



## **GUIDANCE ON COMPLETING THE BENEFICIAL OWNER FORM**

### **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**

- Reference to regulations are to the Beneficial Ownership (Alderney) (Definition) Regulations, 2017.
- References to FAQs are to the FAQs in the Registry's *Guidance on the Meaning of Beneficial Owner*.
- 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 - Options under the field “Beneficial Ownership Category”**

<b>Possible option</b>	<b>Things to consider</b>
Direct ownership (shares) - sole personal capacity	<p>This covers:</p> <ul style="list-style-type: none"> <li>• An individual holding more than 25% of shares in their own name on their own behalf ( alone or jointly with another)</li> <li>• An individual holding more than 25% of shares through a nominee (alone or jointly with another).</li> </ul> <p>Probable information source:</p> <ul style="list-style-type: none"> <li>• Shareholdings of individual or nominee- official documents of the company</li> <li>• Nominee relationship - CDD information</li> </ul> <p><b>See FAQs 1 &amp; 2</b></p>
Direct ownership (voting rights) - sole personal capacity	<p>This covers:</p> <ul style="list-style-type: none"> <li>• An individual holding more than 25% of voting rights in their own name on their own behalf (alone or jointly with another).</li> </ul> <p>Probable information source:</p> <ul style="list-style-type: none"> <li>• Official documents of the company</li> </ul> <p><b>See FAQs 1 &amp; 2</b></p>
Direct ownership (right to appoint /remove directors) - sole personal capacity	<p>This covers:</p> <ul style="list-style-type: none"> <li>• 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).</li> </ul> <p>Probable information source:</p> <ul style="list-style-type: none"> <li>• Official documents of the company</li> </ul> <p><b>See FAQ 4</b></p>
Direct ownership (shares) - joint arrangement	<p>This covers:</p> <ul style="list-style-type: none"> <li>• 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.</li> </ul> <p>Probable information source:</p> <ul style="list-style-type: none"> <li>• Shares held - official documents of the company</li> </ul>

	<ul style="list-style-type: none"> <li>• Joint arrangement – CDD information</li> </ul> <p><b>See FAQs 1 &amp; 2</b></p>
Direct ownership (voting rights) - joint arrangement	<p>This covers:</p> <ul style="list-style-type: none"> <li>• 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.</li> </ul> <p>Probable information source:</p> <ul style="list-style-type: none"> <li>• Rights held - official documents of the company</li> <li>• Joint arrangement – CDD information</li> </ul> <p><b>See FAQs 1 &amp; 2</b></p>
Direct ownership (right to appoint /remove directors) - joint arrangement	<p>This covers:</p> <ul style="list-style-type: none"> <li>• 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.</li> </ul> <p>Probable information source:</p> <ul style="list-style-type: none"> <li>• Rights held - official documents of the company</li> <li>• Joint arrangement – CDD information</li> </ul> <p><b>See FAQs 1 &amp; 2</b></p>
Indirect ownership through a chain	<p>This covers:</p> <ul style="list-style-type: none"> <li>• An individual holding more than 25% of shares/voting rights or right or to appoint/remove directors through another entity or chain of entities.</li> </ul> <p>Probable information source:</p> <ul style="list-style-type: none"> <li>• Shares/rights held by entity - official documents of the company</li> <li>• Intervening entities and underlying individuals – CDD information</li> </ul> <p><b>See FAQ 3</b></p>
Control through other means	<p>This covers:</p> <ul style="list-style-type: none"> <li>• 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</li> </ul>

	<ul style="list-style-type: none"> <li>• 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.</li> </ul> <p>Probable information source:</p> <ul style="list-style-type: none"> <li>• Official documents of the company and CDD information</li> </ul> <p><b>See FAQs 8 &amp;9</b></p>
Senior managing official	<p>This covers:</p> <ul style="list-style-type: none"> <li>• 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.</li> </ul> <p>Probable information source:</p> <ul style="list-style-type: none"> <li>• Official documents of the company and CDD information</li> </ul> <p><b>See FAQ 10</b></p>

## **2. Individual Beneficial Owners - Options under the field “Capacity in which shares or rights held”**

<b>Possible option</b>	<b>Things to consider</b>
<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"> <li>• 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.</li> </ul> <p>Probable information source:</p> <ul style="list-style-type: none"> <li>• Rights conferred by shares or other rights held by B – official documents of the company</li> <li>• Control by A and B - CDD information</li> </ul> <p><b>See FAQs 1 &amp; 2</b></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"> <li>• An individual who is acting as the trustee (or equivalent for other legal arrangement) whether in Alderney or elsewhere</li> </ul> <p>Probable information source:</p> <ul style="list-style-type: none"> <li>• Shares or rights held by trust/other legal arrangement - official documents of the company</li> <li>• Details relating to trustee/equivalent - CDD information (especially the formal documents of the trust/equivalent)</li> </ul> <p><b>See FAQ 5</b></p>
<p>Through a trust or other legal arrangement ( as Alderney corporate 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"> <li>• The trustee and directors of the corporate trustee/equivalent</li> </ul> <p>Probable information source:</p>

	<ul style="list-style-type: none"> <li>• Shares or rights held by trust/other legal arrangement - official documents of the company</li> <li>• Details relating to trustee and directors/equivalent - CDD information (especially the formal documents of the trust/equivalent)</li> </ul> <p><b>See FAQ 5</b></p>
<p>Through a trust or other legal arrangement ( as non-Alderney corporate 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"> <li>• The trustee and beneficial owners of the corporate trustee/equivalent</li> </ul> <p>Probable information source:</p> <ul style="list-style-type: none"> <li>• Shares or rights held by trust/other legal arrangement - official documents of the company</li> <li>• Details relating to trustee and beneficial owners/equivalent - CDD information (especially the formal documents of the trust/equivalent)</li> </ul> <p><b>See FAQ 5</b></p>
<p>Through a trust or legal arrangement as beneficiary of fixed trust</p>	<p>This applies when a trust/other legal arrangement which is wholly or partly fixed 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"> <li>• Any beneficiary of the fixed trust/fixed part of the trust</li> </ul> <p>Probable information source:</p> <ul style="list-style-type: none"> <li>• Shares or rights held by trust/other legal arrangement - official documents of the company</li> <li>• Details relating to trust and the beneficiary - CDD information (especially the formal documents of the trust/equivalent)</li> </ul> <p><b>See FAQ 5</b></p>
<p>Through a trust or other legal arrangement (as holder of Regulation 2 (e) power)</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"> <li>• Any person holding one or more of the powers listed at Regulation 2(e) in relation to the trust/equivalent</li> </ul>

	<p>Probable information source:</p> <ul style="list-style-type: none"> <li>• Shares or rights held by trust/other legal arrangement - official documents of the company</li> <li>• Details of Regulation 2(e) powers - CDD information (especially the formal documents of the trust/equivalent)</li> </ul> <p><b>See FAQ 5</b></p>
<p>Through a trust or other legal arrangement (by exercising 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"> <li>• An individual who is known or believed to be exercising control over the trust/equivalent</li> </ul> <p>Probable information source:</p> <ul style="list-style-type: none"> <li>• Shares or rights held by trust/other legal arrangement - official documents of the company</li> <li>• Individual known /believed to be exercising control over trust/equivalent – CDD information</li> </ul> <p><b>See FAQ 5</b></p>
<p>As a nominee ( in case of shares only) – licensed Bailiwick TCSP</p>	<p>This covers:</p> <ul style="list-style-type: none"> <li>• 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.</li> </ul> <p>Probable information source:</p> <ul style="list-style-type: none"> <li>• Shareholding of nominee - official documents of the company</li> <li>• Nominee relationship - CDD information</li> </ul> <p><b>See FAQ 7</b></p>
<p>As a nominee ( in case of shares only) – other licensed TCSP</p>	<p>This covers:</p> <ul style="list-style-type: none"> <li>• 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 a jurisdiction outside the Bailiwick.</li> </ul> <p>Probable information source:</p> <ul style="list-style-type: none"> <li>• Shareholding of nominee - official documents of the company</li> <li>• Nominee relationship - CDD information</li> </ul>

	<p><b>See FAQ 7</b></p>
<p>As a nominee ( in case of shares only) – non-licensed TCSP</p>	<p>This covers:</p> <ul style="list-style-type: none"> <li>• A legal or natural person who holds more than 25% of shares on behalf of another and is an unlicensed TCSP from another jurisdiction.</li> </ul> <p>Probable information source:</p> <ul style="list-style-type: none"> <li>• Shareholding of nominee - official documents of the company</li> <li>• Nominee relationship - CDD information</li> </ul> <p><b>See FAQ 7</b></p>
<p>As a nominee ( in case of shares only) – family relationship</p>	<p>This covers:</p> <ul style="list-style-type: none"> <li>• 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.</li> </ul> <p>Probable information source:</p> <ul style="list-style-type: none"> <li>• Shareholding of nominee - official documents of the company</li> <li>• Nominee relationship - CDD information</li> </ul> <p><b>See FAQ 7</b></p>
<p>As a nominee ( in case of shares only) – Other</p>	<p>This covers:</p> <ul style="list-style-type: none"> <li>• 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.</li> </ul> <p>Probable information source:</p> <ul style="list-style-type: none"> <li>• Shareholding of nominee - official documents of the company</li> <li>• Nominee relationship - CDD information</li> </ul> <p><b>See FAQ 7</b></p>



### **3. Individual Beneficial Owners - Options under field “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"> <li>• Shares or rights held by individuals in their own name</li> <li>• Shares or rights held by individuals in their own name jointly with another person</li> <li>• Shares or rights subject to a joint arrangement</li> <li>• Shares or rights held by a nominee</li> <li>• Shares or rights held (jointly or with another) through chain of ownership</li> <li>• Where an individual holds both shares and rights in different percentages, the relevant one is the higher one</li> </ul> <p>Probable information source:</p> <ul style="list-style-type: none"> <li>• Shares/rights held - official documents of the company</li> <li>• Joint arrangements/nominee relationships/chains of ownership – CDD information</li> </ul> <p><b>See Part 2 of the Regulations and FAQs 1, 2 and 3.</b></p>
Up to 25%	<p>This covers:</p> <ul style="list-style-type: none"> <li>• 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).</li> </ul>

#### **4. Corporate Beneficial Owners - Options under field “Type of corporate beneficial owner”**

<b>Possible option</b>	<b>Things to consider</b>
Listed Company	<p>This covers:</p> <ul style="list-style-type: none"> <li>• Companies listed on a recognised stock exchange; recognised stock exchanges are listed in Regulation 13.</li> </ul> <p>Probable information source:</p> <ul style="list-style-type: none"> <li>• Shares/rights held directly by the corporate beneficial owner - official documents of the company</li> <li>• Recognised stock exchange and shares/rights held by the corporate beneficial owner in a chain of ownership – CDD information</li> </ul> <p><b>See FAQ 6</b></p>
Another relevant legal person	<p>This covers</p> <ul style="list-style-type: none"> <li>• Alderney companies within the chain of ownership of another Alderney company.</li> </ul> <p>Probable information source:</p> <ul style="list-style-type: none"> <li>• Shares/rights held directly by the corporate beneficial owner - official documents of the company</li> <li>• Shares/rights held by the corporate beneficial owner in a chain of ownership – CDD information</li> </ul> <p><b>See FAQ 6</b></p>
States trading company	<p>This covers:</p> <ul style="list-style-type: none"> <li>• 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.</li> </ul> <p>Probable information source:</p> <ul style="list-style-type: none"> <li>• Shares/rights held directly by the corporate beneficial owner - official documents of the company</li> <li>• Shares/rights held by the corporate beneficial owner in a chain of ownership – CDD information</li> <li>• Changes to designated companies – Guernsey legal resources website</li> </ul> <p><b>See FAQ 6</b></p>

## **5. Corporate Beneficial Owners - Options under field “Percentage of shares or voting rights held”**

<b>Possible option</b>	<b>Things to consider</b>
All options	<p>When assessing the correct percentage option, the following factors should be taken into account:</p> <ul style="list-style-type: none"> <li>• Shares or rights held by corporate beneficial owners in their own name</li> <li>• Shares or rights held by corporate beneficial owners in their own name jointly with another person</li> <li>• Shares or rights subject to a joint arrangement</li> <li>• Shares or rights held by a nominee</li> <li>• Shares or rights held (jointly or with another) through chain of ownership</li> <li>• Where a corporate beneficial owner holds both shares and rights in different percentages, the relevant one is the higher one</li> </ul> <p>Probable information source:</p> <ul style="list-style-type: none"> <li>• Shares/rights held - official documents of the company</li> <li>• Joint arrangements/nominee relationships/chains of ownership – CDD information</li> </ul> <p><b>See Part 2 of the Regulations and FAQs 1, 2, 3 and 6.</b></p>
Up to 25%	<p>This covers:</p> <ul style="list-style-type: none"> <li>• 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.</li> </ul>