Form SEC/CMO/GLPR/6

*(Regulations 40 and 41)*

(To be completed in triplicate)



**The Securities Act, 2016**

(Act No. 41 of 2016)

NOTE: If space is insufficient to provide details, where necessary, please attach annexure(s). Any such annexure should be identified as such and signed by the signatory to this application.

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| **COMPLETE APPLICATION FOR LICENSE FOR TRANSFER AGENTS**  |
| **PART 1** |
| **DETAILS OF APPLICANT (***Please complete in Block Letters)* |
|  | *Information Required* | *Details* |  |
|  | Name of applicant |  |  |
|  | Tax Payer Identification Number (TPIN) |  |  |
|  | Place of Incorporation |  |  |
|  | Registered Office/ Physical Address |  |  |
|  | City/Town |  |  |
|  | Province |  |  |
|  | Telephone Number |  |  |
| **AUTHORISED AND PAID-UP CAPITAL OF THE APPLICANT** |
|  | Authorised capital |  |  |
|  | Paid-up capital |  |  |
|  | Types of shares issued |  |  |
| **DETAILS OF SHAREHOLDERS** *(attach extra sheets as an annex if needed)* |
|  | Name of Shareholder |  |  |
|  | Physical Address |  |  |
|  | Telephone Number |  |  |
|  | Amount of shares being held |  |  |
|  | Date of acquisition |  |  |
|  | Address of place at which applicant’s records will be kept |  |  |
| **DETAILS OF BENEFICIAL OWNERS** (*attach the Beneficial Ownership register & a statement of Beneficial Ownership for each beneficial owner* |
|  | Name of Beneficial Owner |  |  |
|  | Date of Birth |  |  |
|  | Nationality |  |  |
|  | Country of residence |  |  |
|  | Amount of shares owned |  |  |
|  | Date of acquisition |  |  |
| **DETAILS OF EACH DIRECTOR AND SECRETARY** |
|  | Set out as an annexure hereto details of each director and secretary showing full name, residential address, date of birth, office held in applicant and date of appointment. |  |
| *NATURE OF THE PRINCIPAL BUSINESS OF THE APPLICANT (attach extra sheets as an annex if needed)* |
|  | State in detail the activity and the manner in which the applicant proposes to conduct the business for which the applicant requires a license |  |  |
|  | State if the applicant conducts or intended to conduct any other business other business other than as a transfer agent and state in detail the nature of the business |  |  |
|  | The type of clients with whom the applicant proposes to do business |  |  |
|  | Describe in detail the organisation structure and internal control procedures which the applicant has adopted or proposes to adopt for its proposed business |  |  |
|  | State if applicant intends to engage a subcontractor to perform any transfer agent functions and state the names and addresses of all entities or persons engaged or to be engaged by the applicant to perform transfer agent functions |  |  |
| **DETAILS OF OTHER PERSONS OF CONTROLLING INFLUENCE** |
|  | Set out as an annexure hereto details of each person and address who, directly or indirectly, exercises or has power to exercise a controlling influence over the management and policies of the applicant other than those shown as directors. |  |
| **DIRECTOR OR SECRETARY IN ANY OTHER CORPORATION** |
|  | Is any director or secretary of the applicant a director or secretary of any other corporation? | **YES** | **NO** |  |
|  |  |
|  | If “Yes”, using an annexure give details of:  | 1. names of corporations;
2. TPIN;
3. places of incorporation; and
4. dates of appointment.
 |  |
|  | For the following questions, answer “Yes” or “No” in space provided. If “Yes", attach annexures giving details of all relevant particulars. |  |
|  | Has the applicant or any director or secretary of the applicant within the past 10 years |  |  |  |
|  | Has the applicant been licensed or registered in any place under any law which requires licensing or registration in relation to dealing or transfer of securities? | **YES** | **NO** |  |
|  |  |
|  | Has the applicant been licensed, registered or otherwise authorised by law to carry on any trade, business or profession in any place | **YES** | **NO** |  |
|  |  |
|  | Has the applicant been refused the right or restricted in its or his right to carry on any trade, business or profession for which a specific license, registration or other authority is required by law in any place? | **YES** | **NO** |  |
|  |  |
|  | For the following questions, answer “Yes” or “No” in space provided. If “Yes", attach annexures giving details of all relevant particulars. Has any director or secretary of the applicant within the past 10 years. |  |
|  | Has the applicant been suspended from membership of any securities exchange, clearing and settlement agency or otherwise disciplined by a securities exchange, self regulatory organization or regulator? | **YES** | **NO** |  |
|  |  |
|  | Has the applicant been refused membership of any securities exchange or self-regulatory organization? | **YES** | **NO** |  |
|  |  |
|  | Has the applicant been known by any name other than the name or names shown in this application? | **YES** | **NO** |  |
|  |  |
|  | Has the applicant, or its directors or secretary been convicted of any offences other than a traffic offence in Zambia or elsewhere or are there any proceedings now pending which may lead to such a conviction? | **YES** | **NO** |  |
|  |  |
|  | Had judgement including findings in relation to fraud, misrepresentation or dishonesty been given against any of the applicant’s directors or secretary in any civil proceedings, in Zambia or elsewhere? (If “Yes”, using an annexure, give full details, including whether judgement is unsatisfied.) | **YES** | **NO** |  |
|  |  |
|  | Has the applicant or any of its directors or secretary entered into any proceeding sunder the corporate insolvency Act, No. 9 of 2017 or been declared bankrupt or compounded with or made an arrangement for the benefit of his creditors, in Zambia or elsewhere? | **YES** | **NO** |  |
|  |  |
|  | Has the applicant or its directors or secretary been engaged in the management of any corporation other than those referred to in answer to question 27? | **YES** | **NO** |  |
|  |  |
|  | Has the applicant or its directors or secretary been refused a fidelity or surety bond in Zambia or elsewhere? | **YES** | **NO** |  |
|  |  |
|  | Has any of the applicant’s directors or secretary been disqualified as a director, or been director of a company that has entered into corporate insolvency proceedings in Zambia or elsewhere? | **YES** | **NO** |  |
|  |  |
|  | Has any director or management staff of the applicant had any experience in performing the functions in relation to the proposed activity of the applicant? | **YES** | **NO** |  |
|  |  |
|  | In relation to each director and secretary of the applicant, set out below details of the officer’s employment and business activities, during the previous 10 years. *(attach as an annex extra sheets if needed)* |  |
|  | **Name of director or secretary** | **Name and address of employer (if self-employed, so state)** | **Nature of business** | **Description of duties of relation to the employment or activity** | **Period of employment or activity (give exact dates)** |  |
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|  | Set out any additional information (including any formal qualifications or training of the directors or secretary of the applicant and the name of the institution that conducted the course) considered relevant to this application. |  |  |
| **REFERENCES** |
|  | Set out below details of two persons with whom each director and the secretary of the applicant has had regular contact over the past 5 years and of whom the Commission may enquire regarding the character and reputation of the respective director or secretary. (Referee) |  |
|  | **Name of character referee** | **Address of character referees** | **Occupation of character referee** | **Name of director or secretary in respect of whom enquiries may be made** |  |
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| **PART 2** |
| **MISCELLANEOUS** |
|  | **DECLARATION BY DIRECTOR AND SECRETARY** 1. We aware of the provision of section thirty-six of the Act relating to fraudulent applications.
2. We declare that all the information given in this application and the attached annexures (if any) are true and correct

Dated this ............day of.................... 20..........\*Signature:..................................... Signature:..........................................  Name............................................ Name................................................. Director Director/Secretary\*\**\*This application is to be signed by two directors, or a director and the secretary of the applicant.**\*\*Delete whichever is inapplicable* |  |
| **FOR OFFICIAL USE ONLY**Date of submission:……………………………………………………………………………………....Application Number:……………………………………………………………………………………..Payment Receipt Number:……………………………………………………………………………….Application Accepted:…………………………………………………………………………………….Application Rejected (Notify applicant):……………………………………………………………… |