## INSTRUCTIONS

## DECLARATION OF TRANSFER OF BEARER SHARES

Under the November 2017 amendments to the Republic of the Marshall Islands (RMI) Business Corporations Act, bearer shares are now subject to additional recordkeeping requirements. Pursuant to section 80 of the Business Corporations Act, corporations issuing bearer shares are required to use all reasonable efforts to keep up-to-date records of all holders and beneficial owners of bearer shares as well as any subsequent transfers.

In order to maintain the validity of bearer shares, including any and all rights and privileges of a holder of such shares, these records must be recorded with the corporation’s registered agent in the RMI. A 360-day phase-in period is provided for existing bearer shares, which began in November 2017. Bearer shares that do not comply with the recordkeeping obligations within the prescribed period must be cancelled by the corporation within the timeframe specified in the Business Corporations Act.

Pursuant to § 80(3)(f) of the Business Corporations Act, “beneficial owner” means the natural person(s) who ultimately owns or controls, or has ultimate effective control of, a legal entity or arrangement, whether directly or indirectly, or on whose behalf such interest in such legal entity or arrangement is held. For a domestic corporation other than a publicly traded company, the natural person(s) who exercises control over such corporation through direct or indirect ownership of more than 25% of the shares or voting rights in such corporation shall be regarded as the beneficial owner(s); if no natural person exerts control through such an ownership interest, the natural person(s) who exercises control over such corporation through management of the corporation or other means shall be regarded as the beneficial owner(s).

This document is not filed and therefore is not part of the public record.

### *DOCUMENTS REQUIRED*

Transfers of bearer shares will be valid upon recording with the registered agent the date of transfer; the number, class, and date of issuance of the shares; and the names, addresses, nationalities, and, in the case of natural persons, dates of birth of all new holders and beneficial owners of the transferred bearer shares.

### *FEES*

The recordation fee is US$300.00, which will be waived until the phase in period ends in November 2018. Outstanding fees and charges due the RMI Government and/or the registered agent must be paid prior to recording the Declaration.

DECLARATION OF

TRANSFER OF BEARER SHARES OF

(*insert CORPORATION NAME*)

UNDER SECTION 80 OF THE

BUSINESS CORPORATIONS ACT

I, **(*insert name of authorized person*)**, **(*insert title of authorized person*)** of **(*insert name of company*)** (the “Company”), hereby certify and confirm the following bearer shares have been transferred:

|  |  |
| --- | --- |
| **BEARER SHARE CERTIFICATE NUMBER(S):** | |
| **BEARER SHARE TRANSFEREE:** | |
| ***Name*** |  |
| ***Address*** |  |
| ***Nationality*** |  |
| ***Date of Birth (mm/dd/yyyy)*** |  |
| ***Total Number of Shares Issued to Transferee*** |  |
| ***Class of Shares (if applicable)*** |  |
| ***Date Shares Issued to Transferee*** |  |
| **BEARER SHARE BENEFICIAL OWNER(S) (if different from Holder):** | |
| ***Name*** |  |
| ***Address*** |  |
| ***Nationality*** |  |
| ***Date of Birth (mm/dd/yyyy)*** |  |

[***Copy and paste the above table for each additional bearer share, or block of bearer shares transferred to the same transferee and beneficial owner, to be recorded*]**

IN WITNESS WHEREOF, the undersigned has executed this Declaration on this \_\_\_\_\_ day of \_\_\_\_\_\_\_\_\_\_, 20\_\_.

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

# ***PRINT NAME & TITLE***

# ***OF AUTHORIZED PERSON***