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Guide to Beneficial Ownership Information in **Liechtenstein**: Legal Entities and Legal Arrangements

The purpose of this country-specific guide is to provide assistance to investigators on the type of information that is available on the natural persons who control companies and trusts or otherwise play an important role in a legal person and arrangement in **Liechtenstein**, and the conditions that need to be met to be able to access such information. This guide was created as part of the Third Arab Forum on Asset Recovery November 2014 and was updated in September 2018.

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I. Definitions and Company Formation Process

1. What is the definition of legal ownership in Liechtenstein?

Liechtenstein law does not provide for a definition of legal ownership. However, legal ownership is interpreted as designating a person, either natural or legal, who legally owns the shares in a company in his/her own name and therefore has the right to dispose of these shares and is entitled to exercise the rights associated with the shares.

2. What does “beneficial ownership” mean in Liechtenstein?

Both the Due Diligence Act and the Due Diligence Ordinance provide relevant information to answer this question.

According to the Due Diligence Act, "Beneficial owner" means a natural person on whose initiative or in whose interest a transaction or activity is carried out or a business relationship is ultimately constituted. In the case of legal entities, the beneficial owner is also the natural person in whose possession or under whose control the legal entity ultimately is situated. The Government shall provide further details by ordinance¹.

The detailed beneficial ownership definition for legal entities is set out in Art. 3(1) of the Due Diligence Ordinance. Following the implementation of the 4th EU Anti-Money Laundering Directive into domestic law this definition has been revised significantly.

Pursuant to the revised definition the following persons are deemed to be beneficial owners in corporate bodies, including anstalten (establishments) or trust enterprises with a corporate structure, and companies without legal personality:

1. natural persons, who ultimately directly or indirectly:
 - aa) hold or control a share or voting right amounting to 25% or more in such legal entities;
 - bb) have a share of 25% or more in the profits of such legal entities; or
 - cc) exercise control over such legal entities in another way;
2. natural persons, who are members of the executive body if – after exhausting all alternatives and provided there are no grounds for suspicion – no such person as referred to in no. 1 can be identified;

The above-mentioned definition had to be applied to both existing business relationships (those established before 1 January 2016) as well as new business relationships.

With respect to foundations, trusts and anstalten (establishments) or trust enterprises with a structure similar to that of a foundation, the following persons must be identified as beneficial owners:

1. natural persons, who are effective, non-fiduciary settlors, founders or sponsors, irrespective of whether they exercise control over the legal entity after its foundation;
2. natural or legal persons who are members of the foundation board or board of directors or of the trustee;
3. any natural persons who are protectors or persons in similar or equivalent functions;
4. natural persons who are beneficiaries;
5. if the beneficiaries have yet to be determined, the group of persons, in whose interests the legal entity is primarily established or operated.
6. in addition to the above, the natural persons who ultimately control the legal entity through direct or indirect ownership rights or in any other way;

The revised definition regarding foundations, trusts had to be applied to new business relationships as of 1 January

¹ Due Diligence Act, Article 2(1) (e).

2016. Beneficial ownership information regarding existing business relationships (those established before 1 January 2016) needs to be updated in line with the revised definition until 31 December 2020 at the latest. Beneficial ownership information regarding existing business relationships that present a higher risk (e.g. business relationships with PEPs) needs to be updated until 31 December 2018.

3. How are legal entities (companies, partnerships, foundations, etc.) formed in Liechtenstein?

Joint stock company

Joint stock companies have a capital divided into shares. They have a minimum share capital of CHF 50'000.00, EUR 50'000.00 or USD 50'000.00, which must be paid in full at the time of registration. The shares can be either registered shares or bearer shares.

Two or more natural or legal persons are required for forming a joint stock company. They need not be citizens of or domiciled in Liechtenstein. The founders must establish the articles in public and notarized documents and also sign the draft of such articles. The members of the board of directors must submit the application for registration of the company in the Commercial Register (CR). A joint stock company comes into existence with their registration in the Commercial Register.

The application for registration must be accompanied inter alia by the notarized instrument of constitution and the original or certified copy of the articles. After the formation of the joint stock company all shares can be transferred to one shareholder, making it a single shareholder company.

Foundations

A foundation is a legally and economically independent special-purpose fund, formed through a unilateral declaration of will of the founder to serve a specified purpose. Foundations can be used for private-benefit purposes or common-benefit purposes. Private-benefit foundations are commonly used for private wealth management of individuals and families. The founder allocates foundation assets, stipulates the purpose of the foundation and also stipulates the beneficiaries. The minimum capital of a foundation is CHF 30'000.00, EUR 30'000.00 or USD 30'000.00.

A foundation can be established by one or more natural or legal persons. The documents dealing with its formation and its matters are the foundation deed, the supplementary foundation deed or the regulations/by-laws.

a) Registered Foundations

Common-benefit foundations and private-benefit foundations carrying on business run along commercial lines on the basis of special law have to be entered in the Commercial Register and only thereby acquire the right of legal personality.

b) Non-registered Foundations

Private-benefit foundations not carrying on business run along commercial lines don't have to be entered in the Commercial Register. However, a notification of formation has to be deposited at the Office of Justice (OJ) within 30 days following formation (for the purpose of monitoring the obligation to register and prevention of foundations with an illegal or immoral purpose as well for preventing the circumvention of possibly required supervision).

The notification of formation shall contain the following information:

- name of the foundation;
- domicile of the foundation;
- purpose of the foundation;
- date of formation of the foundation;
- duration of the foundation, if this is limited;
- details regarding members of the foundation council as well as the form of the signatory's power;
- details regarding the legal representative;

- confirmation that the tangible beneficiaries, or beneficiaries identifiable on the basis of objective criteria, or of the category of beneficiaries, have been designated by the founder, unless this is evident from the notified purpose of the foundation;
- confirmation that the foundation is not entirely or predominantly intended to serve common-benefit purposes;
- indication of whether pursuant to a provision of the foundation deed the foundation is subject to supervision; as well as
- confirmation that the statutory minimum capital is at the free disposal of the foundation.

Anstalt (Establishment)

This corporate form with legal personality appears to be unique to Liechtenstein. It has no members or shareholders and is generally used as legal entity for a business enterprise or a holding company for intangible assets or for estate assets.

It can be an autonomous fund with beneficiaries. An Anstalt must have a minimum capital of CHF 30'000.00, EUR 30'000.00 or USD 30'000.00. The capital of this entity need not be divided into shares. An Anstalt can engage in both commercial and non-commercial activities.

An Anstalt can be set up by one or more founders, which may be individual person(s), a firm, a community or by an association of communes or a legal entity not otherwise entered in the Commercial Register. One or more founders must sign the written articles of establishment for its formation. Written articles are required for the formation of the Anstalt.

An Anstalt is required to be registered in the Commercial Register and comes into existence with its registration. The application must include a certified copy of the articles and a formation deed (the resolution and /or declaration of formation), if that is not already included in the articles of association, the declaration that at least half the establishment capital has been paid in, a list of the members of the board of directors (giving the name and place of residence or name of the firm and registered office of the members). Information on founders or persons who have been vested founders rights is not required to be provided to the registration authority, but the articles, which must be submitted to the Office of Justice are signed by the founder(s).

4. How is basic information on legal entities obtained and recorded in Liechtenstein?

The basic information on legal entities which must be obtained and recorded in Liechtenstein is indicated in the table below, differentiated by type of legal entity.

CR = Commercial Register; OJ = Office of Justice

Type of legal entity	Joint stock company	Registered Foundation	Non-registered Foundation	Anstalt (Establishment)	Trust enterprise (Trust reg. ²)
Company name	To be entered in the CR	To be entered in the CR	To be notified to the CR	To be entered in the CR	To be entered in the CR
Proof of incorporation	To be entered in the CR	To be entered in the CR	To be notified to the CR	To be entered in the CR	To be entered in the CR
Legal form and status	To be entered in the CR	To be entered in the CR	To be notified to the CR	To be entered in the CR	To be entered in the CR
Address of the registered office	To be entered in the CR	To be entered in the CR	To be notified to the CR	To be entered in the CR	To be entered in the CR
Basic regulating powers	To be submitted to the OJ	To be submitted to the OJ	To be held by supervised company director (Art. 180a PGR)	To be submitted to the OJ	To be submitted to the OJ
List of directors	To be entered in the CR (Board of Directors)	To be entered in the CR (Foundation Council)	To be notified with CR (Foundation Council)	To be entered in the CR (Board of Directors)	To be entered in the CR (Board of Trustees)
Register of shareholders or members	Company required to keep a share register of registered shares. Bearer shares have to be deposited with a custodian, who is required to keep a register. Both registers have to be kept within Liechtenstein.	Beneficiaries are mentioned in the articles of association and by-laws.	Beneficiaries are mentioned in the articles of association and by-laws.	Beneficiaries are mentioned in the articles of association and by-laws.	Beneficiaries are mentioned in the articles of association and by-laws.
Number of shares held by each shareholder	Specified in the share register and/or the register kept by the custodian.	The rights of the beneficiaries are specified in the articles of association and by-laws.	The rights of the beneficiaries are specified in the articles of association and by-laws.	The rights of the beneficiaries are specified in the articles of association and by-laws.	The rights of the beneficiaries are specified in the articles of association and by-laws.
Categories of shares (including nature of the associated voting rights)	Specified in the share register and/or the register kept by the custodian. This information also has to be entered in the CR.	N/A	N/A	N/A	N/A

² "Reg." stands for registered; only the terms "trust enterprise" or "Treuunternehmen" (or the abbreviation "Trust reg.") are used in practice.

7. How is information on legal arrangements obtained and recorded in **Liechtenstein**?

The following information is registered with the Commercial Register and is publicly available:

- the name of the trust;
- the date of formation of the trust;
- the duration of the trust;
- the name (the last name of the trustee and (if applicable) the name of the firm of the trustee has to be registered), first name, and place of residence or the firm name and domicile of the trustee.

A Trust must appoint a representative, if no person with residence in Liechtenstein or no legal person domiciled in Liechtenstein is appointed as a trustee. The representative must also be entered in the Commercial Register.

The trust deed provides information on the settlor; the trustees; name, date and domicile of the trust; amount of the trust assets; as well as rights and obligations reserved by a settlor. Documents that are deposited, such as the trust deeds are not available to the public (except for the person depositing the document and their universal successors), but the Office of Justice will confirm the existence of a trust if asked. The trust deed contains details of at least one beneficiary or class of beneficiaries (since a trust must have at least one beneficiary). The trust deed may also give discretion to the trustee to appoint further beneficiaries.

Only a licensed trustee is entitled to form and assume trusteeships on a professional basis⁴. These trustees are subject to the CDD requirements under the Due Diligence Act. Thus, they have to identify and verify the beneficial owner of the trust and maintain records of the beneficial ownership information.

⁴ Act on Professional Trustees, Article 2.

II. Types of Legal Entities

There are many types of legal entities able to be formed in **Liechtenstein**. This Guide will provide information on the 5 most common entities, including: **1) Joint Stock Company, 2) Registered Foundation, 3) Non-registered Foundation, 4) Anstalt (Establishment), and 5) Trust Enterprise (Trust reg.)**

Joint Stock Company

The Liechtenstein joint stock company corresponds in its legal aspect largely the concept of joint stock companies of other continental European countries. The joint stock company is suitable for the pursuit of commercial or non-commercial activities, e.g. the trade of goods, the acquisition of investments, financing, the administration of real estate, patent exploitation or leasing. Joint stock companies are one of the most commonly used forms of legal entities in Liechtenstein.

Type of Legal Entity	Joint Stock Company	
	Yes	No
What is the minimum number of <u>natural</u> persons required for formation?	0 ¹	
Is there a requirement to register with the Commercial register?	X	
Is there a residency requirement for directors?		X
Are bearer shares/share warrants permitted?	X	
If bearer shares are permitted, is an authorized custodian required?	X ²	
Is a Trust and Company Service Provider required to form?		X
Is a registered agent in the jurisdiction of formation required?	X	
Is the entity required to hold financial account(s) in jurisdiction of formation?	X	
Are tax filings required in the jurisdiction of formation (even if there are no direct tax liabilities)?	X	
Does the jurisdiction allow for nominee directors?	X	
If so, are they required to disclose their status as nominee directors?		X
If so, are the nominee directors required to obtain information on and/ or disclose the identity of natural person(s) on whose behalf they are acting?	X	
Does the jurisdiction allow for nominee shareholders?	X	
If so, are they required to disclose their status as nominee shareholders?		X
Are the nominee shareholders required to obtain information on and/ or disclose the identity of natural person(s) on whose behalf they are acting?	X	

1 – Natural persons not necessarily required for formation. The Joint Stock Company must have at least two founders, who may be natural or legal persons.

2 – The custodian must be entered in the Commercial Register (CR) with a reference to his function as custodian.

Non-registered Foundation/ Registered Foundation

The assets of the foundation are designated for a specific purpose and are separate from the assets of the founder. The foundation is best suited to the management of assets and as a means of securing a long-term and ordered succession. The foundation is only suited to a limited extent for the pursuit of commercial activities. As mentioned above, common-benefit foundations and private-benefit foundations carrying on business run along commercial lines on the basis of special law have to be entered in the Commercial Register. The non-registered foundation is the most common legal form used in Liechtenstein.

Type of Legal Entity	Registered Foundation	
What is the minimum number of natural persons required for formation?	0 ¹	
	Yes	No
Is there a requirement to register with the Commercial register?	X	
Is there a residency requirement for directors?		X
Are bearer shares/share warrants permitted?		X
Is a Trust and Company Service Provider required to form?		X
Is a registered agent in the jurisdiction of formation required?	X	
Is the entity required to hold financial account(s) in jurisdiction of formation?	X	
Are tax filings required in the jurisdiction of formation (even if there are no direct tax liabilities)?	X	
Does the jurisdiction allow for nominee directors?	X	
If so, are they required to disclose their status as nominee directors?		X
If so, are the nominee directors required to obtain information on and/ or disclose the identity of natural person(s) on whose behalf they are acting?	X	
Does the jurisdiction allow for nominee shareholders?	X	
If so, are they required to disclose their status as nominee shareholders?		X
Are the nominee shareholders required to obtain information on and/ or disclose the identity of natural person(s) on whose behalf they are acting?	X	

1 – Natural persons not necessarily required for formation. A Registered Foundation requires at least one natural or legal person for formation.

Type of Legal Entity	Non-registered Foundation	
What is the minimum number of natural persons required for formation?	0 ¹	
	Yes	No
Is there a requirement to register with the Commercial register?		X
Is there a residency requirement for directors?		X
Are bearer shares/share warrants permitted?		X
Is a Trust and Company Service Provider required to form?		X
Is a registered agent in the jurisdiction of formation required?	X	
Is the entity required to hold financial account(s) in jurisdiction of formation?	X	
Are tax filings required in the jurisdiction of formation (even if there are no direct tax liabilities)?	X	
Does the jurisdiction allow for nominee directors?	X	
If so, are they required to disclose their status as nominee directors?		X
If so, are the nominee directors required to obtain information on and/ or disclose the identity of natural person(s) on whose behalf they are acting?	X	
Does the jurisdiction allow for nominee shareholders?	X	
If so, are they required to disclose their status as nominee shareholders?		X
Are the nominee shareholders required to obtain information on and/ or disclose the identity of natural person(s) on whose behalf they are acting?	X	

1 – Natural persons not necessarily required for formation. A Non-registered Foundation requires at least one natural or legal person for formation.

Anstalt (Establishment)

The establishment, or Anstalt, is a legal form unique to Liechtenstein. It is legally autonomous and may be used for the carrying on of permanent commercial or other purposes. Indeed, the Establishment may be formed for the carrying on of a range of activities. It is to be distinguished from the public law establishments of other jurisdictions. It can be used in many ways. It is particularly suitable for commercial transactions as well as asset management company or holding company. The purpose is to be determined in the articles of the establishment and may be both of a commercial or non-commercial nature. Establishments are also one of the most commonly used forms of legal entities in Liechtenstein.

Type of Legal Entity	Anstalt (Establishment)	
What is the minimum number of natural persons required for formation?	0 ¹	
	Yes	No
Is there a requirement to register with the Commercial register?	X	
Is there a residency requirement for directors?		X
Are bearer shares/share warrants permitted?		X
Is a Trust and Company Service Provider required to form?		X
Is a registered agent in the jurisdiction of formation required?	X	
Is the entity required to hold financial account(s) in jurisdiction of formation?	X	
Are tax filings required in the jurisdiction of formation (even if there are no direct tax liabilities)?	X	
Does the jurisdiction allow for nominee directors?	X	
If so, are they required to disclose their status as nominee directors?		X
If so, are the nominee directors required to obtain information on and/or disclose the identity of natural person(s) on whose behalf they are acting?	X	
Does the jurisdiction allow for nominee shareholders?	X	
If so, are they required to disclose their status as nominee shareholders?		X
Are the nominee shareholders required to obtain information on and/or disclose the identity of natural person(s) on whose behalf they are acting?	X	

Trust Enterprise (Trust reg.)

The Trust enterprise (Trust reg.), or Treuunternehmen, is also a legal form unique to Liechtenstein. In practice, this

legal form is often used like the establishment (Anstalt). It is extremely flexible and it may be structured in many different ways. It may either be structured similar to a corporation or have elements of a foundation. Depending on its structure, a Trust enterprise (Trust reg.) may be used for non-commercial purposes and commercial purposes. This may be, for example, the trading of goods; the acquisition of investments; financing; the management of real estate; the exploitation of patents; leasing; asset management for specific beneficiaries or purely charitable purposes.

Type of Legal Entity	Trust Enterprise	
What is the minimum number of natural persons required for formation?	0 ¹	
	Yes	No
Is there a requirement to register with the Commercial register?	X	
Is there a residency requirement for directors?		X
Are bearer shares/share warrants permitted?		X
Is a Trust and Company Service Provider required to form?		X
Is a registered agent in the jurisdiction of formation required?	X	
Is the entity required to hold financial account(s) in jurisdiction of formation?	X	
Are tax filings required in the jurisdiction of formation (even if there are no direct tax liabilities)?	X	
Does the jurisdiction allow for nominee directors?	X	
If so, are they required to disclose their status as nominee directors?		X
If so, are the nominee directors required to obtain information on and/ or disclose the identity of natural person(s) on whose behalf they are acting?	X	
Does the jurisdiction allow for nominee shareholders?	X	
If so, are they required to disclose their status as nominee shareholders?		X
Are the nominee shareholders required to obtain information on and/ or disclose the identity of natural person(s) on whose behalf they are acting?	X	

1 – Natural persons not necessarily required for formation. A Trust Enterprise (Trust reg.) requires at least one natural or legal person for formation.

III. How to Access Information

This guide will address the ability to access information on entities formed in Liechtenstein available in a **1) registry** and **2) other channels**.

Registry

The registry in Liechtenstein is called the Commercial Register, available online at http://www.oera.li/hrweb/ger/firmensuche_afj.htm.

A point of contact for the Commercial Register is provided here:

Name: Commercial Register Division
Agency: Office of Justice
Address: Äulestrasse 70 - 9490 Vaduz
Phone: +423 236 62 00
Email: info.aju@llv.li

In general, the following information is publicly available online (free or for a nominal fee, with no log-in requirements):

1. Name of Legal Entity
2. Entity Number
3. Type of Legal Entity
4. Date of Incorporation
5. Current Status (active, etc.)
6. Principal Address of Business

In general, the following information is not available online, but may be available through another form of public access (i.e. in person only or via a pre-registration requirement) or to law enforcement, through specific procedures listed here:

1. Shareholder/Member Information: MLA request
2. Memorandum: MLA request
3. Articles of Incorporation: MLA request
4. Application/Certificate of Formation: MLA request
5. Annual/Biennial Reports: MLA request
6. Shareholder Register: MLA request
7. Register of Charges: MLA request
8. Bank Account Information: MLA request
9. Payment Records: MLA request
10. Historical Documents (example: past annual filings): MLA request

	Online Access (free or for nominal fee, no log-in requirements)	Other Public Access (available in person only or via pre-registration requirement)	Law Enforcement Access only	For Information/ documents accessible only by Law Enforcement, please describe how an investigator may access information
Name of Legal Entity	Yes			
Entity Number (if any)	Yes			
Type of Legal Entity	Yes			
Date of Incorporation	Yes			
Current Status (active, etc)	Yes			
Principal Address of Business	Yes			
Principal Purpose of Business		Yes		
Registered Agent Information		Yes		
Officer/ Director Information		Yes		
Shareholder/ Member Information			Yes	MLA request
Memorandum			Yes	MLA request
Articles of Incorporation		Yes	Yes	MLA request
Application/ Certificate of Formation		Yes	Yes	MLA request
Annual/ Biennial Reports		Yes ¹	Yes	MLA request
Shareholder Register			Yes	MLA request
Register of Charges			Yes	MLA request
Bank Account Information			Yes	MLA request
Payment Records			Yes	MLA request
Historical Documents (example: past annual filings)			Yes	MLA request

1 - Applies to Joint Stock Companies, Limited Partnerships with a Share Capital, Private Limited Companies and European Companies

Other Channels

The explanation below outlines the channels by which foreign authorities may obtain information on legal entities, legal arrangements, or relevant persons from different sources in [Liechtenstein](#).

Access to information held by tax authorities can be gained based on a request for mutual legal assistance submitted to the Office of Justice, Liechtenstein's central authority for requests for international mutual legal assistance in criminal matters. However, MLA requests relating to facts that are "exclusively" qualified as fiscal offenses under Liechtenstein law cannot be complied with. However, this limitation only affects the fiscal offense. In case of MLA requests concerning mixed offenses (fiscal and others), legal assistance is given for the common criminal law offense.

In addition, it is important to mention that Liechtenstein has concluded numerous tax information exchange agreements and double taxation agreements enabling the Liechtenstein tax authority to exchange information with foreign counterparts. The tax authority provides assistance through exchange of information that is foreseeably relevant to the administration and enforcement of foreign tax laws covered by these agreements. Such information includes information that is foreseeably relevant to the determination, assessment and collection of such taxes, the recovery and enforcement of tax claims, or the investigation or prosecution of tax matters. Liechtenstein has also signed the OECD Multilateral Convention on Mutual Administrative Assistance in Tax Matters.

Channels through which foreign authorities may obtain information

Legal entities/ Relevant Individuals (directors, shareholders, managers, associates, family members, etc.)

	Information/ Intelligence Sharing Inquiry		Explanation	Mutual Legal Assistance Request		Explanation
	Yes	No		Yes	No	
Interviews with relevant Individuals		X	No legal basis	X		
Records/ documents		X	No legal basis	X		

Legal arrangements/ relevant individuals (trustees [nonprofessional], settlers, beneficiaries, protectors, etc.)

	Information/ Intelligence Sharing Inquiry		Explanation	Mutual Legal Assistance Request		Explanation
	Yes	No		Yes	No	
Interviews with relevant Individuals		X	No legal basis	X		
Records/documents		X	No legal basis	X		

Financial Institutions

	Information/ Intelligence Sharing Inquiry		Explanation	Mutual Legal Assistance Request		Explanation
	Yes	No		Yes	No	
Interviews with personnel		X	No legal basis	X		
Accounts records/ documents		X	No legal basis	X		

Trust and Company Service Providers

	Information/ Intelligence Sharing Inquiry		Explanation	Mutual Legal Assistance Request		Explanation
	Yes	No		Yes	No	
Interviews with personnel		X	No legal basis	X		
Accounts records/ documents		X	No legal basis	X		

Other Designated Non-Financial Businesses and Professions

	Information/ Intelligence Sharing Inquiry		Explanation	Mutual Legal Assistance Request		Explanation
	Yes	No		Yes	No	
Interviews with personnel		X	No legal basis	X		
Accounts records/ documents		X	No legal basis	X		

IV. Other Useful Sources of Information

Resource Name	Web Link
Commercial Registry LI	http://www.oera.li/hrweb/ger/firmensuche_afj.htm
This website provides online access to all the information set out in the table on page 13.	
International Mutual Legal Assistance in Criminal Matters	http://www.regierung.li/international-mutual-legal-assistance-in-criminal-matters
This website provides the contact details of the staff at the Office of Justice handling requests for international mutual legal assistance in criminal matters. In addition, the website contains a checklist for international requests to Liechtenstein for mutual assistance, listing the criteria to be met and information to be contained in the request. Furthermore, the website contains statistics on mutual legal assistance provided by Liechtenstein.	