

Ultimate Beneficial Owner (UBO) Register: Registration and Maintenance (The Netherlands)

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Practice notes | **Maintained** | The Netherlands

A Practice Note that explains the requirements for Dutch entities and trusts to register and maintain information on their Ultimate Beneficial Owners (UBOs) in the Dutch UBO and Trust Registers. This Practice Note provides guidance on which entities must register, the criteria for identifying an UBO, and the registration process. It explores the ongoing obligations for entities, the process for shielding UBO data for protected persons, and the reporting duties for institutions subject to anti-money laundering (AML) laws when discrepancies are found. A key focus is the impact of the November 2022 European Court of Justice (ECJ) judgment that suspended public access to the UBO Register and the subsequent legislative changes limiting access to parties with a legitimate interest. The Practice Note also outlines the sanctions for non-compliance.

Qualifying Entities That Must Register UBOs

Foreign Legal Entities and the UBO Register

Trusts

Trust Register

Criteria for Qualifying as a UBO

BVs and NVs

Foundations, Associations, Co-operatives and Mutual Insurance Associations

Trust Office Foundation (STAK)

Limited Partnerships

Church Denominations

Trusts

Identification and Verification Obligations

Registration Requirements

When to Register UBOs

Shielded Access to the UBO Register for Protected Persons

Criteria for Shielded Access

Suspension of Public Access to UBO Register following ECJ Judgment

Reporting Obligations Of Institutions Subject to AML

Ongoing Obligations and Sanctions

This Practice Note explains which Dutch entities need to register and maintain information on their Ultimate Beneficial Owners (UBO) in the Dutch UBO Register as well as the requirements and deadlines for such registration. This Practice Note also explains which entities are required to register and maintain UBO information in the Trust Register.

The Dutch Chamber of Commerce has been appointed to maintain and keep UBO registration details in the UBO Register and Trust Register. These form part of the Trade Register which is upheld by the Chamber of Commerce on behalf of the Dutch Ministries of Finance and Justice & Security.

The obligation to set up and maintain a UBO Register entered into effect on 27 September 2020 and stems from the [Fourth Money Laundering Directive \(\(EU\) 2015/849\)](#) (4MLD), as amended by the [Fifth Money Laundering Directive \(\(EU\) 2018/843\)](#) (5MLD). The UBO Register aims to prevent the financial system from being used for the purposes of money laundering or terrorist financing.

This Practice Note covers:

- The obligation for Dutch entities to register and maintain information on UBOs in the UBO Register and the obligation of trusts to register and maintain information on their UBOs in the Trust Register.
- Who qualifies as a UBO.
- What UBO information must be registered and where.
- Reporting obligations of institutions that are subject to the anti-money laundering (AML) obligations where there are discrepancies found in their onboarding process compared to registered information. The obligation imposed on regulators to report such discrepancies as well is outside the scope of this Practice Note.
- How to apply to shield or protect UBO information from public access.

Qualifying Entities That Must Register UBOs

The following Dutch entities are required to register their UBOs in the UBO Register:

- BVs (*Besloten Vennootschappen*) (private companies) and NVs (*Naamloze Vennootschappen*) (public companies), except listed companies and their 100% directly and indirectly wholly owned subsidiaries.
- European companies (SEs) and European co-operative societies (SCEs) having their registered office in the Netherlands.
- Foundations (*stichtingen*).
- Associations (*verenigingen*).
- Co-operatives (*coöperaties*).
- Mutual insurance associations (*onderlinge waarborgmaatschappijen*).
- Private partnerships (*maatschappen*).
- Limited partnerships (*commanditaire vennootschappen*).
- General partnerships (*vennootschappen onder firma*).

- European economic interest groupings (EEIGs).
- Ship owning partnerships or associations (*rederijen*).
- Church denominations (kerkgenootschappen).
- Dutch-qualified Public Benefit Organizations (PBO, or *Algemeen Nut Beogende Instelling* (ANBI)). Although a PBO has no UBO, as its sole beneficiary is the public benefit, its board members must nevertheless be included in the UBO register. The register will state that the directors do not "own" the PBO.

For more information on Dutch trading vehicles, see [Practice Note, Trading Vehicles: Overview \(The Netherlands\)](#).

Foreign Legal Entities and the UBO Register

Only legal entities that are incorporated in the Netherlands are obliged to register their UBOs in the UBO Register.

Dutch corporate law adheres to the incorporation doctrine: the nationality of a legal entity, and thus the law which governs its existence and validity, is based on the law of the state or country of its incorporation. Consequently, entities incorporated under Dutch law that migrate to another jurisdiction will remain in principle Dutch entities for purposes of Dutch law.

Conversely, entities incorporated outside of the Netherlands, but which migrate into the Netherlands, remain subject to the law of the country of their incorporation (see [Practice Note, Establishing a Branch Office or Presence in the Netherlands: Companies Incorporated Under the Companies Formally Registered Abroad Act](#)). Such formally foreign legal entities are required to file their accounts in the Netherlands in the same way a Dutch entity is, and this obligation rests on the directors (see [Practice Note, Directors' Duties \(The Netherlands\): Duties Relating to Registration and Incorporation](#)). Formally foreign legal entities are not legal entities incorporated under Dutch law. Therefore, they are not obliged to register their UBOs in the Netherlands. The same principle applies to branches of foreign entities registered in the Netherlands (see [Practice Note, Establishing a Branch Office or Presence in the Netherlands: Branch](#)).

Trusts

Since 1 November 2022, all newly incorporated trusts (irrespective of nationality or registration), or mutual funds ("*fondsen voor gemene rekening* (FGR), but with a trustee – or a person holding an equivalent position – (**Trustee**) with domicile in the Netherlands, are obliged to register their UBOs in the Trust Register. The same registration obligation applies to a Trustee, who is established or resides outside the EU/EEA, but where the Trustee is representing a trust in a commercial transaction or in relation to the acquisition of real estate in the Netherlands. This requires that the trustee of a trust, which engages a Dutch AML-regulated institution, meets the registration obligation before the relevant institution is allowed to assist.

This obligation stems from the Implementation Law on Registration of Beneficial Owners of Trusts and Similar Legal Arrangements (*Implementatiewet registratie uiteindelijk belanghebbenden van trusts en soortgelijke juridische constructies*), which law in its turn also stems from the 4MLD and 5MLD.

Where the Trustee is faced with multiple registration obligations, for example, where the Trustee is established or resides in different member states, or where the Trustee enters into multiple business relationships in the name of the trust or a similar legal arrangement in different member states, only one registration of the UBOs is required within the EU. A certificate of proof of registration or an excerpt of the beneficial ownership information held in a register by one member state may be considered as sufficient to consider the registration obligation fulfilled.

Non-compliance with the UBO registration obligations for trusts (such as untimely registration or incorrect registration of information) can result in sanctions such as monetary penalties of more than EUR 25,750 and the initiation of criminal investigations against the trustee as well as the defaulting UBOs.

Trust Register

The Trust Register is a separate UBO Register that is part of the Trade Register kept by the Dutch Chamber of Commerce for the registration of the UBOs of trusts, as well as FGRs. Trusts and trust-like structures are required to register UBOs in the Trust Register if:

- It has a trustee in the Netherlands.
- A FGR is created under Dutch law.
- A trust or similar legal arrangement, whose trustee is domiciled or established outside the EU, enters into a business relationship with an AML reporting institution or acquires immovable property in the Netherlands on behalf of the trust or similar legal arrangement.

The obligation to register UBOs in the Trust register in the Netherlands is only applicable if the UBOs have not already been registered in another UBO register within the European Union.

Criteria for Qualifying as a UBO

A UBO is a natural person, who is the ultimate owner or who exercises ultimate control over entities or assets. The Dutch law definition of a UBO is provided in the general *Dutch Anti-Money Laundering and Terrorism Financing (Prevention) Act (Wet ter voorkoming van witwassen en financieren van terrorisme) (Wwft)* and in secondary legislation (the *Wwft Implementation Decree 2018 (Uitvoeringsbesluit Wwft 2018)*) (**Wwft Implementation Decree**). It includes natural persons within the entities listed above (see *Qualifying Entities That Must Register UBOs*). The legislation provides criteria by type of entity that determine who qualifies as a UBO and therefore must be registered in the UBO register.

Generally, individuals with an ownership interest of more than 25% in an entity are considered UBOs. In certain circumstances, individuals holding less than 25% may also be considered UBOs either on the basis of a lower threshold as currently applies in some member states or on the basis of having *de facto* control. Please note that the envisaged legislation under the AMLR, presumably as from 2027, will implement a new threshold for ownership interest for qualification of a UBO in the member-states, that is, an ownership interest of 25% and more instead of an ownership interest of more than 25%.

Different rules apply to trusts, or trust-like structures (see *Trusts*).

BVs and NVs

For BVs and NVs, as well as comparable other legal entities, such as European public companies and European co-operative companies, UBOs are those individuals (natural persons), who directly or indirectly hold more than 25% of the shares, voting rights or an ownership interest in the legal entity (*Article 35b Handelsregisterbesluit 2008*) The minimum percentage pursuant to which a natural person qualifies as UBO has been provided for by *Article 3(1)(a) of the Wwft Implementation Decree*.

However, the Wwft Implementation Decree also provides that an individual, who holds less than 25% of the shares, voting rights or ownership interest in a legal entity, can also be qualified as a UBO if this person has ultimate ownership or control of a company in another way. If the ultimate ownership of, or control over, a company is held indirectly (for example through

another legal person, such as a trust (office foundation), or any other structure of legal persons), the natural person (or persons) with the ultimate ownership interest or control of that structure qualifies as the UBO.

More specifically, where the ultimate ownership or control of a BV or NV is exercised indirectly through a trust, or if there is a trust within the ownership structure of the BV or NV, only those natural persons who meet the definition of UBO for a BV or NV under Article 3(1)(a) of the Wwft Implementation Decree qualify as UBOs of the BV or NV. In those cases, the criteria for qualifying as a UBO of a trust, as set out in Article 3(1)(e) of the Wwft Implementation Decree, do not apply to determine the UBOs of the BV or NV. In other words, natural persons who are considered UBOs of the trust under Article 3(1)(a) of the Wwft Implementation Decree do not automatically qualify as UBOs of a BV or NV that is part of the underlying structure of the trust, unless they satisfy the requirements of Article 3(1)(a) Wwft Implementation Decree with respect to the BV or NV.

When determining a UBO in a structure where a trust acts as an intermediary, the prevailing view is that the national criteria of the entity from which the UBO is being identified remain applicable, rather than the criteria that would be used to determine the UBO(s) of that entity itself. This interpretation is not unanimously accepted. For example, the trust office industry association Holland Questor takes a different position (see [Holland Questor, Guideline Wtt 2018 and Wwft for Trust Offices \(version March 2025\), p. 12](#)) as does the Rotterdam District Court ([ECLI:NL:RBROT:2023:5209](#), [ECLI:NL:ROT 23/1590](#), [ECLI:NL:RBROT:2025:6921](#), and [ECLI:NL:RBROT: 23/6359 and 24/1863](#)).

Individuals who hold bearer shares in a company can also be considered UBOs (for more information, see [Practice Note, Shareholders' Rights and Responsibilities: Overview \(The Netherlands\): Share Capital](#)).

If an individual holds a qualifying ownership interest in a corporate entity through depository receipts issued by a Dutch foundation (*stichting administratiekantoor*), the individual will still qualify as a UBO of the company.

Foundations, Associations, Co-operatives and Mutual Insurance Associations

Foundations, associations, mutual insurance associations and co-operatives are considered other legal entities. UBOs of these legal entities are the individuals, who directly or indirectly:

- Have an ownership interest of more than 25%.
- Can exercise more than 25% of the voting rights in respect of changes of the articles of association.
- Can exercise effective control over the entity.

Trust Office Foundation (STAK)

A STAK is a foundation that is set up to create a distinction between legal and economic ownership interest of shares in a BV. The legal interest (being the shares in the BV) is held by the STAK and for those shares the STAK issues depository receipts (**DRs**) which DRs grant an entitlement to the economic interest (the shares in a BV) to the holders thereof. A STAK can also be set up to create a distinction between legal and economic ownership of other objects such as shares ownership in another legal entity, but also, for example, a painting or a car.

In principle, the holders of DRs therefore usually do not have any control or ownership interest in the STAK itself, but economic interest in the underlying BV. For these reasons, holders of DRs generally cannot be designated as UBO of the STAK and most likely a pseudo-UBO will have to be designated, being the entire board (senior management) of the STAK.

In addition, it is still advisable to take note of the STAK's articles of association and any agreement that has been made between the STAK and the holders of DRs to determine whether any arrangement has been made pursuant to which, contrary to the aforementioned, the holders of DRs actually qualify as UBO. This might be the case if according to the relevant documents the holders of DRs hold voting rights (in order to amend the STAK's articles of association), an ownership interest in the STAK or effective control based on other means.

The holders of DRs usually do qualify as UBO of the underlying BV since they are either entitled to economic benefits of the shares of the underlying BV or have effective control based on means.

Limited Partnerships

UBOs of limited partnerships are natural persons who:

- Hold more than 25% of the ownership interest in a partnership. Ownership interest includes a right to distribution of the profits or reserves of the partnership, or to a surplus to be distributed after liquidation.
- In more specifically defined cases, can exercise more than 25% of the voting rights regarding changes of the limited partnership agreement.
- Are able to exercise actual control in a partnership.

For more information on partnerships generally, see [Practice Note, Trading Vehicles: Overview \(The Netherlands\): Partnerships](#).

Church Denominations

UBOs of church denominations are either:

- Natural persons appointed as legal successors in the constitutional and organizational documents of the denomination (*statuut*) upon its dissolution.
- If after exhausting all possible means and provided that there are no grounds for suspicion, none of the persons referred to in the bullet above has been identified, or if there is any doubt as to whether a person referred to is the beneficial owner or has control, or is the natural person on whose behalf a transaction is carried out, the natural persons who are listed as directors in the constitutional and organizational documents of the denomination (*statuut*), or, if possible, are listed as directors in the documents of the church denominations.

Trusts

With respect to a trust, an FGR or a trust-like structure (as defined in [Article 1, paragraph 2 of the Trust Supervision Act \(Wet toezicht trustkantoren 2018\)](#)), all persons belonging to any of the following categories are considered UBOs, the first four irrespective of the percentage of their interest:

- The incorporator (or incorporators).
- The trustee (or trustees).
- The protector (or protectors).

- Any other natural persons exercising ultimate control over the trust (or trust-like structure) by means of direct or indirect ownership or by other means.
- The beneficiaries, or where the individuals benefitting from the legal arrangement or entity have yet to be or cannot be determined, the class of persons in whose main interest the legal arrangement or entity is set up or operates.

Identification and Verification Obligations

Under the Wwft, AML-regulated entities are obliged to identify and verify the UBOs of the (potential) client. The institution must include which data in its records with regard to the UBO for the following purposes:

- Identification: the identity, including at least the surname and first names of the UBO.
- Verification: the data and documents collected on the basis of reasonable measures taken to verify the identity of the UBO.

(Article 33, paragraph 2, sub b, Wwft.)

These documents and data must be recorded in a retrievable manner *(Article 33, paragraph 1, Wwft)*.

Verification of identity is carried out using documents, data, or information from reliable sources, such as a valid passport, a valid Dutch or foreign identity card, a valid Dutch or foreign driver's license, a travel document for refugees and foreign nationals, foreign national documents, or a sufficiently reliable means of identification in accordance with article 4 Implementing Regulation of the Money Laundering and Terrorist Financing Prevention Act (*Uitvoeringsregeling Wet ter voorkoming van witwassen en financieren van terrorisme*).

Where available in the relevant jurisdiction, the UBO's details will also be verified using the information contained in the UBO register.

If pseudo-UBOs are designated, for entities established in the EU, the commercial register and the UBO register in the relevant country may be consulted to verify the data.

Registration Requirements

All entities, which must register their UBOs, must ensure the following information about their UBOs is registered at the Chamber of Commerce:

- Name.
- Nature and extent of the economic interest held by the UBO (voting rights or ownership interests, ranging from 3% up to 25% for the UBO of a trust or FGR, or from more than 25% to 100% for the UBO of Dutch legal entities).
- For the trust and FGR the e-mail address of the UBO should also be registered.
- For UBO's residing in the Netherlands: Dutch citizen service number (BSN).
- For UBO's residing outside the Netherlands:
 - Country of residence and nationality;

- Date, place and country of birth;
- Foreign tax identification number.

Entities must provide copies of relevant documents used to verify these personal details (such as a copy of the UBO's passport) and any relevant copies of documents evidencing the nature and extent of the (economic) interest held or documents which provide the basis for ultimate beneficial ownership (*Article 35b Handelsregisterbesluit 2008* (*Handelsregisterbesluit 2008*) (as amended by the *Implementation Decree on registration of ultimate beneficial owners of companies and other legal entities* (*Implementatiewet registratie uiteindelijk belanghebbenden van vennootschappen en andere juridische entiteiten*)). Depending on the nature of the economic interest held by the UBO, this obligation extends to full copies of registers of shareholders (for NVs and BVs), articles of association, registers of depositary receipt holders or members (in the case of associations), instruments and contracts of incorporation, (other) notarial deeds, copy of registrations in the Trade Register and organisational charts.

In addition, for registration in the Trust Register a trust or FGR must provide the following information about the entity itself:

- Name and type of the trust or FGR.
- Date and place of its establishment.
- Purpose of the trust or FGR.

The NV and BV entities that are exempted from filing their UBO(s) under the Implementation Decree can so notify the Chamber of Commerce, by filing form number 18 from the Chamber of Commerce r that the entity is exempted because of its listing or the listing of its direct or indirect 100% parent entity.

When to Register UBOs

From 27 September 2020, all newly incorporated Dutch entities must provide the required UBO information for registration with the Trade Register at the Chamber of Commerce.

Existing corporate entities, which did not register their UBOs by 27 March 2022, will be notified thereof by the Chamber of Commerce, which in turn will inform the Economic Enforcement Agency (*Bureau Economische Handhaving*), in case of non-compliance after this notification. The Agency may send a final notice and may subsequently take enforcement action if needed.

Shielded Access to the UBO Register for Protected Persons

If the competent criminal authority grants a UBO's request for placement on a list of protected persons, a request to shield access to the UBO information in the UBO Register can be submitted to the Chamber of Commerce either by the UBO itself or on its behalf by the entity that must register the UBO information. The Chamber of Commerce will not consider the merits of such a request and will only verify whether the person concerned has been placed on the list of protected persons. If the UBO has been placed on the list, the UBO data will be shielded for a period of 5 years. Thereafter the UBO may reapply for shielded status.

Criteria for Shielded Access

Whilst the principle of protecting certain UBOs by allowing them to shield their information from the public has been set out in the legislation, the criteria to be used when deciding protection applications are still to be developed. At present it is unclear how the legislature, police, and Public Prosecution Service will deal with this issue, since there is no policy on how to judge

such applications. Consequently, until the UBO Register procedures have been fully developed, any potentially threatened UBO may wish to consider making a shielding request to the Chamber of Commerce by notifying the competent principal public prosecutor of the need to be put on a list of protected persons. In some specific situations, having made such a request and filing objections or appeals against a negative decision may offer temporary relief.

Suspension of Public Access to UBO Register following ECJ Judgment

On 22 November 2022 the European Court of Justice (ECJ) passed a judgement in the combined Luxembourg cases [C-37/20 Luxembourg Business Registers](#) and [C-601/20 Sovim](#). The Court held that the provision in the 4MLD, as amended by the 5MLD, which requires Member States to ensure that any member of the general public should have access to UBO information, was insufficiently substantiated and therefore invalid.

Following the ECJ decision the Dutch Minister of Finance has asked the Chamber of Commerce to block public access to the UBO Register. As a result, the UBO Register is blocked for public access. It can, however, still be consulted based on a request from the public prosecutor.

The obligation to enter information in the UBO Register, and the obligation to keep the information up to date, however, remain as they were. Relevant parties will thus continue to be obliged to register and update the required information in the UBO Register.

As a result of the ECJ ruling, the public does not have access to the UBO Register. As a consequence [Article 21 of the Dutch Trade Register Act 2007](#) will be amended to limit the accessibility to the UBO Register to competent authorities and the Finance Intelligence Unit (FIU), AML reporting institutions, and individuals as well as organizations that can demonstrate a legitimate interest. The Dutch Minister of Finance stated that the same considerations apply around public access to the information in the UBO-register for trusts. Therefore, the UBO-register for trusts will also not be accessible to the public.

It is intended that access to the UBO Register and the Trust register will be granted to, inter alia, persons with a legitimate interest and to this end draft legislation was published in May 2023 and amended on February 2025. However the definition and thresholds that must be met in order to qualify as holder of a legitimate interest to the register is still to be determined in secondary legislation.

Reporting Obligations Of Institutions Subject to AML

As of 28 March 2022, AML-regulated institutions are obliged to have an extract from the UBO Register on file when entering a new business relationship with a new client. This has also been applicable to existing clients from 1 September 2022. Entities in scope can demonstrate that the registration took place (in a timely manner) with the confirmation of the statement from the Chamber of Commerce. This regardless of the fact that the registration date differs from the date of statement, also for the purpose of entering into a business relationship with an AML-institution subject to a reporting obligation.

As of August 1, 2024, it is possible for the AML-institution to request from the client a certified extract from the UBO register, if the AML-institution itself does not have direct access to information from the registers. It should be noted that, contrary to the impression that may be given on the website of the Chamber of Commerce – which suggests that AML-institutions have access to the UBO register via the so-called Chamber of Commerce Dataservice – direct access is currently only possible if the AML-institution has independently set up a technically complex connection with the dataservice and has the appropriate software in place.

With respect to access to the UBO-register for the notarial profession via the Chamber of Commerce, the Royal Dutch Association of Civil-law Notaries (KNB) and the Chamber of Commerce have agreed to establish a single central connection

to the Chamber of Commerce Data service for the entire notarial profession. Once this is implemented, notaries will be able to directly access UBO information, which will eliminate the need to request extracts via the client.

In most cases directors of a client who possess DigiD-account can order this extract from the Chamber of Commerce. In cases where an extract from the UBO-register is not available to the client, AML-institutions are obliged to establish that the filing was made by requesting the confirmation of the filing from the client or via the Chamber of Commerce (which will then be provided to the client).

This remains explicitly a transitional arrangement: as soon as the relevant AML-institution has access to the UBO registers, the legal obligation applies for these institutions to consult the UBO register themselves. AML-regulated institutions must report to the UBO Register any discrepancies found between information about a client's UBO that they have on file and the information as included in the UBO Register.

Ongoing Obligations and Sanctions

In addition to submitting information about their UBOs to the Trade Register, Dutch legal entities must maintain accurate and up-to-date information about their UBOs at the registered office and update the UBO information held by the Chamber of Commerce. UBOs are obliged to provide all necessary information on the company's request (*Article 10b Dutch Anti-Money Laundering and Terrorism Financing (Prevention) Act*). Foundations are subject to an additional obligation to keep an internal register of distributions (*Article 2:290, Dutch Civil Code*).

Failure to comply with these obligations may result in the imposition of an administrative fine or a penalty payment (or both). Such penalty payment can be a fine of EUR 25,750 up to a fine of EUR 103,000 (in 2024) (*Article 6, paragraph 5 and Article 6, paragraph 1(2), Economic Offenses Act* (Wet Economische Delicten)). Criminal sanctions may apply where there are aggravating circumstances such as fraud. Imprisonment may be for between six months to six years depending on the seriousness of the violation or crime.

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