

THE WOLF THEISS GUIDE TO:

Ultimate Beneficial Ownership
Register in Central, Eastern &
Southeastern Europe

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Ultimate Beneficial Ownership Register

This 2020 Wolf Theiss Guide to Ultimate Beneficial Ownership Register is intended as a practical guide to the general principles and features of the basic legislation and procedures in countries included in the publication.

While every effort has been made to ensure that the content is accurate when finalised, it should be used only as a general reference guide and should not be relied upon as definitive for planning or making definitive legal decisions. In these rapidly changing legal markets, the laws and regulations are frequently revised, either by amended legislation or by administrative interpretation.

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FOREWORD

Wolf Theiss carefully monitors the developments and challenges related to the increasingly complex legislation designed to fight money laundering and terrorism financing. One of the most talked about obligations recently imposed by Directive (EU) 2015/849 and transposed into national law by EU Member States is the requirement to register the ultimate beneficial owner ("UBO") of legal entities in an online register.

This guide serves as a comprehensive overview of the legislation concerning the obligation to register UBOs in Central, Eastern and Southeastern Europe (CEE/SEE). Although national rules in the region are similar in principle, each country has considered its own particularities under their legal frameworks, making it especially worthwhile to look at differences in filing deadlines, country-specific penalties and confidentiality issues.

Our special thanks go to Lukas Slameczka and the lawyers in our offices for their contributions to this guide.

We trust that you find this detailed resource of UBO compliance requirements helpful in your daily work.

If you have any questions, comments or if any assistance is needed, we would be pleased to hear from you. Additionally, we would be happy to put you in direct contact with our local experts in our CEE/SEE offices.



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EUROPE



- WOLF THEISS REGION
- EUROPE

INTRODUCTION

Defintions to be included in the introduction:

- Directive means Fourth Anti-Money Laundering Directive (EU) 2015/849 as amended by Directive (EU) 2018/843;
- Registering Entity means entities required to file information on their ultimate beneficial owner in the relevant register in the relevant jurisdiction;
- UBO means ultimate beneficial owner;
- Register means the register of ultimate beneficial owners in the respective jurisdiction;
- Beneficial Owners Register Act means the applicable legal act for the establishment and functioning of the Register in the respective jurisdiction.

ALBANIA

1. EXECUTIVE SUMMARY

STATUS OF IMPLEMENTATION	Implemented
LEGAL BASIS	Law No.112/2020 "On the Ultimate Beneficiary Ownership Register" published in the Official Gazette no.149 dated 13 August 2020
AVAILABLE LANGUAGE(S)	Albanian
ENTRY INTO FORCE	28 August 2020
FILING DEADLINE	Within 60 days from the date of the establishment of the Register
FILING MODE / RESPONSIBLE PARTY	Filing by the registering entity (in the person of the authorised representative) at the National Business Center
FILING LANGUAGE	Albanian only
FILING BY LAWYER POSSIBLE	Yes
COMPLIANCE	Registrations to be made by the registering entities in relation to their ultimate beneficiaries shall be performed as below: <ul style="list-style-type: none"> ▪ Within 30 calendar days from the date of incorporation registration of the registering entity at the Commercial Register (the National Business Center); ▪ Within 30 calendar days from the occurrence of any factual changes in the registered information.
PUBLIC ACCESS TO REGISTER	Yes

2. BACKGROUND

In Albania, the Law No.112/2020 "On the ultimate beneficiary ownership register" published in the Official Gazette no.149 dated 13 August 2020 (*the "UBO Law" or the "Law"*) entered into force on 28 August 2020. The Law partially implemented the Directive. Furthermore, secondary legislation still needs to be approved in order to establish the electronic Register as well as the concrete set of rules for the procedures of the registration. The Albanian Government shall establish the electronic register not later than 31 January 2021 and shall complete the entire set of rules and procedures for registration by 28 October 2020. The first filing of the registering entities for the purpose of complying with the Law shall be made within 60 days from the establishment of the electronic register.

3. LEGAL DEFINITIONS

3.1 Registering Entities

- The following legal entities with their legal seat in Albania are Registering Entities pursuant to the UBO Law's registration obligations and shall register with the Ultimate Beneficial Ownership Register ("**UBO Register**"):
 - Limited liability companies (*shoqeri me pergjegjesi te kufizuara - Shpk*);
 - Joint stock companies (*shoqeri aksionare*);
 - General partnership companies (*shoqeri kolektive*);
 - Limited partnership companies (*shoqeri komandite*);
 - branches or representative offices of foreign companies;
 - Saving and credit union companies (*shoqerite e kursim-kreditit*);
 - Mutual cooperation companies (*shoqerite e bashkepunimit te ndersjellte*);
 - Agricultural cooperation companies (*shoqerite e bashkepunimit bujqesor*);
 - any other legal entity which, based on the Albanian legislation, is required to be registered with the National Business Center;
 - non-for-profit organisations, including foundations, associations, centres as well as branches of foreign associations, which are registered in the non-for-profit organisations' Register;
 - legal entities and enterprises, whose shareholders are, in addition to central/local state institutions, are also individuals or privately held Albanian or foreign legal entities;
- Special provisions and exceptions from the registration obligation

There are no special provisions but there are certain exceptions to the registration requirement. In this regard, individuals who are entrepreneurs, fully state-owned enterprises, religious communities and political parties are exempted.

3.2 UBO definition

Under the UBO Law, a beneficial owner, means the individual who ultimately owns or controls the entity and/or the individual on whose behalf a transaction or activity is being conducted and includes at least:

- In the case of legal entities the individual who ultimately owns or controls a legal entity through direct or indirect ownership of at least 25% of the shares or voting rights or ownership interest in that entity, including through bearer shareholdings, or through control via other means, or benefits from the transactions conducted by the legal entity on his/her behalf;

- The founder or legal representative or the individual who exercises the ultimate effective control in the administration and supervision of non-governmental organisations (NGOs) including foundations, associations, centres, as well as branches of NGOs. Ultimate effective control is the relationship by virtue of which a person:
 - determines the decisions taken by the NGO;
 - controls in whatsoever manner the election, appointment and dismissal of a majority of decision-making bodies and/or executive bodies of the NGO.
- In the case of trust and other legal arrangements
 - the settlor, the trustee, the protector, if any, and the beneficiaries, or where the individuals benefiting from the legal arrangement or entity have yet to be determined, the class of persons in whose main interest the legal arrangement or entity is set up or operates; any other natural person exercising ultimate control over the trust by means of direct or indirect ownership or by other means.

4. INFORMATION AND DOCUMENTS TO BE FILED WITH THE UBO REGISTER

4.1 Documents to be filed

Based on Article 5 of the UBO Law, all Registering Entities shall maintain updated, correct and full data and documents with regard to the identification of their beneficial owners. The ultimate beneficial owners themselves shall have the obligation to provide the Registering Entities with such information in order for the latter to comply with the legal requirements. Although there is no expressed provision in the Law on UBO providing for the Registering Entities to file documents in the UBO Register and the Law requires only the information to be registered, it is not excluded that upon issuance of the secondary legislation implementing the UBO Law, such information provided for registration could be required to be supported by documentation evidence.

4.2 Information to be filed

- General information on the Registering Entity:
 - identification registration number;
 - name of the Registering Entity;
- Obligatory information on the ultimate beneficial owners:
 - Identification information for Albanian citizens:
 - name, surname,
 - personal identification number;
 - date of birth;
 - citizenship;
 - address of permanent residence;

- identification information for foreign citizens:
 - name, surname;
 - personal identification number;
 - date of birth;
 - passport number and issuing state;
 - date of issuance and expiry of the passport;
 - citizenship;
 - address of permanent residence;
- refugees/stateless persons:
 - name, surname;
 - travel document number;
 - date of birth;
 - state which has issued the travelling document; date of issuance and expiry of the traveling document;
- date on which the individual has become the beneficial owner.
- nature and percentage of ownership:
 - if direct/indirect;
- primary and secondary importance information:
 - primary importance information is considered:
 - identification data for the foreign non-resident citizens;
 - identification information on refugees/stateless individuals;
 - date on which the individual has become a beneficial owner;
 - nature and percentage of the ownership;
 - secondary importance information is considered:
 - identification registration number of the Registering Entity;
 - identification information on Albanian citizens;
 - identification information on foreign resident citizens;

5. REGISTER FILINGS

5.1 Filing by company's representative

The information on the UBO needs to be filed by the legal representative or to its authorised person, via the National Business Centre (which is a centralised one-stop-shop for businesses that provides direct access to the Commercial Register and which will also manage the UBO Register).

5.2 Filing by professional representative

Attorneys can also arrange the filing on behalf of the management of the Registering Entity upon a written authorisation. Professional representatives may be changed at any time and for any filing with the UBO register.

5.3 Registration ex-officio by the National Business Centre

Based on information received by other competent authorities, the National Business Centre may update the registered information on a given Registered Entity in the case of missing or incompatible registered information.

6. COMPLIANCE & FINES

6.1 General

Registrations to be made by the Registering Entities in relation to their ultimate beneficiaries shall be performed as below:

- Within 30 calendar days from the date of incorporation registration of the registering entity at the Commercial Register (the National Business Centre);
- Within 30 calendar days from the occurrence of any factual changes in the registered information;

Any entity which is subject to the reporting obligations foreseen by the legislation on anti-money laundering and anti-terrorist financing („**AML legislation**”) and which becomes aware on any incompatible information registered in the UBO Register with regard to the beneficial owners of a Registering Entity shall immediately notify the Registering Entity and the National Business Centre regarding such incompatible information. The National Business Centre shall send a written notification to the Registering Entity requesting confirmation or update of the registered information to be performed within 20 days and in the case of omission the Registered Entity is subject to sanctions.

6.2 Review of registered information

All Registering Entities are obliged to update the correctness of the data on their UBOs immediately but not later than 30 calendar days from the day on which such change occurred.

6.3 Fines

In general, in the case of non-compliance, public authorities can impose fines in order to enforce the filing obligation.

For lack of registration in the UBO in the cases of establishment of a new company as well as for lack of updating the registered information or lack of maintaining the necessary documentation required to be filed with the UBO, the fines range from 250,000 Albanian Lek (ALL) to 500,000 ALL (approximately 2,000 EUR to 4,000 EUR). In

these cases, all the services of the National Business Centre for the Registering Entity are suspended until the fines are paid. The legal representatives of the Registering Entities are also liable and subject to the above-mentioned fines. In the case of repeated violations of the duty on registration, the fines are doubled.

7. ACCESS TO THE REGISTER

7.1 Excerpts

The Experts from the UBO Register may be issued at the request of any interested party by filing a request with the National Business Centre.

7.2 Access for the public

The UBO Register shall contain information which is a) openly accessible by any interested party and is public and b) another set of information which shall be reserved for the legal representative of the Registering Entity (only for the information regarding the Registering Entity), state authorities or entities with reporting duties as per the AML legislation.

The information which is publicly accessible is:

- name and surname of the ultimate beneficial owner;
- citizenship;
- date of birth;
- date of becoming the ultimate beneficial owner;
- nature and percentage of the ownership;
- direct/indirect ownership.

7.3 Access by legal representatives and from legitimate parties

As mentioned above, the legal representatives (and their representatives) of the Registering Entities shall have the right to access all of the information registered in the UBO Register only for the Registering Entity they represent. Any other party which is interested in having access to the entire information of the UBO Register for a given Registering Entity shall submit a request to the National Business Centre in which such party provides evidence for having a legitimate interest in accessing such information.

7.4 Access by authorities and entities with reporting duties

In accordance with the objectives and the provisions of the UBO Law, competent authorities identified by the Law shall have free unlimited direct access to the electronic version of the UBO Register. Such competent authorities identified by the UBO Law are:

- General Directorate for Anti Money Laundering;
- Bank of Albania;
- General Tax Directorate;

- Albanian Financial Supervising Authority;
- General Directorate of State Police;
- Prosecution Office;
- Special Prosecution Office for Anti-corruption and Organised Crime;

In addition to the above, also the entities which have reporting duties as per the AML legislation, such as private banks, financing institutions, etc. may request access to the entire registered information in the case that such information is necessary for the fulfilment of their duties and obligations arising from the AML legislation.

At the time of publication of this guide, the UBO Register is not yet set up. The Albanian Ministry of Finance shall set up the electronic UBO Register not later than 31 January 2021. From the moment it is operational, all the existing entities fulfilling the criteria of Registering Entity shall have 60 days to register all the required information with the UBO Register.

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WOLF THEISS

AUSTRIA

1. EXECUTIVE SUMMARY

STATUS OF IMPLEMENTATION	Implemented
LEGAL BASIS	<i>Bundesgesetz über die Einrichtung eines Registers der wirtschaftlichen Eigentümer von Gesellschaften, anderen juristischen Personen und Trusts (Wirtschaftliche Eigentümer Registergesetz – WiEReG)</i>
AVAILABLE LANGUAGE(S)	German
ENTRY INTO FORCE	15 January 2018
FILING DEADLINE	1 June 2018 (was extended to 15 August 2018)
FILING MODE / RESPONSIBLE PARTY	Online filing by company representative (further requirements, see below)
FILING LANGUAGE	German only
FILING BY LAWYER POSSIBLE	Yes
COMPLIANCE	Annual review required. In addition, review needs to be confirmed by confirmatory filing once per year.
PUBLIC ACCESS TO REGISTER	Yes

2. BACKGROUND

In Austria, the Directive was implemented by the Law on the Register of Economic Owners (*Bundesgesetz über die Einrichtung eines Registers der wirtschaftlichen Eigentümer von Gesellschaften, anderen juristischen Personen und Trusts*, in short *Wirtschaftliche Eigentümer Registergesetz – „WiEReG“*). Its main provisions entered into force on 15 January 2018. For an overview on the basic principles of *WiEReG*, please see Section 3 below.

The Austrian Federal Ministry of Finance issued a decree with further details of the understanding of the authority which entered into force on 26 April 2018. For general compliance obligations outlined in the *WiEReG* and the decree, please see Section 6 below.

First access to the register was granted on 2 May 2018. The initial filing deadline was 1 June 2018 (later extended to mid-August 2018). For details and requirements for the filing, please see Section 5.

On 1 October 2018, the *WiEReG* was partially amended. The newly added Section 10a *WiEReG* allows UBOs, upon application, to limit access to the information registered with the UBO Register under very specific circumstances. For a summary on the possibility to limit access to the UBO register, please see Subsection 7.6.

In 2019, based on the “*EU-Finanz-Anpassungsgesetz 2019*”, the Austrian legislator issued several amendments to the *WiEReG*. To a large extent, the amendments entered into legal effect on 10 January 2020. Some additional changes enter into force on 10 November 2020 and 10 March 2021.

3. LEGAL DEFINITIONS

3.1 Registering Entities

- The following legal entities with their legal seat in Austria are Registering Entities pursuant to the WiEReG's registration obligations:
 - Partnerships (*Offene Gesellschaften*);
 - Limited partnerships (*Kommanditgesellschaften*);
 - Joint stock corporations (*Aktiengesellschaften*);
 - Limited liability companies (*Gesellschaften mit beschränkter Haftung*);
 - Cooperative and economic societies (*Erbwerbs- und Wirtschaftsgenossenschaften*);
 - Mutual insurance associations (*Versicherungsvereine auf Gegenseitigkeit*);
 - Small insurance associations (*Kleine Versicherungsvereine*);
 - Savings banks (*Sparkassen*);
 - European Economic Interest Groupings (*Europäische wirtschaftliche Interessensvereinigungen*);
 - SEs (*Societas Europaea*);
 - SCEs (*Societas Cooperativa Europaea*);
 - Private foundations (*Privatstiftungen*);
 - other entities which are legally required to be registered in the Austrian commercial register;
 - Associations (*Vereine*);
 - Charitable trusts and funds (*Stiftungen und Fonds*) according to Art. 1 Federal Trust and Fund Act (*Bundes-Stiftungs- und Fondsgesetz*);
 - trusts and arrangements similar to a trust (all arrangements that are comparable with a trust with respect to its function and structure and that are administered from Austria), if administered from Austria. An administration exists in particular when the trustee is domiciled in or has its seat in Austria.¹
- Special provisions and exceptions from the registration obligation

The WiEReG does not provide for express exceptions.

However, certain entities are not covered by the WiEReG such as contractual partnerships (*Gesellschaft bürgerlichen Rechts*), individual enterprises (*Einzelunternehmen*) and local branches of foreign entities (*inländische Zweigniederlassung einer ausländischen Gesellschaft*).

¹ Note: Trusts do not exist under Austrian law. Thus, the legislator explicitly included foreign trusts that are administered in Austria.

Under certain circumstances, the obligation to register the UBO of Registering Entities does not apply in the following cases:

- For ordinary partnerships and limited partnerships, if all partners are individuals;
- limited liability companies, if all the shareholders are individuals;
- certain commercial and industrial cooperative societies (*Erwerbs- und Wirtschaftsgenossenschaften*);
- certain mutual insurance associations, small mutual insurance associations and savings banks;
- certain associations (*Vereine*) pursuant to the Associations Act (*Vereinsgesetz*).

In the event that only individuals act as controlling shareholders in a Registering Entity, such shareholder(s) will be registered with the Austrian commercial register as a matter of course. The UBO Register will be automatically filled through the Austrian commercial register.

There is no exception from the obligation to register for companies listed on a stock exchange.

3.2 UBO definition

In general, UBOs are natural persons, who own or control a Registering Entity, whereby definitions on ownership or control vary depending on the group structure and the legal form of the Registering Entity. The most common definition is as follows:

- Direct economic owners as UBOs are natural persons who:
 - hold 25% plus one share, or more than a 25% participation of the Registering Entity or the respective votes in the Registering Entity; or
 - control the management of the Registering Entity, whereby „control“ is defined as holding – directly or indirectly – 50% plus one share or more than a 50% participation of the Registering Entity or the respective votes in the Registering Entity or under the same circumstances applicable for drawing up consolidated annual financial statements pursuant to Section 244 para 2 Austrian Enterprise Act – *Unternehmensgesetzbuch* – (a parent company having in another company (subsidiary) (i) the majority of voting rights of shareholders, (ii) the right to appoint or remove the majority of management or supervisory bodies, and the parent company also being a shareholder, (iii) the right to exercise a controlling influence, or (iv) due to an existing contract with other shareholders of the subsidiary, the right to decide how voting rights of shareholders are to be exercised in cases of appointments or removals of the majority of management or supervisory bodies, provided that the parent company's own voting rights are required to reach the majority of all votes).
- Indirect economic owners as UBOs are natural persons who “control” (see above) an entity which holds directly or indirectly 25% plus one share or more than a 25% participation in the Registering Entity or the respective votes in such Registering Entity. If more than one entity is controlled by the same natural person or the same natural persons, directly or indirectly, and cumulatively exceed the thresholds of 25% plus one share or more than a 25% participation in another entity, then such natural person shall be regarded as the UBO of such entity. This means that for indirect UBOs, the direct level of holding is 25% plus one share in the Registering Entity, but the next level only requires “control” through a participation (or similar form of control) of more than 50% in the entity controlling the Registering Entity.

- **Trusts²:** Formerly, trusts or any arrangements similar to trusts were covered by the scope of the Austrian *WiEReG*, provided that their administration was handled in Austria, which in particular is considered to be the case if the trustee's legal seat or permanent address is in Austria.

Now, even if the trust's administration is not in Austria or another EU Member State, registration is required if the trustee enters into any business relationships within Austria or acquires any Austrian real estate (in each case in the name of such trust or similar arrangement). In such cases, the following persons are deemed *ex lege* UBO(s): the settlor/trustor, the protector, the beneficiary/beneficiaries, and any other person controlling the trust by other means.

- **Foundation:** For foundations, a similar regime as the one for trusts applies, which means that certain functions in a foundation are automatically attributed to economic ownership. Pursuant to Section 2 no. 3 *WiEReG*, the following persons are deemed *ex lege* UBO(s) for private foundations (*Privatstiftung*): the founder, beneficiaries (or classes of beneficiaries) that receive a benefit in excess of EUR 2,000 per calendar year, the members of the foundation council as well as any other natural person that controls the private foundation by other means.

The same is true for other foundations (*Stiftungen*) and funds (*Fonds*). For such entities, the founder, the members of the foundation and funds council respectively, the class of beneficiaries as well as any other natural person that controls the foundation or trust by other means are deemed UBO(s).

- **Subsidiary Filing:** In the case that no UBO can be determined based on the above, the members of the senior management are deemed UBOs (so-called "subsidiary filing"), unless there are reasons to believe that another natural person is directly, indirectly or factually controlling the Registering Entity.

4. INFORMATION AND DOCUMENTS TO BE FILED WITH THE UBO REGISTER

4.1 Documents to be filed

In general, no documents need to be filed with the UBO Register, unless the UBO is not resident in Austria. In such case, a simple copy of a valid photo ID needs to be uploaded to the UBO Register.

For the possibility to upload a compliance package to the UBO Register, please see Section 6.3 below.

4.2 Information to be filed

- Direct economic owners:
 - first and last name;
 - number and type of ID card (if not residing in Austria: copy of ID card);
 - date and place of birth;
 - citizenship;
 - address of residence;

² Trusts do not exist under Austrian law. Thus, the legislator explicitly included foreign trusts that are administered in Austria. These rules apply also to charitable trusts and funds.

- Indirect economic owners:
 - same information as under Section 4.2 above;
 - for the top entity: register number, quota of shares/voting rights or participation which the UBO holds in such entity; and
 - for foreign top entities also their name and legal seat, legal form, foreign register and register number.
- Nature and scope of economic interest for each UBO, in particular
 - whether the Registering Entity is owned by the UBO (by stating the number of shares or quota of participation) or whether the UBO holds any voting rights (by stating the quota thereof) or whether the Registering Entity is controlled by the UBO by any other means (by stating the quota which is being controlled, provided that such can be verified, and whether there is a trusteeship and whether the UBO is acting either as trustee or trustor);
 - if the members from the top management level are registered as substitutes (i.e., no ultimate beneficial owner is identified under Austrian law), a statement as to whether there is no ultimate beneficial owner or whether, after having exhausted all possible means, no ultimate beneficial owner could be determined or verified;
 - in the case of a trust, whether the UBO is acting as settlor, trustee, protector, beneficiary or controls the trust by any other means;
 - stating whether economic ownership is held in any other way.

5. REGISTER FILINGS

5.1 Filing by company's representative

The information on the UBO needs to be filed via the Business Service Portal (*Unternehmensserviceportal* or “*USP*”; <https://www.usp.gv.at/>), which is a centralized, one-stop web portal for businesses that provides direct access to numerous e-government applications and to the federal administration.

In order to access the USP and to file information with the UBO Register, one needs to set up an account with the USP.

A USP account can be set-up by using a

- a company account (supervisor user for *FinanzOnline*, the Austrian e-government platform of the tax authority is required); or
- a personal account (to be verified by mobile phone signature (*Handy Signatur*), citizen card (*Bürgerkarte*) or personal *FinanzOnline* account).

Detailed information on how to set up a USP account can be found under <https://www.usp.gv.at/> (German only).

5.2 Filing by professional representative

Attorneys can also arrange the filing on behalf of the management of the Registering Entity.

If the notification is completed by a professional representative, the following information must be added:

- whether the ultimate beneficial owner was identified by the professional representative in accordance with the provisions specified under the Austrian Act on the Register of Ultimate Beneficial Owners;
- whether a Compliance-Package was provided and if so, whether the content may be disclosed to all obliged entities or may only be viewed upon request („**Restricted Compliance-Package**”); in the event of a **Restricted Compliance-Package**, whether certain obliged entities are allowed access and who is entitled to grant access thereto (the professional representative, legal entity or both);
- the e-mail address of the professional representative and, in the event of a Compliance-Package, of the legal entity. In the event of a Restricted Compliance-Package, provided that access shall be granted by the legal entity, the e-mail address of the legal entity;
- whether any questions regarding the notification itself or the Compliance-Package may be addressed to the disclosed e-mail addresses.

5.3 Change of professional representative

As of March 2021, once a filing has been completed by an entity's authorized representative, any newly appointed representative (e.g., change of attorney-at-law) may only complete a filing on behalf of the legal entity by informing the authority of the change of the entity's representative.

The represented party (i.e. the legal entity) will be informed of such notification by the authority and may object to such change within two weeks. Provided that no objection is raised, the change will be registered and henceforth only the representative having filed for the last change in the Register may complete filings. In order to meet any filing deadlines, upon the application of the legal entity, the change of a legal representative may already be registered prior to the lapse of the two-week period.

6. COMPLIANCE & FINES

6.1 General

Pursuant to Section 3 *WiEReG*, Registering Entities are obliged to identify their respective UBO and shall take adequate measures to verify their identity/identities.

Such measures include, but are not limited to, understanding the ownership and control structure of the shareholders.

Further, entities shall, in addition to information with respect to their legal owner, be able to submit substantiating documents regarding their UBO to obliged parties (e.g. financial institutions, attorney, tax advisors) upon request.

The legal entities must retain copies of the documents and information necessary to determine the beneficial owners until at least five years after the end of the natural person's beneficial ownership.

Registering Entities need to arrange their UBO filing within four weeks after they have been registered in the relevant register for the first time (e.g. companies register).

Changes in relation to the UBO have to be filed within four weeks of the Registering Entity becoming aware thereof.

6.2 Annual Review and Confirmatory Filing

All Registering Entities are obliged to review the correctness of the data in their UBOs at least once per year.

Within four weeks after completion of the annual review of the accuracy of the data in the UBO Register, each Registering Entity must register any necessary changes or expressly confirm that the current registered data is still correct.

6.3 Compliance Package

The so-called **"Compliance-Package"** entered into force on 10 November 2020 and is one of the core elements of the latest amendments. It aims to expand the Register by creating a centralized platform for the purpose of storing documents and data necessary for the identification and verification of ultimate beneficial owners (ownership structure, internal control structure, etc.) Therefore, this would eliminate the necessity of having to provide such documentation in each individual matter (more time efficient, especially regarding the KYC process). Key elements of the Compliance Package are as follows:

- Once a professional representative has identified and verified the ultimate beneficial owner, all relevant data and information can be uploaded in the Register on a voluntary basis (including in particular a group chart indicating the ownership or controlling structure, the articles of association of the legal entity which is being registered, any other documents serving as the basis for identification of the ultimate beneficial owner);
- The Compliance-Package is valid for twelve months. Amendments to the Compliance Package may be made at any time. If an amendment is made, the Compliance-Package's validity is extended for an additional twelve-month period. Such an extension does not apply if only additional documents are provided which shall only serve as an additional means of confirmation of the ultimate beneficial owner already registered with the Register;
- The documents provided as part of the Compliance-Package need to be up to date (e.g. extracts from foreign registers must not be older than six weeks);
- Any documents which are neither in German nor in English must be accompanied with a certified translation or at least with the relevant parts in German or English;
- Since the documents and information provided in connection with the Compliance-Package are only stored for the purpose of preventing money laundering and terrorism financing, they are only stored for a maximum period of five years and must then be deleted;
- In the event of justified reasons against a transmission (and subsequent publication) of documents to the Register, the professional representative may alternatively file an exhaustive file note with the Register, thereby confirming having inspected the documents and having drafted the respective file note (including, amongst other information, the date and place of the document's inspection; full name, date of birth and signature of the inspecting individual; exact indication of the inspected document; description of the document's content and a summary of all information relevant in relation to the ultimate beneficial ownership of the legal entity in question).

6.4 Fines

In general, in the event of non-compliance, public authorities may impose fines in order to enforce the filing obligation (also repeatedly until the filing obligation is met).

Any intentional breach of the obligation to keep copies of the documents and information in relation to the ultimate beneficial owner's identification for a period of at least five years may be fined with a penalty of up to EUR 75,000 and – in the event of gross negligence – of up to EUR 25,000.

Any other intentional breach of the registration obligations may be fined with a penalty of up to EUR 200,000 and – in the case of gross negligence – of up to EUR 100,000.

7. ACCESS TO THE REGISTER

7.1 Types of excerpts³

- Simplified Excerpts

Simplified excerpts offer a solid overview of the beneficial owners of a legal entity. They contain general information, such as name and legal form as well as addresses and identification register numbers (e.g. commercial register number) and enable the identification of economic activities by means of the Austrian statistical classification of economic activities (ÖNACE). In addition, such excerpts contain all relevant data regarding the direct and indirect owners, including the nature and scope of the beneficial interest.

- Extended Excerpts

In addition to the data contained in the simplified excerpts, extended excerpts contain the following information:

- Information on whether this constitutes a complete extended excerpt; this is the case if all the data is complete, the reported data matches the electronically generated data and there is no valid remark;
- A depiction of the relevant participation structure, established based on the data in the commercial register;
- The beneficial owners and ultimate legal entities, determined on the basis of the data in the commercial register, the register of associations and the supplementary register.

7.2 Inspection by obliged parties⁴

In accordance with the objectives of the *WiEReG*, obliged entities may only inspect the UBO Register to fulfil their due diligence requirements for the prevention of money laundering and terrorist financing with respect to customers. In addition, legal professionals acting in a professional capacity may also inspect the Register for the purpose of advising their clients with respect to identifying, verifying and reporting the beneficial owners of their clients.

³ <https://www.bmf.gv.at/en/topics/financial-sector/beneficial-owners-register-act/excerpts-from-the-register.html>.

⁴ <https://www.bmf.gv.at/en/topics/financial-sector/beneficial-owners-register-act/inspection-of-the-beneficial-owner-register.html>.

Obligated entities within the meaning of the Section 9 para. 1 *WiEReG* are (amongst others):

- credit and financial institutions;
- holders of government-approved licenses pursuant to Article 14 and Article 21 of the Austrian Act on Gambling and authorized operators of gaming machines and betting companies that have been established on the basis of an authorization under regional law;
- attorneys and notaries;
- external auditors and tax advisors;
- balance sheet accountants, account and payroll accountants;
- commercial traders including auctioneers, provided that they accept payments in cash of at least EUR 10,000;
- real estate agents;
- business consultants;
- insurance brokers; and
- service providers in relation to virtual currencies.

Obligated entities may search for obliged entities and retrieve simplified or extended excerpts by using the “WiEReG Management System” in the USP. Certain obliged entities may also search for natural persons. When they search for a natural person, they will receive a list of all legal entities where this natural person has been reported.

If any obliged entity becomes aware that a client's registered data is incorrect or incomplete, the obliged entity must enter an electronic note in the Register, thereby stating the express reasons for entering such note. However, this obligation does not apply provided that the obliged entity notifies the client about the incorrect or incomplete registration and the client issues a correction within a reasonable period of time. Also, in the event of suspicion of money laundering or terrorist financing, there is an express obligation to notify the competent authority that no note will be filed due to a suspicious transaction report.

7.3 Access of and inspection by professional representatives

As professional representatives are usually deemed obliged parties, they will have the same form of access as described under Section 7.2.

The fact that an obliged party is a professional counsel (attorneys, notaries, external auditors, tax advisors, etc.) is automatically detected by the USP. As a result, the professional has access to the *WiEReG* reporting forms and, thus, is able to report beneficial owners on behalf of Registering Entities.

If a professional representative acts on behalf of a client and updates an existing filing, the representative will have access to all information that is already registered with the UBO Register (incl. photo ID copies).

If the notification is completed by a professional representative, as of 20 November 2020 the following information must be added:

- whether the ultimate beneficial owner was identified by the professional representative in accordance with the provisions specified under the Austrian Act on the Register of Ultimate Beneficial Owners;
- whether a Compliance-Package was provided and if so, whether the content may be disclosed to all obliged entities or may only be viewed upon request („**Restricted Compliance-Package**”); in the event of a Restricted Compliance-Package, whether certain obliged entities are allowed access and who is entitled to grant access thereto (the professional representative, legal entity or both);
- the e-mail address of the professional representative and, in the event of a Compliance-Package, of the legal entity. In the event of a Restricted Compliance-Package provided that access shall be granted by the legal entity, the e-mail address of the legal entity;
- whether any questions regarding the notification itself or the Compliance-Package may be addressed to the disclosed e-mail addresses.

7.4 Inspection by authorities⁵

Access to the UBO register is also granted to several governmental authorities, including (amongst others):

- the registry authority within the powers conferred upon it in accordance with the WiEReG;
- the Financial Intelligence Unit (*Geldwäschemeldestelle*);
- certain supervisory authorities within their duties for preventing the financial system from being used for the purpose of money laundering and terrorist financing, including:
 - the Financial Market Authority (FMA) in relation to its supervision of credit institutions and financial institutions;
 - the Federal Minister of Finance in relation to its supervision of holders of government-approved licenses;
 - the competent regional authorities with regard to the supervision of regionally authorised parties for the operation of gaming machines and providers of betting services;
 - the Bar Association within the scope of its supervision of attorneys;
 - the Austrian Chamber of Notaries (*Notariatskammer*) within the scope of its supervision of notaries;
 - The Chamber of Professional Accountants and Tax Advisors (*KWT; Kammer der Wirtschaftstreuhänder*) within the scope of its supervision of auditors and tax advisors;
 - the President of the Austrian Economic Chambers (WKO) within the scope of the WKO's supervision of balance sheet accountants, accounts and payroll accountants;
 - the local administrative authorities within the scope of supervision of financial institutions pursuant to Section 9 para. 1 no. 3 *WiEReG*, traders on a commercial basis including auctioneers, provided that they accept payments in cash of at least EUR 10,000, real estate agents, business consultants, insurance brokers;

⁵ <https://www.bmf.gv.at/en/topics/financial-sector/beneficial-owners-register-act/inspection-of-the-beneficial-owner-register.html>

- local administrative authorities for the purposes of initiating and conducting administrative penal proceedings;
- law enforcement authorities, public prosecutors and criminal law courts.

Authorities may search for legal entities and for natural persons. When they search for a natural person, they will receive a list of all legal entities where this natural person has been reported.

The registry authority, the Financial Intelligence Unit (*Geldwäschemeldestelle*), the Police service's criminal investigations department, the Public Prosecutor's Offices and the law court may request an excerpt for any natural person, who is able to be clearly determined by entering one or more additional identifiers in addition to his/her forename(s) and surname, which contains all data stored about this person in the Register.

In addition, the registry authority may perform analyses for ensuring the correctness and completeness of the data as well as for the prevention of money laundering and terrorist financing. For this purpose, the *Bundesanstalt Statistik Austria* will conduct statistical and qualitative analyses and evaluations available to the registry authority concerning all the details stored in the UBO Register.

7.5 Public access⁶

As of 10 January 2020, the Austrian UBO Register is publicly accessible.

For a minor administrative fee, anyone may request an excerpt via the online access portal of the Federal Ministry of Finance, which can be accessed under the following link: <https://www.bmf.gv.at/services/wiereg/oeffentliche-einsicht.html>

To inspect the register, the registration number of the relevant register (e.g. commercial register – *Firmenbuch*) or the exact name of the Registering Entity is required. Searching for UBOs is not possible.

A public excerpt is similar to a simple excerpt and contains the following information:

- Registration number, main register, name of the Registering Entity and address of the Registering Entity;
- legal form and information regarding the duration of the existence of the Registering Entity;
- first and last name, date of birth, citizenship and country of residence of the UBO(s);
- type and extent of economic ownership interest.

Information on UBO(s) with ordered or granted limited access pursuant to Section 10a WiEReG (see below) is not shown in public excerpts. In lieu thereof, the public excerpt contains an indication that access is limited.

7.6 Limited access

Section 10a *WiEReG* allows UBOs to limit access to their information registered with the UBO Register under very limited circumstances. In such case, it is not possible for the public or for obliged entities to access the UBO's information.

In order to limit access, the UBO needs to file a written application and needs to provide evidence that, when taking into account all circumstances of the individual case, the access shall be limited due to predominant interests of the beneficial owner which are worthy of protection. The application must specify the legal entities in respect of which access is to be restricted.

⁶ <https://www.bmf.gv.at/services/wiereg/oeffentliche-einsicht.html>.

The effect of restricting access is that the data in the UBO will not be displayed in excerpts from the UBO Register for the Registering Entities requested, and instead reference will be made to the fact that access is restricted in accordance with this section.

Predominant interests of the beneficial owner, which are worthy of protection, are mainly linked to being a victim of criminal offenses (e.g. fraud, extortion, kidnapping, criminal acts against life or physical condition, coercion, dangerous threat). For this reason, such requests are usually granted on a by exception basis only.

This chapter was written by Christian Mikosch and Doris Buxbaum.



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WOLF THEISS

BOSNIA AND HERZEGOVINA

1. EXECUTIVE SUMMARY

STATUS OF IMPLEMENTATION	Not implemented
LEGAL BASIS	n/a
AVAILABLE LANGUAGE(S)	n/a
ENTRY INTO FORCE	n/a
FILING DEADLINE	n/a
FILING MODE / RESPONSIBLE PARTY	n/a
FILING LANGUAGE	n/a
FILING BY LAWYER POSSIBLE	n/a
COMPLIANCE	n/a
PUBLIC ACCESS TO REGISTER	n/a

2. LEGISLATIVE DEVELOPMENT

The state of Bosnia and Herzegovina (**BiH**) consists of two entities – the Federation of Bosnia and Herzegovina and the Republika Srpska, and a special autonomous district under the direct sovereignty of the state – the Brčko District. The entities have their own set of relatively distinct laws, but some matters are regulated by national laws, which apply to both entities.

As BiH is not a member of the European Union, it has not implemented the Directive. Under the Stabilisation and Association Agreement with BiH, BiH has the obligation to ensure that its existing laws and future legislation are harmonised with EU law and that such laws are properly implemented and enforced. In that regard, the BiH Law on Anti-Money Laundering and Financing of Terrorist Activities (*Zakon o sprečavanju pranja novca i finansiranja terorističkih aktivnosti*) is – to a certain extent – harmonised with the Directive although in many aspects the harmonisation is still pending. At the moment, based on publicly available information, a working group has been established and is working on the preparation of a draft for the new BiH Law on Anti-Money Laundering and Financing of Terrorist Activities (which should regulate the establishment of the UBO Register) and will then be referred for consideration and adoption by the BiH parliament. The working group was obliged to finalise the draft of the respective law by 31 December 2019; however, based on available information, the draft has not yet been referred to parliament.

3. UBO DEFINITION

BiH Law on Anti-Money Laundering and Financing of Terrorist Activities defines a UBO as:

- a natural person who owns, directly or indirectly, 20% or more of the business interest, shares, voting rights or other rights, based on which they participate in controlling the legal person, or who participates in the capital of the legal person with 20% or more of the interest, or a natural person who indirectly or directly has a dominant influence on business management and decision-making; or
- a natural person who has provided or provides funds to a company in an indirect manner, which entitles him/her to influence significantly the decisions made by the managing bodies of the company concerning its financing and business operations.

Namely, BiH law defines a UBO with reference to 20% or more than 20% of the capital or voting rights and with reference to the predominant influence on business management and decision-making.

Also, it broadens this definition in the section, which refers to the significant influence as a criteria for determining the UBO, by prescribing that a natural person who indirectly provides funds to the company and, on that point, is entitled to influence significantly the decisions made by the managing bodies of the company, is to be considered as the UBO.

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BULGARIA

1. EXECUTIVE SUMMARY

STATUS OF IMPLEMENTATION	Implemented
LEGAL BASIS	<i>Measures Against Money Laundering Act: (Закон за мерките срещу изпирането на пари).</i>
AVAILABLE LANGUAGE(S)	Bulgarian
ENTRY INTO FORCE	31 March 2018
FILING DEADLINE	31 May 2019
FILING MODE / RESPONSIBLE PARTY	Online filing by company representative (additional requirements, see below)
FILING LANGUAGE	Bulgarian (UBO declaration and other documents subject to filing may be prepared in bilingual form)
FILING BY LAWYER POSSIBLE	Yes
COMPLIANCE	Update required in case of change of circumstances – within 7 days from occurrence of the respective change
PUBLIC ACCESS TO REGISTER	Yes

2. BACKGROUND

In Bulgaria, the Directive was locally implemented by the Measures Against Money Laundering Act (Закон за мерките срещу изпирането на пари – ЗМИП) (“**MAMLA**”), published in State Gazette No. 27 as of 27 March 2018, entering into force on 31 March 2018.

The anti-money laundering laws have been further developed with the adoption of the Rules on the Application of the Measures Against Money Laundering Act by the Council of Ministers, published in State Gazette No. 2 as of 8 January 2019 (*Правилник за прилагане на Закона за мерките срещу изпирането на пари*) (the “**MAMLA Rules**”), which entered into force on 12 January 2019.

The MAMLA Rules introduced, among others, the templates of the UBO declarations, to be submitted either: (i) to persons obliged to apply the anti-money laundering measures (obliged parties); or (ii) for publishing purposes. Both declarations provide for information regarding the UBO(s) of the Registering Entity as well as for the entities through which direct and indirect control is exercised over the Registering Entity. For general compliance obligations outlined in MAMLA and Rules, please see Section 6 below.

There is no separate register developed specifically for UBO purposes. The UBOs of a Registering Entity (a corporate or a non-profit one) are disclosed along with the rest of the information to be registered in the Commercial Register and the Register of the Non-Profit Legal Entities (“**Commercial Register**”) at the Registry Agency and the BULSTAT Register¹ at the Registry Agency.

¹ The BULSTAT Register is a single centralised e-register for mandatory registration of some entities explicitly listed in the BULSTAT Register Act, acting in the territory of the Republic of Bulgaria but not registered with the Commercial Register (e.g. rep Offices of foreign traders, foreign entities performing business activity in Bulgaria, legal entities which are not traders or non-profit entities, etc.)

The Registry Agency secured technically UBO filings on 1 February 2019 and as of that date the existing Registering Entities had a 4-month period for UBO registration which expired on 31 May 2019. For details and requirements for filing, please see Section 5.

Effective as of 10 January 2020, by way of amendments in the MAMLA, published in State Gazette No. 42/28.05.2019, several changes have been introduced in the local AML legislation, including *inter alia* the obligation for non-profit entities and foundations to disclose their UBOs with the Commercial Register if the UBOs are not entered on other grounds. Subsequent amendments to the MAMLA were published also in State Gazette No. 94/29.11.2019, which were related to the implementation of Directive (EU) 2018/843 of the European Parliament and of the Council of 30 May 2018 (Fifth Anti-money Laundering Directive), including, amongst others, the obligation of beneficial owners to provide local legal entities and their contact persons in Bulgaria with all necessary information with respect to the fulfilment of their obligations to apply for registration with the Commercial Register/BULSTAT Register.

3. LEGAL DEFINITIONS

3.1 Registering Entities

- Any legal person or other legal entity established in Bulgaria is a Registering Entity pursuant to the MAMLA. Registering Entities are:
 - Partnerships (Събирателни дружества);
 - Limited partnerships (Командитни дружества);
 - Limited partnerships with shares (Командитни дружества с акции);
 - Joint stock corporations (Акционерни дружества);
 - Limited liability companies (Дружества с ограничена отговорност);
 - Foundations (Фондации);
 - Associations (Сдружения);
 - Unincorporated entities under the Obligations and Contracts Act (Дружества по закона за задълженията и договорите);
 - European companies (Европейски дружества);
 - Branches of foreign traders (Клонове на Чуждестранни търговци);
 - REP Offices (Търговски представителства);
 - other entities which are registered or are legally required to be registered with the Bulgarian BULSTAT Register at the Registry Agency (e.g. Rep Offices of foreign traders, foreign entities performing business activity in Bulgaria, legal entities which are not traders or non-profit entities, etc.);

- trusts² and arrangements similar to a trust (all arrangements that are comparable with a trust with respect to its function and structure), if registered with the BULSTAT Register at the Registry Agency;
- other legal entities registered with the Commercial Register.
- Special provisions and exceptions from the registration obligation

The following entities are exempt from the obligation for registration of their UBOs:

- legal entities whose UBOs are registered with the Commercial Register or BULSTAT Register as shareholders or sole owners;
- legal entities whose shareholders are legal entities incorporated under Bulgarian laws having natural persons as shareholders/sole owners as evident in the Commercial Register;
- legal entities whose corporate structure includes only legal entities incorporated under Bulgarian laws up to the natural persons as beneficial owners who are evident under the files of the top group company;
- non-profit legal entities whose UBOs are evident under their files in the Commercial Register;
- legal entities listed on regulated markets, subject to EU law or other law, establishing similar standards with regard to ownership transparency.

3.2 UBO definition

In general, UBOs are natural persons who ultimately own or control the Registering Entity and/or on whose behalf or account an operation, transaction or activity is carried out and who meet at least one of the conditions set out in § 2, para. 1, items 1–3 of the supplementary provisions of the MAMLA, namely:

- **Regarding corporate legal entities:** UBOs are natural persons who directly or indirectly own a sufficient percentage (at least 25%) of the shares or voting rights in the Registering Entity, including through control via other means.
 - Indication for direct ownership: the natural person holds at least 25% shares of the Registering Entity;
 - Indication for indirect ownership: the natural person/s control/s a legal entity holding at least 25% of the shares of the Registering Entity directly or through other corporate entities.
 - Control means: where one natural or legal person (controlling party):
 - holds more than half of the votes in the General Meeting of the legal entity; or
 - has the right to appoint more than half of the members of the management or supervisory body of the legal entity and, at the same time, is a shareholder or a partner in the said legal entity; or
 - has the right to exercise a dominant influence over the legal entity by virtue of a contract concluded therewith or by virtue of its memorandum or articles of association; or

2 The legal form of trusts is not recognised under Bulgarian law. To this extent, the MAMLA requires UBOs registration only for those foreign trusts which have been registered in the BULSTAT Register first. These rules apply also to charitable trusts and funds.

- is a shareholder or a partner in the legal entity and by virtue of a contract with other shareholders or partners controls, on his own, more than half of the votes in the general meeting of that legal entity;
 - any other right, without it being an indication for direct or indirect control that allows a decisive influence on a legal entity in the composition of its management and supervisory bodies, restructuring or termination of the legal entity or other significant matters of its business activity.
- **Indirect control means:** the exercise of an ultimate effective control over a legal entity by exercising rights through third parties, including, but not limited to, such rights granted by virtue of an authorisation, contract or another type of transaction, as well as through other legal forms, enabling the exercise of decisive influence through third parties.
- **Trusts:** Trusts or any arrangements similar to trusts have been covered by the Bulgarian MAMLA to the extent those have been registered or have an obligation to be registered with the BULSTAT Register. Such registration would be required for tax purposes mainly if a trust performs business activity in Bulgaria through a place of business in Bulgaria. Should a trust have been registered in the BULSTAT Register, it would be obliged to disclose its UBOs. For UBO registering purposes, the following persons will be deemed *ex lege* UBO(s) of a trust: the settlor/trustor, trustee, the protector, the beneficiary/beneficiaries, the person(s), in whose interest the trust's property has been created or managed, or a person, who ultimately exercises control over the trust's property through direct or indirect ownership or through other means, or a person, holding a position equivalent or similar to the above-mentioned positions.
 - **Foundations:** For UBO registering purposes, the same regime applies as with regard to trusts.
 - **No UBO:** If no UBO can be determined, the MAMLA provides that the person who holds the position of the senior managing official shall be disclosed as the UBO, unless another natural person may be identified as being directly, indirectly or ultimately controlling the Registering Entity.

4. INFORMATION AND DOCUMENTS TO BE FILED WITH THE UBO REGISTER

4.1 Documents to be filed

- In the Commercial Register and the Register of the Non-Profit Legal Entities

The following package of documents is required for the registration of UBOs of legal (corporate and non-profit) entities:

- Declaration under art. 63, para 4 of MAMLA (template provided as Attachment No 3 to the MAMLA Rules), signed by the lawful representative(s) of the Registering Entity (notarisation of the signature(s) of the signatories is required);
- Declaration confirming the truthfulness of the declared circumstances, signed by the lawful representative(s) of the Registering Entity (simple signature is sufficient);
- Up-to-date extracts for the entities through which control is exercised over the Registering Entity (if any), issued by the registers where these companies are registered, evidencing their good standing, lawful representatives as well as manner of representation (e.g. individually, jointly). The extracts need to be duly legalised/apostilled and translated into the Bulgarian language.

- BULSTAT Register

The following documents should be filed with the BULSTAT Register with regard to foreign trusts or other entities registered with the BULSTAT Register (such as Rep Offices, branches of foreign entities which are not traders or non-profit entities, etc.).

- Declaration under art. 63, para 4 of MAMLA (template provided as Attachment No 3 to the MAMLA Rules), signed by the lawful representative(s) of the Registering Entity (notarisation of the signature(s) of the signatories is required);
- Declaration confirming the truthfulness of the declared circumstances, signed by the person signing the application for filing (could be a proxy);
- Up-to-date extracts for the entities through which control is exercised over the Registering Entity (if any), issued by the registers where these companies are registered, evidencing the good standing of the company, their lawful representatives as well as the manner of representation (e.g. individually or jointly). The extracts need to be duly legalised/apostilled and translated in the Bulgarian language.

4.2 Information to be filed

- Regarding the lawful representative(s), signing the UBO declaration:

- name, middle and surname;
- PIN/ personal identification number or date of birth (for foreign natural persons);
- citizenship;
- permanent address or address of residence – for foreign citizens.

- Regarding the Registering Entity:

- name and legal form of the entity;
- the code/number of the entity, received upon registration in the respective register (UIC – Unified Identification Code from the Commercial Register or BULSTAT number).

- Regarding UBO(s):

- name, middle and surname;
- PIN/personal number of foreign person or date of birth (for foreign natural persons);
- citizenship;
- permanent address or address of residence – for foreign citizens;
- country of residence if it is different from the Republic of Bulgaria or the country of citizenship.

- Regarding the relevant category within which the disclosed UBO(s) fall:
 - a person who directly or indirectly holds a sufficient (under the local law “sufficient” is considered as holding at least 25%) percentage of the shares, ownership interest or voting rights, including through bearer shareholdings, pursuant to § 2, para. 1, item 1 of the supplementary provisions to MAMLA;
 - a person who exercises control within the meaning of § 1c of the supplementary provisions to the Commerce Act over the Registering Entity (the specific form of control to be indicated);
 - any other right, without it being an indication for direct or indirect control that allows a decisive influence on a legal entity in the composition of the management and supervisory bodies, restructuring or termination of the legal entity or other significant matters of its business activity;
 - the exercise of an ultimate effective control over a legal entity by exercising rights through third parties, including, but not limited to, such rights granted by virtue of an authorisation, contract or another type of transaction, as well as through other legal forms, enabling the exercise of decisive influence through third parties;
 - (underline the relevant category when filing) founder, trustee, guardian, beneficiary or a person, in whose principal interest the trust property is created or managed, or a person, who ultimately exercises control over the trust property through direct or indirect ownership or through other means, or a person, holding a position equivalent or similar to the above-mentioned positions;
 - a person, on whose behalf or account an operation, transaction or activity is carried out and who meets at least one of the conditions set out in § 2, para. 1, items 1–3 of the supplementary provisions MAMLA;
 - a person, who performs the function of senior management, when another person cannot be identified as beneficial owner;
 - Other: The Registering Entity may indicate “Other” in the declaration. In such a case, the rights of the disclosed UBO should be clarified).
- Regarding the legal entities exercising direct or indirect control over the Registering Entity:
 - name and legal form;
 - seat and address of correspondence;
 - the commercial (or other) register in which the entity has been registered and registration number;
 - lawful representatives of the legal entity;
 - the information specified Section 4.1 above for each lawful representative;
 - manner of representation (e.g. individually or jointly);

5. REGISTER FILINGS

5.1 Filing by company's representative

The information on the UBO may be filed via hard copy or online at the following addresses:

- Commercial Register: <https://public.brra.bg/Internal/Registration.ra?0>;
- BULSTAT Register: <http://www.bulstat.bg/bg/view/elektronni-uslugi>).

5.2 Filing by proxies

Filing by proxies is acceptable. If the proxies are not attorneys-at-law, their power of attorney needs to have a notary certification of the signatory.

The declaration under art. 63, para 4 of MAMLA cannot be signed by a proxy, but only by the lawful representative(s) of the Registering Entity.

6. COMPLIANCE & FINES

6.1 General

Registering Entities need to ensure their UBO filing within seven days after having been registered in the Register for the first time.

Registering Entities which do not have at least one lawful representative resident in Bulgaria must register a local contact person for AML purposes with the Commercial Register or the BULSTAT Register.

Registering Entities and local contact persons must retain copies of the documents and up-to-date information necessary to determine the UBO(s) of the respective Registering Entity.

Registering Entities and local contact persons must provide up-to-date information regarding the UBO(s) to persons obliged to apply the anti-money laundering measures in the case of a request (obliged parties as per below).

Registering Entities and local contact persons are required to provide up-to-date information regarding the UBO(s) to the Financial Intelligence Directorate to the State Agency for National Security, Bulgarian National Bank, Financial Supervision Commission and State Commission on Gambling, if requested.

UBOs are required to assist Registering Entities and to provide to them any information or documentation necessary for their identification and registration in the respective local Register.

6.2 Review

All Registering Entities are obliged to review the correctness of the data on their UBOs on a regular basis. Changes in relation to the UBO must be filed within seven days of the relevant change.

6.3 Fines

Failure to disclose their UBO(s) with the respective Register within the statutory deadline, may trigger an administrative sanction to the Registering Entity in an amount within the range BGN 1,000 – BGN 10,000 (approx. EUR 511 – EUR 5,113). Once imposed, the fine will be due each month until the proper registration of its UBO(s) with the Register has been duly completed.

The registered local contact person may be also subject to a fine for non-compliance with his/her obligations under MAMLA in amount within the range BGN 100 – BGN 1,000 (approx. EUR 51 – EUR 511). In the case of repeated violation, the imposed fine may be in the range between BGN 200 – BGN 2,000 (approx. EUR 102 – EUR 1,023).

7. ACCESS TO THE REGISTER

The information filed by the Registering Entities with the Commercial Register and the BULSTAT Register is public and freely accessible. Documents filed with the Commercial Register may be downloaded only by a person who has a qualified electronic signature, duly registered in the respective Register. Documents filed with the BULSTAT Register cannot be downloaded online. However, any person may request a hard copy of the respective documents, as filed in the BULSTAT Register.

Inspection by obliged parties

- Obligated parties under the MAMLA are (*inter alia*):
 - the Bulgarian National Bank and financial institutions;
 - other payment service providers and the representatives thereof;
 - financial institutions;
 - persons that, by way of their business, provide accounting services and/or tax consultancy services, as well as persons that, as their principal business or professional activity, provide, directly or indirectly through related persons, assistance in any form or advice on tax matters;
 - persons that, by way of their business, provide legal advice in some cases as listed in MAMLA;
 - persons that, by way of their business, provide: a) registered offices, correspondence addresses, business accommodation and/or other related services for the purposes of the registration and/or operation of a legal person or other legal entity; b) services consisting of the formation, registration, organization of the operation and/or the management of a trader or of another legal entity; c) services comprising the fiduciary management of assets or of a trader or of another legal person, or other legal entity;
 - wholesalers.

Obligated parties may inspect the Register to fulfil their due diligence requirements for the prevention of money laundering and terrorist financing with respect to customers.

If any obliged party becomes aware that a Registering Entity's registered data is incorrect or incomplete, they must notify the State Agency of National Security. Also, in the event of suspicion of money laundering or terrorist financing, there is an express obligation to notify the competent authority.

7.1 Inspection by authorities

Pursuant to MAMLA, information on the UBO disclosed in the Register should only be accessible for certain governmental authorities, including the following:

- State Agency of National Security;
- Bulgarian National Bank; and/or
- Financial Supervisory Commission.

However, since the information, registered with the Commercial Register and the Register of the Non-Profit Legal Entities and the BULSTAT Register, is publicly available, any person is able to access the UBO information disclosed therein.

7.2 Public access

The website of the Commercial Register and the Register of the Non-Profit Legal Entities is: <http://brra.bg/>. The information with regard to a Registering Entity UBO is freely accessible in Bulgarian only. The information which is freely accessible (without a qualified e-signature) is:

- name, country of residence and rights of the UBO(s);
- name, legal form, registration number and registered address of the entities through which control is exercised over the Registering Entity;
- name, country of residence and address of the lawful representatives of the of the entities through which control is exercised over the Registering Entity;
- name and permanent address of the local contact person (if any).

However, the other information disclosed via the declaration under art. 63 of MAMLA is accessible with a qualified e-signature only.

The website of the BULSTAT Register is: <http://www.bulstat.bg/>. The information about the UBO of a Registering Entity is freely accessible in Bulgarian only. Any person who has a registration in the BULSTAT Register (only e-mail and a password required) may request the issuance of a certificate which inter alia contains the disclosed information about the UBO of the Registering Entity. The same information without some personal data (e.g. date of birth) is freely accessible under the file of the Registering Entity without the need for registration or a request for a certificate. A copy of the filed documents may be requested as hard copies in the BULSTAT Register.

This chapter was written by Katerina Novakova and Zornitsa Vassileva.



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CROATIA

1. EXECUTIVE SUMMARY

STATUS OF IMPLEMENTATION	Implemented
LEGAL BASIS	Law on Prevention of Money Laundering and Terrorism Financing (<i>Zakon o sprječavanju pranja novca i financiranja terorizma</i>)
AVAILABLE LANGUAGE(S)	Croatian
ENTRY INTO FORCE	1 January 2018
FILING DEADLINE	31 December 2019 (for entities incorporated after 1 December 2019, the filing deadline is 30 days from incorporation)
FILING MODE / RESPONSIBLE PARTY	Physical or online filing by company representative
FILING LANGUAGE	Croatian only
FILING BY LAWYER POSSIBLE	Yes
COMPLIANCE	Changes of UBOs need to be filed within 30 days.
PUBLIC ACCESS TO REGISTER	Yes

2. BACKGROUND

In Croatia, the EU Directive 2015/849 was locally implemented by the Law on Prevention of Money Laundering and Terrorism Financing (*Zakon o sprječavanju pranja novca i financiranja terorizma* – “**Beneficial Owners Register Act**”), which entered into force on 1 January 2018. The Beneficial Owners Register Act has subsequently been amended to ensure compliance with the EU Directive 2018/843, with the amendments entering into force on 25 April 2019. For an overview on the basic principles of the Beneficial Owners Register Act, please see Section 3 below.

The Croatian Ministry of Finance issued a bylaw, which regulates issues such as registration information, parties' obligations and UBO Register access in more detail (*Pravilnik o registru stvarnih vlasnika* – “**Bylaw**”). The Bylaw entered into force on 25 May 2019 and certain amendments entered into force on 3 January 2020. For general compliance obligations outlined in the Beneficial Owners Register Act and the Bylaw, please see Section 6 below.

First access to the register was granted on 1 January 2020. The filing deadline was 31 December 2019. For details and requirements for filing, please see Section 5.

3. LEGAL DEFINITIONS

3.1 Registering Entities

- Pursuant to the Beneficial Owners Register Act, legal entities incorporated in Croatia that are considered to be Registering Entities and obliged to register UBO information with the UBO Register, comprise:
 - all commercial companies (*trgovačka društva*), namely: joint stock companies (*dionička društva*) other than listed companies, limited liability companies (*društva s ograničenom odgovornošću*), limited and general partnerships (*komanditna i javna trgovačka društva*), and economic interest groupings (*gospodarska interesna udruženja*);

- foreign companies' branches (*podružnice stranih trgovačkih društava*);
- Associations (*udruge*);
- Foundations (*zaklade*); and
- Institutions (*ustanove*).

The obligation to perform registration with the UBO Register does not apply for entities whose only founder is the Republic of Croatia or its municipal and regional self-government units.

- Trusts and equivalent foreign entities / arrangements (such as a fiduciary, *treuhand*, *fideicommissum* and other similar legal forms) will be obliged to register with the UBO Register if their:
 - settlor (*osnivač*);
 - trustee (*upravitelj*);
 - protector (*zaštitnik*);
 - identified or identifiable individual or class of beneficiaries (*korisnik*);
 - other natural persons exercising ultimate control over the entity; or
 - persons holding equivalent or similar positions to those in items above;
 - have their residence or company seat in Croatia, or
 - do not have residence or company seat in Croatia but acquire real estate or enter into business relations with the Obligated parties on behalf of the trust or equivalent entity in Croatia.
- Exceptions from the registration obligation.

The Beneficial Owners Register Act does not provide for explicit exceptions.

However, certain entities are not covered by the Beneficial Owners Register Act such as contractual partnerships (*ortastvo*), craftsmen and tradesmen (*obrtnici*), political parties (*političke stranke*), and professional associations (*komore*).

3.2 UBO definition

UBOs are natural persons, who own or control a Registering Entity, whereby definitions differ depending on the group structure, legal form of the Registering Entity and the level of control over the Registering Entity. Definitions can be generalised as follows:

- Direct economic owners as UBOs are natural persons who own and control the Registering Entity by holding 25 % plus one share, voting rights or other controlling rights in the Registering Entity;
- Indirect economic owners as UBOs are natural persons who own or control one or more entities, and those entities individually or jointly hold 25 % plus one share, voting rights or other controlling rights in the Registering Entity;
- Persons controlling the Registering Entity's assets by other means as UBOs are natural persons who have a controlling position in managing the Registering Entity's assets through other means, where the controlling position can also refer to: (i) controlling criteria used in the preparation of consolidated financial statements, (ii) shareholders' agreement, (iii) the right to exercise a controlling influence, or (iv) the authority to appoint senior management;

- **Foundations and Institutions:** If UBOs of foundations and institutions cannot be determined in accordance with the criteria set out above, their legal representatives will be considered as UBOs;
- **Trusts:** If UBOs of trusts and foreign entities identified as trusts cannot be determined in accordance with the criteria set out above, the natural person that ultimately exercises direct or indirect control through ownership or by other means (e.g. settlor, trustee, protector, beneficiary) will be considered as UBO;
- **Subsidiary identification:** If UBOs cannot be determined based on the above, or there is suspicion that the person identified in this way is not an UBO, and all possible means of UBO identification have been exhausted, the members of the management board or of another respective management body of the Registering Entity are considered its UBOs.

4. INFORMATION AND DOCUMENTS TO BE FILED WITH THE UBO REGISTER

4.1 Documents to be filed

In general, no documents need to be filed with the UBO Register apart from the application form.

However, in the case of a complex ownership structure, the Registering Entity may opt to file an organigram instead of providing a written description of the corporate structure in the UBO application form. In that case, an organigram depicting the ownership structure must be attached to the application form as well.

If the application is done physically (in person) rather than electronically, additional verification documents (e.g. personal identification documents or power of attorney) need to be submitted. For more details, please see Section 5 below.

4.2 Information to be filed

- In general:
 - Croatian personal identification number (OIB), or in the case that the UBO is a foreign citizen, the information from the respective identification document (type of document, number, issuer, country, validity date);
 - first and last name;
 - date of birth;
 - country of residence;
 - citizenship(s);
 - nature of ownership (direct or indirect ownership, or control of the Registering Entity's assets by other means);
 - scope of ownership (percentage of direct or indirect ownership, percentage of voting rights, etc.); and
 - in the case of a complex corporate structure, an organigram or a written explanation of the structure.

- Exceptions:
 - Joint stock companies:
 - Information stated above is registered not only with respect to the UBO, but also for the holders of the first ten controlling accounts⁵ (without stating the information on nature of ownership). If the controlling account holder is a legal entity, the following information is registered: (i) OIB number (or the relevant foreign commercial registry name, number and country of registration), (ii) company name, (iii) company seat and registered address, (iv) legal form and (v) scope of ownership.
 - In addition to the information stated in above, the following information is registered for joint stock companies: (a) whether the company's financial instruments are traded on the stock exchange or another regulated market in another EU member state (or a third country if the regulations on the publicity of information on ultimate beneficial owners in that country are aligned with those in the EU), and (b) whether the company has issued bearer shares.
 - If the joint stock company's financial instruments are traded as described above, the company needs to register only the following information: (i) the stock exchange in question, (ii) moment of listing, and (iii) whether there are any bearer shares.
- Trusts:
 - In the case of trusts, in addition to the information stated in 1.4.2(a) above, the legal form of the trust (e.g. trust, *treuhand*, *fideicommissum*, etc.) needs to be registered.
 - If the trustee or the person controlling the trust is a legal entity, the following information is also registered: (i) OIB number (or the relevant foreign commercial registry name, number and country of registration), (ii) entity name, (iii) entity seat and registered address, and (iv) legal form.

5. REGISTER FILINGS

5.1 Filing by company's representative

The UBO Register is maintained by the Croatian Financial Agency ("**FINA**"). The information on the UBO can be filed: (i) electronically (via FINA's web application Register of Beneficial Owners), or (ii) physically (in FINA's business offices).

- Electronic filing

Electronic filing is performed via FINA's web application Registry of Beneficial Owners (*web aplikacija Registar stvarnih vlasnika* or "**RSV**"; Link: <https://www.fina.hr/registar-stvarnih-vlasnika#pristup-aplikaciji>), which is a centralised one-stop web portal for the registration of beneficial owners.

In order to access the RSV and to file information with the UBO Register, one needs to identify him/herself as an authorised person through the e-Authorizations system (*e-Ovlaštenja*, Link: <https://e-ovlastenja.gov.hr/>), which is a governmental online information system that enables identification of statutory representatives of companies.

The e-Authorisations system may be accessed through personal or business certificates issued by listed issuers.

5 The first ten controlling accounts are the ten accounts (shareholders) with the largest number of shares of the company in question.

Detailed information on how to file the information on UBO using RSV can be found under <https://www.fina.hr/registar-stvarnih-vlasnika#o-usluzi> (Croatian only).

- **Physical filing**

Alternatively, the information on UBO may be filed in FINA's business offices during their regular working hours by using pre-defined application forms which vary depending on the organisational form of the Registering Entity (Link: <https://www.fina.hr/registar-stvarnih-vlasnika#o-usluzi>). In this case, a copy of a valid identification document (e.g. photo ID) also needs to be submitted.

5.2 Filing by professional representative

Attorneys can also arrange the filing on behalf of the management of the Registering Entity.

In the case of electronic filing, the company's management needs to issue an authorisation for the attorney through the e-authorisations system. Once the authorisation has been accepted by the attorney, access to RSV is enabled.

Alternatively, the authorisation for an attorney may also be granted by physically submitting a request in certain FINA business offices (e-authorisations offices) to enable the filing to the attorney in the e-authorisations system. Such a request may be submitted personally by the management, or the management may use a courier for this.

In the case of physical filing, in addition to the application form, the attorney also needs to submit a power of attorney (no notarisation required) and a copy of a valid identification document. The attorney needs to sign the application form as the authorised person for UBO registration and state his/her name and surname.

5.3 Change of professional representative

In the case of a change of a professional representative, the management of the company needs to revoke the authorisation in the e-Authorisation system (in the case of electronic filing) or the power of attorney (in the case of physical filing) and provide the new professional representative with the relevant authorisation.

6. COMPLIANCE & FINES

6.1 General

UBOs are required to disclose information necessary for their registration to the Registering Entity.

Registering Entities are obliged to keep and store appropriate, correct and up-to-date information on its UBOs. The information includes all data that is to be entered in the UBO register as set out in Section 4.2 above.

The legal entities are obliged to report to the authorities any discrepancies regarding their own information on UBOs and the ones available in the UBO Registry.

All Registering Entities incorporated before 1 December 2019 had to complete their UBO filing by 31 December 2019. Registering Entities incorporated after 1 December 2019 need to complete their UBO filing within 30 days from being registered with the relevant Croatian court registry.

Changes regarding the respective UBO must be filed with the UBO Registry within 30 days from the date the change occurs.

6.2 Fines

The UBO who does not disclose in a timely fashion the information necessary for its registration as UBO to the Registering Entity can be fined with a penalty ranging from HRK 5,000 – 35,000 (approx. EUR 700 – 10,000).

Fines ranging from HRK 5,000 – 350,000 (approx. EUR 700 – 50,000) can be imposed upon Registering Entities for failing to:

- keep appropriate, correct and up-to-date information on UBOs;
- file the UBO information with the UBO Registry using the prescribed methods and within prescribed time periods;
- deliver the required information on the UBO upon a request from the tax authority.

In each of the above cases, the Registering Entity's authorised representatives can be personally fined with a fine ranging from HRK 5,000 – 75,000 (approx. EUR 700 – 10,000).

For the most severe breaches (e.g. if the offence has been repeated or profits have been acquired / damages incurred by such offence) the Registering Entity may be fined with a fine of up to HRK 750,000 (approx. EUR 100,000) and its authorised representative with a fine of up to HRK 100,000 (approx. EUR 13,300).

7. ACCESS TO THE REGISTER

7.1 Types of excerpts

- Publicly available (online) excerpt:

Publicly available (online) excerpts offer a solid overview of the beneficial owners of a legal entity and comprise the following information: UBO's name and surname, state of residence, date of birth, citizenship, nature and extent of beneficial ownership and remarks. However, this information (excerpt) is available only online and the interface is not adjusted for printing / downloading.

- Regular Excerpts:

In addition to the data contained in publicly available (online) excerpts, regular excerpts contain the following information on UBOs:

- Croatian personal identification number (OIB), or if the UBO is a foreign citizen without OIB, the type, number, issuing authority, state and expiry date of the identification document of the foreign citizen;
- country of residence; and
- if the Registering entity is a publicly listed company with a legal person holding the controlling account, the OIB number, name, seat and legal form of the legal person.

7.2 Inspection rights

Inspection rights are granted only to those persons or entities which are under statutory obligation to carry out anti-money laundering verifications and due diligence procedures ("**Obligated parties**"). In accordance with the Beneficial Owners Register Act and the Bylaw, Obligated parties with access to the UBO Register may be divided into three categories:

- Obligated parties with obligatory access to the UBO Register, which comprise:

- Banks and branch offices of banks from other EU member states and third countries; and
- Notaries public.

Persons with obligatory access are obliged to access the UBO Register directly and in electronic way in order to perform inspections and fulfil their due diligence requirements for the prevention of money laundering and terrorist financing with respect to customers.

- Obligated parties with facultative access to the UBO Register, which comprise:

- credit institutions (except for banks), payment institutions, the Croatian Bank for Reconstruction and Development (HBOR), and the Croatian Post (HP – Hrvatska pošta d.d.) when operating with money orders;
- investment funds, companies for operation of investment funds, pension funds;
- insurance companies;
- branch offices of credit and financial institutions (except for banks) from other EU member states and third countries;
- independent auditors and audit companies, tax advisors and lawyers;
- investment companies;
- factoring and leasing companies; and
- electronic money institutions.

Persons with facultative access may request from FINA that direct access to the UBO Register in electronic way is granted to them for the purposes of fulfilment of their obligations under the Beneficial Owners Register Act. Alternatively, they may perform their due diligence obligation by requesting their customers to deliver a relevant excerpt from the UBO Register in physical form.

- Obligated parties with the right to indirect access to the UBO Register, which comprise:

- insurance brokers and insurance intermediators;
- external accountants;
- representatives of payment institutions and electronic money distributors from other member states; and
- natural and legal persons performing some of the following business activities: investment management, granting loans, issuing payment instruments and guarantees, rental of safety-deposit

boxes, provision of trust or company-related services, trade with precious metals or gemstones, trade / brokerage or deposit of artworks exceeding the value of HRK 75,000 (approx. EUR 10,000), real estate brokerage, exchange of virtual and fiduciary currencies and provision of custodian wallet services.

These persons are authorized to access the data from the UBO Register only by requesting their customers to deliver the relevant excerpt from the UBO Register in physical form.

If any Obligated party becomes aware that a customer's registered data is incorrect or incomplete, the Obligated party needs to inform the Croatian Anti-Money Laundering Office (*Ured za sprječavanje pranja novca*) thereof in writing within 15 days. Also, in the event of suspicion of money laundering or terrorist financing, there is an obligation to notify the Anti-Money Laundering Office on the suspicious transaction in question.

7.3 Inspection by authorities

In accordance with the objectives of the Beneficial Owners Register Act, access to the UBO register is also granted to several governmental and other authorities:

- Anti-Money Laundering Office;
- supervisory and other offices of the Ministry of Finance;
- Croatian National Bank (HNB);
- Croatian Financial Services Supervisory Agency (HANFA);
- Ministry of Interior Affairs;
- State Attorney's Office;
- Security and Intelligence Agency (SOA);
- Ministry of Economy;
- Ministry of State-owned Assets;
- Ministry of Defence;
- Ministry of Judicial System;
- Ministry of Foreign and European Affairs;
- Stock Exchange;
- Central Clearing and Depository Agency (SKDD);
- courts; and
- other state authorities / bodies.

7.4 Public access

On 1 January 2020, the Croatian UBO Register was made publicly accessible.

Since then, certain UBO information is publicly available free of charge through the e-Citizens (*e-Gradani*, Link: <https://gov.hr/e-gradjani/23>) online platform.

Performing a search is possible on the basis of the name of the Registering Entity or its OIB number. Searching for UBOs is not possible.

Information on UBO(s) with ordered or granted limited access is not shown in public excerpts.

7.5 Limited access

Art. 34 of the Beneficial Owners Register Act allows Registering Entities or authorities listed in Section 7.3 to limit access to the information registered with the UBO Register under very limited circumstances.

In order to limit access, the Registering Entity or competent authority needs to file a written application to the Anti-Money Laundering Office and to provide evidence that access to certain UBO data: (i) would expose the UBO to a disproportionate risk of fraud, kidnapping, molestation, violence or extortion, or (ii) that the UBO is an underage person or a person without legal capacity.

The effect of restricting access is that the relevant data on the UBO are not displayed online or in excerpts from the UBO Register for the relevant Registering Entity.

Such applications are usually granted on a by-exception basis only.

This chapter was written by Borna Dejanović, Berislav Drašković and Benjamin Sadrić.



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CZECH REPUBLIC

1. EXECUTIVE SUMMARY

STATUS OF IMPLEMENTATION	Implemented. Amendment proposed by way of a draft new law pending in legislative proceedings ¹ (i.e., UBOs Register Bill).
LEGAL BASIS	Act No. 368/2016 Coll., amending, among others, the Public Registers Act and the AML Act.
AVAILABLE LANGUAGE(S)	Czech
ENTRY INTO FORCE	1 January 2017 The UBOs Register Bill will most probably come into force at the earliest on 1 January 2021, but delay is expected.
FILING DEADLINE	1 January 2019 (for legal entities registered in the commercial register); 1 January 2021 for legal entities registered in other public registers.
FILING MODE / RESPONSIBLE PARTY	Online filing by the Registering Entity (further requirements, see below).
FILING LANGUAGE	Czech only
FILING BY LAWYER POSSIBLE	Yes
COMPLIANCE	Registering Entities are obliged to determine their UBO and ensure that up-to-date information is always registered.
PUBLIC ACCESS TO REGISTER	No

2. BACKGROUND

The current legal regulation of UBOs and the Register in the Czech Republic is provided within two acts – the Public Registers Act and the AML Act.

The definition of UBO may be found in the AML Act and the regulation related to UBOs' Register is provided in the Public Registers Act.

The Czech Register has been operating since 1 January 2018 as an information system of public administration established by the Ministry of Justice.

In relation to the Fifth Anti-Money Laundering Directive (EU) 2015/849 as amended by Directive (EU) 2018/843, the currently effective Czech legislation needs to be amended to fulfill most recent aims stated therein.

There is already a draft Act on the Register of Ultimate Beneficial Owners by the Ministry of Justice that has been submitted to the Czech Parliament. The legislative process was, however, delayed due to the COVID-19 pandemic. The effectiveness of the draft Act cannot be reliably predicted at this time. The UBOs Register Bill introduces crucial changes to the current legal framework regulating the Register and UBOs.

¹ <https://www.psp.cz/sqw/historie.sqw?o=8&t=886>

3. LEGAL DEFINITIONS

3.1 General definitions

- **AML Act** means the Czech Act No. 253/2008 Coll., on Selected Measures against Legalization of Proceeds of Crime and Financing of Terrorism, as amended;
- **Civil Procedure Code** means the Czech Act No. 99/1963 Coll., the Civil Procedure Code, as amended;
- **Criminal Code** means the Czech Act No. 40/2009 Coll., Criminal Code, as amended;
- **Public Registers Act** means the Czech Act No. 304/2013 Coll., on the Public Registers of Legal and Natural Persons and on the Register of Trusts, as amended;
- **Registration** means a registration of UBO in the Register;
- **Registering Entity** means entities required to file information on their ultimate beneficial owner in the relevant register in the relevant jurisdiction;
- **UBO** means ultimate beneficial owner;
- **UBOs Register Bill** means the draft bill Czech Act on the Register of Ultimate Beneficial Owners.

3.2 Registering Entities

- The following legal entities with their legal seat in the Czech Republic are Registering Entities pursuant to the AML Act and Public Registers Act:
 - Unlimited partnerships (*veřejné obchodní společnosti*);
 - Limited partnerships (*komanditní společnosti*);
 - Limited liability companies (*společnosti s ručením omezeným*);
 - Joint stock companies (*akciové společnosti*);
 - Cooperatives (*družstva*);
 - Associations (*spolky*);
 - Benevolent associations (*obecně prospěšné společnosti*);
 - Association of unit owners (*společenství vlastníků jednotek*);
 - Churches (*círky*);
 - Religious societies (*náboženské společnosti*);
 - other legal entities in accordance with the Act on churches and religious communities;
 - Foundations (*nadace*);
 - Endowment funds (*nadační fondy*);

- Institutes (*ústavy*);
 - Trusts (*svěřenské fondy*);
 - other entities which are legally required to be registered in the Czech public registers (e.g. commercial register).
- Special provisions and exceptions from the registration obligation

Neither the AML Act nor the Public Registers Act currently provide for explicit exceptions. However, Section 7 of the UBOs Register Bill states certain legal entities, which do not have a UBO with respect to their nature, for example:

- the Czech state and territorial self-governing unit (*stát a územní samosprávný celek*);
- state-subsidized organisations and contributory organisations of a territorial self-governing unit (*státní příspěvková organizace a příspěvková organizace územního samosprávného celku*);
- legal entities established by law or an international agreement (*právnícká osoba zřízená zákonem nebo mezinárodní smlouvou*);
- state enterprises and national companies (*státní podnik a národní podnik*);
- political parties and political movements (*politická strana a politické hnutí*);
- trade-union and employers' organisations (*odborová organizace a organizace zaměstnavatelů*);
- other entities listed in Section 7 of the UBOs Register Bill.

3.3 UBO definition

According to Section 4, para. 4 of the AML Act, UBO means a natural person who has, in fact or by law, the possibility of exercising, directly or indirectly, a decisive influence on a legal person, trust or other legal arrangement without legal personality.

The AML Act distinguishes between the following UBO definitions (depending on the legal entity):

- The UBO of a business corporation (i.e. limited liability company, joint stock company, limited partnership, etc.) is a natural person who:
- holds more than 25 % voting rights of the Registering Entity (either alone or together with another person acting in concert) or has a share in the registered capital of more than 25 %; or
 - alone or together with another person acting in concert with the UBO controls the person defined in Article 3.2 above; or
 - receives at least 25 % of the profits of the Registering Entity; or
 - is a member of a statutory body, a representative of a legal entity in that body or in a position similar to that of a member of a statutory body, if there is no UBO or if the UBO cannot be determined pursuant to points above.

- The UBO of an association, benevolent association, association of unit owners, church or religious society is a natural person who:
 - holds more than 25 % of the voting rights;
 - receives at least 25 % of the funds distributed to such association; or
 - is a member of a statutory body, a representative of a legal entity in that body or in a position similar to that of a member of a statutory body, if he/she is not a UBO or if he/she cannot be determined.
- The UBO of a foundation, institute, endowment fund, trust or any other legal organisation without legal personality is a natural person or UBO of a legal entity, who is in a position similar to:
 - founder (*zakladatel*);
 - trustee (*svěřenský správce*);
 - beneficiary (*obmyšlený*);
 - a person in whose interest a foundation, institute, endowment fund, trust or other legal organisation without legal personality has been established or is operating, unless a beneficiary is designated; and
 - a person authorized to supervise the administration of the foundation, institute, endowment fund, trust or other legal organisation without legal personality.

3.4 The UBO definition according to the UBOs Register Bill

The current definition of UBO, as provided in the AML Act, is based on presumptions and the fulfilment of a material condition, which may not always lead to a clear determination of a UBO.

The UBOs Register Bill extends the definition of UBO and it further specifies the determination of UBOs for every legal entity separately (while a current AML Act includes more types of legal entities in one section; e.g. the same method to determine the UBO of a foundation, institute, endowment fund or a trust).

4. INFORMATION AND DOCUMENTS TO BE FILED WITH THE UBO REGISTER

The basic legal regulation of the UBO Register is provided for in the Public Registers Act. The Act determines all necessary documents and information to be filed, and it regulates the filing procedure and how to obtain an excerpt from the Register, since the Register is not public.

4.1 Documents to be filed

In accordance with the Public Registers Act, the application for registration in the UBO Register must be substantiated by documents containing the facts to be entered.

First of all, this means documents proving the identity of a UBO, whose identity cannot be verified from the domestic population register. Therefore, in the case of foreign citizens, it is necessary to attach an excerpt from the foreign population register or a corresponding document of the state of which the UBO is a citizen (typically a passport).

If the UBO is a Czech citizen, there is no need to prove identity.

Secondly, documents proving the position of the UBO must be submitted for registration. The registering court does not examine the authenticity of these documents.

When the position of a UBO is not obvious from the public register, it can be evidenced, for example, by a list of shareholders or an agreement between the shareholders.

Pursuant to the UBOs Register Bill, the application must be substantiated by documents containing the facts to be entered, unless this information is publicly available from the information system of a public administration accessible to the court.

Section 23 of the UBOs Register Bill sets forth a demonstrative list of documents to be filed. Amongst others, the list includes the following:

- excerpt from a foreign register similar to a population register (in the case of foreign citizens);
- excerpt from a foreign register similar to a public register or UBO register (in the case of foreign citizens);
- identity card or passport (in the case of foreign citizens);
- foundation legal act;
- list of shareholders.

These documents can be filed in simple copies. When a document is executed in a foreign language, it needs to be accompanied with an uncertified translation in the Czech language, unless the court notifies the applicant that a translation is not required.

4.2 Information to be filed

- Under the Public Registers Act, basic identification of the UBO needs to be registered with the UBO Register, such as the UBO's first and last name, residence address, and date of birth. Information about the UBO's share of voting rights; the share of distributed funds or other facts, when the UBO's position is established otherwise, needs to be registered as well.
- According to Section 13 of the UBOs Register Bill the following additional information is required:
 - the same information as under Section 4.1;
 - information establishing the UBO's position;
 - description of relationships structure within the legal entity, if applicable;
 - date as of which the natural person is the UBO;
 - date until when the natural person was the UBO;
 - basic information about the legal entity;
 - date on which the registration or automatic transcription was made;
 - the date as of which valid information was made available; and
 - an irregularity note, if applicable.

Both current legislation and the UBOs Register Bill create an obligation for a Registering Entity to ensure the accuracy of the registered data. All data shall correspond to the actual status.

- Nature and scope of economic interest for each UBO

The UBOs Register Bill derives a UBO's position from two possible facts. Pursuant to the UBO definition in this Bill, a UBO may either be:

- any natural person, who is an ultimate recipient of profits, who does not pass on the profit to others (*koncový příjemce*); or
- any natural person, who (directly or indirectly) exercises ultimate influence within a legal entity (*uplatňuje koncový vliv*).

5. REGISTER FILINGS

5.1 Filing by a company representative

Pursuant to the Public Registers Act, a company representative is entitled to file the UBO registration with the UBOs Register.

Essentials of the form are set out in the Decree No. 323/2013 Coll, on the requisites of forms for submitting filings for entry, amendment or deletion of data in the public register (the “**Regulation on filing registrations**”).

As of yet, the Register is not public and is administrated by the Ministry of Justice. The form may be filed only via the information system of UBOs (link: <https://issm.justice.cz/podani-navrhu/formular>) and must be sent to the competent regional court according to the registered seat of the legal entity. The entry may be made either by the register court or the public notary.

To ensure a user-friendly experience with the information system, a person filing a registration can generate a “unique identifier” for a UBO, which is a generated code composed of random letters or numbers.

The UBOs Register Bill provides that the Register shall be public within the meaning of the Public Registers Act once the draft bill is passed by the Czech Parliament, so it would have the same operation mode as the Commercial Register. This provision is crucial, because it fulfils the aim stated in the amended Directive.

5.2 Filing by professional representative

Attorneys are entitled to arrange the filing on the basis of the power of attorney granted by the Registering Entity. Filings may be also made by a notary public, a general agent or a professional representative.

5.3 Change of professional representative

In the event that a filing has been completed by an authorized representative of a legal entity (e.g. attorney-at-law), any newly appointed representative may finish a filing on behalf of the legal entity, but only after informing the respective court or notary public of such change. This is most likely to occur when a representing attorney-at-law changes. A change notification shall be accompanied by a new power of attorney.

6. COMPLIANCE & FINES

6.1 General

Registering Entities are obliged to determine their respective UBO and to ensure their registration with the UBO Register.

There is no registration proceeding. This means that the registering court either registers the UBO without executing any resolution (the statutory period for registration is 5 working days from delivery of a filing to the respective court) or does not register the UBO.

Under the Public Registers Act, the court is entitled to refuse a Registration based on the following reasons:

- the filing was made by a person who was not entitled to do so;
- the filing was not done by means of a statutory form;
- the filing did not contain all statutory requirements;
- the filing is incomprehensible or indefinite;
- the filing was not accompanied by all necessary documents proving a UBO's position.

The obligation to identify a UBO is set out in Section 118e of the Public Registers Act. The filing with the Register must be made without undue delay after the occurrence of the decisive fact. The Registration may be carried out either by the respective regional court or by a notary public.

Legal entities must retain copies of all documents and information necessary to determine their UBOs until at least ten years after the end of the natural person's beneficial ownership. The data related to a UBO shall be accessible in the Register for a period of five years after the dissolution of a legal entity.

6.2 Data Review

There is no explicit obligation to review the data on UBOs of Registering Entities (neither in the current Public Registers Act nor in the UBOs Register Bill).

However, there are two special areas of legislation regarding data and information on UBOs – automatic transcription (the „**Automatic Transcription**“) and resolution of discrepancies in the UBO Register (the „**Resolution of Discrepancies**“). Both of these should be established by the UBOs Register Bill, and they are further described in the following sections.

- Automatic Transcription

This is a new mechanism proposed by the UBOs Register Bill, which should significantly reduce the administrative burden of legal entities, registering courts and notaries. It is considered as an essential shift in the legal regulation of the UBOs Register.

In practice, UBOs are often evident to the public at no cost due to their registration in public registers (e.g. commercial register, trust register). Therefore, it does not seem necessary to complete the entire registration process if the UBO is already clearly known from a publicly accessible register. This is notwithstanding the additional required court fee which must be paid for the registration.

Automatic transcription should reflect any change of data, including data deletion, to the UBOs Register without any additional procedure, if such data are published in a public register or in a trust register.

This shall be enabled via the interconnection of public administration information systems.

Detailed regulation of an automatic transcription is provided within Section 37 et seq. of the UBOs Register Bill. The UBOs Register shall automatically transcript as UBO a natural person who has been registered in another public register. This mainly applies to founders of legal entities and company shareholders.

- Resolution of Discrepancies

The resolution of Discrepancies in the UBOs Register shall be regulated in Sections 42 to 54 of the UBOs Register Bill, if the Bill is passed. This procedure should transpose one of the aims stated in the Directive – implementation of an effective mechanism to ensure the completeness and accuracy of registered information.

In this proceeding, the court may correct material inaccuracies in the Register, in order to maintain the Register in a reliable and up-to-date fashion. Under the UBOs Register Bill, the proceeding may be initiated even without a filing or the court may commence the proceeding based on notification of a qualified subject. The notification on discrepancy must be accompanied by data or documents proving such discrepancy.

Then, the respective regional court delivers a formal notice on the discrepancy removal, and it determines a reasonable period. No appeal is admissible against the resolution. After the commencement of the proceeding, a court shall register a note on discrepancy in the Register. The proceeding shall be further regulated by the Civil Procedure Code.

After the proceeding, the court shall either correct the data in the Register, or delete incorrect data and erase the note on discrepancy from the Register.

Nevertheless, both of these elements shall be applicable only if the UBOs Register Bill is passed.

6.3 Fines

Although an obligation to register a UBO is already provided in the Public Registers Act, there is no actual possibility to impose a sanction for a breach of such obligation.

The lack of an enforceable sanction is perceived as a fundamental deficiency of the current Czech AML legislation, while transparency and imminent sanctions are one of the crucial aims of the Directive. This would be corrected by passing the UBOs Register Bill, which explicitly imposes fines and determines possible offences in relation to the Register.

The offences shall be as follows:

- the Registering Entity fails to ensure Registration even after the expiry of a reasonable period;
- the Registering Entity fails to ensure that the valid data on its UBO record correspond to the actual information, even though a court already confirmed a discrepancy in the Register; and
- the UBO, ultimate recipient of profits or a person exercising ultimate influence within a legal entity does not provide necessary cooperation to a person who submits a filing to the Register.

If the UBOs Register Bill is passed, a fine of up to CZK 500,000 (approx. EUR 18,500) may be imposed (on natural persons and legal entities).

7. ACCESS TO THE REGISTER

In the Czech Republic, public access to the Register is currently not possible as explicitly provided in Section 118c of the Public Registers Act. The Register would be made publicly accessible if the UBOs Register Bill is passed. For more information, see sections 7.1 and 7.4 (Public Access) below.

7.1 Types of excerpts

- **Extended Excerpt**

Several governmental authorities are entitled to acquire extended (full) excerpts with complete data from the Register for the purpose of fulfilling their statutory obligations. Some of these authorities are listed in section 7.3 (Inspection by authorities) below.

- **Excerpt for a registered person**

Registering Entities are entitled to obtain an excerpt in relation to data provided by this entity. An excerpt may be obtained as follows:

- through the use of an assigned unique identifier for a UBO directly in the Register information system, in which case the applicant provides the unique identifier for the UBO and chooses either an excerpt only with current data or a full excerpt (with historical data). The excerpt may be downloaded in PDF-format and is free of charge; or
- by a request for an excerpt addressed to the respective registering court. Such excerpt may be issued electronically or may be executed in a form of a certified deed (this option is charged with a court fee).

- **Excerpt based on a legitimate interest**

Some of the information contained in the Register may be disclosed to an applicant who demonstrates a „legitimate interest“ in obtaining such information to the court.

The „legitimate interest“ will be assessed under consideration of the specific situation, specific entity and relevant reasons at hand.

In general, a person with a legitimate interest may be someone, to whom the data provided from the Register might help to confirm or disprove a suspected criminal activity.

The application for this kind of excerpt shall be filed with the respective registering court and the motion must contain the general requirements under Section 42 para. 4 of the Civil Procedure Code.

If the court finds a legitimate interest, it shall execute the excerpt providing the basic identification data of the UBO, as well as information establishing the UBO's position.

Such an excerpt may be obtained either in electronic form or in the form of a deed.

7.2 Access to the Register pursuant to UBOs Register Bill

Under the UBOs Register Bill, courts should allow access to the Register in order to obtain extended excerpts on valid data and data deleted or replaced for the following persons:

- a person registered as a UBO;
- a person who submitted a filing to the Register and was entitled to do so; and
- a registered entity.

7.3 Inspection by authorities

Pursuant to the Public Registers Act, access to the UBO register may be granted by the Ministry of Justice to several governmental authorities for the purpose of fulfilling their statutory obligations. The authorities are stated in Section 118g para. 3 of the Public Registers Act and include, among others:

- courts for the purposes of court proceedings;
- law enforcement authorities for the purposes of criminal proceedings and the Public Prosecutor's Office also for the purpose of exercising non-criminal powers;
- an administrator of tax, fee or other similar pecuniary performance for the purposes of their administration;
- the Financial Analytics Office for the purposes of performing tasks under the AML Act and the law on the implementation of international sanctions in order to maintain international peace and security, protect fundamental human rights and fight terrorism;
- the Czech National Bank for the same purposes as mentioned above;
- the Czech National Bank for the purposes of supervision of persons operating in the financial market and in the performance of activities pursuant to the Act on Recovery Procedures and Resolution of the Crisis on the Financial Market;
- the Supreme Audit Office for the purposes of exercising its powers;
- an obliged person under the AML Act in connection with identification and control of a client;
- a provider of public financial support under the Financial Control Act;
- another person provided for by another law.

The list of authorized authorities in the UBOs Register Bill (Section 16) is further extended by additional public bodies, such as insolvency administrators, public notaries, the Office for Government Representation in Property Affairs, the State Land Office, etc.

7.4 Public access

Pursuant to Section 118c of the Public Registers Act, the Register is not publicly accessible. Therefore, the principle of material publicity is not applicable in relation to this Register. It is not possible to research or look for information in the Register.

However, Section 14 of the UBOs Register Bill states that the Ministry of Justice shall allow anyone to obtain a simple (partial) excerpt from the Register via the internet.

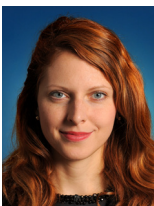
8. CONCLUSION

The UBOs Register Bill should introduce important changes in the current Czech legislation. The most essential change is that the Register will be made publicly accessible, therefore, more transparent.

Moreover, it will be possible to impose pecuniary fines on entities which fail to identify their UBOs.

However, at this point in time, it is not likely that the UBOs Register Bill will enter into legal force in the year 2020. It will most likely come into force at the earliest on 1 January 2021.

This chapter was written by Katěrina Kulhánková.



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HUNGARY

1. EXECUTIVE SUMMARY

STATUS OF IMPLEMENTATION	The Directive has been implemented, but there is no Beneficial Owners Register Act and accordingly no Register is currently functional in Hungary
LEGAL BASIS	Act of LIII. of 2017 on the Prevention and Avoidance of Money Laundering and Terrorist Financing (<i>A pénzmosás és a terrorizmus finanszírozása megelőzéséről és megakadályozásáról szóló 2017. évi LIII. Törvény</i>)
AVAILABLE LANGUAGE(S)	publicly only Hungarian private service providers, also make English and German language versions available
ENTRY INTO FORCE	26 June 2017
FILING DEADLINE	n.a.
FILING MODE / RESPONSIBLE PARTY	n.a.
FILING LANGUAGE	n.a.
FILING BY LAWYER POSSIBLE	n.a.
COMPLIANCE	n.a.
PUBLIC ACCESS TO REGISTER	n.a.

2. BACKGROUND

In Hungary, the Directive was locally implemented as part of the Act of LIII. of 2017 on the Prevention and Avoidance of Money Laundering and Terrorist Financing (*A pénzmosás és a terrorizmus finanszírozása megelőzéséről és megakadályozásáról szóló 2017. évi LIII. törvény – “Pmt.”*). Its main provisions entered into force on 26 June 2017. For a general overview on the basic principles of *Pmt.* relevant for the subject matter, please see Section 3 below.

Effective as of 10 January 2020, *Pmt.* was partially amended. Among others, the newly added § 77.4 now authorises the Hungarian Government to set forth detailed rules for setting up, maintaining and operating the Register in Hungary in its distinct decree. As of the publication of this Guide, no such governmental decree has been adopted or even proposed.

3. LEGAL DEFINITIONS

3.1 Registering Entities

The *Pmt.* generally provides that “obliged entities” as defined in accordance with the Directive qualify as Registering Entities, and so those entities are required to file UBO information in the Register.

- The following entities having their registered office, branch or business establishment in Hungary are regarded as Registering Entities under the *Pmt.*:
 - credit institutions;

- financial services institutions;
- institutions for occupational retirement provision;
- voluntary mutual insurance funds;
- operators accepting and delivering international postal money orders;
- providers of real estate agency or brokering and any related services;
- providers of auditing services;
- providers of accountancy (bookkeeping), tax consultants, certified tax expert services, tax advisory activities under agency or service contract;
- operators of casinos, card rooms, or providers of gambling services - other than distance gambling, distance gambling services, online casino games;
- traders in precious metals or articles made of precious metals;
- traders in goods, involving a cash payment in the amount of two million five hundred thousand forints or more;
- attorneys-at-law, law firms, European Community jurists, law firms of European Community jurists, bar association legal counsels, public notaries public; and
- fiduciary trust managers.

However, no further details are available as of the date of the publication of this Guide because the relevant law on the Register in Hungary has not yet been adopted (see as discussed in Section 2 above).

- special provisions and exceptions from the registration obligation

The *Pmt.* does not provide for explicit exceptions.

However, no further details are available as of the date of the publication of this Guide because the relevant law on the Register in Hungary has not yet been adopted (see as discussed in Section 2 above).

3.2 UBO definition

In general, under the *Pmt.*, a UBO is:

- any natural person who owns or controls at least 25 % of the shares or voting rights in any kind of a legal person or an unincorporated organisation without a legal personality (i.e., which are otherwise not legal entities or natural persons) directly or indirectly, or who is able to exercise effective control over the legal person or unincorporated organisation via other means, if that legal person or unincorporated organisation is not listed on a regulated market and is subject to disclosure requirements consistent with Community legislation or subject to equivalent international standards;
- any natural person who has a dominant influence in a legal person or unincorporated organisation directly or indirectly;
- any natural person on whose behalf a transaction is being conducted, or who is able to exercise effective control over the activity of a customer via other means in the case of natural persons; or

- in the case of foundations:
 - where the future beneficiaries have already been determined, the natural person who is the beneficiary of at least 25 % of the property of the foundation;
 - where the individuals that benefit from the foundation have yet to be determined, the natural person in whose main interest the foundation is set up or operates; or
 - the natural person who exercises control in the management of the foundation or exercises control over at least 25 % of the property of a foundation, and/or who is authorised to represent the foundation;
- in the case of fiduciary asset management contracts:
 - the principal and its UBO;
 - the fiduciary and its UBO;
 - the beneficiaries or class of beneficiaries and their UBOs, and furthermore;
 - any natural person exercising effective control over the trust fund via other means; whereas
- in the absence of any natural person referenced above, the members of the responsible executive management of the legal person or unincorporated organisation (so-called “**subsidiary filing**”).

Please note that the threshold for sufficient percentage of shareholding under the *Pmt.* is set at exactly 25% (i.e., not at 25 % plus one share or an ownership interest of more than 25 % as under the Directive).

4. INFORMATION AND DOCUMENTS TO BE FILED WITH THE UBO REGISTER

4.1 Documents to be filed

No details are available in this respect as of the publication of this Guide, because the relevant law on the Register in Hungary has not yet been adopted (see as discussed in Section 2 above).

The *Pmt.* generally provides that the Register in Hungary will contain information on the UBO's:

- full name (including full maiden name if different);
- the place and date of birth;
- the citizenship (nationality); and
- the place of permanent residence; as well as
- the nature and scope of the economic interest held by the UBO in the entity concerned.

5. REGISTER FILINGS

5.1 Filing by professional representative

The *Pmt.* generally provides that “obliged entities” as defined in accordance with the Directive qualify as Registering Entities, and so those entities are required to file UBO information in the Register. Please also see the reference in Section 3 above.

No further details are available as of the publication of this Guide, however, because the relevant law on the Register in Hungary has not yet been adopted (see as discussed in Section 2 above).

6. COMPLIANCE & FINES

6.1 General

Registering Entities are obliged to identify their UBO and shall take adequate measures to verify their identity/ies.

The *Pmt.* generally requires that Registering Entities (as the “obliged entities”, defined in accordance with the Directive) are required to identify the UBO and obtain the information as well as all substantiating documents in respect of their customers and will then be required to make the relevant filings to the Register as soon as it is set up.

The Registering Entities must then retain such information and copies of substantiating documents necessary to determine the beneficial owners until at least eight years after the end of their relationship with the relevant customer or the completion of the transaction.

No further details are available as of the publication of this Guide, however, because the relevant law on the Register in Hungary has not yet been adopted (see as discussed in Section 2 above).

6.2 Annual Review and Confirmatory Filing

No details are available in this respect as of the date of the publication of this Guide, because the relevant law on the Register in Hungary has not yet been adopted (see as discussed in Section 2 above).

6.3 Compliance Package

No details are available in this respect as of the date of the publication of this Guide, because the relevant law on the Register in Hungary has not yet been adopted (see as discussed in Section 2 above).

6.4 Fines

Generally, the *Pmt.* sets out sanctions for the breach of any of its provisions (including the breach of the filing obligation) by any obliged entity comparable with those mentioned in the Directive.

Accordingly, in addition to issuing a reminder warning to or ordering the obliged entity to cease its unlawful conduct and rectify its processes, the competent authorities are allowed to impose fines on the relevant obliged entity up to 10 % of its annual net turnover but not exceeding two billion Hungarian forints (approx. EUR 5.7 million).

No further details are available in this respect as of the date of the publication of this Guide, however, because the relevant law on the Register in Hungary has not yet been adopted (see as discussed in Section 2 above).

7. ACCESS TO THE REGISTER

In line with the Directive, the *Pmt.* generally mentions that access to the Register will be available to:

- competent authorities and the Hungarian FIU (i.e., the Hungarian National Tax Authority) as well as to national authorities concerned with national security, anti-terrorism and secret services, and in general to criminal investigation, public prosecution and national courts, in each case without any restriction;
- obliged entities, within the framework of their customer due diligence obligations and each of the competent supervisory bodies over the obliged entities to the extent required to carry out their legal obligations under the *Pmt.* respectively; and
- any other person or organisation on a case-by-case basis and only if it can demonstrate a legitimate interest with relevant documents and only to the extent absolutely necessary to pursue such legitimate interest, and if otherwise compliant with the conditions to be set out in the law on the Register in Hungary.

No further details are available in this respect as of the date of the publication of this Guide, however, because the relevant law on the Register in Hungary has not yet been adopted (see as discussed in Section 2 above).

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POLAND

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1. EXECUTIVE SUMMARY

STATUS OF IMPLEMENTATION	Implemented
LEGAL BASIS	Anti-Money Laundering and Terrorist Financing Act dated 1 March 2018
AVAILABLE LANGUAGE(S)	Polish
ENTRY INTO FORCE	13 July 2018 and 13 October 2019
FILING DEADLINE	7 days from the moment of entering the company into the National Court Register 13 April 2020 (was extended due to Covid-19 Emergency Bill to 13 July 2020) – for companies entered into the National Court Register before 13 October 2019)
FILING MODE / RESPONSIBLE PARTY	Online filing by company representative (further requirements, see below)
FILING LANGUAGE	Polish only
FILING BY LAWYER POSSIBLE	No
COMPLIANCE	Any change of UBO shall be registered with the Register within 7 days of the change
PUBLIC ACCESS TO REGISTER	Yes

2. BACKGROUND

In Poland, the Directive was fully implemented by the entering into force of the Anti-Money Laundering and Terrorist Financing Act dated 1 March 2018 ("**Beneficial Owners Register Act**"). The Beneficial Owners Register Act pursued the intention of counteracting money laundering and terrorist financing and created legal definitions of entities obligated to verify clients' Ultimate Beneficial Owners ("**UBO**"). It also presents the legal definition of UBO together with the mechanism of its identification.

On 13 October 2019, the Beneficial Owner Act was partially amended, by introducing the Register.

3. LEGAL DEFINITIONS

3.1 Registering Entities

- The following legal entities are required to report their UBO and to update its change to the Register:
 - general partnerships;
 - limited partnerships;
 - limited joint – stock partnerships;
 - limited liability companies;

- joint-stock companies, with the exception of public companies within the meaning of the Act of 29 July 2005 on public offerings and conditions governing the introduction of financial instruments to organised trading, and on public companies (Journal of Laws of 2019, item 623).
- special provisions and exceptions from the registration obligation

The Beneficial Owners Register Act does not provide for explicit exceptions.

However, certain entities are not covered by the Beneficial Owners Register Act such as individual entrepreneurship, local branches of foreign entities.

3.2 UBO definition

In general, UBOs are natural persons, who own or control a Registering Entity, whereby definitions on ownership or control vary depending on the group structure and the legal form of the entity, i.e.:

- Companies other than public entities, as a UBO is a natural persons who:
 - is a shareholder who has ownership of more than 25% of the total number of shares in the Registering Entity; or
 - holds more than 25% of the total number of votes in a Registering Entity's governing body (also as a pledgee or usufructuary, or pursuant to agreements with others entitled to a vote); or
 - exercises control over an entity which jointly has the right to ownership of more than 25% of the total number of shares or stocks of the Registering Entity, or jointly holds more than 25% of the total number of votes in the entity governing body, also as pledgee or user, or on the basis of agreements with other persons entitled to vote.
- **Subsidiary Filing:** If no UBO can be determined based on the above and it is properly documented, the members of the senior management are deemed UBOs (in practice management board members).

4. INFORMATION AND DOCUMENTS TO BE FILED WITH THE REGISTER

4.1 Documents to be filed

No documents are to be filed with the Register.

4.2 Information to be filed

- Registering Entity data:
 - company name;
 - legal form;
 - registered office;
 - National Court Register (KRS) number;
 - tax identification number (NIP).

- UBO, member of the governing body or shareholder authorised to represent the Registering Entity:
 - name and surname;
 - citizenship;
 - country of residence;
 - Polish identification number (PESEL) or date of birth;
 - information on the size and nature of the share or rights of the beneficial owner.

5. REGISTER FILINGS

Filing is completed by registering the Entity's representative and in accordance with the Registering Entity representation rules only. There is no possibility to file the motion via proxy.

The information on the UBO needs to be filed via a webpage supported by the Ministry of Finance: <https://cbr.podatki.gov.pl/adcrbr/#/utworz-zgloszenie>. There is no need to create an account.

In order to enter the web page, the company's tax identification number (NIP) and legal form are required.

The motion is to be signed either by using the so-called ePUAP trusted profile (available to persons having a Polish PESEL identification number) or using a qualified electronic signature.

A qualified electronic signature is a commercial tool, and it can be purchased from certified suppliers supervised by the Ministry of Digital Affairs. The list of suppliers can be found on the website of the National Certification Centre (NCCert): <https://www.nccert.pl/indexE.htm>.

6. COMPLIANCE & FINES

6.1 General

Pursuant to the Beneficial Owners Register Act, the Registering Entity is to recognise the risk of money laundering and terrorism financing and must identify its UBO and take adequate measures to verify its identity/ies.

Such measures include, but are not limited to, understanding the ownership and control structure of the shareholders.

Registering Entities need to arrange their UBO filing within 7 days after they have been registered in the relevant register for the first time (e.g. companies register).

Changes in relation to the UBO must be filed within 7 days of the Registering Entity becoming aware thereof.

The Registering Entity needs to be able to demonstrate the way the UBO has been identified. This holds true in particular for situations where the Registering Entity was not able to identify any UBO mentioned in Section 3.2 above, as in such cases the impossibility of identifying a UBO needs to be properly documented (see Section 3.2).

6.2 Fines

In the case of non-compliance, public authorities can impose fines in order to enforce the filing obligation. The fine penalty equals the amount of PLN 1,000,000 (approx. EUR 220,600).

7. ACCESS TO THE REGISTER

The Register is not confidential and is publicly accessible and free of charge.

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WOLF THEISS

ROMANIA

1. EXECUTIVE SUMMARY

STATUS OF IMPLEMENTATION	Implemented
LEGAL BASIS	Legea nr. 129/2019 pentru prevenirea și combaterea spălării banilor și finanțării terorismului, precum și pentru modificarea și completarea unor acte normative (Law no. 129/2019 on the prevention and combating of money laundering and terrorist financing, and to amend and supplement certain normative acts, hereinafter referred to as „Law 129/2019”)
AVAILABLE LANGUAGE(S)	Romanian An unofficial English translation of the Law 129/2019 can be found at the following link: https://asfromania.ro/files/ENGLEZA/legislation/Law%20129%202019_EN.pdf
ENTRY INTO FORCE	21 July 2019
FILING DEADLINE	Upon incorporation of the company/association/foundation (required as part of the incorporation file to be submitted with the Trade Registry or with the relevant court) For companies – within 12 months as of the entry into force of the law (extended until 1 November 2020); For associations and foundations - by 15 January of each year (for 2020 the deadline was extended until 1 November 2020)
FILING MODE / RESPONSIBLE PARTY	Legal representative / Person empowered by the board of directors / Trustee (further requirements, see below)
FILING LANGUAGE	Romanian only
FILING BY LAWYER POSSIBLE	Yes
COMPLIANCE	For companies: <ul style="list-style-type: none"> within 15 days as of the date there is a change of the UBO information contained in the statement. For associations/foundations: <ul style="list-style-type: none"> annual review required, by 15 January of each year. In addition, within 30 days as of the date there is a change of the UBO information contained in the statement. For trusts (in Romanian language, „fiducii”): <ul style="list-style-type: none"> within 1 month as of the date an amendment to the trust agreement is made.
PUBLIC ACCESS TO REGISTER	Yes, limited access only for the UBO Register held by the Ministry of Finance (for further information, see Subsection 7.5 below)

2. BACKGROUND

In Romania, the Directive was locally implemented by the Law 129/2019 on the prevention and combating of money laundering and terrorist financing, and to amend and supplement certain normative acts (*Legea nr. 129/2019 pentru prevenirea și combaterea spălării banilor și finanțării terorismului, precum și pentru modificarea și completarea unor acte normative* – “**Law 129/2019**”) which introduced the obligation to declare beneficial owners. The Law 129/2019 entered into force on 21 July 2019. For an overview on the basic principles of Law 129/2019, please see Section 3 below.

The UBO Register held by the Trade Registry became operational in February 2020. The initial filing deadline for registered companies was 21 July 2020, which was subsequently extended to 1 November 2020. For details and requirements for filing, please see Section 5.

Separately, for trusts, the President of the National Agency for Fiscal Administration issued Order no. 816/2020 on the registration of trust agreements governed by Romanian law and which provides that the Central Register Of Trusts (containing also the UBO information) is managed centrally, using an application provided by the Ministry of Public Finance.

3. LEGAL DEFINITIONS

3.1 Registering Entities

- The following legal entities with their registered office in Romania are Registering Entities pursuant to the registration obligation imposed by Law 129/2019:
 - unlimited guarantee collective company (*societate în nume colectiv*);
 - limited partnership (*societate în comandita simplă*);
 - limited stock partnership (*societate în comandita pe acțiuni*);
 - joint stock company (*societate pe acțiuni*);
 - limited liability company (*societate cu răspundere limitată*);
 - other entities which are legally required to be registered with the National Trade Registry Office;
 - associations (*asociații*);
 - foundations (*fundatii*);
 - trusts organized under Romanian law (in Romanian “*fiducii*”) if administered from Romania. An administration exists in particular, when the trustee has fiscal domicile in Romania.
- Special provisions and exceptions from the registration obligation

The Law 129/2019 provides certain exceptions:

- Regies autonomes¹ (*regii autonome*);
- National companies and national societies (*companii și societăți naționale*);
- State owned companies (i.e., companies whose sole shareholder or majority shareholder is the Romanian State);
- legal persons provided their shares are traded on a regulated market and which are subject to specific disclosure requirements, consistent with those regulated by European legislation or with international standards (i.e., listed companies);

1 State owned companies operating in certain strategic branches of the national economy such as the arms industry, energy, mining and natural gas, rail transport services.

legal entities having as direct shareholders only natural persons (subject that there are no other UBOs) are exempted from filing the UBO statement. In this case, the UBO registration will be performed by the National Trade Registry Office based on the documents attached to the incorporation request for companies newly incorporated and based on previous documents submitted, in the case of companies already incorporated.

However, even though not expressly mentioned, certain entities are not covered by Law 129/2019 such as contractual partnerships (*asocieri in participațiune*), individual enterprises (*intreprinderi individuale*) and family enterprises (*intreprinderi familiale*).

3.2 UBO definitions

The UBO means any natural person(s) who ultimately owns or controls the entity and/or the natural person(s) for whose benefit a transaction, operation or activity is being conducted and includes:

- Companies subject to registration with the Trade Registry and foreign corporate entities:
 - the natural person(s) who ultimately own(s) or control(s) the company subject to registration with the Trade Register by exercising the right of ownership, directly or indirectly, over a number of shares or voting rights or through ownership rights in the equity of the said company, including by holding bearer shares, or by exercising the control through other means, provided that the company owned or controlled is not a company listed on a regulated market that is subject to disclosure requirements in accordance with European Union law or equivalent international standards that ensure proper transparency on information regarding the ownership. The holding of 25% plus one share or interest in the equity of a company in a percentage of more than 25% by a natural person is an indication of the direct exercise of the ownership right. The holding of 25% plus one share or interest in the equity of a company in a percentage of more than 25% by a foreign corporate entity, which is under the control of a natural person, or by several foreign corporate entities, which are under the control of the same natural person, is an indication of the indirect exercise of the ownership right;
 - the natural person occupying a senior management position, namely: the director(s), members of the board of directors / supervisory board, managers with delegated powers from the director / board of directors, members of the management board, if, after taking all due diligence measures and provided there are no grounds for suspicion, no natural person is identified in accordance with point i. or if there is any doubt that the identified person is the UBO. Obligated entities shall keep records of the measures applied in order to identify the beneficial owners in accordance with point i. and this point, as well as the difficulties encountered in verifying the identity of the beneficial owner.
- Trusts or similar legal arrangements – all of the following persons:
 - the settlor(s), as well as the persons designated to represent his / her / their interests in accordance with the law;
 - the trustee(s);
 - the beneficiary(ies), or where the individuals benefiting from the legal arrangement or legal entity have yet to be determined, the group of persons in whose main interest the legal arrangement or legal entity is set up or is functioning;
 - any other natural person exercising ultimate control over the trust or over the similar legal arrangement by means of direct or indirect ownership or by other means.

- non-profit legal entities:
 - the shareholders or the founding members;
 - the members of the Management Board;
 - the persons with executive duties empowered by the board of directors to exercise its attributions;
 - in the case of associations, the category of natural persons or, as the case may be, the natural persons in whose main interest the associations were established, respectively, in the case of foundations, the group of natural persons in whose main interest the foundations were established.
 - any other natural person exercising ultimate control, by any means, over the non-profit legal entity.
- Legal entities other than those referred to in points mentioned above and entities that administrate and distribute funds:
 - the natural person benefiting from at least 25% of the assets, respectively the shares of a legal entity or of an entity without legal personality, in the event that the future beneficiaries have already been identified;
 - the group of persons in whose main interest a legal entity or an entity without legal personality is established or is functioning, where the natural beneficiary persons have not yet been identified;
 - the natural person(s) exercising control over at least 25% of the assets of a legal entity or entity without legal personality, including by exercising the power to appoint or revoke the majority of the members of the administrative, management or supervisory bodies of that entity;
 - the natural person(s) who ensure(s) the management of the legal person, if, after taking all due diligence measures and subject to the condition that there are no grounds for suspicion, no person is identified in accordance with points i.-iii. or if there is any doubt that the person identified is the beneficial owner, in which case the obliged entity is required to keep records of the measures applied to identify the beneficial owner in accordance with points i.-iii. and this point.

4. INFORMATION AND DOCUMENTS TO BE FILED WITH THE UBO REGISTER

4.1 Documents to be filed

The companies registered with the Trade Registry shall submit the following documents:

- standard registration form for filing the UBO statement;
- UBO statement;
- copy of the applicant's ID/passport.

According to Law 129/2019, in the case of associations and foundations, the UBO statement must be given by a person empowered in this respect by the managing board.

In the case of trusts, the statement shall be accompanied by a copy of the trust agreement.

4.2 Information to be filed

- The manner in which this capacity is exercised; regarding the manner on how the control is exercised over the Registering Entity, the Law 129/2019 does not provide sufficient guidance on the required level of detail and the specific information to be provided by the Registering Entity in relation thereto. However, based on recent practice with the Trade Registry, the UBO statement should provide a short description of how the UBO is controlling (through direct or indirect means) the Registering Entity. The wording inserted in the UBO statement should be similar to “[X], in his/her capacity as a member with voting rights/shareholder of [Y], the entity that indirectly controls more than [25]% of the share capital of the Registering Entity”.
- the identification data of the real beneficiary, namely:
 - name;
 - surname;
 - birth date;
 - personal identification number;
 - series number and number of identification document;
 - citizenship;
 - address of domicile/residence.

5. REGISTER FILINGS

5.1 Filing by a company representative

The UBO information shall be filed in a central register held by:

- the Trade Registry – for companies that are obliged to register with the Trade Registry, through a company’s legal representative:
 - upon incorporation of the company (required as part of the incorporation file to be submitted with the Trade Registry);
 - within 12 months as of the entry into force of the AML Law (i.e., 21 July 2020 – due to the Covid-19 outbreak the deadline was further extended until 1 November 2020) and
 - within 15 days as of the date there is a change of the UBO information provided in the UBO statement.

The UBO statement can be given personally by the company’s legal representative either before the Trade Registry representative in charge with the UBO registration or before a notary public in an authenticated form and submitted afterwards (personally or electronically) to the Trade Registry.

- the Ministry of Justice - for associations and foundations, through a person empowered in this respect by the managing board:

- upon incorporation of the association/foundation (required as part of the incorporation file to be submitted with the relevant court);
 - yearly, until 15 January – due to the Covid-19 outbreak the deadline was further extended for the year 2020 until 1 November 2020; and
 - within 30 days as of the date there is a change of the UBO information provided in the UBO statement that was filed with the UBO registry.
- the National Agency for Fiscal Administration – for trusts, through the trustee, as follows:
 - within one month as of the signing date of the trust contract;
 - within one month as of the amendments date of the trust contract.

5.2 Filing by professional representative

Attorneys can also arrange the filing on behalf of the representative of the Registering Entity.

If the registration request is signed and submitted on behalf of a Registering Entity by a professional representative, the power of attorney authorizing the appointment of the professional representative must be added to the UBO registration file. Similar with any other registration performed with the Trade Registry, the power of attorney must be either (i) notarized (if the power of attorney is granted to non-attorneys or to attorneys who have not concluded with the client a legal services agreement according to the Romanian bar rules) or (ii) a special power of attorney issued based on the legal services agreement concluded by the attorney with the client on whose behalf the UBO registration is made.

There is no impact if the professional representative is changed. The new professional representative must add to the UBO registration file the power of attorney based on which he/she was authorized to act in this regard.

6. COMPLIANCE & FINES

6.1 General

Pursuant to article 19 of Law 129/2019, legal entities and legal arrangements registered in Romania are required to obtain and hold adequate, accurate and updated information on their beneficial ownership and the beneficial interests held including details regarding the manner the beneficial ownership is achieved and to provide such information upon request to (i) the control bodies and supervising authorities (e.g., National Bank of Romania, the National Agency for Fiscal Administration, the National Office for Prevention and Control of Money Laundering) and to (ii) the reporting entities (as this term is defined by the Directive) when the reporting entities perform customer due diligence measures.

6.2 Annual Review and Confirmatory Filing

For companies registered with the Trade Registry, the UBO statement must be registered with the UBO registry to be held by the Trade Registry as follows:

- within 15 days as of the date there is a change of the UBO information provided in the UBO statement that was initially registered.

For associations and foundations, the UBO statement must be registered with the UBO registry to be held by the Ministry of Justice as follows:

- yearly, until 15 January – due to the Covid-19 outbreak the deadline was further extended for the year 2020 until 1 November 2020; and
- within 30 days as of the date there is a change of the UBO information provided in the UBO statement that was previously filed with the UBO registry.

For trusts, the UBO statement must be registered with the National Agency for Fiscal Administration within one month as of the amendment date of the trust contract.

6.3 Fines

For companies registered with the Trade Registry, failure to duly prepare and submit (register) the UBO statement with the UBO registry is sanctioned with a fine between RON 5,000 – RON 10,000 (approximately EUR 1,030 – EUR 2,065). If within 30 days as of the date the fine was imposed, the statement regarding the UBO is not filed with the UBO registry held by the Trade Registry, the Trade Registry is able to request the competent tribunal to dissolve the said company. However, if the statement concerning the UBO is submitted during the settlement of the dissolution process, the dissolution will no longer be enforced.

For associations and foundations, failure to prepare and submit (register) the UBO statement with the UBO registry is sanctioned with a fine between RON 200 - RON 2,500 (approximately EUR 40 – EUR 515). In this case, the association/foundation is required to provide the information regarding the UBO within 30 days as of the date the minutes determining the breach of law and imposing the fine was communicated. If the statement regarding the UBO was still not registered within these 30 days, the association/foundation may be sanctioned again with a fine between RON 500 – RON 5,000 (approximately EUR 103 – EUR 1,032). In this latter case, if the association/foundation still does not submit the UBO statement within 30 days as of the date the minutes determining the breach of law and imposing the fine was communicated, the Ministry or Justice or any interested person may request the dissolution of the association/foundation. However, if the statement concerning the UBO is submitted during the settlement of the dissolution process, the dissolution will no longer be enforced.

In the case of trusts, failure to register the trust contract and any amendments thereto within the terms provided by the law is sanctioned with the absolute nullity of the trust contract and of any addenda thereto.

Furthermore, failure to obtain and hold adequate, accurate and updated information on the beneficial ownership and to provide such information upon request as detailed under Section 6.1. above may be sanctioned in the case of individuals with a warning notice or with a fine ranging between RON 25,000 – RON 150,000 (approximately EUR 5,100 – EUR 30,775) and in the case of legal entities with a warning notice or with a fine ranging between RON 25,000 – RON 150,000 (approximately EUR 5,100 – EUR 30,775) plus 10% of the total revenues obtained in the last financial period which ended before the contravention is sanctioned.

7. ACCESS TO THE REGISTER

The UBO Register may be accessed freely by:

- the authorities with control and supervisory competences, judicial bodies and the National Office for Preventing and Fighting Money Laundering, in a timely manner, with no restriction and without alerting the concerned legal entity;
- the reporting entities when they apply customers due diligence measures;
- any other natural or legal person.

However, since the UBO Register does not provide detailed information in relation to the UBO of the Registering Entity, in practice, the above authorities/reporting entities may request supporting information/documentation based on which the UBO statement was completed from the Registering Entity itself or from other reporting entities (as the case may be).

In this respect, Registering Entities should maintain accurate supporting documentation regarding their ownership structure that attests to the beneficial ownership in a clear manner. The supporting documentation reflecting the ownership structure and the relevant UBO should provide at least:

- in the case of natural persons – all the data provided in the identification document (identity card, passport);
- in the case of legal entities – the provisions of the articles of association/by-laws, and the registration certificate and other extracts obtained from the Commercial Register or other authorities in which all the entities up the ownership chain of the Registering Entity are incorporated/registered. If such documents are issued in a foreign language, they should be accompanied by a notarised Romanian translation.

7.1 Inspection by obliged parties

In accordance with the provisions of the Law 129/2019, obliged entities may only inspect the UBO Register to fulfil their due diligence requirements for the prevention of money laundering and terrorist financing with respect to customers. In addition, legal professionals acting in a professional capacity may also inspect the UBO Register for the purpose of advising their clients with respect to identifying, verifying and reporting the beneficial owners of their clients.

Obliged entities within the meaning of Article 5 para. 1 of the Law 129/2019 are:

- Romanian credit institutions and branches of foreign credit institutions;
- Romanian financial institutions and branches of foreign financial institutions;
- the administrators of private pension funds, in their own name and for the private pension funds they manage, with the exception of occupational pension funds;
- gambling service providers;
- auditors, certified accountants and censors, tax, financial, business or accounting consultants;
- notaries public, lawyers, bailiffs and other persons practicing legal professions;
- service providers for companies or trusts, other than those provided in points above;
- real estate agents;
- other persons trading in goods to the extent that payments are made or received in cash in a minimum amount of the RON equivalent of EUR 10,000, whether the transaction is carried out in a single operation or in several operations which appear to be linked.

7.2 Access of and inspection by professional representatives

There are no special provisions regarding inspection by professional representatives.

Professional legal representatives can access the UBO register in their capacity as Obligated entities, without having to provide additional information when requesting information from the UBO Register.

7.3 Inspection by authorities

According to the provisions of Law 129/2019, the UBO Register may be accessed freely by the following authorities and bodies:

- The National Bank of Romania;
- the Financial Supervisory Authority;
- the National Office for Preventing and Fighting Money Laundering;
- the National Gambling Office;
- judicial bodies (e.g., police, prosecutor's office);
- public authorities and institutions with regulatory, information and control responsibilities, such as the Romanian financial intelligence unit, authorities with financial / fiscal control attributions or authorities with fiscal control attributions, customs authority;
- state bodies specialized in the information activity provided in art. 6 para. (1) of Law no. 51/1991 on the national security of Romania, such as the Romanian Intelligence Service, the Foreign Intelligence Service, the Protection and Guard Service, as well as the Ministry of National Defence, the Ministry of Internal Affairs and the Ministry of Justice, through specialised internal structures.

7.4 Public access

The UBO Register held by the Trade Registry for companies and the UBO Register held by the Ministry of Justice for associations/foundations are public.

The UBO Register held by the Ministry of Finance for trusts is not public. In this case, it may be accessed by any natural person or entity that can prove a legitimate interest. The Law 129/2019 does not explain the concept of „legitimate interest“ and no ancillary enactments have been implemented so far to clarify.

7.5 Limited access

With the exception of the authorities and institutions with control responsibilities as detailed in Section 7.3 above that have full access to the UBO Register, in the case of any other person, the access will be granted only with respect to the name, month and year of birth, citizenship and country of residence as well as regarding the manner in which the UBO capacity is exercised.

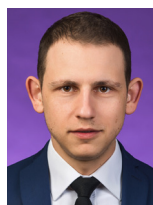
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SERBIA

WOLF THEISS

1. EXECUTIVE SUMMARY

STATUS OF IMPLEMENTATION	Implemented
LEGAL BASIS	Law on Central Register of Ultimate Beneficial Owners (<i>Zakon o centralnoj evidenciji stvarnih vlasnika</i>), Official Gazette of the Republic of Serbia No. 41/2018 and 91/2019
AVAILABLE LANGUAGE(S)	Serbian
ENTRY INTO FORCE	8 June 2018
FILING DEADLINE	31 January 2019 (was extended to 31 January 2020)
FILING MODE / RESPONSIBLE PARTY	Online filing by company representative (for further requirements, please see below)
FILING LANGUAGE	Serbian only
FILING BY LAWYER POSSIBLE	No
COMPLIANCE	Record keeping obligations for 10 years; Obligation to update registration within 15 days of any change to registered information.
PUBLIC ACCESS TO REGISTER	Yes

2. BACKGROUND

The Serbian Parliament adopted the Law on Central Register of Ultimate Beneficial Owners (*Zakon o centralnoj evidenciji stvarnih vlasnika*, Official Gazette of the Republic of Serbia No. 41/2018 and 91/2019 – “**Serbian Beneficial Owners Register Act**”) on 25 May 2018, which entered into force on 8 June 2018.

The Serbian Central Register of Ultimate Beneficial Owners (*Centralna evidencija stvarnih vlasnika* – “**Serbian Register**”) was established with the Serbian Business Registers Agency (“**SBRA**”) on 31 December 2018. The initial deadline for registration of all required data with the Serbian Register was 31 January 2019.

In 2019, the Serbian Parliament adopted the first amendments to the Serbian Beneficial Owners Register Act, with legal effect as of 1 January 2020. These amendments provided for further compliance supervision mechanisms and also extended the above initial deadline for registration until 31 January 2020, with no consequences for those entities that failed to register their ultimate beneficial owners until expiry of the initial deadline.

As supporting documents to the legislation above, the Serbian Ministry of Economy published a practical guide for interpretation of the Serbian Beneficial Owners Register Act (in particular regarding determination of the ultimate beneficial owners under prescribed criteria) (“**Guidelines**”). Additionally, the Serbian Administration for Prevention of Money Laundering, in cooperation with the Ministry of Economy, the National Bank of Serbia, the Securities Commission, and several other authorities and institutions, in cooperation with the private sector, put together and published on 8 January 2019 its own guidelines for determining ultimate beneficial owners, which also consider Serbian anti-money laundering regulations.

3. LEGAL DEFINITIONS

3.1 Registering Entities

- The Serbian Beneficial Owners Register Act and obligations provided therein, apply to the following legal and other entities, registered in Serbia, which are defined as the “**Registering Entities**” under that law:
 - Companies (*privredna društva*);
 - Cooperative societies (*zadruga*);
 - branches of foreign companies (*ogranci stranih privrednih društava*);
 - Business associations and associations (*poslovna udruženja i udruženja*);
 - Foundations and endowments (*fondacije i zadužbine*);
 - Institutions (*ustanove*);
 - Representative offices of foreign companies, associations, foundations and endowments (*predstavništva stranih privrednih društava, udruženja, fondacija i zadužbina*).
- The Serbian Beneficial Owners Register Act does not apply to the following entities, which are explicitly excluded from the definition of the Registering Entities:
 - public joint stock companies (*javna akcionarska društava*);
 - political parties, trade unions, sports organisations and associations, churches and religious communities (*političke stranke, sindikati, sportske organizacije i udruženja, crkve i verske zajednice*);
 - legal entities/institutions solely owned by the Republic of Serbia, autonomous province or local municipality (*privredna društva i ustanove u kojima je Republika Srbija, autonomna pokrajina ili jedinica lokalne samouprave jedini član, odnosno osnivač*).

3.2 UBO definition

In general, the Serbian Beneficial Owners Register Act defines the ultimate beneficial owner (“**UBO**”) as a natural person:

- indirectly or directly holding 25% or more share, stock, voting or other rights, based on which they participate in the management of the Registering Entity, i.e. hold 25% or a greater percent of interest in the capital of the Registering Entity;
- indirectly or directly having prevailing influence on the conduct of business and the decision-making processes of the Registering Entity;
- indirectly providing or securing funds to the Registering Entity and on that basis materially influencing the decision-making processes of the management bodies of the Registering Entity in respect of financing and business operations;
- who is founder, trustee, protector, determined beneficiary, and any person having a dominant position in the management of a trust, or another entity of foreign law; and
- who is a registered representative of cooperative societies, associations, foundations, endowments and institutions, if the authorised representative has not registered another natural person as the UBO.

If all identification criteria provided in points (i)-(v) above have been analysed, but it is still not possible to identify the UBO of a Registering Entity, then a natural person that is a registered authorised representative of the Registering Entity, or registered member of the corporate body of the respective Registering Entity, shall be deemed and registered as the UBO of that Registering Entity. The number of registered representatives or limitations in their representation authorisations do not affect this exemption, i.e. the Registering Entity may choose any, several, or all registered representatives as its UBOs, without considering the limitations in their representation authorisations, if any.

Pursuant to the Guidelines, when determining Registering Entity's UBO, one must analyse all of the above-mentioned criteria. For example, if there is a natural person that would qualify as UBO based on the criteria listed above, but there is also a different natural person that would qualify as the UBO based on the criteria listed above, the latter should be registered as the UBO as well. The criteria specified above are not cumulative, so the natural person does not have to meet all of them simultaneously to be deemed as the UBO, and it is sufficient if a person meets one of the criteria to be qualified as the UBO of a Registering Entity.

The Guidelines also provide additional rules for interpretation of the criteria for determining the UBO:

- *Prevailing influence on the conduct of business and the decision-making processes of the Registering Entity*, means the predominant influence of a natural person in decision-making with the Registering Entity in respect of financial and business policy of that Registering Entity (i.e. having the absolute right in decision-making and/or the absolute “veto” right), which includes examples such as, but is not limited to:
 - adoption of and amendments to the business plan;
 - alteration of the business activity, legal form and business operation model;
 - assuming additional indebtedness through bank and other loans;
 - passing decisions on dividends or other profit distribution.

The term “absolute right in decision-making and/or the absolute veto right” used above, according to the Guidelines, means that the natural person is capable of solely making decisions or “veto”-ing them without acting in concert with other persons.

Pursuant to the Guidelines, it is considered that a natural person has a prevailing influence if:

- he/she has the right to appoint the majority of the directors or members of the supervisory board of the Registering Entity in question;
- he/she is significantly involved in management and conduct of business policy of the Registering Entity (e.g. a natural person is not a member of the management board, but regularly guides or influences decision-making of the management board; or a natural person whose recommendations are always or almost always adhered to by a shareholder with a controlling stake in the Registering Entity's capital in the course of such shareholder's exercise of voting rights).

Lawyers, accountants, investment consultants, tax and financial advisors and similar persons are not and shall not be considered to have a prevailing influence when providing services in line with the professional standards and rules.

- *Indirectly providing or securing funds* (single occurrence or on continuous basis) to the Registering Entity *and materially influencing the decision-making processes*, relates to a natural person not visible in the ownership structure of the Registering Entity, who, on the basis of legal transaction(s) or legal relationship(s) (e.g., fiduciary relationship), procures funds to the Registering Entity, which results in material influence of such person on the decision-making process, regarding financial or business operations of the Registering Entity.

- *Another entity of foreign law*, refers to legal forms which exist in other jurisdictions, similar to a trust in terms of operations and structure, but which are not regulated or otherwise provided for in the Serbian legal system.

4. INFORMATION AND DOCUMENTS TO BE FILED WITH THE UBO REGISTER

4.1 Documents to be filed

In general, no documents need to be filed with the Serbian Register when registering the UBO of the Registered Entity.

However, documents and data on the basis of which the UBO of the Registering Entity has been determined, must be kept within its business premises and be available at the request of Serbian governmental authorities for a period of 10 years. Otherwise, the Registering Entity is subject to a monetary fine of up to approx. EUR 17,000, while its authorized representative/s are subject to a monetary fine of up to approx. EUR 1,250.

There is no prescribed list of the documents required to be kept, but according to the Guidelines, such documentation should be all relevant documentation pursuant to which the UBO has been identified. The type of documentation generally depends on the legal criteria based on which the UBO has been identified.

In practice, these can be commercial registry excerpts, foundation deeds, articles of association, shareholders agreements, bank confirmations, fiduciary agreements, various business documentation and statements, irrespective of whether such documents are deemed a private or public document (*javna isprava*).

For example:

- if the legal criterion used to identify the UBO is the participation in share capital of the Registering Entity, the relevant document would be an excerpt from the relevant commercial registry. However, if information about the UBO is not visible in such excerpt, then proof of the UBO of the Registering Entity could be obtained from other business documentation provided by the legal representative or proxy of such foreign entity (e.g. shareholders agreement, articles of association, book of shareholders, etc.);
- if the legal criterion used to identify the UBO is the prevailing influence on management and decision-making, the relevant document may be a shareholders agreement, articles of association, statement by a legal representative or other evidence proving that such person directly or indirectly has a prevailing influence on management and the decision-making in the Registering Entity.

4.2 Information to be filed

The UBO-related information to be submitted to the SBRA comprises:

- details regarding the legal title/criteria for being a UBO (e.g. 25% of shares or more by stating the number of shares or quota of participation, or if the UBO holds any voting rights, by stating the quota thereof, etc.); and
- if the UBO is:
 - a Serbian citizen: personal name, personal identification number (*JMBG*), country of residence;
 - a foreign citizen: personal name, passport number and country of issuance and/or personal number of the foreign person and/or ID number of the foreign person and the country of issuance, day, month, year and place of birth, country of residence and citizenship; or

- a refugee: personal name, number of identification card, day, month, year and place of birth and country of temporary residence.

5. REGISTER FILINGS

5.1 Filing by company's representative

The Serbian Register is established as an online portal (<https://reid.apr.gov.rs/IDF/>) of the SBRA and registration thereon must be executed by a qualified electronic certificate/signature of the legal representative of the Registering Entity.

The qualified electronic certificate can be obtained only from the authorised certification bodies in Serbia, such as:

- Chamber of Commerce: <https://pks.rs/komorske-usluge>;
- Post of Serbia: <https://www.ca.posta.rs/>
- Halcom: <https://www.halcom.rs/rs/proizvodi/kvalifikovani-sertifikat/narucivanje-pravna-lica/>; and
- Ministry of Interior Affairs: <http://ca.mup.gov.rs/>.

The qualified electronic certificate of the legal representative who is a Serbian national needs to contain his/her personal identification number (*JMBG*).

The process of registration of UBO information in the Serbian Register would require the following:

- downloading the NEXU application available on the web page of the SBRA;
- creating account on the internet-based centralised system of the SBRA;
- online submission of request for registration of the UBO on the online portal on the web page of the SBRA.

5.2 Filing by professional representative

Registration by proxy is not permitted.

Attorneys cannot perform the filing on behalf of the management of the Registering Entity. Legal representatives (legal or other representative – *zakonski ili ostali zastupnik*) of the Registering Entity are solely authorised to file for the registration of the UBO. Please also note that a foreign citizen who acts as 'other representative' (*ostali zastupnik*) of the Registering Entity cannot obtain the qualified electronic certificate/signature, and, thus, cannot register the UBO with the Serbian Register.

6. COMPLIANCE & FINES

6.1 General

Pursuant to the Serbian Beneficial Owners Register Act, Registering Entities are obliged to identify their UBO and shall take adequate measures to verify their identity. Such measures include, but are not limited to, understanding the ownership and control structure of the Registering Entity and its shareholder(s).

Documentation pursuant to which the UBO is identified must be obtained and kept with the Registering Entity and, although there is no obligation of submitting the afore-mentioned documentation to the Serbian Register, the Registering Entities do have an obligation to keep accurate and up-to-date records on determining their UBOs for 10 years and to make them available at request to the competent authorities.

Registering Entities need to arrange their UBO filing within 15 days from the date they have been incorporated in Serbia (e.g. in the case of limited liability and joint stock companies from the date of registration with the SBRA). Any changes in relation to the UBO of a Registering Entity must be reported within 15 days from the day the change occurred. Otherwise, the Registering Entity and its authorised representatives would be subject to fines (as described in Section 6.3 below).

6.2 Inspection by authorities

Pursuant to the Serbian Beneficial Owners Register Act, the SBRA, competent public authorities and the National Bank of Serbia are authorised to verify whether Registering Entities have duly registered the data on their UBOs in the Serbian Register. If these authorities determine that a Registering Entity failed to lawfully register its UBO, they are authorised to submit a request for initiating misdemeanour proceedings against the Registering Entity.

In addition, competent public authorities and the National Bank of Serbia are authorised to initiate misdemeanour proceedings against a Registering Entity which does not keep accurate and up-to-date records on its UBO, and documents based on which its UBO was determined. As previously stated, this obligation lasts for 10 years from the day of registering the UBO.

Without prejudice to the above, if the Registering Entity is a financial institution or a legal entity performing exchange operations, the National Bank of Serbia is a competent authority for inspection, control, imposing measures and fines to those Registering Entities, within its standard scope of authority under Serbian finance laws.

6.3 Criminal Liability and Fines

In general, in the case of non-compliance, public authorities can order the Registering Entity to register its UBO, keep track of the UBO documentation, and perform other obligations provided by the Serbian Beneficial Owners Register Act.

Additionally, the Registering Entity may be fined up to RSD 2,000,000 (approx. EUR 17,000):

- if it fails to register data on its UBOs timely (i.e. within 15 days from incorporation or from a respective change to relevant information);
- if it registers inaccurate information on its UBO;
- if it does not have or does not keep accurate and up-to-date records on determining its UBO in a period of 10 years;
- if it failed to register its UBO with the Serbian Register by 31 January 2020.

Additionally, the responsible person in the Registering Entity may be fined up to RSD 150,000 (approx. EUR 1,250) for the same offences.

More importantly, the Serbian Beneficial Owners Register Act provides that a person who intentionally conceals information on a UBO, fails to register required information, registers inaccurate information, or changes or erases truthful information on a UBO, shall be held criminally liable and sanctioned with up to 5 years imprisonment.

Additionally, the Registering Entity may be held criminally liable in line with the Law on Liability of Legal Entities for Criminal Offences. The possible sanctions applying in this case are e.g., monetary fines, winding up of the company, suspended sentence or protective measures (prohibition to perform certain activities, confiscation of assets, publishing of a court judgment).

It should also be noted that, depending on the Registering Entity in question, or rather their business, criminal liability may also lead to revocation of existing or prohibition of obtaining certain licenses, approvals, concessions, subventions or other incentives granted by the governmental or local municipality's authorities, as well as the prohibition of participating in public procurement or privatisation processes.

7. ACCESS TO THE REGISTER

7.1 General

The Serbian Register is publicly accessible free of charge. At the time of this publication, the Serbian Register is accessible only through the online portal, and there is no possibility to obtain an official physical excerpt from the Serbian Register. Accordingly, anyone, by creating an account on the internet-based centralised system of the SBRA may gain access to the online portal of the Serbian Register *via* the following link: <https://reid.apr.gov.rs/IDF/>.

The search criteria on the portal is the Registering Entity, namely, its corporate registration number (*matični broj*) which is publicly available information. It is, on the other hand, not possible to search UBOs directly, e.g. by inserting a natural person's name or other personal information.

Information that is publicly available online comprises the following:

- registration number and tax identification number, main register, name and abbreviated business name of the Registering Entity, as well as seat address of the Registering Entity,
- legal form and information on the duration of existence of the Registering Entity, status of the Registering Entity (e.g. active, in bankruptcy, in liquidation, in compulsory liquidation, etc.), date of establishment, date on change and deletion of data;
- code of the predominant activity, information on the representatives, information on shareholders and the percentage of their share, bank account numbers and contact details;
- information about the UBO(s):
 - if a UBO is a Serbian citizen: personal name, personal identification number, country of residence;
 - if a UBO is a foreign citizen: personal name, passport number and country of issuance and/or personal number of the foreign person and/or ID number of the foreign person and the country of issuance, day, month, year and place of birth, country of residence and citizenship; or
 - if a UBO is a refugee: personal name, number of identification card, day, month, year and place of birth and country of temporary residence; and
- details regarding the legal basis for having a status of UBO.

7.2 Limited access

There is no possibility at the time of this publication that would allow the Registering Entity or the UBO to limit access to their information registered with the Serbian Register.

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SLOVAK REPUBLIC

1. EXECUTIVE SUMMARY

STATUS OF IMPLEMENTATION	Implemented
LEGAL BASIS	Act No. 52/2018 Coll., amending, among others, the Commercial Register Act, the Public Registers Act and the AML Act.
AVAILABLE LANGUAGE(S)	Slovak
ENTRY INTO FORCE	1 November 2018
FILING DEADLINE	31 December 2019 (for legal entities registered in the public register)
FILING MODE / RESPONSIBLE PARTY	Online or in-person filing by the Registering Entity (please see below for further details).
FILING LANGUAGE	Slovak only
FILING BY LAWYER POSSIBLE	Yes
COMPLIANCE	Registering Entities are obliged to determine their UBO and ensure that up-to-date information is always registered.
PUBLIC ACCESS TO REGISTER	No (not yet)

2. BACKGROUND

In Slovakia, the Directive was partially transposed by Act No. 52/2018 Coll., amending, among others, the Commercial Register Act, the Public Registers Act and the AML Act. The main point of this amendment was the implementation of obligation of entities registered in the respective public registers to disclose and register their UBO. As of the effectiveness of the changes implemented thereby, the effected entities were obliged to make a registration of their UBO in the particular registers within a specified deadline, while the newly established entities are obliged to make such registration of the UBO as of their initial registration. In addition to already transposed parts of the Directive, the parts remaining to be transposed are part of the AML Act Bill which is currently in the middle of the legislative process. If the legislative process goes smoothly, the proposed date of effectiveness of the AML Act Bill is 1 November 2020.

Based on the transposed Directive, as of 1 November 2018, the Statistical Office of the Slovak Republic is obliged to keep up-to-date identification data of the UBO in the Register of Legal Entities, Entrepreneurs and Public Authorities, which represents the Slovak UBO Register according to the Public Registers Act. This Register unites all respective registers where the UBOs are registered directly by the entities themselves.

Current legal regulation of registration and disclosure of the UBO in the Slovak Republic is quite fragmented and comprises five acts – the Commercial Register Act, the Register of NGOs, the Public Registers Act, the AML Act and the Register of Public Sector Partners Act. The definition of a UBO itself may be found in the AML Act, while the obligation to complete a registration with the respective registers (Commercial Register and special registers) results from various legal acts, e.g. Commercial Register Act in the case of business companies.

3. LEGAL DEFINITIONS

3.1 General Definitions

- **AML Act** means the Slovak Act No. 297/2008 Coll., on Protection against Money Laundering and Protection against Terrorist Financing, as amended;
- **AML Act Bill** means the draft of amendment to the AML Act (No. of legislation process: LP/2020/169) and related acts;
- **Commercial Register Act** means the Slovak Act No. 530/2003 Coll., on the Commercial Register, as amended;
- **Public Registers Act** means the Slovak Act No. 272/2015 Coll., on the Register of Legal Persons, Entrepreneurs and Public Authorities, as amended;
- **Register of Public Sector Partners Act** means the Slovak Act No. 315/2016 Coll. on the Register of Public Sector Partners, as amended;
- **Registration** means a registration of UBO in the Register;
- **Register of NGOs Act** means the Slovak Act No. 346/2018 Coll. on the Register of Non-Governmental Organisations, as amended;
- **Register of NGOs** means the register of non-governmental organisations according to the Slovak Act No. 346/2018 Coll. on the Register of Non-Governmental Organisations, as amended.

3.2 Registering Entities

- According to the Commercial Register Act, the obligation to register an entity's UBO applies to every legal person registered with the Commercial Register, except for the following legal persons:
 - entity of public administration (such as a Ministry, state enterprise, state schools, etc.);
 - issuer of securities admitted to trading on a regulated market, which is subject to disclosure requirements under the Act No. 566/2001 Coll. on securities and investment services, as amended;
 - entity registered with the Register of Public Sector Partners;
- According to the Act No. 147/1997 Coll. on Non-Investment Funds, the Funds are obliged to register their respective UBO with the Register of Non-Investment Funds;
- According to the Act No. 213/1997 Coll. on Non-Profit Organisations Providing Services of General Interest, the Non-Profit Organisations are obliged to register their UBO with the Register of Non-Profit Organisations;
- According to Act No. 34/2002 Coll. on Foundations, Foundations are obliged to register their UBO with the Register of Foundations.

3.3 UBO definition

The complete definition of a UBO is included in Section 6a of the AML Act.

A UBO means every natural person that actually directs or controls a legal entity, a natural person/entrepreneur or an association of property, and every natural person for whose benefit the given subjects perform their activity or trade; UBOs include but are not limited to:

- with respect to a legal entity which is not an association of property or an issuer of securities accepted for trading in the regulated market which is subject to the requirements of publishing information according to a special regulation, any equal legal regulation of a member state or equal international regulations, it means a natural person that:
 - holds direct or indirect ownership interest or an aggregate thereof or at least 25% of the legal entity's voting rights or of its registered capital including any bearer shares;
 - has the right to appoint, otherwise establish or recall the statutory body, the managing body, the supervisory body or the audit body in a legal entity or any member thereof;
 - controls the legal entity in any way other than the way set forth in items above;
 - has the right to receive at least 25% of the legal entity's profit related to its business or any of its activities;
 - with respect to a natural person/entrepreneur, the natural person who has the right to receive at least 25% of the profit from the natural person/entrepreneur's business or from any of his/her activities;
- with respect to an association of property, it means a natural person who:
 - is a founder or establisher of the association of property; if the founder or establisher is a legal entity, the natural person set forth in letter (a) above;
 - has the right to appoint, otherwise establish or recall the statutory body, the managing body, the supervisory body or the audit body of the association of property or any member thereof or is a member of the body which has the right to appoint, otherwise establish or recall such bodies or any member thereof;
 - is the statutory body, managing body, supervisory body, audit body or a member of such bodies;
 - is a recipient of a minimum 25% of the funds provided by the association of property, if future recipients of the given funds have been determined; if no recipients of the given funds from the association property have been determined, the UBO means the scope of persons who have significant benefit from the foundation or the activities of the association of property.

If no natural person satisfies the above-mentioned criteria, UBO means the members of the top management; a member of the top management means the statutory body or a member of the statutory body.

UBO also means a natural person who, alone, fails to meet the above-mentioned criteria, however, together with another person acting in concert with the first person or by joint procedure satisfies at least some of the given criteria.

4. INFORMATION AND DOCUMENTS TO BE FILED WITH THE REGISTER

The Commercial Register Act and individual special acts determine the necessary documents and data required for the entry of UBOs into individual registers. These registers include their non-public sections, where information about UBOs can be found, but access to them is limited. As a result of the adoption of the Public Registers Act, a unified register of legal entities was created, which provides all information, including the UBO, about all legal persons in Slovakia. However, the availability of the extracts from the Register with respect to the UBO section is limited and may be requested only by the selected applicants.

4.1 Documents to be filed

According to the Commercial Register Act, the only document which needs to be filed is an application for the registration of UBO indicating the basis for the UBO's identification. No annexes need to be attached to this application for registration, except for the power of attorney if the application is filed by the representative authorised based on power of attorney.

4.2 Information to be filed

- Under the Commercial Register Act, the following data shall be registered with the Commercial Register (which are subsequently placed in the Register):
 - title, first and last name;
 - the address of the place of residence, or the permanent address, if different from the place of residence;
 - date of birth and personal identification number, if applicable;
 - nationality;
 - type and number of identity card (ID Card or Passport);
 - information establishing the UBO's position according to the AML Act.

Under the Register of NGOs Act, the following data shall be registered with the special registers (which are subsequently placed in the Register)

- title, first and last name;
 - the address of the place of residence;
 - date of birth and personal identification number, if applicable;
 - nationality;
 - data of information establishing the UBO's position according to the AML Act.
- Basis for identification of each UBO (e.g. shareholding interest, control over the company, authorisation to appoint managing directors, etc.)

The Commercial Register Act sets forth the obligation to state the facts which establish the UBO position pursuant to the AML Act. The application form provides for a choice to select what type of control the UBO has in the legal person. As already indicated, in the case of special registers, a written declaration in which the applicant describes the UBO pursuant to the AML Act is required.

5. REGISTER FILINGS

Essentials of the Application form are set out in Decree No. 25/2004 Coll., on the standard forms for submitting filings for entry of data in the Commercial Register and the list of documents that must be attached to the application for registration (the “**Regulation on Filing Registrations**”). The Regulation on Filing Registrations was amended with effect as of 1 November 2018 in order to reflect the amendments of the AML Act and related acts.

The Application form may be filed in-person and sent to the competent Commercial Register of the District Court or filed in electronic form via the information system of the Ministry of Justice of the Slovak Republic available via the following link: https://www.justice.gov.sk/eSluzby/_layouts/FormServer.aspx?XsnLocation=/FormServerTemplates/FUZKUV.xsn

5.1 Filing by company's representative

Pursuant to the Commercial Register Act, a company's representative is entitled to file the UBO registration with the Commercial Register.

5.2 Filing by professional representative

Professional representatives (e.g., attorneys-at-law or proxies) are entitled to arrange the filing on behalf of the Registering Entity (notarised signatures required in the case of the Commercial Register).

5.3 Change of professional representative

If a filing has been completed by the representative of a Registering Entity (e.g. attorney-at-law), any newly appointed representative may finish a filing on behalf of the Registering Entity, but only after informing the respective court of such change. A change notification shall be accompanied by a new power of attorney.

6. COMPLIANCE & FINES

6.1 General

Registering Entities are obliged to determine their respective UBO and to ensure their registration with the Register.

Information and documents to be filed, as well as other procedural formalities, are specified above. The application for the registration of a UBO does not require any documents to prove the relevance of the submitted data. Therefore, the application is examined only from the formal point of view whether it is filed by the authorised person, is complete and is filed in the proper form.

Under the Commercial Register Act, the court is entitled to reject the registration based on the following reasons:

- the filing was made by a person that was not entitled to do so;
- the filing was not done in the statutory form;
- the filing did not contain all statutory requirements;
- the filing is unclear or inaccurate.

The obligation to identify the UBO is set out in Section 10a of the AML Act. The filing with the Register must be made without undue delay after the occurrence of the decisive fact.

Legal entities must retain information necessary to determine their UBOs for the period of UBO status and for at least five years after the end of the natural person's UBO status.

6.2 Sanctions

Neither the AML Act, nor the Public Registers Act provide for any sanctions for breach of the obligation to register the UBO. However, the absence of a UBO may trigger serious consequence for the Registering Entity. According to Section 15 of the AML Act, if the UBO is not identified to obliged entities (see Section 7.3), the obliged entity is obliged to reject the conclusion of any business relations, terminate or refuse realisation of such business relation.

In the case of legal entities registered with the Commercial Register, Section 11 of the Commercial Register Act provides for possible fines of up to EUR 3,310 for breaches in relation to the registration of the UBO, such as:

- breach of obligation to register their UBO within the statutory period;
- providing false information in the registration form;
- submitting the application for the registration with the documents, which do not correspond to the actual facts.

If an NGO breaches the obligation to register their UBO, the public body may not provide public funds.

7. ACCESS TO THE REGISTER

According to Section 7a (1) of the Public Registers Act, the information about UBOs is not publicly accessible.

The current legislation does not allow any natural or legal person to request extracts from the Register. This will change by adoption of the AML Act Bill, which will make the Register's data available to the public, namely: first name, last name, date of birth, nationality, address of residence and data establishing the UBO position.

Presently, only the selected state authorities and obliged entities have access to the Register.

7.1 Inspection by state authorities

Pursuant to the Public Registers Act, access to the Register is provided by the Statistical Office of the Slovak Republic to several state authorities for the purpose of fulfilling their statutory obligations. These state authorities have constant and direct access to the Register. The authorities which have such access are stated in Section 7a para 2 of the Public Registers Act and are as follows:

- financial police department of the Police Force;
- Ministry of Finance of the Slovak Republic;
- National Bank of Slovakia;
- National Security Authority;
- Courts;
- Tax administrators and state administration bodies with respect to taxes, fees and customs;
- Criminal law enforcement authority;

- Supervisory authority pursuant to special regulations (e.g. Gambling Regulatory Authority);
- Provider of subsidies pursuant to special regulations;
- Antimonopoly Office of the Slovak Republic (potentially to be added by the AML Act Bill),
- if so provided by special regulations (e.g. Slovak Information Service);

7.2 Inspection by obliged entities

Pursuant to Section 7a (3) of the Public Registers Act, the obliged entities have access to the Register in order to perform the obligation of basic care in relation to their clients under the AML Act.

The AML Act sets forth the list of obliged entities including in particular:

- Banks;
- Financial institutions;
- the Export-import bank of the Slovak Republic;
- Providers of any gambling services;
- Post offices;
- Trust or company service providers;
- Auditor, accountants, tax advisors;
- Notaries and other legal professionals, whether by acting on behalf of and for their client in any financial or real estate transaction or by assisting in the planning or carrying out of transactions of their client concerning (i) the buying and selling of real property or business entities; (ii) managing of client money, securities and other assets; (iii) opening or management of bank, savings or securities accounts and (iv) the organisation of contributions necessary for the creation, operation or management of companies and (v) the creation, operation or management of trusts, companies foundations or similar structures;
- virtual cryptocurrency wallet service provider (to be added by the AML Act Bill),
- virtual cryptocurrency exchange service provider (to be added by the AML Act Bill),
- any other person, if stipulated by special regulations.

7.3 Inspection by the public

Pursuant to the AML Act Bill, as of 1 November 2020 the public should have access to the Register (including access to the UBO's first and last name, date of birth, nationality, address of residence and data establishing the UBO position).

This information will be available via the website of the Statistical Office.

8. CONCLUSION

The Directive is not yet fully transposed into Slovak legislation, mainly because of the restriction of public access to the Register. The proposed AML Act Bill provides for changes in this respect and opens the Register to the public. Moreover, there is no unified form or place for registration of UBOs created in the Slovak Republic, while the information regarding UBOs is registered in the Commercial Register or other special registers first (special registers potentially to be unified by the Register of NGOs Act as of 1 January 2021) and only afterwards transferred automatically into the Register itself maintained by the Statistical Office of the Slovak Republic. There are no specific sanctions for a breach of obligation to register the UBO (except for general sanctions provided for in the Commercial Register Act and certain sanctions provided for in the Register of NGOs Act).

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SLOVENIA

1. EXECUTIVE SUMMARY

STATUS OF IMPLEMENTATION	Implemented
LEGAL BASIS	<i>Zakon o preprečevanju pranja denarja in financiranja terorizma (Official Gazette of the RS no. 68/16 as amended) (Prevention of Money Laundering and Terrorist Financing Act – the “AML Act”)</i>
AVAILABLE LANGUAGE(S)	Slovene
ENTRY INTO FORCE	19 November 2016
FILING DEADLINE	19 January 2018; after this initial filing date, within eight days from the establishment of the Registering Entities or change of the UBO data of the Registering Entities. Note that due to the change of the AML Act in 2020, the UBO register will be re-established and the obliged entity will need to identify and register the UBO within six months as from the establishment of the new Register.
FILING MODE / RESPONSIBLE PARTY	Online filing by an entity or its representative (for further requirements, see below)
FILING LANGUAGE	Slovene only
FILING BY LAWYER POSSIBLE	Yes
COMPLIANCE	The review and/or confirmation is not required.
PUBLIC ACCESS TO REGISTER	Yes, but limited.

2. BACKGROUND

In Slovenia, the Directive was locally implemented by the Prevention of Money Laundering and Terrorist Financing Act (*Zakon o preprečevanju pranja denarja in financiranja terorizma*, Official Gazette of the RS no. 60/07, as amended) which entered into force on 21 July 2007. The above-mentioned act has been later replaced by the new Prevention of Money Laundering and Terrorist Financing Act (*Zakon o preprečevanju pranja denarja in financiranja terorizma - 1*, Official Gazette of the RS no. 68/16, as amended, hereinafter the “**AML Act**”), which entered into force on 11 November 2016. The *AML Act* has been further amended in 2019. For an overview on the basic principles of the *AML Act*, please see Section 3 below.

Moreover, as of 26 June 2020, a new amendment to the AML Act (hereinafter the “*Amendment*”) was passed by the National Assembly. The changes have been implemented and highlighted in this guide. Please note that in order for the changes provided by the Amendment to be applied in practice, significant modifications to the software of the Register will need to be made. The Amendment therefore includes transitional provision that the filing deadline with respect to newly established Registering Entities (as listed in Section 3.1), is six months after the modified Register will be set up. Furthermore, some of the newly provided optimizations such as the automatic transfer of data between the Slovenian Business Register, Central Population Register and the Register are postponed until appropriate technical modifications to the Register are made. In general, the most notable changes introduced by the Amendment are the following:

- Registration of new Registering Entities will be simplified by connecting the Register to the Business Register (for legal entities) and Central Population Register (for natural persons), with data automatically transferred for UBOs who are registered in relevant registries¹;

¹ Use of this provision is postponed until the Amended Rules (as determined in 1.2.3 of this guide) are adopted and the software of the Register is modified accordingly.

- the Trustee of the trust or the person holding an equivalent position in a similar legal arrangement, which/who are established reside in the Republic of Slovenia is now required to register the trust's UBO in the Register; the filling deadline for the mentioned entities is six months after the modified Register is set up;
- previous exceptions to the list of Registering Entities which were not required to register their UBOs (as listed in paragraph 3.1), will now also be included in the registering requirement; however registration shall be performed automatically with the transfer of data from the Court Register to the Register;
- if anomalies with respect to information entered into the Register for the relevant entity are determined by the Supervisory Authorities, this fact will be indicated with a special designated note entered in the Register;
- information on the month and year of the birth of the UBO will be publicly accessible;
- the Register will be connected with the European central platform as determined by DIRECTIVE (EU) 2017/1132;

The Slovenian Ministry of Economic Development and Technology issued rules on the establishment, maintenance and management of the Register of Beneficial Owners which entered into force as of 9 December 2017 (the "**Rules**"), providing the technical details for the establishment of the Register. Pursuant to the Amendment, existing Rules will have to be amended in order to facilitate the changes to the AML Act ("**Amended Rules**"). Amended Rules shall be issued by the Ministry of Finance by July 2021 and will among other things determine:

- new rules on filing in the Register;
- the code table for the classification of entities with respect to type of control over the entity and legal entities without business shares;
- the means of connection of the Register to the internet;
- maintenance, operation and technical requirements of the Register; and
- the connection to the European central platform.

For general compliance obligations outlined in the AML Act and the Rules, please see Section 6 below.

The initial filing deadline was 19 January 2018. For details and requirements for the filing, please see Section 5.

3. LEGAL DEFINITIONS

3.1 Registering Entities

- The following legal entities with their legal seat in Slovenia are Registering Entities pursuant to the registration obligations in the *AML Act*:
 - Unlimited liability companies (*družbe z neomejeno odgovornostjo*);
 - Limited partnerships (*komanditne družbe*);
 - Limited liability companies (*družbe z omejeno odgovornostjo*);

- Joint stock corporations (*delniške družbe*);
- Limited partnerships with share capital (*komanitne delniške družbe*);
- SEs (*evropske delniške družbe*);
- Economic Interest Grouping (*gospodarska interesna združenja*);
- European Economic Interest Groupings (*evropska interesna gospodarska združenja*);
- Cooperative societies (*zadruge*);
- SCEs (*evropske zadruge*);
- Institutes (*zavodi*);
- Institutes communities (*skupnosti zavodov*);
- branches of a company (*podružnica gospodarske družbe*)
- branches of a foreign company (*podružnica tuje gospodarske družbe*)
- a part of another legal person referred to in Article 3 of the Register of Companies Act if, according to an Act, it is to be entered in the register of companies (*del druge pravne osebe iz tretjega člena Zakona o sodnem registru, če zakon določa, da se vpiše v sodni register*);
- associations, institutes, political parties, trade unions, religious communities and other entities in which the participation is not possible (*društva, zavodi, politične stranke, sindikati, verske skupnosti in drugi subjekti v katerih ni možna udeležba pri upravljanju na podlagi poslovnega deleža, delnice ali udeležbe v kapitalu*);
- Foreign funds, foundations or foreign entities of a similar legal form, which receives, manages and distributes assets for a certain purpose (*tuji skladi, ustanove ali podobni pravni subjekt tujega prava, ki sprejema, upravlja ali razdeljuje premoženjska sredstva za določen namen*);
- other entities which are legally required to be registered in the Slovenian commercial register; and
- Additional Registering Entities:

Before the Amendment the AML Act provided for explicit exceptions; however this was changed by the Amendment and the following entities were also added to the list of Registering Entities:

- individual entrepreneurs (*samostojni podjetniki*);
- natural persons individually conducting their business activity (*fizične osebe, ki samostojno opravljajo dejavnost*);
- single-member limited liability companies where the single member is also the only legal representative and the only company owner (*enoosebne družbe z omejeno odgovornostjo pri katerih je edini družbenik hkrati edini zastopnik družbe*);
- direct and indirect state budget users (*neposredni in posredni proračunski uporabniki*).
- Furthermore, the Amendment established an additional Registering Entity not previously listed under the exceptions, namely:

- other legal entities where share, stock or participation in the capital is not possible (the exact list of these entities that may fall under this provision is yet to be determined by the Ministry of Finance in the Amended Rules; however the legislator indicated that this was aimed at organisations such as trade unions, associations, political parties etc.).

The registration of all above-stated entities shall be made automatically with the transfer of data from the Court Register to the Register. Nevertheless, if such a Registering Entity establishes that not all its UBOs have been entered into the Register, or if information has changed, the Registering Entity shall be obliged to notify the Register and submit the correct / modified information within 15 days.

▪ **Exceptions from registration:**

- Companies listed on a regulated market that are subject to disclosure requirements consistent with EU law or subject to equivalent international standards which ensure adequate transparency of ownership information are not required to register in the Register.

There is no specific exception for companies listed on a Slovenian stock exchange, but such companies can be exempted under the exception under point (c) above.

3.2 UBO definition

In general, under the AML Act UBOs are any natural persons, who are ultimate owners of the entity, or directly or indirectly own or control a share or voting rights, or participate in the Registering Entity, or the natural persons on whose behalf the transaction is being carried out, whereby definitions on ownership or control vary depending on the group structure and the legal form of the Registering Entity.

▪ **Direct economic owners** as UBOs are natural persons who:

- directly or indirectly hold more than 25 % of the business shares, voting rights or other management rights in the Registering Entity;
- directly or indirectly hold sufficient interest (more than 25 %) in the share capital of the Registering Entity;
- have a controlling position in the management of funds of the Registering Entity (whereby „control“ is defined pursuant to Article 56 of the Slovenian Companies Act stipulating that an entity (the subsidiary) is deemed to be controlled by another entity (the parent) when it holds: (i) the majority of voting rights of the shareholders, (ii) the right to appoint or remove the majority of management or supervisory bodies, and the parent company is also a shareholder, (iii) the right to exercise a controlling influence, or (iv) due to an existing contract with other shareholders of the subsidiary, hold the right to decide how voting rights of shareholders are to be exercised in cases of appointments or removals of the majority of management or supervisory bodies, provided that the parent company's own voting rights are required to reach the majority of all votes);
- indirectly provide funds to the Slovenian corporate entity and therefore have a possibility to supervise, direct or in any other way significantly influence the financial and business decision-making of the company's management.

▪ **Indirect economic owners** as UBOs are natural persons who “control” (as defined in paragraph 1.3.2 (a) (ii) above) a legal entity which hold more than 25 % of business shares, voting rights or other management rights, or hold more than 25 % of an interest in the share capital of the Registering Entity.

▪ **UBOs of entities in which participation is not possible and UBOs of foundations:** The UBO of the association, institute, political party, trade union, religious community or other entity, in which the participation in management based on a share, stock or participation in the capital is not possible, is

ex lege deemed to be its representative, unless otherwise determined during an inspection of the client. Without prejudice to the latter, the UBO of a foundation is *ex lege* deemed to be its founder or trustee or foundation's representative.

- **UBOs of a foreign fund, foundation or foreign entity of a similar legal form:** The UBO of a foreign fund, foundation or foreign entity of a similar legal form which receives, manages and distributes assets for a certain purpose ("**Foreign Funds**"). Foreign Funds are obliged to register their UBOs in the Register if any of the tax liabilities become chargeable in Slovenia. Pursuant to the AML Act, it shall be deemed that the UBO of the Foreign Fund is:
 - any natural person who is a founder of a foreign Fund, a trustee of the assets of a Foreign Fund or the recipient of benefits from the managed assets, provided that the future beneficiaries can be identified or identifiable,
 - a potential protector appointed to represent and protect the interests of the recipients of the benefits of the property;
 - the category of persons in whose interest is the establishment of a Foreign Fund, if the recipients of the benefit of a foreign fund, are yet to be identified;
 - any other natural person who through direct or indirect ownership or through other means of direct or indirect control exercises a final control over a Foreign Fund.

4. INFORMATION AND DOCUMENTS TO BE FILED WITH THE UBO REGISTER

4.1 Documents to be filed

In general, no documents need to be filed with the UBO Register. However, Registering Entities are obliged to establish a record of data on the UBO and maintain and store the documents containing the information on UBOs to prove the authenticity and accuracy of the information in case of inquiry or inspection by the authorities. The data and documents for individual UBOs need to be kept for 5 years after the status of UBO is terminated.

4.2 Information to be filed

The following information is included in the UBO register:

- Information on the Registering Entity:
 - company name;
 - business address;
 - business seat;
 - registration number (for the companies incorporated under the laws of Slovenia) and tax number;
 - date of the entry and deletion of the company from the UBO Register;
 - the category of persons in the interest of whom is the establishment of a foreign fund, foundation or similar foreign legal entity, if the beneficiaries are still to be identified;

- Information on the UBOs:
 - first and last name;
 - address of permanent and temporary residence;
 - date of birth;
 - tax number;
 - citizenship;
 - nature and scope of economic interest in the Registering Entity;
 - date of the entry and deletion of the UBO from the Register;

If the UBO is a non-resident, a foreign tax or other equivalent, the identification number is entered.

If applicable, the following information shall also be entered:

- information whether the data was registered pursuant to the automatic transfer from the Court Register; and
- a designated note in the case of anomalies determined by the Supervisory Authorities.

5. REGISTER FILINGS

5.1 Filing by company's representative

The information about the UBO needs to be filed via an online application of the Agency of the Republic of Slovenia for Public Legal Records and Related Services (the “**AJPES**”; <https://www.ajpes.si/>), which is a centralised one-stop web portal for businesses providing direct access to numerous e-government applications, among others to the online UBO register (the “**eRDL**”).

To access the AJPES and to file information with the eRDL, an account with the AJPES and a qualified certificate for electronic signature are required.

An AJPES account can be set-up by using a

- a company account; or
- a personal account.

Detailed information on how to set up an AJPES account can be found under <https://www.ajpes.si/nastavitve/uporabnik.asp> (Slovene only).

5.2 Filing by a professional representative

The Registering Entity entered into the Slovenian Business register may authorise someone else (e.g. an attorney-at-law or auditor) to file the information on behalf of the Registering Entity. The instructions for such authorisation are described in greater detail under https://www.ajpes.si/Doc/AJPES/e-Pooblastila_Prirocnik_zakorabnike.pdf (Slovene only).

A foreign Registering Entity that is not entered into the Slovenian Business register must fill out the form for an authorisation, accessible under https://www.ajpes.si/Registri/Drugi_registri/Register_dejanskih_lastnikov/Splosno#b622 (Slovene only).

5.3 Change of professional representative

Once a filing has been completed by an entity's authorised representative, any newly appointed representative (e.g., change of attorney-at-law) may only complete a filing on behalf of the Registering Entity by informing the AJPEs of the change of the entity's representative.

A granted authorisation may be revoked by the Registering Entity or by the person who has been authorised via eRDL. Thereafter, a new or additional representative may be authorised via the AJPEs web application.

6. COMPLIANCE & FINES

6.1 General

The Slovenian Office for Money Laundering Prevention is officially empowered to exercise control over the UBO Register and the respective obligations of entry into the Register. Pursuant to Section 3.3.2.2.5. of the *AML Act*, Registering Entities are obliged to identify their UBO and shall take adequate measures to verify their identity/ identities.

Such measures include, but are not limited to, understanding and monitoring the ownership and control structure of the shareholders, including their business activities and the origin of the assets (Article 49 of the *AML Act*).

Further, entities shall, in addition to information with respect to their legal owner, be able to submit substantiating documents regarding their UBO to obliged parties (e.g. financial institutions, attorneys, tax advisors) upon request. For the detailed description on who may access the information, please see Section 7 below.

The legal entities must retain copies of the documents and information necessary to determine the beneficial owners until at least five years from the date of termination of the UBO status under the *AML Act*.

The deadline for the entry of UBOs into RDL was 19 January 2018; however, the entities that have not entered the required information yet may still do so.

Legal entities which will be established after the above-stated deadline shall enter their UBOs within eight days after the registration with the Slovenian business register or Slovenian tax register (in the case of foreign legal persons).

Furthermore, entities shall enter changes of certain information (namely, entry or deletion of UBO, change of control, personal information of UBO who has not obtained a Slovenian tax number) within 8 days from the day the change occurred.

Business entities are liable for the correctness of the information entered in the RDL.

6.2 Fines

In general, in the event of non-compliance, public authorities can impose fines in order to enforce the filing obligation (also repeatedly until the filing obligation is met).

Any breach of the obligation to identify, register the information (or the change of it) and keep the copies of the documents and information concerning the ultimate beneficial owner's identification for at least five years after its status of UBO has expired, may be fined with a penalty ranging from EUR 6,000 and up to EUR 60,000.

The responsible person within the entity may be fined from EUR 400 up to EUR 2,000 for such offence under Article 167 Paragraph 2 of the *AML Act*.

7. ACCESS TO THE REGISTER

7.1 Excerpts

- Simplified Excerpts

Simplified publicly accessible excerpts contain general information, such as first and last name, permanent and temporary residence, date of entry of the UBO in the Register, and the nature and scope of the beneficial interest. Pursuant to the Amendment, the UBO's month and year of birth will also be publicly accessible.

- Extended Excerpts

The more detailed, extended excerpts are accessible to the Supervisory Authorities listed in 7.4. They may, in addition to the information stated in point a) above, access the following information: full date of birth, tax number and nationality of the UBOs.

7.2 Inspection by obliged parties

In accordance with the objectives of the *AML Act*, obliged entities may inspect the UBO Register to fulfil their due diligence requirements for the prevention of money laundering and terrorist financing with respect to customers. In addition, legal professionals acting in a professional capacity may also inspect the Register for the purpose of advising their clients with respect to identifying, verifying and reporting the beneficial owners of their clients (see also below under Section 7.3).

Obliged entities within the meaning of Article 4 of the *AML Act* are:

- Banks and their branches in EU member states, Slovenian branches of EU or third country banks;
- saving banks;
- payment institutions, payment institutions benefiting from a waiver, payment institutions benefiting from a waiver of a member states which, under the law governing payment services and systems, establish a branch in Slovenia or directly provide payment services in Slovenia through a representative or directly;
- post offices in case they provide money transfer services (pay-in and pay-out) via postal order;
- brokerage companies;
- investment funds selling their own units in Slovenia; in the event that the investment fund is not self-managed, this provision applies to the fund managers;
- funds management companies, managers of alternative investment funds providing financial instruments management services and ancillary services and funds management companies;

- branches of an EU investment firm and branches of a third country investment firm in Slovenia;
- branches of a funds management company in Slovenia, which provide financial instruments management services and ancillary services;
- Slovenian branches of EU fund managers and branches of a third country fund manager of the alternative investment fund;
- mutual pension funds managers;
- managers of the bridging fund referred to under the law governing bridging insurance for professional and top athletes;
- pension company founders and managers;
- insurance companies authorized for life insurance business, branches of third-country insurance companies authorized for life insurance business, and insurance undertakings or branches of Member States establishing a branch in Slovenia
- electronic money issuers, electronic money issuers benefiting from a waiver, branches of electronic money issuers and electronic money issuers benefiting from a waiver of a third country, and electronic money issuers and electronic money issuers benefiting from a waiver of a Member State establishing a branch in Slovenia;
- foreign exchange offices;
- audit firms and independent auditors;
- games of chance organisers and license holders;
- pawnshops;
- legal and natural persons carrying out businesses in connection with the following business activities:
 - granting of loans, including: consumer loans, mortgage loans, factoring, financing of commercial transactions, including forfeiting;
 - financial leasing;
 - issuing and managing other payment instruments (e.g. travellers' cheques and bankers' drafts), insofar as such services are not included under the law governing payment services and systems;
 - Cryptocurrency exchange platform services, custodian wallet providers and exchange assistance services;
 - issuing of guarantees and other sureties;
 - investment management for outside bodies and investment management consulting as prescribed under the law governing the Slovenian Sovereign Holding;
 - safe custody services;
 - credit and lending transactions intermediary, except for those legal and natural persons whose intermediary activity is not their main activity and do not carry out transactions on behalf of and for the account of a financial or credit institution (ancillary credit intermediaries);

- life insurance business agency;
- life insurance business intermediary;
- accounting services;
- tax consultancy, directly or indirectly ensuring material assistance, tax advising or consulting as main business or professional activity;
- corporate or fiduciary services;
- precious metals and stones (including products) trading;
- art trading, art intermediaries in the trade of works of art including when performed by art galleries, auction houses or free ports and storing works of art when this is carried out by free ports (above EUR 10,000);
- organising or conducting auction sales;
- real estate business, including owning real estate, renting or operating own or rented real estate, and real estate intermediary (if rent is above EUR 10,000);
- implementation of measures to strengthen the stability of banks in Slovenia under the law governing the measures of Slovenia to strengthen the stability of banks;

(together as „**Obligated Entities**“).

The Obligated Entities have full access to all the information in the Register and may search through the name and the last name of a natural person.

Obligated Entities have direct access to all information on UBOs who are entered in the Register when conducting a client inspection in accordance with the provisions of the *AML Act*. Finding information about beneficial owners is also possible for the Obligated Entities by using a combination of personal name and tax number, personal name, date of birth or combination of personal name and address of permanent residence entered in the register.

Pursuant to paragraph nine of Article 43 of the *AML Act*, the Obligated Entity may, when conducting the AML procedure, obtain the information from business register, court register, Register or any other public register, however the Obligated Entity shall not rely solely upon the information obtained from the Register.

If any Obligated Entity during the identification of the UBO of the client doubts the authenticity of the information received or the authenticity of the documents and other business documents from which the information was obtained, it must obtain a written statement from the legal representative or proxy before the conclusion of the business or carrying out the transaction. Moreover, the Obligated Entity shall proceed with one or more due diligence measures as prescribed in the provisions of the *AML Act* governing the client due diligence measures.

7.3 Access and inspection by professional representatives

As professional representatives are usually deemed as Obligated Parties, they will have the same form of access as described under Section 7.2 above.

7.4 Inspection by authorities

In accordance with the objectives of the *AML Act*, access to the UBO register is also granted to several governmental authorities

The following supervisory authorities within their duties for preventing the financial system from being used for the purpose of money laundering and terrorist financing:

- Office for Money Laundering Prevention (*Urad za preprečevanje pranja denarja*);
- Bank of Slovenia (*Banka Slovenije*);
- Securities Market Agency (*Agencija za trg vrednostnih papirjev*);
- Insurance Supervision Agency (*Agencija za zavarovalni nadzor*);
- Financial Administration (*Finančna uprava Republike Slovenije*);
- Market Inspectorate (*Tržni inšpektorat Republike Slovenije*);
- Agency for Public Oversight of Auditing and Slovene Institute of Auditors (*Agencija za javni nadzor nad revidiranjem in Slovenski inštitut za revizijo*);
- Slovenian Bar (*Odvetniška zbornica Slovenije*);
- Chamber of Notaries of Slovenia (*Notarska zbornica Slovenije*);
- prosecuting authorities and courts;
- All state authorities when deciding on the rights of entities that have financial implications for the state budget;

(all together as “**Supervisory Authorities**”).

The Supervisory Authorities shall have direct access to all information on UBOs entered in the Register when conducting a client inspection in accordance with the provisions of the *AML Act*. Finding information about beneficial owners is also possible for the Obligated Entities by using a combination of personal name and tax number, personal name and date of birth or a combination of a personal name and address of permanent residence entered in the Register.

7.5 Public access

The information entered into the Register is publicly available through the search engine on the AJPES portal (eRDL) from 19 January 2018 (on the website <https://www.ajpes.si/eRDL/Iskalnik/Javni>).

Currently all information except for the date of birth, tax ID and nationality of the UBOs is public. This information is available solely to the entitled persons and/or Supervisory Authorities (i.e. the Obligated Entities who carry out measures to detect and prevent money laundering and terrorist financing, crime detection and prosecution authorities, courts, supervisory authorities and state bodies as enshrined by the *AML Act*). As indicated above, pursuant to the Amendment, also the UBO's month and year of birth will be visible in the Register when the software of the Register is amended (subject to Amended Rules being adopted beforehand by the Ministry of Finance).

Public information about UBOs may be accessed through the company's identification number, tax number, name of the legal entity and the country where it is established.

The representative of the Obligated Entities and the Supervisory Authorities (as listed in Section 7.4 above) may file a request with AJPES, for direct electronic access to all information about the UBOs. The information may be accessed by a representative of the entitled person holding a qualified electronic signature certificate registered with the AJPES web portal, with respect to which a corresponding authorisation in the e-authorization system has been assigned to.

The entities stipulated in Article 4 of the *AML Act* are charged for access to data, according to the Tariff for accessing data in the register of beneficial owners (Official Gazette of the RS, no. 76/17). The other entitled persons shall have access to the information free of charge.

7.6 Limited access

The Registering Entity shall fill the prepared form for the insertion of the information on UBOs, which is prepared in a generalised form for all entities. There is no possibility for the entities to limit the public access of the information entered.

This chapter was written by Tjaša Lahovnik and Nejc Goršič.



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UKRAINE

1. EXECUTIVE SUMMARY

STATUS OF IMPLEMENTATION	Implemented
LEGAL BASIS	Law of Ukraine “ <i>On Amendments to Certain Legislative Acts of Ukraine Concerning the Definition of Ultimate Beneficiaries of Legal Entities and Public Figures</i> ” no.1701-VII dated 14 October 2014
AVAILABLE LANGUAGE(S)	Ukrainian
ENTRY INTO FORCE	25 November 2014
FILING DEADLINE	25 May 2015 (was extended to 25 September 2015)
FILING MODE / RESPONSIBLE PARTY	Online or physical filing by the founder, the entity itself, the acquirer of shares, as the case may be, or an authorised representative (further requirements, see below)
FILING LANGUAGE	Ukrainian only
FILING BY LAWYER POSSIBLE	Yes, based on a power of attorney issued by a responsible party
COMPLIANCE	Maintain up-to-date UBO information. In addition, each registration needs to be confirmed by a confirmatory filing once per year.
PUBLIC ACCESS TO REGISTER	Yes

2. BACKGROUND

In Ukraine, the legal requirement on registration of the ultimate beneficiary owner (the “UBO”) was initially introduced by the Law of Ukraine “*On Amendments to Certain Legislative Acts of Ukraine Concerning the Definition of Ultimate Beneficiaries of Legal Entities and Public Figures*” no.1701-VII dated 14 October 2014 which became effective on 25 November 2014 and among others introduced amendments to the Law of Ukraine “*On State Registration of Legal Entities and Private Entrepreneurs*” no.755-IV dated 15 May 2003 (the “**Beneficial Owners Register Act**”) providing for registration requirements and procedures for state registration of legal entities and individual entrepreneurs.

Initially, 25 May 2015 was set as a deadline for the UBO registration. This deadline was subsequently extended to 25 September 2015.

On 28 April 2020, the Law of Ukraine “*On Prevention and Counteraction to the Legalisation (Laundering) of the Proceeds of Crime, Terrorism Financing and Financing of the Proliferation of Weapons of Mass Destruction*” no. 361-IX dated 6 December 2019 (the “**AML Law**”) became effective. It substantially expands the UBO definition, amends the Beneficial Owners Register Act to provide more extensive UBO information and sets forth additional UBO compliance and disclosure requirements. The AML Law requires legal entities registered before 28 April 2020 to submit extended UBO information within three months after adoption of by-laws introducing a form of, and requirements to, the shareholding structure. The mentioned by-laws have not yet been introduced.

Beginning from 28 April 2020, for the state registration of a newly created legal entity, the founders will need to submit either expanded UBO information in line with the AML Law and Beneficial Owners Register Act or a grounded explanation on its absence. The UBO information must also be provided to the state registrar in order to perform any registration actions by a Ukrainian entity concerned with the Companies' Register (as defined below).

For an overview of the basic principles of the AML Law and Beneficial Owners Register Act, please see Section 3 below. For the general UBO compliance obligations set forth by Ukrainian law, please refer to Section 6 below.

3. LEGAL DEFINITIONS

3.1 Registering Entities

- Legal entities registered in Ukraine are the Registering Entities pursuant to the Beneficial Owners Register Act.
- Exceptions from the registration obligation

Under the Beneficial Owners Register Act, the obligation to register UBOs does not apply to:

- political parties (*політичні партії*), structural units of political parties;
- trade unions (*професійні спілки*), their associations, trade union organisations, provided for by charters of trade unions and their associations;
- creative unions (*мистецькі спілки*), local branches of creative unions;
- employers' organisations (*організації роботодавців*), their associations;
- bar associations (*адвокатські об'єднання*) ;
- chambers of industry and commerce (*торгово-промислові палати*) ;
- associations of co-owners of apartment buildings (*об'єднання співвласників багатоквартирних будинків*) ;
- religious organisations (*релігійні організації*) ;
- state authorities;
- local self-government authorities, their associations; and
- state and municipal enterprises, institutions, organisations.

There is no exception for companies listed on a stock exchange.

3.2 UBO definition

In general, under the AML Law, any UBO is an individual (natural person) exercising a decisive influence (control) on the activity of the client and / or the natural person on whose behalf a financial transaction is conducted. Definitions of ownership or control vary depending on the group structure and the legal form of the Registering Entity. The most common definition is as follows:

- The UBO of a legal entity is any natural person exercising decisive influence on the activities of a legal entity (including through control/ownership chain);

- The UBO of trusts¹ established in accordance with the laws of the country of their registration – as settlor, trustee, protector (if any), beneficiary or a group of beneficiaries, as well as any other natural person exercising a decisive influence on the activity of the trust (including through the control / ownership chain);
- The UBO of another similar legal arrangement – a person who has a status equivalent or similar to persons specified for trusts;
- An indication of exercising a direct decisive influence on the activities is a direct ownership by a natural person of not less than 25% of the authorised (share) capital or voting rights of a legal entity;
- Indicators of exercising an indirect decisive influence on the activities are:
 - ownership by a natural person of not less than 25% of the authorised (share) capital or voting rights of a legal entity through related natural or legal persons, trusts or other similar legal arrangements;
 - exercising a decisive influence through the exercise of the right to control, possession, usage or disposal of all assets or a portion thereof, the right to receive an income from the activities of a legal person, a trust or another similar legal arrangement;
 - the right of decisive influence on the composition, results of voting of management bodies, as well as making transactions which enable the determination of the basic conditions of the business activity of a legal entity, or the activity of a trust or another similar legal arrangement, to make binding decisions that have a decisive impact on the activities of a legal entity, trust or another similar legal arrangement, regardless of formal ownership.

It is also expressly stated in the AML Law that a UBO may not be a person who has a formal right to 25% or more of the authorised (share) capital or voting rights in a legal entity, but is a commercial agent, nominal owner (holder), or only an intermediary with respect to such a right.

4. INFORMATION AND DOCUMENTS TO BE FILED WITH THE UBO REGISTER

4.1 Documents to be filed

The following documents/information must be filed with the state registrar for the UBO registration:

- A registration application based on the template adopted by the Ministry of Justice of Ukraine;
- The shareholding structure based on the template adopted by the Ministry of Finance of Ukraine;
- An extract/certificate from the trade/commercial/court register confirming registration of a non-resident legal entity which is a direct shareholder in the Registering Entity; and
- A copy (certified by a notary) of the ID of the UBO who is a non-resident (or a Ukrainian resident if his/her ID was issued without using the Unified State Demographic Register).

The documents are to be provided in the Ukrainian language and optionally in another language (with the exception of the registration application which is submitted only in Ukrainian). Documents prepared in foreign languages must be translated into Ukrainian with the translation being certified by a notary. In order to be officially acceptable in Ukraine, the documents issued by foreign authorities/notaries must be apostilled or legalised.

¹ Trusts do not exist under Ukrainian law. Thus, the legislator explicitly included trusts established in accordance with the laws of the country of their registration.

The following information is to be provided in the registration application with respect to (1) the UBO(s) of the Registering Entity, and (2) the UBO(s) of the founder (shareholder) of the Registering Entity:

- UBO's personal information: full name; date of birth; nationality; passport details; country of residence; the taxpayer's registration number (if applicable);
- Percentage of shareholding or voting rights in a legal entity held by a respective UBO;
- Type of beneficial ownership – to be chosen from the following options: (i) direct, and (ii) indirect;
- Nature and extent (level, degree, share) of beneficial ownership (benefit, interest, influence).

4.2 Legal entities without a UBO

Ukrainian law recognizes that there may not be a UBO in a legal entity. If there is no UBO in the Registering Entity (i.e. no individual falling under the UBO definition provided for in the AML Law), a respective note with an explanation of the reason of the absence of an UBO should be provided in the registration application submitted to the state registrar. The absence of the UBO and its reason are reflected in the Companies' Register.

The AML Law has supplemented the Beneficial Owners Register Act *inter alia* to require that the Companies' Register must contain a *grounded* reason for the UBO's absence. However, there is neither an indication in the new legislation what may qualify as such, nor whether the wording as indicated above would be sufficient for this purpose. So far, no bylaws or official position of the authorities have been adopted clarifying this issue.

5. REGISTER FILINGS

5.1 Registration filing

The UBO information is registered with the Uniform Register of Legal Entities, Private Entrepreneurs and Civic Associations (Єдиний державний реєстр юридичних осіб, фізичних осіб-підприємців та громадських формувань) (the “**Companies Register**” or “**UBO Register**”). The Ministry of Justice of Ukraine is the holder and administrator of the Companies Register in Ukraine.

An applicant to the Companies Register can be *inter alia*:

- a founder(s) of a newly established legal entity or a person authorized by the founder(s);
- the CEO or an authorised representative of a legal entity (usually acting based on a power of attorney) e.g. in the case of registration of amendments to the information registered with the Companies Register with respect to such entity;
- an acquirer of a share in the authorised capital of a limited liability company or additional liability company or a legal successor of shareholders in such companies in the case of share transfer/legal succession.

5.2 Filing process and registration authority

Registration filing can be done by submitting paper-form or electronic-form documents.

Paper form documents and information are submitted to registration authorities, which vary depending on the type of entity concerned. With respect to private legal entities, such authority is usually the executive bodies of village, settlement and city councils, local state administrations, and notaries. Paper form documents may be submitted in person or by mail.

The information and documents in electronic form are filed via the e-services portal (<https://kap.minjust.gov.ua/> available only in Ukrainian), a website, which makes available various services in connection with the state registration, licensing, issuance of permission documentation in different areas of business activities.

Importantly, an electronic registration application must be signed and copies of the required documents prepared using a qualified electronic signature which can be obtained in one of the qualified electronic trust service providers (a list of providers is available at: <https://czo.gov.ua/ca-registry> (only in Ukrainian)).

In order to access the e-services portal and to file information with the Companies Register, one needs to register, which requires:

- usage by the applicant of a qualified electronic signature; and
- submission of the following information: individual's full name, tax ID number or passport details, ID-card number, if available, full name and identification number of the legal entity on behalf of which the individual is acting.

Registration on the e-services portal allows the user to setup a personal account through which the user may *inter alia* submit information and documents for registration actions in the Companies Register. Importantly, the users of a legal entity's personal account can only be its CEO and direct shareholder(s) registered with the Companies Register.

Rules on how to set up the above-mentioned account can be found under https://e-court.mail.gov.ua/?_task=login&_action=plugin.registration_rules (Ukrainian only).

5.3 Lawyer filing

An authorised representative (such as e.g. outside or inhouse counsel) may conduct the filing based on a power of attorney with necessary powers and authorities issued by the applicant authorised by the Beneficial Owners Register Act to submit documents in a particular case such as e.g. the Registering Entity (*i.e.* its CEO registered with the Companies Register) or a person who has acquired a share in the Registering Entity.

6. COMPLIANCE & LIABILITY

6.1 General

Pursuant to Article 64-1 of the Commercial Code of Ukraine, legal entities, other than state and municipal enterprises, are required to establish their UBOs, to regularly update and maintain UBO information and to provide such information to the state registrar to the extent set forth by law. Based on Article 17 of the Beneficial Owners Register Act, an entity is required to maintain information on its UBO(s) and shareholding structure. Therefore, an entity in fact is required to request and maintain in its files information on its UBOs (at a minimum, information and documents, to the extent applicable, indicated in Section 4 above).

The UBO information must be provided to the state registrar in order to perform any registration actions by the Registering Entity with the Companies Register. If the previously submitted UBO information has not changed, an applicant is required to confirm this fact in the registration application.

6.2 Updating UBO registration

As indicated above, entities are required to maintain updated information on UBOs and the shareholding structure, to renew it and:

- to notify the state registrar of any changes in the UBO information and shareholding structure by submission of an updated registration form and documents listed in Section 4.1 above) within 30 business days after the said changes;
- in case of inaccurate or incomplete disclosure of the UBO information to the state registrar, to submit correct information within 3 business days.

6.3 Annual filing

All Registering Entities are obliged to review the correctness of data on their UBOs at least once per year. Specifically, entities are required to confirm the UBO information reflected in the Companies Register by submission of a statement confirming information indicated in the Companies Register. If the UBO information changes, an entity is required to submit confirming documents (i.e. documents listed in Section 4.1. above).

The deadline for such annual filing is 14 calendar days from the date of the initial state registration of the Registering Entity.

6.4 Liability

A failure to submit or a delayed submission of the UBO information (or information on the absence of the UBO, information/documents confirming the UBO information in the Companies Register) to the Companies Register may be subject to an administrative fine imposed on the Registering Entity. The fine ranges from 1,000 to 3,000 non-taxable minimum incomes² which is equal to UAH 17,000 to UAH 51,000 accordingly (currently set at approx. EUR 510 and EUR 1,520 based on the exchange rate of the National Bank of Ukraine³) (Article 166-11 of the Administrative Offences Code of Ukraine).

An intentional breach and submission of false information for state registration of a legal entity (such information includes the UBO information) may be subject to criminal liability punishable by (i) a fine in the amount from 5,000 to 8,000 non-taxable minimum incomes which is equal to UAH 85,000 to UAH 136,000 (currently set at approx. EUR 2,530 and EUR 4,050 based on the exchange rate of the National Bank of Ukraine), or (ii) arrest for a term from 3 to 6 months, or (iii) imprisonment for a term of up to 3 years (Article 205-1 of the Criminal Code of Ukraine). Repeated violation is subject to a more severe penalty.

7. ACCESS TO THE REGISTER

7.1 Types of access

- Online access

The Companies Register (including the UBO information as its part) is open to the general public (except for tax ID numbers and passport data) and accessible at: <https://usr.minjust.gov.ua/content/free-search> (only in Ukrainian) for reviewing, copying and printing.

² A non-taxable minimum income currently amounts to UAH 17.

³ The EUR equivalent is based on UAH/EUR exchange rate set by the National Bank of Ukraine on 6 November 2020.

The UBO information, which is accessible, includes the following data: full name, country of citizenship, place of residence, full name and registration number (for Ukrainian entities) of the founder in which an individual is the UBO, type and nature/extent of beneficial ownership, or information on the absence of the UBO.

- Receipt of excerpts

It is also possible to receive a paper or electronic excerpt from the Companies Register for a minor fee.

An electronic excerpt can be received via the e-services portal (<https://usr.minjust.gov.ua/content/home> available only in Ukrainian)

A paper form excerpt can be issued at the request of any state registrar, administrative services centre (established by municipal and local authorities in order to provide various administrative services on a "single window" and "transparent office" principle) or notary.

- Receipt of copies of documents

Apart from excerpts from the Companies' Register, it is also possible to receive paper-form copies of the documents stored in the registration file of the Registering Entity. An application for a receipt of specific documents in the registration file should be submitted to an administrative services centre at the registered address of the Registering Entity. Such application is subject to a minor fee.

7.2 Checks by primary financial monitoring entities

It is generally provided by the Beneficial Owners Register Act that information reflected in the Companies Register may be used for identification of a legal entity in the course of commercial activities and opening bank accounts. However, the AML Law sets forth stricter requirements aimed at the prevention of money laundering and terrorist financing.

In particular, the AML Law requires a primary financial monitoring entity (суб'єкт первинного фінансового моніторингу) ("**PFME**") to conduct identification and verification of their clients for which purpose they may use information reflected in the Companies Register.

The PFMEs within the meaning of the Article 6 of the AML Law are:

- banks, insurers (reinsurers), insurance (reinsurance) brokers, credit unions, pawnshops and other financial institutions;
- payment organisations, participants/members of payment systems;
- commodity and other exchanges that conduct financial transactions with goods;
- professional participants of the securities market, except for persons engaged in the organisation of trade in the stock market;
- postal services operators, other institutions that provide services of money transfer (postal transfer) and foreign exchange transactions;
- branches or representative offices of foreign residents that provide financial services within the territory of Ukraine;
- special PFMEs (except for persons providing services within the framework of labour relations): auditors; accountants, entities that provide accounting services; tax advisors; law firms, bar associations and individual law professionals; notaries; law companies; persons who provide services for the establishment, operation or management of legal entities; business entities that provide intermediary

services during the sale and purchase of real estate, as well as business entities that provide consulting services related to the purchase and sale of real estate; business entities that trade in precious metals, precious stones and related products for cash; business entities providing services in the field of lotteries and / or gambling;

- a provider of services related to the circulation of virtual assets; and
- other legal entities that by their legal status are not financial institutions but provide certain financial services.

In fact, the PFMEs are not limited in their Know Your Client (KYC) information requests. Among others, in order to comply with the identification and verification obligations stipulated in the AML Law, they may check official sources of information (including the Companies Register), make information requests to their clients (potential clients) and state authorities including state registrars.

The AML Law specifically provides that while determining the UBO, the PFMEs should not limit their search by information received from the Companies' Register and should follow a risk-based approach.

If any PFME becomes aware of an inconsistency between the client's registered data and UBO information received from the client, such PFME is required by the AML Law to notify the competent authority no later than on the 10th business day of the month following the month in which it identified the inconsistency.

Under the AML Law, the PFMEs are entitled to exchange information about persons who have been refused to establish (maintain) business relations, open an account or conduct a financial transaction.

7.3 Inspections by the authorities

Like any other person, a state authority may have online free and unlimited access to the Companies Register, as indicated in Section 7.1.

In addition, under the Registration Law, state authorities, including courts, National Police, prosecution authorities, Security Service of Ukraine, as well as local self-governmental bodies and their officers may receive information from the Companies Register free of charge in electronic form through the e-services portal (please refer to Section 5.2).

Under the AML Law, financial monitoring authorities (such as the National Bank of Ukraine, the Ministry of Finance, the Ministry of Justice of Ukraine, the National Commission on Securities and Stock Market, the Ministry of Digital Transformation of Ukraine and the State Financial Monitoring Service) are empowered to request any information from state registrars. Such requests must be responded to within 10 business days.

The AML Law also specifically provides that state authorities including state registrars are obliged to provide the State Financial Monitoring Service (Державна служба фінансового моніторингу), as a specially authorised financial monitoring authority, with information (copies of documents), information *inter alia* from information systems, registers and data banks necessary to perform its tasks, and / or grant access to their information resources (databases). Hence, the financial monitoring authority may have direct access (including automated) to the Companies Register.

The automated access to the Companies Register is also provided to the National Agency for Corruption Prevention, which is a central authority responsible for the development and implementation of the national anti-corruption policy.

Banks and credit bureaus receive information from the Companies Register electronically in the form of a database, extract and / or in another form.

7.4 Public access

As indicated in Section 7.1, the Companies Register is publicly accessible.

For a minor fee, anyone can request an excerpt via the online access portal of the Ministry of Justice of Ukraine, which can be accessed under the following link: <https://usr.minjust.gov.ua/content/paid-search>

However, the request to conduct a search and receipt of an electronic excerpt can be done only using a qualified electronic signature and after registration at the e-services portal. To perform a search in the register, the identification (registration) number, full or short name of the Registering Entity are required. Other search criteria include information on a direct shareholder of the Registering Entity, its CEO or a person authorised to act for an entity without a power of attorney. Searching by UBOs is not yet possible.

A public excerpt contains quite extensive information about the Registering Entity, including the UBO information (for details on such information please refer to Section 7.1 above).

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