

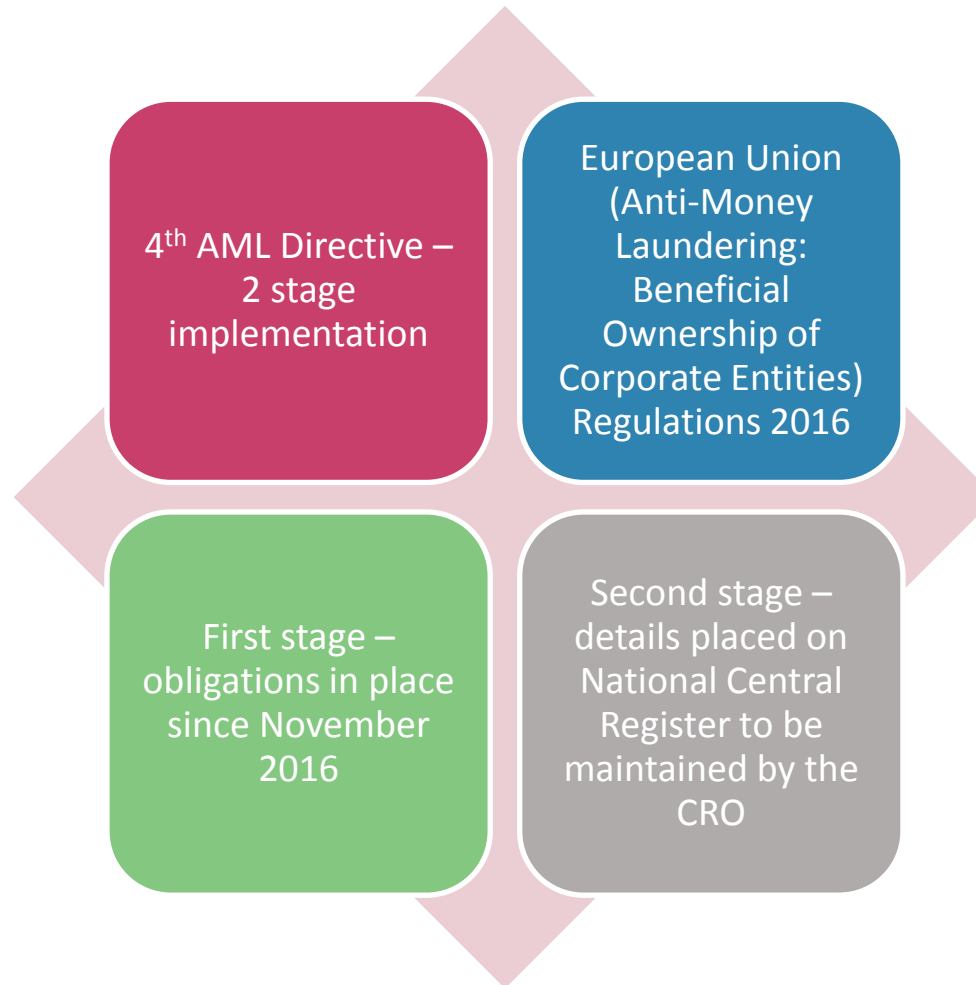


BENEFICIAL OWNERSHIP REGISTER

Shaun O'Shea, Partner

DATE: 30/11/17

BENEFICIAL OWNERSHIP REGISTER



BASIC OBLIGATIONS

COMPANIES MUST:

create and keep a new beneficial ownership register (BOR), and

keep the information contained in the BOR up to date

take “all reasonable steps” to obtain and hold “adequate, accurate and current” information in respect of their beneficial owners

MEANING OF BENEFICIAL OWNER

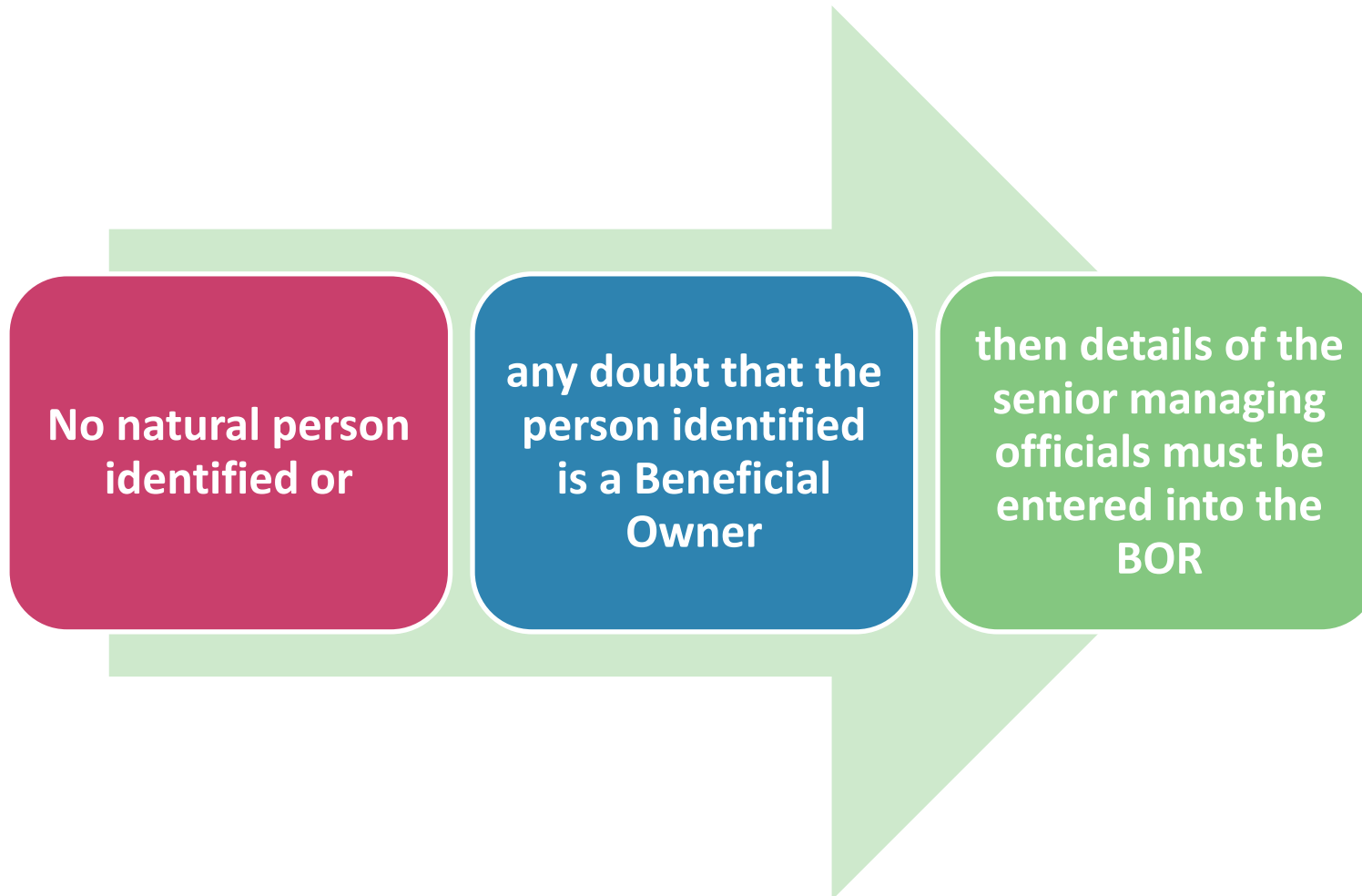
Natural person(s)

- who ultimately own or control the company either through direct or indirect ownership of a sufficient percentage of the shares or voting rights or through control by other means
 - Direct ownership - 25% plus one
 - Indirect ownership - over 25% held by a corporate entity under the control of a natural person(s), or by multiple corporate entities which are under the control of the same natural person(s)

BENEFICIAL OWNER

MEANING UNDER THE REGULATIONS DIFFERS FROM ORDINARY UNDERSTANDING OF THE TERM

MEANING OF BENEFICIAL OWNER



NO B.O. IDENTIFIED?

DIRECTORS DETAILS
MUST BE ENTERED
INTO THE BOR

WHO IS AFFECTED? REG 3

“relevant entity”

corporate or other
legal entities
incorporated in the
State

excluding

- bodies corporate listed on an EU “regulated market”, subject to disclosure requirements consistent with EU law, and
- bodies corporate subject to “equivalent international standards” which ensure “adequate transparency of ownership information”.

LISTED PLCS

- NOT AFFECTED BUT
- THEIR UNLISTED SUBS ARE


INFORMATION TO BE OBTAINED



Name



**Date of
birth**



**Nature and
extent of
the interest
held**



**Residential
address**



Nationality

NOTE:

ALSO STATE THE DATE OF ENTRY AND THE DATE B.O. CEASED TO BE B.O.

REGULATION 6 NOTICE

Companies are obliged to issue notices to persons

whom it believes to be a beneficial owner

setting out the particulars relating to the beneficial owner that are known to the company

recipient must confirm or correct within one month

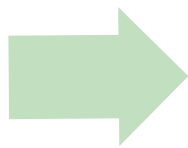
REG 6 NOTICE

THE REQUIREMENT TO ISSUE THIS NOTICE IS MANDATORY

REGULATION 8 NOTICE

Company may issue a notice to any person whom it reasonably believes has knowledge of the B.O. requesting details of the B.O. or of any other person who may have such knowledge

- COMPANY ACTION



Recipient must comply within one month and state whether or not the particulars are being supplied with the knowledge of such person(s)

- RECIPIENT ACTION

REGULATION 8 NOTICE

OPTIONAL

EVEN THOUGH THE NOTICE IS OPTIONAL, THE OBLIGATION TO REPLY IS NOT

REGULATION 10 NOTICES

A company shall give notice to any person as soon as practicable after it becomes aware of a relevant change

Relevant change – B.O. ceases to be beneficial owner or other change to recorded particulars

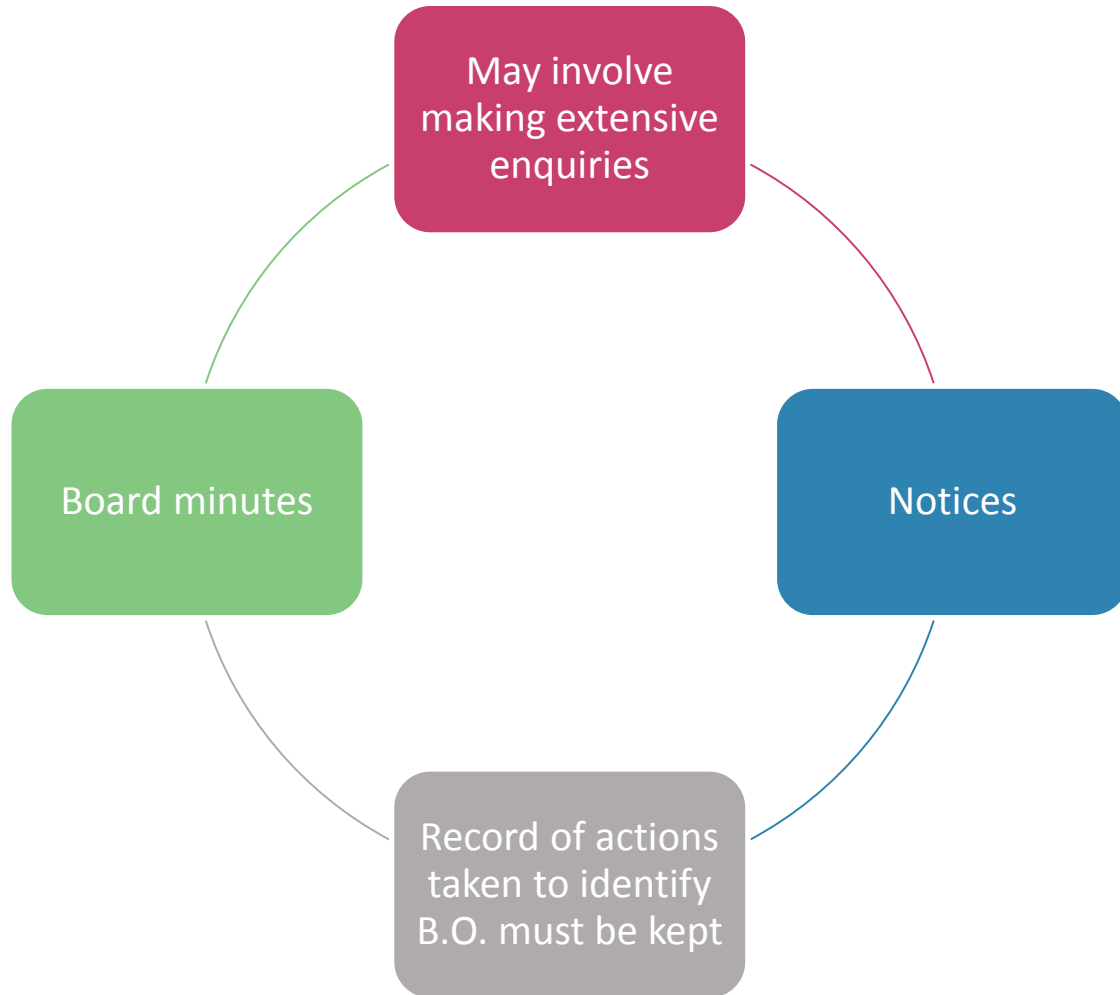
Notice sets out the particulars & requests confirmation or correction

Recipient must comply within one month

REGULATION 10 NOTICE

NO POSITIVE DUTY TO
SEEK OUT CHANGES –
DUTY ARISES WHEN
COMPANY LEARNS OF
THE CHANGE

ALL REASONABLE STEPS...



OBLIGATIONS OF BENEFICIAL OWNER

If

- a person knows or ought reasonably to know that he or she is a B.O. and
- the relevant particulars are not stated in the BOR, and
- if the person has not received a notice from the company, then
- then B.O. must notify the company and provide the relevant particulars

must comply with this provision within one month of becoming beneficial owner/becoming aware

BOR

BENEFICIAL OWNER
HAS DUTIES TOO

OFFENCES

Company

- Failure (i) to take all reasonable steps to obtain and hold adequate, accurate and current information, or (ii) to give the notices referred to above (Reg 6, Reg 10), or (iii) to keep its BOR up to date.

Natural Person

- Also an offence for a natural person to fail to (i) notify the company that he or she is a beneficial owner; or (ii) comply with a notice served on it.

PENALTY ON SUMMARY CONVICTION, A FINE NOT EXCEEDING €5,000 (CLASS A FINE)

COMING DOWN THE TRACK...

Govt report on white collar crime

National Central Register – Q1 2018

5TH AML DIRECTIVE

EXPECTED TO EXPAND ACCESS TO CENTRAL REGISTER OF BENEFICIAL OWNERSHIP

Extend requirements to trusts – Q1 2018

Central register initially open to Gardaí & “relevant competent authorities”