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What's on the radar
for real estate?

2018



“We embrace change
and innovation.”

Jackie Newstead

What's on the radar for real estate?

In this short guide, we have highlighted some of the key legal changes that are on the real estate radar in a variety of international jurisdictions.

This is a challenging but exciting time to be operating in the real estate market. With interest in European markets from North America and Asia, particularly China, we have found that clients are increasingly taking advantage of the international network at Hogan Lovells to conduct cross-border real estate deals. The appetite for development risk has certainly returned and we are currently working on a wide range of cross-border and cross-sector schemes with different time horizons and risk profiles.

Our strategy is to anticipate and monitor how clients adapt to market changes and provide strong, inter-disciplinary legal support to facilitate every type of transaction. We embrace change and innovation. We recognize the need constantly to look at new solutions to reflect changes in the market and, with over 2,800 lawyers across the firm operating out of more than 47 offices, we are well placed to offer both global and local solutions ranging from tax-efficient structuring to PropTech and cybersecurity.

If you would like to follow up on any of the issues, please speak to one of the contacts listed or to any real estate partner in our worldwide office network.

We look forward to connecting.



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China

Breakthrough land policy

President Xi's comment at the 19th party congress that "houses are for living in, not for speculation" was consistent with policy direction in recent years. Continued regulatory tightening measures and other curbs on rampant speculation have been introduced across China to rein in property markets which have been spiraling upwards and out of reach for most Chinese would-be urban home-owners. However, in a tacit admission that the issue is not going to go away or be resolved overnight, the government is now encouraging real estate developers to build long-term rental housing, so as to meet the demand of lower-mid-income groups for whom buying a house is likely to be an unrealizable aspiration.

Echoing party policy, on 21 August 2017, the Ministry of Land and Resources and the Ministry of Housing and Urban-rural Development announced the Circular on the Pilot Program of Building Residential Houses on Collectively-owned Construction Land for Rental Purposes which allows 13 cities (Beijing, Shanghai, Shenyang, Nanjing, Hangzhou, Hefei, Xiamen, Zhengzhou, Wuhan, Guangzhou, Foshan, Zhaoqing and Chengdu) to serve as trial locations for building rental housing on collectively owned land (Pilot Scheme). In the past, collectively owned land could not directly be purchased/transferred unless it was first converted into state-owned land. Land in China cannot be privately owned, so land is generally owned by the state in urban areas and by collectives

in rural areas and parties obtain "land use rights". The Pilot Scheme therefore represents a breakthrough in terms of the land supply system.

This is arguably the most significant breakthrough in recent land reforms as it tentatively opens the door for collectively owned land to be incorporated into the mainstream land market in China. It is expected that such a Pilot Scheme will boost the supply of rental housing and help to meet demand from lower-mid-income groups.

Administrative measures for entrusted loans undertaken by commercial banks

Entrusted loans are a form of inter-company financing, in which one company serves as the lender and records the loan asset on its balance sheet while the bank acts as an intermediary for a fee and the borrower (often a related party) receives the funds from the bank. The industry regulator, the China Banking Regulatory Commission (CBRC), sees entrusted loans as "potential risk hazards", since they are often used in sectors where the government has reduced or cut off access to bank borrowing. On 5 January 2018, CBRC issued the Entrusted Loans Undertaken by Commercial Banks Administrative Measures prohibiting commercial banks from accepting funds under entrusted management and granting entrusted loans to borrowers. Moreover, the Asset Management Association of China (AMAC) issued the Record Filing of Private Equity Investment Fund Circular ("PE Fund Circular") on 12 January 2018, which

stipulates that the AMAC will not accept any private equity investment fund that involves making loans, including entrusted loans.

Although the ban on entrusted loans is not, on the face of it, specifically targeting the real estate market, the real estate market will be adversely impacted by such a ban since the “equity + entrusted loan” financing structure is widely used in the real estate industry to boost equity returns and lower the tax burden on exit. Under the new measures, private equity funds, as one of the most important investors in real estate, can now only lend self-owned money through entrusted loan arrangements, as opposed to using money from other people’s funds. What this means in practice is that private equity funds will no longer be able to invest in any real estate projects through entrusted loans and may therefore re-direct their money to other sectors. This may choke off another source of funding for real estate development projects, making it even harder for developers with high levels of debt to trade their way out by developing new projects.

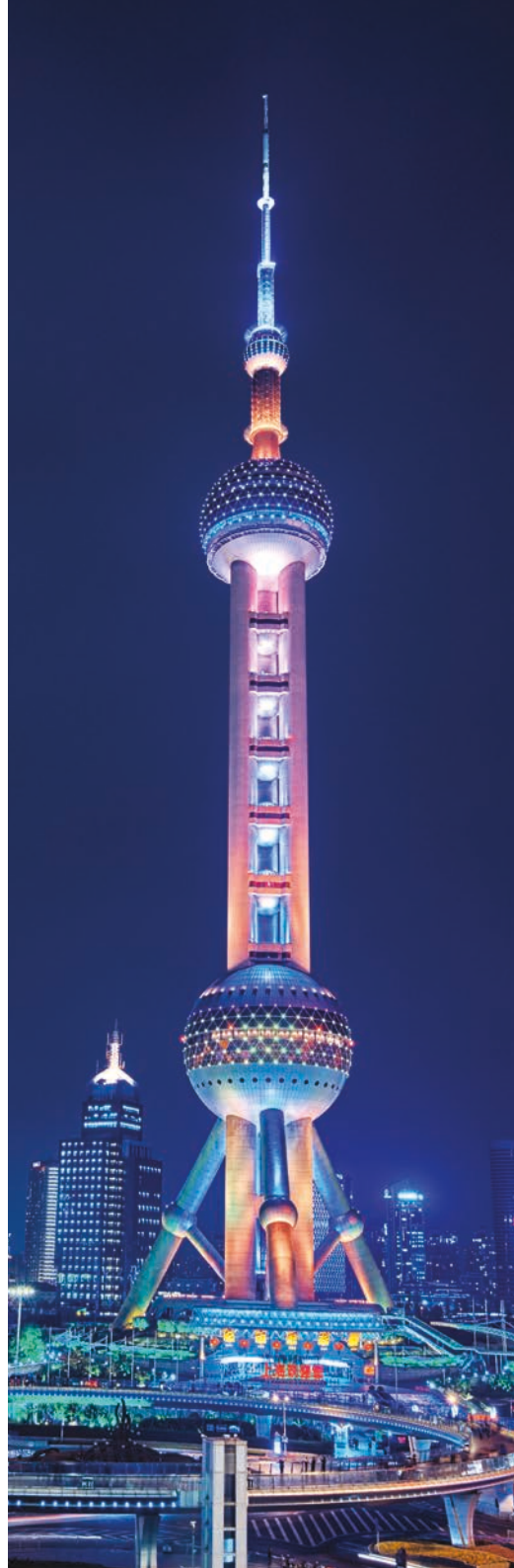


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France

New legislation for improving energy performance in existing commercial buildings.

In May 2017, a decree was introduced setting out the nature and detail of an existing obligation to reduce the energy consumption of existing qualifying buildings used either for “tertiary activities” (i.e. for commercial or office use) or for the carrying out of a public service.

The existing obligation derives from 2010 legislation that requires energy efficiency improvements to be carried out to qualifying properties before 1 January 2020 to improve the energy performance of these buildings. The decree sets out the improvements that must be made, being a reduction of 25% of energy consumption by 2020 and of 40% by 2030. The obligation applies to buildings or parts of existing buildings belonging to a sole owner used as offices, hotels, shops, schools and administrative buildings with a useful floor area of 2,000 square metres or more.

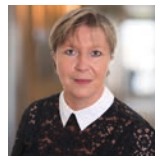
The decree also provides that owners or (in the case of leased premises) landlords and tenants must:

- arrange for an energy audit to be carried out by a contractor – the audit must suggest “works for energy savings and recommendations prioritized according to their return on investment time”; and
- define and implement an action plan to achieve the targets set out in the decree on the basis of this audit.

A further order is also expected, setting out further details (according to the different categories of buildings) on how the decree should be implemented and, in particular, the consumption thresholds, and the content of and methods of carrying out the energy audits. The order has not yet been published.

In late June 2017, the French Council of State (Conseil d’Etat) suspended the implementation of this decree on the basis that it considered that there were serious doubts as to its legality and, in particular, that the timeframe imposed for compliance was too short. The judgment of the Conseil D’Etat on the substance of the case is awaited; the judgment may cancel the decree in whole or part.

Either way, the government will certainly not waive the obligation on owners to improve the energy consumption of their buildings by a certain deadline in its entirety and this should be borne in mind by investors.



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Germany

Share deals – The future of RETT Blocker

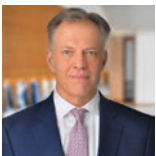
Currently, certain share deals involving companies holding properties are excluded from Real Estate Transfer Tax as long as only 94.9 % of the shares of the company are transferred and the remaining 5.1% are kept by the seller (in the case of a “KG”) or sold to an independent third party (in the case of a “GmbH” or a Luxembourg “SARL”) (“RETT Blocker”). The incoming grand coalition is pushing for legislation which aims at limiting RETT Blocker structures. Customized RETT structures will be more important for real estate transactions in the future.

Urban Site – a new instrument in Germany

With the latest amendments to the German Building Code and the German Land Use Ordinance, a new building scheme has been introduced, the “Urban Site”. The Urban Site allows a new combination of residential and commercial use. It allows more intensive use of building sites in dense city areas. To achieve this goal, the Urban Site allows high building density and high noise levels. Therefore, the Urban Site is a valuable instrument for the revitalization of inner city areas.

There is no deal unless you have notarized it

In a landmark decision dated 13 October 2017, the German Federal Court has reinforced the principle that, before notarization, agreements between parties relating to the purchase object are not binding even if one party relies on them. In that case, the seller had explicitly confirmed that purchase price and on that basis – and after further reconfirmation – the purchaser had arranged its financing. After the loan agreement was signed, the seller increased the sale price and informed the purchaser accordingly. The German Federal Court held that the seller was entitled to revise the purchase price upwards and that the seller was not bound by agreement before it was notarized. This decision might surprise foreign investors but it is in line with the legal principle of preserving contractual freedom until notarization of the deal.



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Hungary

Tax exemptions for REITs in Hungary

As a result of a tax package adopted by the Hungarian parliament in the summer of 2017, real estate investors may now receive significant tax benefits, provided that they operate their businesses in the form of a REIT. These benefits include certain exemptions from corporate and local taxes and stamp duty. Companies registered as a REIT do not have to pay corporate and local taxes as long as they pay 90% of their earnings to shareholders as dividends. Since these changes came into force, there has been an increase in interest from market players in the REIT structure in Hungary and it is hoped that this will further encourage real estate investors to operate in the form of a REIT in Hungary.

New proposal to set out additional requirements for short-term lettings in Hungary

The significant increase in tourism in Budapest in recent times has led to a surge in the short-term holiday letting market. As a reaction to this trend, the Hungarian Hotel and Restaurant Association, the professional trade association of hotel market operators in Hungary, is encouraging the Hungarian government to limit the number of guest nights that can be spent in flats offered by “non-professional” accommodation service providers, as well as to apply the same legal regime (including taxation) to those offering flats for short-term rentals as that which is applicable to hotels and other professional accommodation service providers.



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Italy

Deregulation of commercial leases

It is becoming more and more customary in the Italian market to see leases of commercial property (including hotels) drafted in accordance with the so-called Decreto Sblocca Italia which recently amended Law 392/1978. Parties can now depart from the mandatory provisions of Law 392/78 if the annual rent is higher than EUR 250,000 and the premises are not categorized as premises of historical interest.

Rent to buy

Rent to buy contracts, in which lease agreements contain an option to purchase the property, have been introduced into the Italian market. Rent to buy contracts can be used to purchase both residential and commercial properties.

Energy efficiency

Italy leads the way in energy efficiency, thanks to the laws on public incentives (which include the so-called “certificati bianchi” or “titoli di efficienza energetica”). These have been quite successful over the years, generating significant returns on investments especially for industrial sites.

Based on the white certificate scheme, certain entities (mainly energy saving companies “EsCos”) are entitled to obtain white certificates from a state authority if

they implement energy efficiency projects in buildings. White certificates are then sold on a regulated market to those companies who are required by law to reach a certain amount of energy savings per year, for example suppliers of electricity/gas with more than 50,000 clients.

Regulation of these white certificates has recently been amended.

The new law, which came into force on 4 April 2017, introduced clearer rules on several points such as projects eligible for incentives; control over the effective obtainment of energy savings; and liability for the implementation of energy efficiency interventions.

In the short term, the new scheme will probably result in a slower return on investments in future energy efficiency projects but at the same time it will certainly have a positive effect in terms of stabilization of the white certificate market thanks to the introduction of clearer rules.

The white certificate scheme is well known to industrial operators but has so far mainly been ignored by real estate operators. However, real estate operators could well benefit from the scheme, both for industrial properties and for large real estate portfolios.



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Luxembourg

The rise of the RAIF

Luxembourg has been a centre for the structuring of real estate funds for quite some time now.

As of Q3 2017, the Luxembourg supervisory authority, Commission de Surveillance du Secteur Financier (CSSF), reported 316 regulated real estate funds (comprising single funds and compartments of umbrella structures) in Luxembourg, with close to €56 bn in assets under management.

In this already attractive and diverse context, a new star has been added to Luxembourg's structuring tool box: the RAIF (or fonds d'investissement alternatif réservé) was launched in July 2016.

The main feature of the RAIF is that it offers all the structuring flexibilities of a fully regulated vehicle but is not itself regulated, except through its alternative investment fund manager (AIFM), as explained below.

The RAIF aims to synchronise the Luxembourg regime with the new international regulatory emphasis, which has moved from a product-focused supervision to a management-focused supervision.

The RAIF offers an ideal fund vehicle for real estate asset managers.

The RAIF, which replicates to a large extent the regime applicable to the Luxembourg SIF and SICAR, is not itself subject to the prudential supervision by the CSSF.

Nonetheless, investors can avail themselves of some level of regulatory protection through the requirement that a RAIF has to be managed by a duly authorized external AIFM. In addition, a RAIF has to appoint a depositary for its assets and an approved statutory auditor to audit its accounts.

The RAIF is a game-changer for the Luxembourg alternative asset management industry since it offers managers an expedited time-to-market for their products. Furthermore, the RAIF offers structuring flexibilities such as segregated compartments (that can cross-invest between each other) which previously were not available for these types of vehicles.

The RAIF is not available to AIFMs that benefit from an exemption under the Alternative Investment Fund Managers Directive (AIFMD).

It is important to note that the AIFMD marketing passport is available to RAIFs.



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Key features of RAIFs in comparison to other Luxembourg investment vehicles

	SIF AIF ¹	RAIF	Partnership AIF	Corporate AIF
Available legal forms	SA, SCA, SCS, SCSp, Sàrl, SCOPSA, FCP ²	SA, SCA, SCS, SCSp, Sàrl, SCOPSA, FCP ²	SCS, SCSp	All commercial companies, including SA, SCA and Sàrl
Regulated product ³	Yes	No	No	No
Use of “Fund” in name	Yes	Yes	Uncertain	Uncertain
Type of AIFM	Registered or authorized	Authorized	Registered or authorized	Registered or authorized
AIFMD marketing passport	Internal or external ⁴	External	Internal or external ⁴	Internal or external ⁴
Variable capital	Available	Available	Available	Available
Minimum capital	Available	Available	Available	N/A
Flexibility on redemptions	€1.25m ⁵	€1.25m	N/A	€12,500 to €31,000, depending on legal form
Flexibility on distributions	Yes	Yes	Yes	Limited
Compartments	Yes	Yes	Yes	Limited
Restricted investor base	Available	Available	Not available ⁶	Not available
Risk diversification	Well-informed investors	Well-informed investors	N/A	N/A
Tax	Required ⁷	Required ⁸	N/A	N/A
VAT on management services	1bps on NAV ⁹	1bps on NAV ¹⁰	In principle nil tax	Fully taxable

1 Applicable to SICARs unless stated otherwise.

2 FCPs not available for SICARs or RAIFs investing in risk capital.

3 AIFM being however authorized/registered.

4 Depending on the legal form, only an external AIFM can be appointed.

5 €1M for SICARs.

6 Arguably possible on a mere contractual basis but without legal foundation.

7 30% rule; not required for SICARs.

8 Adequate risk diversification to be defined by management board; not required for RAIFs investing in risk capital.

9 Exemptions are available; not applicable to SICARs; nil tax on investments in risk capital.

10 Exemptions are available; not applicable to RAIFs investing in risk capital; nil tax on investments in risk capital.



Mexico

Why public REITs in Mexico are an option

The Background

REITs in Mexico have been created to ring-fence real estate assets which in turn increases dividends partly as a result of the specific tax incentives. They are formed under a trust structure subject to Mexican law.

The Detail

REITs can be of specific asset classes or blended such as industrial, tourism, commercial and/or residential. The real estate assets must represent at least 70% of the total trust and the REIT cannot operate as a blind pooling investment. Trust certificates are traded on the Mexican Stock Exchange with general or institutional investors. Mexican REITs distribute at least 95% of the after-tax profit among investors at least once per year.

Tax

Investors can defer income tax from the REIT and Mexican entities can defer tax on any capital gain payable or accumulated once the assets are sold or the investor transfers its certificates. Mexican REITs are treated in the same way as Mexican corporations with yearly tax returns required, but they are not subject to provisional payments which aid cash flow. Except for certain foreign pension funds and individuals with Mexican tax residency, financial brokers must withhold as tax 30% of the profit distributed by the REITs. Real estate assets need to be leased for at least four years from the acquisition/construction for tax incentives to apply.



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Netherlands

Energy Efficiency Certificates (EPCs)

From 1 January 2023, office buildings in the Netherlands must have an EPC rating of at least band C. Nationally listed buildings, buildings of less than 100 square metres, vacant buildings and buildings which will be completely redeveloped are exempted.

At the moment, approximately 50% of all offices in the Netherlands have an EPC rating of band D or lower. Owners of these buildings must make their property more energy efficient since these may no longer be used under the new legislation.

Although 2023 seems far away, caution is advised when buying, leasing or leasing out an office building. Existing leases that continue in 2023 must be reviewed and new leases must pay specific attention to this new legislation. The new legislation may lead to claims from tenants due to office closures, but it can also make it obligatory for landlords to carry out energy efficiency improvements.

The new legislation also impacts on the financing of office buildings in the Netherlands. Most Dutch banks already do not fund office buildings with an EPC rating which is lower than band C.

It is expected that the regulation will become even stricter and that by 2030 all office buildings must have a band A EPC.

Reform of the Amsterdam “ground lease” system

For more than 120 years, the municipality of Amsterdam has been leasing land on the basis of a “continuous ground lease” with the ground rent usually fixed for periods of fifty years. At the end of each period, the ground rent is recalculated based on the value of the land at the time. In addition, the municipality can unilaterally impose new general conditions. As this caused a lot of uncertainty for leaseholders and mortgage providers, the municipality has introduced a “perpetual ground lease”.

With a perpetual ground lease, the amount of the ground rent will be determined once. The ground rent is then index-linked annually for inflation. Leaseholders can also opt to buy out the ground rent for the remainder of the term with a lump sum payment. This system provides clarity and certainty for leaseholders and mortgage providers will be assured of the value of the ground lease as collateral for their loans.

The new perpetual ground lease system will apply to all new commercial and private ground leases. In addition, current ground lessees will be given – on a phased basis – an opportunity to switch over to the new system. For now, this is only open to ground leaseholders of homes.



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Poland

New rules for public roads contractors

The Polish General Office for National Roads and Motorways (GDDKiA) intends to introduce new conditions which will be applied to construction contracts for road developments where contractors are selected using the public procurement procedure. Contractors will benefit from more equal distribution of risks and obligations than under the previous rules. In particular, the new conditions should ensure a better legal position for sub-contractors. Additionally, contractors will no longer be responsible for the consequences of certain circumstances which usually are beyond their control. A first draft of the new conditions has already been prepared and applied and approximately 40 road contracts are expected to be executed under the new conditions. At present, the new conditions are being reviewed and revised by the Polish authorities. Once the final project is finalised, the new conditions will probably remain the basis for all construction contracts relating to national roads and motorways.

REITs

A new draft law, introducing REIT structures into Poland, is under preparation. Polish REITs will operate in the form of joint stock companies with a minimum share capital of PLN 50M (approximately EUR 12.5M) and shares listed on the Warsaw Stock Exchange. The legislation will provide tax incentives with regard to profit distribution and dividends. The draft law is subject to ongoing changes – the last version provides that REITs will be allowed to invest in residential properties only, which was a surprise for the market. We expect the new law to come into force in 2018. However, the draft legislation may yet be amended and we await the final wording with keen anticipation. During the last few months, no new proposals to the legislation have been presented which may be the result of the changes in government.



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Russia

As a matter of Russian law, real estate (land and buildings) is treated as indivisible, meaning that it is not legally possible to dispose of title to land separately from any buildings constructed on it (and vice versa), where both the land and the building are owned by the same person. It is worth noting, however, that a significant number of buildings are historically owned by persons who are not the owners of the underlying land, in which cases a separate transfer is permitted.

Real estate can be owned or leased or otherwise used under special regulations, by state-owned enterprises only. This concept is known in Russia as “operational control or economic management”. In relation to land, Russian law further distinguishes other rights such as the right of perpetual (indefinite) use and the right of lifelong inheritable possession. In 2015, both of these concepts ceased to exist but remain intact if granted prior to 1 March 2015.

Foreign persons are only able to acquire land where it belongs to a frontier territory, a sea port or a special economic zone or is certain qualified agricultural land.

The only reliable evidence of real estate title is the registration of the title in the official state register and there are some exemptions relating to real estate title established before 1998.

We recently highlighted amendments to Russian real estate law which have contributed to considerable investment growth and activity in the real estate market. Specifically, it is now both easier and faster to register real estate in terms of both the paperwork and procedures involved. Improved town planning legislation allows developers to navigate through a more reliable and transparent environment where precise borders of cultural heritage zones are established and the concept of “integrated development” has been introduced to enable the effective development of unprofitable areas. Furthermore, being a member of a self-regulated professional organisation allows a developer to act without obtaining certain certificates and permits which are otherwise required. In addition, modified rules on equity participation in construction have introduced a better option for developers to manage investment funds raised for development. Lastly, a number of local governments are now offering “shovel-ready” greenfield and brownfield sites with all the necessary permits and paperwork already approved.



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South Africa

South Africa has always had a policy of expropriation with compensation. To redress the imbalances of the past, the ruling party intends to change the law of expropriation.

To achieve this, South Africa's ruling party, the ANC, at its recent national policy conference adopted a resolution to begin the process of a constitutional amendment to section 25 (Property Clause) of the South African Constitution. The Property Clause may be amended to make it possible for land expropriation without compensation.

Currently, land may be expropriated only for a public purpose, and subject to compensation, which amount may either be agreed upon by those affected or decided by a South African court.

After the resolution was passed, the President of the ANC stated that the amendment must not undermine the economy, agricultural production and food security in South Africa. The President of the ANC also stated that a study will be commissioned to determine whether the proposed amendment will be sustainable.

This could perhaps mean land being expropriated for the benefit of the public, meaning that such land will be opened to potential investors to help grow the South African economy and increase agricultural and food production.

Allegations of corruption involving the ruling party have been rife. If the legislation is passed, which will require a two-third majority in parliament, the government will need to guard against a corrupt agenda applying to the new law.

Commentators have stated that the government, as the largest holder of property, has no need to expropriate.

Investors and property owners will need to keep a close eye on developments in this area.



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Spain

More stringent conditions for mortgage foreclosures

The Ministry of Economy recently announced that the amendment of the Mortgages Act is ready and will be submitted for discussion in parliament soon after the approval by the Council of Ministers.

The main purpose of the reform is “to protect consumers’ position” while at the same time preserving a culture of prompt payment in line with the European Directives.

In this context, the banks will face more stringent conditions before foreclosing mortgages where the borrower is in default, including a minimum requirement that 2% of the principal amount is in default in order to enforce the guarantee over the property.

New regulations for tourist apartments on the radar of regional governments

Currently, the tourism industry in Spain is boosting GDP and employment and, in this context, the hotel industry is suffering fierce competition from tourist apartment operators offering new choices through online channels.

Regional governments, responsible for tourist regulations, are concerned that this activity needs regulations to protect consumers and avoid unfair competition.

The Madrid regional government is currently the most active authority and is running a public consultation to draft a new bill to set out the requirements for these activities.



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United Kingdom

Minimum Energy Efficiency Standards (MEES)

As of April 2018, it is unlawful for a landlord to grant a new lease, or to renew an existing lease, of commercial premises that have a “substandard” Energy Performance Certificate (EPC) rating of F or G. From April 2023, MEES will make it unlawful to “continue to let” substandard commercial premises. Unless one of the exceptions or exemptions apply, the landlord must therefore do the necessary work to raise the EPC rating in order to let or continue to let premises.

REITs

There has been a substantial growth in the number of UK REITs in recent years. The government’s proposals to charge non-UK resident investors a UK tax on gains on disposal of all UK property from April 2019 have made UK REITs an increasingly attractive option for property investors. All UK REITs are exempt from UK corporation tax on UK property gains and rental income profits. In addition, from April 2017, UK REITs that are at least 80% owned by qualifying institutional investors have been able to benefit from the full substantial shareholdings exemption from UK tax on gains on disposals of shareholdings of 10% or more.

Register of ownership

The government has confirmed that it will go ahead with a register showing the beneficial ownership of property controlled by overseas companies and other legal entities. The government intends to publish draft legislation before the end of July 2018, and will introduce that legislation to parliament early in the autumn. The government intends the register to be operational in 2021.

The register will require overseas legal entities to provide information on the beneficial ownership of property that they own or purchase in the UK or where they participate in central government contracts.



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United States

On 22 December 2017, President Trump signed into law the Tax Cuts and Jobs Act (the “Jobs Act”) – marking the most significant overhaul of the US Tax Code in more than 30 years. The Jobs Act will affect real estate investment in the US in a variety of ways, large and small. A complete rundown is beyond the scope of this article, but here are some highlights, including both big changes and big things that, surprisingly, didn’t change:

- the highest marginal tax rate on corporations has been cut significantly from 35% to 21% – a 40% reduction
- the lower corporate tax rate applies to FIRPTA tax (including withholding tax)
- owners of qualified pass-through entities (generally partnerships, limited liability companies and S-corps) will now enjoy a 20% deduction on their qualified business-related income. While these deductions are subject to certain income and other limitations, the general nature of real estate assets as “qualified property” often will mitigate the effects of these limitations, allowing investors to utilize these deductions
- interest deductions have been a mainstay of the real estate investment industry for generations. So, at first glance, the Job Act’s limit on interest deductibility at 30% of EBITDA (for years before 2022) and EBIT (thereafter) would seem to be a negative for the industry. However, the Jobs Act allows a “real property trade or business” to elect 100% deductibility, provided that it adheres to the somewhat less favorable alternative depreciation system
- the Jobs Act eliminates the technical termination rule for partnerships which had required partnerships disadvantageously to reset their depreciation schedules following certain “change of control” events
- capital gains tax treatment for “Carried Interest”(or the profit piece typically taken by real estate fund managers and other general partners), long a target of many, including the President who signed the bill, has survived the Jobs Act, albeit the holding period to allow such favored treatment has increased from one year to three years
- another frequent target of tax reformers, the favored treatment of “like-kind exchanges” (in essence, delaying taxes by rolling certain profits of a sale into a simultaneous or near-simultaneous purchase), has mostly survived for the real estate industry (although not for certain others).



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