



Department for
Business, Energy
& Industrial Strategy

Guidance for the Registration of Overseas Entities on the UK Register of Overseas Entities

Technical guidance for registration and
verification

January 2022



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1 About this Guidance

- 1.1 This guidance is designed to help overseas entities that own land in the UK, their beneficial owners and professional advisors. The guidance explains the circumstances in which overseas entities must register their details and those of their beneficial owners and (in some cases) managing officers in the UK Register of Overseas Entities (the “Register”). This guidance is non-statutory and should be read in conjunction with the Economic Crime (Transparency and Enforcement) Act 2022 and should not be relied on wholly without reference to the Regulations.¹
- 1.2 Additional guidance on the operation of the Register is available from [Companies House](#) and supplementary guidance from the Land Registries of [England and Wales](#), and of [Scotland](#) are available.

¹ [Economic Crime \(Transparency and Enforcement\) Act 2022; The Register of Overseas Entities \(Delivery, Protection and Trust Services\) Regulations 2022](#)

2 Overview

- 2.1 The Economic Crime (Transparency and Enforcement) Act 2022 (“the Act”) received Royal Assent in March 2022. Part 1 of the Act introduces a new register to capture information about beneficial ownership of overseas entities that own UK land. The Act sets out that an overseas entity that owns land in scope of the Act or wishes to own land in the UK must register with the Registrar of Companies for England and Wales (Companies House).
- 2.2 The Register has been established to increase transparency in the ownership of overseas entities that own UK land. Organised crime has previously used the anonymity of opaque corporate structures to invest in UK land and remain largely invisible. Those who own and control such entities must now be identified. This will help to expose those engaging in criminal activity and allow the appropriate action to be taken, while making sure that legitimate businesses continue to see the UK as a great place in which to invest.
- 2.3 As part of the registration process, overseas entities are required to disclose information about their beneficial owner(s) (if any) and/or managing officer(s) to Companies House. This information is then held on the Register and the overseas entity must update this information annually.
- 2.4 Documents delivered to Companies House must be drawn up and delivered in English. In most cases, documents must be delivered to Companies House by electronic means.

Scope of the Register

- 2.5 An overseas entity is within the scope of the Register if it owns land in the UK and has done so:
 - a) in England and Wales, on or since 1 January 1999;
 - b) in Scotland, on or since 8 December 2014; and
 - c) in Northern Ireland, on or since 5 September 2022.
- 2.6 Overseas entities that already own land should have received a letter from Companies House and the relevant land registry about the new Register and the six-month transitional period. Regardless of whether they receive that letter, they must still register with Companies House, unless they are exempt (see section 6).

Overseas Entities

- 2.7 [Section 2](#) of the Act defines an overseas entity as a legal entity that is governed by the law of a country or territory outside the UK. Under the Act, a legal entity means a body corporate, partnership or other entity that (in each case) is a legal person under the law by which it is governed.
- 2.8 An office such as “Ambassador” that is a corporation sole and owns UK land would qualify as an overseas entity under the Act, although it is important when registering to consider whether the land is held in the name of the office or in the name of the office holder as an individual.
- 2.9 Land held by the Crown in right of an overseas territory, or a Commonwealth government, may fall within the scope of the Act where the Crown is a separate legal entity from the UK Crown, and therefore governed by the law of a non-UK country or territory.
- 2.10 Land is held by many different international organisations and the legal position and structure will vary. For example, some international bodies are governed by international law rather than the law of a specific country or territory outside of the UK. As such, parties may wish to take their own legal advice.

3 Transitional arrangements (Section 41 of the Act)

- 3.1 Overseas entities that already own land in England and Wales from 1 January 1999 and Scotland from 8 December 2014 have had six months from 1 August 2022 (when the Register opened) to register with Companies House, including to provide details of their beneficial owners and, where required, managing officers.
- 3.2 Where an overseas entity in scope makes an application for registration on or before 31 January 2023 (the last day of the transitional period), it must include in its application whether or not it has made a relevant disposition of land in England and Wales or Scotland since 28 February 2022 (the date the Economic Crime (Transparency and Enforcement) Bill was introduced into Parliament).
- 3.3 If an entity has not made any relevant dispositions of land in England and Wales or Scotland since 28 February 2022, a statement must be provided to that effect in their application.
- 3.4 Under [Section 41\(4\)](#) of the Act, an overseas entity has made a “relevant disposition of land” if it has made:
- a) a transfer of a registered estate;
 - b) where the registered estate is an estate in land, the grant of a term of more than seven years from the date of the grant;
 - c) the grant of a legal charge; or
 - d) the delivery of a qualifying registrable deed granted by the overseas entity where the entity’s interest in respect of which the deed was granted was registered in the Land Register of Scotland on or after 8 December 2014.
- 3.5 Relevant dispositions of land do not need to be registered if they were made in pursuance of a statutory obligation or court order, or occurring by operation of law, or, in certain circumstances, by a specified insolvency practitioner. Relevant dispositions made under these conditions are exempt from registration.
- 3.6 If an overseas entity has made a relevant disposition of land since 28 February 2022, its application must include:
- a) information relevant to the disposition. This must include the date of the disposition (in England and Wales) or delivery of deed (in Scotland), and the registered title number of the land in scope (see [Section 41\(5\)](#) of the Act);

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- b) information relevant to the state of affairs immediately prior to the making of the disposition with reference to the information laid out in paragraphs (a), (b) and (c) of [Section 4\(1\)](#) of the Act;
 - c) a statement that this information has been included in the application.
- 3.7 Some overseas entities may have made relevant dispositions that mean that they no longer have to make an application to register with Companies House as an overseas entity. However, any overseas entity that has made a relevant disposition in land since 28 February 2022 must make a statement to Companies House about the disposition and include information about the land in question.
- 3.8 From 1 August 2022, new purchasers have been required to register with and obtain an Overseas Entity ID number from Companies House (see paragraph 8 below). From 5 September 2022, new purchasers have been unable to apply to register their title with the relevant land registry without an Overseas Entity ID number.

4 Identifying Beneficial Owners (Schedule 2 to the Act)

- 4.1 As set out in [Part 1 of Schedule 2](#) to the Act, there are three types of potential beneficial owner:
- a) Individuals;
 - b) Governments and public authorities, or;
 - c) Other legal entities (e.g., a body corporate, a corporate trustee), in the limited circumstances where they are deemed “subject to their own disclosure arrangements” (see section 5 for more information).
- 4.2 As per [Part 2 of Schedule 2](#) to the Act, a person (“X”), which may be an individual, legal entity, or a government or public authority, is a beneficial owner of an overseas entity (“Y”), if they meet one or more of the following conditions.

Condition 1

X holds, directly or indirectly, more than 25% of the shares in Y (see Figure 1 below);

Condition 2

X holds, directly or indirectly, more than 25% of the voting rights in Y;

Condition 3

X holds the right, directly or indirectly, to appoint or remove a majority of the board of directors of Y;

Condition 4

X has the right to exercise, or actually exercises, significant influence or control over Y (see section 7);

Condition 5

- a) The trustees of a trust, or the members of a partnership, unincorporated association or other entity, that is not a legal person under the law by which it is governed meet any of the conditions above (in their capacity as such) in relation to Y, and;
- b) X has the right to exercise, or actually exercises, significant influence or control over the activities of that trust or entity.

Condition 5 provides that a person who is neither a trustee of a trust, nor a member of a partnership, may be a beneficial owner of an overseas entity, if they have the right to exercise, or actually exercise, significant influence or control over the trust, partnership, unincorporated association or other.

5 Registrable Beneficial Owners (Schedule 2 to the Act)

5.1 Not every beneficial owner is registrable, but the identity of those that are must be disclosed on the Register.

Individuals

5.2 An individual is a registrable beneficial owner if they meet any of the conditions set out in [Part 2 of Schedule 2](#) to the Act in relation to the overseas entity and are not exempt (see section 6).

Governments and public authorities

5.3 A government or public authority is a registrable beneficial owner if it is the beneficial owner of the overseas entity as set out in [Part 2 of Schedule 2](#) to the Act. Governments and public authorities cannot qualify for an exemption.

5.4 Governments and/or public authorities that fulfil one or more of the conditions to be a registrable beneficial owner are required to register even if the land held is used for official purposes e.g., as an embassy or high commission.

Legal entities

5.5 A legal entity is a registrable beneficial owner if it meets any of the conditions set out in [Part 2 of Schedule 2](#) to the Act in relation to the overseas entity, is not exempt (see section 6), and is “subject to its own disclosure requirements” under [Part 3 of Schedule 2](#) to the Act.

5.6 If a legal entity does not meet the criteria to be “subject to its own disclosure requirements”, it cannot be registered as a registrable beneficial owner. The overseas entity must “look through” the legal entity to find a person who meets the criteria.

5.7 A legal entity is subject its own disclosure requirements if:

- a) It is subject to the Persons with Significant Control (PSC) regime in [Part 21A of the Companies Act 2006](#), whether by virtue of section 790B or by virtue of another enactment that extends the application of that Part,
- b) It has voting shares admitted to trading on a regulated market in the UK, EU, the EEA, or on one of the following markets:

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- i. In Israel:
 - Tel Aviv Stock Exchange
 - ii. In Japan:
 - Fukuoka Stock Exchange
 - Nagoya Stock Exchange
 - Osaka Securities Exchange
 - Sapporo Securities Exchange
 - Tokyo Stock Exchange
 - iii. In Switzerland:
 - BX Berne Exchange
 - SIX Swiss Exchange
 - iv. In the United States of America
 - BATS Exchange, Inc.
 - BATS Y-Exchange, Inc.
 - BOX Options Exchange LLC
 - C2 Options Exchange, Incorporated
 - Chicago Board Options Exchange, Incorporated
 - Chicago Stock Exchange, Inc.
 - EDGA Exchange, Inc.
 - EDGX Exchange, Inc.
 - International Securities Exchange, LLC
 - ISE Gemini LLC
 - Miami International Securities Exchange LLC
 - NASDAQ OMX BX, Inc.
 - NASDAQ OMX PHLX LLC
 - The NASDAQ Stock Market LLC
 - National Stock Exchange, Inc.
 - New York Stock Exchange LLC
 - NYSE Arca, Inc.
 - NYSE MKT LLC,

- c) It is an eligible Scottish partnership within the meaning of regulation 3 of the Scottish Partnerships (Register of People with Significant Control) Regulations 2017

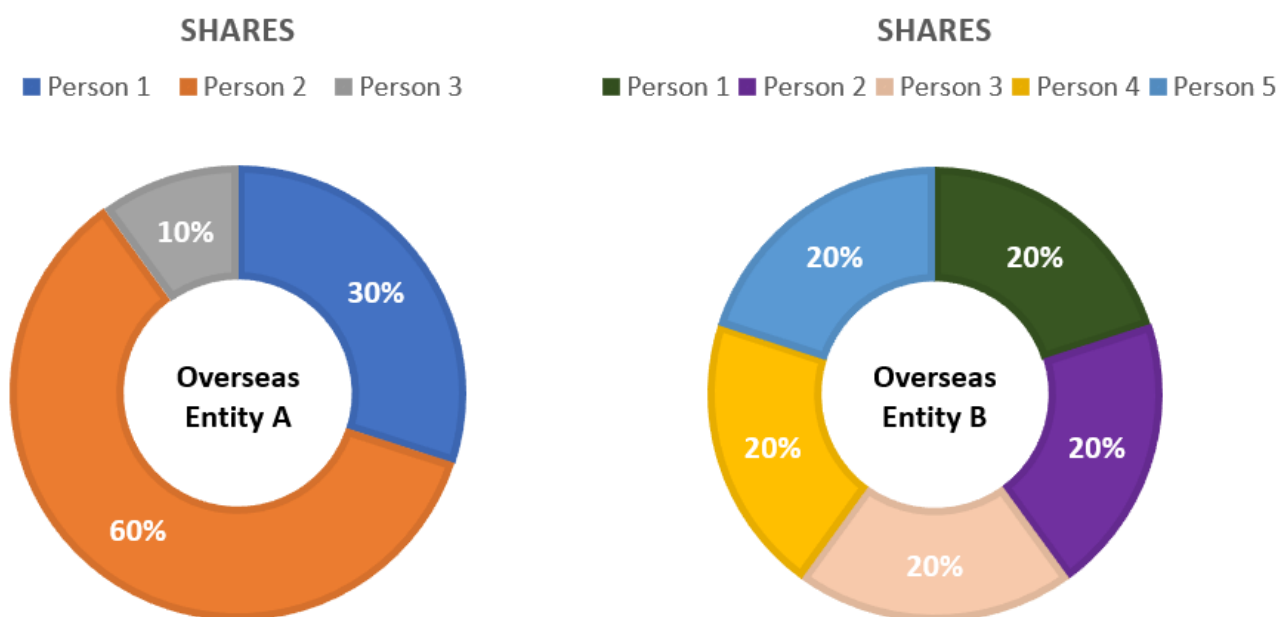
Under these regulations, an “eligible Scottish partnership” is either a limited partnership registered in Scotland (“Scottish limited partnership”), or a general partnership constituted under the law of Scotland, during any period in which it is a qualifying partnership (a “Scottish qualifying partnership”),

- d) It is itself registered as an overseas entity under the Act, or

- e) It is a legal entity governed by the law of a country outside of the UK, it provides trust services, and the provision of trust services is regulated in that country or territory by a supervisory authority.²

5.8 In cases where a nominee holds shares for an individual, it is the relevant individual for whom these shares are held or this right is exercised, and not the nominee, who is the registrable beneficial owner: the nominee is ignored.

Figure 1: An example where an overseas entity may have at least two registrable beneficial owners and an example where an overseas entity may have no registrable beneficial owners



5.9 Figure 1 is an example of overseas entities with registrable and non-registrable beneficial owners under condition 1. In Overseas Entity A, Person 1 and Person 2 each hold **more than** 25% of the shares. Assuming they are not exempt, this means they are registrable beneficial owners. Person 3 owns **fewer than** 25% of the shares in the overseas entity. Assuming Person 3 does not satisfy any of the other conditions listed above in paragraph 4.2, they are not a registrable beneficial owner.

5.10 In Overseas Entity B, each person owns **fewer than** 25% of the shares. Assuming none of the people in Overseas Entity B exercise their shareholder rights together, and that none of them satisfy the conditions listed in paragraph 4.2 above, Overseas Entity B has no registrable beneficial owners.

² See [Part 4](#) of The Register of Overseas Entities (Delivery, Protection and Trust Services) Regulations 2022

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- 5.11 Where there is no registrable beneficial owner, the overseas entity must provide details of its managing officers. If any of the shareholders exert significant influence or control (see section 6) over the entity, despite owning fewer than 25% of the shares, that person is still a registrable beneficial owner and must be registered with Companies House.
- 5.12 If a person has not been registered as a beneficial owner and is later found to be exerting significant influence and control, criminal sanctions could be imposed. For example, if it were found that the overseas entity knew about the person, it could be found to have committed a false filing offence (see section 11).

6 Exemptions from registration

- 6.1 There are certain situations where an individual or legal entity may not meet the conditions of being a registrable beneficial owner, or they may have previously disclosed their identity as a beneficial owner through another means. In these situations, they do not have to register under the Act. Under [Part 4 of Schedule 2](#) to the Act, an individual or legal entity is exempt from registration if:
- a) they do not hold any interest in the overseas entity other than through one or more legal entities;
 - b) they are a beneficial owner of every legal entity through which the person holds such an interest;
 - c) they indirectly hold any shares or rights in the overseas entity through a beneficial owner of the overseas entity that is subject to its own disclosure requirements; and
 - d) at least one of the legal entities through which these shares or rights are held is a beneficial owner of the overseas entity and is subject to its own disclosure requirements.
- 6.2 Within the meaning of [Part 4 of Schedule 2](#) to the Act, a person is considered to hold an interest in an overseas entity if they:
- a) hold, directly or indirectly, shares in that overseas entity
 - b) hold, directly or indirectly, voting rights in that overseas entity
 - c) hold, directly or indirectly, the right to appoint or remove any member of the board of directors of that overseas entity
 - d) have the right to exercise, or actually exercise, significant influence or control over that overseas entity; or
 - e) they have the right to exercise, or actually exercise, significant influence or control over the activities of a trust or other legal entity which fulfil conditions a) – d).
- 6.3 If a person holds an interest in an overseas entity through a separate legal entity that is subject to its own disclosure requirements and of which they are a beneficial owner, then they are exempt from registering as a beneficial owner of the overseas entity.
- 6.4 If a person holds an interest in an overseas entity through multiple other legal entities and is not the beneficial owner of every separate legal entity, they will still need to register.

6.5 A legal entity is subject to its own disclosure requirements if:

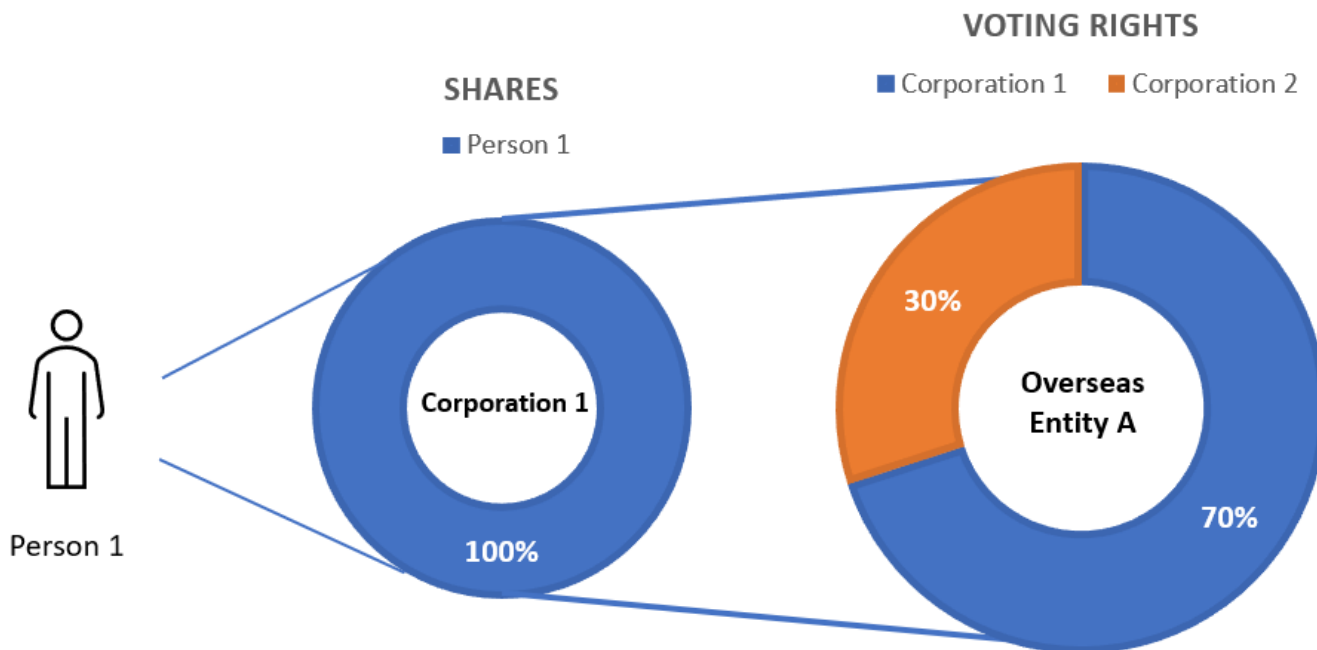
- a) It is subject to the Persons with Significant Control (PSC) regime in [Part 21A of the Companies Act 2006](#), [whether by virtue of section 790B](#) or by virtue of another enactment that extends the application of that Part,
- b) It has voting shares admitted to trading on a regulated market in the UK, EU, the EEA, or one of the following markets:
 - i. In Israel:
 - Tel Aviv Stock Exchange
 - ii. In Japan:
 - Fukuoka Stock Exchange
 - Nagoya Stock Exchange
 - Osaka Securities Exchange
 - Sapporo Securities Exchange
 - Tokyo Stock Exchange
 - iii. In Switzerland:
 - BX Berne Exchange
 - SIX Swiss Exchange
 - iv. In the United States of America
 - BATS Exchange, Inc.
 - BATS Y-Exchange, Inc.
 - BOX Options Exchange LLC
 - C2 Options Exchange, Incorporated
 - Chicago Board Options Exchange, Incorporated
 - Chicago Stock Exchange, Inc.
 - EDGA Exchange, Inc.
 - EDGX Exchange, Inc.
 - International Securities Exchange, LLC
 - ISE Gemini LLC
 - Miami International Securities Exchange LLC
 - NASDAQ OMX BX, Inc.
 - NASDAQ OMX PHLX LLC
 - The NASDAQ Stock Market LLC
 - National Stock Exchange, Inc.
 - New York Stock Exchange LLC
 - NYSE Arca, Inc.
 - NYSE MKT LLC,
- c) It is an eligible Scottish partnership within the meaning of regulation 3 of the Scottish Partnerships (Register of People with Significant Control) Regulations 2017,

Under these regulations, an “eligible Scottish partnership” is either a limited partnership registered in Scotland (“Scottish limited partnership”), or a general partnership constituted under the law of Scotland, during any period in which it is a qualifying partnership (a “Scottish qualifying partnership”)

- d) It is itself registered as an overseas entity under the Act, or
 - e) It is a legal entity governed by the law of a country outside of the UK, it provides trust services, and the provision of trust services is regulated in that country or territory by a supervisory authority.³
- 6.6 A person is exempt from registering as a beneficial owner if they indirectly hold shares or rights in an overseas entity through a separate beneficial owner which is subject to its own disclosure requirements.
- 6.7 A person can hold shares, voting rights or board appointment rights “indirectly” in an overseas entity. This is possible if they hold a “majority stake” in a legal entity which holds the shares or rights of an overseas entity, or is part of a chain of legal entities, each of which has a “majority stake” in the next and the last of which holds the shares or rights in the overseas entity.
- 6.8 For this purpose, a person holds a “majority stake” in a legal entity if they:
- a) hold a majority of the voting rights in the legal entity;
 - b) have the right to appoint or remove a majority of its board of directors;
 - c) have sole or majority control over its voting rights; or
 - d) have the right to exercise, or actually exercise, dominant influence or control over the entity.
- 6.9 When the legal entity through which the person owns the shares or rights in the overseas entity is subject to its own disclosure requirements, the person is exempt from registering as a beneficial owner of the overseas entity.

³ See [Part 4](#) of The Register of Overseas Entities (Delivery, Protection and Trust Services) Regulations 2022

Figure 2: An example where an individual is exempt from registering as a beneficial owner



- 6.10 Person 1 owns all the shares in corporation 1. Corporation 1 holds the majority of the voting rights (a “majority stake”) in Overseas Entity A. If Corporation 1 is “subject to its own disclosure requirements”, person 1 **does not have to** register as a beneficial owner of Overseas Entity A.
- 6.11 Under Section 18 of the Act, the Secretary of State may exempt a person from the requirements of Section 12 and Section 13 of the Act, if they are satisfied that doing so is necessary to safeguard national security or prevent or detect serious crime. This means a person will not be required to be registered as a beneficial owner.
- 6.12 Beneficial owners that have been granted an exemption by the Secretary of State do not need to take any further action.

7 Definition of “significant influence or control”⁴

- 7.1 “Significant influence” and “control” are alternatives. Where a person can direct the activities of an overseas entity, this would be indicative of “control.” Where a person can ensure that an overseas entity generally adopts the activities which they desire, this would be indicative of “significant influence”.
- 7.2 The “control” and “significant influence” do not have to be exercised by a person with a view to gaining economic benefits from the policies or activities of the overseas entity.

Examples of “significant influence or control”

- 7.3 A person may exercise ‘significant influence or control’ if they:
- a) have absolute decision rights over decisions related to the running of the overseas entity or its business;
 - b) have absolute veto rights over decisions related to the running of the overseas entity or its business, except when these relate to the protection of minority interests within the overseas entity;
 - c) are significantly involved in the management and direction of the overseas entity or its business;
 - d) have their recommendations always or almost always followed by shareholders or members who hold the majority of the voting rights in the overseas entity, when they are deciding how to vote;
 - e) have the right to direct or influence the running of the activities of the overseas entity or its business.

Significant influence and control and trusts

- 7.4 In this guidance, all references to trusts include arrangements, under the law of a country or territory outside of the UK, that are of similar character to a trust, and any related expressions are to be read accordingly.

⁴ The principles for “significant influence and control” have been taken from existing guidance on Persons with Significant Control, available here: <https://www.gov.uk/government/publications/guidance-to-the-people-with-significant-control-requirements-for-companies-and-limited-liability-partnerships>

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- 7.5 If an individual is involved in a trust that has any ownership or control over an overseas entity, they must consider if the trustees:
- a) has absolute decision rights over decisions related to the running of the overseas entity or its business;
 - b) has absolute veto rights over decisions related to the running of the overseas entity or its business, except when these relate to the protection of minority interests within the overseas entity;
 - c) is significantly involved in the management and direction of the overseas entity or its business;
 - d) has its recommendations always or almost always followed by shareholders or members who hold the majority of the voting rights in the overseas entity, when they are deciding how to vote;
 - e) has the right to direct or influence the running of the activities of the overseas entity or its business.
- 7.6 If the trustee of a trust is a beneficial owner as a result of meeting any of conditions a)-d), any individual involved in relation to the trust must consider whether they have significant influence or control over the activities of the trust (i.e., condition e).
- 7.7 A person has the right to exercise “significant influence or control” over a trust if they have the right to direct or influence the running of its activities, whether they exercise that right independently or jointly. This could include the right to:
- a) appoint or remove any of the trustees

Except through application to the courts, or as a result of a breach of fiduciary duty by the trustees

- b) direct the distribution of funds or assets

This could include the ability to add or remove a person as a beneficiary, or to or from a class of beneficiaries

- c) direct investment decisions of the trust

This could include the ability to dispose of, advance, lend, invest, pay or apply trust property

- d) amend the trust deed
- e) revoke the trust.
- f) direct, withhold consent to or veto the exercise of any of the powers mentioned in paragraphs a) – e) above.

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- 7.8 A person is likely to exercise significant influence or control over a trust if they are regularly involved in its running, for example a person who issues instructions to the trustees as to the activities of the trust which are generally followed. This may be a settlor or beneficiary who is actively involved in directing the activities of the trust.
- 7.9 Where an individual has significant influence or control over the activities of a trust which has significant influence or control over an overseas entity or otherwise fulfils the conditions set out in paragraph 3.2 above (meaning of a beneficial owner), then that individual is a registrable beneficial owner and must provide the required information.

Excepted roles

- 7.10 Certain roles and relationships would not, on their own, result in an individual or entity being considered to be exercising significant influence or control over an overseas entity. These include (but are not limited to):
- a) Where the person provides advice or direction in a professional capacity, for example as
 - a:
 - i. Lawyer;
 - ii. Accountant;
 - iii. Management consultant;
 - iv. Investment manager;
 - v. Tax advisor; or
 - vi. Financial advisor.
 - b) Where the person is engaged in a third party commercial or financial agreement, for example, as a:
 - i. Supplier;
 - ii. Customer; or
 - iii. Lender
 - c) Where the person exercises a function under an enactment, for example, as a:
 - i. Regulator; or
 - ii. Liquidator or Receiver

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- d) Where the person is an employee acting in the course of their employment, including an employee or director of a third party, which has significant influence or control over the trust or firm.
 - e) Where rights are held by all or a group of employees, for the purpose of representing the employees' interests in an employee-owned company or firm.
- 7.11 A person who has a role or relationship of the kind listed above in relation to the trust or firm may, however, be a person with significant influence over the trust or firm either:
- a) If the role or relationship differs in material respects or contains significantly different features from how the role or relationship is generally understood; or
 - b) If the role or relationship forms one of several opportunities which that person has to exercise significant influence or control.

8 Action required prior to application for registration

Identification of registrable beneficial owners

- 8.1 Before making an application to register, an overseas entity must take reasonable steps to identify its registrable beneficial owner(s) and obtain the required information. The steps that an overseas entity must take include giving an information notice to a person it knows, or has reasonable cause to believe, is a registrable beneficial owner.
- 8.2 Such a notice requires confirmation from that person as to whether or not they are a registrable beneficial owner. If the person is a registrable beneficial owner, they must confirm or correct any of the required information about them specified in the notice and supply any of the required information that the notice states the overseas entity does not already have.
- 8.3 If the person is a registrable beneficial owner by virtue of being a trustee, they must confirm or correct any of the required information about the trust that is specified in the notice and supply any of the required information about the trust that the notice states the overseas entity does not already have.
- 8.4 Overseas entities may also send information notices to persons they know, or have reasonable cause to believe know, the identity of:
- a) a person who is a registrable beneficial owner in relation to the overseas entity; or
 - b) any legal entity that is a beneficial owner in relation to the overseas entity but is not registrable; or
 - c) a person likely to have knowledge of the identity of a person within paragraph a) or b).
- 8.5 These secondary notices require the addressee to state whether or not they know the identity of persons mentioned within paragraph a), b) or c) of paragraph 7.4, and if they do:
- a) supply any information they have that might help the overseas entity to identify that person; and
 - b) state whether that information is being supplied with the knowledge of the person to whom it relates.
- 8.6 Such information notices require the person to whom it is given to comply with the notice within the period of one month beginning with the day on which the notice is

given. Failure to comply with a notice, or making a false statement, is a criminal offence, subject to the penalties set out [section 15](#) of the Act.

- 8.7 A person who, without reasonable excuse, fails to comply with a notice under section 12 or 13 of the Act commits an offence.
- 8.8 A person who is given a notice under [section 12](#) or [section 13](#) of the Act commits an offence if, in purported compliance with the notice, the person—
- a) makes a statement that the person knows to be false in a material particular, or
 - b) recklessly makes a statement that is false in a material particular.
- 8.9 Where an offence is committed by a legal entity, the offence is also committed by every officer of the entity who is in default.
- 8.10 A person guilty of an offence is liable to a fine, or imprisonment, or both.
- 8.11 Once an overseas entity has gathered the required information about its registrable beneficial owners and/or managing officers this information must be verified (see section 14).

Registration

- 8.12 Once the information has been verified, the overseas entity will then need to fill in an [online form](#) to submit the information to Companies House. Companies House will charge a fee of £100 to apply to register. If the application is rejected, this will be refunded in full. Payments can be made online with either a credit or debit card.

Overseas ID Number

- 8.13 Once the overseas entity has provided all the necessary information, it will be registered by Companies House and an Overseas Entity ID will be provided. Whenever the overseas entity makes an application to register any of the relevant dispositions under the Act, this ID must be provided to the relevant land registry (depending on where in the UK the land is situated). This means when buying, leasing, transferring or registering charges against the land.⁵
- 8.14 Even if the overseas entity has an ID number, the application will not be accepted by the relevant land registry if the entity is non-compliant at the time of the application, for example, because it has not complied with the updating duty (see section 8). This refers

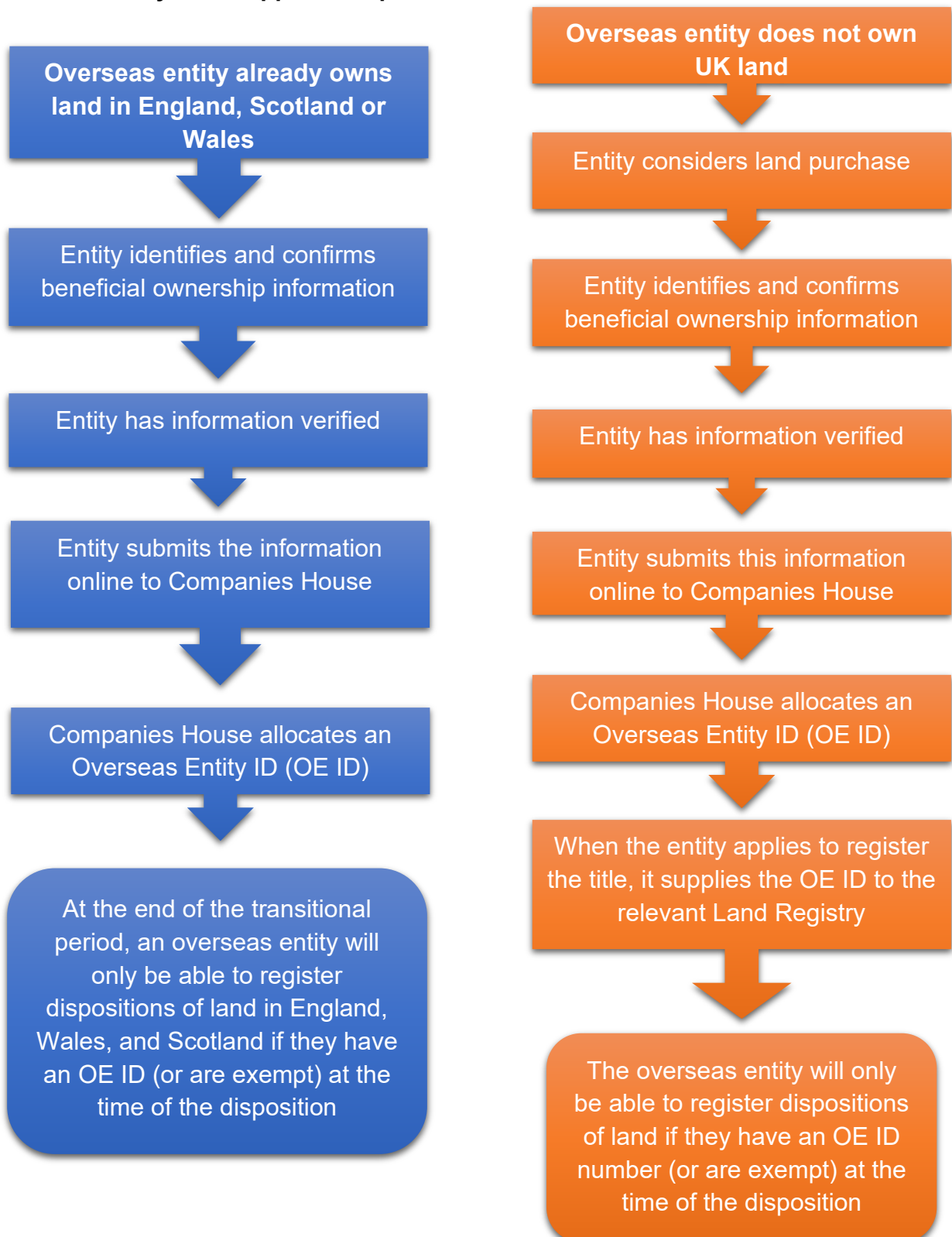
⁵ For further guidance see [HMLR Practice guide 78: overseas companies and limited liability partnerships](#)

to a requirement for an overseas entity to provide an update to Companies House every year.

9 How to register an overseas entity

9.1 Figure 3 summarises the application process for overseas entities that already own land in the UK, and overseas entities that do not yet own land in the UK:

Figure 3: Summary of the application process



9.2 Overseas entities that already own land should have received a letter from Companies House and the relevant land registry about the new Register and the six-month transitional period. Regardless of whether they receive that letter, they must still register with Companies House, unless they are exempt (see section 6).

Information to be submitted for registration

9.3 The applicant entity is required to provide one of the following statements with the relevant accompanying information:

Statement	Information
<p>A statement:</p> <p>a) That the entity has identified one or more registrable beneficial owners and that it has no reasonable cause to believe there are others, and</p> <p>b) That the entity is able to provide the required information about each registrable beneficial owner it has identified.</p>	<p>1. The required information about the entity.</p> <p>2. The required information about each registrable beneficial owner that the entity has identified.</p>
<p>a) A statement that the entity has no reasonable cause to believe that it has any registrable beneficial owners.</p>	<p>1. The required information about the entity.</p> <p>2. The required information about each managing officer of the entity.</p>

A statement:

- | | |
|---|--|
| a) That the entity has reasonable cause to believe that there is at least one registrable beneficial owner that it has not identified, | 1. The required information about the entity. |
| b) That the entity is not able to provide the required information about one or more of the registrable beneficial owners it has identified, or | 2. The required information about each managing officer of the entity. |
| c) that paragraphs (a) and (b) both apply. | 3. The required information about each registrable beneficial owner that the entity has identified or so much of that information as it has been able to obtain. |

9.4 Where an application includes information that a registrable beneficial owner is a trustee, the application must also include:

- a) the required information about the trust (see below) or so much of that information as the overseas entity has been able to obtain, and
- b) a statement as to whether the entity has any reasonable cause to believe that there is required information about the trust that it has not been able to obtain.

Information required about the overseas entity

9.5 As part of its application an overseas entity must give the following information:

- a) its name
- b) country of incorporation or formation
- c) registered or principal office address
- d) service address

This is also known as a 'correspondence address', which the overseas entity uses to receive their correspondence.

- e) email address
- f) legal form and the law by which it is governed

-
- g) details of any public register in which it is entered and (if applicable) its registration number in that register.

Under the Act, a “public register” is a register kept by a government or public authority in the country in which the overseas entity was incorporated or formed. A register that charges a fee to access is still a public register, provided any member of the public may access it.

- 9.6 In cases where the overseas entity is a non-UK government, b) and g) may not be relevant. In these cases, the name of the relevant country is acceptable for b), and g) would be ‘not applicable’.

Information required about registrable beneficial owners

- 9.7 The information required about a registrable beneficial owner varies depending on whether they are an individual, a government or public authority, or another type of legal entity.
- 9.8 In all cases, the Act requires that the overseas entity provides so much of the information as they have been able to obtain. It is not an offence to provide incomplete information; however, the overseas entity must provide a statement as to whether it has reasonable cause to believe that there is required information about the trust that it has not been able to obtain.

Individuals

- 9.9 Where a registrable beneficial owner is an **individual**, the information required is their:

- a) name

Where an individual is a peer or is normally known by a title, the title may be stated instead or as well as the person’s first name and surname

- b) date of birth
- c) nationality

This is the country of which the individual is a national. In most cases, this is where the individual was born and where their passport is issued.

Some individuals may have dual or multiple nationalities. If so, selecting any applicable country of nationality is acceptable. However, if one of those countries of nationality is the UK, then the UK must be selected and not any other country.

- d) usual residential address

This is their ‘home address’, where the individual lives most of the time. The address provided as a person’s usual residential address is not displayed publicly by Companies House.

-
- e) a service address

This is also known as a 'correspondence address', which they use to receive their correspondence. This can be the same as their usual residential address or somewhere different. For example, if a beneficial owner is a director of a UK company, they could put their UK company's address as their service address, provided this is where they can effectively receive correspondence.

The address provided as a person's service address is displayed publicly by Companies House. If a person decides to record their usual residential address as their service address, the address will appear on the public register.

If a person did not realise their usual residential address would appear on the public register if provided as a service address, the overseas entity could file an updated address. However, it is not currently possible to apply to suppress a historic service address in relation to the Register of Overseas Entities. Individuals should think carefully before deciding what address to provide as their service address.

- f) the date on which the individual became a registrable beneficial owner in relation to the overseas entity
- g) which of the conditions of registrable beneficial ownership they meet and a statement as to how (see [paragraph 6 of Schedule 2](#) to the Act)

i.e., why is the individual a registrable beneficial owner. For example, this could be because of the ownership of more than 25% of shares in the overseas entity.

- h) whether the individual meets that condition by virtue of being a trustee
- i) whether that person is a designated person under the Sanctions and Anti-Money Laundering Act 2018, where that information is publicly available

9.10 Where an application includes information that a registrable beneficial owner is a trustee the application must also include:

- a) the required information about the trust (see section 10) or so much of that information as the overseas entity has been able to obtain; and
- b) a statement as to whether the entity has any reasonable cause to believe that there is required information about the trust that it has not been able to obtain.

Governments or public authorities

9.11 Where a registrable beneficial owner of an overseas entity is a **government or public authority**, the information required is their:

-
- a) name
 - b) principal office address
 - c) a service address

This is also known as a 'correspondence address', which is used to receive correspondence.

- d) Its legal form and the law by which it is governed
- e) the date on which the entity became a registrable beneficial owner in relation to the overseas entity
- f) which of the conditions of registrable beneficial ownership they meet and a statement as to how (see [paragraph 6 of Schedule 2](#) to the Act)

i.e., why is the government or public authority a registrable beneficial owner. For example, this could be because of the ownership of more than 25% of shares in the overseas entity.

- g) whether the government or public authority is a designated person under the Sanctions and Anti-Money Laundering Act 2018, where that information is publicly available

9.12 In some cases, a government may own land directly or in its own name, such as "Government of XXX". This would make it both the overseas entity *and* the beneficial owner of the land in question.

9.13 A government in this situation is still required to register with Companies House. They must submit the required information for the overseas entity itself, along with the required information about the government as the beneficial owner as outlined above, which may lead to a duplication of information on the application.

9.14 Where a government or public authority is a beneficial owner, only two pieces of required information must be verified:

- a) which of the conditions is met and a statement as to why that condition is met; and
- b) whether the entity is a designated person (within the meaning of section 9(2) of the Sanctions and Anti-Money Laundering Act 2018), where that information is publicly available.

Other legal entities

9.15 Where a registrable beneficial owner is **another type of legal entity** (e.g., a charity), the information required is their:

- a) name
- b) registered or principal office address

-
- c) a service address

This is also known as a ‘correspondence address’, which is used to receive correspondence.

- d) the legal form of the entity and the law by which it is governed
- e) any public register in which it is entered and its registration number, if applicable

Under the Act, a “public register” is a register kept by a government or public authority in the country in which the overseas entity was incorporated or formed. A register that charges a fee to access is still a public register, provided any member of the public may access it.

- f) the date on which the entity became a registrable beneficial owner in relation to the overseas entity
- g) which of the conditions of registrable beneficial ownership they meet and a statement as to how (see paragraph 6 of Schedule 2 to the Act)
- h) i.e., why the legal entity is a registrable beneficial owner. For example, this could be because of the ownership of more than 25% of shares in the overseas entity whether the condition is met by virtue of being a trustee
- i) whether the legal entity is a designated person under the Sanctions and Anti-Money Laundering Act 2018, where that information is publicly available

9.16 Where an application includes information that a registrable beneficial owner is a trustee the application must also include:

- a) the required information about the trust (see section 10) or so much of that information as the overseas entity has been able to obtain; and
- b) a statement as to whether the entity has any reasonable cause to believe that there is required information about the trust that it has not been able to obtain.

Information required about managing officers

9.17 The Act does not define the role of “managing officer”, but this could include such roles as a director, manager or secretary of an overseas entity,

9.18 The Register makes provision for information relating to managing officers when the overseas entity has ascertained that either it has no beneficial owners, or that it has one or more beneficial owners, but it has been unable to fully identify them during the application process. In this situation the overseas entity must nonetheless continue to take reasonable steps to identify all beneficial owners.

9.19 An example of a scenario where an overseas entity should register a managing officer could be where an overseas State owns land in the UK but does not meet any of the

conditions of beneficial ownership within [paragraph 6 of Schedule 2](#) to the Act. In this case the State would need to register as an overseas entity and would need to provide details of a managing officer as set out below.

Individuals

9.20 Where a managing officer is an **individual**, the required information about the officer is their:

a) name

Where an individual is a peer or is normally known by a title, the title may be stated instead or as well as the person's first name and/or surname.

b) any former name

This is any name(s) a person was formerly known by for business purposes.

The former name is **not** needed if the individual is a peer or normally known by a British title, if they changed their name before they were 16 years old, or if it has been changed or disused for more than 20 years.

c) date of birth

d) nationality

This is the country of which the individual is a national. In most cases, this is where the individual was born and where their passport is issued.

Some individuals may have dual or multiples nationalities. If so, selecting any applicable country of nationality is acceptable. However, if one of those countries of nationality is the UK, then the UK must be selected and not any other country.

e) usual residential address

This is their 'home address', where the individual lives most of the time. The address provided as a person's usual residential address is not displayed publicly by Companies House.

f) a service address

This is also known as a 'correspondence address', which they use to receive their correspondence. This can be the same as their usual residential address or somewhere different. For example, it could be the overseas entity's registered or principal office address.

The address provided as a person's service address is displayed publicly by Companies House. If a person decides to record their usual residential address as their service address, the address will appear on the public register.

If a person did not realise their usual residential address would appear on the public register if provided as a service address, the overseas entity could file an updated address. However, it is not currently possible to apply to suppress a historic service address in relation to the Register of Overseas Entities. Individuals should think carefully before deciding what address to provide as their service address.

g) business occupation (if any)

h) a description of the officer's roles and responsibilities in relation to the overseas entity

Other legal entities

9.21 Where a managing officer is an entity **other than an individual** (e.g., a foreign government), the information needed is its:

a) name

b) registered or principal office address

c) a service address

This is also known as a 'correspondence address', which is used to receive correspondence.

d) the legal form of the entity and the law by which it is governed

e) any public register in which it is entered and its registration number, if applicable

Under the Act, a "public register" is a register kept by a government or public authority in the country in which the overseas entity was incorporated or formed.

f) a description of the officer's roles and responsibilities in relation to the overseas entity

g) the name and contact details of an individual who may be contacted about the managing officer

Updating duty

9.22 A registered overseas entity has a duty to ensure the information they have submitted to the registrar remains accurate.

9.23 A registered overseas entity must provide an update to the registrar no later than 14 days after each update period.

9.24 The 'update period' is the period of 12 months beginning with the entity's initial date of registration, and thereafter the period of 12 months beginning with the day of the previous update.

9.25 A registered overseas entity may shorten this update period and provide an earlier update by notifying the registrar of the shortened update period.

Information required to update

9.26 Within 14 days after each update period, a registered overseas entity must deliver to the registrar:

- a) the statement and information in table 9.3 above ([section 4\(2\)](#) of the Act), reflecting the state of affairs at the end of the update period
- b) one of the following statements and information, reflecting the state of affairs at the end of the update period:

Statement	Information
A statement that the entity has no reasonable cause to believe that anyone has become or ceased to be a registrable beneficial owner during the update period.	[no further information required]
A statement that the entity has reasonable cause to believe that at least one person has become or ceased to be a registrable beneficial owner during the update period.	<ol style="list-style-type: none">1. The required information about each person who has become or ceased to be a registrable beneficial owner during the update period, or so much of that information as the entity has been able to obtain.2. The date on which each of them became or ceased to be a registrable beneficial owner, if the entity has been able to obtain that information.

- c) a statement that the entity has complied with the duty to take steps to identify registrable beneficial owners ([section 12](#) of the Act).
- d) anything required under the 'verification' regulations (section 14)
- e) The name and contact details of an individual who may be contacted about the statements and information.

-
- 9.27 Where any of the update includes information that a registrable beneficial owner is a trustee, or that a person who became or ceased to be a registrable beneficial owner was a trustee, the update must also include:
- a) the required information about the trust (see below) or so much of that information as the overseas entity has been able to obtain, and
 - b) a statement as to whether the entity has any reasonable cause to believe that there is required information about the trust that it has not been able to obtain.

10 Information required about trusts

- 10.1 In this guidance, all references to trusts include arrangements, under the law of a country or territory outside of the UK, that are of similar character to a trust, and any related expressions are to be read accordingly.
- 10.2 Where an application for registration includes information that a registrable beneficial owner meets the conditions of beneficial ownership by virtue of being a trustee, the following information about the trust, or so much that the overseas entity has been able to obtain, is required:
- a) The name of the trust or, if it does not have a name, a description by which it may be identified;
 - b) The date on which the trust was created;
- 10.3 For every person who has at any time been a registrable beneficial owner of the overseas entity by virtue of their relationship with a trust, the following information is required:
- a) the person's name;
 - b) the date on which the person became a registrable beneficial owner in that capacity; and
 - c) if relevant, the date on which the person ceased to be a registrable beneficial owner in that capacity.
- 10.4 Trustees are **not** required to provide their Unique Taxpayer Reference (UTR).
- 10.5 In cases where the registrable beneficial owner of an overseas entity is a trustee of multiple trusts, the overseas entity is only obliged to provide information on the trusts which own land via the overseas entity that is within scope of the Act.
- 10.6 Further information as outlined below is required about any settlor, grantor, interested person, or beneficiary under the trust.
- 10.7 In all cases, the Act requires that the overseas entity provides so much of the information as they have been able to obtain. It is not an offence to provide incomplete information; however, the overseas entity must provide a statement as to whether it has reasonable cause to believe that there is required information about the trust that it has not been able to obtain.

Settlors or grantors

- 10.8 The settlor or grantor (“settlor”) is the person who settles property into the trust. This can be during the settlor’s lifetime (an ‘inter-vivos’ trust) or on death (for example, under the terms of the settlor’s will). A settlor of a trust created by will is often called a testator or testatrix.
- 10.9 There is usually only one settlor of a trust, but there can be more than one in certain situations.
- 10.10 Where trustees of a trust are registrable beneficial owners, overseas entities must provide information relating to the settlor or settlors of the relevant trust. The information required varies depending on whether settlors are individuals, or a legal entity other than a government or public authority.

Individuals

10.11 Where a settlor is an **individual**, the information required is their:

- a) name
- b) date of birth
- c) nationality

This is the country of which the individual is a national. In most cases, this is where the individual was born and where their passport is issued.

Some individuals may have dual or multiples nationalities. If so, selecting any applicable country of nationality is acceptable. However, if one of those countries of nationality is the UK, then the UK must be selected and not any other country.

- d) usual residential address

This is their ‘home address’, where the individual lives most of the time.

- e) service address

This is also known as a ‘correspondence address’, which they use to receive their correspondence. This can be the same as their usual residential address or somewhere different. For example, if a beneficial owner is a director of a UK company, they could put their UK company’s address as their service address, provided this is where they can effectively receive correspondence.

Other legal entities

10.12 Where a settlor is a **legal entity** other than a government or public authority, the information required is their:

- a) name
- b) registered or principal office address
- c) service address

This is also known as a 'correspondence address', which they use to receive their correspondence. This can be the same as their registered or principal office address or somewhere different.

- d) the legal form of the entity and the law by which it is governed
- e) any public register on which it is entered and, if applicable, its registration number in that register.

Beneficiaries

10.13 The beneficiaries of a trust are the persons for whose benefit the trust property is held.

10.14 Beneficiaries can be individuals or other legal persons (such as companies).

10.15 Depending on the trust, there may be one beneficiary or several. The beneficiaries may be defined as a class of persons (e.g., 'children of X') rather than being named individually. See below for further guidance on classes of beneficiaries.

10.16 Where trustees of a trust are registrable beneficial owners, overseas entities must provide information relating to each beneficiary of the relevant trust. The information required varies depending on whether the beneficiaries are individuals, or a legal entity other than a government or public authority.

Individuals

10.17 Where a beneficiary is an **individual**, the information required is their:

- a) name
- b) date of birth
- c) nationality

This is the country of which the individual is a national. In most cases, this is where the individual was born and where their passport is issued.

Some individuals may have dual or multiples nationalities. If so, selecting any applicable country of nationality is acceptable. However, if one of those countries of nationality is the UK, then the UK must be selected and not any other country.

d) usual residential address

This is their 'home address', where the individual lives most of the time.

e) a service address

This is also known as a 'correspondence address', which they use to receive their correspondence. This can be the same as their usual residential address or somewhere different. For example, if a beneficial owner is a director of a UK company, they could put their UK company's address as their service address, provided this is where they can effectively receive correspondence.

Other legal entities

10.18 An example of a beneficiary that is legal entity but neither a government or public body could be a charity, or a company.

10.19 Where a beneficiary is a **legal entity** other than a government or public authority, the information required is their:

a) name

b) registered or principal office address

c) a service address

This is also known as a 'correspondence address', which they use to receive their correspondence. This can be the same as their usual residential address or somewhere different.

d) the legal form of the entity and the law by which it is governed

e) any public register on which it is entered and, if applicable, its registration number in that register.

Class of beneficiaries

10.20 The Act does not allow for a class of beneficiaries to be provided. Instead, the overseas entity is required to provide as much information as they have been able to obtain in respect of each beneficiary within the class.

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- 10.21 Trusts are often set up for the benefit of a class of unnamed beneficiaries. To be a valid trust, this class must be distinguishable. For example, a trust could be set up for the benefit of “all descendants of Mr. Silva.”
- 10.22 If members of the class of beneficiaries can be identified individually by the trustees, each of them must be recorded as beneficiaries. It is only when beneficiaries cannot be reasonably identified by the overseas entity that they do not need to be recorded.
- 10.23 In the example above, if the trust had been settled by Mr. Silva some generations ago it may not be possible for the trustees to now identify every descendant. The overseas entity is not expected to provide details of a beneficiary who cannot be identified by the trustees, and so must record as much information as it has been able to obtain, and provide a statement as to whether the entity has reasonable cause to believe that there is required information about the trust that it has not been able to obtain.
- 10.24 However, if the beneficiaries were instead a distinct group such as “the grandchildren of Mr. Silva”, it is reasonable to expect the trustees to be aware of the identity of each individual. Therefore, they should be recorded as individual beneficiaries.
- 10.25 In the case of the beneficiaries of a pension scheme trust, a relevant person may decide to verify information on the basis of the pension provider’s records. The relevant person should be confident they can rely on the documents or information – they should know where the documents or information came from and what checks were carried out when the information was first obtained. If there are 1000s of beneficiaries of a pension scheme trust, it may be impractical to examine all the underlying evidence for each beneficiary. A relevant person may choose to check a random sample to satisfy themselves the documents or information are from a reliable source. Additionally, consideration may be given to what identity checking processes the employer takes before a person becomes an employee/the pension fund checks before a person becomes a member of the pension scheme.

Interested persons

- 10.26 An interested person is a person who, under the terms of the trust, has rights in respect of:
- a) the appointment and/or removal of trustees
 - b) the exercise by the trustees of their functions

For example, persons appointed as ‘protectors’ may be considered interested persons.

- 10.27 Where trustees of a trust are registrable beneficial owners, overseas entities must provide information relating to the interested persons of the relevant trust. The

information required varies depending on whether the interested persons are individuals, or a legal entity other than a government or public authority.

Individuals

10.28 Where an interested person is an **individual**, the information required is their:

- a) name
- b) date of birth
- c) nationality

This is the country of which the individual is a national. In most cases, this is where the individual was born and where their passport is issued.

Some individuals may have dual or multiples nationalities. If so, selecting any applicable country of nationality is acceptable. However, if one of those countries of nationality is the UK, then the UK must be selected and not any other country.

- d) usual residential address

This is their 'home address', where the individual lives most of the time.

- e) a service address

This is also known as a 'correspondence address', which they use to receive their correspondence. This can be the same as their usual residential address or somewhere different. For example, if the beneficial owner is a director of a UK company, they could put their UK company's address as their service address, provided this is where they can effectively receive correspondence.

- f) the date on which the individual became an interested person

Other legal entities

10.29 Where an interested person is a **legal entity** other than a government or public authority, the information required is its:

- a) name
- b) registered or principal office address
- c) a service address

This is also known as a 'correspondence address', which they use to receive their correspondence. This can be the same as their usual residential address or somewhere different.

-
- d) the legal form of the entity and the law by which it is governed
 - e) any public register on which it is entered and, if applicable, its registration number in that register.
 - f) the date on which the entity became an interested person

11 Sanctions for non-compliance

- 11.1 The following section gives a summary of the sanctions for non-compliance within the Act. This should be read as an overview and should not be relied on wholly without reference to the Act itself. An entity should always seek further advice if they are unsure of their compliance with the Act.
- 11.2 When considering whether to prosecute non-compliance with the requirements under the Act and associated regulations, prosecutors will follow [the Code for Crown Prosecutors](#).
- 11.3 Prosecutors may also consider adherence by a person to BEIS technical guidance, and, as the case may be, adherence to any professional body guidance.

Failure to comply with updating duty

- 11.4 If a registered overseas entity fails to comply with the duty to update the register ([section 7](#) of the Act), an offence is committed by the entity and by every officer of the entity who is in default.
- 11.5 A person guilty of this offence may be liable to a fine, and, if the contravention continues, a daily default fine. Every officer of the registered overseas entity commits an offence in the case of continued contravention, regardless of their role in the initial offence.
- 11.6 A person will be in contravention of the Act until such time as the registered overseas entity has delivered the statements and information required under this duty.

Failure to register by the end of the transitional period

- 11.7 If an overseas entity which is required to register fails to do so and cannot demonstrate either that it has an application for registration pending, or that the entity is exempt from registering, the entity and every officer of the entity commits an offence.
- 11.8 A person found guilty of an offence may be liable to a fine, imprisonment or both. The penalties are different between England and Wales and in Scotland.

Failure to comply with notices

11.9 A person commits an offence if they fail to comply with either of the notices described in section 8 of this guidance ([sections 12](#) and [13](#) of the Act) and cannot provide a reasonable excuse for this failure.

A reasonable excuse could be that the requirement to give information was demonstrably frivolous or vexatious.

11.10 A person commits an offence if, in purported compliance with a notice, they:

- a) Make a statement that they know to be false in a material particular, or
- b) Recklessly makes a statement that is false in a material particular

11.11 If either of these offences is committed by a legal entity, the offence is also committed by every officer who is in default.

11.12 A person guilty of either of these offences is liable to imprisonment, a fine, or both. The penalties are different between England and Wales, Scotland, and in Northern Ireland.

Resolving inconsistencies in the register

11.13 If the registrar believes that information delivered to them by an overseas entity is inconsistent with other information contained on the register, the registrar may give notice to the overseas entity:

- a) Stating what information the registrar believes to be inconsistent with the register, and
- b) Requiring the overseas entity to take steps to resolve this inconsistency

11.14 The notice must state its date of issue, and documents which resolve the inconsistency must be delivered to the registrar within 14 days after that date.

11.15 If the necessary documents are not delivered within this time, the entity and every officer of the entity commits an offence.

11.16 A person found guilty of an offence may be liable to a fine, imprisonment or both. The penalties are different between England and Wales, Scotland, and in Northern Ireland.

False filing offences

11.17 It is an offence for a person, without reasonable excuse, to deliver or cause to be delivered to the Registrar any document that is misleading, false or deceptive in a

material particular, or to make to the Registrar any statement that is misleading, false or deceptive in a material particular.

11.18 A person guilty of this offence is liable to a fine.

11.19 If the person can provide a reasonable excuse, they do not commit an offence. An example of a reasonable excuse could be where an overseas entity reasonably relies on information provided by others which turns out to be untrue. There is no statutory definition of “reasonable excuse” and this phrase must be given its ordinary meaning. Each case will be considered on its individual facts.

Aggravated false filing offences

11.20 If a person **knowingly** delivers or causes to be delivered a document or statement to the Registrar that is misleading, false, or deceptive, then this is considered an aggravated offence.

11.21 A person guilty of such an aggravated offence is liable to imprisonment, a fine, or both.

12 Access to information on the Register by the public

- 12.1 Any person may inspect information and request copies of material kept on the Register. Companies House will determine how such requests are made and copies are provided to enquirers.
- 12.2 The following information is 'protected', and will not be available for public inspection:
- a) Any required date of birth or residential address information submitted in a document to Companies House as part of the application process that relates to a registrable beneficial owner or managing officer in relation to an overseas entity;
 - b) The name or contact details of an individual delivered to Companies House when application is made for registration, removal or completion of updating duty;
 - c) Any required information about a trust delivered to Companies House;
 - d) Information which is protected by virtue of regulations under [section 25](#) of the Act
 - e) Any application or other document delivered to Companies House to rectify the Register ([section 29](#) of the Act)
 - f) Any information removed by court order from the Register ([section 30](#) of the Act)
 - g) Any email address, identification code or password deriving from a document delivered for the purpose of authorising or facilitating electronic filing procedures or providing information by telephone.

13 Protecting information

- 13.1 In certain circumstances, an application can be made to protect information relating to an individual which would normally be available for public inspection on the public register. This means it will not be available for public inspection, and Companies House may not publicly disclose the information relating to that individual.
- 13.2 The [Register of Overseas Entities \(Delivery, Protection and Trust Services\) Regulations 2022 S.I. 2022/870](#) (“Regulations 2022/870”) sets out the provisions for this.
- 13.3 An application can be made if the applicant reasonably believes that they or a person living with them will be put at serious risk of violence or intimidation, were the information relating to the overseas entity or to the relevant individual associated with the overseas entity to be available to the public.
- 13.4 Simply living in a property which is also the registered service address of an overseas entity would not normally be considered grounds for protecting such information. Rather, the applicant must demonstrate that they are at risk specifically because they own the property via the overseas entity.
- 13.5 Applications and the related evidence will be assessed on a case-by-case basis, and there is no set list of circumstances where protection will be granted. Evidence to support an application could include:
- a) a police incident number if you’ve been attacked;
 - b) documentary evidence of a threat or attack, such as photos or recordings;
 - c) evidence of possible disruption or targeting, such as by animal rights or other activists.
- 13.6 There will be an additional fee of £100 to apply for this application for protection.

Making an application under the protection regime ([Section 7 of Regulations 2022/870](#))

- 13.7 The application can be made either by the individual themselves, or by an overseas entity on behalf of that individual, provided the overseas entity has that individual’s consent.
- 13.8 To make an application, information is needed about the relevant individual and the relevant overseas entity of which they are (or were) a beneficial owner or managing officer. Where the application is made by an overseas entity, confirmation that the

relevant individual consents to the making of the application is needed. The relevant individual must inform the overseas entity to which this application relates of their application as soon as reasonably practicable.

Information required

13.9 To make an application, the following information will be needed:

13.10 About the relevant **individual**:

- a) A statement of the grounds on which the application is made, accompanied by evidence supporting this statement
- b) The name, any former name, date of birth and nationality of the relevant individual
- c) The usual residential address of the relevant individual
- d) A service address of the applicant, which may be stated as the entity's registered or principal office address where the applicant is or used to be a managing officer
- e) The e-mail address of the applicant (if any)

13.11 About the relevant **overseas entity**:

- a) The name of the overseas entity
- b) The registered number
- c) The Overseas entity ID (if any)
- d) The address of the overseas entity

13.12 If the relevant individual is or used to be a **registrable beneficial owner**:

- a) The date on which the individual became a registrable beneficial of the overseas entity;
- b) Under which condition or conditions the individual qualifies as being a registrable beneficial owner and a statement as to why each condition is met;
- c) Whether the relevant individual meets any condition by virtue of being a trustee;
- d) Whether the relevant individual is a designated person within the meaning of [section 9\(2\) of the Sanctions and Anti-Money Laundering Act 2018\(4\)](#), where that information is publicly available.

13.13 If the relevant individual is or used to be a **managing officer**:

- a) The business occupation of the relevant individual

b) A description of the officer's roles and responsibilities in respect of the overseas entity

13.14 Companies House can request more information or evidence from the applicant in determining their application. The individual applying for protection has a duty to inform the relevant overseas entity that an application has been made, regardless of its outcome.

After the application is made

13.15 Companies House will consider the application and will send notice of their decision, within seven days of their decision, to the applicant and the relevant individual or overseas entity as applicable.

13.16 If any information or evidence relating to an application changes, the applicant must inform Companies House without delay.

13.17 If the application is unsuccessful, the relevant individual and the overseas entity have 28 days beginning with the date of the notice to appeal against the decision.

13.18 Any information relating to the application, including the application itself, will not be made public and an applicant can withdraw their application at any time.

14 Verification

Background and purpose of the verification requirements

- 14.1 The verification mechanism has been designed to strike a balance between providing assurance to users of the Register that information is accurate, whilst avoiding placing onerous burdens on overseas entities and professionals performing the verification checks.
- 14.2 [Section 16](#) of the Act requires the Secretary of State to make regulations requiring the verification of information before an overseas entity makes an application for registration, complies with the updating duty, or makes an application for removal. [The Register of Overseas Entities \(Verification and Provision of Information\) Regulations 2022 S.I. 2022/725](#) (“the 2022/725 Regulations”) sets out the details of the verification system.
- 14.3 For the purposes of this legislation and guidance, “verify” means verify on the basis of documents or information in either case obtained from a reliable source which is independent of the person whose identity is being verified, and “verified” and “verification” are to be interpreted accordingly (regulation 6(6)(b) of the 2022/725 Regulations).
- 14.4 In some cases, it may not be possible to verify certain pieces of required information on the basis of a reliable source which is independent of the person whose identity is being verified. Regulation 2(4) of The Register of Overseas Entities (Verification and Provision of Information) (Amendment) Regulations 2022 (SI 2022/1389) provides that a relevant person may verify the following on the basis of documents or information in either case obtained from a reliable source which is not independent of the person whose identity is being verified—
- a) which of the conditions in paragraph 6 of Schedule 2 to the ECTEA is met in relation to a registrable beneficial owner;
 - b) the required information in paragraphs 3(1)(d) and 5(1)(f) of Schedule 1 to the ECTEA.
- 14.5 This means relevant persons can use documents or information provided by the person whose identity is being verified in the above circumstances. Relevant persons must be able to explain why they considered such documents or information to be a reliable source if later challenged by Companies House, given the false filing sanctions. Relevant persons should consider in all cases which is the best source(s) to verify each piece of required information and use their professional judgement and scepticism when doing so (see below section).

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- 14.6 Documents issued or made available by an official body are to be regarded as being independent of a person even if they are provided or made available to the relevant person by or on behalf of that person.

Relationship with the UK anti-money laundering framework

- 14.7 The 2022/725 Regulations and this guidance, in places, are similar to the Money Laundering, Terrorist Financing and Transfer of Funds (Information on the Payer) Regulations 2017 (as amended) (“the MLRs”) and associated industry guidance. The 2022/725 Regulations apply to some of the same “relevant persons” as in the MLRs (see regulation 3 of the 2022/725 Regulations).
- 14.8 The Government has taken this approach because in the course of property transactions relevant persons may have done some work already to verify individuals associated with an overseas entity involved in that transaction and so should be well-equipped to fulfil the role of “relevant person” in the 2022/725 Regulations.
- 14.9 That said, there is nothing in the 2022/725 Regulations which requires the relevant person to already act on behalf of the overseas entity. And where an overseas entity is an existing owner of property (in England and Wales from 1 January 1999, and in Scotland from 8 December 2014), relevant transactions may have taken place some time ago.
- 14.10 There are differences between what’s required under the MLRs by way of client due diligence and what is required by way of verification under the 2022/725 Regulations. As such, a relevant person cannot only do what they would normally do under the MLRs and as set out in related industry guidance. Relevant persons should refer to the Act, the 2022/725 Regulations and this guidance when conducting verification checks. Some of the key differences are set out below.

Relationship with supervision under the MLRs and related obligations

- 14.11 Even though some of the relevant persons are the same, verification required under the 2022/725 Regulations is not a supervised activity, unlike activity under the MLRs. However, if in the course of conducting verification activities under the 2022/725 Regulations a relevant person knows, suspects or has reasonable grounds for knowing or suspecting, that a person is engaged in, or attempting, money laundering or terrorist financing, they must submit a Suspicious Activity Report to the National Crime Agency (<https://www.nationalcrimeagency.gov.uk/what-we-do/crime-threats/money-laundering-and-illicit-finance/suspicious-activity-reports>).
- 14.12 If, in the course of conducting verification activities under the 2022/725 Regulations, a relevant person discovers a discrepancy with information on the UK People with

Significant Control register, they should file a discrepancy report with Companies House.

Definition of beneficial ownership

14.13 There are different definitions of a beneficial owner under regulations 5 and 6 of the MLRs and a registrable beneficial owner in Schedule 2 to the Act. This is because the definitions in the Act closely mirror the definitions used for the People with Significant Control (PSC) for UK companies as per Schedule 2 of the Register of People with Significant Control Regulations 2016 (SI 2016/339). Relevant persons should refer only to Schedule 2 to the Act to understand the conditions to be a registrable beneficial owner.

Use of professional scepticism and relationship to the risk-based approach under the MLRs

14.14 The MLRs require “relevant persons” supervised under the MLRs to firstly identify beneficial owners and then verify their identities according to a risk-based approach. By contrast, the Act places the obligation to identify beneficial owners on the overseas entity itself, and then to seek a relevant person to verify information about that beneficial ownership, as well as about the overseas entity itself and any managing officers. There is no risk-based approach to verification under the 2022/725 Regulations and so relevant persons must be confident they’ve seen documents and/ or information from reliable, independent sources to verify each piece of relevant information. As a result, the analysis under the MLRs is different, and due to the differing definitions referred to above, there may in some instances be different individuals identified and verified under the MLRs as under the 2022/725 Regulations.

14.15 Unlike under the MLRs, a relevant person will not have to have an ongoing “business relationship” (as per Regulation 4 of the MLRs) with an overseas entity to verify information about its beneficial owners and/ or managing officers. Even if a relevant person has an ongoing business relationship with an overseas entity there is no obligation to provide the verification service under the 2022/725 Regulations.

14.16 The Act requires the overseas entity to take reasonable steps to identify registrable beneficial owners and to collect the required information about them, as well as about the overseas entity and any managing officer(s) (Schedule 1 to the Act). The 2022/725 Regulations require the overseas entity to have the relevant information about the overseas entity, its registrable beneficial owners and/or its managing officers verified before it can be sent to Companies House. Regulation 5 of the 2022/725 Regulations sets out what the relevant information is (see Annex A).

14.17 The onus is on overseas entities to provide the documents and information, or to direct relevant persons as to reliable, independent sources where the information can be

found. The role of a relevant person under the 2022/725 Regulations is to verify the relevant information provided to them about overseas entities, registrable beneficial owners and/or managing officers.

- 14.18 Relevant persons are not required to verify the required “statement” about the number of beneficial owners an overseas entity has.
- 14.19 Relevant persons are not required by the 2022/725 Regulations to do full ‘know your customer’ checks e.g., as to the source of wealth and source of funds, as required under the MLRs, although some of the provisions are similar and some of the same processes may be relevant. Under the 2022/725 Regulations, we do not expect relevant persons to carry out investigations beyond verifying the relevant information using the documents and information they are provided with.
- 14.20 However, we do expect a degree of scepticism. For example, if documents or information appear to be forged, counterfeit or stolen, relevant persons should ask the overseas entity to provide additional documents or information. Relevant persons would also be free to seek further documents or information from other reliable, independent sources, or to take additional steps to verify documents e.g., checking passports through software, if they so wished. Please see the forgeries section for more information.
- 14.21 If a relevant person is or becomes aware that (a) there are beneficial owners or managing officers that the overseas entity has deliberately concealed, or (b) information provided by the overseas entity differs from that which the relevant person may already hold, e.g., as a result of client due diligence under the MLRs, the relevant person should not verify information on the basis of the documents or information provided to them.
- 14.22 Under section 32 to the Act, it is an offence for a person, without reasonable excuse, to deliver or cause to be delivered to Companies House any document that is misleading, false or deceptive in a material particular, or, to make to Companies House any statement that is misleading, false or deceptive in a material particular. A defence of reasonable excuse accompanies this section and ensures that the offence is not imposed unfairly (for example where an overseas entity reasonably relies on information provided by others which turns out to be untrue.)”
- 14.23 Under section 32, an offence is aggravated if, when the document or statement is delivered, the person knows that it is misleading, false or deceptive in a material particular. Any person who delivers, or causes to be delivered, a document or statement could be prosecuted under this offence, including a beneficial owner, managing officer, or relevant person.
- 14.24 It is important that relevant persons familiarise themselves with the requirements in the 2022/725 Regulations before verifying any relevant information. Relevant persons must

keep copies of any material provided by or on behalf of an overseas entity for the purpose of verifying relevant information for at least five years (see regulation 8(2) of the 2022/725 Regulations). Relevant persons should document any additional steps taken to obtain further documents or information, or to verify documents or information provided to them.

14.25 There are also severe sanctions falling on a non-compliant overseas entity, such as restrictions on the registering of title or disposal of its land (these are outlined to land registration law in schedules relating to changes to land registration: see Schedules 3 (England and Wales), 4 (Scotland) and 5 (Northern Ireland) to the Act). It is important that overseas entities are diligent when identifying registrable beneficial owners and/ or managing officers and providing the relevant information to relevant persons for the purposes of the verification of the relevant information.

Who can verify information?

14.26 If an overseas entity is buying, or leasing, land, or has bought, or leased, land, it will typically engage the services of professionals such as conveyancers. Those professionals are obliged by the MLRs to carry out certain verification checks. In the MLRs, the professionals who must carry out these checks are known as “relevant persons”.

14.27 Only the following categories of relevant persons are permitted to verify information for the purposes of the 2022/725 Regulations:

- a) credit institutions and financial institutions;
- b) auditors, insolvency practitioners, external accountants and tax advisers;
- c) independent legal professionals⁶;
- d) trust or company service providers;
- e) estate agents and letting agents.

14.28 Companies House provide a list of UK-regulated agents that offer verification services, which can be found [here](#). This list is by no means comprehensive but may provide a good starting point when searching for a verifier.

⁶ In-house solicitors will not be able to conduct verification under the Act on behalf of the overseas entity which employs them.

Who cannot verify information?

14.29 The following categories of relevant persons defined by the MLRs are not permitted to verify information for the purposes of the 2022/725 Regulations, as set out in regulation 3 of the 2022/725 Regulations:

- a) high value dealers;
- b) casinos;
- c) art market participants;
- d) cryptoasset exchange providers;
- e) custodian wallet providers.

14.30 Regulation 7 provides that where a relevant person seeks to verify information relating to an individual, the relevant person must not be:

- a) a family member of the individual (as set out in regulation 7(3));
- b) a known close associate of the individual. This means: an individual known to have joint beneficial ownership of a legal entity or a legal arrangement; an individual who is an officer of a legal entity or legal arrangement of which the person whose identity is being verified is also an officer or who is engaged in a joint venture with that person; or an individual who has sole beneficial ownership of a legal entity or a legal arrangement which is known to have been set up for the benefit of the individual.
- c) the same individual as the information relates to.

What information must be verified?

14.31 Verification involves verifying information about overseas entities, beneficial owners and managing officers. Verification checks for individuals should involve looking at both evidence to match their identity as well as evidence of the condition(s) met to be a beneficial owner (or managing officer).

14.32 Relevant persons are not required to verify the required “statement” (as per section 4(2) of the Act) about the number of beneficial owners an overseas entity has.

14.33 Regulation 5 of the 2022/725 Regulations sets out “the relevant information” which must be verified. This relates to:

- a) The required information about registrable beneficial owners and managing officers set out in the column headed “Information” in the table at section 4(2) of the Act;

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- b) The required information about trusts set out in section 4(3) of the Act;
 - c) The required information about each person who has become or ceased to be a registrable beneficial owner during the update period set out in the column headed “Information” in the table at section 7(2) of the Act;
 - d) The required information about trusts set out in sections 7(3) and 7(4) of the Act;
 - e) The required information about each person who has become or ceased to be a registrable beneficial owner during the relevant period set out in the column headed “Information” in the table at section 9(2) of the Act;
 - f) The required information about trusts set out in sections 9(3) and 9(4) of the Act;
 - g) Any required information as set out at a-f above which the Registrar requires to be delivered to resolve inconsistencies in the register under regulations made under section 27 of the Act;
 - h) Any required information referred to in a-f above which is part of an application to rectify the register under regulations made under section 29 of the Act; and
 - i) Complying with section 42(1)(c) of that Act (requirement for certain unregistered overseas entities to provide information).

14.34 The tables in sections 4, 7 and 9 of the Act also requires an overseas entity to provide statements, but the relevant person does not need to verify this statement.

14.35 The required information is found in [Schedule 1](#) of the Act.

14.36 Certain required information does not need to be verified:

- a) where a government or public authority is a beneficial owner, the name, principal office, service address, legal form and the law by which it is governed and the date on which the entity became a registrable beneficial owner in relation to the overseas entity;
- b) the required information that relates to the beneficiaries of a pension scheme trust as defined by paragraph 3 of Schedule 3A (Excluded Trusts) to the Money Laundering, Terrorist Financing and Transfer of Funds (Information on the Payer) Regulations 2017.

14.37 The required information does not need to be re-verified if it has been previously verified and submitted to the registrar under Part 1 of the ECTEA in relation to the same overseas entity. This means when the overseas entity complies with the updating duty under section 7 or applies for removal under section 9, it only needs to have information verified where there are updates to the information previously submitted, or there is new information being submitted.

What is a relevant person expected to do to verify information?

- 14.38 Regulation 6(6)(b) and (c) of the 2022/725 Regulations sets out that for the purposes of the 2022/725 Regulations, to “verify” information means to verify on the basis of documents or information in either case obtained from a reliable source which is independent of the person whose identity is being verified and “verified” and “verification” are to be interpreted accordingly.
- 14.39 In some cases, it may not be possible to verify certain pieces of required information on the basis of a reliable source which is independent of the person whose identity is being verified. Regulation 2(4) of The Register of Overseas Entities (Verification and Provision of Information) (Amendment) Regulations 2022 (SI 2022/1389) provides that a relevant person may verify the following on the basis of documents or information in either case obtained from a reliable source which is not independent of the person whose identity is being verified —
- a) which of the conditions in paragraph 6 of Schedule 2 to the ECTEA is met in relation to a registrable beneficial owner;
 - b) the required information in paragraphs 3(1)(d) and 5(1)(f) of Schedule 1 to the ECTEA.
- 14.40 This means relevant persons can use documents or information provided by the person whose identity is being verified in the above circumstances. Relevant persons must be able to explain why they considered such documents or information to be a reliable source if later challenged by Companies House, given the false filing sanctions. Relevant persons should consider in all cases which is the best source(s) to verify each piece of required information and use their professional judgement and scepticism when doing so (see below section).
- 14.41 Documents issued or made available by an official body are to be regarded as being independent of a person even if they are provided or made available to the relevant person by or on behalf of that person.
- 14.42 Official body has the same meaning as in regulation 28(18)(b) of the MLRs and should be interpreted accordingly. We consider that this could include government departments and agencies, courts, other public bodies or local authorities, any private organisation acting on behalf of a public body, the statutory regulator of a profession, or a public utility company.

Principles when verifying relevant information provided about beneficial owners and/or managing officers

- 14.43 Information issued by an official body can be used as evidence of identity, for example, identification from a government department with the individual's name and photo, with a date of birth or residential address such as:
- a) a valid passport
 - b) a valid photo card driving license (full or provisional)
 - c) a national identity card
 - d) a firearms certificate
 - e) an identity card issued by the Electoral Office for Northern Ireland
- 14.44 Documentation purporting to offer evidence of identity may come from a number of sources. These documents differ in their integrity, reliability and independence. There is a broad hierarchy of documents, as set out in HM Revenue and Customs Trust or Company Service Provider Anti-Money Laundering guidance⁷ for money laundering supervision
- a) certain documents issued by government departments and agencies, or by a court; then
 - b) certain documents issued by other public sector bodies or local authorities; then
 - c) certain documents issued by regulated firms in the financial services sector; then
 - d) those issued by other firms subject to the MLRs, or to equivalent legislation; then
 - e) those issued by other reliable organisations (such as utility companies, healthcare organisations, notarial organisations).
- 14.45 If identity documentation from a government department, agency or local authority is not available, then one of the following documents may be used:
- a) a valid and genuine identity document from an authoritative source (with or without a photo) which includes the individual's name and also secondary evidence of the individual's address, for example a UK old style driving licence or recent evidence of entitlement to state or local authority funded benefit such as pension, tax credit;
 - b) secondary evidence of the individual's address, that can be verified as true by the company that issued it, commonly by confirmation of a reference number, name and

⁷ <https://www.gov.uk/government/publications/anti-money-laundering-guidance-for-trust-or-company-service-providers>

address, for example a utility bill, bank, building society or credit union statement or a most recent mortgage statement.

14.46 Relevant persons should check the documents to satisfy themselves of the individual's identity. This may include checking:

- a) spellings
- b) validity
- c) photo likeness
- d) whether addresses match
- e) an artificial looking hologram

14.47 If relevant persons verify information by documents, they should, if possible, review the original documents such as passports and compare the document to the individual in person or via a video-link. If original documents are not available, certified photocopies can be used, but relevant persons should verify using a video-link where the individual can show the original document to confirm a true likeness to them.

14.48 If the approaches above are not possible, photocopies should be certified by an appropriate individual to confirm that it is a true copy and the person is who they say they are, as described below. An appropriate individual to certify is, for example, a regulated professional such as a bank manager, solicitor, notary, independent professional person, family doctor, or chartered accountant. Such a person could be instructed by the overseas entity, the relevant person, or the beneficial owner.

14.49 If the original documents are not produced for verification, or cannot be validated with the issuing source, then any certified document used should have:

- a) a statement with words to the effect that the document is "Certified to be a true copy of the original seen by me" and where appropriate, "This is a true likeness of the person"
- b) an official stamp of the person certifying and indication of professional status
- c) signed and dated with a printed name
- d) occupation and address or telephone number.

Persons without standard documents

14.50 Some persons such as elderly persons or those that cannot manage their own affairs may not be able to produce current standard documents because they have been incapacitated or have not driven or travelled for some time and have allowed licences and passports to lapse.

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- 14.51 Before accepting non-standard documents, relevant persons should exhaust the traditional forms of identification first, and will be expected to be reasonably sceptical in such cases (noting for example whether the individual is from a jurisdiction which has a national identity card scheme).
- 14.52 The types of documents that relevant persons could accept should be from a reliable and independent source that has knowledge of the person, for example documents from:
- a) a medical professional
 - b) a legal professional
 - c) the head of a care home with relevant professional qualifications
 - d) a pension provider stating that the person is in receipt of a pension
 - e) It should be possible to determine whether such alternative documentation is genuine, for example through use of an organisation's stamp.

Forgeries

- 14.53 Relevant persons should recognise that some documents are more easily forged or counterfeited than others. Some consideration should be given as to whether documents may be forgeries or counterfeits. Examples of sources of information which could help with determining whether documents are forgeries or counterfeits include Credit Industry Fraud Avoidance System (CIFAS), the Fraud Advisory Panel and the Serious Fraud Office.
- 14.54 In considering the likelihood of a document being false, relevant persons should also take into account whether the overseas entity, its managing officers and/or beneficial owners would have the motive and opportunity to provide falsified evidence. For example, documentation relating to share ownership or management positions will be easier to falsify for a private company under relatively close control as opposed to a public company with relatively dispersed control.
- 14.55 More information on official documents and how to spot counterfeits and forgeries is published by the Home Office in their 'Guidance on examining identity documents'.
- 14.56 Relevant persons are not required to independently search for additional information or documents beyond that provided by the overseas entity. However, if relevant persons suspect a document may be a forgery, they should ask the overseas entity if they have any other documents or information which could help verify the relevant information. The table in Annex A provides examples of the various sources of evidence which can be sought.

Electronic identification and trust services (eIDAS)

14.57 Information may be regarded as obtained from a reliable source which is independent of the person whose identity is being verified where it is obtained by means of a UK business providing eIDAS, which is supervised by the Information Commissioner's Office (ICO), as set out in the UK eIDAS regulations⁸. eIDAS services encompass a range of services that include verifying the identity of individuals and businesses online and verifying the authenticity of electronic documents. For more information please see ICO guidance: <https://ico.org.uk/for-organisations/guide-to-eidas/what-is-the-eidas-regulation/>.

Electronic records checks

14.58 An electronic records check can be used to verify information if a beneficial owner or managing officer is unable to provide documents. If relevant persons verify electronically, they should:

- a) use multiple positive information sources, such as addresses or bill payment
- b) use negative sources, such as databases identifying identify fraud and deceased persons
- c) use data from multiple origins collected over a period of time
- d) incorporate checks that assess the strength of the information supplied.

14.59 If using a service provider, relevant persons should ensure that it is reliable and accurate using extensive source data. Relevant persons should consider the following criteria in their selection:

- a) it is registered with the Information Commissioner's Office to store personal data
- b) it is accredited to give identity verification services through a government, industry or trade association process that involves meeting minimum standards
- c) the standards it works to, or accreditation, require its information to be kept up to date
- d) its compliance with the standards is assessed

⁸ The UK eIDAS regulations are as follows. [Regulation \(EU\) 910/2014 on electronic identification and trust services for electronic transactions in the internal market](#), which was adopted into UK law, following the UK withdrawal from the EU, and amended by [The Electronic Identification and Trust Services for Electronic Transactions \(Amendment etc.\) \(EU Exit\) Regulations 2019](#). In addition, the existing UK trust services legislation, [The Electronic Identification and Trust Services for Electronic Transactions Regulation 2016 \(2016 No.696\)](#) was also amended.

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- e) it uses a range of positive information sources, and links a person, through other sources, to both current and previous circumstances
 - f) it uses a range of negative information sources, such as databases relating to identity fraud and deceased persons
 - g) it uses a wide range of alert sources, such as up to date financial sanctions information
 - h) it has transparent processes that enable the firm to know what checks were carried out, what the results of these checks were, and what they mean in terms of how much certainty they give as to the identity of the subject
 - i) it should be able keep records of the information used to verify identity information.

Individuals not resident in the UK

- 14.60 Relevant persons should obtain the same types of identity documents for non-UK residents as for UK residents. If relevant persons have concerns that an identity document might not be genuine, contact the relevant embassy or consulate, or the Public Register of Authentic identity and travel Documents Online for European identity documents: <https://www.consilium.europa.eu/prado/en/prado-start-page.html>.
- 14.61 If documents or information is or are in a foreign language, relevant persons should satisfy themselves that they can verify the relevant information. This could include having documents or information translated, unless relevant persons are fluent in the relevant language.

Information obtained from a reliable source, independent of the person whose identity is being verified

- 14.62 As per regulation 6(6) of the 2022/725 Regulations, for the purposes of verification under the 2022/725 Regulations, “verify” means verify on the basis of documents or information in either case obtained from a reliable source which is independent of the person whose identity is being verified, and “verified” and “verification” are to be interpreted accordingly.
- 14.63 When a relevant person is performing verification checks we expect them to be sceptical, but not forensic. Of course, relevant persons are free to go beyond the suggestions in this guidance if they so wish. Seeing an original or certified copy that doesn’t appear to be forged, counterfeit or stolen can be used to help verify information under the 2022/725 Regulations. However, if they have reason to doubt documents or information, they should make further enquiries to provide themselves with a sufficient degree of confidence to verify. This could include checking passports through software or obtaining additional documents and information.

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- 14.64 Obtaining a statement from a lawyer qualified in the same jurisdiction as the overseas entity, or from an appropriate regulated person in the same jurisdiction, can be used to help verify certain relevant information where that person is acting on behalf of the relevant person, or on behalf of the overseas entity, rather than a beneficial owner of the overseas entity. This could include a statement or contemporaneous documentary evidence from a lawyer who helped to form an overseas entity or trust, or who is currently the legal adviser of the overseas entity or trust.
- 14.65 For example, a lawyer or trust and company service provider (TCSP) who drew up and/or arranged the execution of a trust deed could provide evidence of this to support the evidence contained in the trust deed. Equally, a lawyer or TCSP could provide evidence to support evidence contained in share certificates provided by the overseas entity.
- 14.66 There may be other forms of documentary evidence or information from a reliable source which is independent of the person whose identity is being verified, such as accounts from an accountant or statements from a bank which show the flow of funds from a beneficial owner to the overseas entity to purchase the UK property.
- 14.67 Certain relevant information will be filed with overseas company registries, including those with public beneficial ownership registers. An extract from such a register would suffice to verify certain relevant information if in English, or a language the relevant person is fluent in. If the information is not in a language that they are fluent in, the relevant person should arrange to have it translated.
- 14.68 For some pieces of information, a relevant person may be able to rely on checks it has performed under the MLRs within the three months before the relevant person verifies the information (see regulation 6 of the 2022/725 Regulations). For example, if a relevant person has seen a beneficial owner's passport as part of customer due diligence measures, then they don't need to see the passport again to verify the beneficial owner's name, date of birth and nationality.
- 14.69 If there are intermediate entities in the chain of ownership that are not registrable beneficial owners, information about them does not need to be provided or verified. The verification requirements apply just at the level of the registrable beneficial owner. However, the relevant person may choose to request such information in order to provide greater assurance over the chain of ultimate ownership and/or control.
- 14.70 Annex A provides a non-exhaustive list of examples of the types of documents and information a relevant person may use to verify the relevant information. Examples of ID evidence are provided, as well as examples of other forms of documents or information. This is because it will not be possible to verify certain relevant information with ID evidence. It does not mean those types of information are not required.

Information obtained from a reliable source, which is not independent of the person whose identity is being verified

- 14.71 As set out above, in some cases, it may not be possible to verify certain pieces of required information on the basis of a reliable source which is independent of the person whose identity is being verified. Regulation 2(4) of The Register of Overseas Entities (Verification and Provision of Information) (Amendment) Regulations 2022 (SI 2022/1389) provides that a relevant person may verify the following on the basis of documents or information in either case obtained from a reliable source which is not independent of the person whose identity is being verified—
- a) which of the conditions in paragraph 6 of Schedule 2 to the ECTEA is met in relation to a registrable beneficial owner;
 - b) the required information in paragraphs 3(1)(d) and 5(1)(f) of Schedule 1 to the ECTEA.
- 14.72 This means relevant persons can use documents or information provided by the person whose identity is being verified in the above circumstances. Relevant persons must be able to explain why they considered such documents or information to be a reliable source if later challenged by Companies House, given the false filing sanctions. Relevant persons should consider in all cases which is the best source(s) to verify each piece of required information and use their professional judgement and scepticism when doing so (see above section).
- 14.73 For example, a relevant person may be verifying on behalf of a long-standing client and/or have a “business relationship” with the client, as defined by regulation 4 of the Money Laundering, Terrorist Financing and Transfer of Funds (Information on the Payer) Regulations 2017 (“the MLRs”). In these cases, a relevant person may feel documents or information provided by the person whose identity is being verified can be considered a reliable source, if the documents or information appears credible and matches with other sources they have obtained through their ongoing customer due diligence obligations under the MLRs.
- 14.74 Such sources could include internal overseas entity and/or trust documents.
- 14.75 If a beneficial owner simply provides a statement that they are a beneficial owner without any supporting evidence, a relevant person should not verify on the basis of this, as this could not be considered to be a reliable source. Equally, if an overseas entity were to provide internal documents showing something absurd, for example that the only beneficial owner is fictional character, a relevant person should not verify on the basis of this as this could not be considered to be a reliable source.

When must verification occur?

14.76 Regulation 4 sets out the “relevant activity”, i.e., the points at which verification of information must occur. This is where an overseas entity:

- a) applies for registration under section 4 of the Act;
- b) complies with the updating duty under section 7 of the Act;
- c) applies for removal under section 9 of the Act;
- d) complies with a notice to resolve inconsistencies under section 27 of the Act (so long as it relates to a-c above);
- e) applies to rectify the register under section 29 of the Act (so long as it relates to a-c above); or
- f) complies with the requirement to provide information under section 42 of the Act.

14.77 Regulation 6 of the 2022/725 Regulations sets out that the verification must happen before the information is submitted to Companies House, but not more than three months before. Companies House will accept an application for registration, an update, or an application for removal, but the application will not be successfully registered until all verification requirements have been met – including providing the verification statement.

14.78 If an overseas entity updates any information that was previously submitted to Companies House, the relevant person that conducted the original verification will not be notified (if a different relevant person is used). The updated information is required to be verified in the same way. Companies House will follow up with the overseas entity, the relevant person and/or the relevant person’s supervisory body if Companies House suspects, or intelligence suggests, there are issues with the updated information.

What is a verification statement?

14.79 Regulation 6 of the 2022/725 Regulations sets out that an overseas entity may not undertake a relevant activity unless a relevant person has verified the relevant information and provided a statement.

14.80 The statement provides confirmation that:

- a) the relevant person has undertaken the verification of the relevant information. This means the relevant person has, where necessary, verified information on the basis of

documents or information in either case obtained from a reliable source which is independent of the person whose identity is being verified; and

- b) that verification has complied with the requirements of these Regulations and the ECTEA.

14.81 If a relevant person submits the application themselves, they can fill out the statement on the online form. If the overseas entity submits the application, the relevant person must email the statement separately to Companies House. An application by an overseas entity for registration, update or removal will be rejected if the statement is not received within 14 days of delivering the relevant information to Companies House. Please see Companies House guidance for more information: <https://www.gov.uk/guidance/register-an-overseas-entity> and <https://www.gov.uk/guidance/agent-assurance-codes>.

14.82 The statement must be delivered by the relevant person, confirming that they have undertaken the verification of the relevant information and that verification has complied with the requirements of the 2022/725 Regulations and the Act. For example, relevant persons must have verified the relevant information about registrable beneficial owners and managing officers on the basis of documents or information in either case obtained from a reliable source which is independent of the person whose identity is being verified, as per regulation 6(6) of the 2022/725 Regulations. Relevant persons must keep records of material provided to them by or on behalf of an overseas entity for the purpose of verifying the relevant information for at least five years under regulation 8 of the 2022/725 Regulations.

14.83 The statement must contain:

- a) the date on which the verification was undertaken (the date when checks were completed);
- b) the names of the registrable beneficial owners, and as the case may be, the managing officers whose identity has been verified, but where it has not been possible to obtain names, so much of that information as it has been possible to obtain;
- c) the relevant person's contact address;
- d) the relevant person's email address;
- e) the name of the relevant person's supervisory body;

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- f) where available, the relevant person's registration number or a copy of the certification details given to the relevant person by their supervisor⁹; and
 - g) the name of the individual with overall responsibility for identity checks, where that is different to the name of the relevant person (relevant persons, industry associations and supervisory authorities may wish to take their own approach as to who is a suitable individual. Examples include the partner of the firm who supervises the individuals conducting verification checks, the Head of Risk or Compliance, the Compliance Officer for Legal Practice (COLP) or Money Laundering Compliance Officer (MLCO)).

If an overseas entity doesn't provide all the relevant information

14.84 While the Act requires information to be provided, there is also a recognition that in rare circumstances, it may not be possible for an overseas entity to provide all the relevant information about its beneficial owners. In these circumstances, sections 4, 7 and 9 of the Act state that the overseas entity may supply "so much of that information as the entity has been able to obtain".

14.85 In these circumstances, the relevant person only needs to verify the information it has been given by the overseas entity. For example, if only a partial name has been provided, which is evidenced in a document obtained from a reliable source which is independent of the person whose identity is being verified, it is the information on that document which is being verified.

What should I do if I am unable to verify certain relevant information?

14.86 If a relevant person is unable to verify on the basis of documents or information in either case obtained from a reliable source which is independent of the person whose identity is being verified, a relevant person should ask the overseas entity to provide further documents and information to enable relevant persons to do so. If relevant persons are still unable to do so, then they cannot verify information on behalf of the overseas entity.

14.87 Relevant persons are free to attempt to obtain documents and information from reliable, independent sources to verify information if the overseas entity is unable to provide sufficient documents and information to them. However, the onus is on the overseas entity to provide the documents and information from reliable sources that are

⁹ This may be a HMRC anti-money laundering registration number, or a supervisory body reference or registration number, e.g., for solicitors in England and Wales this would be their SRA number, or in Scotland this would be their Law Society of Scotland ID number.

independent of the person whose identity is being verified, including to provide further evidence where asked for by the relevant person.

- 14.88 Contracts underpinning the verification service, and associated fees, should be structured in such a way as to avoid any impression that the relevant person can or will guarantee successful verification before the evidence is received. Given the potentially significant consequences for non-compliant overseas entities, the Government expects there to be a strong incentive for overseas entities to engage a relevant person on such terms.
- 14.89 How long must verification records be retained for?
- 14.90 Regulation 8 of the 2022/725 Regulations sets out that relevant persons must keep copies of any material provided to them by or on behalf of an overseas entity for the purpose of verifying information for five years beginning with the day on which they verified the information.

Annex A - Table of examples of documents and information in either case obtained from a reliable source which is independent of the person whose identity is being verified

Information type	ID evidence example	Other form of documents or information example
Overseas entity name	Not applicable	Entry in UK land registry
Individual's name	Passport, driving licence, national identity card, firearms certificate, identity card issued by the Electoral Office for Northern Ireland	Old style driving licence, birth certificate, marriage certificate, Electoral roll, credit reference agency database Correspondence from an official body, or other reliable and independent source that has knowledge of the person Information from a UK, ICO supervised eIDAS provider
Government or public authority name	Not applicable	Entry in UK land registry, or government or public authority website
Other legal entity name	Not applicable	Entry in UK land registry or relevant overseas company registry, entry in regulated market website, entry on a register maintained by another supervisory authority (such as a financial regulator) Certificate of incorporation or good standing
Name of trust, or if it does not have a name, a description by which it may be identified	Not applicable	(Certified copy of a) trust document e.g., a trust deed/document establishing trust/trust accounts, agreements entered into on behalf of a trust by a trustee, designation of bank or investment account, tax document, correspondence from an official body Entry in the UK Trust Registration Service

Individual's usual residential address	Driver's license, national identity card, firearms certificate, identity card issued by the Electoral Office for Northern Ireland	Old style driver's license, electoral roll, credit reference agency database Bank statements, utility or council tax bill, dated within the last three months Correspondence from an official body Information from a UK, ICO supervised eIDAS provider
Individual's date of birth	Passport, driver's license, national identity card, firearms certificate, identity card issued by the Electoral Office for Northern Ireland	Old style driver's license, birth certificate, marriage certificate, electoral roll, credit reference agency database Information from a UK, ICO supervised eIDAS provider
Individual's nationality	Passport, driver's license, national identity card, identity card issued by the Electoral Office for Northern Ireland	Birth certificate Information from a UK, ICO supervised eIDAS provider
Registered or principal office address (overseas entity, legal entity beneficial owner)	Not applicable	Entry in UK land registry or relevant overseas company registry, entry in regulated market website Correspondence from an official body, bank statements, utility bills or other reliable and independent source
Service address	Driver's license	Correspondence from an official body, bank statements, utility bills, or other reliable and

		independent source, old style driver's license, electoral roll, credit reference agency database
Overseas entity email address	Not applicable	Correspondence from official body Relevant person sending unique code via email
The overseas entity's country of incorporation or formation	Not applicable	Entry in UK land registry, entry in company registry
Legal form and the law by which a legal entity is governed	Not applicable	Articles of association or equivalent Entry in company registry Statement from a lawyer qualified in the relevant jurisdiction (who is acting for the relevant person, the overseas entity, rather than a beneficial owner)
Any public register in which a legal entity is entered and, if applicable, its registration number in that register	Not applicable	Entry in company registry
Condition met to be a registrable beneficial owner (RBO) and statement as to why	Not applicable	May be applicable to any condition: Entry in People with Significant Control (PSC) register as an overseas company with a UK establishment Extract from (public) company beneficial ownership register Statement from a lawyer qualified in the relevant jurisdiction (who is acting for the

		<p>relevant person, or the overseas entity, rather than a beneficial owner)</p> <p>Evidence from qualified professional acting for the overseas entity or the relevant person</p> <p>Reliable source which is not independent of the person whose identity is being verified e.g., internal overseas entity or trust documents.</p>
<p>Condition 1: X holds, directly or indirectly, more than 25% of the shares in Y.</p>	<p>Not applicable</p>	<p>(Certified copy of a) Share certificate/ shareholder agreement / statement of dividend</p> <p>Extract in register of members/ shareholders</p>
<p>Condition 2: X holds, directly or indirectly, more than 25% of the voting rights in Y.</p>	<p>Not applicable</p>	<p>(Certified copy of a) Share certificate/ shareholder agreement</p> <p>Extract in a (public) company beneficial ownership register or register of members/ shareholders</p> <p>An extract of the overseas entity's constitution to determine the level of voting rights held</p>
<p>Condition 3: X holds the right, directly or indirectly, to appoint or remove a majority of the board of directors of Y.</p>	<p>Not applicable</p>	<p>An extract of the overseas entity's constitution or any applicable shareholders' agreements or the like.</p>

<p>Condition 4: X has the right to exercise, or actually exercises, significant influence or control over Y.</p>	<p>Not applicable</p>	<p>Bank mandate, or other banking records</p> <p>Contracts or agreements entered into on behalf of the overseas entity, or on behalf of a trust by a trustee</p>
<p>Condition 5: (a) the trustees of a trust, or the members of a partnership, unincorporated association or other entity, that is not a legal person under the law by which it is governed meet any of the conditions specified above (in their capacity as such) in relation to Y, and (b) X has the right to exercise, or actually exercises, significant influence or control over the activities of that trust or entity.</p>	<p>Not applicable</p>	<p>Trustees of a trust – see below box.</p> <p>Members of a partnership – partnership deed or bank mandate or other banking records</p> <p>Unincorporated association or other entity – unincorporated association agreement, bank mandate or other banking records</p> <p>Tax records</p> <p>Bank mandate, or other banking records</p> <p>Contracts or agreements entered into on behalf of the overseas entity, or on behalf of a trust by a trustee</p> <p>Tax records</p>
<p>Whether that condition is met by virtue of being a trustee</p>	<p>Not applicable</p>	<p>(Certified copy of a) trust document such as a trust deed, a document establishing a trust, or a deed of appointment</p> <p>Supporting documentation from a lawyer or TCSP who established the trust</p> <p>Probate registry/ (certified copy of a) will (if trust created by a will)</p> <p>Extract from the HMRC’s Trust Registration Service</p>

		<p>agreements entered into on behalf of a trust by a trustee</p> <p>Bank mandate, or other trust bank account records</p>
<p>Date on which a person became a RBO in relation to the overseas entity</p>	<p>Not applicable</p>	<p>May be applicable for any condition:</p> <p>Written statement from the managing officers of the overseas entity setting out the purpose of the entity and its ownership and control structure, and how that relates to its interest(s) in UK property, supported by further documentary evidence where relevant (e.g. in the case of an overseas entity which is part of a commercial enterprise, documentation to demonstrate its investment strategy in UK property; in the case of an entity set up to hold property which is a private residence, evidence of that residential status).</p> <p>Reliable source which is not independent of the person whose identity is being verified e.g., internal overseas entity or trust documents. Statement from a lawyer qualified in the relevant jurisdiction (who is acting for the relevant person, not the overseas entity, rather than a beneficial owner)</p> <p>Evidence from qualified professional acting for the overseas entity or the relevant person</p> <p>Supporting documentation from a lawyer or TCSP who formed the overseas entity</p> <p>Entry in People with Significant Control (PSC) register as an overseas company with a UK establishment</p>

		Extract from the (public) company beneficial ownership register
The date on which a person ceased to be a RBO in that capacity, as trustee of a trust	Not applicable	<p>(Certified copy of a) share certificate/ trust deed/ document showing a person is removed or retires as trustee</p> <p>death certificate, grant of probate, statement from a lawyer qualified in the relevant jurisdiction (who is acting for the relevant person, or the overseas entity, rather than a beneficial owner)</p> <p>Evidence from qualified professional acting for the overseas entity or the relevant person</p>
The date on which the person became an interested person	Not applicable	<p>(Certified copy of a) trust document such as a trust deed, a document establishing a trust, or a deed of appointment</p> <p>Supporting documentation from a lawyer or TCSP who established the trust</p> <p>Statement from a lawyer qualified in the relevant jurisdiction (who is acting for the relevant person, or the overseas entity, rather than a beneficial owner).</p> <p>Evidence from qualified professional acting for the overseas entity or the relevant person</p>
Whether the RBO is a 'designated person'	Not applicable	Checking the publicly available UK Sanctions List.
Former name(s) of a managing officer (if they provide former name(s))	Old passport, old driver's license	Correspondence from an official body or other reliable and independent source, old style driver's license

		<p>Marriage or civil partnership certificate or equivalent</p> <p>Deed poll or other name change documentation such as a Gender Recognition Certificate or equivalent.</p>
Business occupation of a managing officer	Not applicable	<p>Employment or service contract or letter of appointment</p> <p>Entry in a company registry</p> <p>Regulated market website</p> <p>Correspondence to/ from an official body</p> <p>Registration with a relevant supervisory authority (e.g., Solicitor’s Regulatory Authority, Institute of Chartered Accountants in England and Wales, Royal Institute of British Architects, General Medical Council, or equivalents.)</p>
Description of roles and responsibilities of a managing officer in relation to the entity	Not applicable	Employment or service contract or letter of appointment

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