No. 766

MALTA BUSINESS REGISTRY

Explanatory Notes[1]

1. Introduction

Title of Legislation	Companies Act (Central Data Repository) Regulations, 2026 (hereinafter referred to as the "regulations")
Activity to be regulated	The primary activity governed by these regulations is the establishment, upkeep and administration of a secure digital repository that allows users to manage and selectively share their personal and corporate data with competent authorities and subject persons.
Responsible entity	Malta Business Registry

2. Summary and background

Aims and Objectives of the Legislation

The aims and objectives of the regulations include:

- the creation of a secure digital central data repository (the "repository") managed by the Registrar of Companies (the "Registrar") that allows company officers and legal representatives to manage personal and corporate data in a single location;

- assistance to subject persons and competent authorities in discharging their duties under anti-money laundering and counter-funding of terrorism laws;

- the use of advanced technological standards, such as Application Programme Interfaces (APIs) and biometric data, to verify the identity of users and ensure the authenticity of uploaded documents;

- the implementation of the principle of "selective disclosure", ensuring that users retain total control over which specific relying parties can access their information and that the repository remains a tool for convenience rather than a mandatory burden for involved parties;

- assurance that verified electronic data within the repository is deemed a valid copy for all legal purposes and cannot be denied legal effect due to its digital form;

- the elimination of bottlenecks and decreased operational costs by providing a seamless data-sharing mechanism that remains strictly voluntary for all parties;

- positioning the Malta Business Registry as a supervisory authority that ensures all data processing aligns with the Data Protection Act (Chapter 586 of the Laws of Malta) and GDPR (EU Regulation 2016/679).

3. Overview of the Structure of the Instrument

The regulations consist of twenty (20) as follows:

Regulation 1 – Citation, scope and commencement;
Regulation 2 – Interpretation;
Regulation 3 – Establishment of the repository;

[1]These Explanatory Notes are in accordance with and for the purposes of article 3(2)(c) and Schedule III of the Small Business Act (Chapter 512 of the Laws of Malta)

Regulation 4 – Functions of the repository; Voluntary use of the repository;
Regulation 5 – Duties of the Registrar; Data retention period;
Regulation 6 – Users of the repository;
Regulation 7 – Relying parties of the repository;
Regulation 8 – Access by competent authorities;
Regulation 9 – Reporting of unauthorised access;
Regulation 10 – Restriction or suspension of access;
Regulation 11 – Data and information that may be uploaded;
Regulation 12 – No derogation from existing obligations;
Regulation 13 – Processing of personal data by the Registrar;
Regulation 14 – Powers and duties of the Registrar under applicable law;
Regulation 15 – Verification and authentication;
Regulation 16 – Selective disclosure;
Regulation 17 – Validity and legal effect of data and information uploaded on the repository;
Regulation 18 – Monitoring and access logs;
Regulation 19 – Fees;
Regulation 20 – Offences and penalties.

4. Commentary

- **Regulation 2:** Clearly defines the key terms used throughout the regulations for enhanced legal certainty.

- **Regulation 3:** Mandates that the Registrar shall establish, manage and administer the repository as a digital mechanism through which a user may share data relating to himself or to his involvement in a body corporate in order to be accessed or used by a relying party.

- **Regulation 4:** Outlines user capabilities (uploading, storing, and sharing data selectively) and relying party capabilities (requesting and receiving data). Use of the repository is voluntary and does not replace other lawful means of information exchange.

- **Regulation 5:** Details the Registrar's duties to establish, manage, operate and maintain the repository and establishes a five (5) year data retention period extendable to a maximum period of ten (10) years if the data is required for investigating serious crimes, such as money laundering or terrorism financing.

- **Regulation 6:** Defines authorised users of the repository, including company officers, partners, and representatives of bodies corporate. It also outlines the Registrar's powers to regulate access to and use of the repository by users.

- **Regulation 7:** Defines relying parties who may be authorised to access and use the repository, such as competent authorities and subject persons conducting due diligence. It also defines strict compliance with the GDPR, the Data Protection Act and relevant regulations made thereunder in relation to access to the repository and receipt of data, information and reports.

- **Regulation 8:** Governs access by competent authorities, requiring them to designate specific officers or employees to access the repository, and to implement safeguards for data used in investigating financial crimes.

- **Regulation 9:** Obliges relying parties making use of the repository to promptly inform the Registrar of any unauthorized or unjustified access to the repository.

- **Regulation 10:** Empowers the Registrar to terminate or suspend access to the repository and to any data and information contained therein to any relying party failing to implement the necessary security safeguards and to only reinstate it once the necessary measures have been implemented to prevent the same from occurring again.

- **Regulation 11:** Lists the specific data and information users may upload, submit, store, retrieve, rectify, erase and submit on the repository, including identity documents, evidence of registered addresses, and documentation of subject person engagement.

- **Regulation 12:** Clarifies that using the repository does not exempt users or subject persons from their existing legal obligations to provide or collect information for customer due diligence purposes in accordance with applicable laws and regulations.

- **Regulation 13:** Designates the Registrar as a "data controller" under GDPR and the Data Protection Act and requires appropriate technical and organizational security measures in order to protect the rights and freedoms of data subjects, mandatory staff training, and enforcement of strict access controls for authorized users. This involves continuous monitoring, consultation with the data protection officer designated by the Registrar, and the regular updating of policies to protect data integrity and subject rights.

- **Regulation 14:** States that the Malta Business Registry acts as a supervisory authority in terms of the Prevention of Money Laundering and Funding of Terrorism Regulations (S.L. 373.01) and maintains its duties under the Companies Act (Cap. 386).

- **Regulation 15:** Requires the Registrar to verify all data and user identities using secure electronic systems, ensuring third-party providers meet strict data protection standards. Biometric data is permitted only when strictly necessary to prevent identity fraud, and the Registrar may access information from other public authorities to ensure the repository remains accurate and functional.

- **Regulation 16:** Grants users the right to choose which relying parties see their data, information and reports stored in the repository and the right to vary or revoke such access to any one or more relying parties following the procedures established by the Registrar.

- **Regulation 17:** Mandates that verified and authenticated electronic data and information uploaded or transmitted through the repository by a user constitutes a valid copy for all legal purposes provided they are authenticated in accordance with procedures issued by the Registrar. Valid copy of data and information shall not be denied legal effect on the grounds that they are in electronic form.

- **Regulation 18:** Requires the Registrar to maintain logs of all data processing operations to ensure security, lawfulness, and internal oversight. These logs must be provided to the Information and Data Protection Commissioner upon request to assist with their regulatory and supervisory duties.

- **Regulation 19:** Authorizes the Registrar to charge fees for access to and use of the repository, including fees relating to registration, maintenance, access and verification services.

- **Regulation 20:** Establishes criminal penalties for providing false or misleading information through the repository, or for making fraudulent use of the repository, including a fine of up to fifty-thousand euro (€50,000) and, or up to three (3) years imprisonment.

5. Concluding Sections

The regulations shall come into force on such date or dates as the Minister responsible for the registration of commercial partnerships may by notice in the Gazette establish, and different dates may be so established for different provisions and, or purposes of these regulations.

Should more information be required kindly contact the Malta Business Registry on +356 22582300 or at legal.enforcement@mbr.mt.

N.B. These Explanatory Notes are not intended to be an exhaustive description of the instrument nor a substitute thereof or a legislative supplement to it. These Explanatory Notes do not purport to be an authoritative ruling on the interpretation of the legislation.

15th May, 2026