

FORM 2A

**REGISTRATION AS A BROKER-DEALER, INVESTMENT ADVISER OR
UNDERWRITER (CORPORATE-FORM ONLY)**

**Pursuant to Section 56(1) of the Securities Act, 2012 and By-laws 18, 19 and 20 of the
Securities (General) By-Laws, 2015**

| | |
|------------------------------|--|
| General Instructions: | <p>Please complete all relevant sections; where the allocated space is insufficient, you may continue on a separate page and attach to the completed form. All supporting information and attached pages should be appropriately numbered and referenced. See detailed list of required attachments.</p> <p>Completed applications should be submitted to:</p> <p style="padding-left: 40px;">The Director Disclosure Registration and Corporate Finance Trinidad and Tobago Securities and Exchange Commission Levels 22-23, Tower D International Waterfront Centre 1 Wrightson Road Port of Spain, Trinidad</p> |
| Item 1 | <p>Please mark “x” by the relevant checkbox to indicate the proposed business activities of the Applicant.</p> |
| Item 2 | <p>Please mark “x” by the relevant checkbox to indicate the type of registration being sought. I.e. initial registration, renewal, or re-instatement.</p> |
| Item 3 | <p>Please mark “x” by the relevant checkbox to indicate the categories of registration being sought.</p> <p>Note:</p> <p>“Broker-Dealer as an Agent” refers to a person engaging in, or holding himself out as engaging in, the business of effecting transactions in securities for the account of others.</p> <p>“Broker-Dealer as a Principal” refers to a person engaging in, or holding himself out as engaging in, the business of buying or selling securities for his own account and who holds himself out at all normal times, as willing to buy and sell securities at prices specified by him.</p> |

| | |
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| Item 4 | State exact name as specified in the Applicant's constituting or organizational documents. |
| Item 5 | State the Applicant's principal business address, telephone numbers, fax numbers, website and email addresses. |
| Item 6 | Please mark "x" by the relevant checkbox to indicate the business activities of the Applicant. If other, please provide further particulars with respect to the type of activities or services that the Applicant intends to conduct. |
| Item 7 | State the names of the Applicant's Board of Directors. Include full contact and other details. |
| Item 8 | State the names of the Applicant's Senior Officers. Include full contact and other details. |
| Item 9 | State the names of the Applicant's registered representatives. Include full contact details. |
| Item 10 | List the names and addresses of the Branch Offices of the Applicant whereby securities activities will be conducted. Also include the names of the registered representatives which will be assigned to the Branch Offices. |
| Item 11 | List the Banks and branches where the Applicant maintains accounts and identify account numbers and currency. |
| Item 12 | List the Banks/Institutions and branches where the Applicant maintains foreign brokerage accounts and identify account numbers and currency. |
| Item 13 | State the Applicant's financial year end. |
| Item 14 | Provide a description of all equity and debt securities, collective investment schemes and other securities that the Applicant has issued and which remains outstanding. This description shall include the type, amount, value of securities issued, currency, interest rate, date of issue and date of maturity (where applicable). |
| Item 15 | List all of the Applicant's memberships with self-regulatory organizations in any jurisdiction. |

| | |
|-------------------|--|
| Item 16 | State whether the Applicant or any affiliate of the Applicant has ever been registered or disciplined. If “yes”, please provide full details as an attachment to this Form. Please note that this question refers to <u>ALL</u> Laws (e.g. Criminal, Customs, Liquor, etc.) of any state or country, in any part of the world. You are not required to disclose any convictions for which a pardon has been granted, and which pardon has not been revoked. |
| Item 17 | State the name and job title of the Designated Person. Also, provide a copy of a valid Government issued identification and include full contact and other details of such person. |
| Item 18 | Provide a list of the names of the substantial shareholders of the Applicant. Include full contact details as well as the number and percentage of shares owned by each substantial shareholder at the date of this application. |
| Item 19 | Provide a breakdown of the Applicant’s total levels of capital and regulatory capital. Attach a copy of the Applicant’s Statement of Financial Position/Balance Sheet together with any other document or statement detailing the breakdown of how the Applicant’s capital is held in order to demonstrate compliance with By-law 27 of the Securities (General) By-laws, 2015. |
| Item 20 | Please enter any additional information that may assist the establishment of the Applicant’s qualification and suitability for registration. |
| Item 21 | Date the application. Include the signature of the Chief Executive Officer, or equivalent, and two directors of the Applicant. Where the Chief Executive Officer is unavailable to sign the form, the form should be signed by any other duly authorized senior officer whose proof of authorization must be submitted with this form. |
| Appendix 1 | Each Director shall complete and sign Appendix 1 to this form. |

Required Attachments:

1. Where this form is being submitted pursuant to an initial application:
 - a. a certified copy of the Applicant's Memorandum and Articles of Association or equivalent incorporation documents. These documents shall be certified by either a Notary Public or Commissioner of Affidavits. Alternatively, the Applicant may submit Certified Copies of the documents from the Companies Registrar;
 - b. a copy of the required financial statements; and
 - c. a copy of the Applicant's business plan which must clearly describe the activities that the Applicant intends to conduct in securities.
2. A copy of the Applicant's written supervisory, internal controls and risk management policies and procedures.
3. Evidence of the Applicant's good standing with the Registrar of Companies (e.g. the latest annual return filed with the Companies Registry).
4. Evidence of the Applicant's registration with any other regulatory authority, if applicable.
5. A list of the directorships held by current directors of the Applicant in other companies.
6. An Appendix 1 for each Director of the Applicant.
7. The relevant application fee.

FORM 2 A

**REGISTRATION AS A BROKER-DEALER, INVESTMENT ADVISER OR
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**Pursuant to Section 56(1) of the Securities Act, 2012 and By-law 18, 19 and 20 of the
Securities (General) By-Laws, 2015**

1. PROPOSED BUSINESS ACTIVITIES

| | |
|--|--------------------------|
| Will your business activities include effecting transactions (buying/selling) on behalf of clients? | <input type="checkbox"/> |
| Will you be holding client funds? | <input type="checkbox"/> |
| Will you have discretionary authority over client funds? | <input type="checkbox"/> |

2. TYPE OF APPLICATION

| | |
|-----------------------|--------------------------|
| Initial | <input type="checkbox"/> |
| Renewal | <input type="checkbox"/> |
| Re-instatement | <input type="checkbox"/> |

3. CATEGORY OF REGISTRATION

| | |
|-----------------------------------|--------------------------|
| Broker-Dealer as Agent | <input type="checkbox"/> |
| Broker-Dealer as Principal | <input type="checkbox"/> |
| Underwriter | <input type="checkbox"/> |
| Investment Adviser (only) | <input type="checkbox"/> |

4. NAME OF APPLICANT

| |
|--------------------------|
| Name of Applicant |
| |

5. CONTACT INFORMATION OF APPLICANT

| | | | | | | |
|-----------------------------------|--|-------------|--|----------------------|--|-------------|
| Principal Business Address | | | | | | |
| Work Phone | | Ext. | | Fax Number | | Ext. |
| Website | | | | Email Address | | |

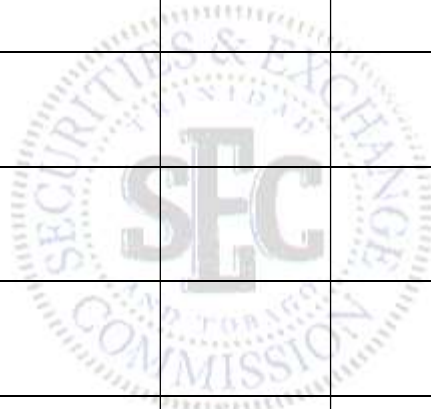
6. BUSINESS ACTIVITIES

| | |
|---|--------------------------|
| Execute trades on behalf of clients based on client instructions. | <input type="checkbox"/> |
| Trade on its own account as principal (e.g. maintenance of proprietary book). | <input type="checkbox"/> |
| Construct, structure or arrange the issuance of securities (e.g. private placements/limited offerings, structuring of securities transactions, asset backed securities). | <input type="checkbox"/> |
| Manage securities or a portfolio of securities belonging to another person (excluding CISs) in circumstances involving the exercise of discretion (e.g. private wealth manager). | <input type="checkbox"/> |
| Manage securities or a portfolio of securities belonging to a CIS. | <input type="checkbox"/> |
| Advise persons as to buying, selling or holding a security only but does not include the execution of the transaction. | <input type="checkbox"/> |
| Underwrite securities on a best efforts basis. | <input type="checkbox"/> |
| Underwrite securities on a firm commitment basis. | <input type="checkbox"/> |
| Other | <input type="checkbox"/> |
| If "Other", please specify below: | |
| | |

7. DETAILS OF THE BOARD OF DIRECTORS

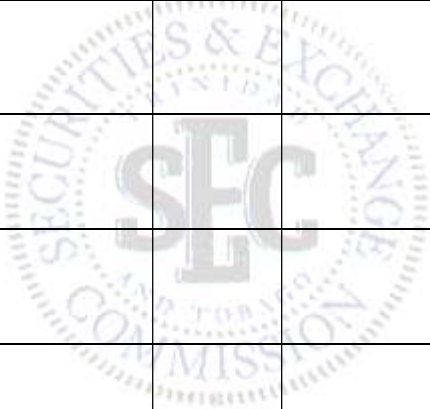
Each member of the Board of Directors is required to complete Appendix 1

| Name (First, Middle, Last) | Residential Address | Work Phone (Ext.) | Home Phone | Mobile Phoe | Email Address | Date of Birth | Nationality | Type of ID | ID Number | Country of Issue | Date of Appointment to the Board |
|----------------------------|---------------------|-------------------|------------|-------------|---------------|---------------|-------------|------------|-----------|------------------|----------------------------------|
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8. DETAILS OF SENIOR OFFICERS

| Name (First, Middle, Last) | Residential Address | Work Phone (Ext.) | Home Phone | Mobile Phone | Email Address | Date of Birth | Nationality | Type of ID | ID Number | Country of Issue | Job Title | Date of Appointment as a Senior Officer |
|----------------------------|---------------------|-------------------|------------|--------------|---------------|---------------|-------------|------------|-----------|------------------|-----------|---|
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11. BANKING INFORMATION

| Name of Bank | Branch Address | Account Number (s) | Currency |
|--------------|----------------|--------------------|----------|
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12. FOREIGN BROKERAGE ACCOUNTS

| Name of Bank/Institution | Branch Address | Account Number (s) | Currency |
|--------------------------|----------------|--------------------|----------|
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13. FINANCIAL YEAR END

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| Financial Year End (DD/MM) | |
|-----------------------------------|--|

14. CATEGORY OF SECURITIES IN ISSUE

14.1 EQUITY

| Type of Equity (Ordinary, Preference, Other) | Number of Shares in issue |
|--|---------------------------|
| | |
| | |
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14.2 DEBT

| General Description of Security | Principal/Face Value | Currency | Interest Rate | Tenor | Issue Date | Maturity Date |
|---------------------------------|----------------------|----------|---------------|-------|------------|---------------|
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14.3 CIS

| Name of CIS | Name of CIS Manager |
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14.4 OTHER

| Name | Additional Details/Other |
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15. MEMBERSHIPS IN SELF-REGULATORY ORGANIZATIONS (All Jurisdictions)

| Self-Regulatory Organization | Member Number | Year Joined |
|------------------------------|---------------|-------------|
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16. REGISTRATION AND DISCIPLINARY HISTORY

| State whether the Applicant or any of the Applicant's affiliates have ever been registered or disciplined as indicated below. If "yes", please provide full details as an attachment to this Form. | Applicant | | Affiliate | |
|--|--------------------------|--------------------------|--------------------------|--------------------------|
| | YES | NO | YES | NO |
| 1. Has the Applicant, to the best of the Applicant's knowledge, information and belief, any affiliate of the Applicant: | | | | |
| a) Ever been the subject of an investigation conducted by a regulatory or criminal investigative body? | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| b) Ever been convicted under the laws of any country, excepting minor traffic offences? | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. Has the Applicant, to the best of the Applicant's knowledge, information and belief, any affiliate of the Applicant: | | | | |
| a) Been registered in any capacity under the Securities Industry Act, 1995 or the Securities Act, 2012? | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

| | Applicant | | Affiliate | |
|---|--------------------------|--------------------------|--------------------------|--------------------------|
| | YES | NO | YES | NO |
| b) Applied for registration, in any capacity, under the Securities Industry Act, 1995 or the Securities Act, 2012? | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. Is the Applicant, to the best of the Applicant's knowledge, information and belief and any affiliated person or company of the Applicant been: | | | | |
| a) Registered or licensed in any capacity in any other country which requires registration or licensing to deal or trade in securities? | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| b) Registered or licensed in any other capacity in Trinidad and Tobago under any legislation which requires registration or licensing to deal with the public in any capacity? (E.g. as an insurance agent, real estate agent, private investigator, mortgage broker, etc.) | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| c) Refused registration or a licence mentioned in 2 (a) or (b) or 3 (a) or (b) above or has any registration or licence been suspended or cancelled in any category mentioned in 2 (a) or (b) or 3 (a) or (b) above? | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| d) Denied the benefit of any exemption from registration provided by the Securities Industry Act, 1995 or Securities Act, 2012? | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. Is the Applicant, to the best of the Applicant's knowledge, information and belief and any affiliated person or company of the Applicant been: | | | | |
| a) A member of any Stock Exchange, Investment Dealers Association, Investment Bankers, or similar organization, in any country? | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| b) Refused membership in any Stock Exchange, Investment Dealers Association, Investment Bankers, or similar organization, in any country? | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| c) Suspended as a member of any Stock Exchange, Investment Dealers Association, Investment Bankers, or similar organization, in any country? | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| d) Disqualified as a member of any Stock Exchange Investment Dealers Association, Investment Bankers, or similar organization in any country? | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. Has the Applicant, to the best of the Applicant's knowledge, information and belief, any affiliate of the Applicant, operated under, or carried on business under, any name other than the name shown in this application? | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

| | Applicant | | Affiliate | |
|---|--------------------------|--------------------------|--------------------------|--------------------------|
| | YES | NO | YES | NO |
| INSTRUCTION: <i>Question 6 refers to ALL Laws (e.g. Criminal, Customs, Liquor, etc.) of any state or country, in any part of the world. You are not required to disclose any convictions for which a pardon has been granted, and which pardon has not been revoked</i> | | | | |
| 6. Has the Applicant, to the best of the Applicant's knowledge, information and belief, any affiliate of the Applicant: | | | | |
| a) Ever had or currently has any outstanding charge(s) or indictment(s) against them? | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| b) Ever been the defendant or respondent in any proceedings in civil court in any jurisdiction in any part of the world wherein a claim involving fraud or dishonesty was brought against them? | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| c) At any time been declared bankrupt, or made a voluntary assignment in bankruptcy? (If "yes", give particulars and also attach a certified copy of discharge) | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| d) Ever been refused a fidelity / surety bond? | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| e) Ever been barred from operating within the financial or securities industry of Trinidad and Tobago or elsewhere by the Commission, any other regulatory body or court of law? | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

17. DETAILS OF DESIGNATED PERSON

(Attach a copy of a valid Government issued identification)

| First Name | | Last Name | | Job Title | |
|------------------|--|-------------|------------|---------------------|--------------|
| | | | | | |
| Business Address | | | | Date of Appointment | |
| | | | | | |
| Work Phone | | Ext. | Home Phone | | Mobile Phone |
| | | | | | |
| Email Address | | Nationality | | Date of Birth | |
| | | | | | |
| Type of ID | | ID Number | | Country of Issue | |
| | | | | | |

18. LIST OF SUBSTANTIAL SHAREHOLDERS

| Name (First Middle, Last/ Company) | Residential Address | Home Phone (1-xxx- xxx-xxxx) | Work Phone (1-xxx- xxx-xxxx) Ext. (xxxx) | Mobile Phone (1-xxx- xxx-xxxx) | Total Number of Shares Held | Total Percentage Help |
|---|--------------------------------|---|---|---|--|--------------------------------------|
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19. CAPITALIZATION

Please confirm the Applicant's levels of capital and regulatory capital as at the date of the application and attach the most recently completed month for which financial statements are available. (See instructions)

| | |
|--------------------------|--|
| Share Capital | |
| Reserves | |
| Retained Earnings | |
| Other | |
| TOTAL CAPITAL | |

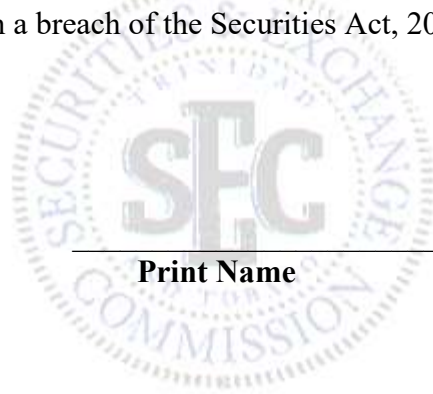
| | |
|--|--|
| Cash & Cash Equivalents held in a Financial Institution | |
| Money Market Accounts of a Collective Investment Scheme in Trinidad and Tobago | |
| Market Value of securities of the Government of the Republic of Trinidad and Tobago | |
| Assets held in such form as approved by the Commission | |
| TOTAL REGULATORY CAPITAL | |

20. ADDITIONAL INFORMATION

Please provide any additional information required to establish the Applicant's qualification and suitability for registration.

21. DATE, CERTIFICATION AND SIGNATURE

I/We hereby certify that the statement and information contained in this form and any attachment hereto are true and correct to the best of my/our knowledge and belief and submitted in compliance with the provisions of the Securities Act, 2012. I/We understand that any misrepresentation, falsification or material omission of information on this application may result in a breach of the Securities Act, 2012.



Print Name

Print Name

Print Name

Signature

Signature

Signature

Position

Position

Position

Date

Date

Date

End of Form

FOR OFFICIAL USE ONLY

| Tool | ID Information |
|--|-----------------------|
| Registrant's Number | |
| Director's Number | |
| Document / Record Number | |
| Record's Management Date Received (dd/mm/yyyy) | |

Approved By : _____ Date (DD/MM/YYYY) _____



FORM 2A – APPENDIX I

(Must be completed by each Director)

**REGISTRATION AS A BROKER-DEALER, INVESTMENT ADVISER OR
UNDERWRITER (CORPORATE-FORM ONLY)**

**Pursuant to Section 56(1) of the Securities Act, 2012 and By-laws 18, 19 and 20 of the
Securities (General) By-Laws, 2015**

PLEASE NOTE: FORM 2A is NULL and VOID without Appendix 1.

1. NAME OF DIRECTOR

| |
|-------------------------|
| Name of Director |
| |

2. CONTACT DETAILS OF DIRECTOR

| | |
|--------------------------------------|--|
| Residential Address | |
| Work Phone (1-xxx-xxx-xxxx) | |
| Home Phone (1-xxx-xxx-xxxx) | |
| Mobile Phone (1-xxx-xxx-xxxx) | |
| Fax Number (1-xxx-xxx-xxxx) | |
| Email Address | |

3. REGISTRATION AND DISCIPLINARY HISTORY OF DIRECTORS

State whether the Director has ever been registered or disciplined as indicated below. If your response is “yes”, please provide full details as an attachment to this Appendix:

| | YES | NO |
|--|--------------------------|--------------------------|
| 1. Has the Director, to the best of the Director’s knowledge, information and belief: | | |
| a) Been registered in any capacity under the Securities Industry Act, 1995 or the Securities Act, 2012? | <input type="checkbox"/> | <input type="checkbox"/> |
| b) Applied for registration, in any capacity, under the Securities Industry Act, 1995 or the Securities Act, 2012? | <input type="checkbox"/> | <input type="checkbox"/> |

| | YES | NO |
|---|--------------------------|--------------------------|
| 2. Has the Director, to the best of the Director's knowledge, information and belief been: | | |
| a) Registered or licensed in any capacity in any other country which requires registration or licensing to deal or trade in securities? | <input type="checkbox"/> | <input type="checkbox"/> |
| b) Registered or licensed in any other capacity in Trinidad and Tobago under any legislation which requires registration or licensing to deal with the public in any capacity? (E.g. as an insurance agent, real estate agent, private investigator, mortgage broker, etc.) | <input type="checkbox"/> | <input type="checkbox"/> |
| c) Refused registration or a licence mentioned in 1 (a) or (b) or 2 (a) or (b) above or has any registration or licence been suspended or cancelled in any category mentioned in 1 (a) or (b) 2 (a) or (b) above? | <input type="checkbox"/> | <input type="checkbox"/> |
| d) Denied the benefit of any exemption from registration provided by the Securities Industry Act, 1995 or the Securities Act, 2012? | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. Has the Director, to the best of the Director's knowledge, information and belief, been associated with company(ies) that has or have been: | | |
| a) A member of any Stock Exchange, Investment Dealers Association, Investment Bankers Association, or similar organization, in any country? | <input type="checkbox"/> | <input type="checkbox"/> |
| b) Refused membership in any Stock Exchange, Investment Dealers Association, Investment Bankers Association, or similar organization in any country? | <input type="checkbox"/> | <input type="checkbox"/> |
| c) Suspended as a member of any Stock Exchange, Investment Dealers Association, Investment Bankers Association, or similar organization, in any country? | <input type="checkbox"/> | <input type="checkbox"/> |
| d) Disqualified as a member of any Stock Exchange, Investment Dealers Association, Investment Bankers Association, or similar organization, in any country? | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. Has the Director used any name other than the name shown in this application? If "yes" please specify in the space provided below. | <input type="checkbox"/> | <input type="checkbox"/> |
| | | |
| INSTRUCTION: <i>Question 5 refers to ALL Laws (e.g. Criminal, Customs, Liquor, etc.) of any state or country, in any part of the world. You are not required to disclose any convictions for which a pardon has been granted, and which pardon has not been revoked</i> | | |
| 5. Has the Director, to the best of the Director's knowledge, information and belief: | | |
| a) Ever been the subject of an investigation conducted by a regulatory or criminal investigative body? | <input type="checkbox"/> | <input type="checkbox"/> |
| b) Ever been convicted under the laws of any country, excepting minor traffic offences? | <input type="checkbox"/> | <input type="checkbox"/> |

| | YES | NO |
|--|--------------------------|--------------------------|
| c) Ever had or currently has any outstanding charge or indictment against him? | <input type="checkbox"/> | <input type="checkbox"/> |
| d) Ever been the defendant or respondent in any proceedings in any civil court in any jurisdiction in any part of the world wherein a claim involving fraud or dishonesty was brought against him? | <input type="checkbox"/> | <input type="checkbox"/> |
| e) Ever been declared bankrupt, or made a voluntary assignment in bankruptcy? (If “yes”, give particulars and also attach a certified copy of discharge) | <input type="checkbox"/> | <input type="checkbox"/> |
| f) Ever been refused a fidelity / surety bond? | <input type="checkbox"/> | <input type="checkbox"/> |
| g) Ever been barred from operating within the financial or securities industry of Trinidad and Tobago or elsewhere by the Commission, any other regulatory body or court of law? | <input type="checkbox"/> | <input type="checkbox"/> |

4. DATE, CERTIFICATION AND SIGNATURE

I hereby certify that the statement and information contained in this form and any attachment hereto are true and correct to the best of my knowledge and belief and submitted in compliance with the provisions of the Securities Act, 2012. I understand that any misrepresentation, falsification or material omission of information on this application may result in a breach of the Securities Act, 2012.

Print Name

Signature

Date

End of Form