

ACCESS TO BUSINESS FUNDING ACT 2025

---

**Access to Business Funding (Crowd Funding Service and Peer to Peer Lending Service) Regulations 2026**

REGULATION

PART 1—PRELIMINARY

1. Short title and commencement
2. Interpretation

PART 2—PROVISIONS RELATING TO SECURITIES INDUSTRY LICENCES

3. Types of Securities Industry Licences
4. Form of application for a licence
5. Minimum capital requirements
6. Financial prudential limits
7. Authority to approve and remove responsible persons

PART 3—CROWD FUNDING SERVICE

8. Outline of this Part
9. Proper systems and procedures
10. Externality
11. Anti-fraud policy
12. Access to investment information
13. Fair dealing policy
14. Implementation of policies
15. Checks on offer limit
16. Conflict of interest management

PART 4—PEER-TO-PEER LENDING SERVICE

17. Outline of this Part
18. Business lending restriction
19. Proper systems and procedures
20. Externality
21. Identity checks and risk assessment
22. Fair dealing policy
23. Conflict of interests management

PART 5—CLIENT FUND PROTECTION

24. Establishment of trust account
25. Reconciliation of client funds

## PART 6—BOOKS, RECORDS AND REPORTING TO THE RESERVE BANK OF FIJI

26. Maintenance and preservation of records
27. Submission of audited annual accounts
28. Reporting to Regulator
29. Annual report to Regulator
30. Notification of material events

## PART 7—DISCLOSURE FOR CROWD FUNDING OR PEER-TO-PEER LENDING SERVICE

31. Outline of this Part
32. Service disclosure statement requirements
33. Transaction reporting to investors

## PART 8—SUPERVISION AND ENFORCEMENT

34. Powers of the Regulator
35. Compliance with regulations, rules and guidelines
36. Inspection rights
37. Enforcement actions

## PART 9—BUSINESS CONTINUITY AND WIND-DOWN PROVISIONS FOR LICENSED INTERMEDIARIES

38. Outline of this Part
39. No comingling of funds
40. Business continuity plan
41. Contingency arrangements for platform cessation
42. Loan or investment administration continuity
43. Notification requirement

## PART 10—MISCELLANEOUS

44. Wholesale investors and participation in equity crowdfunding and peer-to-peer lending

## SCHEDULE 1—PRESCRIBED FORM

Form B5

IN exercise of the powers conferred on me by section 30 of the Access to Business Funding Act 2025 and in consultation with the Reserve Bank of Fiji, I hereby make these Regulations—

## PART 1—PRELIMINARY

### *Short title and commencement*

1.—(1) These Regulations may be cited as the Access to Business Funding (Crowdfunding Service and Peer to Peer Lending Service) Regulations 2026.

(2) These Regulations come into force on [date] 2026.

### *Interpretation*

2. In these Regulations, unless the context otherwise requires—

“Act” means the Access to Business Funding Act 2025;

“auditor” means a person qualified to audit financial statements under the Companies Act 2015;

“client funds” means moneys held by the intermediary on behalf of investors or issuers;

“crowd funding service” has the same meaning as “crowd funding service” in the Act;

“Companies Act” means the Companies Act 2015;

“financial product” has the same meaning as “financial product” in the Act;

“intermediary”, has the same meaning as “intermediary” in the Act;

“licence” means a securities industry licence issued or renewed by the regulator under Part 24 of the Companies Act read with sections 23 and 24 of the Act;

“net capital” means the aggregate of paid-up capital, retained earnings, and general reserves less intangible assets and non-performing loans;

“peer-to-peer lending service” has the same meaning as “peer-to-peer lending service” in the Act;

“regulator” means the Reserve Bank of Fiji;

“Reserve Bank” means the Reserve Bank of Fiji established under section 3 of the Reserve Bank of Fiji Act 1983;

“responsible person” means the board of directors of an intermediary and their proxies, including alternate directors and senior management;

“retail investor” has the same meaning as “retail investor” in the Act;

“service” means a service referred to in section 14(1)(b) of the Act;

“service disclosure statement” or “SDS” means the disclosure statement that an intermediary must provide under section 20 of the Act;

“trust account” means a separate bank account maintained for holding client funds;

“working day” means a day that is not a Saturday, Sunday or public holiday.

## PART 2—PROVISIONS RELATING TO SECURITIES INDUSTRY LICENCES

### *Types of Security Industry Licences*

3. The Regulator may grant the following types of Security Industry Licences—

- (1) equity crowdfunding licence; and
- (2) peer-to-peer lending licence.

### *Form of application for a licence*

4.—(1) The Regulator may grant a Securities Industry Licence under section 273 of the Companies Act 2015 in accordance with the Act and the Companies (Securities Exchange and Licensing) Regulations 2015.

(2) An application for an initial or renewal of a Securities Industry Licence must be submitted to the Regulator.

(3) An application under sub regulation (2)—

- (a) must be accompanied by the information specified in the Prescribed Form and any additional documents which the Regulator requires; and
- (b) may be accompanied by any additional documents the applicant wishes to submit in support of the application.

(4) An applicant for a Securities Industry Licence or renewal of a Securities Industry Licence which has a share capital must, unless exempted by the Regulator, submit to the Regulator a statutory declaration disclosing the names and addresses of persons entitled to the beneficial interest in all its shares.

(5) A Securities Industry Licence must be issued in the Prescribed Form and may be subject to such conditions as determined by the Regulator.

(6) The Regulator must process the application within such time as the Regulator determines and must inform the applicant of the outcome in writing.

(7) A Securities Industry Licence granted under the Act and this regulation is valid for such period that the Regulator determines and is not transferable to any other person and cannot be assigned to a legal successor without the approval of the Regulator.

(8) A licence may be subject to a renewal process or the payment of an annual licence fee for the continuation of the licence as determined by the Regulator.

(9) An application for renewal of a licence must be submitted to the Regulator at least 2 months before the licence expires or within a timeframe as determined by the Regulator.

(10) The validity of a Securities Industry Licence is subject to continued observance of the conditions (if any) of the Securities Industry Licence, the relevant provisions of the Act, these Regulations and any other regulations or rules made under the Act.

#### *Minimum capital requirements*

5.—(1) A body corporate applying for or holding a licence to provide a peer-to-peer lending service or equity crowd funding service must maintain a minimum paid-up capital of \$250,000.

(2) The Regulator may, having regard to the size, complexity, and risk profile of the intermediary's operations, require a higher minimum capital at any time by written notice to the intermediary.

#### *Financial prudential limits*

6.—(1) An intermediary's net capital must not fall below 10 percent of the paid-up capital for 3 consecutive months.

(2) An intermediary must not -

- (a) allow deficits in the account of a single issuer to exceed 300 percent of its monthly net capital, in the case of an equity crowd funding service; or
- (b) allow its exposure to a single debt issuer to exceed 300 percent of its monthly net capital, in the case of a peer-to-peer lending service.

#### *Authority to approve and remove responsible persons*

7.—(1) The Regulator has the authority to approve or remove responsible persons of an intermediary licensed to operate in Fiji.

(2) The intermediary must notify the Regulator within 5 business days of—

- (a) any change in directors, chief executive officer, senior management, or compliance officer; or
- (b) any information that may affect the fit and proper status of such persons.

(3) The Regulator has the authority to reject a proposal for responsible persons for an intermediary based on but not limited to a determination of insufficient or inappropriate experience, personal bankruptcy, or conviction of an offence involving fraud, dishonesty or imprisonment.

(4) The Regulator may request the removal of a responsible person, if without reasonable justification the responsible person has failed to uphold regulations issued by the Regulator,

experienced a personal bankruptcy, or has been convicted of an offence involving dishonesty, fraud or imprisonment.

(5) The request under sub-regulation (4) must be submitted in writing to the intermediary and the responsible person must be given the opportunity to be heard.

### PART 3—CROWD FUNDING SERVICE

#### *Outline of this Part*

8.—(1) This Part sets out the additional criteria for licensing a crowd funding service under section 23 of the Act.

(2) The additional criteria are—

- (a) proper systems and procedures (see regulation 9);
- (b) externality (see regulation 10);
- (c) anti-fraud policy (see regulation 11);
- (d) access to investment information (see regulation 12);
- (e) fair dealing policy (see regulation 13);
- (f) implementation of policies (see regulation 14);
- (g) checks on offer limits (see regulation 15); and
- (h) conflict of interests management (see regulation 16).

#### *Proper systems and procedures*

9. The intermediary must have fair, orderly, and transparent systems and procedures for providing the service that comply with rules or guidelines issued by the regulator for the purposes of the Act.

#### *Externality*

10. The intermediary's service must be intended and designed primarily for offers by persons other than the intermediary and its associated persons.

#### *Anti-fraud policy*

11.—(1) The intermediary must have an adequate anti-fraud policy that complies as a minimum with the protections set out in sub-regulation (2).

(2) An adequate anti-fraud policy must, as a minimum—

- (a) check, against information that is readily accessible and information that is otherwise available to the public, the identity of the issuer and information provided by the issuer relating to the identity and character of its directors and senior managers; and
- (b) exclude an issuer from using the service if the intermediary—
  - i. is not satisfied as to the identity of the issuer or of the issuer's directors and senior managers; or

- ii. has reason to believe that any of the issuer's directors or senior managers are not of good character (as defined in rules or guidelines issued by the regulator for the purposes of the Act); or
- iii. has reason to believe that the issuer is not likely to comply with the obligations imposed on it under the service.

*Access to investment information*

12.—(1) The intermediary must have adequate disclosure arrangements to give investors, or to enable investors to readily obtain, timely and understandable information.

(2) In considering whether disclosure arrangements are adequate, the regulator must have regard to—

- (a) the limits on the amount that retail investors may invest under the service; and
- (b) the amount that issuers may raise under the service.

*Fair dealing policy*

13. The intermediary must have an adequate fair dealing policy for excluding an issuer from using the service if the intermediary has information that gives it reason to believe that the issuer, in relation to any dealing in financial products using the service, has—

- (a) engaged in conduct that is misleading or deceptive or likely to mislead or deceive; or
- (b) committed an offence under the Act or other legislation relevant to the supervision or regulation of conduct under the Act.

*Implementation of policies*

14. The intermediary must have adequate systems and procedures for implementing its anti-fraud policy and the fair dealing policy.

*Checks on offer limit*

15.—(1) The intermediary must have adequate systems and procedures for checking that issuers do not exceed the limits in Section 14 of the Act, Regulation 6 or as prescribed by the regulator.

(2) Systems and procedures are adequate if they include—

- (a) measures to identify all previous offers for financial products by the issuer that have been made under the service and the total amount raised under those offers; and
- (b) safeguards for preventing an issuer from offering more than the offer limits through the service.

*Conflict of interest management*

16. The intermediary must have in place adequate arrangements for the identification and management of conflicts of interests that may arise between the intermediary (including its

directors, employees, and associated persons) and investors or issuers using the service, or between two or more investors or issuers using the service.

#### PART 4—PEER-TO-PEER LENDING SERVICE

##### *Outline of this Part*

17.—(1) This Part sets out the additional criteria for licensing a peer-to-peer lending service under section 23 of the Act.

(2) The additional criteria are—

- (a) lending restrictions (see regulation 18)
- (b) proper systems and procedures (see regulation 19);
- (c) externality (see regulation 20);
- (d) identity checks and risk assessment (see regulation 21);
- (e) fair dealing policy (see regulation 22); and
- (f) conflict of interests management (see regulation 23).

##### *Business lending restriction*

18. The intermediary of a peer-to-peer lending service must ensure that—

- (a) the service is used only for the purpose of facilitating loans to borrowers for business or commercial purposes; and
- (b) loans are not made to individual borrowers for personal, domestic, or household use; and
- (c) adequate systems and procedures are in place to verify that each borrower is seeking finance for business or commercial purposes before debt securities are offered through the service.

##### *Proper systems and procedures*

19. The intermediary must have fair, orderly, and transparent systems and procedures for providing the service that comply with rules or guidelines issued by the regulator for the purposes of the Act.

##### *Externality*

20. The intermediary's service must be intended and designed primarily for offers by persons other than the intermediary and its associated persons.

##### *Identity checks and risk assessment*

21.—(1) The intermediary must have adequate systems and procedures for checking the identity of issuers and investors and assessing, in accordance with sub-regulation (2), the risk to investors of the failure of issuers to repay amounts borrowed under the service.

- (2) An intermediary's risk assessment processes are adequate if they include provision for—
- (a) assigning a credit risk rating to the issuer and to each offer of debt securities by the issuer; and
  - (b) providing investors with adequate information about the risk rating system used and the meaning of the risk ratings assigned.

*Fair dealing policy*

22. The intermediary must have an adequate fair dealing policy for excluding an issuer from using the service if the intermediary has information (for example, from checks or assessments it carries out (if any)) that gives it reason to believe that the issuer, in relation to any dealing in debt securities using the service, has—
- (a) engaged in conduct that is misleading or deceptive or likely to mislead or deceive; or
  - (b) committed an offence under the Act or other legislation relevant to the supervision or regulation of conduct under the Act.

*Conflict of interest management*

23. The intermediary must have in place adequate arrangements for the identification and management of conflicts of interests that may arise between the intermediary (including its directors, employees, and associated persons) and investors or issuers using the service, or between two or more investors or issuers using the service.

PART 5—CLIENT FUND PROTECTION

*Establishment of trust account*

- 24.—(1) An intermediary must establish and maintain one or more trust accounts with a licensed commercial bank in Fiji for the deposit of all client funds.
- (2) Trust accounts must be clearly designated and maintained separately from the intermediary's operational accounts.
- (3) The intermediary must not use client funds for any purpose other than—
- (a) investment in equity and debt securities as directed by the investor;
  - (b) disbursement to issuers as per the terms of the lending arrangement;
  - (c) payment of returns to investors; or
  - (d) withdrawal upon instruction from the investor or issuer.
- (4) Trust account funds must be protected from any effects of insolvency of the intermediary and cannot be included as liable to any creditors of the intermediary.

*Reconciliation of client funds*

25.—(1) The intermediary must reconcile all trust accounts on a daily basis and maintain records of such reconciliations.

(2) Any discrepancies identified in the reconciliation must be reported to the Regulator within 2 business days of identification, along with an explanation and proposed remedial action.

(3) The intermediary's external auditor must verify the reconciliation of trust accounts as part of the annual audit.

## PART 6—BOOKS, RECORDS AND REPORTING TO THE REGULATOR

### *Maintenance and preservation of records*

26.—(1) Every intermediary must maintain and preserve for a minimum of 7 years the following books, records, and documents—

- (a) records of all material transactions including receipts and deliveries of funds;
- (b) records reflecting assets, liabilities, and key financial accounts;
- (c) records showing for each investor and issuer all material transactions in debt securities;
- (d) records of identity verification and risk assessments performed under Part 3 of the Act;
- (e) agreements with investors and issuers;
- (f) records of instructions received from clients;
- (g) records of complaints and their resolution; and
- (h) any other records as may be required by the Regulator from time to time.

(2) All records must be maintained in Fiji in electronic or physical format and be accessible for inspection by the Reserve Bank upon reasonable notice.

(3) An intermediary must provide an investor with a copy of any document relevant to that investor within **5 working days** of receiving a written request, subject to payment of a reasonable fee for copying and administration.

(4) A document is relevant to an investor if the investor has a right to access it under these Regulations or the terms of their investment.

### *Submission of audited annual accounts*

27.—(1) Every intermediary must submit to the Regulator audited financial statements within 3 months after the end of each financial year.

(2) The audited financial statements must include—

- (a) statement of financial position;
- (b) statement of comprehensive income;
- (c) statement of cash flows; and

(d) auditor's report.

- (3) The auditor must specifically report on—
- (a) compliance with these Regulations;
  - (b) proper segregation and reconciliation of client funds; and
  - (c) maintenance of minimum capital requirements.

#### *Reporting to Regulator*

28.—(1) An intermediary, including any related third party, must submit to the Reserve Bank, data and information as and when determined by the Reserve Bank.

#### *Annual report to Regulator*

29.—(1) Every intermediary must submit to the Regulator within 3 months after the end of each financial year an annual report containing—

- (a) the audited financial statements required under regulation 27;
- (b) key statistical information on the platform's operations including number of investors, issuers, total transaction volumes and default rates;
- (c) summary of material risks and risk mitigation strategies;
- (d) details of regulatory breaches and remedial actions;
- (e) information on governance structure, board composition, and significant management changes; and
- (f) Any other information as may be required by the Regulator.

(2) During the first 2 years of operation, intermediaries may submit a simplified annual report focussing only on items (a), (b) and (d) above.

#### *Notification of material events*

30.—(1) An intermediary must notify the Regulator within 2 working days of becoming aware of any of the following—

- (a) any breach of these Regulations or the Act;
- (b) any suspected fraud, misconduct, or criminal activity;
- (c) any cybersecurity breach or significant system failure;
- (d) any legal proceedings initiated against the intermediary;
- (e) any change in control or ownership of the intermediary; or
- (f) any event that may materially affect the intermediary's ability to meet its obligations.

(2) The notification must be in writing and include details of the event and any remedial actions being taken.

PART 7 DISCLOSURE FOR CROWD FUNDING OR PEER-TO-PEER LENDING  
SERVICE

*Outline of this Part*

31. This Part—

- (a) prescribes the requirements for a service disclosure statement (an **SDS**) that an intermediary of a service must give to a retail investor under section 18 of the Act; and
- (b) requires reporting of transactions to investors.

*Service disclosure statement requirements*

32.—(1) An intermediary must prepare and give to each retail investor a service disclosure statement that:

- (a) provides clear, accurate, and sufficient information to enable the investor to make an informed decision about using the service;
- (b) is worded and presented in a clear, concise, accessible, and effective manner; and
- (c) complies with any requirements prescribed in guidelines issued by the regulator.

(2) Without limiting sub-regulation (1), the service disclosure statement must include information about:

- (a) the nature of the service and how it operates;
- (b) eligibility criteria for investors and issuers;
- (c) how investor money is handled;
- (d) the intermediary's role, including checks and assessments performed;
- (e) fees and charges;
- (f) conflicts of interest and how they are managed; and
- (g) how to make complaints.

(3) For a crowd funding service, the service disclosure statement must also include the warning statement.

(4) For a peer-to-peer lending service, the service disclosure statement must also include:

- (a) information about monitoring of borrower compliance with repayment obligations; and
- (b) information about processes in the event of default.

(5) The service disclosure statement may incorporate information by reference to the intermediary's website, provided the reference includes:

- (a) a direct link to the relevant page or section; and
- (b) a brief description of the information on that page or section.

(6) Guidelines issued by the regulator may specify:

- (a) detailed content requirements for service disclosure statements;
- (b) format and presentation standards; and
- (c) template disclosure statements that may be adopted by intermediaries.

*Transaction reporting to investors*

33.—(1) An intermediary must provide to each investor a record of all transactions made by that investor through the service.

- (2) The transaction record must include, for each transaction:
  - (a) the parties to the transaction (unless anonymous under the service);
  - (b) description of the financial product;
  - (c) the amount of the transaction;
  - (d) the date of the transaction;
  - (e) for a loan, any security given; and
  - (f) any other information prescribed by guidelines issued by the regulator.
- (3) Guidelines issued by the regulator may specify:
  - (a) detailed requirements for transaction reporting;
  - (b) format and presentation standards for transaction records; and
  - (c) template transaction records that may be adopted by intermediaries.

PART 8—SUPERVISION AND ENFORCEMENT

*Powers of the Regulator*

34.—(1) The Regulator may issue written guidelines, requirements or advisories for the purposes of supporting the implementation of the Act and these Regulations.

(2) Guidelines, requirements or directives issued under sub regulation (1) may include guidance on proper systems and procedures for intermediaries, risk assessment and credit evaluation processes, disclosure requirements and investor education, reporting and compliance requirements and any other matter relevant to the operation of crowd funding services or peer-to-peer lending services.

(3) The Regulator may amend or revoke guidelines, requirements or directives issued under this regulation by issuing revised or replacement guidelines.

(4) An issuer, investor participating in the use of a crowd funding service or peer-to-peer lending service must have regard to any guidelines, requirements or directives issued by the Regulator.

16. (1) The Regulator may—

- (a) inquire, either on its own motion or at the request of any person, into the affairs of an intermediary;
- (b) give directions to an intermediary regarding compliance with these Regulations;
- (c) conduct inspection of the activities, books, records, systems, and premises of an intermediary;
- (d) require an intermediary to submit such information, reports, or documents as the Regulator may specify;
- (e) require an intermediary to engage an independent expert to assess any aspect of the intermediary's operations and submit a report to the Regulator; or
- (f) issue prudential guidelines, circulars, or directives for the conduct of peer-to-peer lending services or crowd funding services.

(2) An intermediary must comply with all directions issued by the Regulator under this regulation.

#### *Compliance with regulations, rules and guidelines*

35.— A licensed intermediary and its officers must comply with all regulations, rules, policies and Guidelines formulated by the Reserve Bank including those issued to—

- (a) prescribe reporting requirements under these Regulations;
- (b) regulate the conduct of crowd funding services and peer-to-peer lending services; and
- (c) ensure investor protection and market integrity.

#### *Inspection rights*

36.—(1) Authorised officers of the Regulator may, at any reasonable time and without prior notice—

- (a) enter the premises of an intermediary;
- (b) examine all books, records, documents, systems, and accounts;
- (c) require any director, officer, employee, or agent of the intermediary to provide information or explanations;
- (d) make copies of or extracts from any books, records, or documents; or
- (e) remove any books, records, or documents for further examination, providing a receipt for such items.

(2) The intermediary must provide all reasonable assistance and facilities to facilitate the inspection.

(3) Failure to comply with this regulation may result in suspension or revocation of the licence.

#### *Enforcement actions*

37.—(1) Where the Regulator is satisfied that an intermediary has breached these Regulations or the Act, or is conducting its business in a manner detrimental to investors or the stability of the financial system, the Regulator may—

- (a) issue a written warning;
- (b) require the intermediary to cease or refrain from certain activities;
- (c) impose additional conditions on the licence;
- (d) require the intermediary to take remedial action within a specified timeframe;
- (e) suspend the licence for a specified period;
- (f) revoke the licence; or
- (g) refer the matter for prosecution under the Act.

(2) Before taking enforcement action under sub-regulation (1), the Regulator must provide the intermediary with—

- (a) written notice of the alleged breach and proposed action; and
- (b) a reasonable opportunity to respond and be heard.

(3) Sub-regulation (2) does not apply where the Regulator considers that immediate action is necessary to protect investors or maintain financial stability.

## PART 9 - BUSINESS CONTINUITY AND WIND-DOWN PROVISIONS FOR LICENSED INTERMEDIARIES

### *Outline of this Part*

37.—(1) This Part sets out requirements for business continuity planning and orderly wind-down of peer-to-peer lending and equity crowdfunding services to protect investor and issuer interests and ensure continued administration of obligations.

(2) The requirements in this Part are—

- (a) business continuity plan (see regulation 39);
- (b) contingency arrangements for platform cessation (see regulation 40);
- (c) Loan or investment administration and management continuity (see regulation 41); and
- (d) notification requirements (see regulation 42).

### *No comingling of funds*

38. An intermediary of a peer-to-peer lending or equity crowdfunding platform must ensure that—

- (a) investor funds and issuer funds are held in a separate trust account from the operational funds of the platform;
- (b) the trust account is maintained at a licensed financial institution in Fiji;

- (c) no part of the funds in the trust account may be used for the platform's operating expenses;
- (d) the intermediary maintains accurate and up-to-date records of trust account transactions;
- (e) the intermediary discloses to investors and issuers the arrangements in place for the safeguarding of funds.

*Business continuity plan*

39.—(1) An intermediary of a peer-to-peer lending or an equity crowdfunding service must establish, implement, and maintain a business continuity plan that—

- (a) identifies critical functions necessary for the operation of the service;
  - (b) addresses how these functions will be maintained in the event of disruptions;
  - (c) includes procedures for data backup and recovery;
  - (d) addresses cyber security incidents and system failures; and
  - (e) is reviewed and tested at least annually.
- (2) The intermediary must ensure that the business continuity plan—
- (a) is documented in writing;
  - (b) is approved by the intermediary's board of directors or equivalent governing body; and
  - (c) is made available to the regulator upon request.
- (3) The intermediary must notify the regulator within 5 business days of—
- (a) any event that materially impacts the operational resilience of the service; or
  - (b) any activation of the business continuity plan for a period exceeding 24 hours.

*Contingency arrangements for platform cessation*

40.—(1) An intermediary must establish and maintain documented contingency arrangements to protect client funds and ensure orderly administration of outstanding loans and or investments in the event the intermediary ceases to operate the peer-to-peer lending or equity crowdfunding service.

- (2) The contingency arrangements must address—
- (a) how outstanding loans and/or investments will continue to be serviced and administered;
  - (b) how investor funds held in trust will be protected and distributed;
  - (c) how issuers will continue to make any required repayments;
  - (d) how investors will receive any required repayments or dividends and loan or investment status information;

- (e) arrangements for transfer of loan books and/or investor and investee records to alternative servicers; and
- (f) communication protocols for notifying investors, issuers, and the regulator.

(3) The intermediary must—

- (a) prepare the contingency arrangements at the time of licence application and provide them to the regulator;
- (b) review and update the arrangements at least annually or whenever there is a material change to the intermediary's business; and
- (c) ensure the arrangements are approved by the intermediary's board of directors or equivalent governing body.

(4) The contingency arrangements must be proportionate to—

- (a) the size and complexity of the intermediary's operations;
- (b) the number of outstanding loans being administered or investments being managed;
- (c) the total value of investor funds under management; and
- (d) the number of investors and issuers using the service.

#### *Loan or investment administration continuity*

41.—(1) An intermediary must ensure that arrangements are in place to enable the continued collection of loan repayments or dividends and administration of the loan book or investment portfolio if the intermediary ceases operations.

(2) Without limiting sub regulation (1), the intermediary must—

- (a) maintain a separate trust account for all client funds as required under Part 3 of these Regulations;
- (b) ensure loan and/or investment agreements clearly specify obligations that survive platform cessation;
- (c) maintain comprehensive and up-to-date records of all issuers, investors, loans and investments in a format that can be readily transferred to another party;
- (d) ensure all loan and/or investment documentation is held securely and can be accessed for administration purposes;
- (e) document clear procedures for loan servicing including collections, defaults, and investor reporting or procedures for investment management, including reporting, governance and other issues; and
- (f) identify potential alternative service providers who could assume loan administration or investment administration and management functions.

(3) The intermediary must ensure that loan or investment agreements between issuers and investors contain provisions that—

- (a) specify that loan or investment obligations continue in full force notwithstanding the cessation of the platform's operations;

- (b) provide for the appointment of an alternative loan servicer or investment manager if the platform ceases operations;
  - (c) authorize the release of necessary information to any replacement servicer; and
  - (d) confirm that investor security interests (if any) or shareholder rights remain valid and enforceable.
- (4) The intermediary must ensure that the service disclosure statement given to investors clearly discloses—
- (a) the arrangements in place for continued loan administration or investment management if the platform ceases operations;
  - (b) the risks to investors if the platform fails; and
  - (c) how investor interests will be protected during any transition to alternative arrangements.

*Notification requirements*

- 42.—(1) An intermediary must notify the regulator immediately upon becoming aware of any circumstance that may lead to the intermediary ceasing to operate the peer-to-peer lending or equity crowdfunding service, including but not limited to—
- (a) financial difficulties threatening the intermediary's ability to continue operations;
  - (b) loss of key personnel, technology, or operational capabilities;
  - (c) material breaches of licence conditions;
  - (d) decisions by directors or shareholders to wind down operations; or
  - (e) any formal insolvency proceedings.
- (2) Upon deciding to cease operations, the intermediary must—
- (a) immediately notify the regulator in writing;
  - (b) within 10 business days, provide the regulator with a detailed wind-down plan including—
    - i. timelines for cessation of new loan or investment origination;
    - ii. arrangements for administration of outstanding loans or investments;
    - iii. identification of any alternative servicer;
    - iv. proposed communication to investors and issuers;
    - v. treatment of client funds in trust accounts; and
    - vi. anticipated costs of wind-down and sources of funding.
  - (c) not take any steps to cease operations without prior written approval from the regulator.
- (3) The intermediary must not cease operations until the regulator is satisfied that—
- (a) adequate arrangements have been made to continue administration of outstanding loans or investments;
  - (b) all client funds have been properly accounted for and protected;

- (c) all outstanding liabilities and obligations to investors and issuers have been met or adequate provision made; and
- (d) investors and issuers have been appropriately notified.

(4) An intermediary who fails to comply with sub regulation (1), (2) or (3) commits an offence.

## PART 10 - MISCELLANEOUS

### *Wholesale investors and participation in equity crowdfunding and peer-to-peer lending*

43.—(1) For the purposes of paragraph (g) of the definition of wholesale investor in section 2 of the Act, and for the purposes only of Part 3 of the Act, a person is prescribed as a wholesale investor (a sophisticated investor) if—

- (a) the person has had an annual gross income of at least \$100,000 for each of the person's two most recently completed income tax years immediately preceding the making of the investment.

(2) A person claiming to be a sophisticated investor must provide to the intermediary such information, declaration, or other evidence as the intermediary reasonably requires to satisfy itself that the person meets the requirements of sub regulation (1).

(3) An intermediary must take reasonable steps to assess and document whether a person meets the requirements to be treated as a sophisticated investor before permitting that person to make an investment as a sophisticated investor.

(4) A wholesale investor prescribed under sub regulation (1) (a sophisticated investor) may participate in an equity crowdfunding or peer-to-peer lending investment under Part 3 of the Act, provided that—

- (a) the total amount invested by the wholesale investor in any single equity crowdfunding or peer-to-peer lending offer does not exceed \$50,000.

(5) Despite being treated as a wholesale investor for the purposes of Part 3 of the Act, an intermediary must provide a service disclosure statement to a sophisticated investor in accordance with sections 20, 21 and 22 of the Act before the sophisticated investor makes an investment through the intermediary.

(6) For the avoidance of doubt, a sophisticated investor is taken to be an investor to whom sections 20, 21 and 22 of the Act apply in the same manner as they apply to a retail investor.

(7) An equity crowdfunding or peer-to-peer lending investment may be made by—

- (a) retail investors; and
- (b) wholesale investors, including sophisticated investors prescribed under this regulation,

provided that the total amount invested in the offer does not exceed the limit specified in section 14(1)(e) of the Act.

Made this [day] day of [month] 2026.

.....  
E. IMMANUEL  
Minister for Finance, Commerce and Business Development

DRAFT