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Transparency Register pursuant to the 4th European Money Laundering Directive – Status of Implementation in Selected EU Member States

June 2018

Introduction

Among other measures designed to combat money laundering and terrorist financing, the 4th Money Laundering Directive requires the EU member states to set up registers of the ultimate beneficial owners of legal entities. It was left up to the individual member states how to implement the directive, and in doing so, member states have taken different approaches.

In order to give an initial overview, CMS has summarized the regulations in selected member states. Of particular relevance to shareholders are those countries in which direct and indirect shareholders have an active obligation to make any necessary notification.



Key

Listed Companies:	Companies listed on a regulated market
UBO:	Ultimate Beneficial Owner
Transparency Register:	A central transparency register in accordance with the Directive (EU) 2015/849



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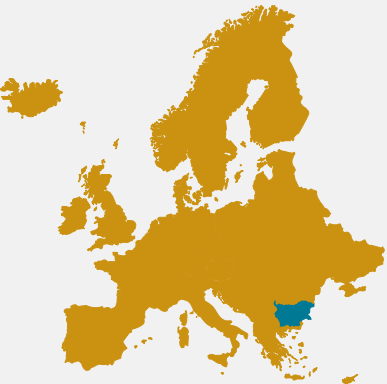
Overview of the implementation of a Transparency Register

Austria	What is the legal basis of the Transparency Register in the respective Member State?	Is there an obligation of a UBO or shareholder to proactively provide information on the UBO to the legal entity?	Is there an obligation of a legal entity to actively inquire with its shareholders/partners on the identity of the UBO(s)?	Who is required to make filings with the Transparency Register, the legal entity or the UBO?	Are there exemptions to the filing obligation?	What is the due date for the initial filing with the Transparency Register?	What are the sanctions in case of a breach of the transparency obligation?	Is the Transparency Register established as a separate register or part of an existing register?
  Your contact: Peter Huber Managing Partner T +43 1 40443 1650 E peter.huber@cms-rrh.com	Bundesgesetz über die Einrichtung eines Registers der wirtschaftlichen Eigentümer von Gesellschaften, anderen juristischen Personen und Trusts (Wirtschaftliche Eigentümer Registergesetz).	Yes. Beneficial and legal owners have to provide the legal entity with all documents and information necessary.	Yes. Legal entities are obliged to take appropriate measures to verify whether the information provided is correct and to fully understand the ownership and control structure.	The legal entity.	No filings necessary in the case of: <ul style="list-style-type: none">— Partnerships (Offene Gesellschaft, Kommanditgesellschaft), if all personally liable shareholders are natural persons.— Limited liability companies, if all shareholders are natural persons.— Cooperatives and Industrial Societies (Erwerbs- u. Wirtschaftsgenossenschaften).— Mutual insurance associations (Versicherungsvereine auf Gegenseitigkeit).— Associations pursuant to the Austrian Associations Act (Vereine gemäß Vereinsgesetz).— Listed Companies.	1 June 2018	Administrative fines.	Yes. Filings have to be made via the Unternehmensserviceportal (www.usp.gv.at).



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Belgium	What is the legal basis of the Transparency Register in the respective Member State?	Is there an obligation of a UBO or shareholder to proactively provide information on the UBO to the legal entity?	Is there an obligation of a legal entity to actively inquire with its shareholders/partners on the identity of the UBO(s)?	Who is required to make filings with the Transparency Register, the legal entity or the UBO?	Are there exemptions to the filing obligation?	What is the due date for the initial filing with the Transparency Register?	What are the sanctions in case of a breach of the transparency obligation?	Is the Transparency Register established as a separate register or part of an existing register?
<div></div> <div><p>Your contact:</p><p>Vincent Dirckx Partner T +32 2 743 6 985 E vincent.dirckx@cms-db.com</p></div>	Act dated 18 September 2017 on the prevention of the use of the financial system for the purposes of money laundering or terrorist financing and on the restriction for the use of cash, effective from 16 October 2017.	<p>No.</p> <p>The Act does not indicate an obligation of a UBO or a shareholder to proactively provide information on the UBO to the legal entity but this is still subject to the implementing royal decree to be adopted.</p>	<p>Yes.</p> <p>Legal entities are bound to collect and keep relevant, up-to-date and correct information on their UBO and their economic interests. Such information should include at least the name, date of birth, citizenship and address of the UBO as well as the nature and extent of its respective economic interest (still subject to the implementing royal decree to be adopted).</p>	The legal entity (still subject to the implementing royal decree to be adopted).	Yes, for listed companies. This is still subject to the implementing royal decree to be adopted.	n/a	<p>Where it is impossible for the legal entity to successfully go through the identification process, any business relationship or operation run through the entity will be precluded.</p> <p>There are also administrative and criminal fines.</p>	Pending decree.



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Bulgaria	What is the legal basis of the Transparency Register in the respective Member State?	Is there an obligation of a UBO or shareholder to pro-actively provide information on the UBO to the legal entity?	Is there an obligation of a legal entity to actively inquire with its shareholders/partners on the identity of the UBO(s)?	Who is required to make filings with the Transparency Register, the legal entity or the UBO?	Are there exemptions to the filing obligation?	What is the due date for the initial filing with the Transparency Register?	What are the sanctions in case of a breach of the transparency obligation?	Is the Transparency Register established as a separate register or part of an existing register?
  Your contact: Helen Rodwell Managing Partner T +420 296 798 818 E helen.rodwell@cms-cmno.com	Chapter II, Part VI of the Bulgarian Anti-Money Laundering Measures Act (" AMLMA ") (Закон за мерките срещу изпирането на пари) published in State Gazette Issue No 27/2018 on 27 March 2018, effective from 31 March 2018.	Yes. Currently, the process and forms by which such information is provided to the legal entity are unclear. These will be set out in secondary legislation to the AMLMA and are expected to be developed and implemented by 27 August 2018.	No. The obligations of the legal entity are limited to collecting, processing and providing information that was made available to it. The secondary legislation to the AMLMA, which is not yet prepared, may introduce such obligations on the legal entity.	The legal entity.	Yes. There is an exemption if the requisite information is already available in the relevant registers.	1 February 2019. The register will be operational by 1 October 2018.	Fines range between EUR 250 and EUR 2,500 for responsible managers of a legal entity. Fines for legal entities range between EUR 500 and EUR 5,000.	The Transparency Register is designed as part of two existing public registers: the Commercial Register and the BULSTAT Register.

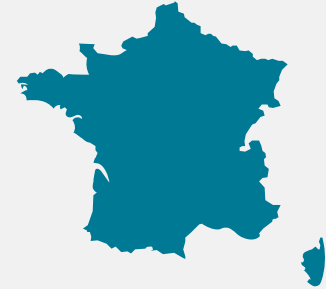

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Croatia	What is the legal basis of the Transparency Register in the respective Member State?	Is there an obligation of a UBO or shareholder to proactively provide information on the UBO to the legal entity?	Is there an obligation of a legal entity to actively inquire with its shareholders/partners on the identity of the UBO(s)?	Who is required to make filings with the Transparency Register, the legal entity or the UBO?	Are there exemptions to the filing obligation?	What is the due date for the initial filing with the Transparency Register?	What are the sanctions in case of a breach of the transparency obligation?	Is the Transparency Register established as a separate register or part of an existing register?
  Your contact: Peter Huber Managing Partner T +43 1 40443 1650 E peter.huber@cms-rrh.com	<p>Act on Prevention of Money Laundering and Terrorism Financing (Zakon o sprječavanju pranja novca i financiranja terorizma); in force from 1 January 2018.</p> <p>The Transparency Register will become operational only after the relevant regulations are adopted. The regulations should be adopted by the end of June 2018.</p>	<p>No.</p> <p>The Act does not prescribe such obligation.</p>	<p>Yes.</p> <p>Although the Act is not explicit in this regard, the legal entity (or the trust manager) is obliged to have and keep adequate, accurate and up-to-date information on the UBO. Non-compliance can result in administrative fines.</p>	<p>The legal entity.</p>	<p>Yes.</p> <p>Exemptions are available for:</p> <ul style="list-style-type: none">— Companies listed on a stock exchange/regulated market of one or more EU member states;— Companies with a registered seat in a foreign country, which are listed on a stock exchange/regulated market of (i) an EU member state, or (ii) a relevant third country (where the company is seated), provided that the publishing requirements in such foreign country are in compliance with the EU regulations ensuring transparency of information on UBOs.	<p>n/a</p> <p>Details of the procedure, including deadlines for registration of information in the Transparency Register, are yet to be prescribed by the regulations.</p>	<p>Administrative fines (against legal entities/trust managers and against board members or other responsible persons of legal entities).</p>	<p>From the wording of the Act, it seems that the Transparency Register will be established as a separate register. This will be clear after the regulations have been adopted.</p>


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Czech Republic	What is the legal basis of the Transparency Register in the respective Member State?	Is there an obligation of a UBO or shareholder to proactively provide information on the UBO to the legal entity?	Is there an obligation of a legal entity to actively inquire with its shareholders/partners on the identity of the UBO(s)?	Who is required to make filings with the Transparency Register, the legal entity or the UBO?	Are there exemptions to the filing obligation?	What is the due date for the initial filing with the Transparency Register?	What are the sanctions in case of a breach of the transparency obligation?	Is the Transparency Register established as a separate register or part of an existing register?
  Your contact: Helen Rodwell Managing Partner T +420 296 798 818 E helen.rodwell@cms-cmno.com	Act. No. 368/2016 Coll. implements the Directive and amends (i) Act No. 253/2008 Coll., on selected measures against legitimization of the proceeds of crime and financing of terrorism, (ii) Act No. 304/2013 Coll. on public registers of legal entities and natural persons and (iii) some further Acts.	No. There is no obligation of the UBO(s) to provide the legal entity with any information in this respect.	Yes. Each legal entity is to maintain and keep up-to-date records about their respective UBO(s) and the reasons why such person(s) is/are considered the legal entity's UBO(s).	The legal entity.	No.	1 January 2019, for legal entities registered in the Czech commercial register (e.g. all limited liability companies and joint-stock companies), or 1 January 2021 for entities registered in other public registers.	Under the applicable legislation, there is no provision based on which a penalty may be imposed on legal entities or beneficial owners for breaching the obligation to disclose the beneficial ownership or any other information relating to the beneficial owner(s). A failure to disclose information on the beneficial owner(s) may have some indirect negative consequences, such as an exclusion of the respective legal entity from participation in public tenders.	The Transparency Register was established as a separate register, known as the "record of data of ultimate beneficial owners of legal entities and trust funds". The Transparency Register is not a public register and is maintained in electronic form at the relevant court of registration administering the file of the respective legal entity.



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France	What is the legal basis of the Transparency Register in the respective Member State?	Is there an obligation of a UBO or shareholder to proactively provide information on the UBO to the legal entity?	Is there an obligation of a legal entity to actively inquire with its shareholders/partners on the identity of the UBO(s)?	Who is required to make filings with the Transparency Register, the legal entity or the UBO?	Are there exemptions to the filing obligation?	What is the due date for the initial filing with the Transparency Register?	What are the sanctions in case of a breach of the transparency obligation?	Is the Transparency Register established as a separate register or part of an existing register?
  Your contact: Jean-Robert Bousquet Partner T +33 1 47 38 42 60 E jean-robert.bousquet@cms-fl.com	<p>Ordinance no. 2016–1635 dated 1 December 2016, which was itself authorized by a parent Act no. 2016–731 dated 3 June 2016. Additional measures have been given by a decree 2017–1094 dated 12 June 2017.</p> <p>A decree no. 2018–284 dated April 18th 2018 clarified the identification of the UBO of a legal person.</p>	No.	Yes. Legal entities should endeavour to find accurate information, in accordance with a “best efforts” standard. In case of unidentified UBO(s), it has to be noted that: — The individual who is the legal representative of the legal entity has to be designated as UBO. If said legal representative is a legal entity, its own legal representative, individual, is deemed to be UBO, etc. until an individual can be identified. — If a legal entity has several legal representatives (individuals) all of them have to be filed as UBO. — As regards foreign companies, the UBO is deemed to be the individual who is the equivalent of the legal representative under foreign law.	The legal entity.	Yes. For listed companies and state-owned industrial and commercial establishments (EPIC).	<p>Companies incorporated as from 1 August 2017 must comply upon incorporation; companies incorporated before that date must comply from 1 April 2018 on.</p> <p>Any change regarding the UBO has to be filed within 30 days of the occurrence of such change.</p>	Six-month imprisonment and a fine amounting to EUR 7,500 as well as specific ancillary sanctions such as prohibition to manage a company (art. L. 561–49).	<p>Central register for beneficial ownership information is attached to the already existing trade and companies register (R.C.S.).</p> <p>Deposit formalities can be carried out electronically as long as the filing form bears an electronic signature.</p>


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Germany	What is the legal basis of the Transparency Register in the respective Member State?	Is there an obligation of a UBO or shareholder to pro-actively provide information on the UBO to the legal entity?	Is there an obligation of a legal entity to actively inquire with its shareholders/partners on the identity of the UBO(s)?	Who is required to make filings with the Transparency Register, the legal entity or the UBO?	Are there exemptions to the filing obligation?	What is the due date for the initial filing with the Transparency Register?	What are the sanctions in case of a breach of the transparency obligation?	Is the Transparency Register established as a separate register or part of an existing register?
 <p>Your contact:</p> <p>Dr Martin Kuhn Partner T T+49 89 23807 123 E martin.kuhn@cms-hs.com</p>	Part 4 of the Gesetz über das Aufspüren von Gewinnen aus schweren Straftaten (Geldwäschegesetz – GwG) as amended on 23 June 2017.	Yes. Any shareholder who is a UBO or directly controlled by a UBO as well as any UBO has to provide the required information (unless such information is available from certain public records in Germany).	No. The obligations of the management are limited to collecting and processing information which was made available to it.	The legal entity.	Yes. If and to the extent that the information on the UBO is available from certain public records in Germany, no filings have to be made.	1 October 2017	Administrative fines against shareholders, UBO and management in breach of their obligations.	As a separate register called Transparenzregister www.transparenzregister.de



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Hungary	What is the legal basis of the Transparency Register in the respective Member State?	Is there an obligation of a UBO or shareholder to pro-actively provide information on the UBO to the legal entity?	Is there an obligation of a legal entity to actively inquire with its shareholders/partners on the identity of the UBO(s)?	Who is required to make filings with the Transparency Register, the legal entity or the UBO?	Are there exemptions to the filing obligation?	What is the due date for the initial filing with the Transparency Register?	What are the sanctions in case of a breach of the transparency obligation?	Is the Transparency Register established as a separate register or part of an existing register?
  Your contact: Helen Rodwell Managing Partner T +420 296 798 818 E helen.rodwell@cms-cmno.com	Act LIII of 2017 on the Prevention and Combating of Money Laundering and Terrorist Financing (2017. évi LIII. törvény a pénzmosás és a terrorizmus finanszírozása megelőzéséről és megakadályozásáról).	Pursuant to the Act LIII of 2017, legal entities are not required to directly submit information to a central register regarding their UBO. However, in the event such entities are to engage in a business relationship with certain service providers (eg. financial institutions, insurances, auditing firms etc.) they will be required in certain cases to provide certain information to the service providers in accordance with the Act LIII of 2017 as part of the service providers' customer due diligence. Such due diligence will include customer identification and verification procedures, including the identification and verification of the customer's agent, proxy or other authorized representative. In the framework of the customer due diligence, customers are required to provide information regarding their UBOs as well. The collected and recorded data on the UBOs of customers (legal persons, unincorporated organizations and fiduciary managers) will then be forwarded to the central register by the service provider (details of which are to be regulated in a separate Act that has yet to be adopted), provided such data is not already recorded in the central register.					Service providers must refuse to carry out transactions following 26 June 2019 if no information is available.	n/a



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Italy	What is the legal basis of the Transparency Register in the respective Member State?	Is there an obligation of a UBO or shareholder to proactively provide information on the UBO to the legal entity?	Is there an obligation of a legal entity to actively inquire with its shareholders/partners on the identity of the UBO(s)?	Who is required to make filings with the Transparency Register, the legal entity or the UBO?	Are there exemptions to the filing obligation?	What is the due date for the initial filing with the Transparency Register?	What are the sanctions in case of a breach of the transparency obligation?	Is the Transparency Register established as a separate register or part of an existing register?
 <p>Your contact:</p> <p>Pietro Cavasola Managing Partner T +39 06 478151 E pietro.cavasola@cms-aacs.com</p>	Legislative Decree 90 /2017	Yes. Shareholders of a legal entity are requested to provide the relevant information on the beneficial owner proactively or upon specific request of any director of the company (unless such information is available from certain public records or from company's records). UBOs only have to provide information upon request.	Yes. Pursuant to article 22 of the Italian decree, each legal entity is responsible for identifying its beneficial owners.	The legal entity.	Pursuant to article 21 of the Italian decree, the following legal entities have an obligation to notify: 1) Undertakings having legal personality which are required to be recorded in the Registry of Companies; 2) Private legal entities which are required to be recorded in the Registry of Private Legal Entities; 3) Trusts that produce legal effects that are relevant for tax purposes. Entities other than the ones listed above are not obliged to file with the register.	No deadline yet for legal entities to provide the information regarding their beneficial owners to the respective database. The specific national decree concerning modalities and terms of communication to the competent Registry of Companies has still to be issued by the Ministry of Economy and Finance and Ministry of Economic Development.	Failure to provide the information pursuant to the Italian decree is punished with a fine between EUR 103.00 up to EUR 1,032.00.	The respective legal entity has to communicate and register its beneficial owners with the Italian Registry of Companies. The information is registered in a specific section of the Registry of Companies and the filing may only be made electronically.



Overview of the implementation of a Transparency Register

Luxembourg	What is the legal basis of the Transparency Register in the respective Member State?	Is there an obligation of a UBO or shareholder to proactively provide information on the UBO to the legal entity?	Is there an obligation of a legal entity to actively inquire with its shareholders/partners on the identity of the UBO(s)?	Who is required to make filings with the Transparency Register, the legal entity or the UBO?	Are there exemptions to the filing obligation?	What is the due date for the initial filing with the Transparency Register?	What are the sanctions in case of a breach of the transparency obligation?	Is the Transparency Register established as a separate register or part of an existing register?
  Your contact: Rémi Czauderna Business Developer T +352 26 27 53 40 E remi.czauderna@cms-dblux.com	<p>There is a bill of law number 7217 (the Bill of Law) which will implement article 30 of the Directive into the Luxembourg legal framework.</p> <p>The Bill of Law will put in place in Luxembourg a register to hold and provide information on beneficial owners of Luxembourg entities.</p>	At this stage, and according to the Bill of Law, no.	At this stage and according to the Bill of Law, legal entities have to obtain and keep record of the information regarding their beneficial owner(s), to be accurate and kept duly up-to-date (art. 20 of the Bill of Law).	At this stage and according to the Bill of Law, the legal entity has to request the filing of the information in the register concerning their beneficial owners together with their related amendments (art. 4 of the Bill of Law).	According to the Bill of Law, no filing is required for companies whose shares are admitted to trading on a regulated market in the Grand Duchy of Luxembourg or in another State party to the Agreement on the European Economic Area or in another foreign country imposing obligations recognized as equivalent by the European Commission within the meaning of Directive 2004/109/EC of the European Parliament and of the Council of 15 December 2004 on the harmonization of transparency requirements concerning information on issuers whose securities are admitted to trading on a regulated market and amending Directive 2001/34/EC (art. 1.4).	At this stage, and according to the Bill of Law, legal entities will have a six-month period as from the entry into force of the law to comply with the provisions of the law (art. 27).	Criminal fines of between EUR 1,250 and EUR 1,250,000 (art. 23 et seq.).	At this stage, and according to the Bill of Law, it is proposed to establish a register of beneficial owners called “REBECO” which will be managed by the economic interest group RCSL and established under the authority of the Ministry of Justice.


Overview of the implementation of a Transparency Register

Netherlands	What is the legal basis of the Transparency Register in the respective Member State?	Is there an obligation of a UBO or shareholder to pro-actively provide information on the UBO to the legal entity?	Is there an obligation of a legal entity to actively inquire with its shareholders/partners on the identity of the UBO(s)?	Who is required to make filings with the Transparency Register, the legal entity or the UBO?	Are there exemptions to the filing obligation?	What is the due date for the initial filing with the Transparency Register?	What are the sanctions in case of a breach of the transparency obligation?	Is the Transparency Register established as a separate register or part of an existing register?
  Your contact: Martijn van der Bie Partner T +31 20 3016 453 E martijn.vanderbie@cms-dsb.com	<p>At present, there is only a draft law to implement the Directive by amending:</p> <ul style="list-style-type: none">— the Trade Register Act 2007 (Handelsregisterwet 2007);— the Money Laundering and Terrorist Financing Prevention Act (Wet ter voorkoming van witwassen en financiering van terrorisme);— the Economic Offences Act (Wet op de economische delicten).	<p>According to the draft law, yes.</p>	<p>According to the draft law, yes.</p>	<p>The legal entity.</p>	<p>According to the draft law, exemptions are available for:</p> <ul style="list-style-type: none">— foreign legal entities with headquarters or a branch in the Netherlands;— associations for owners of apartments;— legal entities governed by public law, i.e. governmental organizations;— church organisations.	<p>Unknown at this stage.</p>	<p>Pursuant to the Trade Register Act 2007 (Handelsregisterwet 2007), acting in violation of or not complying with the obligation pursuant to this law to make a registration in the Dutch Trade Register is prohibited. This prohibition also relates to the registration of UBO information. Acting in violation of this prohibition is an economic offence within the meaning of the Economic Offences Act (Wet op de economische delicten), punishable by detention of up to six months, community service or a fine of the fourth category (in 2018 being EUR 20,500).</p>	<p>According to the draft law:</p> <ul style="list-style-type: none">— information on UBOs is to be registered with the trade register of the Dutch Chamber of Commerce;— filing can be done either electronically on the website of the Dutch Chamber of Commerce or in paper form.

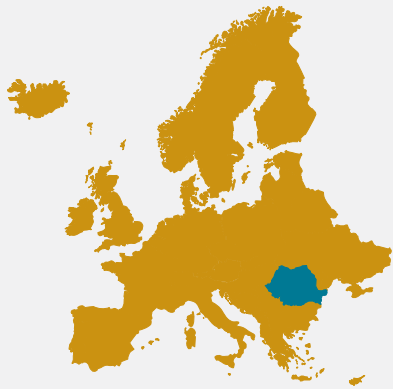

Overview of the implementation of a Transparency Register

Poland	What is the legal basis of the Transparency Register in the respective Member State?	Is there an obligation of a UBO or shareholder to pro-actively provide information on the UBO to the legal entity?	Is there an obligation of a legal entity to actively inquire with its shareholders/partners on the identity of the UBO(s)?	Who is required to make filings with the Transparency Register, the legal entity or the UBO?	Are there exemptions to the filing obligation?	What is the due date for the initial filing with the Transparency Register?	What are the sanctions in case of a breach of the transparency obligation?	Is the Transparency Register established as a separate register or part of an existing register?
  Your contact: Helen Rodwell Managing Partner T +420 296 798 818 E helen.rodwell@cms-cmno.com	<p>On 1 March 2018 the lower house of the Polish Parliament passed the Act on Counter-acting Money Laundering and Terrorism Financing (the “Polish Act”) which was signed by the Polish President on 28 March 2018.</p> <p>The Polish Act will come into force within three months from the date of its publication in the Official Gazette (a date yet to be determined). However, the provisions regarding the establishment of a Central Registry of Beneficial Owners (Centralny Rejestr Beneficjentów Rzeczywistych) will enter into force within 18 months from the date of its publication in the Official Gazette.</p>	<p>No.</p> <p>UBOs have to provide information only upon request.</p>	<p>Yes.</p> <p>The legal entity will have to take all available and legitimate activities within its scope of activity in order to identify the UBO and verify its identity.</p>	The legal entity	<p>Yes.</p> <p>Public joint stock companies („spółka publiczna”) will not be obliged to file with the Register.</p>	Legal entities registered in the National Court Register (“Krajowy Rejestr Sądowy”) before the entrance into force of the Act will be required to file to the register the information regarding their UBOs within 6 months.	<p>Sanctions include:</p> <ul style="list-style-type: none">— publication of information about the obligated institution and the scope of violation;— ordering cessation of specific activities;— removal of regulated activity from the register;— ban on performance of managerial functions for the person responsible for the violation of the provisions of the Polish Act; and— fines of up to EUR 4,970,000 for a natural person or, in the case of an entity/organisational unit, fines of up to EUR 5,000,000 or 10% of turnover of the preceding financial year.	The draft law proposes the establishment of a Central Register of Beneficial Owners (Centralny Rejestr Beneficjentów Rzeczywistych).



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Portugal	What is the legal basis of the Transparency Register in the respective Member State?	Is there an obligation of a UBO or shareholder to pro-actively provide information on the UBO to the legal entity?	Is there an obligation of a legal entity to actively inquire with its shareholders/partners on the identity of the UBO(s)?	Who is required to make filings with the Transparency Register, the legal entity or the UBO?	Are there exemptions to the filing obligation?	What is the due date for the initial filing with the Transparency Register?	What are the sanctions in case of a breach of the transparency obligation?	Is the Transparency Register established as a separate register or part of an existing register?
 <p>Your contact:</p> <p>Francisco Xavier de Almeida Partner T +351 210 958 100 E francisco.almeida@cms-rpa.com</p>	<p>Law no. 89/2017, of 21 August 2017, implements Chapter III – Beneficial Ownership Information of Directive 2015/849 EU into Portuguese Law and article 34 of the Law 83/2017, of 18 August 2017 on anti-money laundering and anti-terrorist financing measures, approving the Beneficial Ownership Central Registry (Registo Central de Beneficiário Efetivo) (“RCBE” and the regulation “RCBE Regime”).</p> <p>Some aspects of the RCBE Regime are still subject to further regulation, to be adopted in the form of joint regulations of the Ministry of Finance and Ministry of Justice.</p>	<p>Yes.</p> <p>Shareholders of a legal entity are bound to provide the relevant information on the beneficial owner, and, if applicable, on its respective Portuguese tax representative to the entities and communicate any change occurred to the relevant information provided. If shareholders fail to provide the information on the UBO to the legal entity, the legal entity is allowed to require the shareholder to provide the relevant information. If the shareholder fails, without justification, to provide the information required by the legal entity, the same is allowed to amortize the shareholding(s) held by the non-compliant shareholder.</p> <p>These rules apply to commercial companies as well as to the remaining entities subject to the RCBE Regime with the “required adjustments”.</p>	<p>No.</p> <p>Legal entities must file and keep up-to-date the relevant information on the UBO with the RCBE, to confirm the information on the UBO in the annual declaration, to keep an internal register of the UBO and shareholders of the legal entities are obliged to provide the UBO information to the entity. Notwithstanding legal entities not being expressly obliged to actively inquire on the identity of the UBO, legal entities that fail to comply with their obligations regarding the UBO subject themselves to sanctions.</p> <p>These rules apply to commercial companies as well as to the remaining entities subject to the RCBE Regime with the “required adjustments”.</p> <p>It is still pending further regulation on the form of declaration regarding the beneficial owner, to be adopted by joint regulation of the Ministry of Finance and Ministry of Justice.</p>	<p>The legal entity.</p>	<p>The following entities are not covered by the scope of the filing obligation:</p> <ul style="list-style-type: none"> — diplomatic and consular missions, as well as international entities of a public nature recognized by the international agreement of which the Portuguese State is a party, set or with host agreement in Portugal; — services and entities part of the State administration’s local, regional and central subsectors; — independent administrative entities; — the Bank of Portugal and the Regulatory Authority for the Media; — companies with shares admitted to trading in a regulated market, subject to the information disclosure requirements in accordance with the European Union law or equivalent international rules; — consortiums and complementary group of companies; — condominiums, with regard to buildings or group of buildings, constituted under horizontal property, provided that certain requirements are met. 	<p>The initial filing by already existing entities will have to be made within the deadline to be established by regulation of the Ministry of Finance and Ministry of Justice, still to be approved.</p> <p>In case of a legal entity incorporated after the entry into force of the Law, the incorporation deed must already provide information on the beneficial owner and the initial filing shall occur with the filing for registration of the incorporation deed with the Commercial Registry Office or with the first register with the Central File of Legal Entities (Ficheiro Central de Pessoas Coletivas) in case of entities not subject to registration with the Commercial Registry Office.</p>	<p>In addition to administrative fines, a legal entity that does not comply with its transparency obligations is not allowed to: (i) distribute dividends; (ii) enter into certain agreements with the Portuguese State and other public entities and any of such agreements that have already been entered into shall not be renewed; (iii) bid for the tender of public services; (iv) trade financial instruments in a regulated market; (v) launch public offers of distribution of any financial instrument issued by such entity; (vi) enter into any transaction regarding the transfer of the ownership of, incorporation, acquisition or disposal of any usufruct rights or any security interests over any real estate assets.</p> <p>As mentioned, a shareholder that fails, without justification, to provide the information on the UBO required by the legal entity, may face a procedure for amortization of its shareholding(s).</p>	<p>As a separate register/database named Registo Central de Beneficiário Efetivo (RCBE), which will be managed by the Public Institute of Registries and Notarial Services (Instituto dos Registos e do Notariado).</p>



Overview of the implementation of a Transparency Register

Romania	What is the legal basis of the Transparency Register in the respective Member State?	Is there an obligation of a UBO or shareholder to pro-actively provide information on the UBO to the legal entity?	Is there an obligation of a legal entity to actively inquire with its shareholders/partners on the identity of the UBO(s)?	Who is required to make filings with the Transparency Register, the legal entity or the UBO?	Are there exemptions to the filing obligation?	What is the due date for the initial filing with the Transparency Register?	What are the sanctions in case of a breach of the transparency obligation?	Is the Transparency Register established as a separate register or part of an existing register?
<div></div> <div><p>Your contact:</p><p>Helen Rodwell Managing Partner T +420 296 798 818 E helen.rodwell@cms-cmno.com</p></div>	<p>At present, there is a draft law to implement the Directive by the Act on the prevention and combating money laundering and terrorism financing.</p>	<p>Based on the provisions of the draft law, the obligation to provide the information on UBO rests on the legal entity, whose legal representative submits to the relevant authority a statement incorporating identification information regarding the UBO. This statement must be filed at the incorporation, annually, or any time there is a change in the respective statement.</p> <p>For legal entities that are required to be registered with the Trade Registry, the annual statement must be filed within 15 days after the annual financial statements are approved, and any changes must be filed within 15 days after the date such change has occurred.</p> <p>For non-governmental organizations and foundations, the annual statement must be submitted with the Ministry of Justice by January 15 of each year, and any changes must be filed within 15 days after such change has occurred.</p> <p>For trusts (fiducie), the information on the UBO must be provided when such trust is created.</p>			<p>Yes.</p> <p>State-owned companies are exempt from submitting information on UBO.</p>	<p>Within 12 months as of the date of entry into force of the draft law.</p> <p>All legal entities incorporated after the date of entry into force of the draft law will provide this statement along with the incorporation documentation.</p>	<p>With respect to legal entities required to be registered with the Trade Registry, in case of breach of transparency obligations, the director of the legal entity is subject to a fine ranging from EUR 1,100 to EUR 2,200.</p> <p>Subsequently, if the statement incorporating information regarding the UBO is not submitted within 30 days of the director being fined, the National Trade Registry Office may seek in court the dissolution of the legal entity.</p>	<p>For non-governmental organisations and foundations, the registry will be kept by the Ministry of Justice.</p> <p>For legal entities required to be registered with the Trade Registry, the registry will be kept by the National Trade Registry Office.</p> <p>For trusts (fiducie), the registry will kept by the National Fiscal Administration Agency (which will become operational within 120 days of the effective date of the draft law).</p>


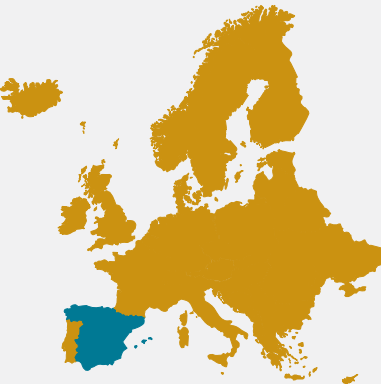
Overview of the implementation of a Transparency Register

Slovakia	What is the legal basis of the Transparency Register in the respective Member State?	Is there an obligation of a UBO or shareholder to proactively provide information on the UBO to the legal entity?	Is there an obligation of a legal entity to actively inquire with its shareholders/partners on the identity of the UBO(s)?	Who is required to make filings with the Transparency Register, the legal entity or the UBO?	Are there exemptions to the filing obligation?	What is the due date for the initial filing with the Transparency Register?	What are the sanctions in case of a breach of the transparency obligation?	Is the Transparency Register established as a separate register or part of an existing register?
  Your contact: Helen Rodwell Managing Partner T +420 296 798 818 E helen.rodwell@cms-cmno.com	Act No. 52/2018 Coll. implements the Directive and amends the Act No. 297/2008 Coll. on protection against the legalization of criminal proceeds and protection against terrorist financing. This, together with the Act No. 315/2006 Coll. on Register of Public Sector Partners, Act No. 272/2015 Coll. on Register of legal entities, entrepreneurs and public authorities and Act No. 530/2003 Coll. on Commercial register, creates the legal basis for the Transparency Register.	No. There is no obligation of the UBO(s) to proactively provide the legal entity with any information.	Yes. Each legal entity (except public administration bodies) is obliged to verify the identity of UBO(s) and keep this information up-to-date, unless such information is already available in the Slovak Register of Public Sector Partners.	The legal entity If the information on the UBO has not already been filed with the Slovak Register of Public Sector Partners, then it shall be filed with the appropriate "source registers" (Commercial Register, Register of non-profit organizations etc.) for which the Ministry of Interior of the Slovak Republic and Ministry of Justice of the Slovak Republic are responsible. Information from these registers will be shared with the Register of legal entities, entrepreneurs and public authorities ("RPO"). The administrator of the RPO is the Statistical Office of the Slovak Republic.	Yes. As of 1 November 2018, when the second part of the Act No. 52/2018 enters into force, there will be exemptions for: public entities (i.e. governmental organisations); and issuers of securities admitted to trading on a regulated market.	This obligation will be mandatory for companies as of 1 November 2018. Companies established before 31 October 2018 are obliged to make initial filings by 31 December 2019.	The department of financial police of the police force may impose a penalty of up to EUR 200,000. A further penalty of up to EUR 3,310 can be imposed for breaching the statutory deadline or including false information about the UBO.	The Transparency Register will be a part of the already existing Commercial Register. However, all relevant data provided to the Commercial Register will be transferred (copied) to the Register of Legal Persons maintained by the Statistical Office of the Slovak Republic.



Overview of the implementation of a Transparency Register

Slovenia	What is the legal basis of the Transparency Register in the respective Member State?	Is there an obligation of a UBO or shareholder to proactively provide information on the UBO to the legal entity?	Is there an obligation of a legal entity to actively inquire with its shareholders/partners on the identity of the UBO(s)?	Who is required to make filings with the Transparency Register, the legal entity or the UBO?	Are there exemptions to the filing obligation?	What is the due date for the initial filing with the Transparency Register?	What are the sanctions in case of a breach of the transparency obligation?	Is the Transparency Register established as a separate register or part of an existing register?
  Your contact: Peter Huber Managing Partner T +43 1 40443 1650 E peter.huber@cms-rrh.com	<p>The “Prevention of Money Laundering and Terrorist Financing Act” (Zakon o preprečevanju pranja denarja in financiranja terorizma) implements the Directive into Slovenian law.</p> <p>This Act entered into force on 19 November 2016.</p>	<p>No.</p> <p>There are no such obligations of beneficial owners.</p>	<p>Yes.</p>	<p>The legal entity.</p>	<p>According to Article 44 of the Slovenian Act, independent individual entrepreneurs, individuals who independently conduct an activity, limited liability companies with a sole shareholder and direct and indirect users of the state budget and legal entities who are companies on a regulated market, where in accordance with the EU law or comparable international standards, and have to comply with disclosure requirements that ensure proper transparency of information on ownership are not obliged to file with the register.</p>	<p>19 January 2018</p>	<p>A fine of between EUR 6,000 and EUR 60,000 may be imposed on a legal entity if it, inter alia, fails to acquire or if it acquires false information regarding its beneficial owner or owners or if it fails to establish and manage a detailed record of the information regarding its beneficial owners or if it fails to update it with every change or if it does not retain the information regarding its beneficial owners for five years from the date of termination of the status of beneficial owner.</p>	<p>The Slovenian Act provides that the register will be maintained and managed by the Agency of the Republic of Slovenia for Public Legal Records and Related Services (AJPES) and the filing will be done through a web portal of the registry administrator.</p> <p>Based on the draft Rules on establishing, maintenance and keeping the Register of beneficial owners, the filing will be done electronically and will not include any charges.</p>


Overview of the implementation of a Transparency Register

Spain	What is the legal basis of the Transparency Register in the respective Member State?	Is there an obligation of a UBO or shareholder to proactively provide information on the UBO to the legal entity?	Is there an obligation of a legal entity to actively inquire with its shareholders/partners on the identity of the UBO(s)?	Who is required to make filings with the Transparency Register, the legal entity or the UBO?	Are there exemptions to the filing obligation?	What is the due date for the initial filing with the Transparency Register?	What are the sanctions in case of a breach of the transparency obligation?	Is the Transparency Register established as a separate register or part of an existing register?
<div> </div> <div><p>Your contact:</p><p>Carlos Peña Partner T +34 91 451 92 90 E carlos.pena@cms-asl.com</p></div>	<p>According to the Spanish government, the Directive has already been implemented into national law. In December 2017, the European Commission opened an infringement procedure against the Spanish government for failing to fully implement the Directive into national law. Accordingly, the implementation of the Directive is currently in progress and only a preliminary draft law (“Ante Proyecto de Ley”) with regard to such implementation exists. Such draft law shall be approved shortly in accordance with the Spanish legislation proceedings.</p>							

Overview of the implementation of a Transparency Register

Switzerland	What is the legal basis of the Transparency Register in the respective Member State?	Is there an obligation of a UBO or shareholder to proactively provide information on the UBO to the legal entity?	Is there an obligation of a legal entity to actively inquire with its shareholders/partners on the identity of the UBO(s)?	Who is required to make filings with the Transparency Register, the legal entity or the UBO?	Are there exemptions to the filing obligation?	What is the due date for the initial filing with the Transparency Register?	What are the sanctions in case of a breach of the transparency obligation?	Is the Transparency Register established as a separate register or part of an existing register?
  Your contact: Dr Daniel Jenny, LL. M. Partner T +41 44 285 11 11 E daniel.jenny@cms-vep.com	<p>Switzerland is not a member of the EU. Therefore the Directive is not (directly) applicable.</p> <p>The following legislation deals with the subject matter of the Directive: (i) The Federal Act on Combating Money Laundering and Terrorist Financing (AMLA) and (ii) certain amendments of various federal acts, including the Swiss Code of Obligations, with a view to the revised FATF Recommendations 2012.</p>	<p>There is a notification obligation applicable to shareholders upon acquisition of shares in stock corporations or limited liability companies, subject to certain thresholds and exceptions.</p>	<p>The legal entity itself or its directors, respectively, are responsible for (i) maintaining a register of UBOs and (ii) ensuring that no shareholder exercises its shareholder's rights while violating such notification obligations.</p>	<p>There is no Transparency Register and, accordingly, no filing obligations with such register.</p> <p>However, each legal entity is required to maintain a register of UBOs based on respective notifications by the shareholders.</p>	<p>There is no Transparency Register and, accordingly, no filing obligations with such register.</p> <p>The shareholder's notification obligation (based on which the register of UBOs is maintained) is not applicable concerning an acquisition of shares:</p> <ul style="list-style-type: none">— by virtue of which the threshold of 25% of the legal entity's capital or voting rights is not reached by the acquirer;— in a legal entity which is (partially) listed on a stock exchange or, pursuant to part of the doctrine, if the acquirer or any of the acquirer's beneficial owners is listed on a stock exchange; or— which are organised as intermediated securities in accordance with the Intermediated Securities Act of 3 October 2008; the legal entity designates the custodian where the shares are held or recorded in the main register (custodian must be in Switzerland).	<p>There is no Transparency Register and, accordingly, there are no filing obligations with such register.</p> <p>However, the notification by the shareholders must be submitted to the legal entity within one month from the respective acquisition.</p>	<p>If a shareholder fails to comply with the obligation to notify the legal entity of the UBO, such shareholder's (i) participation rights (in particular voting rights) are suspended and (ii) only such monetary rights (in particular the right to dividends) originating after fulfillment of the obligation may be asserted.</p> <p>On 17 January 2018, the Swiss Federal Council launched the consultation (Vernehmlassung) on, inter alia, a tightening of the transparency obligations under Swiss corporate law by introducing, in addition to the above-mentioned sanctions, criminal sanctions for breaches of both (i) the shareholders' notification obligation and (ii) the legal entities' obligation to maintain a register of UBOs. It is expected that the proposed legislation will be deliberated in the Swiss Parliament in winter 2018/2019.</p>	<p>There is no Transparency Register. The register of UBO's has to be maintained by each legal entity either as part of the (existing) shareholder register or as a separate register.</p>

Overview of the implementation of a Transparency Register

UK	What is the legal basis of the Transparency Register in the respective Member State?	Is there an obligation of a UBO or shareholder to proactively provide information on the UBO to the legal entity?	Is there an obligation of a legal entity to actively inquire with its shareholders / partners on the identity of the UBO(s)?	Who is required to make filings with the Transparency Register, the legal entity or the UBO?	Are there exemptions to the filing obligation?	What is the due date for the initial filing with the Transparency Register?	What are the sanctions in case of a breach of the transparency obligation?	Is the Transparency Register established as a separate register or part of an existing register?
 <p>Your contact:</p> <p>Martin Mendelssohn Partner T +44 20 7367 2872 E martin.mendelssohn@cms-cmck.com</p>	<p>The relevant provisions are implemented in the UK through the Persons with Significant Control ("PSC") regime. The PSC regime is set out in Part 21A and Schedule 1A and 1B of the Companies Act 2006, which were inserted by the Small Business, Enterprise and Employment Act 2015 and were subsequently amended by the Information about People with Significant Control (Amendment) Regulations 2017 and the Scottish Partnerships (Register of People with Significant Control) Regulations 2017.</p>	<p>Yes.</p> <p>Upon the receipt of an investigation notice, the recipient has one month to provide the UK legal entity with the information requested.</p> <p>Even if not served with an investigation notice, a person who thinks they should be recorded in a UK legal entity's register has an obligation to proactively notify the UK legal entity. Among others, this includes individuals or corporations that are registered holders of more than 25% of the shares in the legal entity, but in some circumstances the registrable persons will instead be individuals or corporations that directly or indirectly control such registered holders. The person recorded on the register must also notify the legal entity of any changes in the person's details or if the person ceases to be registrable.</p>	<p>Yes.</p> <p>Each legal entity itself must take reasonable steps to identify any UBOs or others that are registrable. In particular, it must send out an investigation notice to anyone whom it knows or has reasonable cause to believe to be registrable, requiring them to state whether they are registrable and to supply or confirm particulars. The legal entity must also keep the register up to date, sending out investigation notices if it has reasonable cause to believe that a change has occurred.</p>	<p>The legal entity, which must keep its register up to date and make various filings at Companies House.</p>	<p>UK companies whose shares are listed on a regulated market in an EEA state (including the UK Main Market (the Official List) of the London Stock Exchange, but not including the AIM Market) or on certain markets in Israel, Japan, Switzerland and the USA that are specified in Schedule 1 to The Register of People with Significant Control Regulations 2016 are not required to maintain a register, but they are still obliged to notify a UK legal entity if they think that they should be recorded in the entity's register.</p>	<p>Legal entities must enter the details of each UBO or other registrable person in its internal register within 14 days of the details being confirmed or ascertained. Within 14 days of doing so, the legal entities must also provide the details to Companies House.</p>	<p>There is a range of sanctions for non-compliance with the Act, including restrictions on the relevant shares/partnership interests, so that all voting, dividend and other share/partnership interest rights would be suspended and no transfers would be permissible without a court order.</p>	<p>The legal entity keeps the register and must make regular filings reflecting the contents of the register with Companies House.</p>



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