

Guidance on the Register of Beneficial Owners of Commercial Partnerships



Kindly note that this guidance document sets out an overview of requirements in terms of the Companies Act (Register of Beneficial Owners) Regulations. Its purpose is solely to provide information and guidance for Maltese-registered companies.

This guidance document is not intended to be definitive legal advice and therefore it should not be relied upon as such. The interpretation of the legislation is a matter on which the Malta Business Registry cannot advise, and individuals will need to form their own view on compliance. This guidance document is intended for general information purposes only. It should not be used in relation to any specific company without independent investigation into the structure of the company in question or without any verifications. Those making use thereof or relying thereon assume all risk and liability arising from such use or reliance. The Malta Business Registry shall not be held responsible for any loss or damage sustained by any company, natural person or professional relying on this guidance document.

It is advisable that if in doubt, a company should seek legal advice to assist it in establishing who its beneficial owners are.

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A. Introduction

What is AMLD?

The European Union (“EU”) has legislated for various Anti-Money Laundering Directives (“AMLD”), which are also known as the Anti-Money Laundering and Counter Terrorism Financing Directives.

AMLD consist of several EU Directives on the prevention of the use of the financial system for the purposes of money laundering or the financing of terrorism – the most recent of which are EU Directive 2015/849, the 4th Anti-Money Laundering Directive (“4AMLD”), and EU Directive 2018/843, the 5th Anti-Money Laundering Directive (“5AMLD”). The latter amends 4AMLD, was adopted by the Council of the EU on 14 May 2018 and came into force on 9 July 2018 with an 18-month transposition period.

Has Article 30 of 4AMLD and 5AMLD been transposed into Maltese law?

Article 30, relating to the Register of Beneficial Owners of Commercial Partnerships (hereinafter referred to as the “Register of Beneficial Owners”), was transposed into Maltese law by virtue of the Companies Act (Register of Beneficial Owners) Regulations (LN 374 of 2017) (hereinafter referred to as the “BO Regulations”), which inter alia require commercial partnerships to maintain information of their beneficial owners and to file this information with the Malta Business Registry (hereinafter referred to as the “MBR”).

Most of the other elements of the 4AMLD and of the 5AMLD have been transposed into Maltese law through amendments to the Prevention of Money Laundering Act (“PMLA”) and the Prevention of Money Laundering and Funding of Terrorism Regulations (“PMLFTR”).

What are commercial partnerships?

The term “commercial partnerships” refers to a company or other commercial partnership formed and registered under the Companies Act.

B. The Purpose

What is the purpose of the central Register of Beneficial Owners?

The purpose of the Register of Beneficial Owners as held by the MBR is to improve corporate trust and transparency in Maltese-registered commercial partnerships by making it clear – to law enforcement agencies, regulators, obliged entities, other businesses and the public – who ultimately owns and controls Maltese commercial partnerships.

The aim of the aforementioned directives is to deter money laundering and the financing of terrorism and to help sanction those who hide their ownership or control of Maltese entities for the purpose of facilitating illegal activities.

The Register of Beneficial Owners can be accessed directly from the MBR's portal: <https://registry.mbr.mt/ROC/>. The information on the beneficial owners of commercial partnerships held by the Registrar in the Register of Beneficial Owners shall, in accordance with data protection requirements, be made accessible to all competent Authorities, subject persons and the general public.

What is the MBR's role in relation to the Register of Beneficial Owners?

The MBR's role is to ensure there is adequate, accurate and timely information on the beneficial ownership and control of commercial partnerships that can be obtained or accessed promptly by competent Authorities, subject persons and the public at large

Does the MBR's Register of Beneficial Owners replace the obligation of the commercial partnership to maintain its own beneficial ownership register?

Malta uses a multi-pronged approach (the Registry Approach, the Company Approach and the Existing Information Approach) to ensure that information on the beneficial ownership of a company is accurate and kept up-to-date. Therefore, even though the MBR has to maintain information on commercial partnerships' beneficial ownership, a company is still required to maintain its own internal register of beneficial owners.

The MBR must be notified of any changes to the commercial partnership's own list of beneficial owners as per the time frames specified in this document.

Who is responsible for keeping the company's information regarding its beneficial owners?

Every company shall obtain and at all times hold adequate, accurate and up-to-date information in respect of its beneficial owners, which shall include the following particulars at the very least:

- (a) each beneficial owner's name, date of birth, nationality, country of residence and official identification document number that indicates the type of document and its country of issue;
- (b) the nature and extent of the beneficial interest held by each beneficial owner and any changes thereto;
- (c) the effective date on which a natural person became, or ceased to be, a beneficial owner of the company or increased or reduced his or her beneficial interest in the company.

Any natural person who has reasonable cause to believe to be a beneficial owner of a company shall be bound to provide the information to the company without delay.

C. Definition of a Beneficial Owner

What is a 'beneficial owner' in terms of the BO Regulations?

A beneficial owner ("BO") is defined in Regulation 2(1) of the PMLFTR as any natural person or persons who ultimately own or control the commercial partnership/company, or the natural person or persons on whose behalf a transaction or activity is being conducted. In the case of a body corporate or a body of persons, the BO shall consist of:

- any natural person or persons who ultimately own or control that body corporate or body of persons through direct or indirect ownership of twenty-five per centum (25%) plus one (1) or more of the shares or more than twenty-five per centum (25%) of the voting rights or an ownership interest of more than twenty-five per centum (25%) in that body corporate or body of persons, including through bearer share holdings, or
- through control via other means, other than a company that is listed on a regulated market which is subject to disclosure requirements consistent with European Union law or equivalent international standards which ensure adequate transparency of ownership information:

Provided that a shareholding of twenty-five per centum (25%) plus one (1) share or more, or the holding of an ownership interest or voting rights of more than twenty-five per centum (25%) in the company shall be an indication of direct ownership when held directly by a natural person, and of indirect ownership when held by one or more body corporates or body of persons or through a trust or a similar legal arrangement, or a combination thereof:

Provided further that if, after having exhausted all possible means and provided there are no grounds of suspicion, no beneficial owner has been identified, subject persons shall consider the natural person or persons who hold the position of senior managing official ("SMO") or officials to be the beneficial owners, and shall keep a record of the actions taken and any difficulties encountered to determine who the beneficial owner is.

What is a natural person?

A natural person is a human being. The beneficial owner must always be a natural person (this contrasts with corporate or other legal entities which are not).

Is it possible for a company to be the beneficial owner of another?

No. The beneficial owner must always be a natural person. The analysis of complex corporate structures is also important as, under Maltese law, circular ownership structures are prohibited in terms of Article 110 of the Companies Act.

Where shares in a company are held by one or more companies, one needs to have a clear vision of the ownership structure until one or more beneficial owners are identified. This is especially important where there may be multiple layers of different entities holding shares one in the other. Any individual at the top of the structure who through the intermediate companies owns 25% + 1 of the shares in the company will be considered a beneficial owner of the company through indirect means.

Ultimately, it is a natural person(s) who must be identified and entered as the beneficial owner(s) of the company, irrespective of how many layers of ownership there are in the company's structure. The name of another company cannot be provided to the MBR as that of a company's beneficial owner. .

If, after having exhausted all possible means and provided there are no grounds for suspicion, no natural person is identified as a beneficial owner, or if there is any doubt that the person(s) identified is the beneficial owner(s), the natural person(s) who holds the position of senior managing official(s) ("SMOs") shall be recorded as the beneficial owner. Please also refer to the questions relating to senior managing official(s) included hereunder.

Why is it 25 cent plus one share? Does that not mean 26 per cent?

No. The 25% +1 share reflects international and European standards. As set out in the following example, 25% + 1 cannot be equated with a 26% shareholding as much will depend on the number of shares in issue.

In instances where companies have a large number of shares, a shareholder can have 25 per cent of the overall available shares plus one additional share. For example: Company 'Z' has 1,000,000 shares at €1 each. If any person holds 250,000 (25 per cent) or fewer shares, they do not qualify under this requirement. However, if the shareholder owns or controls 250,001 shares, he or she qualifies as a beneficial owner and his or her details must be registered.

Please note that the percentage test in relation to ownership of shares should not be the only method used to determine who the ultimate beneficial owner is. Control of voting rights, ownership interest and control via other means must also be considered.

What does 'control by other means' refer to?

'Control by other means' refers to situations where an individual who does not hold more than 25 per cent of the shares or voting rights or ownership interest of an entity still exercises significant control or influence over the entity.

In Recital 13 of 4AMLD, 'control by other means' is explained as follows:

"Control through other means may, inter alia, include the criteria of control used for the purpose of preparing consolidated financial statements, such as through a shareholders' agreement, the exercise of dominant influence or the power to appoint senior management."

Article 3 (6)(a)(i) of 4AMLD also specifies that "Control through other means may be determined, inter alia, in accordance with the criteria in Article 22(1) to (5) of Directive 2013/34/EU of the European Parliament and of the Council (3)."

In simpler terms, 'control by other means' occurs when no natural person is identified to be considered a beneficial owner as defined in the Regulation 2(1) of the PMLFTR, or when such natural person is identified but the subject is aware or has reason to believe that another person(s) is/are exercising ultimate control over the running of a specific body corporate or its management via other means. These persons would also qualify as beneficial owners for the purposes of the PMLFTR.

Subject persons need to assess the situation and decide on a case by case basis as to whether a natural person falls within this category of 'control by other means' since it is impossible to provide an exhaustive list of such instances. Examples of these instances include:

- persons who are granted rights through formal arrangements (such as shareholders' agreements or through rights attached to shares) by means of which that person(s) can exert dominant influence or veto the decision-making powers of that legal person;
- individuals who, though not being owners of a sufficient percentage of shares or voting rights (do not exceed the 25% plus one of ownership interest) but collectively exceed the 25% threshold and are subject to an arrangement to exercise their rights collectively in the same way persons holding the right to directly or indirectly appoint or remove the majority of the board of directors (or administration) of an entity, or to appoint or remove the CEO of that entity;
- individuals who through family connections exert influence over the decision-making body of that entity.

What does 'directly or indirectly' mean?

Direct control is where the beneficial owner personally owns or controls a relevant entity by one or more of the following means:

- 25 per cent plus one share, or
- 25 per cent or more of the voting rights, or

25 per cent or more of the ownership interest. A shareholding of 25 per cent plus one share, or an ownership interest of more than 25 per cent in the company held by a natural person, shall be an indication of direct ownership. In most cases of direct ownership, the beneficial owner would be listed as one of the shareholders in a company's Memorandum and Articles of Association.

A shareholding of 25 per cent plus one share, or an ownership interest of more than 25 per cent in the company held by a corporate entity under the control of a natural person(s) or by multiple corporate entities under the control of the same natural person(s), shall be an indication of indirect ownership.

Kindly also refer to the section "What does 'control by other means' refer to?" in this document.

What if the share interest in a company is held by another company or companies?

If a company is a subsidiary owned by one or more corporate entities, Article 3(6), 4AMLD, states that:

"A shareholding of 25 per cent plus one share or an ownership interest of more than 25 per cent in the customer held by a corporate entity, which is under the control of a natural person(s), or by multiple corporate entities, which are under the control of the same natural person(s), shall be an indication of indirect ownership."

Therefore, where the company is a subsidiary owned or controlled by a single corporate entity, any natural person who owns or controls 25 per cent or more of the shares, voting rights or ownership interest in the parent entity, or controls the parent through other means, is a beneficial owner of the subsidiary.

Where the company is a subsidiary owned or controlled by multiple corporate entities, if the same natural person(s) controls the parent entities, he or she is a beneficial owner of the subsidiary.

If, after having exhausted all possible means to identify the beneficial owner(s), no natural person has been so identified, the name(s) of the person(s) who holds the position of senior managing official(s)

("SMO") of the relevant entity (i.e. the subsidiary company) must be recorded as the beneficial owner(s). Relevant entities shall keep records of the actions taken to identify their beneficial owners.

Can I enter a parent company as the beneficial owner of a subsidiary?

No. The beneficial owner entered in the Register of Beneficial Owners must be a natural person(s).

The shares of a company are subject to the rights of usufruct, pledge or other guarantee. What is to be done?

Control or ownership of shares is only one of the criteria for a person to be identified as a beneficial owner. Other criteria are direct or indirect control or ownership of voting rights or ownership interest or through control via other means.

Therefore, in such scenarios, if the usufructuary, pledgee or guarantee are given the right to determine how voting rights are to be exercised or other special rights in the agreement establishing such a relationship, both the shareholder (natural person having ownership interest and bare owner of shares) and the natural person having additional rights that make him or her a beneficial owner should also be disclosed.

No shareholder holds more than 25 per cent of shares in the company. How does one determine the beneficial owners?

The definition of beneficial owner includes more than just shareholders. It includes anyone who has a sufficient percentage of the voting rights or ownership interest in the company or who controls the company by any other means.

If, after having exhausted all possible means and provided there are no grounds for suspicion, no natural person is identified as the beneficial owner, or if there is any doubt about whether the person(s) identified is the beneficial owner(s), the natural person(s) who holds the position of Senior Managing Official(s) shall be recorded as the beneficial owner.

Who is considered a beneficial owner of a cell company?

In the situation of Protected Cell Companies, beneficial ownership in terms of share and/or voting rights held should be determined by considering all the shareholders of the company, including those who may be holding shares only in the cells. The reason for this is that the creation of the cell does not result in a separate body but rather in the segregation of assets.

The situation would be different in the case of an incorporated cell in an incorporated cell company. In this scenario, the cell would have separate legal personality and therefore would have to be considered separately from the incorporated cell company for the determination of beneficial ownership.

What is a Senior Managing Official?

A senior managing official can be a company's director, as well as a company's Chief Executive Officer, Chief Financial Officer or other similar official who:

- exercises significant control over the company through the decision-making powers concerning the daily affairs of an entity; or
- affect the general direction or business operations of a company.

The term is explained in more details in the Implementing Procedures – Part I Section ID&V of the FIAU's Implementing Procedures, as established in accordance with Regulation 17 of the PMLFTR. The said section also sets out how to deal with instances where the directors are corporate bodies themselves.

When a company is owned by a trust and has disclosed its beneficial owners to the MFSA, is it still obliged to file its beneficial ownership information with the MBR?

Yes. The information will still need to be disclosed to the MBR. The Register which is held by the Malta Financial Services Authority ("MFSA") is separate and distinct from that of the MBR. In addition, even the information that is reported is different.

Is a company licensed by a Maltese competent Authority exempt from disclosing its beneficial owners to the MBR?

No, such a company is not exempt.

Can the MBR conduct an on-site inspection to verify a company's beneficial ownership information?

The Registrar may carry out physical, on-site investigations at the premises or registered office of the commercial partnership in order to establish the current beneficial ownership and to verify that the beneficial ownership information submitted to the MBR in respect of a commercial partnership is accurate and up to date.

The right of the Registrar to verify such information shall not be restricted, obstructed or precluded in any manner.

D. Registering a Beneficial Owner

What information does the commercial partnership need to file in order to comply with the BO Regulations?

The following information is required for each beneficial owner:

1. Company name
2. Company number
3. Name and surname
4. Date of birth
5. Nationality
6. Country of residence
7. Identification document number
8. Nature and extent of interest held
9. Nature and extent of control exercised
10. Date of entry as beneficial owner
11. Date of cessation as beneficial owner

If, after having exhausted all possible means and provided there are no grounds of suspicion, no beneficial owner has been identified, subject persons shall consider the natural person(s) who holds the position of SMO to be the beneficial owner. The following information is required:

1. Company number
2. Company name
3. Name and surname
4. Date of birth
5. Nationality
6. Country of residence
7. Identification document number
8. Date of entry as SMO
9. Date of cessation as SMO
10. Designation

In addition, in the case that SMOs are disclosed, the company needs to also submit a letter explaining its reasons for identifying the SMO of the commercial partnership as its beneficial owner.

In all cases, the name, surname, identification number, date of birth and nationality must match the certified true copy of the identification document delivered to the MBR.

What are the statutory forms to be submitted in relation to the Register of BOs?

Form BO1: Declaration on Beneficial Owners in terms of Regulation 3 (before a commercial partnership is incorporated)

Form BO2: Notice on Beneficial Owners in terms of Regulation 6 (changes in beneficial ownership of a commercial partnership)

Form BO3: Declaration on Beneficial Owners in terms of Regulation 8 (existing companies were obligated to submit this declaration by June 2019)

Form BO, Annual Confirmation: Declaration on Beneficial Owners in terms of Regulation 6A (annual confirmation to ensure that the information is up-to-date and correct)

Form BO, Change in SMO: Declaration on Beneficial Owners in terms of Regulation 6A (3)

Form BO, Change in Details of BO/SMO: Declaration on Beneficial Owners in terms of Regulation 6A (4)

All forms can be accessed and downloaded via the MBR's portal: <https://mbr.mt/promo/official-registry-forms/>

What supporting documents do commercial partnerships need to file with the MBR?

A certified true copy of the identification document for every beneficial owner (including SMOs) needs to be submitted. The identification document needs to be government-issued and the certification needs to be conducted by a warranted professional in the EU, such as a notary, advocate or accountant.

What form of name should each beneficial owner enter in the forms?

The name entered must exactly match the name recorded on the certified copy of the identification document presented. The same applies to all other required details.

Why must a beneficial owner use his or her legal name on the MBR's forms?

The MBR is obliged to, firstly, verify that the data entered in the relevant forms is accurate and up-to-date and, secondly, to ensure that the beneficial owner is a natural person. Therefore, the name needs to match the identification document presented to the MBR for verification. The MBR may also verify this information with other sources.

Can anyone sign and submit declarations of beneficial ownership of commercial partnerships with the MBR?

Beneficial ownership declarations need to be signed by the relevant director, partner or secretary of a commercial partnership. Form BO1 can only be signed by anyone of the proposed director(s).

Submission of Form BO1 can be made by any officer of the company itself, partner or by a warranted professional, Corporate Service Provider or someone authorised to do so by the commercial partnership in question.

Should the relevant forms be filed electronically or in paper format?

The forms can either be filed electronically or in paper format. The officer of the company itself, partner, a warranted professional, Corporate Service Provider or someone authorised by the commercial partnership in question can file the forms.

How can I register to file BO forms online?

Please refer to [Annex I in this document](#).

Does a branch of a company have to file beneficial ownership details with the MBR?

A company's branch does not have any legal personality under Maltese law and is not incorporated in Malta. For this reason, branches are not required to file beneficial ownership details in Malta. If the parent company of the branch is an EU-incorporated company, that entity is likely to have beneficial ownership obligations in their country of incorporation.

E. Fees

What is the fee for registering a beneficial owner?

There is no filing fee for registering a beneficial owner.

Are there any fees attached to the MBR's Register of Beneficial Owners?

According to the EU Directive, the Registrar can apply a fee for the search and download of beneficial ownership details. The fee that currently applies is five euros.

Competent Authorities have free access to the Register of Beneficial Owners.

F. Time Frames

What are the time frames for registering beneficial ownership details?

The Registrar started receiving beneficial ownership filings on 1st January 2018 for all new commercial partnerships. Existing commercial partnerships registered prior to 1st January 2018 were required to submit beneficial ownership information as of 1st July 2018.

Any existing commercial partnership that has not successfully filed beneficial ownership information is now deemed to be late and is subject to administrative penalties and sanctions as prescribed in the BO Regulations.

The following are the relevant time frames within which forms must be filed:

Form BO1: immediately, together with the incorporation documents.

Form BO2: 14 days from the effective date of every change. In case of an increase in share capital and transfer *causa mortis*, the time frame is one month from the effective date.

Changes in Senior Management Officials: 14 days from the effective date of every change.

Annual BO Confirmation: 42 days from the anniversary date of the commercial partnership.

In case that a form is submitted in paper format, it is the responsibility of those filing the documents to ensure that documents arrive at the MBR within the filing periods prescribed. We are aware that post can on occasion be delayed on occasion. However, the company should take this into account be aware of that and post documents in plenty good of time. The MBR cannot operate a system which that allows for such delays as in doing so it would requirebe extending the time frames that are stipulated in theby Maltese law.

G. Access to the Register of Beneficial Owners

What information can be accessed by the general public?

The information that is granted to a member of the general public is the full name, month and year of birth, nationality, country of residence and the extent and nature of the beneficial interest of the beneficial owners of a company, as per Regulation 7(1)(c) of the BO Regulations.

Are there any exemptions regarding those who can access such beneficial ownership information?

Access to beneficial ownership information is permitted by the persons or entities contained in Regulation 7(1) of the BO Regulations.

The only exceptions are those listed in Regulation 7(2) and (5) of the BO Regulations. These regulations stipulate that access to the beneficial ownership information may not be granted in exceptional circumstances that should be justified by means of documentary evidence and be determined on a case-by-case basis, including if access to such information would expose the beneficial owner to disproportionate risk, risk of fraud, kidnapping, blackmail, extortion, harassment, violence or intimidation, or where the beneficial owner is a minor or otherwise legally incapable.

With regards to beneficial owners that qualify for an exemption, is their information also exempt from FIAU and other competent Authorities?

No. The FIAU and other competent Authorities have free and unfettered access to the Register of Beneficial Owners.

Which are the competent Authorities that have free and unfettered access to the Register of Beneficial Owners?

1. Central Bank of Malta
2. Malta Financial Services Authority
3. Malta Gaming Authority (acting under the Gaming Act and any regulations issued thereunder)
4. Accountancy Board (acting under the Accountancy Profession Act)
5. Comptroller of Customs (when carrying out duties under any regulation that may be issued or be in force from time to time relating to the cross-border movement of cash and other financial instruments)
6. Commissioner for Revenue
7. Commissioner for Voluntary Organisations
8. Asset Recovery Bureau
9. Security Service
10. Sanctions Monitoring Board

How can the general public and subject persons access the Register of Beneficial Owners?

The Register of Beneficial Owners can be accessed via the MBR's portal: <https://registry.mbr.mt/ROC/>

Please follow the procedure explained in [Annex II](#) in this document.

H. Administrative Penalties and Sanctions

What are the administrative penalties?

A penalty may be imposed as stipulated by the BO Regulations with respect to incidents whereby the Registrar deems it necessary to update the beneficial ownership information in the Register of Beneficial Owners in terms of the BO Regulations. In this context, the penalty is of not more than €100,000.

If an officer, shareholder or beneficial owner of a company knowingly or recklessly makes a statement, declaration or otherwise provides the Registrar with information on the beneficial ownership of a company that is misleading, false or deceptive in a material particular, he or she shall be guilty of an offence. On conviction, he or she shall additionally be liable to a fine (*multa*) of not more than €5,000, imprisonment for a term not exceeding six months, or to both a fine and imprisonment.

Regulation	Default	Penalty	Daily Penalty
5(5)	Failure to keep record of beneficial owners	euro 5000	euro 100
6(5)	Failure to provide information to the Registrar about a change in beneficial ownership of a company	euro 5000	euro 100
6A(2)	Failure to provide the Registrar with an annual confirmation of details	euro 5000	euro 100
6A(3)	Failure to provide information to the Registrar about a change in senior managing officials of a company	euro 5000	euro 100
8(2)	Failure to comply with regulation 5 within six months from the coming into force of the regulations	euro 10,000	euro 500
8(5)	Failure to provide the Registrar with a declaration containing information on the beneficial owners of the company	euro 10,000	euro 500

Are there any other measures in place to ensure submission of BO information?

The Registrar will:

- reject a new company if the beneficial owners are not disclosed.
- refuse to register any company document if the beneficial ownership information was not submitted or if the Registrar is not satisfied that the company has provided accurate and up-to-date information on all the beneficial owners of the company.
- restrict new incorporations for directors involved in other Maltese-registered companies that failed to submit information on beneficial owners.

- before registering a new company or return, take steps and require information or documentation deemed necessary to ascertain the correctness of the beneficial ownership information submitted by the company.
- strike off existing companies that failed to file their beneficial ownership information.

I. Discrepancies

Who is obliged to report a discrepancy?

Competent Authorities and subject persons are legally obliged to report any discrepancies they find between the beneficial ownership information available to them and the beneficial ownership information held in the Register of Beneficial Owners kept by the Registrar.

Can the general public report that a company's beneficial ownership information may not be correct?

Yes. The MBR will investigate every report even if the discrepancy is not filed by a competent Authority or subject person.

Where can a discrepancy be reported?

Discrepancies are to be reported to the Registrar via email: compliance.mbr@mbr.mt.

What action is the MBR required to take when a discrepancy report is filed?

The Registrar shall take any and all appropriate actions – including an on-site inspection – to resolve discrepancies and, where necessary, update the beneficial ownership information in the Register of Beneficial Owners.

Until the discrepancies are resolved, the Registrar may, if deemed appropriate, make specific mention of the discrepancies in the Register of Beneficial Owners.

J. Relevant Laws and Material

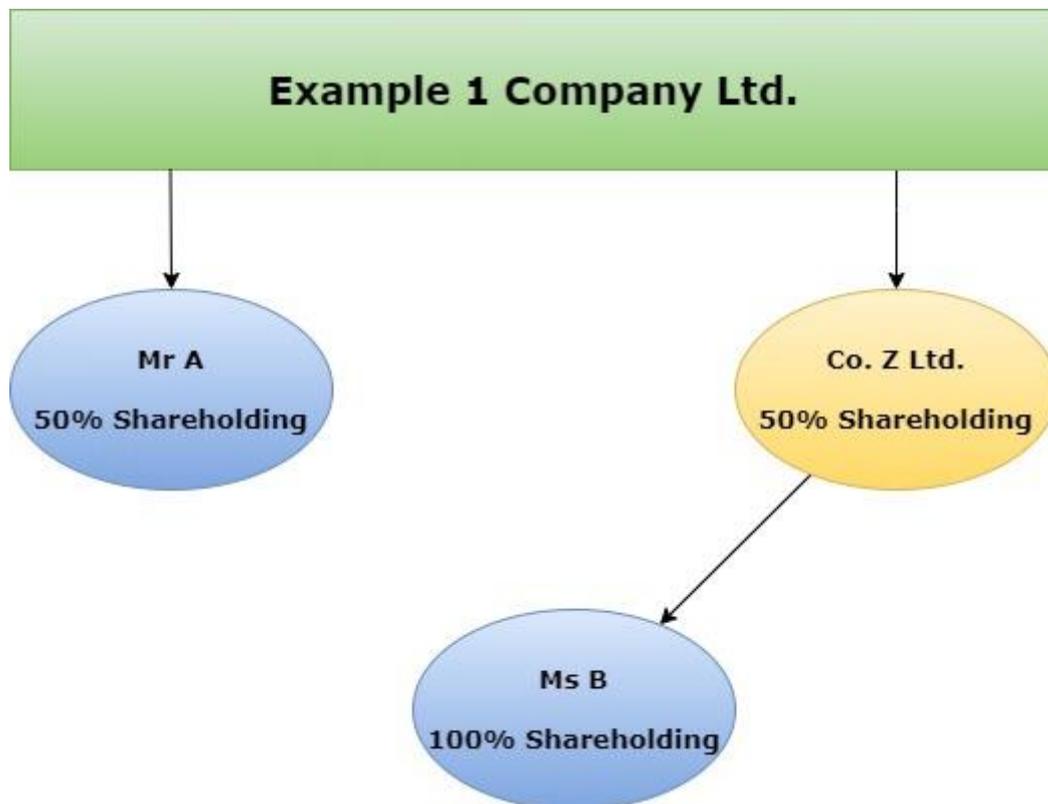
What are the relevant laws?

- Companies Act, Chapter 386 of the Laws of Malta
- Companies Act (Register of Beneficial Owners) Regulations, Subsidiary Legislation 386.19
- Prevention of Money Laundering Act, Chapter 373 of the Laws of Malta
- Prevention of Money Laundering and Funding of Terrorism Regulations, Subsidiary Legislation 373.01

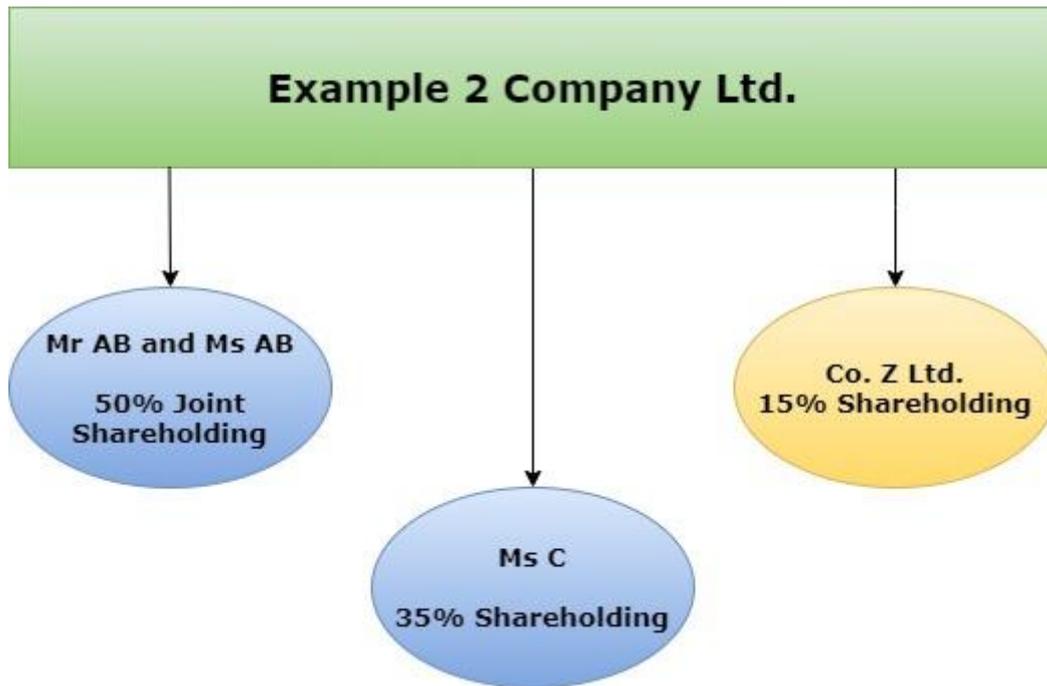
The Laws of Malta and the relevant subsidiary legislation are available free of charge from <https://legislation.mt/Legislation>.

K. Examples

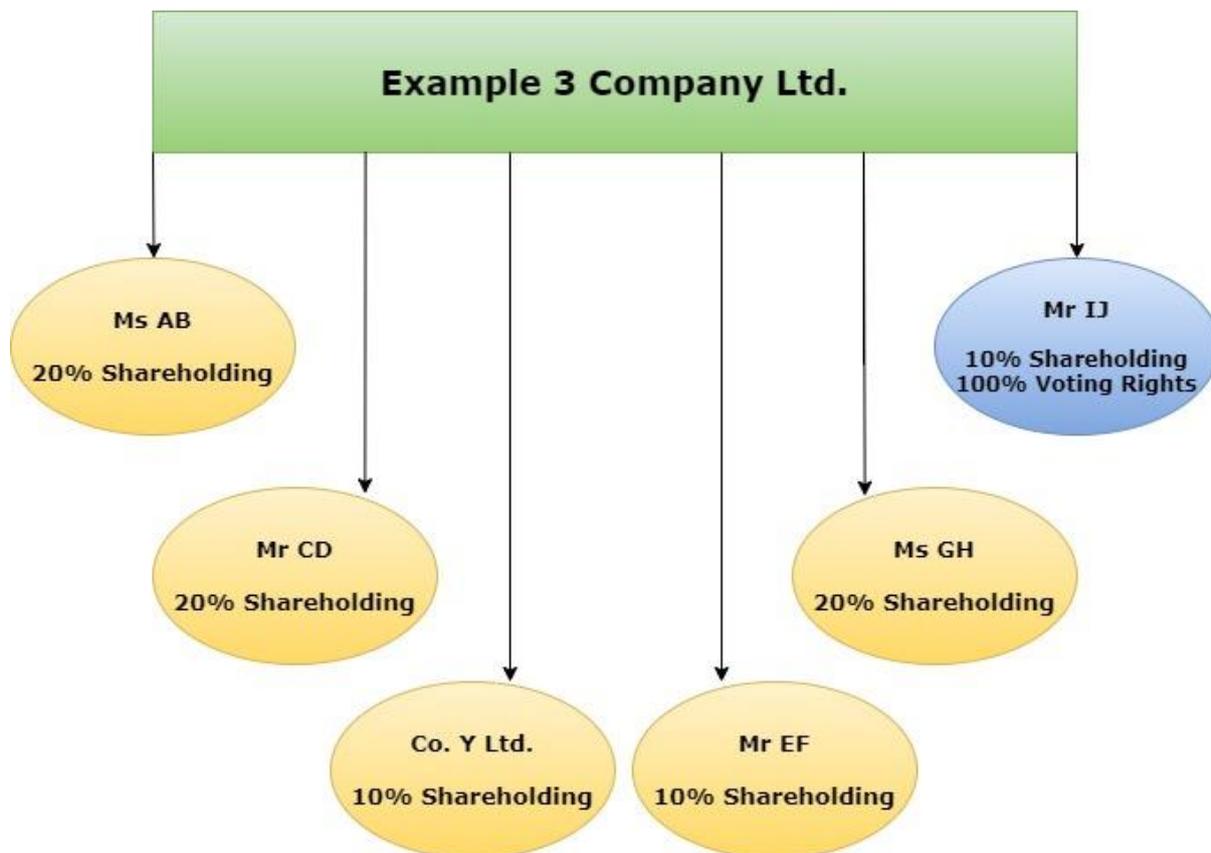
Please note that the company structures in this section are provided as examples only and do not reflect all possible company structures or scenarios.



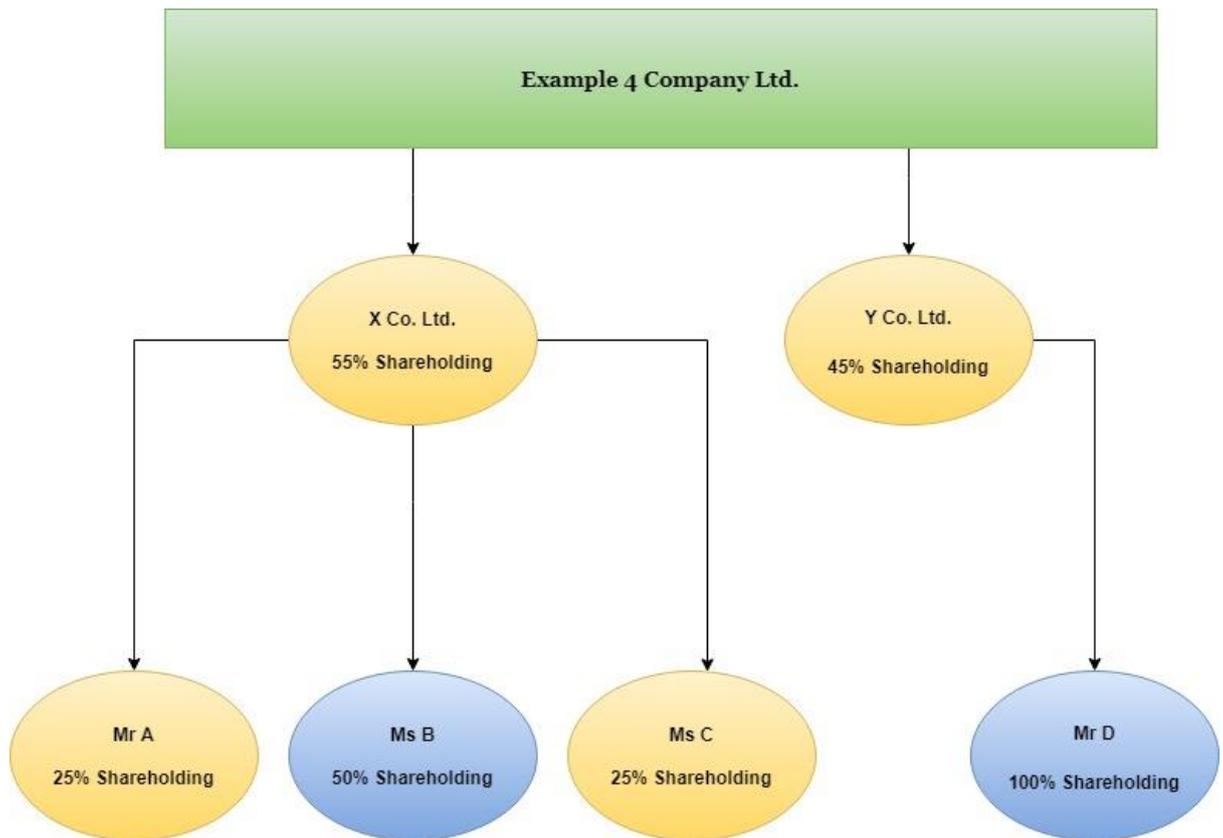
- In *Example 1 Company Ltd.*, both Mr A and Ms B need to be registered as beneficial owners because they both own more than 25 per cent of the company's shares.



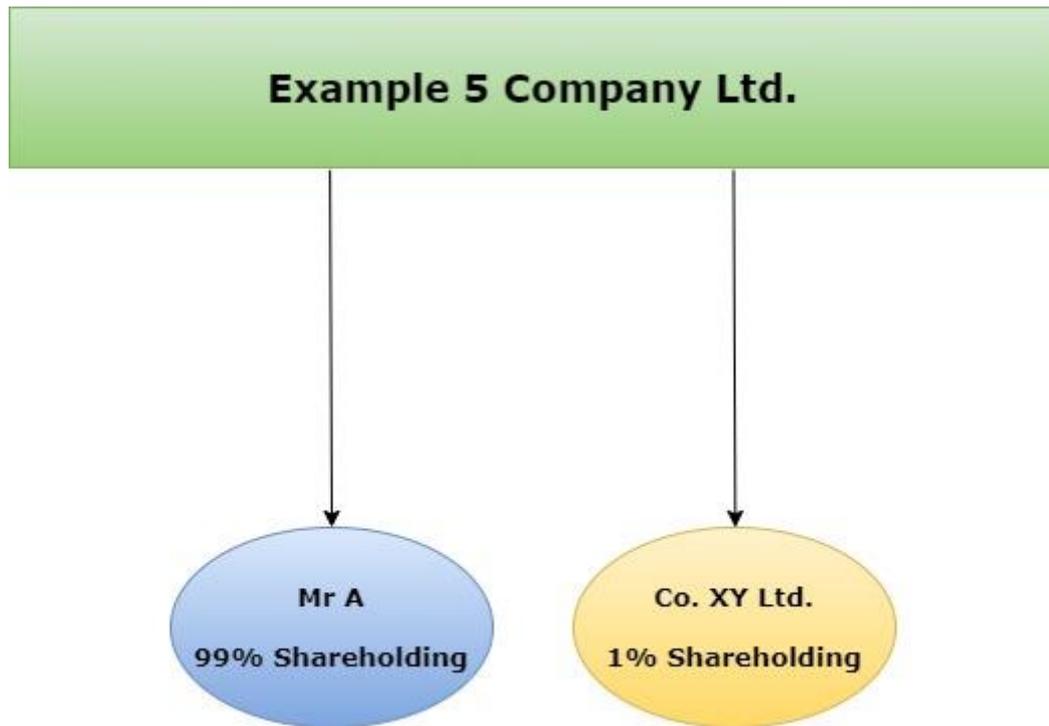
- In *Example 2 Company Ltd.*, both Mr AB and Ms AB need to be registered as beneficial owners because they jointly own over 25 per cent of the company's shares. Furthermore, Ms C is also required to be registered as a beneficial owner as she exceeds 25 per cent shareholding in the company.



- All six shareholders in *Example 3 Company Ltd.* fail to exceed the 25 per cent ownership required to qualify as beneficial owners. However, Mr IJ has 100 per cent controlling interest in the company. In this scenario, Mr IJ is required to register as a beneficial owner because he has sole controlling interest of more than 25 per cent.
- Had Mr IJ not exceeded the controlling interest and the shareholding percentages remained as provided in this scenario, no natural person could be identified as a beneficial owner holding more than 25 per cent of the shares or control of the company. In this case, *Example 3 Company Ltd.* would be required to identify a Senior Managing Official(s) for this purpose.



- *Example 4 Company Ltd.* has two corporate bodies as its shareholders and both entities hold more than 25 per cent ownership. The natural persons behind both entities therefore need to be identified to be able to determine the ultimate beneficial owner(s) of the company.
- Ms B is the only natural person in X Co. Ltd. with more than 25 per cent ownership and therefore she is required to be registered as a beneficial owner of *Example 4 Company Ltd.* Mr D is the sole owner of Y Co. Ltd. As the latter holds more than 25 per cent shareholding in *Example 4 Co. Ltd.*, Mr D is also required to be registered as a beneficial owner of the company.



- Mr A should be registered as the ultimate beneficial owner of *Example 5 Company Ltd.* as his shareholding exceeds 25 per cent.

L. Further Information

General queries about the Register of Beneficial Owners and the Companies Act (Register of Beneficial Owners) Regulations can be directed to the Legal and Enforcement Unit, while queries relating to specific companies should be directed to the desk officer in charge of the commercial partnership.

The MBR's telephone number is +356 2258 2300 and its email address is legal.enforcement@mbr.mt. The list of desk officers can be found at <https://mbr.mt/contact/>.

If in doubt, a company should seek legal advice to assist it in establishing who its beneficial owners are.

Paper format forms may be submitted at the MBR, AM Business Centre, Triq il-Labour, Żejtun, ZTN2401 at any time during office hours (Monday to Thursday, 9am to 12pm and 1pm to 3pm). While the MBR is closed on Fridays for staff training, documents can still be left in the letterbox.

Annex I: Registering Digital Certificates

To use the online filing system, you must register on the MBR's website:

<https://registry.mbr.mt/ROC/>

Once registration has been accepted, you will need the following to sign documents digitally:

- Valid Maltese identity card
- Smart card reader
- e-ID PIN

If you don't have access to your e-ID PIN, kindly contact Identity Malta to reset your PIN.

Kindly use the following guide to install the software required:

<https://registry.mbr.mt/static-resources/documents/docs/InstallationGuide.pdf>

Once your digital certificates have been accepted, you can proceed with using the online system to sign and submit documents.

Add Link to Company

In order to submit information on behalf of a company, you first need to link yourself to the company. You can do this via '**Profile – Add Link to Company**'.

For a company link to be approved, you need to tick the following:

I hereby apply for authorisation to create and submit documents for this company and I confirm that I have been duly authorised to act accordingly that you're an Authorised Signatory.

Kindly note that if you're not the company director or company secretary, you need to provide a Board Resolution signed by at least one director indicating that you're authorised to sign documents on behalf of the companies. You can send this Board Resolution either by post or to the e-mail support.mbr@mbr.mt.

Once the link has been approved, you can proceed with filing on behalf of the company.

Online Filing of Beneficial Owners Forms

In order to file the Beneficial Owners Forms, go to '**Online Filing – Form BO**'.

From there, select the company you are filing for and the Form BO that is to be uploaded.

The respective details of the Beneficial Owners or Senior Managing Officials can be entered. Or, a reason why the company doesn't have any Beneficial Owners or Senior Managing Officials can be provided. Kindly ensure that the data submitted in the uploaded scanned copy reflects the data input via the system. Finally, you can proceed with signing and submitting the document.

For more information regarding online filing, please refer to: <https://registry.mbr.mt/ROC/index.jsp#/ROC/onlinefiling.html>

For any issues, kindly contact support.mbr@mbr.mt.

Annex II

Searching for Beneficial Owners

The function to search for Beneficial Owners is available to the public irrespective of whether the external user has a registered account with the MBR's online system or not.

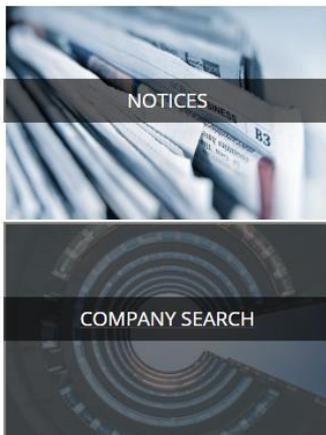
To carry out the search, you have two options: search by Company or search by Individual.

Searching by Company

Go to 'Company Search' and search for the company that you want BO information on (this can be found under 'Quicklinks' on the Homepage).



QUICKLINKS



Company Search

Company Registration Number Exact

Company Name

Go to 'Company Search' and search for the company that you want BO information on (this can be found under 'Quicklinks' on the homepage).



If the company has Beneficial Owners, the user will be asked to pay for the Beneficial Owner information:

Kindly click on this link to pay in order to view the Beneficial Owners of the company

By continuing, you are agreeing that you are using the system in terms of the Prevention of Money Laundering and Funding of Terrorism Regulations providing services in or from Malta, and that you are accessing the information on the beneficial ownership of the company for the purpose of carrying out customer due diligence in accordance with the said regulations.

Once the fee has been paid, the user can view the company's BO information.

Beneficial Owners (1)						
Beneficial Owner Particulars	Country of Residence	Nationality	Country of Issue of Identification Document	Extent of the Beneficial Ownership	Nature of the Beneficial Ownership	Effective Date
JOHN DOE DOB: 04/1994	MALTA	MALTESE	MALTA	100.0	DIRECT OWNERSHIP OF SHARES/VOTING RIGHTS OF MORE THAN 25%	31/03/2020

Searching by Natural Person

Go to 'Search Beneficial Owners', which is found under 'Quicklinks' on the homepage:



Search Beneficial Owners by Individual

Kindly enter the ID Card/Passport, Name and Surname of the Beneficial Owner.

ID/Passport Number

Name

Surname

Enter your email address before proceeding to pay to view the BO Involved Companies. After payment is verified, you can view the details from here or access the link received by email

Kindly note that viewing of the BO Details will only be available for 1 hour from confirmation of payment.

Email Address

Confirm Email Address

Search

If there is a match and information is available, the user will be prompted to pay for access. The results will then show the companies of which the natural person is a beneficial owner.