

RESERVE BANK OF FIJI

Guide to FORM A56:

APPLICATION FOR REGISTRATION OF A PROSPECTUS OR OFFER DOCUMENT

This guide is not part of the form and is only provided for assistance in completing the form. Refer to the next page on the actual form to be completed.

Applicability	The form is applicable for an application for the registration of a Prospectus or an Offer Document under section 284 and 286 of the Companies Act 2015.
Lodgement fee	The lodgement fee as prescribed in the Companies Regulations 2015 is FJ\$5,000, and for offers above FJ\$5,000,000, an additional FJ\$1.00 for every FJ\$1,000 in excess of FJ\$5,000,000. The stated amounts are exclusive of VAT and the VAT inclusive amount must be paid upon lodgement. An application will not be accepted by the Reserve Bank if it is not accompanied by the lodgement fee.
Accompanying Information	<p>In line with the Capital Supervision Policy Statement No.5, a Prospectus or an Offer Document submitted to the Reserve Bank for registration must be accompanied by the following:</p> <ul style="list-style-type: none">▪ Certified true copy of the letter of consent from an expert who has made a statement included in the Disclosure Document;▪ Certified true copy of any expert's report referred to in the Disclosure Document;▪ Certified true copies of the company's certification of registration or incorporation, and Articles of Association or a similar governing document;▪ Certified true copies of the audited financial statements of the company for each financial year and period, where the audited financial statements of the company have been included in the Disclosure Document;▪ Documentation that supports the basis for determining the issue price outlined in the Disclosure Document;▪ Certified true copy of any material contract or document, including an underwriting agreement, referred to in the Disclosure Document; and▪ Where certain matters disclosed in the Disclosure Document would necessarily require approvals from other relevant authorities, confirmations that these approvals have been obtained.
Further Guidance as per CMSPS No.5	<ul style="list-style-type: none">▪ Where the applicant is different from the party lodging the application, Form A56 must be accompanied by a cover letter from the applicant, advising the Reserve Bank of the arrangement and the letter must state the specific person responsible for the lodgement of the application.▪ Electronic copies of the Prospectus or Offer Document and the accompanying information must be also submitted to the Reserve Bank in a text-searchable format.▪ The Reserve Bank reserves the right to return a Disclosure Document if it is of the opinion that the Disclosure Document is not in its final form or if it is not accompanied by all relevant documents/ information.▪ The Reserve Bank will not verify the content of a Disclosure Document before its submission to the Reserve Bank.▪ It is the responsibility of the issuer to ensure that the Disclosure Document comply with regulatory requirements before a submission is made to the Reserve Bank.▪ The party that lodges the application must not submit or cause to be submitted any Prospectus or Offer Document or any related information if, at the time the submission is made to the Reserve Bank, the party:<ul style="list-style-type: none">(a) has no regard as to whether the Prospectus or Offer Document or related information contain a statement that is false or misleading or from which there is an omission; or(b) knows or ought reasonably to have known that the statement or information is false or misleading or from which there is an omission.
Lodgement	<p>Send completed and signed form to:</p> <p>The Chief Manager Financial Institutions Group Reserve Bank of Fiji Pratt Street Private Mail Bag SUVA</p>

RESERVE BANK OF FIJI

FORM A56
Sections 284, 286
of the Companies Act 2015

APPLICATION FOR REGISTRATION OF A PROSPECTUS OR OFFER DOCUMENT

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

Lodgement details	Who should the Reserve Bank contact if there is a query about this form?
Firm/organisation	<input type="text"/>
Contact Name	<input type="text"/>
Position Description	<input type="text"/>
Telephone Number (during business hours)	<input type="text"/>
Email address (optional)	<input type="text"/>
Level/ Office building	<input type="text"/>
Street number and street	<input type="text"/>
Town/ City	<input type="text"/>
Island	<input type="text"/>

A. Type of document attached to this form for registration

Prospectus

Offer Document

B. Declaration by applicant

I/ We apply for registration of the attached document. I/ We have the necessary written consents and agreements referred to in the attached document. The information provided in the attached document is true and correct at the time of signing.

Signature of applicant

<input type="checkbox"/>	Surname	<input type="text"/>
Individual	First name (s)	<input type="text"/>
	Former name	<input type="text"/>
	Signature	<input type="text"/>
	Date signed	____/____/____

<input type="checkbox"/>	Company name	<input type="text"/>
Company	Country of incorporation (if not Fiji)	<input type="text"/>
	Name (of person lodging the document)	<input type="text"/>
	Capacity:	
	<i>Director</i>	<input type="checkbox"/>
	<i>Company Secretary</i>	<input type="checkbox"/>
	Signature	<input type="text"/>
	Date Signed	____/____/____
