

UBO REGISTER
BENEFICIAL OWNER IDENTIFICATION FORM

COMPANIES

This document aims at listing the details and information to be disclosed in the Belgian UBO-register¹ by all Belgian companies, including companies without legal personality such as unlimited partnerships (*maatschap/société simple*).

This form is ***not to be used for*** associations, foundations, trusts, fiduciaries or similar legal entities.

In the event that a qualifying intermediary entity (that stands in between the company and the UBO) has the form of an association, foundation, trust or fiduciary, please use the questionnaire dedicated to such legal form and add it to this form.

Should you complete the questionnaire by hand, please use ***capital letters***.

If you need any further guidance when completing this questionnaire, do not hesitate to contact your usual Loyens & Loeff contact or info.Brussels@loyensloeff.com.

¹ Set-up by the General Administration of the Treasury of the Federal Public Service Finance in accordance with the Royal Decree of 30 July 2018 and the law of 18th September 2017, implementing the Directive (EU) 2015/849 of the European Parliament and of the Council of 20 May 2015 on the prevention of the use of the financial system for the purposes of money laundering or terrorist financing, amending Regulation (EU) No 648/2012 of the European Parliament and of the Council, and repealing Directive 2005/60/EC of the European Parliament and of the Council and Commission Directive 2006/70/EC

A. DETAILS OF THE COMPANY

Corporate name:	
Registered office:	
Company's number:	
Hereinafter referred to as the “ Company ”	

Is the Company a Belgian listed company? ²	<ul style="list-style-type: none"> <input type="radio"/> Yes. The Company is exempted from registration. No further action required. <input type="radio"/> No. Please proceed with the following steps.
Is the Company (either directly or indirectly) a 100% subsidiary of a company listed in the EU, US, Switzerland, Hong Kong or Australia? ³	<ul style="list-style-type: none"> <input type="radio"/> Yes: <u>2 options</u>: <ul style="list-style-type: none"> <input type="radio"/> Proceed with the next steps as to identify the UBO, or <input type="radio"/> Make use of the exemption. In this case, Section 2b (as from item n° 3) must be completed for each of the intermediary entities including the listed company. Please also provide us with a structure chart. <input type="radio"/> No. Please proceed with the following steps.

² Although not explicitly provided for in the Belgian legislation, the FAQ of the Federal Public Service of Finance states that companies listed on a regulated market, which are subject to disclosure requirements consistent with EU law or equivalent international standards, and which guarantee adequate transparency of proprietary information, are exempted from registering their UBO's. The Company should be listed on a EU market or a market deemed to be subject to disclosure requirements consistent with EU law which are those set out in the implementing decisions of the European Commission, i.e. the legal and supervisory framework of the United States of America, Switzerland, Hong Kong Special Administrative Region and Australia. If listed on other markets, the exemption does not apply.

³ Subsidiaries that are directly or indirectly 100% owned by the abovementioned listed companies are also exempt from the obligation to register their UBO. In order to be identified in the system as 100% owned by a listed company, such subsidiaries must sign up in the UBO-register, and register their ownership structure, including all intermediary entities as well as the listed company.

B. BENEFICIAL OWNER(S)		
Section 1. Identification of the beneficial owner(s)		
#	Steps	Answers
1.	Has any natural person <u>directly</u> more than 25% of the voting rights, shares or share capital of the Company?	<p><input type="radio"/> Yes, individually. → Details of each such beneficial owner to be completed in Section 2a. → Please <u>also</u> verify if other beneficial owner(s) can be identified in accordance with step 2 and 3.</p> <p><input type="radio"/> Yes, jointly⁴ with other shareholders. → Details of each such beneficial owner to be disclosed in Section 2a. → Please <u>also</u> verify if another beneficial owner can be identified in accordance with step 2 and 3.</p> <p><input type="radio"/> No. → Beneficial owner(s) to be identified in accordance with the next steps.</p>
2.	Has any natural person <u>indirectly</u> (through one or more intermediate entities) more than 25% of the voting rights, shares or share capital of the Company? <i>Indirect control⁵:</i> → controlling shareholder (>50%) of an entity or multiple entities holding (directly or indirectly) more than 25% in the Company; OR → a weighted average of more than 25% in the Company (ie multiplying the ownership percentages of each intermediate level)	<p><input type="radio"/> Yes, individually. → Details of each such beneficial owner to be completed in Section 2a, details of the intermediary entities in Section 2b. → Please <u>also</u> verify if other beneficial owner(s) can be identified in accordance with step 3.</p> <p><input type="radio"/> Yes, jointly⁶ with other shareholders. → Details of each such beneficial owner to be completed in Section 2a, details of the intermediary entities in Section 2b. → Please <u>also</u> verify if another beneficial owner can be identified in accordance with step 3.</p> <p><input type="radio"/> No. → Beneficial owner(s) to be identified in accordance with the next steps.</p>
3.	Does any natural person control the Company by <u>other means</u> ? <i>For example holding veto rights, holding the right to appoint the majority of the directors of the company, etc.⁷</i>	<p><input type="radio"/> Yes, individually. → Details of each such beneficial owner to be completed in Section 2a.</p> <p><input type="radio"/> Yes, jointly with other shareholders. → Details of each such beneficial owner to be completed in Section 2a.</p> <p><input type="radio"/> No. → Beneficial owner(s) to be identified in accordance with step 4.</p>
4.	Could one or more beneficial owner(s) be identified pursuant to step 1 to 3?	<p><input type="radio"/> No. → The individual(s) holding the position of senior managing official(s⁸) in the Company are to be considered the (pseudo) beneficial owner(s) → Complete details of senior managing official(s) in Section 3. → Structure chart to be attached to this questionnaire.</p> <p><input type="radio"/> Yes. → Beneficial owner(s) identified in accordance with the previous steps.</p>

⁴ For example through the use of a shareholders' agreement or other arrangements between shareholders, directed at gaining control over the Company or having a veto on the orientation of the management.

⁵ For more guidance on this concept, please refer to item 2.4 of the FAQ made available (in Dutch and French) by the Federal Public Service Finance: https://financien.belgium.be/sites/default/files/20190718_FAQ_UBO_NL_occ2.pdf. Please note that in our view the weighted average method lacks a specific legal basis.

⁶ For example through the use of a shareholders' agreement or other arrangements between shareholders.

⁷ For guidance on the term 'control the company by other means', see Section 2.1 of the FAQ

⁸ For guidance on the term 'senior managing official', see Section 2.1 of the FAQ

Section 2a. Details of the beneficial owner(s) identified under Section 1, step 1, 2 and/or 3 ⁹				
	Question	Answer		Supporting evidence ¹⁰
1.	First name			Copy ID-card / passport
2.	Last name			
3.	Date of birth (dd/mm/yyyy)			
4.	Nationalit(y)(ies)			
5.	Full address and country of residence			Copy (recent) utility bill
6.	Date (dd/mm/yyyy) as of which the individual became beneficial owner			Share register or other proof
7.	National identification or social security number - if not available, any equivalent identifier			Copy ID-card / passport or other proof
8.	Nature of the beneficial ownership (<i>ie</i> identified as beneficial owner pursuant to step 1, 2, and/or 3 in Section 1)	<input type="radio"/> 1 <input type="radio"/> 2 <input type="radio"/> 3		Step 1 and 2: copy share register or other proof Step 3: please explain and provide proof, if any.
9.	Individually or jointly? ¹¹	<input type="radio"/> Individually	<input type="radio"/> jointly	If jointly, please explain and provide proof, if any (shareholders' agreement, ...)
10.	If beneficial owner pursuant to Step 1 (direct control): → percentage of shares / voting rights in the Company	_____ % shares OR _____ % voting rights		Share register or other proof
11.	If beneficial owner pursuant to Step 2 (indirect control): → number of intermediate entities; → for each such entity, please complete Section 2b; → percentage of shares / voting rights in the Company <ul style="list-style-type: none"> ○ weighted average; or ○ percentage held in Company by one or more controlled intermediate entities 	_____ (#) _____ %		Structure chart and calculation of percentage.

⁹ Repeat for each identified beneficial owner.

¹⁰ Please note that unless instructed otherwise, we shall not upload the supporting documentation in the UBO-register, and assume that all information will be held on file by the company.

¹¹ For example through the use of a shareholders' agreement or other arrangements between shareholders.

Section 2b. Details of the intermediate (holding) entities ¹²			
Question	Answer	Supporting evidence ¹³	
For Belgian and foreign intermediate entities			
1.	Name of the beneficial owner this sheet relates to.	/	
2.	Percentage of shares / voting rights exercised by the beneficial owner in the intermediate entity.	_____ % shares OR _____ % voting rights	Share register or other proof
3.	Name of the entity	/	
4.	Company number (or similar identifier if not available).	/	
For foreign intermediate entities only			
5.	Date of incorporation;	Excerpt of the relevant commercial register or equivalent.	
6.	Corporate purpose;		
7.	Legal form;		
8.	Full address of registered office		
9.	Status (normal, in liquidation, bankruptcy procedures, etc)		
10.	Contact details (e-mail, phone, mobile, fax, url or other)		

In the event that an intermediary (holding) entity takes the form of an association, foundation, trust or fiduciary, please use the questionnaire dedicated to such legal form to identify the UBO (and not the table in section 2a) and add it to this form.

¹² Repeat for each intermediate entity between the Company and the beneficial owner.

¹³ Please note that unless instructed otherwise, we shall not upload the supporting documentation in the UBO-register, and assume that all information will be held on file by the company.

Section 3. Details of the 'pseudo' beneficial owner(s) identified under Section 1, step 4 ¹⁴				
	Question	Answer		Supporting evidence ¹⁵
1.	First name			Copy ID-card / passport
2.	Last name			
3.	Date of birth (dd/mm/yyyy)			
4.	Nationalit(y)(ies)			
5.	Full address and country of residence			Copy (recent) utility bill
6.	Date (dd/mm/yyyy) as of which the individual became beneficial owner			Appointment decision or other proof
7.	National identification or social security number - if not available, any equivalent identifier			Copy ID-card / passport or other proof
8.	Identification of the exact position of senior managing official			If not a manager or director, please explain and provide proof, if any
9.	Individually or jointly	<input type="radio"/> Individually	<input type="radio"/> jointly	If jointly, please explain and provide proof, if any

¹⁴ Repeat for each identified beneficial owner.

¹⁵ Please note that unless instructed otherwise, we shall not upload the supporting documentation in the UBO-register, and assume that all information will be held on file by the company.

Done on _____, at _____

On behalf of the Company,

Name:
Title:

Name:
Title:

No Liability and indemnity

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*To the extent Loyens & Loeff is mandated by the Company to complete and/or update the UBO register on behalf of the Company, neither Loyens & Loeff nor any of its lawyers or employees (the **Attorneys**), shall be liable towards the Company for incorrectly registering the UBO in the Belgian UBO Register or any loss or damage of any nature whatsoever resulting from any registration, update or other action in the Belgian UBO Register, except for its gross negligence (zware fout/faute grave) or wilful misconduct (opzet/dol).*

The Company shall indemnify the Attorneys and keep the Attorneys indemnified against any and all costs, claims and liabilities which any Attorney may incur as a result of anything done by it in the exercise of any of the powers conferred, or purported to be conferred, on it by such mandate, save for any costs, claims and liabilities that arise as a result of any Attorney’s gross negligence (zware fout/faute grave) or wilful misconduct (opzet/dol).