

Preparing to register UBOs

For a new nv, bv, SE, or SCE

Are you going to register a new nv (non-listed public limited company), bv (non-listed private limited company), European Public Limited Company (SE), or European Cooperative Society (SCE)? Then you also need to fill in [Form 30](#) to register the UBOs of your organisation.

UBOs (Ultimate Beneficial Owners) are the ultimate stakeholders of an organisation. In other words, the people who make decisions for a business. An example is individuals with more than 25% of the shares in a public limited company. An organisation has 1 or more UBOs.

Determine who your organisation's UBOs are

The interests listed below may apply to an nv, bv, SE, or SCE. You determine the UBO or UBOs based on these interests. KVK cannot advise you when determining who your organisation's UBOs are.

When registering UBOs at a KVK office, you must provide documents to show the interests of the UBOs. Examples of these documents for each interest are listed below.

1. Shareholdership

Are there individuals with more than 25% of the shares in the organisation? Then these persons are UBOs.

Make a note of the percentage of shares each UBO owns:

- over 25% and less than or equal to 50%
- over 50% and less than or equal to 75%
- over 75% and less than or equal to 100%

Example:

A company has 3 shareholders. Shareholder 1 holds 10% of the shares, shareholder 2 holds 15% of the shares, and shareholder 3 holds 75% of the shares. Only shareholder 3 is a UBO in this example.

Examples of required documents for this interest:

Extract from *aandeelhoudersregister* (shareholders' register), deed of incorporation, or part of another notarial deed relating to the UBO. If the UBO holds 100% of the shares, you do not need to add any documents. However, the UBO must then be registered in the Business Register as the sole shareholder of the organisation for which you are submitting the UBO report.

2. Voting rights

Are there individuals with more than 25% of the voting rights in the organisation? Then these persons are UBOs. Voting rights are usually linked to shares, but this is not always the case. The articles of association may contain provisions on voting rights. For example, that a share is assigned more than 1 vote. Make a note of the percentage of each UBO's voting rights:

- over 25%, and less than or equal to 50%
- over 50%, and less than or equal to 75%
- over 75%, and less than or equal to 100%

Examples of required documents for this interest:

An extract from the *aandeelhoudersregister* (shareholders' register), deed of incorporation, or part of another notarial deed relating to the UBO.

3. Economic interest

Are there individuals with more than 25% economic interest in the organisation? Then these persons are UBOs. Make a note of the percentage of each UBO's economic interest:

- over 25%, and less than or equal to 50%
- over 50%, and less than or equal to 75%
- over 75%, and less than or equal to 100%

Example:

Economic interest may apply to certified shares. Not the shareholder, but the certificate holder holds the economic interest in that case.

Examples of required documents for this interest:

An extract from the *certificaathoudersregister* (certificate holder register) relating to the UBO.

4. Persons who have effective control by other means

Are there persons who have effective control by other means? Then these persons are UBOs.

Example:

A company has 10 shareholders. None of these shareholders owns more than 25% of the shares, and none of them has a different stake in the company. There is only 1 stakeholder, R, who attends the shareholders' meetings and takes decisions. Effectively, R has control and is the UBO in this example.

Examples of required documents for this interest:

An extract from the *aandeelhoudersregister* (shareholders' register), voting agreement, management report, articles of association, part of another notarial deed, or part of the organisational chart relating to the UBO.

Do none of these interests apply?

In that case, you register all senior officials as the organisation's UBOs. You can only do so if these officials are registered in the Business Register as statutory directors. You do not register them based on having a stake in the organisation, but because they have the function of director. You do not need to add any documents to the UBO report to demonstrate their stake or interest.

What other information do you need when registering UBOs?

Form 30 (UBO registration for a new *bv*, *nv*, SE, or SCE) states what information you need from the UBOs.