

HOW TO ENTER A BENEFICIAL OWNER IN THE CENTRAL REGISTER OF BENEFICIAL OWNERS (CRBR)?



When must the filing be made?

by 13 April 2020

if the company was entered in the National Court Register **before** 13 October 2019

no later than 7 days from entry in the National Court Register

if the company was entered in the National Court Register **after** 13 October 2019

The filing may be made only by a **person authorised to represent the company**. The filing must contain a statement on the accuracy of the information submitted, as it is made under penalty of criminal liability for making false statements.



How to make the filing?

- 1** Filing with CRBR is made in **electronic form** via the website <https://www.podatki.gov.pl/crbr/>. To this end, the user may:
 - **Open a filing in the register** by filling in the required fields, affixing an electronic signature, and transmitting the filing, or
 - **Use the filing form** found at the Central Repository of Electronic Forms under no. 2019/08/22/8410; the completed filing can then be imported into the register using the function "upload filing."
- 2** The filing must bear a **qualified electronic signature** or a signature confirmed by a trusted profile in the **ePUAP** system.
- 3** If the filing is properly made, an official certificate of receipt can be downloaded, generally available the day following submission of the filing.



Which companies and partnerships must register their beneficial owners?

joint-stock companies
(except for public companies)

limited-liability
companies

registered partnerships,
limited partnerships, joint-
stock limited partnerships

simple stock companies
(from 1 March 2020)



Sanctions

- 1** For failure to file: **fine up to PLN 1 million**
- 2** For filing false information: **6 months' to 8 years' imprisonment**



A beneficial owner is a person who has control over a company or partnership.

A beneficial owner is one or more natural persons exercising direct or indirect control over a corporate entity pursuant to entitlements arising under legal or factual circumstances enabling them to exert a decisive influence over the actions of the entity.

So who exactly?

Beneficial owners should be identified in the following order:

1 Holder of more than 25% of the shares in the company

A natural person who is a shareholder owning greater than 25% of the total number of shares in the legal person

▼ or if there is no such person

2 Holder of more than 25% of the votes in a decision-making body

A natural person holding over 25% of the total number of votes in the in a decision-making body of the company, including as a pledgee or usufructuary or on the basis of arrangements with others entitled to vote

▼ or if there is no such person

3 Person who controls the persons mentioned above

A natural person exercising control over a legal person or legal persons which together own more than 25% of the total number of shares/stocks in a company or together hold over 25% of the total number of votes in a body of the company, including as a pledgee or usufructuary or on the basis of arrangements with others entitled to vote

▼ or if there is no such person

4 Person holding the rights of a dominant entity

A natural person exercising control over the company through possession of the entitlements with respect to the company of a dominant entity within the meaning of Art. 3(1)(37) of the Accounting Act

▼ or if there is no such person

5 If none of the above exist (this must be proved!)—then a senior manager

A natural person holding a senior managerial position. Note! The inability to determine the natural persons indicated above, or doubts concerning their identify, must be documented by gathering information about the ownership structure and the inability to make further identification.