

Before me:

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Commissioner of Affidavits

**NOTE:**

- o The form of declaration may be modified/adapted to circumstances in which there is more than one declarant/beneficial owner in respect of a particular share.
- o Other relevant particulars may be included in the declaration.
- o Status means "corporation"/"limited" or "unlimited liability company".
- o The oath may be taken before any person duly authorized according to the laws of Trinidad and Tobago, e.g., Commissioner of Affidavits, Notary Public, etc.)
- o 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.

**FORM 45**

REPUBLIC OF TRINIDAD AND TOBAGO

**THE COMPANIES ACT, CH. 81:01**

*(Section 337C(6), 337E*

**RETURN OF BENEFICIAL INTEREST  
IN THE SHARES OF A COMPANY**

1. Name of Company.....
2. Company No.....
3. Registered Office of Company.....
4. Declaration under section 337C received on the following date:
  - Section 337C(1) .....  Section 337C(2) .....
  - Section 337C(3) .....  Section 337C(4) .....

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 shareholder(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

(b) Change to the list of shareholders 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 and Class of shares	Given Name(s) & Surname/Company Name	Date of becoming shareholder(s)	Number and 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

(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)

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

(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 and 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			

(c) List of beneficial owners) 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	Addresses	Nationality	Occupation	Given Name(s) & Surname (s)/ Corporate Name(s) of Shareholder(s) who does not hold the beneficial or controlling interest in the shares	Nature of Beneficial Interest

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

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: (state the name of the company)				
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: (state the name of the company)				
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: (state the name of the company)				
Given Name(s) & Surname/ Company Name	Number and Class of Shares	Address/Registered Office	Occupation/ Status	Nationality/Jurisdiction of Incorporation/Formation

8.

Particulars of control exercised over the shares of the company through other

means: .....

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9. Date	Name and Title	Signature

THE COMPANIES ACT, CH. 81:01  
RETURN OF BENEFICIAL INTEREST  
IN THE SHARES OF A COMPANY

FORM 45

INSTRUCTIONS

*Format*

Documents required to be sent to the Registrar pursuant to the Act must conform to regulation 3 of the Regulations under the Act.

*Items 1, 2*

Set out the full legal name of the company and the number of the company as indicated in its Certificate of Incorporation.

*Item 3*

State the full address of registered office of the company.

*Item 4*

Indicate which section of the Act is applicable by ticking the appropriate box and state the date the declaration in question was received.

With respect to each person holding shares in the company, who does not hold the beneficial and/or controlling interest in the shares held, set out particulars as indicated below:

*Item 5a)*

- (a) i. In the case of a natural person state the first given name, middle name and family name of the person(s) who the change(s) applies to and set out the particulars of any change of name of the natural person including the new name, date of change and by virtue of what authority the change of name was effected;
  - ii. In the case of a body corporate state the registered name of the body corporate(s) which the change(s) applies to and set out the particulars of any change of name of the body corporate including the new name and date of change;
- (b) The address needs to be stated only if there is a change in the location or address:
- i. In the case of a natural person state the full street address including the building number and, if a multi-dwelling unit, unit number and the date on which the change became effective;
  - ii. In the case of a body corporate state the address of registered office and the date on which the change became effective;

- (c) The occupation/status needs to be stated only if there is a change:
- i. In the case of a natural person specify the occupation clearly. Where possible, specify area of speciality, e.g. *electrical* engineer and the date on which the change became effective.
  - ii. In the case of a body corporate status means “corporation”/“limited” or “unlimited liability company” and state the date on which the change became effective; and
- (d) The nationality/jurisdiction of incorporation/formation needs to be stated only if there is a change:
- i. In the case of a natural person state the nationality and the date on which the change became effective;
  - ii. In the case of a body corporate state the jurisdiction in which the body corporate was incorporated or formed and the date on which the change became effective.

*Item 5b)*

State the particulars of each person whose name was entered in the register of members of the company as the holder of shares but who does not hold the beneficial and/or controlling interest in the shares held or whose name was removed from the register of members since the date of the last return filed;

*Item 5c)*

State the particulars of each person whose name is entered in the register of members of the company as the holder of shares in the company but 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.

With respect to each person who acquires a beneficial and/or controlling interest in a share or shares of the company, set out particulars as indicated below:

*Item 6a)*

- (a) State the first given name, middle name and family name of the beneficial owner(s) who the change(s) applies to and set out the particulars of any change of name including the new name, date of change and by virtue of what authority the change of name was effected;
- (b) The address needs to be stated only if there is a change in the location or address:  
State the full street address including the building number and, if a multi-dwelling unit, unit number and the date on which the change became effective;
- (c) The occupation needs to be stated only if there is a change:  
Specify the occupation clearly. Where possible, specify area of speciality, e.g. *electrical* engineer and the date on which the change became effective; and
- (d) The nationality needs to be stated only if there is a change:  
State the nationality and the date on which the change became effective;

*Item 6b)*

State the particulars of each natural person who became a beneficial owner or holder of a controlling interest or who has ceased to be a beneficial owner or holder of a controlling interest since the date of the last return filed;

*Item 6c)*

State,

- i. in the case of the first return upon the commencement of the Companies (Amendment) Act, 2019, the particulars of each natural person who holds beneficial ownership and/or controlling interest in a share or shares the company, as at the date of the return; or
- ii. in the case of any subsequent return, the particulars of every person who holds a beneficial ownership and/or controlling interest in a share or shares of the company 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; and
- iii. the given name and surname or corporate name of each person entered in the register of members of the company as the holder of the share(s) and the nature of the beneficial interest held by the beneficial owner i.e., whether the beneficial owner owns the shares directly or indirectly or exercises control of the shares through other means.

*Item 7*

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.

*Item 8*

If control over the shares of the company is exercised through other means set out a statement to this effect and explain the nature of control through other means.

*Signature*

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

Completed documents, in duplicate, and the prescribed fees are to be filed at the office of the Registrar and one set of the duplicate originals would be returned to the company or its representative with the endorsement "Registered" and the date of registration.

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