



FORM 45 – INSTRUCTIONAL GUIDE

RETURN OF BENEFICIAL INTEREST IN THE SHARES OF A COMPANY

ITEM 1 – Company Name

Description
The company name must be stated exactly as it appears on the company’s Certificate of Incorporation or Certificate of Amendment.

ITEM 2 – Company Number

Description
The company number must be stated exactly as it appears on the company’s Certificate of Incorporation or Certificate of Amendment.

ITEM 3 – Address of Registered Office

Description
The current address of the registered office of the company must be stated in full.
NOTE: A Notice of Change of Address should be filed if the current address is not on record at the Companies Registry.

POINTS TO NOTE ON ITEM 3:

Verify that the address listed is on record at the Companies Registry in a Notice of Address or Notice of Change of Address filed by the company.

ITEM 4 – Declaration under Section 337C

- Section 337C(1) Section 337C(2)
 Section 337C(3) Section 337C(4)

Field Name	Description
Declaration under section 337C	Section 337C(1)
	Where a declaration has been submitted to the company, by a shareholder who is not a beneficial owner of the company, tick this box and state the date on which the declaration was

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		received by the company.
	Section 337C(2)	Where a declaration has been submitted to the company, by a person who, upon the commencement of the Companies (Amendment) Act Ch. 81:01, was a beneficial owner of a company, whether his name is or is not entered in the register of members as a shareholder, tick this box and state the date on which the declaration was received by the company.
	Section 337C(3)	Where a declaration has been submitted to the company, by a beneficial owner who acquired beneficial interest in the company after the date of commencement of the Companies (Amendment) Act Ch. 81:01 whose name is not entered in the register of members as a shareholder, tick this box and state the date on which the declaration was received by the company.
	Section 337C(4)	Where a declaration has been submitted to the company indicating a change in the beneficial interest in the company, tick this box and state the date on which the declaration was received by the company.

NOTE: Form 45 must be delivered to the Registrar General within thirty (30) days of receipt of a declaration by the company. Failure to do so within this time would result in a penalty, payable to the Registrar General, of three hundred dollars (\$300.00) for every month, or part thereof, that the form is not filed (Section 516 (as amended) Companies Act, Ch. 81:01).

ITEM 5 - Particulars of Shareholder(s) in the company who does not hold the beneficial interest in the shares held.

(a) Change of particulars of the existing shareholders(s) who does not hold the beneficial and /or controlling interest in the shares held:

Given Name(s) & Surname/Company Name or Particulars of Change of Name	Address/Registered Office and Date of Change	Occupation/Status and Date of Change	Nationality/Jurisdiction of Incorporation/Formation and Date of Change

Description

Complete this table where the particulars of an existing shareholder, who does not hold beneficial interest in the company, has been changed.

Field Name	Description
Given Name (s) & Surname/ Company Name or Particulars of Change of Name	1. Where the name of a shareholder has been changed, state in this column, the particulars of the change including the new name, date of change and, in the case of a natural person, the authority upon which the change of name was effected; or

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	2. Where one of the other particulars has been changed, state in this column, the name of the shareholder to whom it applies.
<p>NOTE:</p> <p>1. In the case of a natural person state the first given name, middle name and family name; or</p> <p>2. In the case of a body corporate state the company name.</p>	
Address/ Registered Office	The current address and date of change need to be stated only if there is a change in the location or address of the shareholder.
<p>NOTE:</p> <p>1. In the case of a natural person state the full street address including the building number and, if a multi-dwelling unit, unit number; or</p> <p>2. In the case of a body corporate state the address of registered office.</p>	
Occupation/ Status	The current occupation/status and date of change need to be stated only if there is a change in the occupation/status of the shareholder.
<p>NOTE:</p> <p>1. In the case of a natural person specify the occupation clearly. Where possible, specify area of speciality, e.g. <i>electrical</i> engineer; or</p> <p>2. In the case of a body corporate status means “corporation”/”limited” or “unlimited” liability company”.</p>	
Nationality/ Jurisdiction of Incorporation / Formation)	The current nationality/jurisdiction of incorporation/formation and date of change need to be stated only if there is a change in the nationality/jurisdiction of incorporation/formation of the shareholder.
<p>NOTE:</p> <p>1. In the case of a natural person state the nationality; or</p> <p>2. In the case of a body corporate state the jurisdiction in which the body corporate was incorporated or formed.</p>	

POINTS TO NOTE ON ITEM 5(a):

Verify that each person listed in this table is on record at the Companies Registry as a shareholder of the company either in the last annual return or a return of issuance or transfer of shares filed by the company.

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(b) Change to the list of shareholder(s) who does not hold the beneficial and/or controlling interest in the shares held:

Particulars of person(s) becoming a shareholder(s) who does not hold the beneficial and/or controlling interest in the shares held:			Particulars of person(s) ceasing to be a shareholder(s) who does not hold the beneficial and/or controlling interest in the shares held:					
Number & Class of shares	Given Name(s) & Surname/ Company Name	Date of becoming shareholder(s)	Number & Class of shares	Given Name(s) & Surname/ Company Name	Date of ceasing to be shareholder(s)	Address/ Registered Office	Occupation/ Status	Nationality/ Jurisdiction of Incorporation/ Formation

Description	
Complete this table where the list of shareholders, who do not hold beneficial interest in the company, has been changed.	
Field Name	Description
Particulars of person(s) becoming a shareholder(s)	Complete the three columns in the second row where a shareholder, who does not hold beneficial interest in the shares held, has been added to the list of shareholders of the company.
Particulars of person(s) ceasing to be a shareholder(s)	Complete the three columns in the second row where a shareholder, who does not hold beneficial interest in the shares held, has been removed from the list of shareholders of the company.
Address/Registered Office, Occupation/Status and Nationality/Jurisdiction of Incorporation/Formation	Complete these last three columns in respect of all persons stated at columns 2 and 5.

POINTS TO NOTE ON ITEM 5(b)

State the particulars of each shareholder who does not hold the beneficial and/or controlling interest in the shares held whose name was added to or removed from the register of members since the date of the last return filed.

- i. Verify that each person listed in column 2 of the second row of this table is on record at the Companies Registry as a shareholder of the company in a return of issuance or transfer of shares filed by the company.
- ii. Verify that each person listed in column 5 of the second row of this table is on record at the Companies Registry as a shareholder of the company either in the last annual return or a return of issuance or transfer of shares filed by the company.

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(c) List of shareholder(s) of the company who do not hold the beneficial and/or controlling interest in the shares held, as ascertained by the company as of this date:

Given Name(s) & Surname/ Company Name	Number and Class of Shares	Address/ Registered Office	Occupation /Status	Nationality/Jurisdiction of Incorporation/ Formation	Given Name(s) & Surname of Beneficial Owner(s) of Share(s)

Description	
<p>Complete this table with the list of shareholders who do not hold beneficial interest in the company in the following circumstances:</p> <p>1. upon the commencement of the amendments to the Companies Act Ch. 81:01 (i.e. 30th May 2019); or</p> <p>2. where any change occurs in the beneficial interest in the company.</p>	
Field Name	Description
Number and Class of Shares	<p>The number and class of shares refer to those shares held by the shareholder.</p> <p>NOTE: Where beneficial interest is not by virtue of direct or indirect ownership or control of <i>a share or shares</i> of the company, state “Not Applicable” in this column.</p>
Given Name(s) & Surname of Beneficial Owner(s) of Share(s)	<p>1. Where the shareholder is a company with more than one person holding beneficial interest in the particular share(s) held by that company, list the name of the company and the name of each beneficial owner in the same row under each respective column.</p> <p>2. Where the shareholder is a publically traded company, state in this column “A Company Publically Traded on the Stock Exchange to which Sections 337A to 337D Do Not Apply”.</p>

POINTS TO NOTE ON ITEM 5(c)

State the particulars of each shareholder who does not hold the beneficial and/or controlling interest in the shares held, as at the date of this return, and the given name and surname of each beneficial owner of each share held.

- i. Verify that each person listed in column 1 of this table is on record at the Companies Registry as a shareholder of the company either in the last annual return or a return of issuance or transfer of shares filed by the company.
- ii. Verify that each person listed in column 6 of this table is on record at the Companies Registry as a beneficial owner of the company either in the last annual return or a return of beneficial interest in the shares of a company or a return of issuance or transfer of shares filed by the company.

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ITEM 6 - Particulars of Beneficial Owner(s)

(a) Change of particulars of beneficial owner(s) and/or person(s) holding controlling interest in a share(s) of the company:

Given Name(s) & Surname/Particulars of change of name	Address and date of Change	Occupation and date of Change	Nationality and Date of Change

Field Name	Description
Given Name(s) & Surname/Particulars of change of name	1. Where the name of a shareholder has been changed, state in this column, the particulars of the change including the new name, date of change and, in the case of a natural person, the authority upon which the change of name was effected; or 2. Where one of the other particulars has been changed, state in this column, the name of the beneficial owner to whom it applies.
NOTE: Where applicable, state the first given name, middle name and family name of the beneficial owner.	
Address and date of Change	The address and date of change need to be stated only if there is a change in the location or address of the beneficial owner.
NOTE: Where applicable, state the full street address including the building number and, if a multi-dwelling unit, unit number.	
Occupation and date of Change	The occupation and date of change need to be stated only if there is a change of occupation of the beneficial owner.
NOTE: Where applicable, specify the occupation clearly. Where possible, specify area of speciality, e.g. <i>electrical</i> engineer.	
Nationality and Date of Change	The nationality and date of change need to be stated only if there is a change of nationality of the beneficial owner.

POINTS TO NOTE ON ITEM 6(a)

Verify that each person listed in this table is on record at the Companies Registry as a beneficial owner of the company either in the last annual return or a return of beneficial interest in the shares of a company or a return of issuance or transfer of shares filed by the company.

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(b) Change to the list of beneficial owner(s) and/or person(s) holding controlling interest in a share(s) of the company:

Particulars of person(s) acquiring beneficial ownership and/or controlling interest			Particulars of person(s) ceasing to be beneficial owner(s) and/or person(s) holding controlling interest			Address	Occupation	Nationality
Number & Class of shares	Given Name(s) & Surname	Date of becoming beneficial owner	Number and Class of shares	Given Name(s) & Surname	Date of ceasing to be beneficial owner			

Description

Complete this table where the list of existing beneficial owners in the company has been changed i.e. where a person acquired or ceased to hold beneficial interest in the company since the date of the last return filed.

Field Name	Description
Particulars of person(s) acquiring beneficial ownership and/or controlling interest	Complete the three columns in the second row where a natural person acquires beneficial interest in the company.
Particulars of person(s) ceasing to be beneficial owner(s) and/or person(s) holding controlling interest	Complete the three columns in the second row where a natural person ceases to hold beneficial interest in the company.
Address, Occupation and Nationality	Complete these last three columns in respect of all persons stated at columns 2 and 5.

NOTE:

In this table, the number and class of shares refer to those shares held by the person entered in the register of members as the holder of the shares i.e., the shareholder.

POINTS TO NOTE ON ITEM 6(b)

State the particulars of each beneficial owner of the company whose name was added to or removed from the register of members since the date of the last return filed, as applicable.

- i. Verify that each person listed in column 2 of the second row of this table is on record at the Companies Registry as a beneficial owner of the company in a return of issuance or transfer of shares filed by the company.
- ii. Verify that each person listed in column 5 of the second row of this table is on record at the Companies Registry as a beneficial owner of the company either in the last annual return or a return of issuance or transfer of shares filed by the company.

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(c) List of beneficial owner(s) and/or person holding controlling interest in a share(s) of the company, as ascertained by the company, as of this date

Given Name(s) & Surname	Number and Class of Shares	Address	Nationality	Occupation	Given Name(s) & Surname /Corporate Name(s) of The Shareholder	Nature of Beneficial Interest

Description

Complete this table with the list of beneficial owners of the company in the following circumstances:

- 1. upon the commencement of the amendments to the Companies Act Ch. 81:01 (i.e. 30th May 2019); or**
- 2. where any change occurs in the beneficial interest in the company.**

NOTE:

1. in the case of a natural person who was a beneficial owner of a company prior to the commencement of the Companies (Amendment) Act, 2019, state the particulars of each beneficial owner, as at the date of the return; or
2. in the case of any subsequent return, state the particulars of every beneficial owner whose name is not entered in the register of members of the company as the holder of a share or shares as at the date of the return.

Field Name	Description
Number and Class of Shares	The number and class of shares refer to those shares held by the person entered in the register of members as the holder of the shares. Where the beneficial owner does not hold beneficial/controlling interest in a share or shares of the company, state "Not Applicable".
Given Name(s) & Surname /Corporate Name(s) of The Shareholder	Where the beneficial owner holds beneficial/controlling interest in a share or shares of the company, the name of the shareholder must be stated otherwise, state "Not Applicable".
Nature of Beneficial Interest	Indicate whether the beneficial interest is held by virtue of direct ownership, indirect ownership, indirect control, control through other means or holding a position of senior managing official.

POINTS TO NOTE ON ITEM 6(c)

- i. Verify that each person listed in column 1 of this table is on record at the Companies Registry as a beneficial owner of the company either in the last annual return or a return of beneficial interest in the shares of a company or a return of issuance or transfer of shares filed by the company.
- ii. Verify that each person listed in column 6 of this table is on record at the Companies Registry shareholder of the company either in the last annual return or a return of issuance or transfer of shares filed by the company.

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ITEM 7 - Particulars of beneficial ownership and/or controlling interest in shares acquired through indirect ownership or control (describe the chain of ownership from the shareholder to the beneficial owner).

Shareholders of the First Intermediate Holding Company: <i>(state the name of the company)</i>				
Given Name(s) & Surname/ Company Name	Number and Class of Shares	Address/ Registered Office	Occupation/ Status	Nationality/Jurisdiction of Incorporation/Formation
Shareholders of the Second Intermediate Holding Company: <i>(state the name of the company)</i>				
Given Name(s) & Surname/ Company Name	Number and Class of Shares	Address/Registered Office	Occupation/ Status	Nationality/Jurisdiction of Incorporation/Formation
Shareholders of the Third Intermediate Holding Company: <i>(state the name of the company)</i>				
Given Name(s) & Surname/ Company Name	Number and Class of Shares	Address/Registered Office	Occupation/ Status	Nationality/Jurisdiction of Incorporation/Formation

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Description	
If control over the shares of the company is exercised through indirect ownership or control, state the name of each intermediate holding company and the particulars of the shareholders of each intermediate holding company in the chain of ownership between the company and the ultimate beneficial owner(s) of the company.	
NOTE: The following table may be duplicated where there is more than one company to be listed as First, Second or Third Intermediate Holding Company.	
Field Name	Description
Shareholders of the Intermediate Holding Company: (state the name of the company)	State here the name of the First, Second or Third Intermediate Holding Company.
Given Name(s) & Surname/ Company Name	State in this column the names of the shareholders of the first intermediate holding company.
Number and Class of Shares	In this table number and class of shares refers to the shares held by each shareholder of the respective Intermediate Holding Company.
Address/ Registered Office	<ol style="list-style-type: none"> 1. In the case of a natural person state the full street address including the building number and, if a multi-dwelling unit, unit number; or 2. In the case of a body corporate state the address of registered office.
Occupation/ Status	<ol style="list-style-type: none"> 1. In the case of a natural person specify the occupation clearly. Where possible, specify area of specialty, e.g. <i>electrical</i> engineer; or 2. In the case of a body corporate status means “corporation”/”limited” or “unlimited” liability company”.
Nationality/Jurisdiction of Incorporation/Formation	<ol style="list-style-type: none"> 1. In the case of a natural person state the nationality; or 2. In the case of a body corporate state the jurisdiction in which the body corporate was incorporated or formed.

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ITEM 8 - Particulars of control exercised over the shares of the company through other means:

Description

Provide an explanation of the circumstances by which indirect control or control through other means is exercised.

ITEM 9 -

9. Date	Name and Title	Signature

Description

A director, the company secretary or authorised officer of the company shall sign the return.

NOTE:

THE COMPANIES ACT, CHAPTER 81:01 (AS AMENDED BY THE COMPANIES (AMENDMENT) ACT, 2019) REQUIRES THE DISCLOSURE OF BENEFICIAL OWNERSHIP INFORMATION (AND ANY CHANGES) WITH PENALTIES FOR NON-COMPLIANCE.