

Factsheet - UBO-register

As of 8th July 2020, the legislative proposal concerning the Ultimate Beneficial Owner (UBO) register has been adopted in phases. From this date onwards, Dutch entities and cooperatives are obligated to identify their UBO's. As of 27th September 2020, it is mandatory to list them in the so-called 'UBO-register'. For existing Dutch entities and cooperatives on 26th September 2020, a transition period of 18 months applies to comply with the registration requirements. In the upcoming months, the Dutch Chamber of Commerce ('Kamer van Koophandel') will inform all these existing entities and cooperatives to complete the UBO-registration.

In addition to the obligations for entities and cooperatives, the Dutch law also imposes obligations on UBO's and WWFT institutions, including accountants and tax advisors. The UBO itself is obliged to cooperate and provide the required and necessary information to entities and cooperatives to enable them to comply with the required identification, documentation and registration. On the other hand, WWFT-institutions have the task of reporting any discrepancies in the UBO register that they encounter. WWFT-institutions should not (solely) rely on information from the UBO-register when identifying their clients but must always conduct an independent research themselves.

Failing to comply with the obligation can result to a financial penalty of up to € 21.750, - or an imprisonment of up to 2 years.

Concrete

The following definitions are relevant for identification, documentation and registration purposes:

- Entities and cooperatives that are subject to the UBO-registration requirement are: *Besloten Vennootschappen (BV)*, *Naamloze Vennootschappen (NV)*, *Stichtingen*, *Verenigingen*, *Onderlinge Waarborgmaatschappijen*, *Coöperaties*, *maatschappen*, *commanditaire vennootschappen (CV)*, *Vennootschappen onder Firma (VoF)*
- An UBO or Ultimate Beneficial Owner is the natural person who directly or indirectly holds more than 25% ownership of the shares, ownership interest, and /or voting rights in the respective entity or cooperative. This also includes the natural person who otherwise has ultimate control over the entity or cooperative, for example on the basis of the legal statutes or through an agreement. If no UBO can be appointed, or when there is doubt about the qualification of a natural person as UBO, each statutory director and /or managing partner must be appointed as UBO of the respective entity or cooperative concerned in. In case a STAK-structure ('*Stichting Administratiekantoor*') holds the shares, the UBO of the STAK-structure – usually the statutory directors – must be, among other, qualified as the UBO of the underlying entity or cooperative.
- The UBO data that must be registered are: first name and surname; date of birth; nationality; residential address and state of residence; Tax Identification Number (state of issue included); nature and extent of the interest held. Not all data will be public.
- Registration of UBO data must be backed up by supporting documentation. These at least consist of: proof of identity of the UBO and one or more documents in which the nature and extent of the UBO's of its interest are stated.

The registration of the UBO can take place via the online UBO registration portal on the website of the Dutch Chamber of Commerce. Alternatively, the Dutch Chamber of Commerce has updated its well-known pdf-forms which now contains UBO-information. When the registration is complete, both the entity as the UBO will be notified and they will receive a confirmation of the registration. Considering the sensitive data contained in this confirmation, the routing within the business processes of these letters must be closely monitored.

Contact

Arno Biemans
Tax Director
a.biemans@crowefoederer.nl
+31 (0)6 - 41 27 20 84



Office Amsterdam
Paasheuvelweg 16
1105 BH Amsterdam
+31(0)20 - 564 60 00

Daphne van den Berg
Tax Consultant
d.berg@crowefoederer.nl
+31 (0)6 - 10 21 70 57



Office Eindhoven
Beukenlaan 60
5651 CD Eindhoven
+31(0)40 - 264 96 10