

**Cagayan Economic Zone Authority**

**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. The processing of your data shall be done under strict confidence in data centers authorized by the CEZA. 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.

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Signature: \_\_\_\_\_

**CEZA 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	

CAPITALIZATION	
Authorized Capital	
Subscribed Capital	
Paid-Up Capital	
Par Value per Share	
Ownership Nationality (%)	

LOCAL 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

**Signature:** \_\_\_\_\_

BOARD OF DIRECTORS AND OFFICERS					
Name	Position/s	Nationality	Date and Place of Birth	Residential Address	Email Address and Tel. No.

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.	<input type="checkbox"/> Yes	<input type="checkbox"/> No
Name of Individual or	Designation or Type of	Nature of Profession or

Signature: \_\_\_\_\_

Company	Company	Business

Does the Applicant have any other company or entity acting on its behalf outside the Philippines? If yes, please provide details below.		<input type="checkbox"/> Yes	<input type="checkbox"/> 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)?		<input type="checkbox"/> Yes	<input type="checkbox"/> 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:		<input type="checkbox"/> Yes	<input type="checkbox"/> 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

Signature: \_\_\_\_\_

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

**PART 2**  
**LEGAL AND REGULATORY INFORMATION**

Has the <b>company</b> 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
<b>Nature of Violation</b>	<b>Venue and Date</b>	<b>Penalty or Procedure</b>

Has any <b>company officer</b> 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
<b>Nature of Violation</b>	<b>Venue and Date</b>	<b>Penalty or Procedure</b>

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

Has the <b>company</b> 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
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Signature: \_\_\_\_\_

Nature of Case	Venue and Date	Penalty or Procedure

Has the <b>company</b> ever had any license, certificate, or 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:		___ Yes	___ No
Name of License	Date of Termination	Penalty or Procedure	

**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

Signature: \_\_\_\_\_


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

Will the license applied herein be placed as collateral against any indebtedness or obligation? If yes, please provide for details below:	<input type="checkbox"/> Yes	<input type="checkbox"/> No
Name of Principal and Address	Nature of Obligation and Date	Amount

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:	<input type="checkbox"/> Yes	<input type="checkbox"/> No
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:	<input type="checkbox"/> Yes	<input type="checkbox"/> No
Nature of Case	Case No., Venue, and Date of Filing	Case Status

**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);	<input type="checkbox"/> Yes	<input type="checkbox"/> No
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Signature: \_\_\_\_\_

(ii) cryptocurrency business; (iii) blockchain production. If yes, please provide details below:		
<b>Nature of Operation or Involvement</b>	<b>Name of Company</b>	<b>Description and Period of Involvement</b>

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:			
		___ Yes	___ No
<b>Nature of Operation or Involvement</b>	<b>Name of Company</b>	<b>Amount and Period of Involvement</b>	

PART 5  
**INFLUENCES, CONFLICT OF INTEREST, AND DISQUALIFIED PERSONS**

The Cagayan Economic Zone Authority (**CEZA**) 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
<b>Name of Person Associated with Applicant</b>	<b>Position</b>	<b>Nature of Potential or Perceived Influence or Conflict</b>	

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			
		___ Yes	___ No

**Signature:** \_\_\_\_\_

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.		
<b>Name of Person Acting on Behalf of Applicant</b>	<b>Name of Official and Designation</b>	<b>Date and Nature of Meetings</b>

**AUTHORITY FOR RELEASE OF INFORMATION BY A CORPORATION**

Applicant corporation, \_\_\_\_\_, with business address at \_\_\_\_\_, represented by its duly authorized representative, \_\_\_\_\_, [Company Position], hereinafter referred to as the "**Applicant**," do hereby:

1. Authorize the Cagayan Economic Zone Authority (**CEZA**) ("**Regulator**") and its accredited probity 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 any person conducting any investigations or enquiries on behalf of CEZA 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 (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

**Signature:** \_\_\_\_\_

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 over Printed Name of  
Official Representative**

\_\_\_\_\_  
**Date**

\_\_\_\_\_  
**Designation or Position in the  
Company**

**Signature:** \_\_\_\_\_

**CERTIFICATE OF ACKNOWLEDGMENT AND  
UNDERTAKING**

I, \_\_\_\_\_, [Company Designation or Position], a citizen of \_\_\_\_\_, with \_\_\_\_\_ 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 \_\_\_\_\_,  
\_\_\_\_\_.

\_\_\_\_\_  
**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:** \_\_\_\_\_

**CEZA PROBITY FORM (COMPANY)**

(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.

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**Signature over Printed Name of  
Official Representative**

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**Date**

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**Designation or Position in the  
Company**

**Signature:** \_\_\_\_\_

**CEZA PROBITY FORM (COMPANY)**

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## 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;</u> <u>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: \_\_\_\_\_