



CORPORATE GOVERNANCE AND FINANCE DEPARTMENT

NOTICE

TO : INVESTMENT COMPANIES, REGISTERED ISSUERS OF PROPRIETARY AND NON-PROPRIETARY SHARES/TIMESHARES PUBLIC COMPANIES, FINANCING COMPANIES, LENDING COMPANIES, FOUNDATION, ACCREDITED MICROFINANCE NGO'S AND PUBLICLY LISTED COMPANIES UNDER THE SUPERVISION OF CGFD

SUBJECT : GUIDELINES FOR THE ALTERNATIVE FILING OF REPORTS, APPLICATIONS, COMPLIANCE, REQUESTS AND OTHER DOCUMENTS THROUGH ELECTRONIC MAIL WITH THE SECURITIES AND EXCHANGE COMMISSION DURING THE EFFECTIVITY OF THE ENHANCED COMMUNITY QUARANTINE PERIOD

In light of the imposition of an Enhanced Community Quarantine and Stringent Social Distancing Measures over Luzon to prevent the spread of the 2019 Coronavirus Disease (COVID-2019), the Commission on 18 March 2020 issued an Advisory providing for Alternative Means of Filing of Documents such as Current Reports, Beneficial Ownership Reports, Information Statements, Monthly Reports and other documents through Electronic Mail covering companies under the supervision of the Corporate Governance and Finance Department (CGFD or the "Department").

In such connection, the following **guidelines** shall be observed by covered companies when submitting **reports, applications, compliance, requests and other documents** via email (cgfd@sec.gov.ph):

1. Working Period

Reports, applications, compliance, requests and other documents required under existing laws, rules, regulations and circulars to be submitted to the Corporate Governance and Finance Department (CGFD) may be submitted online at cgfd@sec.gov.ph. Any submission made and received between 8:00AM to 5:00PM on a regular workday shall be considered received and shall be acted upon

by CGFD personnel. Submissions made on Saturdays, Sundays, holidays and outside of the working hours shall be considered filed and shall be acted upon on the immediately succeeding business day.

2. One Email for every Report or Document per Company

Covered companies must submit via email, one report at a time per company for ease of monitoring.

3. Format of the Electronic Mail Subject Head and File Name

In submitting reports, applications, compliance, requests and other documents online, covered companies must use the following format in the subject head: COMPLETE NAME OF THE COMPANY_SUBJECT DOCUMENT_DATE. The date shall refer to the date of filing. The same format shall be used by covered companies for the file name of the report or document attached to the said email.

(Example: ABCDEF Corp_SEC Form 17-C_26March2020).

4. Signature

The report, application, compliance, request or other document and corresponding certification to be submitted online by the person who prepared the document on behalf of the covered company must contain the necessary **signatures**. Electronic signature as defined under Section 5 (e) of Republic Act No. 8792 otherwise known as the *Electronic Commerce Act of 2000* are temporarily allowed for the online submission which includes electronic images of wet or physical signatures of authorized and appropriate representatives to be affixed to the documents to be submitted. However, the **hard or physical copies** to be submitted to the Commission must contain wet signatures.

5. Online Certification

Every report, application, compliance, request or other document submitted via email must be accompanied by a certification of the person who prepared the report or document on behalf of the covered company that the information contained therein are **true and correct**. This certification must be attached in the same email together with the subject document to be filed.

The “person” referred to in this “Guidelines” is the director, officer or someone who is duly authorized by the company to file the document.

6. Notarization

The report and certification submitted online are **not** required to be **notarized**. On the other hand, **the hard or physical copies** to be submitted must contain proper notarization of documents.

7. Online Certification and Undertaking to pay Filing Fees, Penalties and other Impositions

All covered companies that intend to submit reports, applications, compliance, requests or other documents to cgfd@sec.gov.ph that requires the payment of filing

fees, penalties or other impositions such as but not limited to Registration Statement (SEC Form 12-1), Preliminary Information Statement (SEC Form 20-IS), and Annual Fees for Lending and Financing Companies, must submit the following:

- a. **Online Certification** as required in item (5) above;
- b. **Undertaking** by the director, officer or duly authorized representative of the company that the necessary **filing fees, penalties or other impositions** shall be paid by the covered company within **10 calendar days** from the time the Enhanced Community Quarantine period has been lifted or withdrawn; and
- c. Payment Assessment Form (PAF) or if none has been previously issued then submit through email a request for PAF.

The non-payment of Annual Fees (AF) by Lending and Financing Companies is subject to the imposition of a daily penalty. However, if the payment of AF falls within the Community Quarantine Period, the reckoning period for the computation of daily penalty shall begin on the 10th day after the lifting of the quarantine but only for those that filed an online manifestation to pay AF to cgfd@sec.gov.ph after Enhanced Community Quarantine is lifted. On the other hand, those companies that failed to pay the AF or file the manifestation, the computation of daily penalty shall be reckoned from the original due date.

8. **Payment of Fees, Penalties and Impositions**

For those covered companies that opt to pay the penalties or fees imposed against them during this Enhanced Community Quarantine period, the following requirements must be complied with:

- i. Submit through email a request for PAF;
- ii. Issue an Online Certification required in item (5);
- iii. Attach the Assessment Letter or other document requiring payment signed and issued by the CGFD Director or Monitoring Sheet signed by the CGFD examiners.
- iv. Present the PAF together with the Cash or Check at the SEC Cashier Head Office or other available payment method as may be instructed.

However, if the covered company cannot/does not pay the penalty, fee or any other imposition that falls due during the Enhanced Community Quarantine period, item 7 above shall apply and the requirements mentioned therein must be complied with.

9. **Submission of Annual and Quarterly Reports, Audited Financial Statements (AFS) via email**

Annual and Quarterly Reports and AFS were not included in the list of reports to be submitted via email under the Advisory on Alternative Filing of Reports of CGFD covered companies because SEC has extended the filing of Annual Reports and/or Audited Financial Statements including those of CGFD covered companies **until 30 June 2020** pursuant to the SEC Notice dated 18 March 2020 with the subject *“Relaxing the Requirements for Requests for Extension in the Filing of Annual Reports and/or Audited Financial Statements”*.

However, those who prefer to submit Annual and Quarterly Reports and AFS of CGFD covered companies without the need of extension **may do so via email**. Hence, Annual Reports of Investment Companies, Registered Issuers of Proprietary and Non-Proprietary Shares/Timeshares, Public Companies and other entities under CGFD's supervision, where applicable, **can** be submitted to (cgfd@sec.gov.ph) subject to the same rules on submission via email as provided under the Advisory and the guidelines contained in this Notice.

10. Submission of other Documents to the CGFD

Other documents such as, but not limited to, replies to show cause/comment/advisement letters of the Department, revised Registration Statement (RS), requests or other correspondence, including any document required to be attached thereto, with CGFD during the Enhanced Community Quarantine period must be submitted to (cgfd@sec.gov.ph), subject to the following requirements:

- i. The application, reply, request or other communication by the covered entity should be embodied in a document with the signature of the person who prepared the same on behalf of the company;
- ii. It must be accompanied by an Online Certification as required in item (5) above; and
- iii. Attach the Show Cause, Assessment, Advisement or Comment Letter signed and issued by the CGFD Director or Monitoring Sheet signed by the CGFD examiners.

"Other documents" shall also include Advisement Reports for Material Related Party Transactions (MRPT), MRPT Policy, Integrated Annual Corporate Governance Reports, advisement letters and advance reports to be submitted by covered companies to the Department.

11. Documents to be submitted after the Enhanced Community Quarantine Period

The following must be submitted with the CGFD within **ten (10) calendar days** from the date that the quarantine order has been lifted or withdrawn:

- a. **Hard/Physical Copies of Reports or Documents** - all covered companies shall submit hard copies of said reports and/or documents with proper notarization and wet signatures of authorized and appropriate representatives of the company; and
- b. **Certification** - To ensure the integrity of documents, the covered companies must issue a certification that the hard copies submitted refer to one and the same document that they filed via email. Such certification must also indicate the date of their submission through email.

Where the requirements for alternative filing referred to in this Notice and in the Advisory issued on 18 March 2020 are not complied with, the subject report, compliance, application, request or other document submitted to cgfd@sec.gov.ph is deemed **not** to have been **filed** until the submission of proper documents by the covered entity.

On the other hand, non-submission of hard/physical copies of reports, certification and non-payment of filing fees, where applicable, within ten (10) calendar days from the date of lifting of quarantine and resumption of SEC's normal office hours shall **invalidate** the reports, applications and other documents submitted via email. In such case, the corresponding penalties under existing rules and regulations of the Commission shall apply.

All covered companies are advised to use the **attached template** for the required Online Certification and Undertaking when submitting the reports or documents with CGFD via email. However, a covered company that submitted an Online Certification prior to the issuance of this Notice but contains the essential information need not submit a new certification. On the other hand, covered companies that failed to attach a proper Online Certification must resubmit the same together with the complete set of documents previously submitted otherwise the online submission shall be **nullified**.

Please be guided accordingly.

Issued this 30th day of March 2020.

Certification

I, (name and position) is a duly authorized representative of (company name) with SEC registration number ____ with principal office at _____, do hereby certify and state that:

- 1) The (state name of company) will comply with the guidelines for the alternative filing of reports and/or documents through electronic mail with the Securities and Exchange Commission through Corporate Governance and Finance Department (CGFD) issued on ____ in light of the imposition of an Enhanced Community Quarantine and Stringent Social Distancing Measures over Luzon to prevent the spread of the 2019 Coronavirus Disease (COVID-2019).
- 2) The information contained in (state the report/document submitted online and date of submission) is **true and correct** to the best of my knowledge.
- 3) On behalf of (name of company), I hereby **undertake** to a) submit hard or physical copies of (state the report/document submitted online) with proper notarization and certification, b) pay the filing fees (where applicable) c) pay the penalties due (where applicable) d) other impositions (where applicable), within ten (10) calendar days from the date of the lifting of the Enhanced Community Quarantine period and resumption of SEC's normal working hours.
- 4) I am fully aware that non-submission of hard/physical copies of reports as well as certification that they refer to one and the same document submitted online, within ten (10) calendar days from the lifting of the Enhanced Community Quarantine period and resumption of SEC's normal working hours, shall invalidate the reports, applications, compliance, requests and other documents submitted via email. Hence, the corresponding penalties under existing rules and regulations of the Commission shall apply without prejudice to the imposition of penalties under Section 54 of the Securities Regulation Code and other applicable existing rules and regulations for failure to comply with the orders of the Commission.
- 5) I am executing this certification on (date) to attest to the truthfulness of the foregoing facts and for whatever legal purpose it may serve.

Signature over Printed Name

Position____

Gov't ID # ____