the FTS does not provide information on funding from the EU budget implemented by both the Commission and Member States ('shared management'), or implemented indirectly by other international organisations or non-EU countries ('indirect management'). [↑](#footnote-ref-11)
12. NACE is the European standard classification of productive economic activities. NACE presents economic activities partitioned in such a way that a NACE code can be associated with a statistical unit carrying them out. The NACE codes can be found in [RAMON, the Eurostat database for NACE codes](https://ec.europa.eu/eurostat/ramon/nomenclatures/index.cfm?TargetUrl=LST_NOM_DTL&StrNom=NACE_REV2&StrLanguageCode=EN&IntPcKey=&StrLayoutCode=HIERARCHIC). [↑](#footnote-ref-12)
13. Please indicate if fiscal year does not correspond to calendar year. [↑](#footnote-ref-13)
14. The consolidated list of persons, groups and entities subject to EU financial sanctions can be downloaded from [Financial Sanctions Database - FSF platform](https://webgate.ec.europa.eu/europeaid/fsd/fsf)accessible via the following address: <https://webgate.ec.europa.eu/europeaid/fsd/fsf> . In order to access this platform you need to have an "EU Login" account. For further background on ownership and control in the context of EU sanction, please consult the [EU Best Practices for the effective implementation of restrictive measures](https://data.consilium.europa.eu/doc/document/ST-8519-2018-INIT/en/pdf) and [Commission Opinion of 19.6.2020 on Article 2 of Council Regulation (EU) No 269/2014](https://ec.europa.eu/info/sites/info/files/200619-opinion-financial-sanctions_en.pdf). Please note that additional sectorial sanctions (not included in the FSF platform) could apply to the proposed transaction. Please visit [www.sanctionsmap.eu](http://www.sanctionsmap.eu) for a full list of EU sanctions. [↑](#footnote-ref-14)
15. Possible source of information for U.S sanctions: <https://sanctionssearch.ofac.treas.gov/> [↑](#footnote-ref-15)
16. Council Regulation (EC) No 139/2004 of 20 January 2004 on the control of concentrations between undertakings. [↑](#footnote-ref-16)
17. Please refer to the database of Merger Cases: <https://ec.europa.eu/competition/elojade/isef/index.cfm?clear=1&policy_area_id=2> [↑](#footnote-ref-17)