



SR-GUID-20/12-0027

**Form XD F-1
NOTICE OF EXEMPT DISTRIBUTION**

This is the form required under 4.1 of XD Guidelines.

INSTRUCTION: Provide full and complete particulars with respect to each item below. If any item does not apply to the proposed trade or distribution, provide a brief explanation as to why the item does not apply.

Information about the issuer

Item 1: The full name of the issuer of the securities to be distributed, the address of its registered office and the issuer's jurisdiction of incorporation.

Item 2: The address and telephone number of the principal business office of the issuer. If the issuer is a foreign entity/person, the name and address of its agent in Jamaica.

Item 3: The names and residential addresses of the directors and company secretary of the issuer.

Item 4: The general nature of the business activity actually carried on or to be carried on by the issuer.

Item 5: A table showing the capitalization (debt and shares) of the issuer, together with a description of the amount and classes of outstanding securities of the issuer.

Item 6: The names, addresses, and percentage ownership of all persons beneficially owning 10% or more in aggregate of the outstanding stock of the issuer.

Information about the proposed distribution

Item 7: Names and addresses of proposed underwriters of the issue or any licensed dealers expected to participate in the distribution.

Item 12: The approximate price (or price range) at which it is proposed that the security shall be offered.

Item 13: The approximate date on which the proposed offer of the security will be made and the expected time-frame to complete the distribution.

Item 14: The explicit purposes for which the proceeds of the distribution will be applied, including specific details regarding the repayment or refinancing of existing debt, purchase of or payment for property, redemption or resale of existing securities etc.

Item 15: The names of any promoters¹ of the issuer and details of any promoter's relationship with the issuer.

¹ The term "promoter" means

- (1) a person who, acting alone or in conjunction with one or more other persons, directly or indirectly takes the initiative in founding, organizing or substantially reorganizing the business of an issuer, or
- (2) a person who, in connection with the founding, organizing or substantial reorganizing of the business of an issuer, directly or indirectly receives in consideration of services or property, 10 per cent or more of any class of securities of the issuer or 10 per cent or more of the proceeds from the sale of any class of securities of a particular issue, but a person who receives such securities or proceeds either solely as underwriting commissions or solely in consideration of property shall not be deemed a promoter if he does not otherwise take part in founding, organizing or substantially reorganizing the business.

Item 16: Information as to each other jurisdiction in which the offering is proposed to be made and whether such offering will be an exempt offering or will be made through a prospectus in such jurisdiction

Item 17: Particulars as to any proposed eventual public offering in Jamaica of the securities to be issued

Certifications

I have reviewed this Form XD F-1 Notice of Exempt Distribution (“Notice”) of [name of issuer]. Based on my personal knowledge of the information provided in this Notice, after due inquiry, I certify that this Notice is true and correct in all respects. I understand that this Notice will be relied upon by the Financial Services Commission in considering the applicability and compliance with XD Guidelines and the *Securities Act*.

(signature of director)

(signature of director/company secretary)

Name and address:

Name and address:

Date: _____.

IT IS AN OFFENCE UNDER THE *SECURITIES ACT* TO MAKE A MISREPRESENTATION IN THIS REPORT