'Ensuring Investor Protection'

SECURITIES INDUSTRY (GUIDELINES FOR INVESTMENT IN UNLISTED SECURITIES)

ARRANGEMENT OF GUIDELINES

SECURITIES INDUSTRY (GUIDELINES FOR INVESTMENT IN UNLISTED SECURITIES) 2026

PART A: PRELIMINARY

1. Preamble

In the exercise of the powers conferred on the Securities and Exchange SEC ('hereinafter referred to as the SEC') by sections 3 and 209 of the Securities Industry Act, 2016 (Act 929) as amended by the Securities Industry (Amendment) Act 2021, Act (1062), these Guidelines are issued this ……… day of …………. 2026, for the Investment in Unlisted Securities.

2. Scope and Application

These Guidelines shall apply to:

a. a person licensed by the SEC as a Market Operator with the exception of Private Funds.
b. issuers of unlisted securities.
c. securities that are not listed or traded on a securities exchange, including Commercial Papers, Unlisted Notes and Bonds and Unlisted Equities.

PART B: INVESTMENT IN UNLISTED SECURITIES

3. General Requirements for Investment in Unlisted Securities

A Market Operator shall, prior to investing in Unlisted Securities ensure that:

1) the issuer is incorporated under the Companies Act, 2019 (Act 992) and is in good standing with the Office of the Registrar of Companies;
2) the issue is denominated in Ghana Cedis;
3) the issuer complies with all applicable laws and regulatory requirements governing its operations;
4) the investment is consistent with the investment mandate and constitutive documents of the relevant portfolio;
5) a due diligence exercise is conducted as specified under clause 6;
6) the investment is approved through the Market Operator's internal governance and investment approval procedures;
7) the securities have been approved or registered by the SEC;
8) there is full and accurate disclosure of all transactions in accordance with applicable Anti-Money Laundering (AML) requirements;
9) the Board of Directors of the issuer consists of at least three members, maintains a minimum of one-third independent directors and operates an Audit Committee that meets on quarterly basis;
10) the debt securities are rated Investment Grade by a credit rating agency licensed or registered by the SEC;
11) the cumulative investment in a single issuer complies with the investment limit prescribed in the Act and other relevant laws.
12) the aggregate amount issued shall remain within limits approved by the Board of Directors of the issuer;

13) the investment is supported by an Information Memorandum or equivalent disclosure document containing all material information necessary for an informed investment decision as specified in Schedule 1; and
14) the risk(s) and corresponding mitigation measures associated with the proposed investment is/are assessed and documented.

PART C: ADDITONAL REQUIREMENTS FOR INVESTMENT IN UNLISTED SECURITIES

4. Investment In Commercial Paper

In addition to the requirements under Part B, a Market Operator shall, prior to investing in Commercial Paper ensure that the Commercial Paper complies with the following requirements:

1) Eligibility Requirements

a. The Commercial Paper may be interest-bearing or issued at a discount to face value as may be determined by the issuer;
b. The Commercial Paper shall not be issued in tranches or series;
c. The maturity period ranges from fifteen (15) days to two hundred and seventy (270) days from the date of subscription;
d. Proceeds of the Commercial Paper are intended solely for working capital requirements and shall not be used for on-lending except where the issuer is a deposit-taking institution licensed by the Bank of Ghana;
e. The issuer has no history of default or overdue borrowings as evidenced by a Credit Referencing Bureau report issued within thirty days prior to the investment.

2) Financial Requirements

The audited financial statements of an issuer shall:

a. be dated not more than fifteen (15) months prior to issuance.
b. show pre-tax profits during the three financial years immediately preceding the date of its application and has a plan that details its prospects and future cash flow as well as the ability to fully service its financial obligations as they fall due.
c. have stated capital and distributable reserves of at least GH¢3,000,000, which shall not be impaired by losses during the period that any Commercial Paper remains outstanding.
d. have a debt-to-equity ratio not exceeding 30:70 prior to issuance and post issuance debt-to-equity ratio not exceeding 45:55.
e. have achieved a three-year average return on assets and return on equity of not less than 5% and 20% respectively.
f. maintain an interest coverage ratio of not less than 4.0 times as at the investment date.

3) Collateral for Secured Commercial Paper

Pledged assets provided for the purpose of a collateral in a Commercial Paper issuance shall:

a. be held in the name of the issuer.
b. be registered with the Collateral Registry.

4) **Additional Requirements for Unsecured Commercial Paper**

Where the Commercial Paper is unsecured, the Market Operator shall additionally ensure that:

a. the issuer has stated capital and distributable reserves of at least GH¢10,000,000 which shall not be impaired by losses during the period that any Commercial Paper remains outstanding.
b. the issuer's debt-to-equity ratio does not exceed 20:80 before issuance and 40:60 after issuance.
c. the Commercial Paper is supported by a bank guarantee or unused credit line covering the face value.

5. **Investment in Unlisted Notes and Unlisted Bonds**

In addition to the requirements under Part B, a Market Operator shall, prior to investing in Unlisted Notes and Unlisted Bonds ensure that it complies with the following:

1) **Eligibility Requirements**

a. The unlisted notes and unlisted bonds contain clearly defined coupon, interest payment and redemption terms;
b. The unlisted notes and unlisted bonds specify maturity dates and repayment obligations;
c. The unlisted notes and unlisted bonds have a tenure exceeding one (1) year and less than three (3) years;
d. The unlisted notes and unlisted bonds have an appointed SEC licensed Note Trustee;
e. The unlisted notes and unlisted bonds clearly indicate interim, terminal and contingent redemption features, except in the case of zero-coupon and convertible bonds.

2) **Financial Requirements**

The audited financial statements of an issuer shall:

a. be dated not more than fifteen (15) months prior to issuance:
b. show pre-tax profits during the three financial years immediately preceding the date of its application and has a plan that details its prospects and future cash flows as well as the ability to fully service its financial obligations as they fall due;
c. have stated capital and distributable reserves of at least GH¢15,000,000, which shall not be impaired by losses during the period that any Unlisted Notes or Unlisted Bonds remain outstanding;
d. have a debt-to-equity ratio not exceeding 20:80 before issuance and 45:55 after issuance;
e. have a three-year average return on assets and return on equity of not less than 5% and 20% respectively.
f. maintain an interest coverage ratio of not less than 4.0 times as at the investment date.

6. **Investment in Unlisted Equities**

In addition to the requirements under Part B, a Market Operator shall, prior to investing in

Unlisted Equities, ensure that it complies with all the following:

1) Eligibility Requirements

In addition to the provisions in Paragraph (4) of the Investment Guidelines for Fund Managers, a Market Operator shall obtain the investor's written authorization and maintain adequate records evidencing:

a. the investor's investment instructions;
b. disclosures provided to the investor; and
c. the investor's acknowledgement of the applicable risks.

2) Financial Requirements

The audited financial statements of an issuer shall:

a. be dated not more than fifteen (15) months prior to issuance:
b. show pre-tax profits during the three financial years immediately preceding the date of its application and has a plan that details its prospects and future cash flow as well as its ability to fully service its financial obligations as they fall due.
c. have stated capital and distributable reserves of at least GH¢15,000,000 and shall not be impaired by losses during the period.
d. not be subject to liquidation, receivership, administration, insolvency proceedings or business restructuring.

3) Valuation Requirements

The Market Operator shall ensure that:

a. an independent valuation is conducted on the issuer.
b. the valuation is undertaken by a qualified professional registered by the SEC.
c. the valuation report is not more than three months.
d. the valuation assumptions are properly documented.
e. where material information emerges that materially affects, or would have materially affected the valuation, the issuer shall issue a supplementary information memorandum incorporating the effect of that information on the valuation.

PART D: DUE DILIGENCE AND COLLATERAL REQUIREMENT

7. Due Diligence

1) A Market Operator shall undertake due diligence prior to investing in unlisted securities.

2) The Market Operator shall document the findings and recommendations arising from the due diligence in a Due Diligence Report, which shall be submitted to the Investment Committee for consideration and approval prior to any investment being made.

3) The Due Diligence Report shall be supported by documented investment research, including the technical and fundamental analysis conducted, serving as the basis for the recommendations.

4) The Investment Committee shall document its approval of the due diligence report and the committee's recommendations proposed for each investment and shall not consider an investment proposal that is not accompanied by documented investment research.

5) A Market Operator shall comply with the recommendation and asset allocation strategy approved by the Investment Committee.

8. Collateral Requirement

1) A Market Operator shall ensure that the collateral provided in support of Unlisted Security:
   a. has a determinable market value;
   b. is legally enforceable;
   c. is transferable or assignable;
   d. is independently valued by a qualified valuer;
   e. is capable of realization in the event of default;
   f. is perfected in accordance with applicable laws governing secured transactions and property rights;
   g. registered with the Collateral Registry or any other relevant registry;
   h. is legally owned by the issuer; and
   i. is not subject to any legal or contractual restriction that may impair its realization.

2) Eligible forms of collateral may include real estate, bank deposits, treasury securities, listed securities, marketable securities, plant, equipment and machinery, bank guarantees, insurance guarantees and any other asset acceptable by the SEC.

3) The maximum loan-to-value ratio shall be 80% for residential real estate, 60% for commercial real estate and 80% for all other eligible collateral.

4) The Market Operator shall maintain the underlisted records relating to collateral provided:
   a. securities agreements.
   b. valuation reports.
   c. title or ownership documents.
   d. registration of title records; and
   e. guarantees or any other collateral documents.

PART E: RESTRICTIONS ON INVESTMENT IN UNLISTED SECURITIES

9. Investment Exposure

A Market Operator shall comply with the following restrictions on investment in unlisted securities:

1) Aggregate Exposure Limit

A Market Operator's investment portfolio exposure to Unlisted Securities using discretionary funds shall not exceed ten percent (10%) of its total Funds Under Management (FUM).

In addition to clause 9(1), a Market Operator shall not:

a. invest more than five percent (5%) of its FUM in unlisted securities issued by a single issuer.

b. invest in more than 20% in a single issuance.
c. invest in an issue where the issuer has unretired Commercial Papers and Unlisted Notes and Bonds.

2) Related-Party Investment Restrictions

A Market operator shall not invest more than an aggregate of five percent (5%) of its FUM in Unlisted Securities issued by related parties.

3) Continuous Monitoring

A Market Operator shall continuously monitor compliance with the exposure limits prescribed under these Guidelines and shall maintain records demonstrating compliance with such limits at all times.

10. Rollovers And Redemption

1) A rollover for a Commercial Paper may be allowed by the SEC upon application by the issuer for a period not exceeding 90 days.
2) A Commercial Paper shall not be rolled over for more than two times and provided that the combined tenors of the initial Commercial Paper issue and any subsequent rollover(s) shall not exceed 270 days.
3) Upon maturity of the unlisted securities, the Market Operator shall ensure that proceeds from the investment are paid by the issuer into the client's Trust or Custody account.
4) Unlisted Notes and Unlisted Bonds securities shall be redeemed in accordance with the terms and conditions stipulated in the relevant investment agreements and shall not be rolled over upon maturity.

PART F: OTHER REQUIREMENTS

11. Certificate

1) A Market Operator shall ensure that all investments in unlisted securities are evidenced by a certificate duly stamped and signed by two directors of the issuer who have been named in the Information Memorandum.
2) All certificates shall be issued in the name of the investors whose funds are invested in the Unlisted Securities.

12. Default Reporting

A Market Operator shall report any incidence of default to the Credit Reference Bureau and report same to the SEC immediately the default occurs.

13. Reporting Requirements by the Issuers

1) Annual Reporting

a. An issuer of unlisted securities shall, within three (3) months after the end of its financial year, prepare and submit to the SEC an annual report containing its audited financial statements.

b. The annual report shall be made available to the holders of the unlisted securities.
c. The annual financial statements shall be audited by an auditor registered by the SEC.
d. The annual report shall include, at a minimum:
    i. the audited statement of financial position;
    ii. the audited statement of profit or loss and other comprehensive income;
    iii. the audited statement of changes in equity;
    iv. the audited statement of cash flows;
    v. the notes to the financial statements;
    vi. the auditor's report; and
    vii. disclosure of any material event or transaction occurring during the financial year or after the reporting date that may reasonably be expected to affect the rights or interests of holders of the unlisted securities.

2) Quarterly Reporting

a. An issuer of unlisted securities shall, within one (1) month after the end of each quarter, prepare and submit to the SEC financial statements in respect of the relevant quarter.
b. The issuer shall make the quarterly financial statements available to the holders of the unlisted securities.
c. The quarterly financial statements shall:
    i. be signed by either two directors of the issuer or one director and the chief executive officer;
    ii. be presented on a basis consistent with the presentation adopted by the company in its most recent annual financial statements;
    iii. be presented primarily on a year-to-date basis except where the disclosure of events or transactions material to the quarter is required under these regulations or is relevant or material to explain the performance of the issuer for the interim period.

14. Sanctions

1) Where a person breaches or fails to comply with the provisions in these Guidelines, the SEC may;
    a. take action set out in section 118, 122 or 123 of the Securities Industry Act, 2016 (Act 929) as amended.
    b. impose an administrative penalty of not less than fifty penalty units and not more than twenty thousand penalty units.
2) The SEC may, in addition to the actions taken above, impose administrative penalty that the SEC considers necessary or take any other remedial action that the SEC considers appropriate in the interests of protecting investors and the integrity of the securities market.
3) Sections 206 and 209 (4) to (12) of the Act 929 as amended shall also apply in addition to the above in dealing with offences.
4) A person ordered to pay an administrative penalty under these Guidelines shall pay the penalty to the SEC within seven days, or such further period as the SEC may specify by notice, after the order has taken effect.

15. Transitional Provisions

1) These Guidelines shall take effect immediately.

2) A Market Operator that has invested in unlisted securities without obtaining an Information Memorandum from the issuer containing the disclosures required under these Guidelines shall, without delay, require the issuer to furnish the requisite Information Memorandum.

3) The issuer shall provide the Information Memorandum within a period not exceeding three (3) months from the date of the request.

4) Where the issuer fails to comply within the stipulated period, the Market Operator shall liquidate the investment and discontinue any further business relationship with the issuer.

5) The SEC may grant an exemption or partial exemption or waiver from compliance with these Guidelines, subject to section 210 of the Act.

6) Where the SEC agrees to waive the full application of these Guidelines, or any part thereof, it shall issue a directive to the Market Operator specifying the alternative measures to be implemented in lieu of full compliance with these Guidelines.

16. Interpretation

Where any doubt arises about the meaning of any provision contained in these Guidelines, the same shall be referred to the SEC and the interpretation provided by the SEC shall be final.

PART G: DEFINITIONS

In these Guidelines, unless the context otherwise requires:

"Certificate" means the document issued in respect of an Unlisted Security evidencing the investment and duly executed in accordance with these Guidelines.

"Clients' Trust Account or Custody Account" means the account designated for the receipt and holding of investment proceeds in accordance with the applicable requirements governing the relevant portfolio or fund.

"Collateral" means an asset, guarantee or other security provided to secure the obligations of an issuer under an Unlisted Security.

"Collateral Registry" means the applicable registry established for the registration of security interests in collateral as established by the Borrowers and Lenders Act, 2020 (Act 1052).

"Commercial Paper" means a short-term debt instrument issued by an issuer for a maturity period of not less than fifteen (15) days and not exceeding two hundred and seventy (270) days.

“Constitutive Documents” means the legal and governing documents establishing and regulating the affairs, ownership, rights, obligations and operations of an issuer of unlisted securities, including its certificate of incorporation, constitution, shareholders’ agreement and trust deed.

“Default” means a failure by an issuer to meet a payment, redemption or other material obligation arising under an Unlisted Security when the obligation becomes due in accordance with the applicable terms and conditions.

“Discretionary Funds” means funds managed by a Market Operator pursuant to an arrangement under which the Market Operator has authority to make investment decisions on behalf of the investor in accordance with the applicable investment mandate or agreement.

“Funds Under Management” or “FUM” means the total value of funds managed by a Market Operator on behalf of its clients.

“Information Memorandum” means a document, also referred to as a Private Placement Memorandum or Offer Memorandum, containing material information about an issuer and the Unlisted Security necessary to enable an investor to make an informed investment decision.

“Investment Committee” means a committee or other duly constituted body of a Market Operator responsible for reviewing and approving investment proposals in accordance with the Investment Guidelines.

“Investment Grade” means a credit rating within the investment-grade category assigned by a credit rating agency licensed or registered by the SEC.

“Issuer” means a company or other entity that issues or proposes to issue an Unlisted Security.

“Market Operator” means a person or entity licensed or otherwise authorised by the SEC to carry on any activity or provide any service regulated under the securities laws, and includes a fund manager, collective investment schemes, investment adviser, broker-dealer, custodian, trustee, or any other person prescribed by the SEC.

“Maturity Date” means the date on which the principal amount or other amount due under an Unlisted Security becomes payable in accordance with the terms of the security.

“Note Trustee” means a trustee licensed by the SEC and appointed in respect of an issue of Unlisted Notes or Bonds.

“Redemption” means the repayment by an issuer of the principal or other amount due in respect of an Unlisted Security in accordance with its terms and conditions.

“Related Party” has the same meaning as Associated Person as ascribed to it under section 212 of the Act.

“Related Party Investment” means an investment by a Market Operator in an Unlisted Security issued by a Related Party.

“Rollover” means the extension or renewal of the maturity of an existing unlisted security investment by the issuer beyond its original maturity date, subject to the limits prescribed under these Guidelines.

“Secured Commercial Paper” means a Commercial Paper supported by collateral provided by the issuer or security provider to secure the obligations arising from the Commercial Paper.

“Unlisted Equities” means shares or other equity interests in a company that are not listed or traded on a securities exchange and are issued or transferred through private arrangements or placements.

“Unlisted Notes and Bonds” means debt securities in the form of notes or bonds that are not listed or traded on a securities exchange, and which meet the requirements prescribed under these Guidelines.

“Unlisted Securities” means securities covered by these Guidelines that are not listed or traded on a securities exchange, including Commercial Paper, Unlisted Notes and Bonds and Unlisted Equities.

“Unsecured Commercial Paper” means Commercial Paper that is not secured by collateral but is supported by the creditworthiness and payment obligation of the issuer and, where applicable, the guarantee required under these Guidelines.

“Valuation” means an independent assessment of the value of an asset or security undertaken in accordance with an appropriate and documented valuation methodology.

“Valuer” means a suitably qualified professional engaged to conduct a valuation required under these Guidelines.

SCHEDULE 1: INFORMATION MEMORANDUM

Content of Unlisted Securities Information Memorandum

A Market Operator shall, prior to investing client funds in any Unlisted Securities, ensure that the issuance is supported by an Information Memorandum approved by the Board of Directors of the issuer and contains all material information necessary to enable an investor to make an informed investment decision.

The Information Memorandum shall contain at a minimum the following:

1) **General Information**
   a. the name, registered office, principal place of business, legal form, date of incorporation and sector of operation of the issuer;
   b. the digital address, postal address, telephone numbers, website and email address of the issuer;
   c. a description of the corporate structure of the issuer, including details of subsidiaries, associates, affiliates and joint ventures;
   d. copies of the certificate of incorporation, constitution, licences, permits and regulatory approvals;
   e. the laws and regulations governing the issuer's operations;
   f. details of the issuer's external auditors, legal advisers, bankers, registrars, trustees, arrangers and other professional advisers related to the issue;
   g. the organizational structure with names of officers of the issuer showing reporting lines and key management responsibilities;
   h. any regulatory sanctions, suspensions, restrictions or enforcement actions imposed on the issuer during the preceding five (5) years.

2) **History and Development of the Issuer**
   a. a comprehensive history of the issuer and its development since incorporation;
   b. details of the issuer's principal activities and business evolution;
   c. information on all material acquisitions, mergers, disposals, reconstructions, consolidations, restructurings or reorganizations undertaken within the preceding five (5) years;
   d. details of any significant expansion projects, investments or divestitures undertaken;
   e. any change in ownership or control of the issuer during the preceding five (5) years.
   f. information on any insolvency, receivership, administration, judicial management or similar proceedings involving the issuer or its subsidiaries; and
   g. details of any takeover offers, tender offers or strategic investment transactions involving the issuer during the preceding three (3) years.

3) **Business Overview**
   a. the nature and scope of its operations;
   b. its principal products and services
   c. revenue streams and business segments.
   d. principal markets served and geographic areas of operation;
   e. market share and competitive position;
   f. key customers and suppliers;
   g. dependence on any contracts, licences, concessions, distributors, customers or suppliers;
   h. sources and availability of raw materials or critical inputs;
   i. marketing, distribution, and sales strategies;

j. significant service agreements, management agreements or outsourcing arrangements;
k. details of the issuer's business strategy and growth plans;
l. effects of governmental policies, regulations or industry-specific requirements on the issuer's operations;
m. environmental, social and sustainability matter which affect the issuer's operations; and
n. any known trends, uncertainties or events that may affect future operations.

4) Management, Directors and Corporate Governance

In respect of directors and key management personnel (proposed and substantive):

a. full names, date of birth and nationalities.
b. qualifications and professional memberships;
c. employment history and experience during the preceding ten (10) years;
d. other directorships and significant business interests held;
e. areas of responsibility within the issuer;
f. details of remuneration arrangements;
g. any relations among directors, executives or significant shareholders;
h. details of the Board Committees and governance structures;
i. policies on conflicts of interest, dispute resolution mechanisms, related-party transactions and ethics;
j. attendance record of directors at Board meetings within the preceding financial year; and
k. succession plans for key management personnel.

The Information Memorandum shall additionally disclose whether any director, proposed director, chief executive officer or senior officer has been:

a. declared bankrupt or insolvent;
b. convicted of fraud, dishonesty, breach of trust, money laundering or similar offences;
c. subject to regulatory sanctions or disciplinary action;
d. disqualified from serving as a director of a company; or
e. the subject of any adverse court judgment, ruling or regulatory finding that may be material to investors.

5) Capital Structure and Ownership

a. a detailed description of the capital structure of the issuer;
b. the authorized, issued and paid-up capital of the issuer;
c. the classes of securities issued by the issuer and the rights attached;
d. a certified extract of the register of members showing beneficial owners and their respective holdings from the Office of Registrar of Companies;
e. details of shareholders holding five percent (5%) or more of the issuer;
f. details of shareholder agreements and voting arrangements;
g. any outstanding options, warrants, convertible securities or similar instruments; and
h. any restrictions on transferability of shares or securities.
i. the history of issued share capital of the issuer for the preceding five (5) years.

6) Statement of Indebtedness

A comprehensive statement of indebtedness certified by the issuer's auditor who shall be

registered by the SEC.
The statement of indebtedness shall be dated not earlier than sixty (60) days prior to the date of the submission of the Information Memorandum and shall include:

a. all outstanding borrowings and debt securities;
b. bank facilities, overdrafts, contingent liabilities and pending claims;
c. related-party indebtedness;
d. guarantees provided or received by the issuer;
e. secured and unsecured obligations;
f. amount and maturity of all outstanding securities issued or agreed to be issued by the issuer;
g. details of debt covenant applicable to existing obligations;
h. off-balance-sheet obligations;
i. the capitalization and indebtedness of the issuer before and after the proposed issue.

Where the indebtedness is secured, details including the nature, value and status of the underlying collateral provided by the issuer shall be included in the Information Memorandum.

7) Related Party Transactions

All related party transactions occurring within the preceding three (3) years, including:

a. loans and advances.
b. guarantee arrangements.
c. management and service agreements.
d. asset purchases and disposals.
e. leases and financing arrangements.
f. transactions involving directors, officers and shareholders.
g. transactions involving subsidiaries, associates and affiliated entities; and
h. any other transaction capable of creating a conflict of interest.

8) Litigation and Legal proceedings

This section shall include:

a. all pending or threatened litigation;
b. arbitration proceedings;
c. tax disputes;
d. regulatory investigations;
e. environmental claims;
f. insolvency proceedings;
g. administrative proceedings; and
h. any proceeding that may affect the financial position, operations or reputation of the issuer.

9) Risk Factors

A comprehensive disclosure of all risks associated with the issuer including:

a. business and operational risks.
b. management and key-person risks.
c. financial risks.
d. liquidity risks.
e. leverage risks.
f. market and industry risks.

g. legal and regulatory risks.
h. environmental and social risks.
i. technology and cybersecurity risks.
j. foreign exchange risks.
k. concentration risks.
l. shareholder and governance risks.
m. risks relating to collateral or security arrangements;
n. risks associated with the debt or equity instrument being offered; and
o. risks relating to the lack of a secondary market for the securities.

10) Financial Information

a. audited financial statements for the preceding three (3) financial years.
b. management accounts not exceeding three (3) months.
c. key financial ratios;
d. cash flow statements.
e. details of capital expenditure.
f. debt servicing analysis where applicable.
g. projected financial statements covering a minimum period of five (5) years.
h. assumptions underlying the financial projections; and
i. sensitivity analysis of key assumptions.

11) Information on the Unlisted Securities

a. the type of securities being offered;
b. the size of the issue;
c. the purpose of the issue and use of proceeds;
d. maturity and repayment terms where applicable;
e. interest or coupon structure where applicable;
f. rights attached to the securities;
g. events of default;
h. collateral arrangements;
i. redemption provisions;
j. transfer restrictions; and
k. investor eligibility requirements.

12) Additional Requirements for Unlisted Equities

a. dividend policy;
b. shareholder rights;
c. dilution analysis;
d. proposed exit strategy;
e. projected shareholder returns; and
f. pre-emptive rights and other investor protection rights.

13) Additional Requirements for Unlisted Notes and Bonds

a. repayment schedule;
b. trustee arrangements where applicable;
c. guarantee arrangements; and

d. priority of instruments.

14) Mandatory Declarations and Statements

This cautionary statement must be displayed in bold at the commencement of the Information Memorandum and must be signed by all directors of the issuer:

"This information memorandum has been prepared and approved by the Directors of the Issuer. The Directors collectively and individually accept full responsibility for the accuracy of the information given and that after making all reasonable inquiries and to the best of the knowledge and belief of the Directors, there are no facts, the omission of which would make any statement in the document misleading".

Further declarations/statements to be included:

a. a declaration by the external auditors confirming that the financial information included in the memorandum gives a true and fair view of the company and
b. any such additional declarations as the SEC may prescribe from time to time.

ISSUED BY THE SECURITIES AND EXCHANGE COMMISSION