

Beneficial ownership submissions - Guidance on completing the form

Guernsey companies, limited liability partnerships and foundations ("relevant legal persons") are required by The Beneficial Ownership of Legal Persons (Guernsey) Law, 2017 ("the Law") to file their beneficial ownership information using the Registry's Online Services Portal (www.greg.gg). Guidance on how to make the online submission is [available here](#).

Entities which are resident agent exempt are not required to file beneficial ownership information.

Purpose

This guidance provides information on how to complete the following fields:

1. [Beneficial ownership category](#) (for individual beneficial owners)
2. [Capacity in which shares or rights held](#) (for individual beneficial owners)
3. [Percentage of shares or voting rights held](#) (for individual beneficial owners)
4. [Type of corporate beneficial owner](#) (for corporate beneficial owners)
5. [Percentage of shares or voting rights held](#) (for corporate beneficial owners)

Terms

- References to regulations are to the Beneficial Ownership (Definition) Regulations, 2017. [Click here to view the regulations](#).
- References to FAQs are to the FAQs in the Registry's *Guidance on the Meaning of Beneficial Owner* - [available to view here](#).
- Official documents of the company means memoranda, articles of association, share register, contracts and any other formal documents
- CDD means customer due diligence
- Corporate beneficial owner has the meaning at Regulation 1(3), i.e. a listed company, another relevant legal person or a States trading company.

1. Individual Beneficial Owners - “Beneficial ownership category”

Possible option	Things to consider
Direct ownership (shares) - sole personal capacity	<p>This covers:</p> <ul style="list-style-type: none"> An individual holding more than 25% of shares in their own name on their own behalf (alone or jointly with another) An individual holding more than 25% of shares through a nominee (alone or jointly with another) <p>Probable information source:</p> <ul style="list-style-type: none"> Shareholdings of individual or nominee- official documents of the company Nominee relationship - CDD information <p>See FAQs 1 & 2 in Guidance on the Meaning of Beneficial Owner</p>
Direct ownership (voting rights) - sole personal capacity	<p>This covers:</p> <ul style="list-style-type: none"> An individual holding more than 25% of shares in their own name on their own behalf (alone or jointly with another) <p>Probable information source:</p> <ul style="list-style-type: none"> Official documents of the company <p>See FAQs 1 & 2 in Guidance on the Meaning of Beneficial Owner</p>
Direct ownership (right to appoint /remove directors) - sole personal capacity	<p>This covers:</p> <ul style="list-style-type: none"> An individual holding right to appoint/remove majority of board of directors in their own name on their own behalf (alone or jointly with another) <p>Probable information source:</p> <ul style="list-style-type: none"> Official documents of the company <p>See FAQ 4 in Guidance on the Meaning of Beneficial Owner</p>
Direct ownership (shares) - joint arrangement	<p>This covers:</p> <ul style="list-style-type: none"> An individual holding shares in their own name on their own behalf or as a nominee (alone or jointly with another) who has entered into an arrangement with another person who holds shares or rights (alone or jointly with another) that they will exercise the rights conferred by their shares in the same way. NB – this only applies if the combined shares of the parties to the agreement are more than 25% of total shares, and there must be a degree of stability about the arrangement – see regulation 5. <p>Probable information source:</p> <ul style="list-style-type: none"> Shares held - official documents of the company Joint arrangement – CDD information <p>See FAQs 1 & 2 in Guidance on the Meaning of Beneficial Owner</p>

Possible option	Things to consider
Direct ownership (voting rights) - joint arrangement	<p>This covers:</p> <ul style="list-style-type: none"> An individual holding voting rights in their own name (alone or jointly with another) who has entered into an arrangement with another person who holds rights in their own name on their own behalf (alone or jointly with another) that they will exercise their rights in the same way. NB – this only applies if the combined rights of the parties to the agreement are more than 25% of total voting rights. There must be a degree of stability about the arrangement – see regulation 5. <p>Probable information source:</p> <ul style="list-style-type: none"> Rights held - official documents of the company Joint arrangement – CDD information <p>See FAQs 1 & 2 in Guidance on the Meaning of Beneficial Owner</p>
Direct ownership (right to appoint /remove directors) - joint arrangement	<p>This covers:</p> <ul style="list-style-type: none"> An individual holding the right to appoint or remove majority of board of directors in their own name (alone or jointly with another) who has entered into an arrangement with another person who holds rights in their own name on their own behalf (alone or jointly with another) that they will exercise their rights in the same way. There must be a degree of stability about the arrangement – see regulation 5. <p>Probable information source:</p> <ul style="list-style-type: none"> Rights held - official documents of the company Joint arrangement – CDD information <p>See FAQs 1 & 2 in Guidance on the Meaning of Beneficial Owner</p>
Indirect ownership through a chain Please note - when this option is selected you will also need to complete “Capacity in which shares or rights held”	<p>This covers:</p> <ul style="list-style-type: none"> An individual holding more than 25% of shares/ voting rights or right or to appoint/ remove directors through another entity or chain of entities. <p>Probable information source:</p> <ul style="list-style-type: none"> Shares/rights held by entity - official documents of the company Intervening entities and underlying individuals – CDD information <p>See FAQ 3 in Guidance on the Meaning of Beneficial Owner</p>
Control through other means	<p>This covers:</p> <ul style="list-style-type: none"> An individual exercising control of company by means other than under one of the ownership categories above where nobody within any of those categories exists or can be identified An individual exercising control of company by means other than under an ownership category where somebody within an ownership category has been identified but there is reason to believe that the individual is controlling the company as well as that person. <p>Probable information source:</p> <ul style="list-style-type: none"> Official documents of the company and CDD information <p>See FAQs 9 & 10 in Guidance on the Meaning of Beneficial Owner</p>

Possible option	Things to consider
Senior managing official	<p>This covers:</p> <ul style="list-style-type: none"><li data-bbox="392 282 1497 376">• An individual controlling the strategic decisions of the company where nobody within ownership categories or exercising control of company through other means has been identified <p>Probable information source:</p> <ul style="list-style-type: none"><li data-bbox="392 456 1219 488">• Official documents of the company and CDD information <p>See FAQ 11 in Guidance on the Meaning of Beneficial Owner</p>

2. Individual Beneficial Owners - “Capacity in which shares or rights held”

Possible option	Things to consider
<p>By controlling exercise of rights held by another person in his /her personal capacity</p>	<p>This covers:</p> <ul style="list-style-type: none"> • An individual (A) who controls the way in which another person (B) exercises the rights conferred by the shares or other rights held by B. If A has full control over the relevant right A must be treated as holding it, and if A and B both have control over the relevant right both must be treated as holding it. <p>Probable information source:</p> <ul style="list-style-type: none"> • Rights conferred by shares or other rights held by B – official documents of the company • Control by A and B - CDD information <p>See FAQs 1 & 2 in Guidance on the Meaning of Beneficial Owner</p>
<p>Through a trust or other legal arrangement (as individual trustee/ member)</p>	<p>This applies when a trust/other legal arrangement holds more than 25% of shares or voting rights or has the right to appoint/remove a majority of the directors in the company.</p> <p>It covers:</p> <ul style="list-style-type: none"> • The natural or corporate trustee (or equivalent for other legal arrangement) whether in Guernsey or elsewhere • The directors of the corporate trustee/equivalent if incorporated in Guernsey • The beneficial owners of the corporate trustee/equivalent if not incorporated in Guernsey • Any beneficiaries of the trust if it is a fixed trust <p>Probable information source:</p> <ul style="list-style-type: none"> • Shares or rights held by trust/other legal arrangement - official documents of the company • Details relating to trustee/equivalent - CDD information (especially the formal documents of the trust/equivalent) <p>See FAQ 6 in Guidance on the Meaning of Beneficial Owner</p>
<p>Through a trust or other legal arrangement (by exercising or having the right to exercise significant influence or control over trust/ other legal arrangement)</p>	<p>This applies when a trust/other legal arrangement holds more than 25% of shares or voting rights or has the right to appoint/remove a majority of the directors in the company.</p> <p>It covers:</p> <ul style="list-style-type: none"> • An individual who holds any of the powers listed at Regulation 2 (e) under the formal documents of the trust/equivalent • An individual who is known or believed to be exercising control over the trust/equivalent <p>Probable information source:</p> <ul style="list-style-type: none"> • Shares or rights held by trust/other legal arrangement - official documents of the company • Holders of Regulation 2 (e) powers - CDD information (especially the formal documents of the trust/equivalent) • Individual known /believed to be exercising control over trust/equivalent – CDD information <p>See FAQ 6 in Guidance on the Meaning of Beneficial Owner</p>

Possible option	Things to consider
As a nominee (in case of shares only) – licensed Guernsey TCSP	<p>This covers:</p> <ul style="list-style-type: none"> • A legal or natural person who holds more than 25% of shares on behalf of another under a business relationship and is licensed by the GFSC under the Regulation of Fiduciaries, Administration Businesses and Company Directors, etc. (Bailiwick of Guernsey) Law, 2000 <p>Probable information source:</p> <ul style="list-style-type: none"> • Shareholding of nominee - official documents of the company • Nominee relationship - CDD information <p>See FAQ 8 in Guidance on the Meaning of Beneficial Owner</p>
As a nominee (in case of shares only) – other licensed TCSP	<p>This covers:</p> <ul style="list-style-type: none"> • A legal or natural person who holds more than 25% of shares on behalf of another under a business relationship and is a TCSP licensed by the authorities in another jurisdiction <p>Probable information source:</p> <ul style="list-style-type: none"> • Shareholding of nominee - official documents of the company • Nominee relationship - CDD information <p>See FAQ 8 in Guidance on the Meaning of Beneficial Owner</p>
As a nominee (in case of shares only) – non-licensed TCSP	<p>This covers:</p> <ul style="list-style-type: none"> • A legal or natural person who holds more than 25% of shares on behalf of another and is an unlicensed TCSP from another jurisdiction <p>Probable information source:</p> <ul style="list-style-type: none"> • Shareholding of nominee - official documents of the company • Nominee relationship - CDD information <p>See FAQ 8 in Guidance on the Meaning of Beneficial Owner</p>
As a nominee (in case of shares only) – family relationship	<p>This covers:</p> <p>A legal or natural person who holds more than 25% of shares on behalf of a person who is related either to the natural person or to an official of the legal person as the case may be</p> <p>Probable information source:</p> <p>Shareholding of nominee - official documents of the company</p> <p>Nominee relationship - CDD information</p> <p>See FAQ 8 in Guidance on the Meaning of Beneficial Owner</p>
As a nominee (in case of shares only) – Other	<p>This covers:</p> <ul style="list-style-type: none"> • A legal or natural person who holds more than 25% of shares on behalf of a another person and is not covered by the preceding 4 options <p>Probable information source:</p> <ul style="list-style-type: none"> • Shareholding of nominee - official documents of the company • Nominee relationship - CDD information <p>See FAQ 8 in Guidance on the Meaning of Beneficial Owner</p>

3. Individual Beneficial Owners - “Percentage of shares or voting rights held”

Possible option	Things to consider
All options	<p>When assessing the correct percentage option, the following factors should be taken into account:</p> <ul style="list-style-type: none"> • Shares or rights held by individuals in their own name • Shares or rights held by individuals in their own name jointly with another person • Shares or rights subject to a joint arrangement • Shares or rights held by a nominee • Shares or rights held (jointly or with another) through chain of ownership • Where an individual holds both shares and rights in different percentages, the relevant one is the higher one <p>Probable information source:</p> <ul style="list-style-type: none"> • Shares/rights held - official documents of the company • Joint arrangements/nominee relationships/chains of ownership – CDD information <p>See Part 2 of the Regulations and FAQs 1, 2 and 3 in Guidance on the Meaning of Beneficial Owner</p>
Up to 25%	<p>This covers:</p> <ul style="list-style-type: none"> • An individual with an ownership interest of not more than 25% who is still a beneficial owner for other reasons (i.e. who holds the right to appoint/remove a majority of the board of directors, ultimately controls the company through other means or is a senior managing official).

4. Corporate Beneficial Owners - “Type of corporate beneficial owner”

Possible option	Things to consider
Listed company	<p>This covers:</p> <ul style="list-style-type: none"> Companies listed on a recognised stock exchange; recognised stock exchanges are listed in Regulation 13 <p>Probable information source:</p> <ul style="list-style-type: none"> Shares/rights held directly by the corporate beneficial owner - official documents of the company Recognised stock exchange and shares/rights held by the corporate beneficial owner in a chain of ownership – CDD information <p>See FAQ 7 in Guidance on the Meaning of Beneficial Owner</p>
Listed corporate trustee/corporate member	<p>This option will shortly be changed to “another relevant legal person” and should be treated now as if the change had already been made.</p> <p>This covers</p> <ul style="list-style-type: none"> Guernsey companies, foundations and LLPs within the chain of ownership of a Guernsey company. <p>Probable information source:</p> <ul style="list-style-type: none"> Shares/rights held directly by the corporate beneficial owner - official documents of the company Shares/rights held by the corporate beneficial owner in a chain of ownership – CDD information <p>See FAQ 7 in Guidance on the Meaning of Beneficial Owner</p>
States trading company	<p>This covers:</p> <ul style="list-style-type: none"> Companies designated by an Ordinance made under the States Trading Companies (Bailiwick of Guernsey) Law, 2001; currently the only designated companies are Guernsey Electricity Limited and Guernsey Post Limited <p>Probable information source:</p> <ul style="list-style-type: none"> Shares/rights held directly by the corporate beneficial owner - official documents of the company Shares/rights held by the corporate beneficial owner in a chain of ownership – CDD information Changes to designated companies – Guernsey legal resources website <p>See FAQ 7 in Guidance on the Meaning of Beneficial Owner</p>

5. Corporate beneficial owners - “Percentage of shares or voting rights held”

Possible option	Things to consider
All options	<p>When assessing the correct percentage option, the following factors should be taken into account:</p> <ul style="list-style-type: none"> • Shares or rights held by corporate beneficial owners in their own name • Shares or rights held by corporate beneficial owners in their own name jointly with another person • Shares or rights subject to a joint arrangement • Shares or rights held by a nominee • Shares or rights held (jointly or with another) through chain of ownership • Where a corporate beneficial owner holds both shares and rights in different percentages, the relevant one is the higher one <p>Probable information source:</p> <ul style="list-style-type: none"> • Shares/rights held - official documents of the company • Joint arrangements/nominee relationships/chains of ownership – CDD information <p>See Part 2 of the Regulations and FAQs 1, 2, 3 and 7 in Guidance on the Meaning of Beneficial Owner</p>
Up to 25%	<p>This covers:</p> <ul style="list-style-type: none"> • A corporate beneficial owner with an ownership interest of not more than 25% which is still a beneficial owner because it holds the right to appoint/remove a majority of the board of directors.

Date issued:

14/09/2017