



NOMINEE ARRANGEMENT DISCLOSURE FORM

Company Name: _____

Incorporation/Formation #: _____

1. Purpose of Disclosure

This form is to confirm whether any individual or entity is acting as a nominee shareholder or nominee director in relation to the above-named company, and to identify the ultimate beneficial owner(s), in line with applicable regulatory updates under the International Business Companies (Amendment) Act (“IBC Amendment Act”), the Companies (Amendment) Act, 2025 (“Companies Amendment Act”), Register of Beneficial Ownership Act, 2018 (“ROBO Act”) and including Anti-Money Laundering (AML) and Know Your Customer (KYC) obligations.

2. Definition

A “nominee shareholder” is defined as a person who holds shares in their own name on behalf of another, pursuant to an express or implied agreement.

A “beneficiary” refers to a natural person who ultimately owns or controls the company, whether directly or indirectly.

A “nominee director” is defined as a person who is appointed as a director on behalf of another and subject to their control or influence, whether direct or indirect, formal or informal, except where such influence arises solely from proper corporate governance or fiduciary obligations.

3. Nominee Shareholder Arrangement

Please confirm whether any shares in the company are held by a nominee on behalf of another person or entity? Yes No

If **Yes**, please provide the following details:

- i. Name of Nominee Shareholder: _____
 - Name of Beneficial Owner: _____
 - Number/Class of Shares Held: _____



- Nature of Arrangement (e.g., declaration of trust, nominee/trustee agreement):

- Date of Arrangement: _____

- ii. Name of Nominee Shareholder: _____

- Name of Beneficial Owner: _____
- Number/Class of Shares Held: _____
- Nature of Arrangement (e.g., declaration of trust, nominee/trustee agreement):

- Date of Arrangement: _____

- iii. Name of Nominee Shareholder: _____

- Name of Beneficial Owner: _____
- Number/Class of Shares Held: _____
- Nature of Arrangement (e.g., declaration of trust, nominee/trustee agreement):

- Date of Arrangement: _____

(Attach additional sheets if necessary for additional nominee arrangements.)

Please attach copies of **ALL** supporting documentation (e.g., declaration of trust, nominee/trust agreement). Should assistance in preparing documentation be required please contact us immediately.

3. Nominee Director Arrangement

The Companies Act and IBC Act¹ were amended to include the below prohibition “Prohibition of Nominee Directors:

(1) Notwithstanding any other provision of this Act, memorandum or articles, a person shall not be appointed or serve as a director of a company if that person is acting pursuant to any agreement, arrangement, or understanding, whether express or implied, to act in accordance with the instructions, directions, or wishes of another person in relation to the exercise of their duties or powers as a director.

(2) A person who acts or continues to act as a director in contravention of subsection (1), and any person who causes or permits such appointment, commits an offence and is liable on summary conviction to a fine not exceeding fifty thousand dollars or to imprisonment for a term not exceeding twelve months, or to both.

5. Declaration

I/We confirm that:

- The information provided in this form is true, complete, and accurate to the best of my/our knowledge.
 - All nominee arrangements, if any, have been fully disclosed.
 - There are no undisclosed agreements, side letters, or instructions relating to ownership or control of the company.
 - I/We undertake to notify you promptly of any changes to the above information within 15 days of the change.
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6. Signature

Signature: _____

Name: _____

Capacity (e.g., Director / Authorized Signatory): _____

Date: _____

HJC/Nominee Arrangement Disclosure Form: 05/26

ⁱ Pursuant to section 80A of the Companies Amendment Act, and section 41A of the IBC Amendment Act.