

SCHEDULE 2

PRESCRIBED FORMS

FORM B1
Section 269(1)
of the Companies Act 2015

**APPLICATION FOR SECURITIES EXCHANGE OR CENTRAL DEPOSITORY
APPROVAL OR RENEWAL**

If there is insufficient space in any section of the form, you may photocopy the relevant page(s) of the form or complete an annexure and submit the relevant page(s) or annexure as part of this lodgement.

Lodgement details

Who should the Reserve Bank contact if there is a query about this form?

Firm/organisation
Contact name
Position description
Telephone number (during business hours)
Email address (optional)

Level/Office building
Street number and street
Town/City
Island

A. Details of applicant

Company name
Company number (if applicable).....
Country of incorporation (if not Fiji)

Share structure table

Standard share codes

Share class code	Share class
A	Class A ordinary shares
B...etc.	Class B...etc. ordinary shares
ORD	Ordinary shares
RED	Redeemable shares
REDP	Redeemable preference shares

- Please show all details of Shares that the company has on issue at the time of this application.
- If you are using the standard share class codes you do not need to provide a full title for the Shares, just the share class code.
- If you are not using the standard share class code, enter a code of no more than 4 letters and then show the full title.

[illegible]

Details of members

- Use this section to notify the name and address of each person who is a member.
- If Shares are jointly owned, provide names and addresses of all joint-owners on a separate sheet (annexure), clearly indicating the share class and with whom the Shares are jointly owned.
- Please complete a separate section below for each member and print additional copies if more members are required.
- Address must not be a Post Office Box. Must be a street address.

Member

Surname
 First name(s)
 Former name

OR

Company name
 Company number (if incorporated in Fiji)
 Country of incorporation (if not Fiji)

Level/Office building
 Street number and street
 Town/City
 Island/State/Territory
 Postcode
 Country (if not Fiji)

- Complete each column for each share class the above member holds.
- Beneficially held usually means that the owner of the Shares is entitled to the direct benefit from the Shares. For example, benefits could include the entitlements to payments in relation to any dividends. Shares held by a person as trustee, nominee or on account of another person are non-beneficially held.

Share class code	Number of Shares taken up	Amount agreed to pay per Share	Total \$ paid on these Shares	Amount unpaid per share	Total \$ unpaid on these Shares	Fully paid (Y/N)	Beneficially held (Y/N)

Member

Surname
 First name(s)
 Former name

OR

Company name
 Company number (if incorporated in Fiji)
 Country of incorporation (if not Fiji)

Level/Office building
 Street number and street
 Town/City
 Island/State/Territory
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Member

Surname

First name(s)

Former name

OR

Company name

Company number (if incorporated in Fiji)

Country of incorporation (if not Fiji)

Level/Office building

Street number and street

Town/City

Island/State/Territory.....

Postcode

Country (if not Fiji)

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Share class code	Number of Shares taken up	Amount agreed to pay per Share	Total \$ paid on these Shares	Amount unpaid per share	Total \$ unpaid on these Shares	Fully paid (Y/N)	Beneficially held (Y/N)

Registered Office

Address must not be a Post Office Box. Must be a street address.

Level/Office building
 Street number and street
 Town/City
 Island/State/Territory
 Postcode
 Country (if not Fiji)

Principal Place of Business

Address must not be a Post Office Box. Must be a street address.

Level/Office building
 Street number and street
 Town/City
 Island/State/Territory
 Postcode
 Country (if not Fiji)

B. What type of approval does the applicant want the Reserve Bank of Fiji to authorise?

☐ Securities Exchange

☐ Central Depository

C. Proposed details

Securities Exchange/Central Depository name

.....

What Securities will be traded on the Securities Exchange or handled by the Central Depository?

☐ Shares

☐ Debentures

☐ Interests in a Managed Investment Scheme

☐ Other (please specify)

.....

How many full time equivalent employees and contractors of the applicant will undertake services in relation to the Securities Exchange/Central Depository?

Please provide details of remuneration or other benefits the applicant will receive in relation to the services it will provide. This includes remuneration or benefits received from the client or from third party product providers.

.....

Please provide details of the clearing and settlement arrangements that have been made, or are proposed, for the Securities Exchange/Central Depository.

.....

Please provide details of the technological resources that will be used in the operation of the Securities Exchange/Central Depository, including details of:

- (a) the purpose of the resources;
- (b) how the resources are supplied, managed, maintained and upgraded; and
- (c) how the security of the information technology systems is to be protected.

.....

Please provide details of the arrangements for dealing with conflicts between the applicant's commercial interests and its obligations to supervise and monitor the Securities Exchange/Central Depository.

.....

D. Rules lodged with this application

The following document must be lodged with this application.

- ☐ Copy of the rules of the Securities Exchange/Central Depository.

E. Responsible person details

To obtain an approval for a Securities Exchange/Central Depository, the applicant must show that it has one or more responsible persons with the necessary competence to provide and manage the Securities Exchange/Central Depository.

E1. Address

Address must not be a Post Office Box. Must be a street address.

Surname

First name(s)

Former name

Level/Office building

Street number and street

Town/City

Island

E2. Relationship to the applicant

What is the relationship of the responsible person to the applicant?

☐ Employee

Name of position

.....

☐ Director

☐ Other (please specify)

.....

E3. Qualifications and skills

Does the responsible person hold a degree, diploma or certificate from a university or another institution in or outside of Fiji?

☐ Yes ☐ No

If yes, please attach a copy of the degree, diploma or certificate.

Is the responsible person a chartered accountant with a current Certificate of Public Practice issued by the Fiji Institute of Accountants in accordance with the Fiji Institute of Accountants Act (Cap. 259)?

☐ Yes ☐ No

If yes, please attach a certified copy of the certificate.

E4. Suitability

Has the responsible person at any time been refused the right, or restricted in the right, to carry on any trade, business or profession for which a licence, registration or other authority is required by law?

☐ Yes ☐ No

If yes, please provide details in an annexure.

Has the responsible person been refused membership of, suspended from membership of, or disciplined by, any securities, stock, futures, commodities or other exchange?

☐ Yes ☐ No

If yes, please provide details in an annexure.

Has the responsible person held an approval to operate a Securities Exchange/Central Depository which has been cancelled, suspended or had conditions, restrictions or limitations imposed on it?

☐ Yes ☐ No

If yes, please provide details in an annexure.

Has the responsible person held a Securities Industry Licence which has been cancelled, suspended or had conditions, restrictions or limitations imposed on it?

☐ Yes ☐ No

If yes, please provide details in an annexure.

Has the responsible person at any time been declared bankrupt or insolvent in Fiji or any other foreign country?

☐ Yes ☐ No

If yes, please provide details in an annexure.

Has the responsible person at any time been disqualified from being an officer, auditor or liquidator of a company or business in Fiji or any other foreign country?

☐ Yes ☐ No

If yes, please provide details in an annexure.

Has the responsible person at any time been refused registration as, or excluded or suspended from practice as, an auditor or liquidator of a company or business in Fiji or any other foreign country?

☐ Yes ☐ No

If yes, please provide details in an annexure.

Does the responsible person have any legal or disciplinary proceedings pending against the responsible person in Fiji or any other foreign country that may result in action that would require disclosure under any of the above items?

☐ Yes ☐ No

If yes, please provide details in an annexure.

In the last 5 years has the responsible person resigned or been removed from office as an auditor or a liquidator of a company or business in Fiji or any other foreign country?

☐ Yes ☐ No

If yes, please provide details in an annexure, including:

- (a) the type of office (auditor or liquidator);
- (b) whether the manner of ceasing was resignation or removal;
- (c) the date of ceasing;
- (d) the company name and company number (if applicable); and
- (e) the reason for ceasing.

F. Declaration of responsible person

I have been appointed as the responsible person of the applicant named in this application.

Signature of responsible person

Name

Position

Date of appointment / /

Signature

G. Declaration of applicant

Signature of applicant

We apply for approval to operate a Securities Exchange/Central Depository on the basis of the information in this form and any attachments. We declare the information provided in this form and in any annexures is true and correct at the time of signing.

☐ **Company**

Company name

Company number (if applicable)

Country of incorporation (if not Fiji)

Name

Capacity

☐ Director

☐ Company secretary

Signature

Date signed / /

☐ **Agent for Company**

Agent name

Signature

Date signed / /