

**International  
Comparative  
Legal Guides**



Practical cross-border insights into fintech law

**Fintech  
2023**

**Seventh Edition**

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**ICLG.com**

# Expert Analysis Chapter

1

## Strategic Cross-Border Mergers & Acquisitions in the Fintech Sector

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## Q&A Chapters

7

### Australia

Gilbert + Tobin: Peter Reeves, Emily Shen &amp; Meg Dalco

17

### Bahamas

Higgs &amp; Johnson: Christel Sands-Feaste, Portia J. Nicholson &amp; Kamala M. Richardson

23

### Brazil

Pinheiro Neto Advogados: Bruno Balduccini, Marcela Benhossi &amp; Raíra Cavalcanti

28

### British Virgin Islands

Appleby (BVI) Limited: Andrew Jowett &amp; Stuart Fee

34

### Canada

McMillan LLP: Pat Forgione, Robert C. Piasentin, Yue Fei &amp; Isabelle Guevara

43

### China

Fangda Partners: Zhiyi Ren &amp; Lily Yin

49

### Colombia

Lloreda Camacho &amp; Co: Santiago Gutiérrez, Carlos Carvajal &amp; Santiago Garzón Amaya

56

### Denmark

Gorrissen Federspiel: Tue Goldschmieding, Morten Nybom Bethe &amp; David Telyas

62

### Egypt

Shahid Law Firm: Rehan El-Bashary

68

### Estonia

Sorainen: Kätlin Krisak &amp; Hetti Lump

75

### France

Bredin Prat: Bena Mara &amp; Adrien Soumagne

83

### Germany

Hengeler Mueller Partnerschaft von Rechtsanwälten mbB: Dr. Christian Schmies &amp; Dr. Gerrit Tönningsen

90

### Gibraltar

Triay Lawyers: Javi Triay &amp; Jay Gomez

96

### Greece

Sioufas and Associates Law Firm: Marios D. Sioufas, Aikaterini Gkana &amp; Athanasia Vaiopoulou

103

### Hong Kong

Slaughter and May: Vincent Chan

116

### India

G&amp;W Legal: Arjun Khurana, Anup Kumar &amp; Manavi Jain

125

### Indonesia

Makes &amp; Partners: Dr. Yozua Makes, Bernardus Billy &amp; Rován Gamaldi Saptari

132

### Ireland

Matheson LLP: Ian O'Mara &amp; Joe Beashel

142

### Isle of Man

Appleby (Isle of Man) LLC: Claire Milne &amp; Katherine Garrood

147

### Italy

Lener &amp; Partners: Raffaele Lener, Salvatore Luciano Furnari, Giuseppe Proietti &amp; Antonio Di Ciommo

153

### Japan

Chuo Sogo Law Office, P.C.: Koji Kanazawa, Katsuya Hongyo &amp; Shun Komiya

160

### Korea

Yoon &amp; Yang LLC: Kwang-Wook Lee, Ju Yong Lee, Yong Ho Choi &amp; Min Seok Joo

166

### Malaysia

Shearn Delamore &amp; Co.: Christina Kow &amp; Timothy Siaw

174

### Malta

GTG: Dr. Ian Gauci &amp; Dr. Cherise Abela Grech

180

### Mexico

Legal Paradox®: Carlos Valderrama &amp; Arturo Salvador Alvarado Betancourt

189

### Netherlands

De Brauw Blackstone Westbroek: Else Rowel &amp; Marit van Zandvoort

198

### Nigeria

Udo Udoma &amp; Belo-Osagie: Yinka Edu, Joseph Eimunjeze, Pamela Onah &amp; Oluwatobi Akintayo

207

### Norway

Advokatfirmaet BÅHR AS: Markus Nilssen, Eirik Basmo Ellingsen &amp; Sam Kronenberg

216

### Philippines

Gorríceta Africa Cauton &amp; Saavedra: Mark S. Gorríceta, Kristine T. Torres, Liane Stella R. Candelario &amp; Ma. Katrina Rafaelle M. Ortiz

225

### Portugal

Uría Menéndez – Proença de Carvalho: Hélder Frias &amp; Domingos Salgado

## Q&A Chapters Continued

- 235** **Romania**  
VD Law Group: Sergiu-Traian Vasilescu & Luca Dejan  
Jasill Accounting & Business: Flavius Valentin  
Jakubowicz
- 243** **Saudi Arabia**  
Hammad & Al-Mehdar Law Firm: Samy Elsheikh &  
Ghazal Tarabzouni
- 250** **Singapore**  
KGP Legal LLC: Kenneth Pereire & Lin YingXin
- 256** **Slovenia**  
ODI LAW: Suzana Bončina Jamšek & Jure Gorkic
- 262** **Spain**  
Uría Menéndez: Isabel Aguilar Alonso &  
Leticia López-Lapuente
- 272** **Sweden**  
Mannheimer Swartling: Anders Bergsten &  
Carl Johan Zimdahl
- 280** **Switzerland**  
Bär & Karrer: Dr. Daniel Flühmann & Dr. Peter Ch. Hsu
- 291** **Taiwan**  
Xirilaw Attorneys: Sabine Lin, Yen-Chou Pan,  
Peter Lin & Maiya Mai
- 298** **Turkey/Türkiye**  
Ünsal Law Firm: Burçak Ünsal, Hande Yılmaz &  
Alperen Gezer
- 305** **United Arab Emirates**  
Afridi & Angell: James Bowden, Zaid Mahomed &  
Alex Vromans
- 313** **United Kingdom**  
Slaughter and May: Rob Sumroy & James Cook
- 322** **USA**  
Manatt, Phelps & Phillips, LLP: Brian S. Korn,  
Benjamin T. Brickner & Bernhard J. Alvine

# Sweden

Mannheimer Swartling



Anders Bergsten



Carl Johan Zimdahl

## 1 The Fintech Landscape

**1.1 Please describe the types of fintech businesses that are active in your jurisdiction and the state of the development of the market, including in response to the COVID-19 pandemic and ESG (Environmental, Social and Governance) objectives. Are there any notable fintech innovation trends of the past year within particular sub-sectors (e.g. payments, asset management, peer-to-peer lending or investment, insurance and blockchain applications)?**

Although last year saw fintech valuations come down and fintech companies having to adapt to meet increasing investor demands for growth with profitability, Sweden remains one of Europe's fintech "hotspots", with unicorns Klarna and Zettle by PayPal, fast-growing players such as Tink, Trustly, Juni Technology, Zimpler, Froda and Anyfin, and a steady output of new start-ups with fintech propositions. Stockholm is often regarded as one of Europe's main centres for fintech investments.

In general, the Swedish fintech industry has fared well during the COVID-19 pandemic and, in large part due to the high level of technological maturity, quickly adapted to remote working. The pandemic has also led to a noticeable acceleration to the shift in consumer shopping behaviour from physical stores to e-commerce, which has consequently benefitted many fintechs. Although some M&A transactions have been delayed due to the extra level of uncertainty created by the pandemic and the subsequent geopolitical and market uncertainties caused by the war in Ukraine, a high degree of activity can still be seen in terms of M&A and funding rounds. Recent deals include, e.g., Klarna's acquisition of the price comparison site PriceRunner, Visa Europe's acquisition of Swedish open banking fintech Tink and the leading global data analytics provider Verisk's acquisition of Mavera, a Stockholm-based insurtech firm with a personal injury claims management platform.

The payments segment is currently the largest of the Swedish fintech segments, with a broad range of both start-ups and mature fintech businesses. We also note an increasing interest in electronic money issuance as well as a rise in cryptocurrency initiatives aimed at the payments sector.

Fintech propositions within wealth and asset management continue to grow, with a steadily broadening range of neobanks, savings platforms and "robo-advisors". Other variations of B2C services are also gaining momentum, such as finance apps, platforms and marketplaces providing information and comparison services, financial intermediaries, refinancing services and simplified mortgage lending. We are also seeing an increase in fintech businesses catering to the B2B segment, such as

Juni Technology, Froda, Centiglobe and Tink. In the coming years, we also expect to see more product developments, integrated features and new fintech propositions that are enabled or supported by the open banking initiative, such as Banking as a service ("BaaS"), whereby white label fully licensed banking services are made available to other service providers.

Peer-to-peer lending has been a segment with relatively few propositions and low customer uptake, but we expect this source of credit to grow in the coming years. The recent introduction of the crowdfunding regulation, as further discussed below, is also expected to give rise to new ideas and services offerings.

While the adoption of tech within the insurance sector has yet to make a real breakthrough on the Swedish market, we are now seeing more insurtech propositions, niche products and digital interfaces emerging within the insurance ecosystem, and the level of venture capital and transaction volume is increasing in this segment. We expect the insurtech segment to continue to trend, with new technologies such as AI/ML, Big Data, IoT, open banking and advanced analytics being key drivers for new insurance offerings.

Lastly, sustainability-focused fintech products have started to appear, and we expect that Sweden will see a variety of actors and products with a sustainability focus emerge in the coming years, especially in light of the new EU sustainable finance package (see further under question 3.1).

**1.2 Are there any types of fintech business that are at present prohibited or restricted in your jurisdiction (for example cryptocurrency-based businesses)?**

In general, there are no types of fintech business that are prohibited *per se* in Sweden. However, several restrictions apply to fintech companies depending on the business and services provided. Authorisation may be required from the Swedish Financial Supervisory Authority ("SFSA") prior to conducting activities in Sweden (see further under question 3.1 below).

## 2 Funding For Fintech

**2.1 Broadly, what types of funding are available for new and growing businesses in your jurisdiction (covering both equity and debt)?**

The Swedish equity and debt capital markets are mature and there are various types of funding available for fintech businesses. While the primary funding sources are local and international venture equity and growth equity, as well as venture debt (e.g. from hedge funds), alternative funding routes are

also available. Crowdfunding is becoming a viable source of financing for small businesses, and there is also a vibrant base of incubators, accelerators and business angels accessible to early-stage fintech start-ups. It must be noted that the funding source is oftentimes the “trigger” or decisive factor when determining a specific fintech business’ authorisation or registration requirement, and the source of funding thus requires some consideration in a fintech context.

## 2.2 Are there any special incentive schemes for investment in tech/fintech businesses, or in small/medium-sized businesses more generally, in your jurisdiction, e.g. tax incentive schemes for enterprise investment or venture capital investment?

There are no special incentive schemes for investments in fintech businesses in particular. However, a special tax incentive may apply to individuals who invest in small companies (Sw. *investeraravdrag*). The incentive is granted in the form of a deduction from capital income equal to 50% of the acquisition cost of the investment, with a maximum of SEK 650,000 per individual in any year. The company may only receive investments qualifying for the tax incentive up to a maximum of SEK 20 million per year.

Special tax rules apply to employee stock options granted by start-ups (Sw. *kvalificerade personaloptioner*). The purpose is to encourage start-up businesses. A range of requirements are set out in order for the rules to apply, but employees holding stock options that qualify under the rules are subject to capital income tax when the underlying shares are sold, rather than employment income tax when the stock options are exercised. For the employing entity, no social security charges are payable. As of 1 January 2022, the scope of the rules has been widened in order to include more start-up businesses.

Lastly, a special tax relief may be granted to foreign key personnel for a limited time period, whereby 25% of income is exempt from income tax for personnel qualifying under these specific rules (Sw. *expertskatte regler*).

## 2.3 In brief, what conditions need to be satisfied for a business to IPO in your jurisdiction?

Each exchange has its own listing requirements that must be fulfilled, but there are no specific fintech-related listing requirements that would apply in connection with an IPO in Sweden. However, if the entity to be listed is a regulated entity licensed with the SFSA, certain restrictions on major shareholders and members of the board and management must be observed.

In Sweden, there are currently two regulated markets, Nasdaq Stockholm and Nordic Growth Market, where Nasdaq Stockholm is clearly the dominant market. There are currently three Swedish multilateral trading platforms that have lighter listing requirements: Nasdaq First North; Nordic MTF; and Spotlight Stock Market.

The listing requirements vary between the markets, but the dominant market (Nasdaq Stockholm) has principal listing requirements regarding, e.g., the below:

- a prospectus drawn up in Swedish in compliance with the European prospectus regime and approved by the SFSA;
- clear business strategy and ongoing business operations;
- complete annual accounts and operating history for at least three years (as a main rule);
- capacity to fulfil the disclosure requirements for a listed entity;
- sufficient profitability and working capital;
- the shares must be freely negotiable and registered with a Central Securities Depository (Euroclear Sweden);

- the entire share class must be listed;
- conditions for sufficient liquidity in the shares must exist, meaning that sufficient number of shares shall be distributed to the public and that the company must have a sufficient number of shareholders;
- the expected aggregate market value of the shares must be at least EUR 1 million; and
- legal due diligence by a law firm and vetting process by a Listing Auditor (if not already listed on another market approved by Nasdaq Stockholm).

## 2.4 Have there been any notable exits (sale of business or IPO) by the founders of fintech businesses in your jurisdiction?

There have been a number of notable exits in the broader fintech area in recent years (including Trustly, Cinnober, Tink, Anyfin and PriceRunner). Meanwhile, smaller-scale exits continue in a steady stream (Advisa, Billogram, Lendify and Sambla are some recent examples). Recent fintech IPOs include Funded-ByMe (crowdfunding platform) and QuickBit (cryptocurrency exchange), which were listed in 2019, HODL SPAC Europe (blockchain SPAC) and JS Security (blockchain-based cyber security), which were listed in 2021, and Smart Valor (blockchain technology company), which was listed in 2022.

## 3 Fintech Regulation

### 3.1 Please briefly describe the regulatory framework(s) for fintech businesses operating in your jurisdiction, and the type of fintech activities that are regulated.

The applicability of the various regulatory frameworks depends on the activities that a fintech business conducts. It must hence be evaluated on a case-by-case basis whether or not fintech activities trigger any licensing or other regulatory requirements. Businesses that intend to provide financial services such as provision of credits or other banking services, investment services, payment services and insurance services, generally have to obtain a licence from, and operate under the supervision of, the SFSA (unless an exemption can be relied upon). This applies to, e.g.: credit institutions; payment institutions; fund managers; consumer credit institutions; mortgage institutions; issuers of electronic money; investment firms; insurance intermediaries; and insurance companies.

Key regulatory frameworks for payments and lending include:

- The Banking and Financing Business Act (2004:297), being the key piece of Swedish legislation governing banking and financing business carried out by banks and credit market companies (i.e. credit institutions).
- The Consumer Credit Activities Act (2014:275). Applicable to companies conducting certain consumer lending businesses but is a significantly less burdensome regime than the Banking and Financing Business Act.
- The Consumer Credit Act (2010:1846), containing far-reaching and mandatory consumer protection rules that all types of companies providing or intermediating consumer credits must adhere to (irrespective of whether or not they are licensed and supervised by the SFSA).
- The Payment Services Act (2010:751), governing the provision of payment services (implementing, e.g., the EU Payment Services Directive (“PSD2”)).
- The Electronic Money Act (2011:755), governing the issuance of electronic money and the activities of electronic money institutions and registered issuers (implementing the EU Electronic Money Directive).

- The Mortgage Activities Act (2016:1024), governing lending, credit intermediation and advice regarding housing loans to consumers.
- The Certain Financial Operations Act (1996:1006), applicable to certain financial activities that do not require authorisation from the SFSA but still require registration with the SFSA (see further under question 3.2 below).

Key regulatory frameworks for asset management businesses include:

- The Securities Market Act (2007:528), governing the activities of, e.g., investment firms, regulated markets and other trading venues (implementing the EU Markets in Financial Instruments Directive (“MiFID II”).
- The Alternative Investment Fund Managers Act (2013:561), governing the management of alternative investment funds (“AIFs”) (implementing the EU Alternative Investment Fund Managers Directive (“AIFMD”).
- The UCITS Act (2004:46), governing the management of UCITS funds (implementing the EU Undertakings for Collective Investment in Transferable Securities Directive (“UCITS”).

Key regulatory frameworks for insurance businesses and insurance intermediaries include:

- The Insurance Business Act (2010:2043), governing insurance operations conducted by insurance companies (implementing the EU Solvency II Directive).
- The EU Solvency II Regulation.
- The Insurance Distribution Act (2018:1219), governing insurance distribution by insurance intermediaries and insurance companies (implementing the EU Insurance Distribution Directive).
- The Insurance Contracts Act (2005:104), containing certain provisions on insurance contracts.
- The Foreign Insurance Activities Act (1998:293), applicable to foreign insurance undertakings conducting insurance business in Sweden.

In addition, many fintech businesses are subject to one or several of the following regulations:

- The Anti-Money Laundering and Terrorism Financing Act (2017:630) (“AML Act”), implementing the EU Anti-Money Laundering Directive (“AMLD IV”).
- The Debt Recovery Act (1972:182), governing debt recovery activities (noting that debt recovery activities must also be carried on in accordance with accepted debt recovery practices).
- The Identification of Reportable Financial Accounts due to the FATCA Agreement Act (2015:62) and the Identification of Reportable Financial Accounts in connection with Automatic Information Exchange Act (2015:911), being the Swedish implementations of the US-Swedish FATCA intergovernmental agreement and the OECD’s CRS/EU’s DAC2 legislation, respectively.
- The Supervision of Credit Institutions and Investment Firms Act (2014:968), implementing the EU Capital Requirements Directive (“CRD”, as amended).
- The Financial Instruments Trading Act (1991:980), imposing requirements on dispositions of certain financial instruments (including stock loans and financial instruments related to cryptoassets) and other transparency requirements.

The SFSA and other governmental authorities issue regulations and guidelines that supplement the legislative acts set out above.

The EU Regulation on European Crowdfunding Service Providers (“ECSP”) (the “Crowdfunding Regulation”) and the Swedish supplementary law entered into force on 10 November 2021. The Crowdfunding Regulation is part of the European Commission’s fintech action plan and lays down uniform rules

for the provision of investment-based and lending-based crowdfunding services related to business financing. A crowdfunding service provider that engages in regulated crowdfunding services, i.e. a company that operates a crowdfunding platform for the matching of business funding interests of investors and project owners through investment-based or lending-based crowdfunding, is under the supervision of, and must seek authorisation from, the SFSA.

The EU Regulation on sustainability-related disclosures in the financial services sector (“SFDR”) and the EU Taxonomy are both part of the new EU sustainable finance package. The SFDR entered into force on 10 March 2021 and lays down sustainability disclosure obligations for manufacturers of financial products and financial advisers, as well as disclosure obligations at entity and financial products levels. Additionally, the EU Taxonomy Regulation entered into force on 1 January 2022 and sets out a classification system that identifies environmentally sustainable investments. The new sustainability package has currently not led to any new Swedish acts; instead, amendments have been made to existing legislation.

The possibility to conduct “Deposit operations”, as regulated by the Deposit Business Act (2004:299), ended on 1 January 2021 and only certain companies that were registered before the law expired may continue to conduct such business.

### 3.2 Is there any regulation in your jurisdiction specifically directed at cryptocurrencies or cryptoassets?

There is currently no regulation specifically directed at cryptocurrencies or cryptoassets.

As of 1 January 2020, a legal or natural person that conducts business in Sweden, which includes managing or purchasing virtual currencies, must be registered in accordance with the Certain Financial Operations Act. A company registered under the Certain Financial Operations Act must comply with the AML Act.

The SFSA and the legislator has provided limited guidance on the treatment of cryptoassets. Depending on the design of the cryptoasset, it may fall within the scope of the Electronic Money Act (2011:755), or the Financial Instruments Trading Act (SFS 1991:980). A determination of whether a cryptoasset meets the definition of a financial instrument and whether or not the services provided should be treated as a regulated service must be made on a case-by-case basis.

The SFSA as well as certain EU regulators have issued public reports on consumer investments in cryptocurrencies, cryptoassets and financial instruments related thereto, declaring them unsuitable investments for most if not all consumers.

In November 2020, the European Commission proposed a new regulatory framework for cryptoassets, the Regulation on Markets in Crypto Assets (“MiCA”). The text was approved in committee on 10 October 2022 and vote in plenary took place in April.

### 3.3 Are financial regulators and policy-makers in your jurisdiction receptive to fintech innovation and technology-driven new entrants to regulated financial services markets, and if so how is this manifested? Are there any regulatory ‘sandbox’ options for fintechs in your jurisdiction?

The Swedish Government has generally been receptive to fintech innovation, but due to the fast-paced development in fintech, it has been difficult for the Swedish legislator to keep up. The SFSA has established a fintech-specific innovation centre with the purpose

of creating a designated space where fintech companies can engage in dialogue with the SFSA and receive information on the regulations applicable to their business, thus facilitating fintech companies' regulatory compliance. Although the SFSA believes that the innovation centre has greater potential to succeed than the establishment of a regulatory sandbox, there have been calls for further action from the SFSA to promote innovation.

In the beginning of 2019, the European Forum for Innovation Facilitators ("EFIF") was established by the European Commission together with the EBA, EIOPA and ESMA to provide a platform for supervisors to share experiences relating to fintech. The SFSA is a member of the EFIF.

Further, it must be noted that the Swedish Central Bank (Sw. *Riksbanken*) is currently investigating the potential launch of an "e-krona" (i.e. a digital version of the Swedish krona which would be issued by the Swedish Central Bank). However, there has been no formal decision on whether an e-krona will be issued or not, how a potential e-krona will work or, which technology will be used in the final technical solution. It must also be noted that whether or not an e-krona will be issued is ultimately a political decision.

#### 3.4 What, if any, regulatory hurdles must fintech businesses (or financial services businesses offering fintech products and services) which are established outside your jurisdiction overcome in order to access new customers in your jurisdiction?

It is generally easier for fintech businesses established within the EEA to conduct cross-border activities into Sweden due to the EU rules on passporting (under which EEA-based businesses may generally conduct operations in Sweden following a simple notification to the SFSA). Non-EEA businesses are generally required to obtain separate authorisations from the SFSA and are, in some cases, even forbidden to conduct cross-border activities into Sweden. In addition, the Swedish consumer protection legislation is extensive and may impose stricter requirements than foreign fintech businesses are used to. To some extent, this consumer protection legislation (including the Swedish Marketing Practices Act (2008:486)) also applies to companies conducting business outside Sweden if they are approaching Swedish consumers.

## 4 Other Regulatory Regimes / Non-Financial Regulation

#### 4.1 Does your jurisdiction regulate the collection/use/transmission of personal data, and if yes, what is the legal basis for such regulation and how does this apply to fintech businesses operating in your jurisdiction?

Yes, through the EU's General Data Protection Regulation ("GDPR"), which is directly applicable in all EU Member States, together with the Swedish Supplementary Provisions concerning the EU General Data Protection Regulation Act (2018:218) ("DPA") and the Supplementary Provisions concerning the EU General Data Protection Regulation Ordinance (2018:219). The DPA supplements the GDPR and applies to data processing not covered by the GDPR with some exceptions. The DPA is subsidiary to all other legislation, meaning that if another act contains a specific provision that differs from the DPA, then the other act will prevail.

#### 4.2 Do your data privacy laws apply to organisations established outside of your jurisdiction? Do your data privacy laws restrict international transfers of data?

Yes, on both accounts. The territorial scope of the GDPR extends to organisations with an establishment in the EU/EEA and organisations established outside the EU/EEA that offer goods or services to data subjects in the EU/EEA, or which monitor data subjects within the EU/EEA. Further, it restricts transfers of data to locations outside the EEA.

#### 4.3 Please briefly describe the sanctions that apply for failing to comply with your data privacy laws.

The sanctions under the GDPR include administrative fines (for undertakings) and damages claims. The maximum administrative fine that can be imposed for infringements of the GDPR is the greater of EUR 20 million or 4% of an undertaking's worldwide turnover for the preceding fiscal year.

#### 4.4 Does your jurisdiction have cyber security laws or regulations that may apply to fintech businesses operating in your jurisdiction?

Yes, the GDPR includes cyber security requirements and various regulatory frameworks that may apply to fintech businesses include requirements, guidelines and technical standards on cyber security risk management (e.g. the EBA guidelines on ICT and security risk management which apply to, i.a., credit institutions and PSPs). There are also regulations imposed by the SFSA that may have cyber security implications. In 2021, the SFSA prepared a memorandum to describe the SFSA's role in terms of contributing to strong cyber security and its work to prevent cyber threats to the Swedish financial sector. Additionally, fintech businesses may be affected by the Protective Security Act (2018:585) and national Swedish legislation implementing the NIS Directive (Directive (EU) 2016/1148) and its successor the NIS 2 Directive (Directive (EU) 2022/2555), which entered into force on 16 January 2023 and shall be transposed into national legislation by 17 October 2024 (following which date the NIS Directive will be repealed and replaced by the NIS 2 Directive).

The Protective Security Act applies to anyone who conducts activities of importance to national security or a binding international protective security commitment. Organisations conducting such security sensitive activities must comply with strict cyber security requirements and other security obligations imposed by the Protective Security Act (e.g. to implement, enforce and follow up preventive security measures and processes). The NIS Act (2018:1174) applies to operators of essential services (certain operators within, e.g., banking, financial markets infrastructure and digital infrastructure) and to digital service providers (providers of online marketplaces, online search engines and cloud computing services). Such operators and providers must implement certain cyber security measures and are subject to specific reporting requirements.

The Digital Operational Resilience Act (Regulation (EU) 2022/2554) ("DORA") is relevant for many fintech businesses as it imposes on most financial entities requirements relating to, e.g., cyber security risk and incident management, operational resilience testing and third-party risk management. DORA entered into force on 16 January 2023 and will apply from 17 January 2025.

#### 4.5 Please describe any AML and other financial crime requirements that may apply to fintech businesses in your jurisdiction.

There are primarily three statutes in Sweden that are relevant: the AML Act; the Penalties for Money Laundering Offences Act (2014:307) (“PMLA”); and the Penalties for Financing of Particularly Serious Crimes Act (2002:444) (“PSCA”).

The AML Act contains provisions on measures that any party providing certain financial or other services is obliged to take to prevent their operations from being exploited for money laundering or financing of terrorism.

Parties that are subject to the AML Act are obliged to monitor and report matters involving suspicious transactions of money laundering or terrorist financing. The requirements of the examination include customer due diligence and monitoring of transactions.

The PMLA contains criminal law provisions on money laundering. Provided that the measure is intended to conceal the fact that the money or other property derives from an offence or criminal activity, a person is guilty of a money laundering offence if he or she transfers, acquires, supplies, converts, stores or takes similar actions with the property. The same applies where a person improperly promotes opportunities for someone to transfer money or other property derived from criminal activity. Moreover, this applies where the person did not realise but had reasonable grounds to believe that the property was derived from criminal activity. Abetment of money laundering offences is also criminalised.

The PSCA contains criminal law provisions on the financing of particularly serious crimes and primarily terrorist crimes. Accordingly, it is a crime to collect, provide or receive money or other property with the intent that the assets shall be used, or in the knowledge that they are intended to be used, to commit particularly serious crimes enumerated in the PSCA. Abetment of such acts is also criminalised.

#### 4.6 Are there any other regulatory regimes that may apply to fintech businesses operating in your jurisdiction (for example, AI)?

As noted above, additional regulatory requirements may apply depending on the type of fintech business in question. There are several ongoing legislative initiatives that may impact fintech businesses. In this context it is noteworthy that, in April 2021, the European Commission adopted a proposal for a new regulation on artificial intelligence systems (“the AI Act”). The AI Act has to navigate through the EU’s ordinary legislative process before becoming law, and may be amended during that process. The European Parliament is thought to be finalising its position, following which interinstitutional discussions will commence in view of finalising the text. Once the final text has been adopted by the Council of the European Union and European Parliament, the AI Act will likely become fully applicable following a period of two to three years. It is expected that the AI Act will:

- have extraterritorial reach and apply to all sectors and industries, including financial services;
- impact the entire AI value chain, from providers to users of AI systems;
- introduce specific governance and transparency obligations on the development and use of AI systems; and
- impose extensive obligations in relation to “high-risk AI systems”, such as AI systems used to evaluate creditworthiness or establish credit scores.

The competent financial supervisory authorities will be designated as competent authorities responsible for monitoring

compliance with the AI Act in respect of AI systems provided or used by credit institutions. Credit institutions’ compliance with certain obligations under the AI Act will be addressed through their internal governance arrangements in accordance with applicable financial regulations. Therefore, credit institutions will need to review, and likely update, their existing internal processes in light of the specific obligations imposed by the AI Act. The maximum administrative fines for non-compliance with the AI Act will likely be the higher of EUR 30 million or 6% of an undertaking’s total worldwide turnover for the preceding fiscal year.

It is also noteworthy that, in September 2022, the European Commission proposed a new AI Liability Directive aiming to complement the AI Act with harmonised rules on non-contractual civil liability for AI-related damages.

## 5 Accessing Talent

#### 5.1 In broad terms, what is the legal framework around the hiring and dismissal of staff in your jurisdiction? Are there any particularly onerous requirements or restrictions that are frequently encountered by businesses?

##### Hiring

Under the Swedish Employment Protection Act (1982:80) (“EPA”), an employment relationship should, as a main rule, be permanent. However, there are exceptions to this main rule. It is, for example, possible to agree on fixed-term employment for up to 12 months during a five-year period. The employer must give the employee written information on all significant employment terms and conditions no later than one month after the employment relationship begins (there is a governmental bill proposing to change this to before the employment relationship begins). The employment may be probationary for up to six months. If applicable, there can be deviations from the aforesaid in collective bargaining agreements.

The hiring process may not be discriminatory on the basis of gender, transgender identity or expression, ethnicity, religion or other religious belief, disability, sexual orientation, or age.

##### Dismissals

Except for employees in managerial positions – usually only the managing director and, in larger companies, members of the executive management team – all employees in Sweden are covered by the EPA. To dismiss a permanently employed employee, the employer needs just cause.

Under the EPA, there are two categories of just cause: (i) personal reasons; and (ii) redundancy. The threshold for dismissing someone due to personal reasons is very high and is only applicable in exceptional and severe cases of, e.g., negligence, disloyalty, difficulties in working with other employees, or incapability to carry out any relevant work.

In contrast, an employer’s decision to lay off employees due to redundancy cannot, as such, be legally challenged under Swedish law (unless redundancy is just a pretext to dismiss someone based on personal grounds). However, Swedish law limits the employer’s freedom to choose which employees to retain and which employees to let go in a redundancy situation, under the so-called “last-in, first-out” principle, meaning that employees with longer time of service (with certain exceptions) have priority over employees with shorter time of service, provided the remaining employees have sufficient qualifications for the remaining work. Union consultations are often required prior to dismissals.



### 5.2 What, if any, mandatory employment benefits must be provided to staff?

Below is a summary of the most important mandatory employment benefits.

#### Wages and overtime payment

There is no statutory minimum wage. If the employer is bound by a collective bargaining agreement, it may provide for minimum wage. The same applies for overtime payment. A collective bargaining agreement may also set forth other employment benefits.

#### Vacation

Generally, all employees are entitled to a minimum of 25 days' vacation leave per vacation year (with certain exceptions that may apply during the first year of employment). In order for the leave to be paid, the employee must have earned this during the 12-month period preceding the vacation year unless the employer grants vacation pay in advance.

#### Parental leave

An employee who becomes a parent is entitled to full- or part-time leave until the child is 18 months old (regardless of him or her receiving parental leave benefits from the Social Insurance Agency). Thereafter, and until the child is 12 years old, the employee is entitled to full- or part-time leave to the extent he or she has saved parental leave benefits from the Swedish Social Insurance Agency. The parental leave benefits from the Social Insurance Agency amount to 480 full days to be divided by the two parents (90 days are, however, earmarked for each parent). The parent is further entitled to part-time reduction (by up to 25%) of normal working hours until the child is eight years old. No compensation must be paid by the employer during the leave, unless otherwise agreed in the individual employment contract or any applicable collective bargaining agreement.

#### Sick leave

An employer is obliged to pay sick-pay allowance to an employee who is absent from work due to illness. The employer is required to pay sick pay during the first 14 calendar days of the sickness period. The sick pay must, as a minimum, be equivalent to 80% of the employee's salary (minus a deduction corresponding to one day of sickness). After the first 14 calendar days of the sickness period, the employee is entitled to sickness benefits from the social security system and, under many collective agreements (if applicable), a top-up from the employer.

### 5.3 What, if any, hurdles must businesses overcome to bring employees from outside your jurisdiction into your jurisdiction? Is there a special route for obtaining permission for individuals who wish to work for fintech businesses?

#### EU citizens

EU citizens do not need any permit to work in Sweden. Provided that the EU citizens work, there is no time limit for staying in Sweden and they do not need to register with the Swedish Migration Agency. If the employment will last for more than a year, the EU citizen shall register with the Swedish Tax Agency.

#### Non-EU citizens

Non-EU citizens need a work permit, an EU Blue Card, or, if the non-EU citizen has status as a "long term resident" in another EU Member State, he or she enjoys privileges similar to EU citizens and may work under a temporary residence permit.

For non-EU citizens, importantly, the salary and the mandatory insurances must be at least on par with those set by Swedish collective agreements. In addition, the employer must comply with certain requirements with regard to advertising the vacant employment, the offering of employment and trade union involvement.

There are no special routes for obtaining permission for individuals who wish to work for the fintech business.

## 6 Technology

### 6.1 Please briefly describe how innovations and inventions are protected in your jurisdiction.

Innovations and inventions may be protected under Swedish IP legislation, which includes protection for patents, copyrights (including software and neighbouring rights), designs and trademarks, although elements of fintech products (e.g. source code and graphical elements) are mainly protected by copyright. Applications for registration of national patents, designs and trademarks are administered by the Swedish Intellectual Property Office ("PRV"), which also maintains the official registers. Copyright works are protected upon their creation and may not be registered in Sweden. Trademarks and designs may also be protected without registration under certain circumstances.

In addition, innovations and inventions, whether patentable or not, may be protected as trade secrets under the Trade Secrets Act (2018:558). The Trade Secrets Act implements the EU Directive on the Protection of Trade Secrets, and imposes civil and criminal liability for unauthorised use, disclosure, etc.

### 6.2 Please briefly describe how ownership of IP operates in your jurisdiction.

As a general rule, the right to IP accrues to the person who created the IP. Once an IP right is obtained, the owner is entitled to exploit the IP without infringements from competitors for as long as the exclusive right is valid. If an infringement occurs, the owner can initiate court proceedings in order for the infringement to cease. The different types of IP rights are valid for different time periods. Patents are normally valid for 20 years. Copyrights, including in software, are valid for 70 years after the death of the creator/author. Registered designs are valid for five-year periods and can be renewed for a maximum of 25 consecutive years. Registered trademarks are valid for 10-year periods and can, in principle, be renewed an infinite number of times.

Registering patents, trademarks, and designs requires paying a filing fee to the PRV. In addition, patents are subject to annual fees.

### 6.3 In order to protect or enforce IP rights in your jurisdiction, do you need to own local/national rights or are you able to enforce other rights (for example, do any treaties or multi-jurisdictional rights apply)?

Sweden has ratified a number of multi-jurisdictional treaties and protocols, which recognise other national rights, or enable the application for national rights in several jurisdictions in one single application. With regard to trademarks, European Union Trade Marks are enforceable in Sweden, as well as international trademark registrations, administered by the World Intellectual Property Organization if Sweden is designated. Also, patents registered under the European Patent Convention are

enforceable if validated in Sweden, as well as designs registered at the EU Intellectual Property Office. Further, Sweden is a party to the Berne Convention for the Protection of Literary and Artistic Works, the Universal Copyright Convention, and the agreement on Trade-Related Aspects of Intellectual Property Rights.

**6.4 How do you exploit/monetise IP in your jurisdiction and are there any particular rules or restrictions regarding such exploitation/monetisation?**

IP rights can be assigned or licensed. Security interests may be granted in patents and registered trademarks upon registration. Licence agreements may be used to grant others an exclusive or non-exclusive right to exploit the IP and may contain various limitations and terms of use.

With regard to copyright, there is a distinction between economic rights and moral rights. As a main rule, the moral right cannot be transferred or licensed, but only waived in relation to specific purposes. A new holder of ownership or other exploitation rights in respect of copyright is not allowed to alter the copyright-protected work or assign or license the copyright to any third party, unless otherwise agreed. If the intention is that the new holder/licensee of the copyright is to have such rights, it needs to be stipulated explicitly in the agreement.

Due to the nature of trade secrets/know-how under Swedish law, it is advisable to include an undertaking on the part of the transferor not to disclose such information when it is subject to transfer of ownership.



**Anders Bergsten** spends a significant part of his practice on drafting, negotiating and managing commercial agreements, particularly IT, technology and outsourcing contracts, support contracts, cloud service contracts, software development contracts, as well as information sharing and cooperation contracts.

Anders also regularly advises clients in relation to data protection law matters. He is well versed in EU data protection and cyber security law, e.g. the GDPR, the NIS Directive and the Swedish Protective Security Act.

Recent examples of the projects in which Anders has been involved include the creation of a major multinational real-time payment, clearing and settlement system, IT projects within the banking and finance industry (including complete back-end outsourcings and custody arrangements), promissory note digitalisation projects, as well as several group-wide IT outsourcings and global industrial IoT projects.

The projects in Anders's practice regularly concern multi-jurisdictional matters with a number of complex technical and legal interfaces in relation to several stakeholders.

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**Carl Johan Zimdahl** specialises in financial regulation and has extensive experience from advising regulated businesses. His experience covers a wide range of projects including licence applications, fund structuring, fundraisings, transactions, restructurings, outsourcings, fit and proper assessments, distribution issues, contract drafting, sanction-related issues and litigation. Recurring clients include Swedish and foreign investment firms, banks, payment institutions, electronic money institutes, pension funds and managers of private equity funds, debt funds, infrastructure funds, real estate funds and UCITS funds.

Many of the projects for which Carl Johan has been responsible are of a cross-border nature and he consequently has extensive experience managing and coordinating projects that involve lawyers in multiple jurisdictions.

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What truly distinguishes Mannheimer Swartling in the Swedish legal market is its full-service expertise – with class-leading specialists in dedicated practice groups – for virtually all branches of business law. This combination gives the firm the ability to quickly mobilise a single team of experts with the best skills and experience for each engagement. The firm has three offices in Sweden and offices in New York, Brussels and Singapore. Mannheimer Swartling works with a broad spectrum of clients ranging from start-ups to many of Sweden's, and the world's, leading companies and organisations, including, e.g., banks and other payment institutions, clearing houses, stock exchanges, insurance companies, fund managers, investment firms, private equity and venture capital funds, asset managers and trading platforms.

Mannheimer Swartling leverages its deep knowledge and extensive experience within, e.g., technology, intellectual property, financial services and regulations, transactions, investments and tax to offer fully integrated legal advice and solutions that guide fintech clients within the complex legal and regulatory landscape in which they operate.

Mannheimer Swartling's IP/Tech practice group has expertise in all major areas related to IT, technology and intellectual property. Reoccurring projects include the establishment of licensed businesses within the European Union, transformation projects, joint ventures and strategic collaborations,

outsourcings, licensing arrangements, technology development, system procurements, cloud services, IoT projects, data protection and e-commerce, etc.

Mannheimer Swartling also has extensive expertise in all major areas concerning the regulatory framework for the financial services sector. The firm's Financial Regulation practice group provides strategic regulatory advice on business models and arrangements involving financial services, including the outsourcing of financial services. The group regularly advises on regulatory matters such as licence applications, supervision and sanction-related issues involving the Swedish regulator, fit and proper assessments and distribution issues, etc.

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