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SEC Grant of Amnesty for Non-Filing or Late Filing of Reportorial Requirements

Under current regulations, entities registered with the Securities and Exchange Commission (“SEC”) are required to comply with certain reportorial requirements. Failure to comply with these requirements within the prescribed deadlines will generally result in fines of PHP5,000 to PHP10,000, depending on the violation, and/or other penalties including assignment of delinquent status and eventual revocation of license or registration issued by the SEC.

To encourage compliance with these reportorial requirements, on 16 March 2023 under Memorandum Circular (“MC”) No. 2-2023 (the “Circular”), the SEC granted an amnesty for fines and penalties not yet assessed and/or already assessed but not yet paid for the non-filing and late filing of the following reportorial requirements for the latest and prior years:

- (i) General Information Sheet (“GIS”);
- (ii) Annual Financial Statements (“AFS”), including fines for necessary attachments; and
- (iii) SEC MC No. 28-2020.¹

All corporations, branch offices, representative offices, regional headquarters, regional operating headquarters, and foundations may avail of the following amnesty rates under the Circular (“General Amnesty Rates”):

Violation	Fine
Non-Filing or Late Filing of GIS	PHP5,000 (encompassing all violations on non-filing and late filing of GIS, AFS, and its attachments)
Non-Filing or Late Filing of AFS	
MC No. 28-2020	PHP10,000 fine is WAIVED

Associations, partnerships, and other persons under the jurisdiction and supervision of the SEC also may avail of the General Amnesty Rate in relation to non-compliance with MC No. 28-2020.

In order to avail of the General Amnesty Rates, the entity must (i) submit the complete and correct set of requirements as listed in Section 3 of the Circular within 90 days from the date of payment of the General

¹ This Circular refers to the requirement to create and designate an official email address and cellphone number for every corporation under the SEC’s jurisdiction.

Amnesty Rates;² (ii) comply with the requirement to register an official email and cellphone number under MC No. 28-2020 through the SEC MC28 Submission Portal online;³ (iii) file an Online Expression of Interest Form (“EOI”) through the SEC’s Electronic Filing and Submission Tool (“eFAST”);⁴ (iv) pay the applicable General Amnesty Rates; and (v) file the notarized Application for Amnesty Form.⁵

For corporations that have been suspended or whose license was revoked by the SEC, including those that have filed for lifting of the suspension/revocation, the following amnesty rates will apply (“Special Amnesty Rates”):

Violation	Fine
Non-Filing or Late Filing of GIS	50% of assessed fines (encompassing all violations on non-filing and late filing of GIS, AFS, and its attachments)
Non-Filing or Late Filing of AFS	
MC No. 28-2020	PHP10,000 fine is WAIVED

In order to avail of the Special Amnesty Rates, the corporation must (i) pay the filing/petition fee and undergo the appropriate proceedings for the Petition to Lift Order of Suspension/Revocation of Certificate of Registration; (ii) comply with the requirement to register an official email and cellphone number under MC No. 28-2020 through the SEC MC28 Submission Portal online; (iii) file an EOI through the eFAST; (iv) pay the applicable Special Amnesty Rates; (v) file the notarized Application for Amnesty Form and (vi) file the complete and correct set of requirements as listed in Section 3 of the Circular within 90 days from the date of payment of the Special Amnesty Rates.⁶

The following corporations may not avail of the amnesty under the Circular:

1. Corporations whose securities are listed on the Philippine Stock Exchange (“PSE”)
2. Corporations whose securities are registered but not listed on the PSE;
3. Corporations considered as Public Companies;⁷
4. Corporations with an intra-corporate dispute;
5. Corporations with disputed GIS; and
6. Other corporations covered under Sec. 17.2 of the Securities Regulation Code.

² SEC Memorandum Circular No. 6, series of 2023 which was issued on 25 April 2023 and amended the original requirement in the Circular.

³ Available at <https://apps010.sec.gov.ph/> (last accessed 5 April 2023).

⁴ Available at <https://cifss-ost.sec.gov.ph/> (last accessed 5 April 2023).

⁵ Please note the other supporting documents that must be submitted with the application, as enumerated in the Circular.


⁶ SEC Memorandum Circular No. 6, series of 2023 which was issued on 25 April 2023 and amended the original requirement in the Circular.

⁷ Under Rule 3.1.16 of the Securities Regulation Code Rules, a “public company” refers to any corporation with a class of equity securities listed on an Exchange, or with assets in excess of PHP 50 million and has 200 or more shareholders each holding at least 100 shares of a class of its equity securities.

An applicant entity must file its application and pay the applicable fees on or before 30 June 2023 to be eligible for amnesty.⁸ Otherwise, it will be subject to the existing scale of fines and penalties of the SEC after this date. After 30 June 2023, no applicant would be eligible for amnesty.

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⁸ SEC Memorandum Circular No. 6, series of 2023 was issued on 25 April 2023, extending the original deadline for amnesty applications from 30 April to 30 June 2023.