

National Reserve Bank of Tonga

BIO DATA SHEET

**FOR CORPORATE SHAREHOLDERS (CS) WHICH HOLD MORE THAN 10% OF
VOTING SHARES**

Form 2

(As required under Section 6 of the Financial Institution Act 2004)

1. Name, principal office address and contact nos. of significant shareholder/associate in whose behalf this Form is being completed (*Indicate also any other corporate, business, or trade name used by the CS*):

2. **Manner of Control.** Provide the manner in which the CS will exercise control or otherwise exert influence over the affairs of the proposed financial institution.

3. Provide the **Legal Form** of the CS: (Check as applicable)

Company/Corporation _____ Partnership _____ Others-Specify: _____

4. Details of **Incorporation**/registration¹:

a. Date of incorporation/registration: _____

b. Country of incorporation/registration: _____

c. Company registration no. _____

5. **Directors, Senior Managers, and Shareholder Controllers.** Provide the following information for each director, senior manager, and shareholder controller of the CS

<u>Name and Address</u>	<u>Title/Position</u>	<u>% of Shares owned</u>
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6. **Registered Address.** Provide the registered/legal address of the Head Office and principal place of business of the CS, if different from that shown in Question 1 above.

¹ Certified copy of the document evidencing incorporation to be attached

7. **Auditors and Bankers.** Provide the names and addresses of the CS's auditors and bankers during the past 10 years. Indicate a contact person for each such audit firm and bank

<u>Name</u>	<u>Address Auditor/Banker</u>	<u>Contact Person</u>
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8. **Affiliates.** Provide name, address, and type of business for any organization which is or will be in anyway affiliated with CS

<u>Name</u>	<u>Address</u>	<u>Type of Business</u>
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9. **Shareholder Controller of Any Other Financial Institution.** If the CS is now or ever has been a shareholder controller (owning 10% or more of the voting shares) of any other financial institution, provide details thereof including any relationship which now exists or will exist between the other financial institution and the proposed financial institution.

10. **Membership in Professional or Trade Associations.** If the CS is now or will be a member of any professional or trade association for financial activities in Tonga or elsewhere, provide details including whether such membership has ever been refused or terminated

11. **Censures.** Has the CS ever been censured, prosecuted, and warned as to conduct, disciplined, or publicly criticized by, or made subject to a court order by any governmental department or agency, professional association, or regulatory body in Tonga or elsewhere? [] **Yes** [] **No**
If so, provide details

12. **Convictions or Administrative Orders.** Has the CS ever been convicted of any felony offense, or has a petition for an administrative order been served on the CS, in Tonga or elsewhere, within the last 10 years? **Yes** **No**

If so, provide details

13. **Investigations.** Has the CS ever been or is it now subject to an investigation, in Tonga or elsewhere, by or at the instigation or any governmental department or agency, professional association, or other regulatory body? **Yes** **No**

If so, provide details

14. **Litigation.** Is the CS engaged or expecting to be engaged in litigation, in Tonga or elsewhere, which may have a material effect on its resources or ability to financially support the proposed financial institution? **Yes** **No**

If so, provide details

15. **Judgments.** Has the CS, within the last 10 years, failed to satisfy within one year a judgment of debt under court order in Tonga or elsewhere? **Yes** **No**

If so, provide details

16. **Fraud.** Has the CS ever been judged by a court, in Tonga or elsewhere, to be civilly liable for fraud, malfeasance, or any other misconduct? **Yes** **No**

If so, provide details

17. **Bankruptcy or Debt Compromise.** Has the CS been judged bankrupt by a court, in Tonga or elsewhere, or has a bankruptcy petition ever been served on the CS within the last 10 years, or has the CS made any compromise or otherwise failed to satisfy its creditors in full within the last 10 years? **Yes** **No**

If so, provide details

18. **Receiver.** Has a receiver of any property of the CS been appointed within the last 10 years in Tonga or in any other jurisdiction? [] **Yes** [] **No**
If so, provide details including whether the receiver is still acting under the appointment.

19. **Liquidation:**

a. **Voluntary.** Has a notice of resolution for the voluntary liquidation of the CS been issued within the last 10 years in Tonga or in any other jurisdiction? [] **Yes** [] **No**
If so, provide details including whether liquidation has been fully resolved.

b. **Compulsory.** Has a petition for the compulsory liquidation of the CS been served within the last 10 years in Tonga or in any other jurisdiction? [] **Yes** [] **No**
If so, provide details including whether the petition has been fully resolved.

20. **Income Taxes.** Is the CS in good standing with the Inland Revenue Department in Tonga or any other jurisdiction, or does the CS have any tax liabilities which are unpaid or in dispute? [] **Yes** [] **No**

21. **Share Registrations.** How many shares in the proposed financial institution are or will be registered in the name of the CS or in the name of a related party? _____

Provide the name(s) in which the shares will be registered and the class of shares if other than ordinary shares.

Name

Class of Shares

22. **Beneficial Interest.** How many shares in the proposed financial institution, which are not registered in the name of the CS or in the name of a related party, will the CS have a beneficial interest in? _____

Provide the name/s in which the shares will be registered and nature of beneficial interest.

Name

Nature of beneficial interest

23. **Trustee or Nominee.** Does or will the CS or any party related to it hold shares in the proposed financial institution as a trustee or nominee? **Yes** **No**

If so, provide details

24. **Assignments or Pledges.** Are or will any of the share in response to Question 21-23 be equitably or legally assigned or pledged to any other party? **Yes** **No**

If so, provide details

25. **Voting Authority**

- a. **Direct.** What proportion of the voting shares at any general meeting of the proposed financial institution, or of any other organization of which the proposed financial institution is a subsidiary, is or will the CS be entitled to vote or exercise control over? _____%.
Provide details of such voting authority or control

- b. **Indirect.** If the exercise of voting power at any general meeting of the proposed financial institution, or any other organization of which the proposed financial institution is a subsidiary, is or may be controlled or influenced by someone other than the CS, provide the identity of such other person and the proportion of voting power so controlled or influenced.

Provide any other information regarding the proposed CS which may assist the Reserve Bank evaluating this application.

DECLARATION

I/We the undersigned, declare under penalty of perjury under the laws of the Kingdom of Tonga, that the preceding information being provided for *(State name of associate / significant shareholder)* _____ as existing/proposed associate / significant shareholder of *(Name of applicant bank)* _____ are true and correct to the best of our knowledge and belief.

We further declare that to the best of our knowledge and belief, there are no other facts or information relevant to this application of which the National Reserve Bank of Tonga (NRBT) should be aware. We pledge to promptly inform the NRBT of any changes material to this application which may arise while it is being considered by the NRBT.

We also declare that we have read Section 11 of the Financial Institution Act 2004 and will obtain prior written approval from the NRBT before any disposition of our significant interest.

Signed this _____ day of _____, 20 ____

(Type Full Name and Title)

(Signature)

(Type Full Name and Title)

(Signature)

Subscribed and sworn to before me this _____ day of _____, 20 ____

(Seal)

(Signature over printed name of Commissioner of Oath)