

SHAREHOLDERS' FORM & SCHEDULE

CRITERIA FOR DETERMINING THE SUITABILITY OF PERSONS INTENDING TO HOLD OR ACQUIRE A SIGNIFICANT STAKE IN AN INSTITUTION LICENSED UNDER THE BANKING ACT

- NB: (a) Read the declaration on Section 6 below before completing this form.
(b) In case the space provided is inadequate, use additional paper.
(c) This form should be submitted, duly completed, accompanied by the complete set of documents prescribed under Part IV (Information Requirements) of the Guideline on licensing (CBK PG/01).

1. THE INSTITUTION

Name.....
Type.....

2. PERSONAL INFORMATION

- a) Surname.....
b) Other Names.....
In case of a corporate body, give the name of the corporate body
c) Previous Names (if any) by which you have been known:
d) Year and place of birth.....
In case of a corporate body, the year and date of incorporation
e) Nationality and how acquired.....
In case of a corporate body, state the country of incorporation
f) Personal Identification Number.....
g) Identification Card number and date of issue.....
In case of a corporate body, Registration No. and date of registration.
h) Passport Number and Date of issue.....
i) Postal Address.....
j) Previous Postal Addresses
k) E-mail Address
l) Telephone Numbers.....

m) Educational Qualifications (Post-Primary)

Qualifications	Year Obtained	Institution	Examining Body	Grade Obtained

n) Name(s) of your bankers during the last 5 years

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3. EMPLOYMENT AND/OR BUSINESS RECORD

Period	Name of Employer/ Business and Address	Position Held & Dates	Responsibilities	Reasons for leaving (where applicable)

4. DESCRIPTION OF YOUR PAST AND CURRENT ACTIVITIES IN KENYA AND ABROAD

4.1 SHAREHOLDING (DIRECTLY OWNED OR THROUGH NOMINEES)

Company's Name	Date of Incorporation	Amount of Shareholding	% of Shareholding	Past Shareholding		Remarks
				A	B	

A: Refers to date of closure or surrender of shares

B: Refers to reasons for closure or surrender

4.2 DIRECTORSHIP(S)

Company's Name	Date of Incorporation	Executive or Non-executive	Position Held in case of Executive	Past Directorship		Remarks
				C	D	

C: Refers to date of retirement / cessation

D: Refers to reasons for retirement / cessation

4.3 PROFESSIONAL ASSOCIATIONS

Name of body	Membership No.	Position Held (if any)	Past Directorship		Remarks
			E	F	

E: Refers to date of retirement / termination of membership

F: Refers to reasons for retirement or termination of membership

4.4 SOCIAL CLUBS

Name of body	Membership No.	Position Held	Past Club Memberships		Remarks
			E	F	

E: Refers to date of retirement / termination of membership

F: Refers to reasons for retirement or resignation / termination of membership

4.5 OUTSTANDING BORROWINGS

Name of Borrower*	Name of Lending Institution	Type of Facility	Amount Borrowed KES	Date of Draw down	Terms of Facility	Security Offered	Value of Security KES	Current Outstanding Balance, KES	Current Status

*Applicant to indicate individual/personal as well as borrowings by associated private companies from lending institutions in which the applicant controls more than of 5% of equity.

4.6 SOURCES OF FUNDS

1. Please provide details of the actual source(s) of funds that you, as a shareholder, would like to invest or use in the acquisition of shares in the institution.

- a)
- b)
- c)

2. Declaration on the sources of funds

Please provide a sworn statement that the funds that you, as a shareholder, would like to invest or use in the acquisition of shares in the institution are not from proceeds of crime.

5. QUESTIONNAIRE

5.1 Have you or any entity with which you are associated as director, shareholder or manager, ever held or applied for a license or equivalent authorization to carry on any business activity in any country? If so, give particulars. If any such

application was rejected or withdrawn after it was made or any authorization revoked, give particulars.....

5.2 Have you at any time been convicted of any criminal offence in any jurisdiction? If so, give particulars of the court in which you were convicted, the offence, the penalty imposed and the date of conviction

5.3 Have you, or any entity with which you have been involved, been censured, disciplined, warned as to future conduct, or publicly criticized by any regulatory authority or any professional body in any country? If so, give particulars

5.4 Have you, or has any entity with which you are, or have been associated as a director, shareholder or manager, been the subject of an investigation, in any country, by a government department or agency, professional association or other regulatory body? If so, give particulars

5.5 Have you, in any country, ever been dismissed from any office or employment, been subject to disciplinary proceedings by your employer or barred from entry of any profession or occupation? If so, give particulars.

Have you been diagnosed with any mental disability?

5.6 Have you failed to satisfy debt adjudged due and payable by you on order of court, in any country, or have you made any compromise arrangement with your creditors within the last 10 years? If so, give particulars

5.7 Have you ever been declared bankrupt by a court in any country or has a Bankruptcy petition ever been served on you? If so, give particulars

5.8 Have you ever been held liable by a court, in any country, for any fraud or other misconduct? If so, give particulars.....

5.9 Has any entity with which you were associated as a director, shareholder or manager in any country made any compromise or arrangement with its creditors, been wound up or otherwise ceased business either while you were associated with

it or within one year after you ceased to be associated with it? If so, give particulars

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5.10 Are you presently, or do you, other than in a professional capacity, expect to be engaged in any litigation in any country? If so, give particulars

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5.11 Indicate the names, postal and e-mail addresses, telephone numbers and positions of three individuals of good standing who would be able to provide a reference on your personal and financial integrity and honesty. The referees must not be related to you, and should have known you for at least five years.

	Name of Referee	Postal Address	E-mail address	Tel no. (s)	Position (where applicable)	Relationship with applicant
1						
2						
3						

5.12 Is there any additional information which you consider relevant for the consideration of your suitability or otherwise to own share capital of an institution? The omission of material facts may represent the provision of misleading information.

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In case of a corporate body;

5.13 Does the entity have substantial shareholders, directors, key officers who fail to meet the fit and proper criteria?

If yes, state how the entity plans to deal with them.....

5.14 Does the entity have meaningful internal controls and procedures (including procedures to manage conflicts of interest).....

5.15 Has the entity been refused an application for registration, licensing or other authorization to carry on the business for which a license is sought?

If yes, give the reason.....

- 5.16 Has the entity been subject to suspension, cancellation or revocation of its registration, license or other authorization to carry on the business for which a license is sought?..... if yes, give the reason.....
- 5.17 Has the entity been subject to any regulatory or enforcement action by any authority in any jurisdiction?.....
If yes, why?.....
- 5.18 Has any judgment, order or conviction been made or any legal proceedings, action or other claims or other claims are pending against the entity whether civil or criminal in nature?..... if yes, why?
- 5.19 Are the directors, managers and other key officers of the entity qualified, knowledgeable and experienced?
- 5.20 Does the entity have adequate systems and controls in place to provide an efficient and reliable service?.....
- 5.21 Does the entity have in place Know Your Customer (KYC) procedures in line with the Proceeds of Crime and Anti – Money Laundering Act?
.....
- 5.22 Does the entity have IT support to maintain the integrity of the operating system and security?
- 5.23 Has the entity been threatened with receivership, administration, liquidation or other similar proceedings?
- 5.24 Does the entity have the ability to meet any financial or capital requirements applicable to it?In case no, why?

N.B. The information given in response to this questionnaire shall be kept confidential by the supervisory authorities, except in cases provided for by law.

6. DECLARATION

I am aware that it is an offence to knowingly or recklessly provide any information, which is false or misleading in connection with an application for a banking license or approval to own significant shares in an institution. I am also aware that provision of false information in this regard may result in rejection of this application by the Central Bank.

I certify that the information given above is complete and accurate to the best of my knowledge, and that there are no other facts relevant to this application of which the supervisory authority should be aware.

I also certify that the capital to be invested in the proposed bank is not from proceeds of crime.

I undertake to inform the supervisory authority of any changes material to the applications which arise while the application is under consideration.

NAME:

DATED AT:.....*THIS*.....*DAY OF*..... 20.....

WITNESSED BEFORE ME:

SIGNED (Applicant)

COMMISSIONER FOR OATHS/MAGISTRATE

Name

Signature:

Address:

NOTES ON THE COMPLETION OF THE APPLICATION FORMS

The explanatory notes are intended to give further guidance on the completion of the application forms. It is deemed that further guidance is necessary for certain items. These include:

1. **Application for a license to conduct the business of an institution**
 - 1.1 **Item Number 1: Type of Business Applied For**

State whether the license being applied for is to transact the business of:
a bank, mortgage finance company or financial institution
 - 1.2 **Item Number 3: Physical Address**

These details should be submitted to the Central Bank as soon as the permanent physical location is known.
 - 1.3 **Item Number 6: Names of Branches**

This item should be completed by:

 - a) A person licensed in Kenya operating under Act (s) other than the Banking Act, and is seeking to be licensed to operate under the Banking Act.
 - b) A foreign incorporated banking institution wishing to be licensed under the Banking Act.
 - 1.4 **Item Number 8: Particulars of Shareholding**

In case of institutions incorporated outside Kenya:

 - a) The term 'shareholder' refers to the foreign institution(s) proposing to assign capital to the Kenya branches for which the license is being applied.
 - b) This item is also to be used for the provision of information on the proposed assigned capital for the Kenya branches.
 - 1.5 **Item Number 9: Particulars of Officers**

In the completion of this item:

 - a) The term 'officer' should be used as defined in Section 2 of the Banking Act.
 - b) The officers referred to are those proposed or already engaged by the institution.
 - c) Where the institution is proposing to or has entered into a management agreement with another entity, details of the senior persons from the said entity heading or proposed to head the management team should be given.

1.6 Item No. 9: Nationality

Nationality and how it was acquired

- a) State your current nationality and indicate whether it was acquired through birth, marriage or naturalization.
- b) Present occupation and position held/Present employer and address

This item will only apply in case of non-executive directors, shareholders and executives who are yet to join the institution but have been proposed to take up executive positions when the institution starts operations.

Item No. 10-16 Complete as per attached form which is self-explanatory.

2. **Second Schedule “Fit and Proper” Form**

This should be completed by all persons proposed as Senior Officers, Chief Executive and Directors of the proposed institution.

3. **“Fit and Proper” Form and Schedule for Significant Shareholders**

This should be completed by all persons proposing to set up an institution or are about to acquire or intend to acquire a significant stake in an institution.