

APPLICATION FOR BANKING LICENCE¹

Pursuant to Section 4, Banking Act 2010 and Section 21, Financial Services Act, 2010

GENERAL INSTRUCTIONS

This application for a banking licence is divided into three sections, each pertaining to different aspects of the proposed bank or financial institution. Information is requested about the:

- I. Proposed Bank or Financial Institution (Bank)
- II. Directors, Executive Officers and Principal Shareholders
- III. Institutional Controlling Shareholders (ICS's)

When completing this application and the supporting attachments, you should be guided by the following requirements:

- **Principal Shareholder.** means a person who holds (directly or indirectly): (1) Ten percent (10%) or more of either the equity or the voting rights of the licensed institution; or (2) Such other interest in the licensed institution that enables the person to exercise significant influence over its management or activity.
 - **Institutional Controlling Shareholder (ICS).** Any corporation, company or other form of organization which owns or controls 10% or more of either equity or voting rights of the proposed bank.
 - **Response.** All responses to questions and all attachments to the application must be **typewritten**. Do not leave any question blank or unanswered. If an appropriate answer is "No", "None", "Not Applicable", or "Not Known", so indicate. Inaccurate or incomplete information may result in delays in the processing of the application. Additional pages may be added if response space is inadequate.
 - **Filing Fee.** A certified cheque in the amount of the Malawi Kwacha equivalent of **US\$5,000** payable to the "Reserve Bank of Malawi", must be included with the application. The fee covers the costs of the investigation and review of the application and is not refundable. The application will not be considered received and will not be processed until the filing fee and all supporting information are received. Failure to submit the required fee will result in rejection and return of the application.
- Minimum Start-Up-Capital.** The minimum start up capital for a new bank is the Malawi Kwacha equivalent of US\$5.0 million, while that of a leasing company or discount house is Malawi Kwacha equivalent of US\$1.5 million, converted at the exchange rate ruling at the time of remitting the capital funds. The capital must be registered with the Reserve Bank of Malawi and must be maintained in Malawi Kwacha.

¹ The same forms should be used by investors wishing to open a discount house or leasing company.

Inquiries and Submission. Inquiries concerning the preparation, filling, and status of this application should be made to: **The Director, Bank Supervision, Reserve Bank of Malawi, P.O. Box 565, Blantyre.** Upon completion, one original and four (4) duplicate copies of the application and all attachments must be submitted to: **The Registrar, Reserve Bank of Malawi, P.O. Box 30063, Capital City, Lilongwe 3, Malawi.**

BSD-ABL-FORMS-95

SECTION I

PROPOSED BANK

This section requests information about the proposed bank. A complete Section I must be filled out and submitted.

1. **Name.** Please state name of the proposed bank (corporate name to be used for the purpose of carrying on banking business).

2. **Legal form.** Indicate the legal form of the institution (e.g. private limited company, public, etc).

3. **Incorporation.** Date and place of incorporation.

4. **Head Office.** Proposed place of Head Office in Malawi.

5. **Business Place.** Proposed places of business in Malawi (branches, agencies etc).

6. **Directors and Executive Officers.** State the names, addresses and occupation of the individuals who will be directors of the proposed bank. (According to the Malawi Companies Act, 1984, the minimum number of directors is three the majority of which must be resident in Malawi provided that they are not less than three).

7. **Executive Officers.** State the names and occupation of two executive officers identified for the proposed bank.

8. **Capital Structure.** Indicate the capital structure of the proposed bank.

Authorized capital	K_____
Paid up capital	K_____
Total authorized shares	K_____
Total issued shares	_____
Par value per share	K_____

9. **Shareholder List.** Provide a complete list of the initial shareholders of the proposed bank. Indicate the name of the shareholder, address and physical location, nationality, number of shares and percentage to be owned.

10. **Acquisition Debt.** To what extent will borrowed or encumbered funds be used by the initial shareholders, either directly or indirectly, to purchase their shares? Provide full details on the amounts, sources, collateral, and repayment terms for any such borrowed funds.

11. **Banking Activities.** What type of banking activities does the proposed bank plan to engage in?

- Commercial/retail banking
 - Merchant/wholesale banking
 - Savings/thrift banking
 - Mortgage banking
 - Investment/development banking
 - Export-import/trade financing
 - Leasing/financing company
 - Foreign exchange dealer/broker
 - Other (specify) _____
-

12. **Premises.** Describe the premises and equipment to be utilized by the proposed bank, indicating whether owned or leased, costs of acquisition or lease payments, from whom purchased or leased, and how such premises and equipment were determined to be adequate.

13. **Business Plan.** Please provide a business/strategic plan for the proposed bank for a minimum of 3 years including the sources, nature and scale of business envisaged, balance sheet and profit and loss projections for each year and details of staffing and management. Assumptions used in preparing the plan and the financial projections should be realistic and based on actual comparative data for the market to be served and the current economic environment. (see suggested format attached).

14. **Memorandum and Articles of Association.** Please provide copies of the Memorandum and Articles of Association of the proposed bank and if applicable its by-laws.

15. **Additional Information.** Please provide any other information regarding the proposed bank which may assist the Registrar in reaching a decision on the application.

BUSINESS PLAN

Business Plan

Introduction

Banks, like any organization, should have a business/strategic plan which sets forth the objectives and strategies of the board of directors. The plan should provide basic priorities and guidance for internal management and should be approved by the board of directors. The plan should not be a static document but should allow for change and flexibility as circumstances may require. Changes in objectives or strategic goals should be approved by the board of directors and then incorporated into an amended plan. The Registrar will review an institution's business or strategic plan at periodic examinations or when other regulatory issues arise.

Organizing groups applying for a banking licence must submit for review a detailed business plan as part of the application process. When establishing a branch or making a significant change in operations, an institution may also be requested to submit an amended business plan.

A suggested format for preparing a business plan is attached; however, any alternative format may be used provided all pertinent information is included. The plan should identify the proposed market(s) to be served, products and services to be offered, projected profitability, capital adequacy, and managerial resources and capabilities. The plan should include at least three years' operating projections and should contain sufficient information to demonstrate a reasonable likelihood of success. Appendix A ("Business Plan Checklist") provides a list of factors which will be assessed and is enclosed for guidance.

The Reserve Bank may request additional information depending on the adequacy of the original materials submitted and/or on the results of any review or examination.

BUSINESS PLAN

Suggested Format

I. Identifying Information.

- (a) **Name and location.** State the name and physical location of the proposed bank including location(s) of any branches.
- (b) **Corporate structure.** Describe and provide a diagram of the proposed bank's corporate structure including any parent company, subsidiaries, or affiliated entities.
- (c) **Origin and basis.** Briefly discuss how the organizing group came together and the reasons for wanting to start a bank.

II. Market Analysis.

- (a) **Market.** Identify the market(s) to be served by the proposed bank.
- (b) **Economy.** Describe the economic characteristics of the target market(s). Include any anticipated changes in the market, factors influencing such changes, and possible effect(s) on the proposed bank.

III. Business Strategy and Objectives.

- (a) **Services.** Briefly describe the services to be offered by the proposed bank. Distinguish among depository services, credit services, fiduciary services, etc.
- (b) **Assumptions.** List major assumptions upon which projections are based. Include, at a minimum: market growth rates, competition, interest rates, cost of funds, overhead, asset-liability mix, returns on assets and equity, dividends, and capital ratios (both leverage and risk based ratios).
- (c) **Pro forma statements.** Provide pro forma balance sheets and income (profit and loss) statements for three years. Show expected asset-liability mixes, volume of each type of service to be offered, fixed asset investment, and compensation to be given to management and staff.
- (d) **External audits.** Indicate the provisions made for an annual external audit as is required by the Banking Act.

BUSINESS PLAN

IV. Leadership and Management.

- (a) **Officers and compensation.** Provide a list of officers showing the fees, salaries, and other forms of compensation or benefits to be given each individual.

- (b) **Insider agreements.** Describe any agreements for leases or services the institution intends to enter into with any of its directors, executive officers, or principal shareholders, or with any organization or affiliate controlled by a director, executive officer, or principal shareholder. Provide copies of any such agreements including specific details of rates and terms and comparative market data upon which the rates and terms are based.

V. Capitalization and Additional Sources.

- (a) **Capital plan.** Describe plans for financing growth, internally or externally, over the first three years of operation.

- (b) **Additional capital sources.** Describe what sources of additional capital are available should the need arise.

BUSINESS PLAN

Pro Forma Statements

1. Balance Sheet Projections

(K'000)

	Year 1	Year 2	Year 3
<u>Assets</u>			
Cash and Due From Banks	_____	_____	_____
Investments and Securities	_____	_____	_____
Loans and Leases,	_____	_____	_____
Less: Allowances	(_____)	(_____)	(_____)
Fixed Assets	_____	_____	_____
Other Assets (list if over 10% of total)	_____	_____	_____
Total Assets	=====	=====	=====
<u>Liabilities & Capital</u>			
Deposits:			
i. Demand	_____	_____	_____
ii. Savings	_____	_____	_____
iii. Time	_____	_____	_____
iv. Forex	_____	_____	_____
Total Deposits	_____	_____	_____
Due to Other Banks	_____	_____	_____
Other Liabilities (list if over 10% of total)	_____	_____	_____
Total Liabilities	=====	=====	=====

BUSINESS PLAN

Pro Forma Statements

Capital:

i. Shares Paid up	_____	_____	_____
ii. Share Premium	_____	_____	_____
iii. Revaluation Reserves	_____	_____	_____
iv. Retained Earnings	_____	_____	_____
v. Year to Date Income (after taxes and dividends)	_____	_____	_____
Total Capital	=====	=====	=====
Total Liabilities and Capital	=====	=====	=====

Leverage Capital Ratio	_____ %	_____ %	_____ %
Tier 1 Risk Based Capital Ratio	_____ %	_____ %	_____ %
Total Risk Based Capital Ratio	_____ %	_____ %	_____ %

BUSINESS PLAN

Pro Forma Statements

2. Income & Expenses

	Year 1	Year 2	Year 3
Interest Income:			
i. Loans and Leases	_____	_____	_____
ii. Securities	_____	_____	_____
iii. Deposit Balances	_____	_____	_____
Total Interest Income	_____	_____	_____
Interest Expense:			
i. Deposits	_____	_____	_____
ii. Borrowings	_____	_____	_____
Total Interest Expense	_____	_____	_____
Net Interest Income	_____	_____	_____
Provision for Loan and Lease Losses	_____	_____	_____
Non-Interest Income:			
i. Service Charges and Fees	_____	_____	_____
ii. Forex Commissions	_____	_____	_____
iii. Other	_____	_____	_____
Total Non-Interest Income	_____	_____	_____
Non-Interest Expense:			
i. Management Salaries and Benefits	_____	_____	_____
ii. Staff Salaries and Benefits	_____	_____	_____
iii. Administrative Costs	_____	_____	_____

BUSINESS PLAN

Pro Forma Statements

iv. Expenses of Premises and Fixed Assets	_____	_____	_____
Total Non-Interest Expenses	_____	_____	_____
Net Income before Tax	_____	_____	_____
Less: Taxes	_____	_____	_____
Net Income after Tax	_____	_____	_____
Less: Dividends	_____	_____	_____
Other Adjustments	_____	_____	_____
Profit/Loss	=====	=====	=====
Retained Earnings: (Beginning of Period)	_____	_____	_____
Retained Earnings: (End of Period)	=====	=====	=====

Appendix A: Assessment Factors

I. Identifying Information

- Name of proposed bank.
- Location of main office.
- Location(s) of any proposed branch (es).
- Name, address and physical location of parent company/shareholder.
- Name and address of subsidiaries, if applicable.
- Name and address of affiliated institution(s), if applicable.
- Explanation of genesis of the proposed bank and its organizing group.
- Reasons for wanting to start a new bank.

II. Market Analysis

- Target market(s) to be served.
- Supporting market research, such as target market, demographics, economics, and competition.
- Changes which may affect the selected market area(s).
- Possible impact on proposed new bank.

III. Business Strategy and Objectives

- Services and products to be provided are listed and adequately described.
- Strategies are consistent with stated objectives, and all assumptions are clearly stated.
- Profitability expectations and assumptions are reasonable and show that targeted market area(s) can reasonably produce 75 per cent of the business in light of the bank's resources and targeted consumer base.
- Pro forma balance sheet and income (profit and loss) statements are provided for three years.
- Consistence among strategic objectives, pro forma statements and market plans.
- Estimates and assumptions are reasonable and realistic given the local and financial markets.
- The asset-liabilities mix is discussed along with volumes of each type of service to be offered,, fixed asset investment, management fees, service contracts, and staff compensations.
- External independent audit program will be provided as required by the Banking Act.

IV. Leadership and Management

- List of all officials with duties and responsibilities adequately detailed.
- Fees, salaries, and other forms of compensation for directors and executive officers disclosed.
- Leasing transactions or service agreements which the proposed bank intends to enter into with an executive

officer(s), director(s) or principal shareholder(s), or related interest thereof, are disclosed. Copies of such agreements must be provided with application.

V. Capitalization and Additional Sources

- Initial capitalization is adequate given targeted market area(s), strategies, and projected organizational expenses
- Proposed capitalization is adequate to ensure the maintenance of at least 10 per cent total capital ratio and 6 per cent tier 1 capital ratio.
- Capital sources, both for start-up and for subsequent growth, have been identified and are reasonable.
- Current and proposed debt has been disclosed and can be serviced without adversely affecting the institution. Individual shareholders should possess sufficient resources to service any debt without support from the institution.

SECTION II

INDIVIDUAL SHAREHOLDERS, DIRECTORS AND EXECUTIVE OFFICERS

This section requests biographical and financial information on individuals who are proposing to become principal shareholders, directors and executive officers of the proposed bank. A complete Section II must be filled out and submitted by each principal shareholder, director or executive officer.

1. **Name and Address.** State your full name and address.

2. **Position.** State the position and/or title you will hold in the proposed bank.

3. **Nationality.** State your nationality and passport number.

4. **Birth-Date.** State the date and place of birth.

5. **Role, Responsibility, and Reporting.** What role will you have in organizing and managing the

affairs of the proposed bank? Indicate to whom you will report and/or from whom you will receive directions or instructions. If you will be an executive officer, describe the specific duties and responsibilities for the position(s) to be held. If you will be a director and will also have executive officer responsibilities within the proposed bank, indicate the nature and extent of such responsibilities.

6. **Qualifications.** Provide your professional and educational qualifications, listing in reverse chronological order, i.e. most recent first.

<u>Degree or Certificate</u>	<u>Issued By:</u>	<u>Date Received</u>
------------------------------	-------------------	----------------------

-
7. **Employment History.** Provide the following information, in reverse chronological order, regarding your employment history and professional experience during the past 10 years.

(a) Name and address of employer

(b) Nature or type of business

(c) Title and duties/responsibilities

(d) Date employed

(e) Date and reason for leaving

8. **Affiliations.** State the name of any other bank or financial institution with which you are now or will be affiliated as a director or executive officer. Indicate your title or official capacity, duties/responsibilities in the other bank, and describe any relationship which now exists or will exist between the other institution and the proposed bank.

9. **Shareholding.** If you are now or ever have been a principal shareholder (owning 10% or more of equity or voting stock) of any other bank or financial institution, provide details thereof including any relationship which now exists or will exist between the other institution and the proposed bank.

10. **Professional Membership.** If you are now or will be a member of any professional or trade association concerned with banking or financial activities, in Malawi or elsewhere, provide details including whether such membership has ever been refused or terminated.

11. **Discipline.** Have you ever been censured, prosecuted, warned as to conduct, disciplined, or publicly criticized by or made subject to a court order at the instigation of any governmental department or agency, professional association, or other regulatory body appointed under any Malawi enactment or the substantial equivalent thereof elsewhere? If so provide details.

12. **Convictions.** Have you ever been convicted of any offence, or has a petition for an administrative order or the substantial equivalent thereof been served on you, in Malawi or elsewhere, within the last 10 years? If so, provide details.

13. **Investigations.** Have you ever been or are you now subject to an investigation in Malawi or elsewhere, by or at the instigation of any governmental department or agency, professional association, or other regulatory body? If so, provide details.

14. **Judgement.** Have you within the last 10 years, failed to satisfy within one year a judgement of debt under a court order in Malawi or elsewhere? If so, provide details.

15. **Fraud.** Have you ever been adjudged by a court, in Malawi or elsewhere, to be civilly liable for fraud, malfeasance, or any other misconduct? If so, provide details.

16. **Bankruptcy.** Have you been adjudged bankrupt by a court, in Malawi or elsewhere, or has a bankruptcy petition ever been served on you within the last 10 years, have made any compromise arrangement or otherwise failed to satisfy your creditors in full within the last 10 years? If so, provide details.

17. **Receivership.** Has a receiver or an administrator of any of your property been appointed within the last 10 years in Malawi, or has the substantial equivalent of any such receiver been appointed in any other jurisdiction? If so, provide details including whether the receiver or equivalent thereof is still acting under the appointment.

18. **Winding-Up.** Has any body corporate, partnership or unincorporated institution with which you were associated as a shareholder, director, or manager, in Malawi or elsewhere, been wound up, made subject to an administration order, otherwise made any compromise or arrangement with its creditors or ceased trading either while you were associated with it or within one year after you ceased to be associated with it or has anything analogous to any of these events occurred under the laws of any other jurisdiction. If so, give particulars.

19 How many shares of stock in the proposed bank are or will be registered in your name or in the name of a related party? State the name(s) in which the shares will be registered and the class of shares if other than common shares

20. **Beneficial Interest.** How many shares of stock in the proposed bank, which are not registered in your name or in the name of a related party, will you have a beneficial interest in? State the name(s) in which the shares will be registered and the nature of the beneficial interest.

21. **Trustee or Nominee.** Will you or any party related to you hold shares in the proposed bank as a trustee or nominee? If so, provide details.

22. **Assignments or Pledges.** Are, or will any of the shares described in response to Questions 19-21 be equitably or legally assigned or pledged to any other party? If so, provide details.

23. **Voting Authority.** What proportion of the voting power at any general meeting of the proposed bank, or of any other organization of which the proposed bank is a subsidiary, will you be entitled to vote or exercise control over? Provide details of such voting authority or control.

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

25. **Financial Data.** Provide all such financial data that will reflect your assets and liabilities including bank accounts and information on other business run or owned by you.

26. **Additional Information.** Provide any other information regarding yourself which may assist the Reserve Bank in evaluating your acceptability as a director or executive officer of the proposed bank.

INDIVIDUAL FINANCIAL STATEMENTS

To be completed by each person who will be a principal shareholder.

(Name and Address of Proposed Bank)

(Name and Title of Individual)

As of Date for Financial Statement: _____

BALANCE SHEET

Liabilities & Net Worth

Accounts Payable _____
Notes Payable _____
Real Estate Mortgage _____
Payable _____
Interest Due & Unpaid _____
Taxes Due & Unpaid _____
Judgements- Doubtful _____
Other Liabilities (list) _____

Total Liabilities _____

Net Worth _____

Assets

Cash & Bank Balances _____
Marketable Securities _____
Other Securities _____
Accounts and Notes _____
Receivable - Good _____
Accounts and Notes Receivable _____

Inventories _____
Farm Products _____
Equipment _____
Life Insurance _____

Real Estate _____
Business Interests _____
Other assets (list) _____

Total Assets _____

I hereby certify that the information shown in this financial statement, including supplemental schedules, is true and correct to the best of my knowledge and that there are no misrepresentations or omissions of material facts.

Signature _____

Date _____

SECTION III

INSTITUTIONAL CONTROLLING SHAREHOLDERS

This section requests background and financial information on Institutional Controlling Shareholders (ICS's) of the proposed bank. A complete Section III must be filled out and submitted for each ICS.

1. **Name and Address.** State the name and address of the institution which is or will be an ICS of the proposed bank. If applicable, indicate any other corporate, business, or trade name used by the ICS.

2. **Control.** State the manner in which the ICS will exercise control or otherwise exert influence over the affairs of the proposed bank.

3. **Legal Form.** State the legal form of the ICS (eg private limited company, partnership etc).

4. **Incorporation.** Date of incorporation or formation of ICS: _____

5. **Officers and Principal Shareholders.** Provide the following information for each director, executive officer, or principal shareholder of the ICS.

<u>Name</u>	<u>Address</u>	<u>Title/Position</u> <u>in ICS</u>	<u>% of ICS</u> <u>shares owned</u>
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

6. **Address.** State the registered address of the ICS's headquarters and the principal place of business, if different from that shown in Question 1 above.

7. **Auditors and Bankers.** State the names and addresses of the ICS's auditors and primary bankers during the past 10 years.

8. **Affiliates.** State the name, address, and type of business for any organization which is or will be in any way affiliated with the ICS.

9. **Shareholding.** If the ICS is now or ever has been a principal shareholder (owning 10% or more equity or voting stock) of any other bank or financial institution, provide details thereof including any relationship which now exists or will exist between the other institution and the proposed bank.

10. **Professional Membership.** If the ICS is now or will be a member of any professional or trade association concerned with banking or financial activities, in Malawi or elsewhere, provide details including whether such membership has ever been refused or terminated.

11. **Discipline.** Has the ICS ever been censured, prosecuted, warned as to conduct, disciplined, or publicly criticized by, or made subject to a court order at the instigation of any governmental department or agency, professional association, or other regulatory body appointed under any Malawi enactment or the substantial equivalent thereof elsewhere? If so, provide details.

12. **Convictions.** Has the ICS ever been convicted of any offence, or has a petition for an administrative order or the substantial equivalent thereof been served on the ICS, in Malawi or elsewhere, within the last 10 years? If so, provide details.

13. **Investigations.** Has the ICS ever been or is it now subject to an investigation, in Malawi or elsewhere, by or at the instigation of any governmental department or agency, professional association, or other regulatory body? If so, provide details.

14. **Litigation.** Is the ICS engaged or expecting to be engaged in litigation, in Malawi or elsewhere, which may have a material effect on its resources or ability to financially support the proposed bank? If so, provide details.

15. **Judgements.** Has the ICS, within the last 10 years, failed to satisfy within one year a judgement of debt under a court order in Malawi or elsewhere? If so, provide details.

16. **Fraud.** Has the ICS ever been adjudged by a court, in Malawi or elsewhere, to be civilly liable for fraud, malfeasance, or any other misconduct? If so, provide details.

17. **Bankruptcy.** Has the ICS been adjudged bankrupt by a court, in Malawi or elsewhere, or has a bankruptcy petition ever been served on the ICS within the last 10 years, or has the ICS made any compromise or otherwise failed to satisfy its creditors in full within the last 10 Years? If so, provide details.

18. **Receivership.** Has a receiver or an administrator of any property of the ICS been appointed within the last 10 years in Malawi, or has the substantial equivalent of any such receiver been appointed in any other jurisdiction? If so, provide details including whether the receiver or equivalent thereof is still acting under appointment.

19. **Liquidation:**

(a) **Voluntary.** Has a notice for the voluntary liquidation of the ICS been issued within the last 10 years in Malawi, or has the substantial equivalent thereof been issued in any other jurisdiction? If so, provide details including whether the liquidation has been fully resolved.

(b) **Compulsory.** Has a petition for the compulsory liquidation of the ICS been issued within the last 10 years in Malawi, or has the substantial equivalent thereof been issued in any other jurisdiction? If so, provide details including whether the petition or its equivalent is still unresolved.

20. **Winding-Up.** Has any organization with which the ICS is or has been affiliated, in Malawi or elsewhere, ever been wound up or ceased trading while the ICS was associated with the organization one year after the ICS ceased being associated with the organization? If so, provide details.

21. **Shares.** How many shares of stock in the proposed bank are or will be registered in the name of the ICS or in the name of a related party? State the name(s) in which the shares will be registered and the class of shares if other than common shares.

22. **Beneficial Interest.** How many shares of stock in the proposed bank, which are not registered in the name of the ICS or in the name of a related party, will the ICS have a beneficial interest in? State the name(s) in which shares will be registered and the nature of the beneficial interest.

23. **Trustee and Nominee.** Does or will the ICS or any party related to it hold shares in the proposed bank as a trustee or nominee? If so, provide details.

24. **Assignments and Pledges.** Are or will any of the shares described in response to Questions 21-23 be equitably or legally assigned or pledged to any other party? If so, provide details.

25. **Voting Authority.** What proportion of the voting power at any general meeting of the proposed bank, or of any other organization of which the proposed bank will be a subsidiary, is or will the ICS be entitled to vote or exercise control over? Provide details of such voting authority or control.

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

27. **Audited Accounts.** Provide audited accounts for the past three years.

28. **Acquisition Debt.** If borrowed funds will be used to purchase shares of stocks in the proposed bank, provide a statement showing the amount, source, collateral and repayment terms of the borrowed funds.

29. **Additional Information.** Provide any other information regarding the ICS which may assist the Registrar in evaluating its acceptability as an institutional shareholder.

DECLARATION
with regard to
APPLICATION FOR BANKING LICENCE

We, the undersigned, do hereby certify that:

- i) all the information given in response to and in support of the questions in this application is true and correct to the best of our knowledge and belief; and
- ii) this application is made in good faith with the purpose and intent that affairs and business of the proposed bank will at all times be honestly conducted in accordance with good and sound business principles and in full compliance with all applicable laws and directives.

We further certify that to the best of our knowledge and belief there are no other facts or information relevant to this application of which the Registrar should be aware, and we pledge to promptly inform the Registrar of any material change to this application which may arise while it is being considered by the Registrar.

<u>Name</u>	<u>Signature</u>	<u>Title/Position</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

Date: _____