

BIOGRAPHICAL INFORMATION AND FINANCIAL REPORT

GENERAL INFORMATION AND INSTRUCTIONS

This ***Biographical Information and Financial Report*** (report) is used by individuals¹ associated with a Georgia Merchant Acquirer Limited Purpose Bank (MALPB) application or related filing to the Department of Banking and Finance (Department). This report is *not* a stand-alone document.

Preparation

Use of this report format is not mandatory. If an alternative format is used, it must provide all requested information, including the certification. All questions must be answered with complete and accurate information that is subject to verification. If the answer is “none,” “not applicable,” or “unknown,” so state. Answers of “unknown” or “yes” should be explained.

The questions are not intended to limit the presentation nor are the questions intended to duplicate information supplied on another form or in an exhibit. For example, a cross-reference to the information is acceptable. *Any cross-reference must be made to a specific cite or location in the documents, so the information can be located easily.* Use additional sheets as necessary. If the report is not complete, the Department may either request additional information or return the filing. If you are a foreign national or a United States citizen who currently resides in a foreign country, additional information may be necessary.

Financial statements from individuals must have “as of” dates of not more than 90 days prior to the date the financial report is submitted. All amounts in this report must be based on current market value in United States dollars² and agree with any totals in the supplementary schedules. In addition to the sample financial schedules, you may wish to provide supplementary schedules for other items on the financial statement. If the sample financial statement is used, an answer is required to each item. If you submit an alternative Financial Report format, the information must respond to each request for information contained in the sample Financial Report.

In addition, the Department specifically reserves the right to require up to five years of financial data from any acquiring person as well as the filing of additional information and/or statements, such as a federal income tax return or a current appraisal to support an asset's value.

Each individual must report promptly any material change in the biographical information or financial condition that occurs during the review period for the filing.

¹ An entity, other than a natural person, seeking to acquire direct or indirect control of an MALPB should consult with the Department for filing instructions.

² Provide the foreign currency exchange rate and conversion date, if applicable.

Name of Subject Company, Location:_____

| Type of Filing | | Position | |
|--------------------------|--|--------------------------|--------------------------|
| <input type="checkbox"/> | MALPB Charter | <input type="checkbox"/> | Organizer |
| <input type="checkbox"/> | Change in Control | <input type="checkbox"/> | Director |
| <input type="checkbox"/> | Change in Senior Executive Officer or Director | <input type="checkbox"/> | Senior Executive Officer |
| <input type="checkbox"/> | Eligible Organization | <input type="checkbox"/> | Principal Shareholder |
| <input type="checkbox"/> | Other_____ | <input type="checkbox"/> | Other_____ |

1. Personal Information

(b) Residence _____
(Street Address)

(City) (State/Province) (ZIP Code) (Country)

| <u>Date From / Date To</u> | <u>Number and Street</u> | <u>City</u> | <u>State/Province</u> | <u>ZIP Code</u> | <u>Country</u> |
|----------------------------|--------------------------|-------------|-----------------------|-----------------|----------------|
|----------------------------|--------------------------|-------------|-----------------------|-----------------|----------------|

(g) Citizenship _____
Country (Date, if Naturalized)

- (h) If not a United States citizen, provide:
Passport Number: _____
Home Country Identification Number: _____
Immigration File Number: _____
Father's full name: _____
Mother's full name, including maiden name: _____

- (i) Telephone and fax numbers where you may be reached during business hours and e-mail address:

(Area Code, Telephone Number, including Country Code if outside the U.S.)

(Fax Number)

E-mail Address

- (j) List other names you used and the period of time you used them (for example, your maiden name, name by a former marriage, former name, alias, or nickname). If the other name is your maiden name, put "nee" in front of it.

2. Employment Record

- (a) List employment in reverse chronological order for the last five years. The list should include the beginning and ending dates of employment, the employer's name and location (city, state/province, country), nature of business, title or position, nature of duties, and reason for leaving.

- (b) Have you ever been dismissed or asked to resign from any past employment, including a less than honorable discharge from military service? Yes ☐ No ☐
If "yes," provide the employer's name, address, and telephone number; title or position; date of discharge; and explanation.

3. Education and Professional Credentials

- (a) List each diploma or degree from high schools, colleges, universities, or other schools.

| <u>School's Name/Location</u> | <u>From</u> | <u>To</u> | <u>Degree</u> |
|-------------------------------|-------------|-----------|---------------|
|-------------------------------|-------------|-----------|---------------|

- (b) List each professional license or similar certificate you now hold or have held (for example, Attorney, Physician, CPA, NASD or SEC registration).

| <u>License</u> | <u>Issuing Authority</u> | <u>Date Issued</u> | <u>Status</u> | <u>Expiration</u> |
|----------------|--------------------------|--------------------|---------------|-------------------|
|----------------|--------------------------|--------------------|---------------|-------------------|

4. Business and Merchant Acquirer Affiliations

- (a) List any company with which you are associated, providing the company name, location, nature or type of business, position held or relationship to the company, ownership percentage, and beginning date of the relationship.

- (b) List the name of any merchant acquiring entity or affiliate with which you are or were associated. Also list the location, nature of activity, position held or relationship, ownership percentage, and beginning and ending dates of the relationship.

- (c) Are you now or in the process of being considered for an executive officer or director position at another merchant acquiring company and/or affiliate?

Yes ☐ No ☐

If yes, provide the name of the entity and the position.

5. Legal and Related Matters

- (a) Have you been involved in any of the following filings where the filing was denied, disapproved, withdrawn, or otherwise returned without favorable action by a federal or state regulatory authority or a self-regulatory organization:

(1) An MALPB charter or license application, a depository institution application, a federal deposit insurance application, or a holding company application, in which you were listed as an organizer, executive officer, director or a person that would own or control (either individually or as a member of a group) 10 percent or more of any class of voting securities or other voting equity interest of the institution, or similar position? Yes ☐ No ☐

(2) A merger application in which you were listed as an executive officer, director or similar position? Yes ☐ No ☐

(3) A notice of change in executive officer or director, or similar form, in which you were listed as an executive officer, director, or similar position? Yes ☐ No ☐

(4) A notice of change in control or a similar form, in which you were listed (either individually or as a member of a group) as an acquirer or transferee? Yes ☐ No ☐

(5) Any other application, notice, or other regulatory or administrative request which was filed with a federal or state regulatory authority or a self-regulatory organization in which you were listed in some capacity? Yes ☐ No ☐

- (b) Have you or any merchant acquiring institution, merchant acquiring institution holding company, and/or affiliate with which you are or were associated been subject to any supervisory agreement, enforcement action, civil money penalty, prohibition or removal order, or other supervisory or administrative action taken or imposed by any federal or state regulatory authority or other governmental entity? Yes ☐ No ☐

(c) Has any merchant acquiring institution, merchant acquiring institution holding company, and/or affiliate with which you are or were associated:

- (1) Been placed into conservatorship or receivership or otherwise failed?
Yes ☐ No ☐
- (2) Received financial assistance from a federal agency or instrumentality (for example, FDIC, Resolution Trust Corporation, Federal Savings and Loan Insurance Corporation)? Yes ☐ No ☐
- (3) Merged with or been acquired by an entity that received financial assistance from a federal agency or instrumentality in connection with the transaction?
Yes ☐ No ☐

(d) Have you or any company with which you are or were associated:

- (1) Filed a petition under any chapter of the Bankruptcy Code or had an involuntary bankruptcy petition filed against you or the company? Yes ☐ No ☐
- (2) Defaulted on a loan or financial obligation of any sort, whether as obligor, cosigner, or guarantor? Yes ☐ No ☐
- (3) Forfeited property in full or partial satisfaction of any financial obligation?
Yes ☐ No ☐
- (4) Had a lien placed against property for failure to pay taxes or other debts?
Yes ☐ No ☐
- (5) Had wages or income garnished for any reason? Yes ☐ No ☐
- (6) Failed or refused to pay any outstanding judgments? Yes ☐ No ☐

(e) Have you or any company with which you are or were associated been involved in any lawsuit, formal or informal investigation, examination, or administrative proceeding that may result in, or resulted in, any penalty (including, but not limited to, any sanction, fine, order to pay damages, loss of right or benefit, forfeiture of property interest, or revocation of license), agreement, undertaking, consent, judgment, or order imposed by or entered into with any of the following entities:

- (1) Any federal or state court? Yes ☐ No ☐
- (2) Any department, agency, or commission of the United States government?
Yes ☐ No ☐
- (3) Any state, municipal, or foreign governmental entity? Yes ☐ No ☐
- (4) Any self-regulatory organization (for example, NASD, FASB, state bar)?
Yes ☐ No ☐

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FINANCIAL REPORT

FINANCIAL STATEMENT AS OF _____ (month, date, year)

| ASSETS | | LIABILITIES AND NET WORTH | |
|---|----|---|----|
| Cash on hand and in depository institutions | \$ | Accounts payable | \$ |
| Marketable securities (Schedule A) | | Notes payable and other loans (Schedule F) | |
| Notes receivable (Schedule B) | | Real estate mortgages (Schedule C) | |
| Real estate (Schedule C) | | Other liabilities (Schedule G) | |
| Proprietary interests and other securities (Schedule D) | | TOTAL LIABILITIES | |
| Retirement funds and other assets (Schedule E) | | Net worth (Total assets less total liabilities) | |
| | | | |
| | | | |
| TOTAL ASSETS | \$ | TOTAL LIABILITIES AND NET WORTH | \$ |

CONTINGENT LIABILITIES

In addition to the liabilities listed on the Financial Statement, have you endorsed, guaranteed, or become otherwise indirectly or contingently liable for the debts of others or through a pending lawsuit?

Yes ☐ No ☐ If "yes," complete the following:

| Name and Address of Debtor or Obligor | Name and Address of Creditor or Oblige | Description and Value of Collateral | Date Due | Current Amount |
|---------------------------------------|--|-------------------------------------|----------|----------------|
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| TOTAL | | | | \$ |

SUPPORTING SCHEDULES

Schedules must agree in total with the appropriate item contained in the Financial Statement on page 7 of this report.

Schedule A – Marketable Securities

Indicate all debt and equity securities listed on an exchange or otherwise regularly traded in an open market. Separate debt and equity securities. Securities of closely held corporations should be listed on Schedule D—Proprietary Interests. The description should include the name of the issuer, the principal amount or number of shares held, and the interest rate, if applicable. Small holdings may be aggregated and shown as “other” provided that they account for no more than 10 percent of marketable securities.

| Description | Market Value |
|-------------|--------------|
| | \$ |
| | |
| | |
| | |
| | |
| | |
| | |
| TOTAL | \$ |

Schedule B – Notes Receivable

The description should include the name of the obligor, the note's maturity and terms of repayment, and a description of any collateral. If the note is payable to you and others jointly, indicate only your beneficial interest under Current Balance.

| Description | Current Balance |
|-------------|-----------------|
| | \$ |
| | |
| | |
| | |
| | |
| | |
| | |
| TOTAL | \$ |

Schedule C – Real Estate and Related Loans

List all real estate in which you hold a beneficial interest. Submit year-end financial statements, including profit and loss statements, for the last two years for each investment (exclude residence) in which you have an interest equal to 10 percent or more of your net worth. Also submit a cash flow statement on any investment property valued at 10 percent or more of net worth.

| Description and Location (City and State) | Owner of Property | Percent Owner-ship | Mortgage Holder | Maturity Date | Current Market Value* | Current Balance** |
|--|-------------------|--------------------|-----------------|---------------|-----------------------|-------------------|
| | | | | | \$ | \$ |
| | | | | | | |
| | | | | | | |
| | | | | | | |
| | | | | | | |
| TOTAL | | | | | \$ | \$ |

* Carry TOTAL forward to Assets - Real estate

** Carry TOTAL forward to Liabilities - Real estate mortgages

Schedule D – Proprietary Interests and Other Securities

List all companies, the shares of which are not listed on a securities exchange or otherwise regularly traded, in which you hold a beneficial interest. *(Submit year-end financial statements, including profit and loss and cashflow statements, for the last two years for each business interest in which you have an interest equal to 10 percent or more of your net worth.)*

| Name and Address of Company | Legal Form of Company | Nature of Business | Percent Ownership | Current Value |
|--------------------------------|--------------------------|--------------------|----------------------|---------------|
| | | | | \$ |
| | | | | |
| | | | | |
| | | | | |
| TOTAL | | | | \$ |

Schedule E - Other Assets

Include retirement funds (for example, 401K, IRA, Keogh), accounts receivable, merchandise and inventory at lower of cost or market value, machinery and equipment (less depreciation), and life insurance at its cash surrender value.

| Description | Basis for Valuation | Current Value |
|-------------|---------------------|---------------|
| | | \$ |
| | | |
| | | |
| | | |
| | | |
| | | |
| TOTAL | | \$ |

Schedule F – Notes Payable and Other Loans

Indicate all loans or notes payable, including loans on life insurance and retirement funds (but not real estate mortgages listed in Schedule C). Loan origination information must include the original date, loan amount, and co-makers, if any, and their percent obligation. Small obligations may be aggregated and shown as “other,” provided that they account for no more than 20 percent of other loans and notes payable. Indicate any debt that is contractually delinquent by an asterisk next to the current balance.

| Name and Address of Creditor and Loan Origination Information | Description and Value of Collateral | Maturity Date | Current Balance |
|--|--|---------------|--------------------|
| | | | \$ |
| | | | |
| | | | |
| | | | |
| TOTAL | | | \$ |

Schedule G - Other Liabilities

Include interest and taxes due and unpaid, other debts accrued, and other liabilities.

| Payable To | Description | Maturity Date | Current Balance |
|------------|-------------|---------------|-----------------|
| | | | \$ |
| | | | |
| | | | |
| | | | |
| | | | |
| TOTAL | | | \$ |

Cash Flow Statement*

| <u>Sources of Cash</u> | 20 | 20 | Projected Current Year 20 | Projected Next Year 20 |
|--|----|----|------------------------------|---------------------------|
| Salaries, wages, commissions, and other employment income | \$ | \$ | \$ | \$ |
| Rents, royalties, and investments | | | | |
| Income from dividends and interest | | | | |
| Income and other distributions from partnerships | | | | |
| Other sources** | | | | |
| Total cash received | | | | |
| <u>Uses of Cash</u> | | | | |
| Personal living expenses (rent, household) | | | | |
| Fixed obligations*** | | | | |
| Income taxes | | | | |
| Capital contributions to partnerships | | | | |
| Other uses** | | | | |
| Total cash outlay | | | | |
| NET CASH FLOW (deficit) | \$ | \$ | \$ | \$ |

* Discuss any significant changes on a separate page.

** Itemize on a separate page any items amounting to 10 percent or more of total cash received or total cash outlay.

*** Fixed obligations include debt service on all loans and any budgeted capital improvement expenditures for real estate investments. Any loan proceeds or debt service related to this transaction should be included in projections for other sources or uses.

Confidentiality Notice

The solicitation and collection of this information, including a Social Security Number, is authorized by those statutes and rules that require the Department of Banking and Finance to determine the character and fitness of individuals proposing to serve an MALPB or eligible organization in an official capacity – that is, as an executive officer, director, control person, or principal shareholder. The provision of requested information, including a Social Security Number, is voluntary. However, the failure to provide any requested information may result in denial, disapproval, or delay in the processing of an application or notice.

All information produced to the Department of Banking and Finance in response to the Biographical Information and Financial Report shall be treated as confidential pursuant to O.C.G.A. § 7-1-70 and not subject to public disclosure except as authorized under Rule 80-12-5-.08(2).

CERTIFICATION

**If a joint financial statement is being submitted, both parties should complete the "Certification."*

I understand that the Department of Banking and Finance may conduct extensive checks into my background, experience, and related matters in conjunction with my application or filing. I certify that the information contained in the Biographical Information and Financial Report, including all attachments, has been carefully examined by me and is true, correct, and complete. I acknowledge that any false, fictitious, or fraudulent statement or representation may result in the denial or disapproval of the related application or notice and may subject me to legal sanctions provided by O.C.G.A. § 16-10-20.

Signed this _____ day of _____, 20____.

Signature

Signature*

Print or type name and Title (if applicable)

Print or Type name and Title (if applicable)*