

**Cagayan Economic Zone Authority
(thru its accredited probity checker
Y-Fi Business Solutions Inc.)**

COMPANY PROBITY FORM

(STRICTLY CONFIDENTIAL)

This form is to be completed to enable suitability checks to be performed in connection with the conduct, ownership, management, or administration of a business licensed under the Offshore Virtual Exchange.

Data Privacy Statement

Pursuant to the Data Privacy Act of 2012, the Cagayan Economic Zone Authority (**CEZA**) hereby informs you that the following information is being gathered for the purpose of your application for a CEZA offshore virtual exchange enterprise registration. Any and all information you may provide will be processed for such purpose and be administered by the CEZA and its authorized service providers, Y-Fi Business Solutions, Inc. (**Y-Fi**) and iWave, Inc. (**iWave**). The processing of your data shall be done under strict confidence in data centers authorized by the CEZA and of that Y-Fi and iWave, respectively. You are reminded that you have the right to correct or update your information. Should you object to the processing your data, please inform the CEZA and measures shall be taken to prevent further processing and transfer such information back to you as the data subject. The suspension of the processing of your data, however, may affect your application for CEZA registration.

By submitting any and all application requirements to the CEZA or its authorized representatives, you agree to the processing of your information as discussed above.

Signature: _____

CEZA & Y-Fi PROBITY FORM (COMPANY)

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**PART 1
COMPANY DETAILS**

Registered Corporate Name			
Other Trade Names Used			
Registered Business Address			
Website			
Tel. No.		Fax. No.	
Email Address		Telex No.	
Company Registration No.		Date of Incorporation	___ Day ___ Month ___ Year

CAPITALIZATION

Authorized Capital	
Subscribed Capital	
Paid-Up Capital	
Par Value per Share	
Ownership Nationality (%)	___ Filipino ___ Foreign

AUTHORIZED REPRESENTATIVE(S) OF APPLICANT

Name	Position	Residential Address	Email and Tel. No.

MAJOR SHAREHOLDERS OF THE APPLICANT

Name of Principal Shareholder	Nationality	Address	No. of Shares	% of Ownership

BOARD OF DIRECTORS AND OFFICERS

Name	Position/s	Nationality	Date and Place of Birth	Residential Address	Email Address and Tel. No.

Signature: _____

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DIRECTORS WHO CEASED OFFICE IN THE LAST FIVE (5) YEARS		
Name	Last Known Residential Address	Email Address

PARENT COMPANY	
Name of Applicant's Parent Company	
Address of Parent Company	
Email and Tel. No.	
AFFILIATES/SUBSIDIARIES	
Name of Applicant's Subsidiaries/Affiliates	(1)
Address of Parent Company	
Email and Tel. No.	
Name of Applicant's Subsidiaries/Affiliates	(2)
Address of Parent Company	
Email and Tel. No.	
Name of Applicant's Subsidiaries/Affiliates	(3)
Address of Parent Company	
Email and Tel. No.	

Is there any person, company, or organization having significant influence in the applicant company other than majority shareholder (i.e. financial benefactor or consultant)? If yes, please provide details below.	___ Yes	___ No																		
<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 33%;">Name of Individual or Company</th> <th style="width: 33%;">Designation or Type of Company</th> <th style="width: 34%;">Nature of Profession or Business</th> </tr> </thead> <tbody> <tr><td> </td><td> </td><td> </td></tr> <tr><td> </td><td> </td><td> </td></tr> <tr><td> </td><td> </td><td> </td></tr> <tr><td> </td><td> </td><td> </td></tr> <tr><td> </td><td> </td><td> </td></tr> </tbody> </table>	Name of Individual or Company	Designation or Type of Company	Nature of Profession or Business																	
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Signature: _____

Does the Applicant have any other company or entity acting on its behalf outside the Philippines? If yes, please provide details below.	___ Yes	___ No
Name of Company	Designation or Type of Company	Nature of Business

Is the company or the ultimate holding entity of the company listed on a stock exchange (or its equivalent)?	___ Yes	___ No
If yes, has the listed company been penalized for breaches of the rules of the stock exchange (or its equivalent)? If yes, please provide details below:	___ Yes	___ No
Nature of Violation	Date	Penalty

COMPANY AUDITOR(S) ENGAGED OVER THE LAST FIVE (5) YEARS				
Name of Auditor	Address	Period of Engagement	Partner-in-Charge	Email Address

CONSULTANTS, ADVISORS, OR SOLICITORS ENGAGED OVER THE LAST FIVE (5) YEARS				
Name of Auditor	Address	Period of Engagement	Partner-in-Charge	Email Address

PLACE(S) OF REGISTRATION OR CONDUCT OF BUSINESS IN THE LAST FIVE (5) YEARS		
Country and Locality	Date of Registration	Period of Conduct of Business

Signature: _____

PART 2
LEGAL AND REGULATORY INFORMATION

Has the company in the Philippines, or elsewhere been convicted or held liable of a crime or offense?		___ Yes	___ No
Been investigated by a law enforcement agency?		___ Yes	___ No
Been summoned before a Court to answer any crime, offense, or alike? If yes, please provide for details below:		___ Yes	___ No
Nature of Violation	Venue and Date	Penalty or Procedure	

Has any company officer in the Philippines, or elsewhere been convicted or held liable of a crime or offense?		___ Yes	___ No
Been investigated by a law enforcement agency?		___ Yes	___ No
Been summoned before a Court to answer any crime, offense, or alike?		___ Yes	___ No
Had any charge proven without the recording of a conviction? If yes, please provide for details below:		___ Yes	___ No
Nature of Violation	Venue and Date	Penalty or Procedure	

Has the company been the subject of any investigation by any government authority in the Philippines or elsewhere? If yes, please provide for details below:		___ Yes	___ No
Nature of Case	Venue and Date	Penalty or Procedure	

Has the company been subject to any civil proceedings against it and is there any significant litigation currently in progress or pending? If yes, please provide for details below:		___ Yes	___ No
Nature of Case	Venue and Date	Penalty or Procedure	

Has the company ever had any license, certificate, or	___ Yes	___ No
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Signature: _____

authority issued by a government agency relating to the conduct of offshore virtual exchange or any other business terminated, denied, suspended, or revoked? If yes, please provide for details below:		
Name of License	Date of Termination	Penalty or Procedure

Signature: _____

PART 3
FINANCIAL INFORMATION

ENTITES GRANTING LOANS TO THE COMPANY FOR THE LAST FIVE (5) YEARS				
Name of Financial Institution or Firm	Address	Amount	Purpose	Date of Grant

Has there been any material change to the financial situation of the company since the last audited accounts that could impact upon the company's operations? If yes, please provide for details below:		___ Yes	___ No
Nature of Change	Date	Effect to the Company	

BANK ACCOUNT(S) OWNED BY OR REGISTERED TO THE COMPANY		
Name of Financial Institution and Branch	Account Name	Account Number

INVESTMENTS CURRENTLY REPRESENTING AT LEAST FIVE PERCENT (5%) OF THE COMPANY'S ASSETS	
Description	Percentage of Total Assets

Will the license applied herein be place as collateral against any indebtedness or obligation? If yes, please provide for details below:		___ Yes	___ No
Name of Principal and Address	Nature of Obligation and Date	Amount	

Signature: _____

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Has the company ever been placed in receivership, administration, or liquidation, bankruptcy, or has availed of any form of insolvency or debt restructure arrangements? If yes, please provide for details below:	___ Yes	___ No
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Nature of Case	Case No., Venue, and Date of Filing	Case Status

Are there any outstanding claims or litigation which could adversely affect the financial viability of the company? If yes, please provide for details below:	___ Yes	___ No
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Nature of Case	Case No., Venue, and Date of Filing	Case Status

Signature: _____

PART 4
BLOCKCHAIN AND CRYPTOCURRENCY ACTIVITIES

Prior to this date has the company or any of the company's subsidiaries or affiliates been associated with the ownership, administration, or management of: (i) offshore virtual exchange operations (OVCE); (ii) cryptocurrency business; (iii) blockchain production. If yes, please provide details below:	<input type="checkbox"/> Yes	<input type="checkbox"/> No
Nature of Operation or Involvement	Name of Company	Description and Period of Involvement

Does the company have any interest, financial or otherwise, in any other company/entity or has the ever provided any form support to any other company or entity involved in the ownership, administration, or management of: (i) offshore virtual exchange operations (OVCE); (ii) cryptocurrency business; (iii) blockchain production. If yes, please provide details below:	<input type="checkbox"/> Yes	<input type="checkbox"/> No
Nature of Operation or Involvement	Name of Company	Amount and Period of Involvement

Signature: _____

PART 5
INFLUENCES, CONFLICT OF INTEREST, AND DISQUALIFIED PERSONS

The Cagayan Economic Zone Authority (**CEZA**) and Y-Fi Business Solutions Inc. (**Y-Fi**) must be advised of any matter, which could be seen as having a potential undue or improper influence on the conduct or outcome of a probity investigation or the consideration of an application for a license. Disclosures must also be made of persons with a potential conflict of interest or who may be classified as disqualified persons.

Are you aware of any person or shareholder associated with the company who is, or may be perceived as having a potential or improper or undue influence on the conduct or outcome of this probity investigation? If yes, please provide details below:		___ Yes	___ No
Name of Person Associated with Applicant	Position	Nature of Potential or Perceived Influence or Conflict	

Has the company, an employee of the company, a shareholder of the company, or a person acting on behalf of the company, been involved in any lobbying, meetings, discussions, or negotiations with any CEZA official in regard to this probity investigation or, if applicable, this or any other application for an OVCE license? If yes, please provide details of the official's name, name of persons acting on behalf of the company, and the date and nature of any lobbying, meeting, discussion, or negotiations held.		___ Yes	___ No
Name of Person Acting on Behalf of Applicant	Name of Official and Designation	Date and Nature of Meetings	

Signature: _____

AUTHORITY FOR RELEASE OF INFORMATION BY A CORPORATION

Applicant corporation, [**NAME OF APPLICANT**], with business address at [**Applicant's Registered Address**], represented by its duly authorized representative, [**NAME OF REPRESENTATIVE**, Company Position], hereinafter referred to as the "**Applicant**," do hereby:

1. Authorize the Cagayan Economic Zone Authority (**CEZA**) ("**Regulator**") and its accredited probity checker Y-Fi Business Solutions, Inc. (**Y-Fi**) to cause the conduct of investigations about the Corporation for the purposes of determining the Corporation's suitability for the purposes of the Offshore Virtual Currency Exchange (**OVCE**);

2. Authorize the CEZA and Y-Fi and any person conducting any investigations or enquiries on behalf of CEZA and Y-Fi for the purposes of the Fintech/OVCE registration, including any officer of the "**Regulator**" and the personnel, Directors, Officers, consultants, or service providers of the CEZA and/or Y-Fi (collectively the "**Authorized Persons**"), to obtain any information and make any investigations or inquiries which relate to the Corporation and may be relevant to any of the purposes of the OVCE, in any jurisdiction;

3. Authorize any official of the "Regulator" or the manager or other principal officer of any branch or office of a bank or financial institution in any jurisdiction to whom a copy of this Authority is presented to allow any Authorized Person to inspect and obtain copies of, or to release to any Authorized Person, any record, document, or other information of any kind in written, electronic, or any other form, which relates to the Corporation and is held by that Government, bank, or financial institution; and

4. Authorize any officer of any police service, law enforcement agency, or regulatory body in any jurisdiction to whom a copy of this Authority is presented to release to any Authorized Person any information or official record of any kind in written, electronic, or any other form, which relates to the Corporation and is held by the police service, agency, or body, including any information relating to the criminal history of the Corporation.

5. Undertakes that the Applicant and its directors/officers will, at all times, hold free and harmless, and will jointly and severally, fully indemnify the Authorized Persons and keep the Authorized Persons indemnified against all actions, liabilities, suits, proceedings, claims, demands, damages, injuries, losses, costs, and expenses whatsoever which may be taken against the Authorized Persons or incurred or payable by the Authorized Persons in connection with any information or document provided herein, including any fault, negligence, omission, or misrepresentation on the part of the Applicant and its Directors and Officers. This free and harmless and indemnity provision shall apply to, cover, and benefit, the Directors, officers, employees, personnel, agents, representatives, consultants, and service providers of the Authorized Persons.

SIGNED on this ____ day of _____ 20____, at the City of

Signature: _____

CEZA & Y-Fi PROBITY FORM (COMPANY)

_____, Philippines.

**Signature over Printed Name of
Official Representative**

Date

**Designation or Position in the
Company**

Signature: _____

**CERTIFICATE OF ACKNOWLEDGMENT AND
UNDERTAKING**

I, [**NAME OF REPRESENTATIVE**, Company Position], a citizen of [**Nationality of the Representative**], with address at [**Address**] acting as the duly authorized representative of applicant corporation:

[NAME OF APPLICANT CORPORATION]
(hereinafter "Applicant" or "Company")

hereby depose and state that:

1. I am the [**Company designation or position**] of the Applicant and thereby acting as its authorized representative;
2. I have personally completed this form or have supplied all the information indicated herein;
3. The Applicant undertakes to supply the required documents or information as provided under the "Checklist," within the period provided therein, and other necessary documents or information, upon the instruction of the Cagayan Economic Zone Authority (**CEZA**);
4. I certify that the particulars contained herein are true and correct in every detail and fully disclose the information required for the completion of this Form and for all legal purposes it may fulfill;

SIGNED on this ____ day of _____ 20____, at the city of _____, Philippines.

**Signature over Printed Name of
Official Representative**

Date

**Designation or Position in the
Company**

Signature: _____

CHECKLIST

Before submitting this Form please complete the following checklist. If you are unable to complete the checklist you are advised that delays in processing the application or conducting the probity investigation may be experienced. You should advise when the outstanding matters are to be submitted.

A. I hereby certify that I have:-

- ┆ Read the Instructions for Completion
- ┆ Signed each page of the Form
- ┆ Answered all questions in writing
- ┆ Answered all questions completely
- ┆ Completed and signed the Authority for Release of Information
- ┆ Completed and signed Certificate of Acknowledgment and Undertaking

B. I have attached a copy of the following documents of the Applicant as part of the Pre-Probity Check:

- ┆ Business Plan
- ┆ Brief History of the Applicant Company
- ┆ Articles of Incorporation and By-Laws
- ┆ Certificate of Incorporation
- ┆ Certificate of Change of Name, if applicable
- ┆ Company General Information Sheet, or its equivalent
(If not entitled General Information Sheet, please provide the document's title: _____)
- ┆ Annual Report (latest)
- ┆ Audited or Published Financial Statements (latest)
- ┆ Annual Income Tax Returns (latest)
- ┆ Board of Director's Certificate Authorizing the following:
 - Application for the CEZA OVCE License
 - Appointment of Company Representative(s)
- ┆ Notarized Acceptance of the Authorized Representative(s) and a colored copy of his/her valid Passport

C. I hereby undertake to provide the following documents within five (5) months from the issuance of the Provisional License:

(1) Company Records

- ┆ Statement of Company Records
- ┆ Company General Information Sheet, or its equivalent (for the last three (3) years)
- ┆ Annual Report (for the last three (3) years)
- ┆ Audited or Published Financial Statements (for the last three (3) years)
- ┆ Annual Income Tax Returns (for the last three (3) years)
- ┆ Corporate Structure Flow-Chart with explanatory text
- ┆ Description of the largest twenty (20) shareholders

Signature: _____

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(2) OVCE Business

- ┆ Detailed Business Plan
- ┆ Staffing and Organizational Structure
- ┆ Internal Rules of FTSOVCE Business Activities
- ┆ Money Laundering and Terrorist Financing Prevention Plan
- ┆ Know Your Customer (KYC) Standards and Procedures
- ┆ Data Privacy Implementation Plan
- ┆ Cybersecurity Implementation Plan
- ┆ Customer Support, Claim Handling, and Dispute Resolution Measures

The Applicant Corporation and its Directors and Officers undertake that they will, at all times, hold free and harmless, and will jointly and severally, fully indemnify the Authorized Persons and keep the Authorized Persons indemnified against all actions, liabilities, suits, proceedings, claims, demands, damages, injuries, losses, costs, and expenses whatsoever which may be taken against the Authorized Persons or incurred or payable by the Authorized Persons in connection with any information or document provided by herein, including any fault, negligence, omission, or misrepresentation on the part of the Applicant and its Directors and Officers. This free and harmless and indemnity provision shall apply to, cover, and benefit, the Directors, officers, employees, personnel, agents, representatives, consultants, and service providers of the Authorized Persons.

I declare under the penalties of perjury, that this Application and the attached documents have been made in good faith, verified by us, and are true and correct.

**Signature over Printed Name of
Official Representative**

Date

**Designation or Position in the
Company**

Signature: _____

ACKNOWLEDGEMENT

SUBSCRIBED AND SWORN TO BEFORE ME in _____, this _____, Affiant(s) exhibiting to me his/her competent evidence of identity, as follows:

<u>Name</u>	<u>Competent Evidence of Identity and No.</u>	<u>Date and Place of Issue; Date of Expiry</u>

all known to me and to me known, based on their competent evidence of identity, to be the same persons who personally executed this **Company Probity Form** and they personally acknowledged to me that the same is their free and voluntary act and deed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my notarial seal on the date and at the place first above written.

Doc. No. ____;
Page No. ____;
Book No. ____;
Series of 20____.

Signature: _____

CEZA & Y-Fi PROBITY FORM (COMPANY)