



Integer Wealth Global

Due Diligence Disclosure – Applicable to all Integer Wealth Global member companies

Corporate Due Diligence disclosure on Integer Wealth Global (IWG) is at the discretion of the company itself. The information on our company and its members is purely voluntary and the information disclosed is at the discretion of IWG.

Sensitive corporate information is given access to in good faith and is not for redistribution or public consumption by or through the company or persons requesting access to it. All information is to be requested by and through email request with the specific subject heading 'Due Diligence Disclosure Request', and such sent to legal@integerwealth.global.

All or any requested information must be motivated for within the body of the email message as to the purpose of the '**Due Diligence**' information request, to which IWG reserves the rights to grant access or deny such request to information.

In response and should the request to access be approved by IWG, a link to our 'Due Diligence' login page will then be sent together with a login name and password. The viewer will then be able to access specific and limited or unlimited information related directly to the purpose of the request.

Anyone accessing this information agrees irrevocably to the 'Non-Disclosure' terms and conditions of access to the content of the information accessed on the IWG 'Due Diligence' web page.

By accessing the information on the 'Due Diligence' page, the viewer undertakes to refrain from third party disclosure unless written permission from the legal department at IWG.

General Disclosure of Company Documents and Information

(A standard format of legally required generic disclosure)

Companies are generally cautious as to which information they disclose to third parties. This also applies to Integer Wealth Global.

However, there are generic parameters to which all companies should adhere to and which are in the interest of the business relations to which they conduct their operations in the course of performing their business functions, and such information should be available and in the public domain. The following are guidelines to what is required under such generic requirements.

1. What you need to disclose about your company contents:
 - a. Where must I display my company name.?
 - b. How must I display the sign with my company name.?
 - c. How must I display the company name in communications.?
 - d. Do I have to display my company name on my website.?
 - e. What additional information should I disclose.?
 - f. What information must the company provide.?
 - g. Do I have to display directors' names.?
 - h. Register of Persons with Significant Control
 - i. Responsibilities relating to PSC registers
 - j. Consequences of non-compliance



a. Where must I display my company name.?

Once your company has started business, you must display a sign with its registered name at:

- the registered office
- any place where the company keeps its records for inspection; and
- at any location at which the company carries out business (unless it's primarily used for living accommodation).

(This does not apply if your company has been dormant since you registered, i.e. not continuing on business or trade.)

b. How must I display the sign with my company name.?

You must display the sign:

- in characters that can be easily read
- in such a way that visitors can easily see it
- so that it can be seen at any time, i.e., not only during business hours; and
- continuously.

However, if 6 or more companies share the location, instead of having to display it continuously, each such company must only:

- display its registered name for at least 15 continuous seconds at least once in every 3 minutes; or
- ensure that its registered name is made available on a register if any visitor to that office, place or location wants to see it.

c. How must I display the company name in communications?

You must include your company's registered name in all forms of business correspondence and documents, including:

- Business emails
- Any applications for licences to carry on your business
- Business letters, notices and other official publications
- Cheques purporting to be signed by or on behalf of the company
- Bills of exchange, promissory notes, endorsements and order forms
- Invoices and other demands for payment, receipts and letters of credit
- Orders for money, goods or services purporting to be signed by or on behalf of the company

These rules apply whether the communications are on paper or in electronic format.

d. Do I have to display my company name on my website?

Every company must display its registered name on its websites. You don't need to include the company name on every page, but it must be displayed so it can be easily read.

e. What additional information should I disclose?

On all your company's business letters, order forms and websites, you must display:

- the company's registered number
- the address of the company's registered office
- the part of the UK in which the company has its registered office (e.g. England and Wales)
- if a company is exempt from the requirement to use 'limited' in its name, the fact that it is a limited company
- if the company is a community-interest company which is not a public company, the fact that it is a limited company
- if it is an investment company, the fact that it is this type of company
- if a company has chosen to disclose its share capital in its business letters, order forms or website, it must state the amount of paid-up share capital



f. What information must the company provide?

Anyone that you do business with may write to you asking for details of the business, including the:

- address of the registered office;
- address of any place of inspection; and
- type of company records kept at the registered office or inspection place.

If so, you must provide this information in writing within 5 working days.

g. Do I have to display directors' names?

You don't have to state the directors' names on business letters. However, if you do decide to, you must state the names of all the directors.

h. Register of Persons with Significant Control

As of 6 April 2016, all companies are required to keep a register of Persons with Significant Control (PSCs), i.e. of the people who control the decision making of the company.

A PSC in relation to a company is a person who meets one or more of the following conditions in relation to that company:

- Directly or indirectly owns more than 25% of the shares
- Directly or indirectly has more than 25% of the voting rights
- Directly or indirectly has the right to appoint and remove a majority of the board of directors
- Has the right to exercise or actually exercises significant influence or control over the company (this is only relevant if none of the above conditions are satisfied)
- Has the right to exercise or actually exercises significant influence or control over a trust or firm that is not a legal entity, but which would satisfy any of the above 4 conditions.

The PSC register must state the following details in respect of the persons with significant control:

- Name
- Service address
- Country or part of the UK where they have their usual residence
- Nationality
- Date of Birth
- Usual residential address
- Date on which the individual became registrable
- Nature of the individual's control
- Whether there are any restrictions on using or disclosing the individual's particulars.

If there is another legal entity that fulfils the requirements above (e.g. if the controlling shareholding of a company is held by another company) and also is subject to requirements to have its own PSC register, that controlling company will be a Relevant Legal Entity (RLE). If an RLE has significant control the following details of that RLE must be included in the register:

- Corporate or firm name
- Registered or principal office
- The legal form of the entity and the law governing it
- If it is a company, the register of companies on which it is entered and registration number
- The date on which it became registrable as having significant control
- The nature of its control



i. Responsibilities relating to PSC registers

The company must make reasonable efforts to identify all the PSCs and obtain their details to be registered. Unless the company already has this information, it must send a notice to any person it is aware may be a PSC. The notice must require the person to state whether they are a PSC and provide their details. The company must also send a notice to a PSC if there is a change in the information registered, requiring them to provide details of the change.

Every person receiving such a notice must reply to the company disclosing the required information within a month. Any person who knows they are a PSC must also give the company the registrable details even if they don't receive a notice from the company asking them to do so. PSCs have an obligation to update the company if any of their details change.

The PSC register can be kept at the company's registered office or in a central register at Companies House. Companies must update their register within 14 (calendar) days of receiving information about a change and file that information with the Registrar of Companies within a further 14 days.
Consequences of non-compliance

j. Consequences of non-compliance

It is a criminal offence for the company not to send notices to identify PSCs and not get updated information from them if it is aware of a change. The company and its officers could be fined and/or imprisoned.

The company could also be barred from making a claim if it is based on a contract, they made with anyone who suffered financial loss as a result of their non-disclosure.

A PSC who fails to disclose the required information, or who intentionally or recklessly discloses misleading information could be fined and/or imprisoned.