

RCL Observations on the Internal Memorandum

In response to the Internal Memorandum addressed to the Board of the CGA draft up by Sulmahine Penza-Kwidama (hereinafter the ‘account manager’) on the 19.12.2025 (The Memo) and uploaded on the portal on the 4.5.2026.

The Internal Memo was prepared without consultation with RCL.

Preliminary Observations

This application was among the earliest submissions processed under the previous legislative framework and, as such, underwent a different review process from applications submitted after March 2024, when a formal checklist system was introduced for each stage of the review. Consequently, the only documented checks on file relate to the background screening of the key persons, which, although incomplete at the time of the application, were not considered critical for the issuance of a conditional licence by the CGA. Nevertheless, RCL continued to pursue the completeness of these individual applications as evidenced in the questions raised in the License Conditions Checklist.

The standard course of an application vetting process RCL conducts the necessary compliance checks and ordinarily prepares three reports concerning:

- I. the suitability of persons and their source of wealth;
- II. the suitability of the corporate structure and source of funds; and
- III. domains and other operational aspects.

For this application, (ii) and (iii) are completely missing. Furthermore, the application file is also missing the “Suitability Report for Approval of a Licence.” This document is essential, as it assesses RCL’s work and establishes the conditions attached to the licence. It is prepared by another third party, independent from RCL. While a Licence Conditions Checklist was prepared for the application, it is not supported by the corresponding report.

RCL never finalised the review of this licence as the applicant failed to respond to the Licence Conditions Checklist Questions within the required timeframes, despite repeated follow-ups. A total of 22 reminders were issued, and the applicant was ultimately given a strict deadline to respond. A response was finally submitted approximately one month after the deadline had elapsed. Accordingly, this failure should have constituted the primary basis for rejecting the application and revoking the licence. In addition, the applicant introduced a new UBO at a later stage without following the appropriate approval process set by the CGA.

As detailed below, a number of the items referenced by the Account Manager were neither vetted nor verified by RCL, nor were they the subject of any formal report issued by RCL.

1. The account manager states that in preparation of the Memo. *‘The submitted documents relating to customer due diligence, verification of key persons, beneficial*

*ownership, source of funds, **as verified by Random Consulting Limited**, were consulted, in accordance with internal agreements’.*

RCL respectfully disputes this characterisation. In particular, no CST report and no suitability report were prepared by RCL in relation to this application prior to the granting of the licence.

Art 2.2 of the LOK

The Memorandum appears to assess the matter pursuant to Article 2.2 of the LOK, which concerns the granting or denial of a gaming licence.

RCL respectfully disagrees with this position. Article 2.2 concerns the application phase. In the present matter, that phase was completed once the licence was granted, as outlined above. This is also clear from the fact that only License Conditions were issued to the applicant but no review checklists. If the CGA wanted to review this under the application process then it should have prepared a review checklist and followed the remediation process normally afforded during review.

This position is further evidenced by the outcome proposed within the Memorandum itself, namely the recommendation to revoke the licence rather than reject the application. The latter would appear procedurally incompatible with an application already marked as “granted”.

The CGA licensing team also appear to share this interpretation, as evidenced by the corresponding back-office records. Indeed, it would be problematic for the authority to maintain an audit trail suggesting that the application status was retrospectively altered after the licence had already been granted.

Reference Number	Organization Name	Created On	Submitted On	End Date	Phase	Status	Stage	Assign	Actions
OGL/2023/121/0086	Games & More B.V	2023-11-28	2023-12-26	2024-02-23		Granted	Conditionally Issued	Sulmahine Penza-Kwidama	 

Screenshot taken on 14/05/2026

RCL therefore respectfully submits that Article 2.4 of the LOK would have constituted the more appropriate legal basis, particularly since the LOK already provides for alternative regulatory measures, including suspension under Article 2.3 and corrective measures under Article 13.

Observations on the Memorandum

The Memorandum appears to retrospectively reassess the application despite the licence already having been granted.

As stated above, no CST report and no suitability report were prepared by RCL prior to the granting of the licence. Nevertheless, the CGA proceeded to grant the licence. The Memorandum now appears to retrospectively review the already granted licence and recommend revocation thereof (See point 3)

Article 1:

The account manager states that :

*The applicant also submitted key documents for the UBO (Fernando Lugo), including the Personal History Disclosure Form, copy of passport, copy of criminal record, copy of birth certificate, proof of address, a reference letter from a financial institution and Source of Wealth. Screening was performed by RCL as part of its customer due diligence process. **However, it appears that none were formally marked as approved or rejected.***

RCL notes that:

- This concerned the addition of a UBO rather than a change in UBO, which would ordinarily merit a separate internal procedure.
- RCL supports CGA but does not replace the obligation of the CGA and its licensing team to review documents for completion prior to being forwarded to RCL. In this case the licensing team did not carry out the verification process, since the addition of the UBO was done according to the predefined process.
- Based on the above, RCL did not carry out any vetting of the person concerned.
- The submission documents were uploaded on and after the 11.9.2025, almost 2 years from the time of the original application submission

Accordingly, the absence of formal findings and approval, cannot automatically be interpreted to the detriment of the applicant where the relevant documents were never formally escalated for review in the first place.

Article 2

The account manager states:

*The applicant submitted the required information and documentation, **and it appears that RCL reviewed and approved this Key Person.** However, it is noted that the PHDF was not formally marked as approved or rejected, and no checklist item was raised regarding this. A quick review of the PHDF indicates that the information provided is sufficient. The official approval will be sought in the post-licensing phase.*

RCL respectfully disputes this statement. The key persons submitted, namely Boy Hendriks as Managing Director, Fernando Lugo as CTO, and Eliane Solis Vasquez as Compliance Officer, were not vetted by RCL.

The relevant documents were not reviewed by the licensing team and were therefore never formally escalated to RCL for review. Consequently, no formal approval or rejection process was undertaken, nor were reports prepared in relation to the

aforementioned individuals, save for limited observations regarding Boy Hendriks' involvement in other applications.

Article 4:

The account manager states that:

Based on the information reviewed and/or provided by RCL, a quick check indicates that the company holds an active certificate once you click on the icon listed on the website.

Again, this statement is contradictory and inherently misleading. RCL did not review and/or provide information upon the display of the GCB green seal. A 'quick look' would have shown a GCB seal not a CGA one. The seal was an image that was **not** derived correctly from the certificate server. The account manger seems not aware of the Seals Update that was published by the CGA in January 2026.

Paragraph A

The account manager deems the UBO and KP as 'Non compliant' with regards to 'identification, existence and involvement, particularly of the UBO. See point on Article 1. The same analogy should be used in relation to non-compliance with SOF of the 'added' UBO.

Conclusion

RCL notes that this application formed part of the initial licensing applications during which licences were granted notwithstanding the absence of checklist items addressing deficiencies, as was the case for numerous other applicants.

Account managers should never process a licence unless a Suitability Report recommending approval of the licence exists within the internal documentation. While RCL's findings do not constitute a legitimate Licence Conditions Checklist, the latter does form part of the applicable regulatory process.

Insofar as the Memorandum purports to constitute a retrospective reassessment of the application — a position with which RCL does not agree, given that the licence had already been issued — the applicant should first have been afforded the opportunity to regularise any identified deficiencies through the application process checklist and applicable remediation measures, rather than through the imposition of licence conditions, had the CGA wished to pursue that course.

RCL further notes that the licence conditions were imposed in 2025, more than one year after the licence had already been granted. The exceptional procedural history of this matter warrants an equally measured, proportionate, and case-specific review process, rather than a retrospective reassessment based on the application of a uniform approach.