

FINANCIAL REGULATION
CORPORATE GOVERNANCE AND COMPLIANCE

AML Update: Central Register of Beneficial Ownership of Companies goes live

July 2019

The Central Register of Beneficial Ownership of Companies and Industrial and Provident Societies (RBO) officially launched on 29 July 2019, following important clarifications in relation to the requirement to provide PPS numbers for beneficial owners.

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This document contains a general summary of developments and is not a complete or definitive statement of the law. Specific legal advice should be obtained where appropriate.

OVERALL FRAMEWORK

The overall framework in relation to the gathering of beneficial ownership information by bodies corporate remains as set out in our [April 2019 AML Update](#) following the introduction of the [European Union \(Anti-Money Laundering: Beneficial Ownership of Corporate Entities\) Regulations 2019](#) (which revoked the earlier [2016 Regulations](#)).

However, since that [April 2019 AML Update](#) two important points have been clarified regarding:

- The scope of the RBO established by the Registrar of Companies (who has been appointed by the Minister for Business, Enterprise and Innovation to be the Registrar of Beneficial Ownership of Companies and Industrial and Provident Societies (the **Registrar**))
- PPS Numbers

SCOPE OF, AND REPORTING TO, THE RBO

Scope

While Part 3 of the 2019 Regulations imposes an obligation on **all relevant entities** to deliver information on their beneficial owners to the Registrar for inclusion on the RBO, reporting will only be accepted from companies and industrial and provident societies.

Separate arrangements will need to be put in place, by way of further regulations,

for other types of corporate entities, including ICAVs.

Reporting

Reporting must be done online via <https://rbo.gov.ie/> and there are no filing fees.

Detailed [FAQs](#) have also been published on the RBO website.

PPS Numbers

Under Part 2 of the 2019 Regulations, a relevant entity must, in addition to collecting the name, date of birth, nationality, residential address, and statement of the nature and extent of the interest held, in respect of each beneficial owner, also collect the PPS number of that beneficial owner (if they have one).

Under Part 3 of the 2019 Regulations, the PPS number of each beneficial owner (who has such a PPS number) must be reported by the company/ industrial and provident society to the Registrar (but will not be included on the RBO). The Registrar will cross-check that PPS number with the Department of Employment Affairs and Social Protection to ensure that the names match. This is an extra verification step that the Registrar will use to ensure that the information held on the RBO is accurate and that the RBO does not contain duplicate entries.

For a beneficial owner who does not have a PPS number, the Registrar has now

confirmed that a Form BEN2 (Declaration as to Verification of Identity) will be used to verify that beneficial owner's identity.

HOW WILL THE FORM BEN2 PROCESS WORK?

The Form BEN2 need only be completed once by each beneficial owner, and can only be used by a beneficial owner who does not have a PPS number.

Once the Form BEN2 has been processed by the Registrar, the beneficial owner will be allocated an RBO Transaction Number, and that number can be used in respect of future RBO filings that reference that beneficial owner.

The Form BEN2 requires the beneficial owner to make a sworn declaration as to his/her name, date of birth, nationality and address. Once completed, it will then be uploaded via the RBO online portal.

It will be an offence for a company or industrial and provident society not to provide a PPS number for a beneficial owner who has one, or to upload a Form BEN2 for a beneficial owner who has a PPS number.

The Form BEN2 will be used by the RBO for identity verification purposes only, and will not be accessible to any third party.

The Registrar has introduced the Form BEN2 requirement under Regulation 21(2)(b) of the 2019 Regulations, which requires an in-scope relevant entity to deliver to the Registrar "*such information as stands determined by the Registrar for the purposes of this Regulation*". However, while the relevant entity is required to deliver a Form BEN2 to the Registrar for a beneficial owner who does not have a PPS number, there is no equivalent obligation on that relevant entity to procure a Form BEN2 from that beneficial owner. Further, while failure by a relevant entity to comply

with a requirement of the Registrar under Regulation 21 is an offence, it is unclear how a relevant entity could be penalised for not obtaining a Form BEN2 from a beneficial owner where it is not under an obligation to procure one, and a beneficial owner is not under an obligation to provide one. It is possible that further regulations will be introduced to address these discrepancies, and the RBO website caveats the Form BEN2 process by stating that additional information will be forthcoming shortly.

ACCESS TO THE RBO

Unrestricted access (Tier One)

As mentioned in our [April 2019 AML Update](#), unrestricted access (free of charge) to the RBO will be granted to authorised officers within certain organisations, which the RBO has now classified as having 'Tier One' access (An Garda Síochána, the Financial Intelligence Unit Ireland, the Revenue Commissioners, the Criminal Assets Bureau, the Central Bank of Ireland, the Department of Justice & Equality, the Property Services Regulatory Authority, the Law Society of Ireland, the General Council of the Bar of Ireland and an inspector appointed by the Director of Corporate Enforcement under section 764(1) of the Companies Act 2014).

Those with 'Tier One' access will not, however, be able to access copies of Forms BEN2.

Restricted access

Restricted access to RBO data will be made available to the general public, and to designated persons for the purposes of carrying out customer due diligence (referred to as 'Tier Two' access).

In respect of a beneficial owner, those with 'Tier Two' access will be able to access the name, month and year of birth, nationality, country of residence, and statement as to the nature and extent of the beneficial interest held (or control exercised). They will not be able to access a beneficial owner's day of birth or address.

For those with 'Tier Two' access, a beneficial ownership report will cost €2.50 which must be paid by debit card or credit card, and not via an existing Companies Registration Office account. To request a report, a person with 'Tier Two' access will need to set-up an account via the RBO online portal.

WHAT HAPPENS NEXT?

Companies and industrial and provident societies that were in existence before 22 June 2019 must report their beneficial ownership information to the Registrar before 22 November 2019.

Those companies and industrial and provident societies that come into existence after 22 June 2019 must report that information to the Registrar within 5 months of incorporation.

The RBO is planning to write to each company and industrial and provident society in the coming days in relation to the reporting obligations.

HOW WE CAN HELP YOU

If we have already assisted in the establishment of your Beneficial Ownership Register, we can update its format to make it compliant with the 2019 Regulations. We can also advise on how to obtain the new information required to be collected by relevant entities, and assist in presenting the required returns to the RBO on your behalf.

KEY CONTACTS

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