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IT is hereby notified that the Minister of Finance, Economic Development and Investment Promotion has, in terms of section 118(6) of the Securities and Exchange Act [*Chapter 24:25*], approved the following Rules made by the Securities and Exchange Commission in terms of section 118(1) of the Act:

## PART I

## PRELIMINARY

### *Short title*

1. These rules may be cited as the Securities and Exchange (Virtual Asset Service Providers) Rules, 2026.

### *Interpretation*

2. (1) In these rules, unless the context otherwise requires—

"Act" means the Securities and Exchange Act [*Chapter 24:25*];

"beneficial owner" has the meaning assigned to it in the Companies and Other Business Entities Act [*Chapter 24:31*];

"beneficiary", in relation to a transfer of a virtual asset, means the natural person, legal person or legal arrangement that will own the virtual asset on completion of the transfer;

"beneficiary VASP" means a VASP that receives a virtual asset transfer from an ordering VASP, directly or through an intermediary VASP, and makes the virtual asset available to the beneficiary;

"business day" means any day other than a Saturday, Sunday or public holiday;

"capital adequacy directive" means a directive issued by the Commission, in terms of rule 9(1), that prescribes the minimum capital requirements for licensed VASP;

"Commission" means the Securities and Exchange Commission established in terms of the Act;

"cold wallet" means a storage mechanism that keeps private keys offline, usually on hardware devices, paper or air-gapped servers, so that the virtual assets held cannot be signed or transferred without physical or manual intervention;

"fit and proper person" means a person who satisfies the criteria set out in rule 5;

"hot wallet" means a virtual asset wallet that is connected to the internet, enabling real-time transactions and frequent access;

"initial virtual asset offering" means an occasion on which an issuer makes a virtual asset publicly available for purchase for the first time;

"intermediary VASP" means a VASP that, in a chain of virtual asset transfers, receives and transmits a transfer on behalf of an ordering VASP, a beneficiary VASP or another intermediary VASP;

"issuer" means a person who issues virtual assets;

"key person" means a director, the principal officer, the compliance officer or the chief technology officer of an applicant or licensed VASP, any holder of a significant interest, any beneficial owner, and any other person who exercises significant influence over its management or operations;

"licensee" means a person who holds a licence issued under these rules or who is deemed, in terms of rule 6, to be a VASP licensee;

"major cyber incident" means a cyber incident that compromises or materially disrupts the confidentiality, integrity or availability of a VASP's systems, customer data or virtual assets, or that is likely to cause significant harm to its clients or to the integrity of the financial system;

"Minister" means the Minister responsible for finance or any other Minister to whom the administration of the Act is assigned;

"ordering VASP" means the VASP that initiates a virtual asset transfer and transfers the virtual asset on receiving a request on behalf of the originator;

"originator", in relation to a transfer of a virtual asset, means the account holder who allows the transfer from that account or, where there is no account, the natural person or legal person that places the order with the ordering VASP to perform the transfer;

"principal officer" means the person appointed as principal officer of a VASP in terms of rule 10(2)(a);

"registrant" means a person registered under the Registration Regulations;

"Registration Regulations" means the Money Laundering and Proceeds of Crime (Virtual Asset Service Providers Registration) Regulations, 2026 (S.I. 99 of 2026);

"significant interest" means a direct or indirect beneficial interest of ten per centum or more of the issued shares or voting rights of a VASP, or any interest that enables the holder to exercise significant influence over the management of a VASP;

"transfer", in relation to a virtual asset, means to conduct a transaction on behalf of another natural or legal person that moves a virtual asset from one virtual asset address or account to another;

"Travel Rule" means the obligations imposed by Part IX of these rules, read with Part V of the Registration Regulations (sections 17 to 20), to obtain, hold, transmit, verify where required, and retain originator and beneficiary information in connection with a virtual asset transfer;

"unhosted wallet" has the meaning assigned to it in the Registration Regulations;

"Unit" means the Financial Intelligence Unit established in terms of the Money Laundering and Proceeds of Crime Act [*Chapter 9:24*];

"VASP" means a virtual asset service provider;

"virtual asset exchange" means a centralised or decentralised virtual platform, whether in Zimbabwe or in another jurisdiction—

(a) which facilitates the exchange of virtual assets for fiat currency or other virtual assets on behalf of third parties for a fee, a commission, a spread or other benefit; and

(b) which—

(i) holds custody of, or controls, virtual assets on behalf of its clients to facilitate an exchange; or

(ii) purchases virtual assets from a seller when transactions or bids and offers are matched, in order to sell them to a buyer; and

includes its owner or operator, but does not include a platform that only provides a forum where sellers and buyers may post bids and offers and where the parties trade on a separate platform that does not specialise in virtual asset transactions, or in a peer-to-peer manner;

"virtual asset offering" includes an initial token offering and an initial coin offering;

"virtual asset service provider" means a person who carries on a virtual asset business or provides a virtual asset service as defined in section 49B of the Act and includes a person licensed under Part VA of the Act, and, where the context requires, a registrant;

"white paper" means a document similar to a prospectus prepared by an issuer which meets the requirements of a white paper set out in rule 20(3)(b) of these rules.

## PART II

## Licensing of VASP

*Persons required to be licensed and classes of licence*

3. (1) Subject to section 49C(8) of the Act, no person shall, by way of business, carry on, hold out as carrying on, or provide a virtual asset business or virtual asset service unless that person holds the relevant valid licence issued by the Commission under section 49C of the Act or, in the case of the activity specified in subrule (3)(a), the approval of the Commission under rule 20.

(2) These rules shall be read subject to the definitions, exclusions and requirements in sections 49B to 49E of the Act, and nothing in these rules shall be construed as treating a digital representation of fiat currency, a security or another financial asset regulated under another enactment as a virtual asset except to the extent expressly provided by the Act or that other enactment.

(3) For the purposes of section 49B of the Act, a person carries on a virtual asset business or provides a virtual asset service where, as a business, that person conducts one or more of the following activities—

(a) issuing a virtual asset offering, which requires the approval of the Commission under rule 20 and not a licence;

(b) exchanging virtual assets for fiat currency or fiat currency for virtual assets;

(c) exchanging one or more forms of virtual assets;

(d) transferring virtual assets for or on behalf of another person;

(e) providing payment services using virtual assets;

(f) operating a virtual asset exchange or a platform for the trading or exchange of virtual assets, including maintaining an order book;

(g) executing transactions in virtual assets for or on behalf of another person;

(h) trading virtual assets on that person's own account as a business;

(i) providing safekeeping, custody or administration of virtual assets or instruments enabling control over virtual assets;

(j) participating in, underwriting, placing or distributing an issuer's offer, issue or sale of virtual assets, where that activity constitutes a virtual asset business under the Act;

(k) managing portfolios of virtual assets for or on behalf of another person;

(l) providing investment advice relating to virtual assets, where that activity constitutes a virtual asset business under the Act;

(m) undertaking market-making activities involving virtual assets; or

(n) carrying out any other activity or operation that constitutes the provision of a virtual asset service.

(4) Subject to subrules (2), (11), (12) and (13), the activities specified in subrule (3) are subject to licensing under this rule to the fullest extent authorised by sections 49B to 49E of the Act, and the Commission shall construe those activities so that the licensing perimeter is not narrower than the activities that constitute a virtual asset service.

(5) Subject to section 49C of the Act, the Commission may issue any of the following licences—

(a) a Virtual Asset Exchange Service Licence;

(b) a Virtual Asset Broker-Dealer Service Licence;

(c) a Virtual Asset Transfer and Payment Service Licence;

(d) a Virtual Asset Custody Service Licence; or

(e) a Virtual Asset Management and Investment Service Licence.

(6) The activities specified in subrule (3) that each class of licence authorises are set out in the First Schedule, and the Commission shall not issue a licence that authorises an activity in a class other than the class so specified, except that the Commission shall authorise the activity specified in subrule (3)(n) under the class of licence that most closely corresponds to it. The activity specified in subrule (3)(a) is authorised by an issuer approval under rule 20 and not by a class of licence.

(7) A person shall apply for the class of licence corresponding to the virtual asset business or virtual asset services that the person intends to carry on.

(8) A person may apply for and hold more than one licence under these rules, subject to satisfying the requirements applicable to each licence.

(9) A licence authorises only the activities specified in the licence and no licensee shall undertake any other licensable virtual asset activity unless it has obtained the appropriate licence from the Commission.

(10) A person may apply for and hold a licence where it satisfies section 49C(4)(b) and (c) of the Act and any applicable registration requirements under the Companies and Other Business Entities Act [*Chapter 24:31*].

(11) A person is not exempt from licensing solely because a service is provided through automated, decentralised or distributed-ledger arrangements, but liability under this rule attaches only to an identifiable natural or legal person who exercises sufficient control over, operates, directs or commercially provides the relevant service.

(12) In determining whether a person has sufficient control for the purposes of subrule (11), the Commission shall consider the person's power to—

(a) alter or administer the protocol or service;

(b) control access to customer assets or cryptographic keys;

(c) determine fees or retain substantial revenue from the service;

(d) admit or exclude users or transactions; or

(e) make or implement material operational or governance decisions.

(13) The Commission shall not treat a person as carrying on a virtual asset business solely because that person develops or publishes open-source software, validates transactions, provides connectivity or infrastructure, or holds a governance token, unless that person also satisfies subrules (11) and (12).

(14) A person established, incorporated, registered or operating outside Zimbabwe shall not actively offer or provide a virtual asset business or virtual asset service in Zimbabwe unless that person—

(a) has established a legal entity in Zimbabwe, incorporated or registered under the Companies and Other Business Entities Act [*Chapter 24:31*]; and

(b) has obtained the relevant licence under the Act for that entity.

(15) For the purposes of subrule (14), an offshore provider actively offers or provides a service in Zimbabwe where, having regard to all the circumstances, it intentionally targets the Zimbabwean market, including by—

(a) directly soliciting persons ordinarily resident in Zimbabwe;

(b) advertising or marketing specifically directed at Zimbabwe;

(c) maintaining a place of business, branch, representative or agent in Zimbabwe;

(d) denominating services or promotions specifically for the Zimbabwean market, or accepting the Zimbabwean currency or local payment channels;

(e) opening accounts for, or providing services to, persons ordinarily resident in Zimbabwe; or

(f) otherwise demonstrating a sustained and substantial commercial connection with Zimbabwe.

(16) Mere accessibility of a service from Zimbabwe, without active targeting or a sustained and substantial commercial connection, does not by itself constitute offering or providing the service in Zimbabwe, but a disclaimer, geographic restriction or similar statement does not prevent the Commission or the Unit from finding that a service is actively offered in Zimbabwe where the circumstances in subrule (15) are present.

(17) A licensee established under subrule (14) shall comply fully with section 49E of the Act, including the requirement that its regulated business activities be directed and managed from Zimbabwe, and with all other requirements applicable to a licensee under the Act.
(18) An arrangement whereby a person outside Zimbabwe provides services in Zimbabwe through a local representative, agent or intermediary that is not itself licensed and registered does not constitute compliance with subrule (14) or section 49E of the Act.

(19) The Commission may issue guidelines explaining how it interprets and applies the Act and these rules, but a guideline or directive shall not—

(a) designate a new licensable activity;

(b) create an offence, penalty or substantive obligation not imposed by the Act or these rules; or

(c) amend, extend or restrict a definition in the Act.

(20) Before issuing a generally applicable guideline that materially affects the licensing perimeter, the Commission shall publish the proposed guideline, allow interested persons at least thirty days to make representations and publish a summary of the representations considered and the Commission's response, except where urgent action is objectively necessary to protect the public or to prevent or mitigate a risk of money laundering, terrorist financing or proliferation financing, in which case the Commission shall record and publish its reasons.

(21) The Commission may, in accordance with the Act, impose reasonable and proportionate conditions on a licence where those conditions—

(a) relate to the activities authorised by the licence;

(b) are necessary to protect customers, market integrity or financial stability; and

(c) are consistent with the Act and these rules.

(22) Before refusing an application, imposing a material restriction not requested by the applicant, or determining that an activity falls within the licensing perimeter, the Commission shall give the affected person written notice of the proposed decision, the material reasons for it and a reasonable opportunity to make representations, except where the Act expressly authorises urgent action without prior notice, or where giving notice would, in the opinion of the Commission, prejudice an investigation or the integrity of the financial system, in which event notice shall be given as soon as practicable.

(23) A person who contravenes subrule (1) or rule 7(1) commits the offence created by section 49C(7) of the Act and is liable to the penalty prescribed in that section, without prejudice to any administrative sanction or any offence under the Registration Regulations.

(24) No person commits an offence solely by contravening a guideline. A person commits an offence by contravening a directive, compliance order or licence condition only where the Act, these rules (including rules 4(9), 4(10) and 52(1)) or the Registration Regulations expressly so provide.

*Application to carry on business as a VASP*

4. (1) A person who wishes to carry on business as a VASP shall submit a completed application to the Commission.

(2) The application referred to in subrule (1) shall be made on the Commission's online licensing portal and accompanied by—

(a) the documents listed in the Second Schedule; and

(b) the appropriate fee prescribed in the Third Schedule.

(3) If, while an application for a licence is pending before the Commission, the applicant becomes aware of any event or circumstance which may materially affect the information supplied to the Commission in connection with the application, the applicant

shall, within forty-eight (48) hours of becoming so aware, give the Commission written notice of that event or circumstance.

(4) On receipt of an application under this rule, the Commission shall issue the appropriate licence to the applicant if it is satisfied that the applicant and each of its key persons is a fit and proper person and that the applicant meets the other requirements of the Act and these rules; if it is not so satisfied, it shall refuse the application:

Provided that—

(a) before refusing to grant a licence, the Commission shall notify the applicant in writing that it proposes to refuse the application and of its reasons for doing so, and shall afford the applicant an adequate opportunity to make representations in the matter; and

(b) within ten (10) days after deciding to refuse to licence an applicant, the Commission shall notify the applicant in writing of its decision and the reasons for it.

(5) The period between the Commission's receipt of an application, and all documents and information submitted in support of it, and the date on which it notifies the applicant of its decision or proposed decision under subrule (4), shall not exceed ninety (90) days, unless the applicant consents to an extension of the period:

Provided that the period shall not run while the Commission is awaiting information that it has requested from the applicant in writing; and if the Commission has not notified the applicant of its decision or proposed decision within that period, the application shall be deemed to have been refused and the applicant may appeal against the deemed refusal in terms of rule 44.

(6) It is a condition of every licence that—

(a) the licence is not transferable; and

(b) the holder shall—

(i) comply with the Act, these rules and any other law or requirement applicable to the holder in relation to any licensable activity;

(ii) comply with all the terms and conditions attaching to the licence;

(iii) within forty-eight (48) hours give the Commission written notice on becoming aware of any event or circumstance which may materially alter or affect any matter stated in the application for the licence;

(iv) obtain the Commission's consent before taking any action that may materially alter or affect any matter stated in the application for the licence;

(v) carry on any licensable activity only from the premises whose address has been furnished to the Commission;

(vi) maintain registration under the Registration Regulations and comply with those regulations; and

(vii) not outsource accountability for compliance with the Act, these rules or the Registration Regulations.

(7) The Commission may, subject to rule 3(21), impose conditions on a licence with respect to the scope of the virtual asset services or the operations of the licensee, including, without limitation—

(a) limiting the number of clients to whom the licensee may provide services;

(b) limiting the licensee to providing services only to the clients named in the licence or a schedule to the licence; or

(c) setting the maximum value of an individual client's investment.

(8) Subrules (6) and (7) shall not be construed as limiting the Commission's power under section 42 of the Act to determine additional terms and conditions in relation to any licence.

(9) A holder who contravenes subrule (6)(a), or who purports to transfer a licence, commits an offence and is liable to a fine not exceeding level five (5) or to imprisonment for a period not exceeding, or to both such fine and such imprisonment.

(10) A holder who contravenes subrule (6)(b)(i) to (vii) commits an offence and is liable to a fine not exceeding level five (5) for each day that the contravention continues.

*Fit and proper person*

5. (1) In determining whether a person is a fit and proper person for the purposes of these rules, the Commission shall have regard to—

(a) the person's honesty, integrity and reputation;

(b) the person's competence, experience and capability, including, in the case of a compliance officer, knowledge of anti-money laundering, counter-terrorist financing and counter-proliferation financing requirements;

(c) the person's financial soundness and the legitimacy of the source of the person's funds and of the capital to be invested;

(d) whether the person has been convicted, in Zimbabwe or elsewhere, of an offence involving fraud, dishonesty, money laundering, terrorist financing, proliferation financing or corruption, or is an associate of a person so convicted;

(e) whether the person has been subject to a sanction, revocation or refusal of a licence, registration or approval by a regulator or supervisory authority, in Zimbabwe or elsewhere, or has been the subject of adverse findings by a court or tribunal;

(f) in the case of a body corporate, the identity of its beneficial owners and the transparency of its ownership and control structure; and

(g) any information supplied by any other competent authority.

(2) The Commission may treat a person as not being a fit and proper person if it has reasonable grounds to believe that any of the matters in subrule (1) weighs against the person, and it is not necessary that the person has been convicted or has been found liable in any proceedings.

*Deemed licensees*

6. (1) Subject to subrule (2), the Commission may on application by the holder of the appropriate licence, deem the holder to be a VASP

licensee for the purpose of offering equivalent virtual asset services, that is to say endorse—

(a) a securities exchange licence to enable the holder to provide the services permitted under a Virtual Asset Exchange Service Licence;

(b) a securities dealing firm licence to enable the holder to provide the services permitted under a Virtual Asset Broker-Dealer Service Licence;

(c) a securities custodial licence to enable the holder to provide the services permitted under a Virtual Asset Custody Service Licence; or

(d) a securities investment management licence to enable the holder to provide the services permitted under a Virtual Asset Management and Investment Service Licence.

(2) Endorsement of a licence under subrule (1) is subject to compliance with the requirements for a successful application for the VASP licence concerned under rule 4 and to registration under the Registration Regulations.

(3) A person who is deemed to be a VASP licensee shall, before providing any virtual asset service, apply for registration under the Registration Regulations, and an endorsement under this rule shall not authorise the person to provide any virtual asset service until the person is registered.

(4) Any holder of a licence under the Act who wishes to provide any service licensable under Part VA that is not a counterpart to the services mentioned in subrule (1) must apply for the appropriate class of licence listed in rule 3(5), in accordance with rule 4.

(5) An endorsement under this rule does not absolve the licensed person from complying with any of the ongoing obligations of VASP, including obligations imposed by these rules and the Registration Regulations and any directives relating to VASP.

*Prohibition of operating without a VASP licence and registration*

7. (1) No person shall, by way of business, carry on, hold out as carrying on, or provide a virtual asset business or virtual asset

service unless that person is licensed or deemed to be licensed by the Commission as a VASP and is registered under the Registration Regulations.

(2) A person who contravenes subrule (1) commits the offence referred to in rule 3(23) and is liable to the penalty prescribed in section 49C(7) of the Act, without prejudice to section 4A of the Registration Regulations.

*Powers in relation to unlicensed persons*

8. (1) Where the Commission has reasonable grounds to believe that a person is providing virtual asset services in contravention of rule 7, the Commission may—

(a) direct the person in writing to cease the activity and to account for all client assets, with effect from the date specified in the direction;

(b) publish a public warning identifying the person and, where appropriate, its website, application or address;

(c) notify the Unit, the Postal and Telecommunications Regulatory Authority of Zimbabwe, the Reserve Bank of Zimbabwe and any other competent authority, and request that they take such action within their powers as may be necessary to prevent the continuation of the activity, including the freezing of accounts, blocking or suspension of access to a website, application or payment channel; and

(d) refer the matter to the appropriate law enforcement agency, as required by rule 27(1).

(2) Before giving a direction under subrule (1)(a), the Commission shall give the person a reasonable period, not exceeding seven (7) days, to respond, except where the Commission considers that urgent action is necessary to protect clients, in which case the Commission may give the direction, with immediate effect and without notice, and shall inform the person as soon as practicable.

(3) A person who fails to comply with a direction under subrule (1)(a) commits an offence and is liable to a fine not exceeding level five (5) for each day that the contravention continues.

*Capital adequacy and risk management requirements for VASP*

9. (1) The Commission shall, by capital adequacy directive, prescribe the minimum capital requirements applicable to applicants and licensed VASP.

(2) The Commission may prescribe different capital requirements for different classes of licence having regard to the nature, scale and risk profile of the relevant virtual asset activity.

(3) Every licensed VASP shall maintain the minimum capital prescribed by the Commission.

(4) A VASP shall establish and maintain a comprehensive risk management framework approved by its board and covering operational, technological, cybersecurity, custody, liquidity, legal and market risks and the risks of money laundering, terrorist financing and proliferation financing, identified and assessed in accordance with section 21A of the Registration Regulations, and shall identify, assess, understand, document and keep up to date the prudential risks arising from its operations, including capital adequacy, liquidity, financial soundness, operational resilience, compliance and financial crime and any other risks that may affect its ability to meet its obligations and operate in a safe and sound manner.

(5) The Commission may periodically assess the adequacy of a VASP's capital, earnings, asset segregation arrangements, transaction volumes and values, cold-wallet and hot-wallet ratios, cybersecurity measures, Travel Rule compliance, customer due diligence controls and sanctions-screening effectiveness.

(6) The Commission may take any action authorised by rule 26 where a VASP fails to comply with this rule.

## PART III

## MANAGEMENT AND ADMINISTRATION OF VASP

*Principal administrative office and principal officers of VASP*

10. (1) Every VASP shall maintain a principal administrative office in Zimbabwe and shall inform the Commission, in writing, of that office's address.

(2) Every VASP shall, on written notification to the Commission of their names and other prescribed particulars, and with the approval of the Commission (which approval shall not be withheld except on reasonable grounds to believe that a person concerned is not a fit and proper person to hold office, determined in accordance with rule 5), appoint persons ordinarily resident in Zimbabwe, namely—

(a) a principal officer;

(b) a compliance officer, who shall also be the money laundering reporting officer designated under section 21H of the Registration Regulations; and

(c) a chief technology officer.

(3) Every principal officer and compliance officer appointed under this rule shall be required—

(a) to write and pass an examination set by the Commission, before approval, to test their understanding of the virtual asset industry; and

(b) to attend such seminars, or write such examinations, as may be required by the Commission to acquaint licensed persons with developments in the virtual asset industry and its regulatory issues, or with any other developments which, in the Commission's opinion, have a significant impact on the carrying on of virtual asset activities.

(4) Persons appointed under this rule shall be required to complete continuous professional development programmes set by the Commission from time to time.

(5) The Commission may, in appropriate circumstances, waive the requirement for a chief technology officer for holders of a Virtual Asset Broker-Dealer Service Licence.

(6) The compliance officer shall be a senior officer of the VASP, shall report directly to the board, and shall have timely access to all customer, transaction and other records and information of the VASP.

(7) A VASP shall, within forty-eight (48) hours after the departure or removal of a person appointed under subrule (2), notify

the Commission in writing and shall, within thirty (30) days, nominate a replacement for approval.

*Qualifications and functions of principal officer*

11. (1) The principal officer appointed under rule 10 must—

(a) possess a degree obtained from a reputable university or institution of higher learning in any of the following areas—

(i) Economics, Accounting, Banking, Finance, Insurance or Risk Management;

(ii) Mathematics, Statistics, Actuarial Science or Engineering;

(iii) Law;

(iv) Computer Science, Data Science, Information Systems or Blockchain Technology;

(v) Business Studies, Business Management or Business Administration; or

(vi) any other qualification which, in the Commission's opinion, is equivalent to any of the above qualifications; or

(b) be a full member of a professional body related to the disciplines listed in paragraph (a).

(2) The Commission may, in lieu of the academic degree referred to in subrule (1), accept seven (7) years of demonstrable fintech or blockchain industry experience as an equivalent qualification.

(3) The principal officer is responsible for the overall management of the VASP, including ensuring that it is run in a lawful and ethical manner that serves the interests of its shareholders and customers.

(4) The principal officer must have at least five (5) years' relevant experience in capital markets, fintech or virtual asset services.

(5) The Commission may, by guideline, specify the professional bodies contemplated in subrule (1)(b).

*Qualifications and functions of compliance officer*

12. (1) The compliance officer appointed under rule 10 must—

(a) possess a degree obtained from a reputable university or institution of higher learning in any of the following areas—

(i) Economics, Accounting, Banking, Finance, Insurance or Risk Management;

(ii) Mathematics, Statistics, Actuarial Science or Engineering;

(iii) Law;

(iv) Computer Science, Data Science, Information Systems or Blockchain Technology;

(v) Business Studies, Business Management or Business Administration; or

(vi) any other qualification which, in the Commission's opinion, is equivalent to any of the above qualifications; or

(b) be a full member of a professional body related to the disciplines listed in paragraph (a).

(2) A compliance officer must have at least three (3) years' experience in legal, compliance, AML/CFT, risk management or regulatory supervision work.

(3) A compliance officer is responsible for the implementation of, and ongoing compliance with, the Act, these rules and any directives, by the VASP.

(4) The Commission may, by guideline, specify the professional bodies contemplated in subrule (1)(b).

(5) A compliance officer shall act independently, shall have sufficient authority, resources and staff to discharge the functions of the office, and shall not be given duties that conflict with those functions.

(6) A compliance officer shall not be dismissed, or have the terms of the compliance officer's appointment altered, for having performed any function under these rules, and the VASP shall notify the Commission of the reasons for any dismissal.

(7) The compliance officer shall not also be the principal officer or the chief technology officer of the same VASP, unless the Commission approves in writing.

*Appointment and functions of chief technology officer*

13. (1) Subject to rule 10(5), every applicant and licensed person shall appoint a chief technology officer.

(2) The chief technology officer appointed under subrule (1) must—

(a) possess a degree obtained from a reputable university or institution of higher learning in Computer Science, Data Science, Information Systems or Software Engineering, or any other qualification which, in the Commission's opinion, is equivalent; and

(b) have five (5) years' experience in a VASP or a financial institution.

(3) The functions of a chief technology officer are—

(a) overseeing technology strategy and infrastructure; and

(b) ensuring platform security and scalability.

*Board of directors of VASP*

14. (1) The operations of every VASP shall be directed by a board consisting, subject to this rule, of executive and non-executive directors in ratios consistent with the nature, complexity and risks inherent in the activities and business of the VASP concerned.

(2) No person shall exercise any function of a director of a VASP following their appointment or re-appointment as a director, unless the appointment or re-appointment has been approved by the Commission.

(3) An application for approval under subrule (2) shall be made in writing to the Commission and shall provide such information as may be prescribed or as the Commission may reasonably require.

(4) The Commission shall, without delay, consider every application made under subrule (3) and, within fourteen (14) days of receiving it, notify the applicant in writing —

(a) of its decision on the application; and

(b) if it refuses to approve the appointment of the person concerned, of its reasons for so refusing,

unless the applicant consents to an extension of the fourteen-day period.

(5) Subject to subrule (6), the Commission shall approve the appointment or re-appointment of a person as director of a VASP unless it believes, on reasonable grounds, that the person—

(a) is disqualified for appointment under section 39 of the Act, section 200 of the Companies and Other Business Entities Act [*Chapter 24:31*], or the memorandum and articles of association or constitution of the VASP concerned;

(b) has been convicted, in Zimbabwe or elsewhere, of, or has knowingly been involved in, money laundering, terrorist financing, proliferation financing, fraud, corruption or any other offence involving dishonesty, or is an associate of a person so convicted; or

(c) is otherwise not a fit and proper person within the meaning of rule 5.

(6) The Commission shall not approve the appointment or re-appointment of a person as director of a VASP or of a company that controls a VASP if that person was a director or principal officer of a VASP or financial institution which, in Zimbabwe or elsewhere, was wound up, liquidated or placed under judicial management or curatorship on the ground that it was unable to pay its debts or contravened any applicable regulatory requirement, unless the person satisfies the Commission, by sworn declaration, that they were not responsible for the conduct which led to the company being wound up, liquidated or placed under judicial management or curatorship.

(7) Not fewer than two directors of a VASP shall be officers or employees of the VASP, and the officers or employees shall not exceed two-fifths of the total number of directors; of the remaining directors, the majority shall be non-executive and independent, and accordingly a board of a VASP shall have not fewer than five directors.

(8) The chairperson of the board of a VASP shall be a non-executive and independent director.

(9) The chairperson of every committee of the board of a VASP, other than a committee with executive functions, shall be a non-executive and independent director.

(10) The quorum at any meeting of the board of a VASP shall be a majority of the total membership of the board, including at least one non-executive and independent director:

Provided that officers of the VASP shall not form a majority of any such quorum.

(11) Without derogating from subrule (1), the board of a VASP is responsible for—

(a) formulating policies relating to the business of the VASP; and

(b) supervising all activities engaged in by the VASP.

(12) A person who contravenes subrule (2) commits an offence and is liable to a fine not exceeding level five (5) for each day that the contravention continues.

*Significant interests in VASP*

15. (1) No person shall, whether alone or together with an associate, acquire, increase or dispose of a significant interest in a VASP, or reduce a significant interest below ten per centum or any other threshold fixed by the Commission by notice in the Gazette, without the prior written approval of the Commission.

(2) An application for approval under subrule (1) shall be made in writing and shall identify the proposed holder, its beneficial owners, the source of funds and the intended holding, and the Commission shall decide the application within thirty (30) days after receiving it.

(3) The Commission shall refuse an application under subrule (2) if it has reasonable grounds to believe that the applicant is not a fit and proper person within the meaning of rule 5, or that the acquisition would prejudice the sound and prudent management of the VASP or increase its risk of money laundering, terrorist financing or proliferation financing.

(4) A person who acquires a significant interest in contravention of this rule shall not exercise any voting right attached to it, and the Commission may direct the disposal of the interest within a period that it specifies.

(5) A person who contravenes subrule (1) commits an offence and is liable to a fine not exceeding level five (5) for each day that the contravention continues.

*Responsibilities and conduct of directors and principal officers of VASP*

16. (1) Each director and principal officer of a VASP owes a fiduciary duty and a duty of care and skill to the VASP, and owes a duty to—

(a) act *bona fide* for the benefit of the VASP and for the benefit of its clients and shareholders;

(b) avoid any conflict between their personal interests and the interests of the VASP and its clients and shareholders;

(c) possess and maintain the knowledge and skill that may reasonably be expected of a person holding a similar appointment and carrying out similar functions; and

(d) exercise such care in carrying out their functions in relation to the VASP as may reasonably be expected of a diligent person holding the same appointment in similar circumstances, and who possesses both the knowledge and skill mentioned in paragraph (c) and any additional knowledge and skill that they may have.

(2) Without derogating from subrule (1), the directors and principal officers of every VASP shall, in the performance of their functions, observe any written prudential standards issued from time to time by the Commission.

(3) Except with the written approval of the Commission, no director or principal officer of a VASP shall hold any executive position in another VASP.

(4) A director of a VASP who fails, without just cause, to attend at least three-quarters of the meetings of the board convened

during any year shall be regarded as not having exercised the degree of diligence required under subrule (1)(d).

(5) In addition to section 195 of the Companies and Other Business Entities Act [*Chapter 24:31*], where a VASP has been placed under curatorship or judicial management, or has been wound up, and it is established that its business was carried on without regard for the prudential norms and standards and other requirements provided for in the Act and these rules, or without regard for good corporate governance principles generally—

(a) every person who was a director or principal officer of the VASP when its business was being carried on in that manner; and

(b) every shareholder who was knowingly a party to the business of the VASP being carried on in that manner,

shall be jointly and severally liable with the VASP for any loss or damage suffered by its creditors or customers:

Provided that this subrule shall not apply to a director or principal officer who, on a balance of probabilities, shows that they—

(a) were not responsible for the way the business of the VASP was carried on; and

(b) complied with their duties under subrules (1) and (2).

*Corporate governance*

17. (1) Every VASP shall establish and maintain adequate and effective corporate governance procedures, consistent with prudential standards and with the nature, complexity and risks inherent in its activities and business.

(2) The procedures referred to in subrule (1) shall be directed towards achieving the strategic and business objectives of the VASP efficiently, effectively, ethically and equitably, within acceptable risk parameters, so as to ensure—

(a) commitment by the principal officers of the VASP to corporate behaviour that is universally recognised and accepted as correct and proper;

(b) accountability on the part of the board and principal officers towards shareholders;

(c) a balance between the interests of shareholders and other persons who may be affected by the conduct of the board and principal officers;

(d) the establishment and maintenance of mechanisms and procedures to minimise or avoid potential conflicts of interest between the business interests of the VASP and the personal interests of its directors and principal officers;

(e) responsible conduct by the directors and principal officers;

(f) the achievement of the maximum level of efficiency and profitability of the VASP within an acceptable risk profile;

(g) the timely, accurate and meaningful disclosure of matters material to the business of the VASP or the interests of its shareholders and other interested persons;

(h) retention by the board of control over the strategic and business direction of the VASP, while enabling its principal officers to manage its business and activities; and

(i) compliance with these rules and any other enactment relating to VASP.

## PART IV

## ONGOING OBLIGATIONS OF VASP

*Prevention of money laundering, terrorist financing and proliferation financing*

18. (1) The Commission and the Unit shall cooperate and coordinate the supervision of virtual asset service providers for compliance with anti-money laundering, counter-terrorist financing and counter-proliferation financing obligations.

(2) Without limiting subrule (1), the Commission and the Unit may—

(a) exchange information in accordance with any applicable law;

(b) conduct joint inspections and supervisory reviews;

(c) coordinate enforcement and remedial action; and

(d) undertake such other supervisory measures as may be necessary to promote compliance with applicable anti-money laundering, counter-terrorist financing and counter-proliferation financing laws.

(3) The Commission shall—

(a) satisfy itself, before issuing or renewing a licence, that the applicant or licensee has adequate anti-money laundering, counter-terrorist financing and counter-proliferation financing policies, systems and controls;

(b) give to the Unit, promptly and in any event within seven (7) days, any information obtained in the course of its functions that suggests a contravention of the Registration Regulations or a risk of money laundering, terrorist financing or proliferation financing; and

(c) take into account, in its decisions as licensing authority, the findings and notifications of the Unit.

(4) The Commission and the Unit shall, within ninety (90) days after the commencement of these rules, enter into a memorandum of understanding which shall provide for—

(a) the exchange of information;

(b) joint inspections and supervisory reviews;

(c) the coordination of enforcement and remedial action, including the avoidance of duplicated sanctions for the same conduct; and

(d) the review of the memorandum at intervals of not more than two (2) years.

(5) In the event of any inconsistency between these rules and the Registration Regulations on a matter relating to anti-money laundering,

counter-terrorist financing or counter-proliferation financing, the Registration Regulations prevail to the extent of the inconsistency.

(6) Nothing in this rule limits any power, function or responsibility conferred upon the Commission or the Unit under any enactment.

*General obligations of VASP*

19. (1) A VASP shall—

(a) provide its services honestly and fairly;

(b) maintain the minimum capital required under rule 9;

(c) manage any actual and potential conflicts of interest related to its services;

(d) manage and mitigate any actual and potential risks associated with its services;

(e) have adequate technological, financial and human resources to discharge its services;

(f) have its annual financial statements audited, and submit quarterly reports to the Commission in accordance with rule 29;

(g) ensure that the recording, storing, protecting and transmission of data it processes complies with applicable data protection laws;

(h) ensure that all marketing and promotional materials are fair, clear, transparent and not misleading;

(i) plan for business continuity and disaster recovery in the event of an incident or disaster;

(j) have in place a mechanism for handling customer complaints;

(k) have in place a mechanism for protecting whistle-blowers;

(l) take reasonable steps to prevent market abuse and to ensure the integrity and transparency of financial markets;

(m) take reasonable steps to ensure its representatives (employees and persons acting on its behalf) comply with the VASP's internal policies and procedures;

(n) maintain competence to provide the virtual asset services it offers;

(o) where offering a virtual asset for sale, conduct due diligence on the virtual asset and its issuer, having regard to the white paper requirements in rule 20(3)(b);

(p) take reasonable steps to ensure that its directors, officers, employees and agents comply with these rules and all other applicable laws;

(q) take reasonable steps to ensure that its directors, officers, employees and agents comply with the code of practice issued by the Commission under rule 39; and

(r) take reasonable steps to ensure that its directors, officers, employees and agents comply with the conditions of the licence issued by the Commission.

(2) A VASP, issuer or any person participating in a virtual asset market shall not—

(a) engage in market manipulation;

(b) engage in wash trading or matched orders;

(c) engage in spoofing, layering or other deceptive trading practices;

(d) disseminate false or misleading information likely to affect the price, demand, supply or market activity of a virtual asset;

(e) misuse confidential or non-public information relating to a virtual asset or virtual asset offering; or

(f) participate in any scheme or arrangement intended to create a false or misleading appearance of active trading or market value.

(3) A person who contravenes subrule (2) commits an offence and is liable to a fine not exceeding level five (5) or to imprisonment for a period not exceeding six (6) months or to both such fine and such imprisonment.

(4) A VASP shall establish and maintain systems and controls reasonably designed to detect, prevent and report market abuse.

(5) A VASP that contravenes subrule (4) commits an offence and is liable to a fine not exceeding level five (5) for each day that the contravention continues.

## PART V

### Initial Virtual Asset Offerings

*Issuers of initial virtual asset offerings*

20. (1) No person other than a domestic company incorporated, or a foreign company registered, under the Companies and Other Business Entities Act [*Chapter 24:31*] shall issue any virtual asset for uptake by members of the public, and an issuer shall do so only through a platform hosted by a licensed virtual asset service provider that is licensed under these rules and registered under the Act or any other regulations.

(2) An issuer shall be authorised, subject to the terms of the approval and the Act, to issue a virtual asset offering and to undertake activities necessarily incidental to that offering. In determining whether an instrument or arrangement requires an issuer approval, the Commission shall have regard to the substance, rights and economic function of the instrument or arrangement and not merely its name or technological form and shall first determine whether it is excluded from the definition of "virtual asset" by section 49B of the Act.

(3) An issuer must—

(a) seek and obtain the approval of the Commission in writing no later than thirty (30) days before the date of issue; and

(b) no later than thirty (30) days before the date of issue make publicly available online, and easily accessible, a white paper that—

(i) states the name of the legal person responsible for the issue of the virtual asset, including its country of registration and relevant contact information;

(ii) states the names of the beneficial owners of the legal person concerned;

(iii) names the person responsible for the content of the white paper, including its country of registration and relevant contact information;

(iv) is drafted in a fair, clear, concise and effective manner;

(v) states the date on which the white paper was published and when it was last updated;

(vi) describes all information about the virtual asset that a holder would reasonably need to know, including any rights or obligations attached to it;

(vii) describes the types of persons for whom the virtual asset would, and would not, be appropriate;

(viii) describes, in a balanced manner, the risks and benefits of the virtual asset and its uses;

(ix) includes a prominent risk warning about the possibility of the virtual asset's value reducing to zero, and about circumstances in which it will not be liquid;

(x) discloses the types of platforms on which the virtual asset will be available for secondary market trading;

(xi) discloses all applicable fees and costs associated with acquiring and holding the virtual asset, and when, how and to whom they are paid;

(xii) states the full legal names, contact details and registration status of any independent third-party assurance provider who has reviewed the white paper, and the extent of any limitations of that review, or, if no such review has been undertaken, includes a prominent warning to that effect;

(xiii) discloses any adverse impact that the technology underlying the virtual asset has on the environment;

(xiv) states who is the legal owner of the virtual assets before they are issued, and how legal ownership changes on issue;

(xv) includes versions of the white paper in English, Shona and Ndebele; and

(xvi) states the offer period, which shall not exceed the maximum period permitted under rule 21(2).

(4) A person who issues a virtual asset shall—

(a) act honestly and fairly in connection with the offer or issue of the virtual asset;

(b) not communicate anything in connection with the sale or issue of a virtual asset that is false, misleading or deceptive;

(c) not receive or pay any commission or fee that is not fully and prominently disclosed;

(d) not make a virtual asset available if it relates to goods or services that will not be operational within twelve (12) months of the sale or issue first being made;

(e) not promote the virtual asset before the white paper is made publicly available;

(f) on an ongoing basis, and at least monthly, publicly disclose the number of virtual assets currently in circulation;

(g) manage conflicts of interest related to the offer or issue of the virtual asset; and

(h) comply with the same market conduct obligations (relating to the misuse of non-public information, market manipulation or related market conduct rules) as would apply if the virtual assets were tradeable securities on a licensed market.

(5) A VASP that hosts a platform for an issuer shall apply customer due diligence, sanctions screening and the Travel Rule to each purchaser of the virtual asset, and shall not complete a sale to a purchaser whom it has not identified.

(6) Any person who contravenes subrule (1) or (3), or fails to comply with any requirement of subrule (4), and any VASP that contravenes subrule (5), commits an offence and is liable—

(a) in the case of a natural person who is a director, officer, beneficial owner or other person responsible for the management of the legal person, and who authorised, permitted, consented to or participated in the contravention, to a fine not exceeding level five (5) for each day that the contravention continues; and

(b) in the case of a legal person, to a fine not exceeding the greater of—

(i) level five (5); or

(ii) three (3) times the value of the virtual assets issued, offered, sold or otherwise dealt with in contravention of this rule.

(7) Without limiting subrule (6), where a person—

(a) offers or issues a virtual asset to the public without the approval of the Commission;

(b) publishes a white paper containing information that is materially false, misleading or deceptive;

(c) fails to make the disclosures required under subrule (3) or (4);

(d) promotes a virtual asset before publication of the white paper; or

(e) engages in market manipulation, insider dealing or any other prohibited market conduct in relation to a virtual asset,

the Commission may, in addition to any criminal penalty—

(i) suspend or revoke any approval granted under this rule;

(ii) order the cessation of the offer or issue;

(iii) direct the issuer to refund affected subscribers or purchasers;

(iv) impose a monetary penalty not exceeding level five (5) for each day the contravention continues; and

(v) prohibit the issuer, and any responsible officer, from participating in any future virtual asset offering for a period determined by the Commission.

(8) The application for approval in terms of this rule shall be accompanied by—

(a) the constitutive documents of the company and police clearances of the directors and shareholders;

(b) a copy of the policies and measures to be adopted by the applicant relating to anti-money laundering and combating the financing of terrorism and proliferation, the issuer's assessment of the money laundering, terrorist financing and proliferation financing risks of the offering, and evidence of the source of funds of its beneficial owners;

(c) a draft copy of the information technology manual of the applicant, or an equivalent document acceptable to the Commission, covering—

(i) information security (including cybersecurity) policies and procedures;

(ii) details of hardware, software and backup;

(iii) disaster recovery and business continuity;

(d) a list of controlling shareholders and directors;

(e) the white paper required under subrule (3)(b); and

(f) the fee prescribed in the Third Schedule.

(9) The Commission shall decide an application under subrule (8) within thirty (30) days after receiving it together with all documents and information required in support of it, and rule 3(22) applies with the necessary changes.

## PART VI

## Requirements for Initial Virtual Asset Offerings

*Offer period*

21. (1) A virtual asset offered to the public must be distributed within the period provided for in the white paper.

(2) The offer period shall not exceed twelve (12) months, but the Commission may, on application by the issuer, extend it if it considers it appropriate to do so.

(3) The Commission shall order the cancellation of an initial virtual asset offering, and take enforcement action, if the virtual asset continues to be distributed after the expiry of the offer period or of any extension granted under subrule (2).

*Disclosure by issuer*

22. (1) Where a white paper has been published, the issuer must, until the close of the offer period, immediately give written notice to the Commission of any information that could affect the interests of purchasers.

(2) An issuer who fails to comply with subrule (1) commits an offence and is liable to a fine not exceeding level five (5) for each day the contravention continues.

*Purchaser rights*

23. (1) Where an issuer publishes, in its white paper or an amendment to it, a material misrepresentation, the purchaser has the right to rescind the subscription or claim damages.

(2) A purchaser of a virtual asset may withdraw their purchase by giving written notice to the issuer.

(3) A purchaser's written notice must be given not later than ten (10) business days after the date of the agreement to purchase the virtual asset.

(4) Where a purchaser has complied with subrule (3), the issuer of the virtual asset is obliged to refund the amount paid by the purchaser within five (5) business days of the purchaser's request.

## PART VII

## Supervision And Enforcement

*Supervisory powers of the Commission*

24. (1) The Commission shall, in accordance with Part XII of the

Act, exercise supervision over every licensed VASP and monitor compliance with the Act, these rules and any conditions of licence.

(2) Without limiting the powers conferred upon the Commission under Part XII of the Act, the Commission may, for purposes of supervision, inspection and enforcement—

(a) conduct on-site inspections and off-site surveillance of VASP;

(b) require the submission of reports, returns and any relevant information within such time as it may specify;

(c) access and obtain books, records, accounts and data, whether stored physically or electronically;

(d) require any director, officer, employee or agent of a VASP to provide explanations or clarifications;

(e) issue directives, guidelines or compliance orders as necessary; and

(f) appoint an independent auditor or skilled person to review specific activities of a VASP, at the cost of the VASP.

*Investigations*

25. (1) Where the Commission has reasonable grounds to believe that—

(a) a VASP has contravened these rules; or

(b) any person is conducting virtual asset activities without authorisation;

*the Commission shall initiate an investigation*.

(2) For the purposes of an investigation, the Commission may exercise all the powers provided in the Act.

*Actions of the Commission following a breach of these rules*

26. (1) Where the Commission determines that a VASP or any person has breached these rules, it may—

(a) issue a warning to the VASP;

(b) require the VASP to appoint a person who, in the Commission's opinion, is qualified to advise it on the proper conduct of its business;

(c) issue a written instruction to the VASP to undertake remedial action specified in the instruction;

(d) impose a monetary penalty not exceeding level five (5) for each day the contravention continues;

(e) instruct the VASP to suspend or remove any of its officers or employees from their duties;

(f) direct the VASP to suspend all or any part of its business;

(g) appoint a supervisor to monitor the affairs of the VASP;

(h) where the VASP is a corporate body, convene a meeting of its members to discuss remedial measures to be taken; or

(i) suspend, cancel or amend the terms and conditions of a licence.

(2) In deciding an appropriate action under subrule (1), the Commission shall consider any or all of the following—

(a) the severity and duration of the breach;

(b) whether the breach was intentional or negligent;

(c) any history of non-compliance;

(d) the financial benefit gained or loss avoided; and

(e) the impact of the breach on the financial market.

(3) The Commission shall ensure that any person subject to sanctions under this rule is afforded—

(a) notice of the intended action;

(b) an opportunity to make representations; and

(c) the right to appeal.

(4) No administrative penalty applies where an offence under these rules covers the contravention.

*Referral to law enforcement authorities*

27. (1) Where the Commission has reasonable grounds to believe that a criminal offence has been committed, it shall refer the matter to the appropriate law enforcement agency.

(2) The Commission may—

(a) share information, intelligence and evidence with law enforcement authorities;

(b) provide technical assistance during investigations or prosecutorial processes; and

(c) coordinate with the Unit and other competent authorities.

(3) A referral to a law enforcement agency does not preclude the Commission from taking administrative action.

## PART VIII

## FINANCIAL MATTERS

*Appointment, duties and powers of auditors of VASP*

28. (1) Subject to this rule, every VASP shall appoint as its auditor a person registered as a public auditor under the Public Accountants and Auditors Act [*Chapter 27:12*].

(2) No person who is an officer or employee of a VASP is qualified for appointment as its auditor.

(3) A person appointed as auditor of a VASP is responsible for—

(a) auditing the VASP's accounts and reporting on its statement of financial position and statement of comprehensive income;

(b) planning and carrying out audit procedures designed to detect irregularities and illegal acts in the conduct of the VASP's business; and

(c) communicating to the Commission any evidence of irregularities or illegal acts committed by—

(i) an officer or employee of the VASP; or

(ii) any other person, where there is a reasonable possibility that they may significantly damage the VASP's financial stability.

(4) In every report referred to in subrule (3)(a), the auditor shall state whether the accounts of the VASP fairly present its situation and business.

(5) Without derogating from subrule (4), in the report referred to in subrule (3)(a) the auditor shall record—

(a) any irregularity or illegal act which the auditor has ascertained, or suspects, has occurred in the conduct of the VASP's business;

(b) any other matter which, in the auditor's opinion, requires rectification or attention by the VASP; and

(c) any recommendations for improving the VASP's financial administration.

(6) The auditor shall forthwith send to the Commission a copy of any report in which a matter referred to in subrule (5) is included.

(7) In addition to the report referred to in subrule (3)(a), the auditor shall submit to the Commission such reports as the Commission may direct.

(8) The Commission may appoint an auditor for a VASP that, for any reason, fails to appoint one, and such auditor is deemed to have been appointed by the VASP.

(9) An auditor's compliance with their obligations under this rule to submit reports, to include information in reports, or to provide information, applies notwithstanding any duty of confidentiality to the contrary, and the auditor shall not be held liable in any proceedings arising from such compliance unless it is proved that they acted in bad faith.

(10) The auditor of a VASP shall—

(a) have a right of access, at all reasonable times, to the VASP's books, accounts and vouchers; and

(b) be entitled to require such information and explanations from any officer, employee or agent of the VASP as, in

the auditor's opinion, are required to enable the auditor to perform their duties.

(11) Any person who, without just cause, fails—

(a) to permit an auditor the access referred to in subrule (10)(a); or

(b) to comply with a requirement under subrule (10)(b), commits an offence and is liable to a fine not exceeding level five (5) for each day that the contravention continues.

*Licensees to provide Commission with a quarterly report*

29. (1) A licensee must provide a quarterly report to the Commission to satisfy the Commission that it is complying with the Act, these rules and any guidelines.

(2) The quarterly report shall be submitted not later than fourteen (14) days after the end of the quarter to which it relates, and shall include such statistics as the Commission requires relating to customers, transactions, suspicious transaction reports, Travel Rule compliance and sanctions screening.

(3) The Commission shall share the anti-money laundering, counter-terrorist financing and counter-proliferation financing information in the report with the Unit.

(4) A licensee who contravenes subrule (1) commits an offence and is liable to a fine not exceeding level five (5) for each day, from the day the quarterly report is due, that the contravention continues.

*Accounts, financial statements and returns*

30. (1) A VASP shall—

(a) keep proper accounts and other records relating to them; and

(b) at the end of each financial year, prepare financial statements reflecting, in accordance with sound accounting practice, the VASP's operations and financial condition.

(2) A VASP shall—

(a) within three (3) months after the end of the financial year, furnish the Commission with copies of the annual financial statements prepared under subrule (1)(b), together with the board's report; and

(b) submit those statements and report to the annual general meeting of shareholders for approval.

(3) The annual financial statements referred to in subrule (1)(b) shall consist of—

(a) a statement of financial position;

(b) a statement of comprehensive income;

(c) a report by the auditor of the VASP; and

(d) such other returns as the Commission may require.

(4) A VASP which contravenes subrule (1) or (2), and every officer of the VASP responsible for the contravention, commit an offence and are liable to a fine not exceeding level five (5) for each day that the contravention continues.

*Segregation of assets*

31. (1) A VASP must ensure that the assets and liabilities of its clients held by it are identified and accounted for separately from each other and from its own assets and liabilities.

(2) Client assets shall not—

(a) be used for proprietary trading; or

(b) be pledged or rehypothecated without the client's explicit consent.

(3) Every VASP that, in carrying on any activity authorised by its licence, holds or receives money for or on behalf of a client shall open and keep a current account at a bank as a separate trust account, in which it shall deposit all such money.

(4) The trust account shall be operated in accordance with sections 50, 51, 52, 53 and 54 of the Act.

(5) A VASP holds client assets, including virtual assets and

money, as trustee for its clients, and shall not treat them as its own property or use them for its own purposes.

(6) A VASP shall reconcile client assets held by it with its records at intervals determined by the Commission and shall furnish the reconciliation to the Commission on request.

(7) A VASP that contravenes subrule (1), (2), (3), (5) or (6) commits an offence and is liable to a fine not exceeding level five (5) for each day that the contravention continues.

## PART IX

## Travel Rule

### Application of the Travel Rule

32. (1) A VASP acting as an ordering VASP, beneficiary VASP or intermediary VASP shall comply with this Part in respect of every virtual asset transfer, including transfers to and from unhosted wallets.

(2) For all virtual asset transfers, the ordering VASP must obtain and hold the following information:

(a) Originator Information:

(i) full legal name;

(ii) virtual asset wallet address or account number; and

(iii) at least one of the following: physical address; national identity number or passport number; or date and place of birth.

(b) Beneficiary Information:

(i) full legal name;

(ii) virtual asset wallet address or account number; and

(iii) the name of the country and town/city of the beneficiary's residence.

(3) The ordering VASP must verify the accuracy of the originator information using independent and reliable source documents, data, or information (KYC) before the transfer is executed.

(4) Once the information is verified, the ordering VASP must, before or at the same time as the transfer is executed, securely send the information to the beneficiary VASP, directly or through an intermediary VASP.

(5) An intermediary VASP must ensure that all originator and beneficiary information received with a virtual asset transfer is retained with the transfer and securely transmitted to the next VASP in the transfer chain, must keep a record of that information in accordance with rule 49, and must have effective risk-based procedures to identify transfers that lack the required originator or beneficiary information.
(6) This Part shall be read together with Part V of the Registration Regulations, and rule 18(5) applies to any inconsistency between this Part and those Regulations.

*Obligations of the Beneficiary VASP*

33. (1) A beneficiary VASP must have effective risk-based procedures to identify virtual asset transfers that lack the required originator or beneficiary information.

(2) Upon receipt of the information, the beneficiary VASP must:

(a) verify the identity of the Beneficiary (its own client) against its own records; and

(b) determine whether the information received matches the beneficiary information it holds.

(3) Where the required originator or beneficiary information is missing or incomplete, the beneficiary VASP must, on a risk-sensitive basis, reject the transfer, suspend its execution or request the missing information from the ordering VASP, and must consider whether to file a suspicious transaction report with the Unit in terms of rule 35(5).

*Transfers to unhosted wallets*

34. (1) Where a transfer is made to an unhosted wallet (P2P), the ordering VASP must—

(a) obtain the required beneficiary information from its own client (the originator); and

(b) conduct wallet ownership proof (for example "Satoshi Test" or cryptographic signature) to verify that the unhosted wallet is owned or controlled by the client, for any transaction equal to or exceeding US$1,000 or its equivalent in other currencies.

(2) The ordering VASP must apply enhanced monitoring to transactions involving unhosted wallets to detect potential sanctions evasion.

(3) This provision is additional to and does not substitute for the general customer due diligence provision contained in rule 35.

*Customer due diligence obligations of VASP*

35. (1) A VASP shall apply this rule, in addition to rule 49, when establishing a business relationship, when conducting an occasional transaction (whether single or linked) equal to or exceeding US$1,000 or its equivalent in other currencies, and whenever it suspects money laundering, terrorist financing or proliferation financing, whatever the amount.

(2) The following are Identification and Verification obligations of VASP—

(a) a VASP shall identify and verify the identity of each customer using reliable, independent source documents, data, or information;

(b) where the customer acts on behalf of another person, the VASP shall identify and verify the beneficial owner; and

(c) the VASP shall obtain information on the purpose and intended nature of the business relationship.

(3) The following are Ongoing Monitoring obligations of VASP—

(a) a VASP shall conduct ongoing monitoring of transactions to ensure consistency with the customer's profile and risk level;

(b) enhanced due diligence shall be applied to higher risk customers, jurisdictions, or transaction patterns; and

(c) customer information shall be kept current and reverified periodically.

(4) The following are Record Keeping obligations of VASP—

(a) a VASP shall retain all identification documents, verification data, and transaction records for the period specified in rule 49(2); and

(b) records shall be readily available to competent authorities upon request.

(5) The following are Suspicious Activity Reporting obligations of VASP—

(a) a VASP shall promptly file a Suspicious Transaction Report with the Unit upon detection of unusual or suspicious activity; and

(b) staff shall be trained to recognize red flag indicators of money laundering, terrorist financing, or other illicit activity.

(6) The following are Compliance and Oversight obligations of VASP—

(a) each VASP shall establish internal policies, procedures, and controls to implement customer due diligence effectively;

(b) the compliance officer shall be designated with responsibility for oversight and reporting; and

(c) systems shall be subject to independent audit and regulatory review.

(7) A VASP that contravenes rule 32, 33 or 34 or this rule commits an offence and is liable to a fine not exceeding level five (5) for each day that the contravention continues.

## PART X

## Consumer Protection and Market Conduct

*Custody and safekeeping*

36. A VASP providing custody services shall—

(a) implement robust private key management controls;

(b) maintain secure storage systems, including cold wallets where appropriate; and

(c) ensure insurance coverage for custody risks, where applicable.

*Disclosure requirements*

37. A VASP shall disclose the following to clients—

(a) risks associated with virtual assets;

(b) fees and charges;

(c) custody arrangements; and

(d) complaint-handling procedures.

*Customer complaints procedure*

38. (1) Every VASP shall establish procedures for dealing with complaints made by customers and members of the public concerning their relations with the VASP, and shall—

(a) display a notice, in the public portion of each of its branches and premises where it conducts business, and on its website, explaining the procedures and the manner in which complaints are to be made and dealt with; and

(b) designate an employee at each of its branches and premises where it conducts virtual asset business as a customer service officer, responsible for receiving and dealing with complaints from customers and members of the public.

(2) Every VASP shall—

(a) keep a record of every complaint it receives and how it was dealt with, and preserve the record for seven (7) years or such longer period as the Commission may require; and

(b) not later than the fourteenth day after the end of each quarter, submit a return detailing the number and nature of complaints received in that quarter.

(3) A VASP that contravenes rule 36 or 37 or this rule commits an offence and is liable to a fine not exceeding level five (5) for each day that the contravention continues.

*Codes of practice*

39. (1) The Commission may, in consultation with licensed VASP, devise a code of practice regulating the conduct of VASP as between each other and in relation to their clients.

(2) Subject to the Act, a code of practice may provide for administrative penalties, but not criminal offences, for breaches of the code, which may include—

(a) a monetary penalty not exceeding the prescribed amount; or

(b) the cancellation or variation of the licence of the VASP concerned.

(3) A code of practice does not have effect until it has been published in the Gazette.

PART XI

RISK MANAGEMENT, CYBERSECURITY AND OPERATIONAL RISK

*Cybersecurity framework*

40. (1) A VASP shall implement—

(a) information security policies;

(b) access controls;

(c) encryption standards; and

(d) incident response mechanisms.

(2) A VASP that fails to implement or maintain the cybersecurity framework required under subrule (1), or that knowingly provides false or misleading information to the Commission concerning its cybersecurity framework, commits an offence and is liable to a fine not exceeding level five (5) for each day that the contravention continues.

(3) The Commission may, in addition to the penalty referred to in subrule (2), suspend the VASP for a period not exceeding six (6) months.

*Incident reporting*

41. (1) A VASP shall notify the Commission within twenty-four (24) hours of any major cyber incident and submit a detailed report of the incident within seventy-two (72) hours, reckoned from the time at which the VASP became aware of the incident.

(2) Where a major cyber incident involves, or is suspected to involve, money laundering, terrorist financing, proliferation financing or the evasion of targeted financial sanctions, the VASP shall also report it to the Unit within the period specified in subrule (1).

(3) A VASP that fails to notify the Commission of a major cyber incident, or to submit the detailed report within the period specified in subrule (1), commits an offence and is liable to a fine not exceeding level five (5) for each day that the contravention continues.

*Business continuity*

42. (1) A VASP shall—

(a) maintain business continuity plans;

(b) maintain disaster recovery mechanisms; and

(c) regularly review its systems.

(2) A VASP that fails to maintain business continuity plans or disaster recovery mechanisms, or to regularly review its systems, as required under subrule (1), commits an offence and is liable to a fine not exceeding level five (5) for each day that the contravention continues.

## PART XII

## General

*Duty of confidentiality*

43. (1) Information shared under the Act or these rules is subject to confidentiality and consent requirements and may be used only for lawful purposes.

(2) Nothing in subrule (1), or in any other enactment or agreement relating to confidentiality, prevents or restricts—

(a) the sharing of information between the Commission, the Unit and any other competent authority, whether in Zimbabwe or elsewhere, in accordance with the Act;

(b) the sharing of information between VASPs, or between a VASP and a financial institution, that is required for the purposes of Part V of the Registration Regulations; or

(c) the sharing of information within a group for the purposes of customer due diligence and the management of money laundering, terrorist financing and proliferation financing risks, subject to adequate safeguards for confidentiality and use.

(3) Information shared under subrule (2) may be used only for the purposes for which it was provided, and shall not be disclosed further without the consent of the authority that provided it.

*Appeals*

44. (1) A person aggrieved by a decision, proposal or action of a VASP or the Commission must proceed in terms of section 105 of the Act.

(2) An appeal shall—

(a) be made in writing; and

(b) be lodged with—

(i) the Commission, if the decision, proposal or action appealed against was made by the VASP; or

(ii) the Minister, if the decision, proposal or action appealed against was made by the Commission.

(3) The appeal must be made within thirty (30) days after the appellant was notified of the decision appealed against.

(4) Unless the Commission or the Minister, as the case may be, directs otherwise, the lodging of an appeal does not suspend the decision appealed against, and any person who wishes to obtain a suspension shall apply for it, to the body with which the appeal is lodged, showing reasonable grounds.

*Payment of fees and levies*

45. (1) A VASP or an issuer shall pay the fees and levies specified in the Third Schedule.

(2) A fee or levy payable under these rules shall be paid to the Commission by bank transfer.

(3) Unless the Third Schedule provides otherwise, a levy payable by a VASP or an issuer is payable on the tenth day of the month following the month to which the levy relates.

(4) If a person fails to pay a fee or levy more than one (1) week after it becomes due, that person becomes liable to pay the Commission a surcharge of one hundred per centum of the unpaid amount, and interest at the rate prescribed under the Prescribed Rate of Interest Act [*Chapter 8:10*] begins to run on the unpaid amount and the surcharge.

*Waiver of fees and levies*

46. If the Commission considers it appropriate to do so in the exceptional circumstances of a particular case, it may—

(a) waive payment of the whole or part of any fee or levy payable under these rules; or

(b) refund the whole or part of any fee or levy paid under these rules.

*Guidelines*

47. Subject to rule 3(19) and (20), the Commission may, for the purposes of these rules, make written guidelines—

(a) explaining its policies and practices;

(b) for the proper conduct of VASP;

(c) providing guidance and feedback to VASPs to facilitate compliance with their ongoing obligations, including the implementation of appropriate measures to identify, assess, manage and mitigate risks, detect suspicious transactions and activities, and report such transactions and activities to the Unit; and

(d) for any other purpose that it considers will facilitate the achievement of its objectives or the exercise of its functions in relation to VASP.

*Restriction on the use of the words "virtual asset" or "digital asset"*

48. (1) A person must not use the words "virtual asset" or "digital asset", or a derivative of either of those words, in any language, in the description or title of that person's business, unless the person—

(a) holds a licence under the Act; and

(b) has obtained the Commission's approval.

(2) A person who contravenes subrule (1) commits an offence and is liable to a fine not exceeding level five (5) for each day that the contravention continues.

*Customer due diligence and record-keeping*

49. (1) Every VASP shall carry out customer due diligence, including identification and verification of customers and beneficial owners, in accordance with the Money Laundering and Proceeds of Crime Act [*Chapter 9:24*], and shall keep records in accordance with the Money Laundering and Proceeds of Crime Act [*Chapter 9:24*].

(2) The records referred to in subrule (1) shall be kept for at least seven (7) years after the termination of the business relationship or the completion of an occasional transaction.

(3) A VASP shall make the records referred to in subrule (1) available promptly to the Commission, the Unit and any law enforcement agency that is lawfully entitled to them.

(4) A VASP that contravenes this rule commits an offence and is liable to a fine not exceeding level five (5) for each day that the contravention continues.

*Form of VASP licence issued by the Commission*

50. (1) A VASP licence issued by the Commission shall be in the form specified by the Commission and shall state—

(a) the name and address of the VASP;

(b) that the VASP licence has been issued;

(c) the class of licence and the services that may be provided under the licence;

(d) the licence number; and

(e) the date on which the licence was issued.

(2) A VASP shall prominently display its licence at all places where it provides its services, including its physical business premises and online.

*Register of VASP*

51. (1) The Commission shall maintain a publicly available register of licensed VASP.

(2) The register shall contain—

(a) the VASP's name and place of business;

(b) the class of licence held and the services the VASP is authorised by its licence to provide;

(c) the licence number;

(d) the status of the licence, including any suspension, cancellation or condition, and the date on which each took effect; and

(e) the date the licence was issued.

(3) The Commission shall publish the register on its website and update it within forty-eight (48) hours after any change.

*Penalties, liability of officers and offences by bodies corporate*

52. (1) A VASP that contravenes or fails to comply with a lawful requirement, directive or compliance order of the Commission made under the Act or these rules commits an offence and, unless a different penalty is provided for the offence under another provision of these rules, is liable to a fine not exceeding level five (5) for each day that the contravention continues.

(2) Except where these rules provide a different penalty for the failure, where a licensed VASP fails, within the specified time, to furnish the

Commission with a report or document required to be submitted under these rules or any directive, that VASP is liable to pay the Commission a fee of US$500 for each day the default continues, up to a maximum of thirty (30) days, after which the licence may be cancelled.

(3) Without prejudice to rule 16(5), a past or present principal officer of a VASP, and every person who is or was a member of the board of a VASP, is personally liable, without limitation of liability, for all debts or other liabilities of the VASP if, at any time, they were a party to the carrying on of the business of the VASP —

(a) recklessly;

(b) with gross negligence; or

(c) with intent to defraud any person or for any fraudulent purpose.

(4) Except where these rules provide otherwise, where an offence under these rules is committed by a body corporate, every director, officer or employee who authorised, permitted or participated in the commission of the offence, or who failed to take reasonable steps to prevent it, is also guilty of the offence and liable to the penalty prescribed for it.

*Resolution of disputes*

53. The Seventh Schedule to the Securities (Registration, Licensing and Corporate Governance) Rules, 2010, applies to the resolution of disputes between—

(a) VASP; or

(b) VASP and other persons licensed under the Act, where the dispute arises out of a licensable activity.

*International cooperation and cooperation with other competent authorities*

54. (1) The Commission shall, promptly, constructively and effectively, provide the widest possible range of cooperation to foreign counterparts in relation to money laundering, terrorist financing, proliferation financing and the supervision of virtual asset service providers, irrespective of the counterpart's nature or status.

(2) Without limiting subrule (1), the Commission may—

(a) exchange information spontaneously and on request, including information on regulation, the licensing and ownership of VASP, their business activities, fit and proper status, and compliance;

(b) conduct inquiries on behalf of foreign counterparts and obtain information for them;

(c) authorise or facilitate foreign counterparts to conduct inquiries in Zimbabwe; and

(d) take part in joint inspections and colleges of supervisors.

(3) The Commission shall not refuse a request for cooperation solely on the ground that the request involves fiscal matters, that the information is held subject to secrecy or confidentiality requirements other than legal professional privilege, or that the counterpart differs in nature from the Commission.

(4) The Commission may enter into bilateral and multilateral memoranda of understanding for the purposes of this rule, shall designate a contact point for foreign requests, and shall give feedback to a counterpart on the use and usefulness of information received.

(5) Information received from a foreign counterpart shall be used only for the purposes for which it was provided and shall not be disclosed to a third party without the prior consent of the counterpart.

*Commencement and transitional provisions*

55. (1) These rules shall come into operation on the date of their publication in the Gazette.

(2) A person who, immediately before the commencement of these rules, was carrying on a virtual asset business or providing a virtual asset service in Zimbabwe shall, within six (6) months after that commencement or such other period as the Commission may specify by notice in the Gazette, apply for the relevant licence and registration in terms of rule 4 and the Registration Regulations.

(3) A person who has applied within the period referred to in subrule (2) may continue the business until the application is

determined, but if the application is refused shall cease the business within the period specified by the Commission.

**FIRST SCHEDULE** *(rule 3(6))*

CLASSES OF LICENCE AND AUTHORISED ACTIVITIES

| **Class of licence** | **Activities authorised (rule 3(3))** |
|---|---|
| Virtual Asset Exchange Service Licence | (b) exchange between virtual assets and fiat currency; (c) exchange between one or more forms of virtual assets; (f) operation of a virtual asset exchange or trading platform, including an order book |
| Virtual Asset Broker-Dealer Service Licence | (g) execution of transactions in virtual assets for or on behalf of another person; (h) trading on own account as a business; (j) participation in, underwriting, placing or distribution of an issuer's offer; (m) market-making |
| Virtual Asset Transfer and Payment Service Licence | (d) transfer of virtual assets for or on behalf of another person; (e) payment services using virtual assets |
| Virtual Asset Custody Service Licence | (i) safekeeping, custody or administration of virtual assets or of instruments enabling control over virtual assets |
| Virtual Asset Management and Investment Service Licence | (k) management of portfolios of virtual assets; (l) investment advice relating to virtual assets |
| Issuer approval (rule 20) | (a) issuing a virtual asset offering |
| The class of licence specified by the Commission in the licence (rule 3(6)) | (n) any other virtual asset service within the meaning of section 49B of the Act |

**SECOND SCHEDULE** (rule 4(2)(a))

DOCUMENTS ACCOMPANYING THE APPLICATION

An application for a VASP licence must be accompanied by the following documents —

(a) certified copy of the certificate of incorporation;

(b) copy of the memorandum and articles of association, or constitution;

(c) certified copy of any licence to deal in virtual assets in a foreign jurisdiction (where applicable), together with a certificate of good standing from the foreign regulator and the applicant's consent to the exchange of information between that regulator and the Commission;

(d) registered office information;

(e) proof of the applicant's business address;

(f) KYC particulars of each key person, as defined;

(g) three-year financial projections;

(h) white paper (where applicable);

(i) complaints procedure;

(j) certified copies of national identity documents (or passports, for non-nationals) of all key persons;

(k) certified copies of police clearance certificates of all key persons;

(l) certified copies of proof of address of key persons;

(m) details of the security platform to be used by the applicant;

(n) risk management procedure;

(o) evidence of minimum capital;

(p) details of the source of funds of the applicant's capital;

(q) audited financial accounts of the applicant, where it has been active for at least twelve (12) months, or an audit certificate, if active for less than twelve (12) months;

(r) a technology audit report stating the auditor and the methods of independent assurance of the technological infrastructure to be used by the applicant (refer to the Technology Audit Guideline for further information);

(s) a comprehensive funding and contingency funding plan outlining how liquidity will be achieved in normal operations and in times of market stress;

(t) a director's statement detailing financial standing, current assets, contingent liabilities, and professional indemnity and directors' and officers' liability cover;

(u) a business plan outlining the applicant's internal organisation, internal controls and corporate governance, including details of how current books and records of investment receipt, holding and dealing are kept, procedures for withdrawal of funds by investors or on maturity of investment, and market analysis;

(v) an anti-money laundering, counter-terrorist financing and counter-proliferation financing policy manual, covering customer due diligence, risk assessment, enhanced due diligence, monitoring, record-keeping, suspicious transaction reporting, targeted financial sanctions screening and internal controls, in accordance with these rules;

(w) disclosure of internet-related or e-commerce business links, and confirmation that all websites used reflect the name and information of the applicant;

(x) a declaration by the applicant that there is no reason for the Commission to doubt its competence, integrity or financial resources to undertake the business;

(y) a copy of the applicant's insurance policy (professional indemnity insurance and cybercrime insurance cover);

(z) any outsourcing agreement for an outsourcing activity, including custody arrangements;

(za) a business-wide assessment of the money laundering, terrorist financing and proliferation financing risks of the applicant;

(zb) a description of the Travel Rule, sanctions-screening and blockchain analytics systems that the applicant will use;

(zc) the applicant's policy on transfers to and from unhosted wallets;

(zd) the names and particulars of the principal officer, the compliance officer (who shall also be the money laundering reporting officer) and the chief technology officer, and evidence of their qualifications and experience;

(ze) a structure chart showing the ownership and control of the applicant up to its ultimate beneficial owners; and

(zf) in the case of an applicant that is a subsidiary or affiliate of a person established outside Zimbabwe, evidence that the applicant is incorporated or registered in Zimbabwe and that its regulated business will be directed and managed from Zimbabwe.

**THIRD SCHEDULE** (rule 4(2)(b), 20(8) and 45(1))

FEES AND LEVIES

Table A — Application fees

| Class of licence | Fee |
|---|---|
| Virtual Asset Exchange Service Licence | US$4,000 |
| Virtual Asset Broker-Dealer Service Licence | US$1,500 |
| Virtual Asset Transfer and Payment Service Licence | US$2,000 |
| Virtual Asset Custody Service Licence | US$2,000 |
| Virtual Asset Management and Investment Service Licence | US$3,000 |
| Issuer approval (rule 20) | US$2,000 |

Table B — Annual fees

| Class of licence | Fee |
|---|---|
| Virtual Asset Exchange Service Licence | US$5,000 |
| Virtual Asset Broker-Dealer Service Licence | US$3,000 |
| Virtual Asset Transfer and Payment Service Licence | US$4,000 |
| Virtual Asset Custody Service Licence | US$4,000 |
| Virtual Asset Management and Investment Service Licence | US$4,000 |

**Table C — Levies**

*Securities and Exchange Commission Levy*

1. Every holder of a Virtual Asset Broker-Dealer Service Licence shall pay a levy of nought comma one eight per centum (0.18%) of the total consideration, net of any duty or tax, payable for any purchase, sale or exchange of a virtual asset brokered by it on a virtual asset exchange, and shall remit it to the Commission not later than close of business on the Wednesday of the week following the week in which the virtual asset was purchased, sold or exchanged.

*Investor Protection Levy*

2. Every holder of a Virtual Asset Broker-Dealer Service Licence shall charge an investor protection levy of nought comma nought five per centum (0.05%) of the total consideration for any purchase, sale or exchange of a virtual asset brokered by it on a virtual asset exchange, and shall remit it to the Commission or the Investor Protection Fund not later than the tenth day of the month following the month in which the virtual asset was purchased, sold or exchanged:

Provided that, if the settlement date for such a transaction falls in the month after the virtual asset was purchased, sold or exchanged, the levy shall be remitted not later than the tenth day of the next succeeding month.

*Virtual Asset Exchange Levy*

3. Every holder of a Virtual Asset Exchange Service Licence shall pay a levy of nought comma five per centum (0.5%) of its monthly gross income, and shall remit it to the Commission not later than the tenth day of the month following the month to which the levy relates.

*Virtual Asset Management and Investment Service Levy*

4. Every holder of a Virtual Asset Management and Investment Service Licence shall pay a levy of nought comma five per centum (0.5%) of its monthly gross income and shall remit it to the Commission not later than the tenth day of the month following the month to which the levy relates.

*Payment of Levy by issuer*

5. Every approved issuer shall pay a levy of nought comma one per centum (0.1%) of the gross amount raised through the sale not later than the tenth day of the month following the sale.