



Department for
Business & Trade

Register of People with Significant Control

Guidance for registered and unregistered companies, UK Societas, Limited Liability Partnerships and Eligible Scottish Partnerships (Scottish Limited Partnerships and Scottish Qualifying Partnerships)

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Overview

This guidance explains what you must do to identify and register the People with Significant Control (PSCs) of your company, UK Societas (UKS) (formerly known as Societas Europaea), Limited Liability Partnership (LLP), or eligible Scottish partnership (a limited partnership in Scotland (SLP) or a qualifying general partnership in Scotland¹ (SQP)).

Since 6 April 2016 most companies (see paragraph 1.2.5), LLPs, and UKS have been required to collect information about their PSCs and file the information with Companies House. Since 26 June 2017, unregistered companies, eligible Scottish partnerships and some listed companies have also been subject to these requirements.

This guidance explains the law and is intended to help you comply with it. It is not a full statement of the law, which is set out in the sources referred to in paragraph 1.1.6. Companies, UKS or partnerships² that fail to comply with their legal duties could be committing a criminal offence and could be fined, or be given a financial penalty by Companies House; directors of companies, designated members of LLPs and partners of eligible Scottish partnerships who are in default could be committing a criminal offence and could be fined and/or imprisoned, or be given a financial penalty by Companies House. If your circumstances are complex you might wish to seek professional advice.

From 6 April 2016 until 17 November 2025, most companies, LLPs and UKS were required to hold their own “local” PSC register. As of 18 November 2025, this requirement will be abolished, such that from 18 November 2025, Companies House will hold a PSC register for each company, LLP, UKS and ESP.

This guidance is directly addressed to you if you are:

- a director or secretary of a company or UKS
- a designated member of an LLP
- a general partner of an eligible Scottish partnership
- acting for a company, LLP, UKS or partnership as an adviser, or Authorised Corporate Service Provider

It may also be of interest if you:

- are otherwise involved in a company, UKS or a partnership
- could be a PSC
- are an advisor or an Authorised Corporate Service Provider for a company, UKS or a partnership

¹ A general partnership constituted under the law of Scotland, during any period in which it is a qualifying partnership under regulation 3 of the Partnership (Accounts) Regulations 2008.

² For the purposes of this guidance reference to companies and partnerships should be understood as referring to those forms of company and partnership to which the PSC legislation applies.

- are interested in how PSC information is defined and recorded

If you think you could be a PSC, please refer to the separate guidance for PSCs (see below).

Most chapters of this guidance explain requirements which apply to companies, UKS and partnerships, but Annex 3 specifically covers identification of a PSC in relation to an LLP and Annex 4 specifically covers identification of a PSC in relation to an eligible Scottish partnership.

Further guidance on the PSC framework is available:

- summary guidance for companies
- guidance for PSCs
- statutory guidance for companies on the meaning of ‘significant influence or control’
- statutory guidance for LLPs on the meaning of ‘significant influence or control’
- guidance for eligible Scottish partnerships on the meaning of ‘significant influence or control’
- guidance on the protection regime for protecting PSC information in exceptional circumstances. Protection means that none of the PSC’s required particulars are made available for public inspection.

Chapter 1: The regime for registering People with Significant Control (PSCs)

1.1. The legal framework

- 1.1.1. Since 6 April 2016 most companies, UK Societas (UKS) and Limited Liability Partnerships (LLPs) were required to keep a register of individuals or legal entities that have control over them – collectively referred to as PSCs. This is in addition to keeping other information, such as a register of members (also known as shareholders) and information about their directors or equivalents.
- 1.1.2. Since 30 June 2016 onwards companies, UKS and LLPs have been required to deliver this information annually to the central register at Companies House when making a Confirmation Statement. In addition, since 30 June 2016 those seeking to incorporate a new company, UKS or LLP have had to send a statement of initial significant control to Companies House, alongside the other documents required for an application to incorporate.
- 1.1.3. From 26 June 2017, these requirements were modified to require more frequent updating and applied to some additional companies: unregistered companies and companies listed on prescribed secondary markets such as the Alternative Investment Market and the growth segment of the Aquis Stock Exchange (formerly known as the NEX Exchange).
- 1.1.4. Additionally, requirements were placed on eligible Scottish partnerships (limited partnerships in Scotland and general partnerships constituted under the law of Scotland that are qualifying partnerships).
- 1.1.5. From 6 April 2016 until 17 November 2025, most companies, LLPs and UKS were required to hold their own “local” PSC register. As of 18 November 2025, this requirement will be abolished, such that from 18 November 2025, Companies House will hold a PSC register for each company, LLP, UKS and ESP.
- 1.1.6. From 18 November 2025, individual PSCs will be required to verify their identity within 14 days of their appointed day.
- 1.1.7. The relevant legislation for companies, UKS and LLPs is:
 - section 12A, Part 21A and Part 24 of the Companies Act 2006 (as amended by the Economic Crime and Corporate Transparency Act 2023)
 - the Register of People with Significant Control Regulations 2016 (as amended by the Register of People with Significant Control (Amendment) Regulations 2025)
 - the European Public Limited-Liability Company (Register of People with Significant Control) Regulations 2016
 - the Limited Liability Partnerships (Register of People with Significant Control) Regulations 2016 (as amended by the Information about People with Significant Control (Amendment) Regulations 2017 and the Limited Liability Partnerships (Application and Modification of Company Law) Regulations 2025)
- 1.1.8. The relevant legislation for eligible Scottish partnerships is the Scottish Partnerships (Register of People with Significant Control) Regulations 2017.

1.2. Where the requirements apply

- 1.2.1. The requirements in Part 21A and the Register of People with Significant Control Regulations 2016, apply to UK incorporated companies limited by shares, companies limited by guarantee, unlimited companies, unregistered companies and UKS. References to companies includes dormant companies. LLPs are also subject to the requirements.
- 1.2.2. The regime for eligible Scottish partnerships (SLPs and SQPs) is set out in the Scottish Partnerships (Register of People with Significant Control) Regulations 2017.
- 1.2.3. Most of this guidance explains requirements which apply to companies, UKSs and partnerships, and should generally be read as applying to UKSs and partnerships even though, for simplicity, the text mainly refers to companies. Chapters 2 (identifying people with significant control) and 6 (understanding the specified conditions in detail) apply only in part to LLPs and eligible Scottish partnerships. You will need to refer to Annex 3 for the detailed conditions for identifying the PSC of an LLP and to Annex 4 for the detailed conditions on identifying the PSC of an eligible Scottish partnership.

FOR COMPANIES, UKS, ESPs AND LLPs

- 1.2.4. Companies, UKS, ESPs and LLPs are required to collect and report PSC information to Companies House.
- 1.2.5. These requirements do not apply to the following kinds of UK entities:
 - companies with voting shares admitted to trading on a regulated market in the UK or European Economic Area (other than the UK) or on specified markets in Switzerland, the USA, Japan, and Israel³
 - This is because these companies are subject to other transparency rules. For example, under the Financial Conduct Authority's Disclosure and Transparency Rules Chapter 5 (DTR 5), a person must notify an issuer, who must notify the FCA, when the percentage of their voting rights in the issuer exceeds certain thresholds (starting from 3% and rising to 75%).⁴ Information on these "Holdings in Company" filings can be found using the FCA's National Storage Mechanism: <https://data.fca.org.uk/artefacts/NSM/RNS/5124529.html>. The FCA publishes a list of jurisdictions with equivalent requirements on their website: <https://www.fca.org.uk/markets/primary-markets/regulatory-disclosures/equivalence-non-uk-regimes>.
 - overseas companies operating in the UK, via a UK establishment, might be subject to beneficial ownership requirements in their home country but they are not subject to the requirements to report their PSCs to Companies House
 - membership based bodies, such as building societies and co-operative societies, known collectively as mutuals, which are registered by the FCA

³ For a list of the specified markets see Schedule 1 to The Register of People with Significant Control Regulations 2016.

⁴ For more detail, please see here: <https://www.fca.org.uk/markets/primary-markets/regulatory-disclosures/shareholding-notification-disclosure#:~:text=CSV%20file%20available%20in%20Section,the%20CSV%20file%20upload%20facility>.

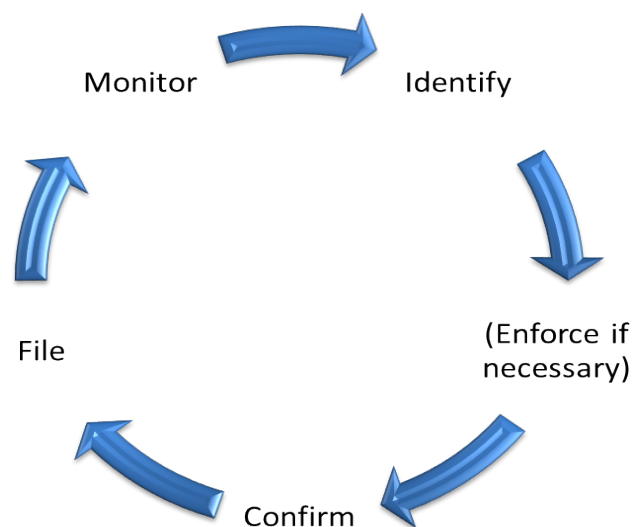
- Investment vehicles, such as open-ended investment companies, which are registered by the FCA
 - Charitable Incorporated Organisations (CIOs) which are registered by the Charities Commission
- 1.2.6. Companies with voting shares admitted to trading on one of the aforementioned regulated markets, and building societies, might still be required to be disclosed as having significant influence or control over companies, UKS, LLPs or ESPs. This is because they may meet the criteria to be provided as a registrable relevant legal entity (“RLE”) – see section 2.2.
- 1.2.7. However, overseas companies operating in the UK via a UK establishment, membership bodies other than building societies, and CIOs do not meet the criteria to be registrable RLEs.

1.3. The requirements at a glance

1.3.1. On behalf of your company, you:

- must take reasonable steps to find out if your company has PSCs; these steps are explained in Chapter 2;
- PSCs are people who meet one or more of the five conditions outlined in section 2.1 and covered in more detail by Chapter 6;
- should contact these people, or others who might know them, to confirm whether they meet one or more of the conditions and, if they do, get the relevant information (see section 3.2.1), to be reported to Companies House as the company’s PSCs;
- PSCs, or anyone you have contacted on the basis they might know about a PSC, must respond to your requests for information. They are subject to requirements too; see Chapter 7 and the separate guidance for PSCs;
- must file the information at Companies House to be made available on the central public register; see Chapters 3 and 5;
- must keep the information up-to-date; see Chapter 4.

Figure 1: Actions a company must take to comply with the PSC regime



Chapter 2: Identifying People with Significant Control (PSCs)

THIS CHAPTER APPLIES TO COMPANIES AND UKS.

THIS CHAPTER APPLIES IN PART TO LLPS AND ELIGIBLE SCOTTISH PARTNERSHIPS. SEE ANNEX 3 FOR FURTHER GUIDANCE FOR LLPS AND ANNEX 4 FOR ELIGIBLE SCOTTISH PARTNERSHIPS.

2.1. Your company's PSCs

2.1.1. A PSC is an individual who meets one or more of the following conditions in relation to your company⁵:

- (i) Directly or indirectly holding more than 25% of the shares (sections 6.1 and 6.4)⁶,
- (ii) Directly or indirectly holding more than 25% of the voting rights (sections 6.2 and 6.4),
- (iii) Directly or indirectly holding the right to appoint or remove a majority of directors (sections 6.3 and 6.4),
- (iv) Otherwise having the right to exercise, or actually exercising, significant influence or control (section 6.5),
- (v) Having the right to exercise, or actually exercising, significant influence or control over the activities of a trust or firm which is not a legal entity, but whose trustees or members satisfy any of the first four conditions, or would do if they were an individual (section 6.6).

2.1.2. You must take reasonable steps to identify your company's PSCs. '**Reasonable steps**' is explained below in section 2.3. Some companies will not have anyone who meets any of the conditions, whereas other companies will have several people who meet one or more of the conditions and are PSCs.

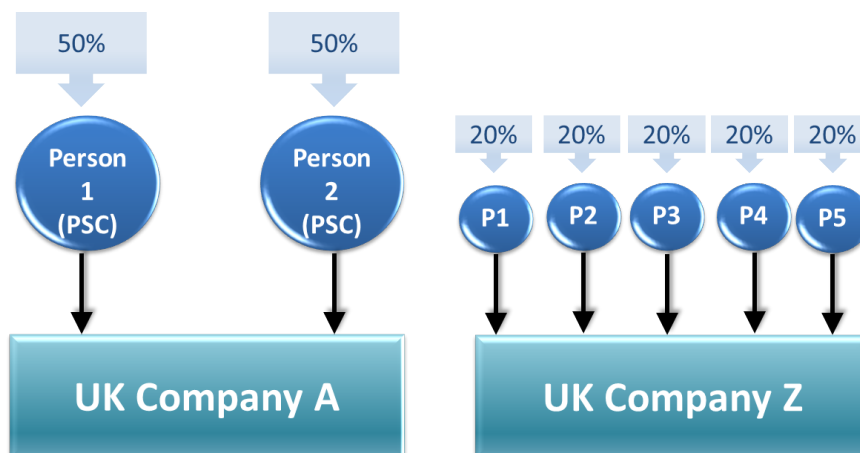
2.1.3. A company which has identified that it does not have any PSCs will still need to report that to Companies House (see section 3.6).

2.1.4. For example, in Figure 2 below, Company A has two PSCs and Company Z has no PSCs.

⁵ Chapters 2 and 6 (understanding the specified conditions in detail) apply only in part to partnerships. You will need to refer to Annex 3 for the detailed conditions for identifying the PSC of an LLP and to Annex 4 for the detailed conditions for identifying the PSC of an eligible Scottish partnership.

⁶ Companies without share capital should see section 6.1 on how to apply condition (i).

Figure 2: A simple example of meeting the conditions for being a PSC



2.1.5. Person 1 and Person 2 are both PSCs in respect of Company A because they each hold 50% of the shares in Company A. Each of those shares comes with 1 vote, so Person 1 and Person 2 also each hold 50% of the voting rights in Company A. Company A must report Person 1 and Person 2 as PSCs meeting both conditions (i) and (ii) to Companies House.

2.1.6. Assuming that there are no arrangements between the shareholders to exercise their rights together, and none of the shareholders meet any of the other conditions, Company Z will have no PSCs because none of its shareholders own enough shares. Company Z must report to Companies House the fact that it has no PSCs

2.2. Companies owned or controlled by legal entities – when legal entities must be reported to Companies House as registrable relevant legal entities

2.2.1. A PSC is by definition an individual⁷, and not a legal entity (such as a company or a Limited Liability Partnership (LLP)). But your company might be owned or controlled by a legal entity, not an individual. As a trust is a form of legal arrangement, rather than a legal entity, a trust can't be provided. Please see section 6.6 for who to report where there is a trust in your ownership structure.

2.2.2. A legal entity's details must be put on your company's PSC register if it is both **relevant and registrable** in relation to your company.

2.2.3. A legal entity is **relevant** in relation to your company if it meets any one or more of the conditions (i) to (v) set out in paragraph 2.1.1 and:

- it is required to report PSCs to Companies House
- it has voting shares admitted to trading on a regulated market in the UK or European Economic Area (other than the UK) or on specified markets in Switzerland, the USA,

⁷ Local or national governments, international organisations and corporations sole (where the function of an office sits with a person, for example the Archbishop of Canterbury) are the only exceptions – as these are generally treated as individuals for the purposes of PSC requirements. Further information on these circumstances is available in section 6.4.

Japan and Israel⁸. A relevant legal entity (RLE) is **registrable** in relation to your company if it is the first relevant legal entity in your company's ownership chain.

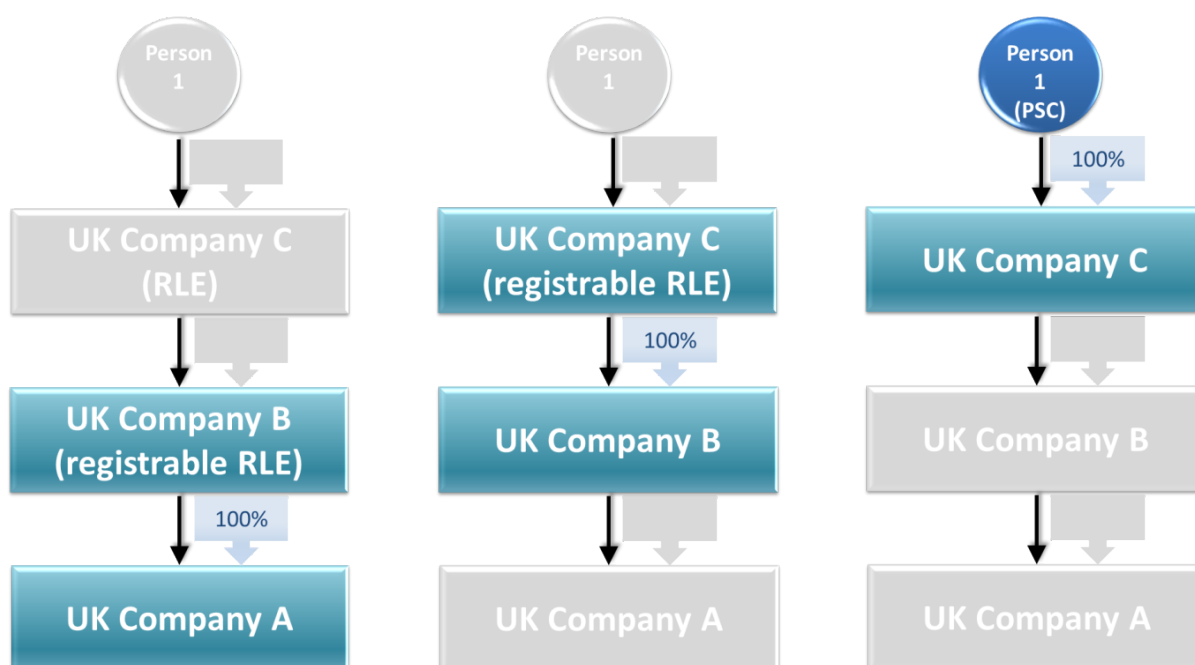
- 2.2.4. **Figures 3-5** below show the perspective of different companies in the same chain of ownership. In **Figure 3**, Company B is the registrable RLE in relation to Company A and its details must be reported to Companies House. This is because Company B owns 100% of the shares in Company A and Company B is a UK company in scope of the PSC regime. Company A is not required to look further at its chain of ownership for any **indirect interests**⁹ held via Company B as these are not registrable in relation to Company A. For this reason the details of Company C, which is also an RLE, and Person 1 will not be reported to Companies House by Company A.

Figures 3-5: When is an RLE registrable?

Figure 3: Company A's PSC register

Figure 4: Company B's PSC register

Figure 5: Company C's PSC register



- 2.2.5. In **Figure 4**, Company C is a UK company and its details will be reported to Companies House as a registrable RLE by Company B. As the first RLE in Company B's chain of ownership, **Company C is registrable in relation to Company B only**. Person 1 also is not a PSC for Company B even though he or she again holds an interest in Company B indirectly. Instead, **Person 1 is only required to be reported to Companies House as a PSC of Company C**, as per Figure 5 above.

- 2.2.6. If Person 1, for example, were to hold a direct interest in Company A which, met one or more of the specified conditions, with an **indirect interest**¹⁰ through Companies B and C, Person 1's details, in addition to Company B's details, must be provided as a PSC of

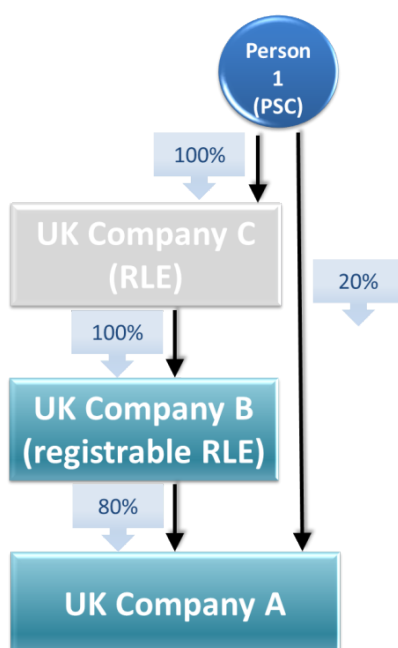
⁸ For a list of the specified markets see Schedule 1 to The Register of People with Significant Control Register Regulations 2016.

⁹ See section 6.4 for an explanation of indirect interests.

¹⁰ See paragraph 6.4.5. for an explanation of indirect interests.

Company A. Person 1 must be reported as a PSC of Company A as holding the total number of the shares held directly and indirectly. This is illustrated in **Figure 6** below. In this situation, it might be unreasonable to expect Company A to identify Person 1 as a PSC, but there is a separate obligation on Person 1 to inform Company A that he or she must be reported as a PSC by Company A. Company A must then report Person 1 as a PSC to Companies House (in this scenario Company A would use the statement '**The person holds, directly or indirectly, 75% or more of the shares in the company.**' to show that person 1 holds 20% directly and 80% indirectly). Failure to inform the company is a criminal offence.

Figure 6: When a PSC is obligated to inform the company of his or her status



When legal entities cannot be provided as a RRLE

2.2.7. When a legal entity is not a RLE it cannot be registrable and you cannot report it as such to Companies House. What to do in these circumstances is explained under indirect interests in paragraph 6.4.5.

2.2.8. A legal entity is **not relevant** if it doesn't meet the above criteria. For example:

- if an overseas company does not have voting shares admitted to trading on one of the markets mentioned above. This includes if a foreign company is the parent of a UK company and if an overseas entity is registered on the Companies House Register of Overseas Entities
- FCA registered mutuals or investment vehicles that do not have voting shares admitted to trading on one of the markets mentioned above
- Charities Commission registered entities such as Charitable Incorporated Organisations (CIOs)

- 2.2.9. Companies owned by a corporation sole (for example the Archbishop of Canterbury), a national or local government, or an international organisations should see paragraphs 6.4.10 and 6.4.11, as these types of legal entity may be provided as “**other registrable persons**”, which are treated as PSCs.

2.3. Reasonable steps

- 2.3.1. You must take reasonable steps to determine whether any individual meets the conditions for being a registrable person (aka a PSC), or any legal entity meets the conditions for being a registrable RLE in relation to your company, and if so, who that is. It may be that, having taken these steps, you cannot identify the person or if it is an individual confirm their details, but failure to take reasonable steps is a criminal offence.
- 2.3.2. If your company has a simple ownership and control structure, you will probably be able to work out quickly who is a PSC or a registrable RLE and should be reported to Companies House. If the situation is more complex, you will need to consider the process you should go through to identify whether your company has a PSC or registrable RLE.
- 2.3.3. **The PSC register held by Companies House for your company cannot be empty.** While you are working through your reasonable steps you must send an appropriate notice to Companies House. For example, a notice stating you know or have cause to believe that a person has become a PSC, but you do not yet have confirmation of that fact. See section 3.3 for more on confirming information. New information must be filed with Companies House within 14 days of having confirmation of a change.

Taking reasonable steps to identify PSCs

- 2.3.4. This section outlines the steps a company should typically take to identify its PSCs or registrable RLEs. You may not need to take all of them. They are also not definitive or exhaustive, and there might be further actions you should take depending on your own circumstances. For instance, if you have a particular lead you should follow it even if it is not included below. You should do what you think a reasonable person would do if he or she knew what you know. These steps will not apply to every situation, and you might consider and reject some of them. But you should make sure you have a good reason for doing so. You may wish to keep a record of the steps you have taken, for example, in case Companies House requires you to provide more information to explain how you have identified your PSCs, or concluded you do not have any.
- 2.3.5. You should firstly consider all of the documents and information already available to you to identify if your company might have a PSC. You should consider interests in your company held by individuals, legal entities and trusts or firms (without legal personality). You should consider whether there is evidence of any joint arrangements or evidence of rights held through a variety of means that might ultimately be controlled by the same person.
- 2.3.6. If you are reading this guidance on behalf of an LLP, you should refer to Annex 3 to understand more about the steps you should take in relation to each of conditions (i) to (v) in the table below. If you are reading this guidance on behalf of a SLP and SQP, you should refer to Annex 4.

- 2.3.7. Once you have determined that your company has a PSC, you must make sure you have the relevant information you need (set out in Chapter 3) about him or her to report to Companies House. Information about individuals (PSCs) needs to be confirmed¹¹ before you can report it to Companies House.
- 2.3.8. If you have determined that your company has a registrable RLE, you must also make sure that you have the information you need about that legal entity to report it to Companies House. Information about a registrable RLE also needs to be confirmed before it can be reported to Companies House.
- 2.3.9. Information about both PSCs and registrable RLEs needs to be complete before you report it to Companies House. When the information about one PSC or registrable RLE is complete and ready to be reported to Companies House you must do so within 14 days of having confirmation, even if you don't have all the information you need about any of your company's other PSCs or registrable RLEs. You should continue to take reasonable steps to identify those PSCs or registrable RLEs and may be required to send different notices to Companies House during that time.
- 2.3.10. If you have identified an individual as a PSC or legal entity as a registrable RLE but you don't have the information you need, or in the case of a PSC you don't have confirmed information, you must serve notice on the individual or legal entity. You might choose to do this by post or email; either way you should keep a record of your communications. For example, because Companies House may require you to provide more information to explain how you have identified your PSCs, or concluded that you do not have any. Example notices are available in Annex 2.
- 2.3.11. When you write to an individual or legal entity you should ask them whether they hold the interest on their own behalf or on behalf of someone else. You should ask them to provide the contact details of any such other individual or legal entity. You should then serve notice on those individuals or legal entities if you have not already reported them to Companies House as your company's PSCs.
- 2.3.12. If the interest is held by a trust or firm then you must also make sure you have the information you need to report your company's PSCs to Companies House. You should serve notice on the trustees or members of the firm to provide their own details and details of any individuals or legal entities with **significant influence or control**¹² over the activities of the trust or firm.
- 2.3.13. Your company might be contacted by an individual or a legal entity who knows that they should be reported to Companies House as a PSC. Individuals or legal entities must contact your company one month after becoming a PSC or registrable RLE if they are required to be reported as your company's PSC but are not ¹³. Failure to do so is a criminal offence. (They might choose to contact you more promptly.) You should then build on this

¹¹ Chapter 3 explains what is meant by 'confirmed information'. The requirement to confirm PSC information does not apply to corporations sole, government bodies or international organisations (see paragraphs 6.4.10 and 6.4.11).

¹² The statutory guidance, as described in section 6.6, sets out what is meant by 'significant influence or control' of a trust or firm.

¹³ PSCs must contact you if they are registrable because they hold an interest in your company in addition to and/or separately from one or more RLEs.

contact to complete the information you need to report to Companies House on your company's PSCs¹⁴.

2.4. Summary of the PSC conditions

- 2.4.1. **The first condition is for directly or indirectly holding more than 25% of the shares** (see sections 7.1 and 7.4). You should review your register of members, articles of association and statement of capital to identify whether anyone holds more than 25% of the shares. If you suspect a person is holding shares as a nominee on behalf of another person, who may be a hidden PSC, you should send the suspected nominee shareholder a notice under section 790DA Companies Act 2006.
- 2.4.2. **The second condition is for directly or indirectly holding more than 25% of the voting rights** (see sections 7.2 and 7.4). You should review your register of members and articles of association to identify whether anyone holds more than 25% of the voting rights. You should identify any shareholder agreements which might result in shareholdings of more than 25% and consider whether voting patterns suggest some parties (for example members of the same family or groups of investors) might be acting together. This could indicate the presence of one or more nominee shareholders. If you suspect a person is taking instructions as to how to vote from another person, who may be a hidden PSC, you should send the suspected nominee shareholder a notice under section 790DA Companies Act 2006.
- 2.4.3. **The third condition is for directly or indirectly holding the right to appoint or remove the majority of directors** (sections 7.3 and 7.4). You should review any provisions in the articles of association or other covenants or agreements which concern the appointment or removal of directors holding the majority of votes at board level.
- 2.4.4. The fourth and fifth conditions will only apply in limited circumstances and are explained in Chapter 6 (sections 6.5 and 6.6).
- 2.4.5. Your company only needs to identify where a PSC or RLE meets condition (iv) if they do not meet one or more of conditions (i) to (iii)
- 2.4.6. **The fourth condition is for otherwise having the right to exercise, or actually exercising, significant influence or control** (see section 6.5). You should consider whether anyone else who does not meet one or more of conditions (i) to (iii) has significant influence or control over the way your company is run, irrespective of any formal role. **Statutory guidance provides direction on the meaning of significant influence or control.** You must have regard to this guidance when considering whether a person meets this condition.
- 2.4.7. Where the trustees of a trust or members of a firm satisfy one or more of the first four conditions or would do if they were an individual. **The fifth condition means that any individual holding the right to exercise, or actually exercising, significant influence or control over the activities of that trust or firm.** (section 6.6). You should consider whether the trustees of a trust or members of a firm (without legal personality) meet any of

¹⁴ There might be some situations where the information about your company's PSC is not the information that must be reported to Companies House, see section 2.2 on when to report registrable RLEs to Companies House. Where the PSC's interest is held through a registrable RLE, it is the registrable RLE that should be reported to Companies House. The information about the PSC should be reported to Companies House in respect of the registrable RLE's PSC filings.

conditions (i) to (iv) or would do if they were an individual. Where this is the case, the trustees may need to be reported to Companies House as PSCs and shown as meeting whichever of conditions (i) to (iv) apply. You then need to consider whether anyone has significant influence or control over the activities of that trust or firm. **Statutory guidance provides guidance on the meaning of significant influence or control over the activities of a trust or firm.** You must have regard to this guidance when considering whether a person meets this condition.

2.5. If you are unable to identify your PSCs

- 2.5.1. If you have reason to believe that there is a PSC or registrable RLE in relation to your company but you have not been able to identify them you should consider serving notices requesting information, on anyone you know or have cause to believe knows the identity of the PSC, legal entity, trust or firm, or could know someone likely to have that knowledge. This could include intermediaries or advisers known to act for them, such as lawyers, accountants, banks, trust and company service providers or any other contacts such as family members, business partners or known associates.
- 2.5.2. The notices you have served require a response within one month. Anyone who fails to respond without a reasonable excuse commits a criminal offence. If they also fail to respond to an additional warning notice and the addressee has a relevant interest in your company, you must consider whether it is appropriate to impose restrictions on any shares or rights they hold in your company. This process is explained in Chapter 7.
- 2.5.3. Applying restrictions is a significant step which can only be taken if the steps described in Chapter 7 have been properly taken. Your company is not required by law to impose restrictions, but you must seriously consider doing so as part of the legal requirement for you to take reasonable steps. If your company is in this situation and chooses not to impose restrictions, you should be able to justify your decision.
- 2.5.4. Imposing restrictions is not the end of taking reasonable steps. There may be other lines of investigation. Even if you have imposed restrictions you should continue to take reasonable steps until you have identified all PSCs and registrable RLEs in relation to your company or there is nothing more you can reasonably do.

Chapter 3: Information to be entered on the PSC register

THIS CHAPTER APPLIES TO COMPANIES, LLPS AND SES. ESPS SHOULD CONSULT THE SPECIFIC GUIDANCE FOR THEM IN ANNEX 4

3.1. Reporting PSC information to Companies House

- 3.1.1. The PSC register held by Companies House for your company must never be empty. When you are in the process of taking reasonable steps, you must send an appropriate notice to Companies House. For example, a notice stating you know or have cause to believe that a person has become a PSC, but you do not yet have confirmation of that fact.
- 3.1.2. Companies must always have information on their PSCs (or registrable RLEs) or their status in searching for their PSCs (or registrable RLEs).
- 3.1.3. Companies must notify Companies House with any changes to PSC information within 14 days of having confirmation of the change occurring. Failure to comply with these requirements is a criminal offence.
- 3.1.4. Chapter 5 contains more details about what information appears on the public register and which PSC details you must protect .

3.2. PSC information

- 3.2.1. Where you have identified a PSC you need to obtain, confirm and then report the following details to Companies House about the PSC:
 - name
 - date of birth
 - nationality
 - country, state or part of the UK where the PSC usually lives
 - service address
 - usual residential address
 - the date when the individual became a PSC in relation to your company
 - which of the five conditions for being a PSC the individual meets, with quantification of the interest where relevant
 - i. for a PSC who meets one or more of conditions (i) to (iii) your company is not required to identify whether they also meet condition (iv). See regulation 7(1)(d) of the Register of PSC Regulations 2016.

3.3. Confirming information

Information about a PSC or registrable RLE¹⁵ must be confirmed by the PSC or registrable RLE before you report it to Companies House. This includes a person's status as a PSC or a registrable RLE, the required information about them, or any other information about them. Confirmation means the person has supplied that information to your company, whether or not it was provided to comply with PSC requirements.

3.4. If you do not have confirmation from your PSCs

- 3.4.1. If you know or have cause to believe that your company has a PSC, but you do not yet have confirmation of that fact and/or of all of their information, you must report that to Companies House within 14 days of first having that knowledge or belief. See chapter 7 for more information on what to do.

3.5. Registrable Relevant Legal Entities (RLEs)

- 3.5.1. Where you have identified a registrable RLE, you must obtain and then report the following information to Companies House:

- name of the legal entity
- the address of its principal office
- the legal form of the entity and the law by which it is governed
- If applicable, a register in which it appears (including details of the state) and its registration number¹⁶
- The date when it became a registrable RLE in relation to your company
- Which of the five conditions for being a PSC it meets, with quantification of its interest where relevant
 - i. For a RLE that meets one or more of conditions (i) to (iii) your company is not required to identify whether they also meet condition (iv)

3.6. Companies without PSCs

- 3.6.1. The PSC requirements apply whether your company has a PSC or not. If you have taken all reasonable steps and know or have cause to believe that there are no individuals or legal entities which meet any of the conditions (i) to (v) in relation to your company, you must report that to Companies House within 14 days of first having that knowledge or belief.

3.7. Identity verification

- 3.7.1. This section explains what identity verification means and what your company needs to do.
- 3.7.2. All individuals who are PSCs of your company will need to have their identity verified. This applies to those who were PSCs immediately before 18th November 2025, and anyone who

¹⁵ Excluding corporations sole, national or local governments, or international organisations.

¹⁶ If the legal entity is entered on a register in the UK (for example the Charity Commission register) or overseas (the central register of companies in another country), this must be noted.

becomes a PSC afterwards. (As of 18th November 2025 it also applies to your company directors).

- 3.7.3. As a company, you will not be directly liable for your PSC's compliance with identity verification requirements, however you should ensure they understand their responsibilities.
- 3.7.4. There are two ways that a PSC can verify their identity: directly with Companies House or using an Authorised Corporate Service Provider (ACSP). Identity verification only needs to be completed once per individual. Once verified, the PSC will receive a unique identifier, or 'personal code', which can be used to confirm their verified status.
- 3.7.5. Confirmation of the PSC's verified status will then need to be provided to Companies House.
- 3.7.6. If immediately before the 18th November 2025 your company had PSCs, the point at which the PSC is required to submit identity verification information to Companies House depends on whether they were also a director of your company, and whether their required particulars were protected.
 - If they were both a PSC and a director of your company, they are required to provide identity verification information to Companies House within 14 days of the date your company's confirmation statement is due.
 - If they are solely a PSC, they are required to provide identity verification information within 14 days of the first day of their month of birth.
 - If their required particulars are protected, they are required to provide identity verification information within 14 days of the first day of their month of birth, even if they are also a director.
- 3.7.7. If they become a PSC on or after 18th November 2025, you have the option to provide their identity verification information alongside your notification to Companies House. If this option is not exercised, Companies House will issue a direction to your PSC's service address from which point they have 14 days to provide their identity verification information.
- 3.7.8. Once verified, the PSC's name on the Companies House register will show a "verified status" annotation on the register, demonstrating that their identity has been confirmed.
- 3.7.9. Whilst your PSC may commit a criminal offence if after any of the deadlines above they have failed to provide identity verification information to Companies House, and if they fail thereafter to maintain their verified status, your company will not be liable.
- 3.7.10. Identity verification does not yet apply to registrable relevant legal entities (RRLEs).

Chapter 4: Updating People with Significant Control (PSC) information

SEE ANNEX 4 FOR FURTHER GUIDANCE ON UPDATING THE REGISTER FOR SLPS AND SQPS.

Keeping Companies House updated on your company's PSCs

4.1.1 You must keep information on your company's PSCs up-to-date and file changes with Companies House promptly (see below). Failure to do so is a criminal offence.

Updating information about your PSCs

4.2.1 If circumstances change and any information reported to Companies House about a PSC or registrable RLE is no longer correct, then you must update Companies House once you have:

- been informed of the change
- obtained all of the updated information you need to update Companies House on your company's PSCs
- confirmed that updated information if it relates to a PSC or registrable RLE¹⁷

4.2.2 If you know or have cause to believe a change has occurred but need more information, then you must serve notice to get the information you need to update Companies House. You must serve notice as soon as practicable.

4.2.3 This notice should ask the individual or legal entity to:

- confirm that the change has occurred
- give the date that the change occurred
- give the correct and up-to-date information

4.2.4 The individual or legal entity must respond to your notice within one month. If they do not, you cannot send incomplete or suspected information to Companies House. Instead you must send Companies House a notice explaining the situation regarding your company's PSCs .

4.2.5 You must update Companies House within 14 days of having confirmation from the person.

When someone becomes a PSC

¹⁷ Excluding corporations sole, national or local governments, or international organisations, see paragraphs 7.4.10 to 7.4.11.

- 4.3.1 When you know or have cause to believe that someone has become a PSC or registrable RLE you must report that to Companies House within 14 days, even if they have not yet confirmed this
- 4.3.2 You must also send the person a notice within 14 days requiring them to confirm if they are a PSC or registrable RLE and to provide the required information if they are.
- 4.3.3 Once you have a response, you must update Companies House within 14 days.

When someone stops being a PSC

- 4.3.4 When you know or have cause to believe that someone has stopped being a PSC or registrable RLE you must send them a notice within 14 days requiring the person to confirm this and to provide the date they ceased being a PSC or registrable RLE.
- 4.3.5 You must then report this information to Companies House within 14 days.

When your company stops having a PSC

- 4.3.6 If you know or have cause to believe your company no longer has a PSC or registrable RLE, you must report that to Companies House within 14 days – even if the person has not yet confirmed they are no longer a PSC or registrable RLE.

When a person notified as an “initial PSC” on incorporation did not become an initial PSC

- 4.3.7 If you know that a person named in the statement of initial significant influence or control did not become a PSC or registrable RLE upon incorporation, you must report that to Companies House. You must do so within 14 days of first having that knowledge.

When there was a change of PSC information pre-incorporation

- 4.3.8 If you have had confirmation that there was a change to information about a proposed PSC, pre-incorporation, you must report the change, and date of change, to Companies House. You must do so within 14 days of having confirmation.
- 4.3.9 Pre-incorporation means after the application for registration of the company was delivered to Companies House, but before the company was incorporated.
- 4.3.10 You do not have to notify Companies House of a change in information pre-incorporation, if you notify Companies House that a person did not become a PSC upon incorporation.

When someone disputes information on the PSC register

- 4.3.11 If a person wishes to dispute the information your company has reported to Companies House about its PSCs, they will need to report their concerns to Companies House by email at enquiries@companieshouse.gov.uk. Please see Companies House guidance for more information: <https://www.gov.uk/guidance/remove-information-from-companies-house>.

Chapter 5: Public and protected information

Information made publicly available on the public register

- 5.1.1. Almost all of the information about the PSC will be available on the public register at Companies House. The only information that will not be is:
- The PSC's usual residential address (unless a residential address has been provided as a service address¹⁸)
 - the day of the PSC's date of birth
- 5.1.2. All information held by Companies House will be available to public authorities, including HM Revenue and Customs and law enforcement agencies.
- 5.1.3. Companies House will also make residential addresses and days of date of birth available to credit reference agencies in certain circumstances, for example, so a credit reference agency can provide an assessment of the financial standing of a person, or meet obligations in anti-money money laundering legislation.
- 5.1.4. Where a credit institution or a financial institution is conducting customer due diligence on your company and PSC information is protected from public inspection (see 5.3 and Annex 1) in certain circumstances Companies House may also make PSC information (excluding residential address and date of birth) available to that institution.

Protecting PSC information in exceptional circumstances

- 5.1.5. In exceptional circumstances, there is a regime for protecting all information relating to a company's PSC(s) from the public register. Similarly, applications can be made to prevent a PSC's residential addresses from being shared with credit reference agencies. Here, 'exceptional circumstances' means where there is a serious risk of violence or intimidation. If you think your company's PSCs need protection, there is more information in Annex 1, including how to apply. Your company would still be required to fulfil all other requirements in relation to PSCs and information will still be available to public authorities, including HM Revenue and Customs and law enforcement agencies.

¹⁸ If a residential address is provided as a service address there will be no indication that it is a residential address.

Chapter 6: Understanding conditions (i) to (v) in detail

If you are reading this guidance on behalf of an LLP, you should also turn to Annex 3 to understand more about each of conditions (i) to (v). If you are reading this guidance on behalf of an SLP or SQP, you should turn to Annex 4. Sections 7.1 to 7.3 and 7.5 to 7.6 in this chapter will not be directly relevant to you and corresponding sections are provided in Annexes 4 and 5. However, section 6.4 is important

6.1 Condition (i) - an individual is a PSC if they hold, directly or indirectly, more than 25% of the shares in your company

Companies limited by shares: calculating shareholdings

- 6.1.1 Information in your register of members will enable you to work out whether any individual or registrable RLE directly holds more than 25% of the shares.
- 6.1.2 All shares in issue from your company should be included when calculating shareholdings. The percentage is calculated using the nominal (or par) value of the shares. Shares which have never been issued or which have been bought back and cancelled should not be included.
- 6.1.3 For more complicated share ownership arrangements including **indirect holdings** please see the relevant paragraph(s) in section 6.4.

Companies without share capital (including charitable companies)

- 6.1.4 The PSC regime applies to companies limited by guarantee and unlimited companies in just the same way as companies limited by shares. Your company without share capital may have articles of association which prevent the distribution of profits and or capital. Every charity registered as a company limited by guarantee must have articles of association which prevent any distribution of profits or capital to members. If your company cannot distribute profits or capital it will have no PSC who meets condition (i).
- 6.1.5 Your company might well have PSCs or registrable RLEs who meet one or more of conditions (ii) to (v). These apply to your company notwithstanding that it does not have share capital (whether an unlimited company or company limited by guarantee) as set out in Chapter 2 and sections 6.2 to 6.6.
- 6.1.6 Where your company's constitution does allow for the distribution of profits or capital a person will meet condition (i) in relation to your company if that person holds a right to share in more than 25% of your company's profits or capital. If this right is held jointly, on behalf of another, or indirectly, the guidance in section 6.4 will be relevant.
- 6.1.7 If that person is a legal entity rather than an individual see Chapter 2 for information on registrable RLEs to work out whether you must report information to Companies House. If that person is a corporation sole, national or local government, or international organisation see paragraphs 6.4.10 and 6.4.11 for what you must report to Companies House.
- 6.1.8 Where you have identified a PSC or registrable RLE with a right to share in more than 25% of your company's profits or capital you must report their details to Companies House. The

details you need to report are set out in section 3.2, and include quantification of a person's interest under condition (i).

- 6.1.9 Quantification of a person's interest under condition (i) must be reported to Companies House. The condition refers to shares because this is the most common company form. For your company without shares (your unlimited company or company limited by guarantee) you should consider shares to mean profit or capital.
- 6.1.10 You should select the applicable statement reading "profit or capital" for shares and considering the percentages contained in the statements. If, for example, a person has a right to 30% of your company's capital, you should report that "The person holds, directly or indirectly, more than 25% but not more than 50% of the shares in the company."
- 6.1.11 Section 3.4 covers what you should report to Companies House if you have no one who meets any of the conditions (i) to (v).

6.2 Condition (ii) – an individual is a PSC if they hold, directly or indirectly, more than 25% of the voting rights in your company

Calculating voting rights

- 6.2.1 The voting rights attached to particular shares are likely to be set out in your company's articles of association ('Articles'). Voting rights can be exercisable in different ways, including at general meetings or through written resolutions.
- 6.2.2 Often one vote is attached to one share, but you might have different classes of shares with different rights. For instance some shares might have no voting rights, or the right to vote only in certain circumstances, or additional rights to more than one vote per share.
- 6.2.3 Where shares in your company are directly owned and if you know the voting rights attached to shares, then your register of members together with the voting rights provisions of the Articles (if applicable) will enable you to work out if any individual or legal entity directly holds more than 25% of the voting rights. Voting rights attached to shares that have been bought back and are held as treasury shares should not be included.
- 6.2.4 For more complicated arrangements including indirect holdings please see the relevant paragraph(s) in section 6.4.

6.3 Condition (iii) - an individual is a PSC if they hold, directly or indirectly, the right to appoint or remove the majority of the directors in your company

- 6.3.1 You must consider whether anyone has the right to appoint or remove directors with the majority of board level voting rights. If each director in your company has one vote at board meetings this is simple to calculate.
- 6.3.2 If different directors have different voting rights at board meetings (on all or most matters), or someone has a casting vote, usually this will be set out in the company's Articles. If that is the case, then you must consider whether anyone has the right to appoint or remove directors who could carry a majority in board votes on all or substantially all matters.
- 6.3.3 In respect of a UK Societas which has a two-tier board structure, an individual who has the right to appoint or remove the majority of members of either the management organ or supervisory organ will meet condition (iii).

- 6.3.4 If your company does not have a board of directors then you should consider any equivalent management body. Many companies limited by guarantee (particularly in the charitable or not-for-profit-distribution sector) may call their board of directors by another name, such as the Committee, Board of Governors or Board of Trustees. Directors may be referred to as trustees (and may have both capacities). These arrangements should be carefully considered.
- 6.3.5 For more complicated arrangements please see the relevant paragraph(s) in section 6.4.

6.4 Further guidance on other ownership and control arrangements

If you are reading this guidance on behalf of an LLP or eligible Scottish partnership sections 6.1 to 6.3 (above) will not be directly relevant to you, and you should consider equivalent sections in Annexes 3 and 4. But section 6.4 (below) is important.

Nominees

- 6.4.1 If shares or rights in your company are held by a nominee, you should treat them as if they were held by the person for whom the nominee is acting. If this person is a PSC you must report their details to Companies House.
- 6.4.2 If the nominee is acting for a legal entity, you must follow the steps in Chapter 2 as you would for any other legal entity with an interest in your company.

Joint interests

- 6.4.3 If two or more people hold the same shares or rights in your company, you must work on the basis that each of them holds the total number of shares or rights held by all of them. So if two or more people hold jointly more than 25% of the shares or voting rights, each of them must separately be reported to Companies House as PSCs¹⁹.

Joint arrangements

- 6.4.4 A joint arrangement is where two or more people arrange to exercise all or substantially all of their rights arising from their shares jointly in a way which is pre-determined. If two or more people have such an arrangement²⁰, each of them is deemed to hold the total number of shares held by all of them. So if the arrangement covers more than 25% of the shares, each party to the arrangement must separately be reported to Companies House as PSCs. Likewise, if the arrangement covers appointment or removal of directors with a majority of board level voting rights then each party to the arrangement must separately be reported to Companies House as PSCs.

Indirect Interests

- 6.4.5 Shares and rights in your company might be held indirectly. This happens when a legal entity holds the shares or the rights and someone has a majority stake²¹ in that legal entity. That

¹⁹ If one of the joint owners is a legal entity you will need to read the relevant sections in Chapter 2.

²⁰ An arrangement includes any scheme, agreement or understanding, whether or not legally enforceable and any convention, custom or practice of any kind. It does not include one-off arrangements.

²¹ See paragraph 6.4.7 for what constitutes a 'majority stake'.

person is not required to be reported to Companies House as a registrable RLE unless the legal entity they hold their interest through is not an RLE (RLEs are explained in Chapter 2).

6.4.6 When a legal entity is not an RLE it cannot be registrable and you cannot report it to Companies House as such. A legal entity might not be an RLE because:

- it is a UK legal entity which is not a company, LLP, eligible Scottish partnership or UKS; or
- it is a non-UK company or other legal entity that does not meet the test in paragraph 2.2.2

6.4.7 Instead, you must look at the ownership and control of that legal entity to identify any individuals or RLEs who have a majority stake in that legal entity.

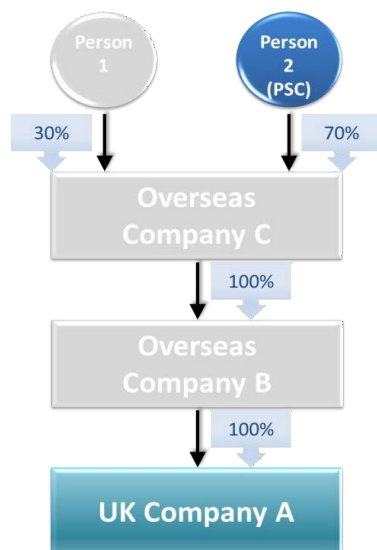
Someone will hold a majority stake if:

- they hold a majority of the voting rights in the legal entity
- they are a member of the legal entity and have the right to appoint or remove a majority of its board of directors
- they are a member of the legal entity and control a majority of the voting rights by agreement with other shareholders or members
- they have the right to exercise or actually exercise dominant influence or control over the legal entity

6.4.8 If there is an individual or RLE with a majority stake in that legal entity you must then report their details to Companies House as a PSC. If there is another legal entity which is not an RLE but which has a majority stake, you must also look at the ownership and control of that legal entity and so on until you find either an individual or an RLE with a majority stake. If there is no-one who meets these criteria then this fact must be reported to Companies House (see section 3.4).

6.4.9 In **Figure 7** below, for example, Company A cannot report Company B to Companies House as a RLE, even though company B owns 100% of the shares in Company A, because Company B is an overseas company that does not meet the test in paragraph 2.2.2 and is therefore not an RLE. Instead, Company A must look at the ownership and control of Company B. Although Company C has a majority stake (holding 100% of the voting rights) in Company B, it also is not an RLE because it is an overseas company and does not meet the test in paragraph 2.2.2 and its details cannot be reported to Companies House as such. Company A must therefore look at the ownership and control of Company C. Person 2 has a majority stake (holding more than 50% of the voting rights) in Company C, which means they are a PSC in relation to Company A and their details must be reported to Companies House.

Figure 7: Looking through the chain when there are no RLEs



6.5 Companies owned by a corporation sole, a national or local government, or an international organisation

6.5.1 The law makes special provision where a company is owned or controlled by an 'other registrable person' such as:

- A government or government department (local or national);
- An international organisation whose members include two or more countries, territories or their governments;
- A corporation sole (a legal entity consisting of a single incorporated office occupied by a single person, such as the Archbishop of Canterbury).

6.5.2 Other registrable persons do not meet the test for RLEs in paragraph 2.2.2, but they are treated as PSCs and their information must be reported to Companies House. A company owned or controlled by a legal entity that falls into one of these categories must enter the following relevant information for its owner:

- name
- principal office
- the legal form of the entity and the law by which it is governed
- the date when it became registrable in relation to the company
- which of the conditions (i) to (v) are met for having significant control

There is no requirement to confirm this information before it can be reported to Companies House.

Interests held through a general or limited partnership without legal personality

- 6.5.3 Ordinarily, where shares or rights in your company are held as assets of a limited partnership without legal personality²², you should report the details of the general partner(s) as a PSC to Companies House (if they are individuals or RLEs). However, you should also consider if there may be other persons who have the right to exercise, or who actually exercise, significant influence or control through other means. For example, if the general partner is a nominee, you must “look through” them to find the PSC.
- 6.5.4 A limited partner of a limited partnership without legal personality will not meet conditions (i) to (iii) by virtue of only being a limited partner. Similarly, an individual or legal entity will not meet conditions (i) to (iii) solely by virtue of holding shares or rights (whether directly or indirectly) in a corporate limited partner.
- 6.5.5 Scottish Limited Partnerships (SLPs) have legal personality and must report PSC information to Companies House. If shares or rights in your company are held as assets of an SLP, the SLP may be a registrable RLE. Qualifying Scottish partnerships may also be a registrable RLE.

Rights controlled by another

- 6.5.6 If either voting rights in your company or the right to appoint or remove directors with the majority of board level voting rights are held by one person but controlled²³ by another person, then you should treat those rights as if they were held by the person who controls them.
- 6.5.7 If this person is a PSC you must report their details to Companies House. If they are a legal entity you will need to read the relevant sections in Chapter 2.

Rights attached to shares held by way of security

- 6.5.8 Where a person has used their shares as security, for example for a loan from a bank, those shares should be treated as being held by that person if:
- they retain control over the rights
 - they retain control except where the lender exercises rights relating to the shares for the purpose of preserving or realising the value of the security
 - the lender controls the rights relating to the shares but, other than the right to exercise them for the purpose of preserving or realising the value of the security, must exercise them in the interests of the owner

Rights exercisable only in certain circumstances

- 6.5.9 Some rights in your company might only be exercisable in certain circumstances; these could include but are not limited to voting rights or rights to appoint directors. If the circumstances under which the rights are exercisable are within the control of the person who holds them, then they are relevant for identifying your company's PSCs. Otherwise,

²² Such as an English limited partnership.

²³ A person controls a right if there is an arrangement which means the right is only exercisable by that person, on their instruction or direction or with their consent or concurrence

you should only consider these rights if those circumstances have arisen, and for as long as those circumstances continue.

- 6.5.10 There is an exception to this. If your company is in administration then administrators and creditors could have certain rights under those circumstances, but these rights do not make them PSCs. You should not report their details as PSCs to Companies House²⁴.
- 6.5.11 It is important to remember that voting rights are described in the legislation as ‘*rights conferred on shareholders in respect of their shares (or in the case of an entity not having a share capital, on members) to vote at general meetings of the entity on all or substantially all matters*’²⁵. This means that a weighted voting right on a particular matter, for example as a minority shareholder protection is unlikely to meet this test as the right would only give the individual extended rights on a single issue.

6.6 Condition (iv) – an individual is a PSC of your company if they have the right to exercise, or actually exercises, significant influence or control

- 6.6.1 Your company is only required to identify whether a PSC or registrable RLE meets this condition if they do not exercise control through one or more of conditions (i) to (iii).
- 6.6.2 A person who does not meet conditions (i) to (iii) may still have **significant influence or control** of your company. They could be a PSC by virtue of the fourth condition. To work out if someone has significant influence or control over your company you must consider a range of factors set out in statutory guidance. To work this out for an eligible Scottish partnership see the separate guidance.
- 6.6.3 The statutory guidance is not an exhaustive statement of what will amount to “significant influence or control,” but provides examples where a person would normally fall within the definition, and where they would not. It also sets out some “excepted roles” that do not, on their own, amount to significant influence.

6.7 Condition (iv) – an individual is a PSC of your company if they have the right to exercise, or actually exercises, significant influence or control

- 6.7.1 Your company is only required to identify whether a PSC or registrable RLE meets this condition if they do not exercise control through one or more of conditions (i) to (iii).
- 6.7.2 A person who does not meet conditions (i) to (iii) may still have **significant influence or control** of your company. They could be a PSC by virtue of the fourth condition. To work out if someone has significant influence or control over your company you must consider a range of factors set out in statutory guidance. To work this out for an eligible Scottish partnership see the separate guidance.
- 6.7.3 The statutory guidance is not an exhaustive statement of what will amount to “significant influence or control,” but provides examples where a person would normally fall within the definition, and where they would not. It also sets out some “excepted roles” that do not, on their own, amount to significant influence or control. This would include, for example, directors acting in a way which is consistent with the ordinary responsibilities

²⁴ This exception does not cover circumstances of liquidation or receivership.

²⁵ Paragraph 14 (1) of Schedule 1A of the Companies Act 2006.

of a director.

- 6.7.4 The statutory guidance is provided separately because it has been approved by Parliament and therefore has a statutory footing²⁶.

6.8 Condition (v) – an individual is a PSC of your company if they have the right to exercise, or actually exercises, significant influence or control over the activities of a trust or a firm, which in turn satisfies any of the first four conditions

- 6.8.1 If a trust or firm (without legal personality)²⁷ has any ownership or control over your company, you must consider if the trustees or members of that trust or firm meet any of conditions (i) to (iv), or would do if they were an individual. If so, the trustees and members may be PSCs through each of the conditions (i) to (iv) that they meet. If you determine that they are PSCs, their details must be reported to Companies House as PSCs.
- 6.8.2 If the trustees or members meet any of conditions (i) to (iv), or would do so if they were an individual, then you must also consider the individuals or legal entities who control the activities of the trust or firm. To work out if someone has **significant influence or control** of the trust or firm you must consider a range of factors set out in the statutory guidance²⁸. This is provided separately because it is on a statutory footing.
- 6.8.3 If an individual has significant influence or control over the activities of the trust or firm,, then you must report that person's details to Companies House as a PSC. This includes if someone other than the trustees, such as the settlor or beneficiary of the trust, or partners has the right to exercise significant influence or control over the trust or firm, then they would also be shown on the register as meeting condition (v).
- 6.8.4 If a registrable RLE controls the trust or firm then its details must be reported to Companies House. If a legal entity which is not an RLE controls the trust or firm, then you should continue to explore the ownership chain until you have identified an individual or registrable RLE with majority ownership of that legal entity, or are confident none exists.
- 6.8.5 If the assets of the trust or firm include ownership or control of your company that would meet any of conditions (i) to (iv), you may need to report to Companies House that the trustee(s) or partner(s) have significant influence or control (i.e. a PSC interest) against the conditions that are met. You must consider whether they are acting as a nominee, in which case you should "look through" the nominee to find the PSC.

6.9 Further considerations

- 6.9.1 In the unfortunate event that a PSC of your company is deceased, the PSC should remain reported as a PSC at Companies House until such time as their interest is formally

²⁶ Other guidance on the PSC regime, including this document, explains the legal requirements and what you need to do to comply with the law.

²⁷ A firm for these purposes is any entity which does not have legal personality under the law by which it is governed. Partnerships without legal personality, including English limited partnerships, are "firms" for this purpose. LLPs, Scottish partnerships and Scottish limited partnerships have legal personality and are not "firms" for this purpose.

²⁸ Statutory guidance is approved by Parliament.

transferred to its new owner. While an executor has fiduciary duties to the intended beneficiaries of the assets, the executor is responsible for administering the estate according to the wishes of the deceased. The deceased will therefore continue to be registrable until such time as the control passes to another person, such as an heir, who will exercise their influence and control over your company for themselves.

Chapter 7: When you are unable to get information on your PSCs

THIS CHAPTER SHOULD BE READ IN CONJUNCTION WITH ANNEX 3 FOR LLPS AND ANNEX 4 FOR ESPS.

7.1 When your company can't get information on its PSCs

- 7.1.1 You may find that the information you need to comply with the People with Significant Control (PSC) regime is not forthcoming, is incomplete or is disputed. The law sets out processes to handle these situations.
- 7.1.2 The law also sets out the requirements of the PSC regime and the criminal offences which apply if they are not met. If you fail to comply with the requirements of the PSC regime your company and its directors (or your LLP and its designated members, or your eligible Scottish partnership and its partners) could face a fine or imprisonment or both. If people fail to provide you with the information you need, they may be committing a criminal offence and you may also be able to freeze their interest in your company, where they have one.

7.2 Restricting a relevant interest in your company

- 7.2.1 If someone does not respond to requests from your company for PSC information, they may be committing a criminal offence. Therefore, most people will respond. If they do not, your company can do more to persuade them - you can apply restrictions to shares or rights in your company held by the person who is not responding. If restrictions are imposed, the person who is not responding can derive no benefit from the shares or rights they have in your company until the restrictions have been lifted.

7.3 When restrictions can be imposed

- 7.3.1 Chapter 2 sets out the reasonable steps a typical company would take to identify its PSCs or registrable RLEs. As explained in section 2.4, a company must serve notice²⁹ on anyone it believes has information that will help identify PSCs (or RLEs). Notices require the addressee to respond within one month. If they fail to do so (without a reasonable excuse) they commit a criminal offence. Any failure to comply with a notice must be reported to Companies House. If they fail to respond to a warning notice within one month of that warning notice, then you can impose restrictions on any shares or rights they hold in your company (or any rights they hold in your LLP or eligible Scottish partnership).
- 7.3.2 Applying restrictions is a significant step which can only be taken when there has been repeated failure by that person to respond. Your company is not required by law to impose restrictions in these circumstances, but you must seriously consider it as part of meeting your legal requirements to take reasonable steps. If your company is in this situation and chooses not to impose restrictions, you should be able to justify your decision. As good practice, you may wish to document the reasons for your decision.

²⁹ Formally 790D, 790DA 790E and 790EA notices for companies and LLPs. 790D, 790E and 790EA requests information from the person, 790DA from third parties. For eligible Scottish partnerships notices under regulations 10 and 11.

7.4 The process for imposing restrictions

- 7.4.1 There are three steps in the process, each of which must be completed before you move to the next.

Step 1: Notice requesting information

- 7.4.2 You must have served a notice³⁰ requesting information from the individual or legal entity you believe either has significant control over your company or has knowledge of someone who does. If the addressee fails to reply, or give a valid reason for not replying, within one month of the date of the notice, you can move to step two. You must also report this to Companies House within 14 days of the response deadline. If the reply was late then you must report that to Companies House within 14 days.

Step 2: Warning notice

- 7.4.3 If the individual or legal entity who has failed to reply has a relevant interest in your company, you can issue a warning notice³¹. This must set out that you plan to issue a restrictions notice if they do not reply to the initial notice requesting information. They then have one further month to reply.
- 7.4.4 You should consider carefully what the relevant interest is and whether it can therefore be restricted. A relevant interest is any share or right in your company held or controlled, directly or indirectly, by the individual or legal entity you are trying to contact. (The interest does not have to meet the test of conditions (i) to (v) for being a PSC to be restricted. You can restrict the interest of anyone who fails to respond to requests for information about a PSC, even if their interest would not make them a PSC themselves.)
- 7.4.5 You must consider if the restrictions would have an unfair effect on third parties. If they would then you should not impose restrictions. You must consider joint interests and joint arrangements in the same way as described in section 6.4, where all parties involved are considered to hold the interest.
- 7.4.6 You must consider circumstances involving nominees and rights controlled by others slightly differently from the way described in section 6.4. When considering restrictions, all parties involved are considered to hold the interest. Nominees, people holding interests without controlling them, and people controlling interests without holding them can all have their interests restricted.
- 7.4.7 If the addressee fails to reply or give a valid reason for not replying within one month you can move to step three.

Step 3: Imposing restrictions

- 7.4.8 If the individual or legal entity fails to reply to the warning notice then you can issue restrictions. You do this by sending a notice³² to the individual or legal entity informing them

³⁰ Formally 790D, 790DA 790E and 790EA notices for companies and LLPs. 790D, 790E and 790EA requests information from the person, 790DA from third parties. For eligible Scottish partnerships notices under regulations 10 and 11.

³¹ See Annex 2 for a sample warning notice containing the required information.

³² See Annex 2 for a sample notice containing the required information.

that restrictions are in place as of the date of the notice. You must also report to Companies House that restrictions are now in place within 14 days of issue.

- 7.4.9 You should consider carefully whether there was a valid reason for the lack of response before you issue the restrictions notice. You should particularly consider whether the individual or legal entity was capable of responding. Logistical issues would not be a valid reason, but a long period of hospitalisation could be. You can ask for evidence to support any reasons given.

When restrictions are in place

- 7.4.10 Restrictions can apply to any share or right held directly or indirectly in your company, with the effect that:

- the interest cannot be sold³³ or transferred and any agreement to sell or transfer the interest is void
- no rights associated with the interest³⁴ can be sold or transferred and any agreement to sell any such rights is void
- no rights may be exercised in respect of the interest
- no shares may be issued in right of the interest or in pursuance of an offer made to the interest-holder
- no payment may be made by the company in respect of the interest, whether in respect of capital or otherwise unless the company is in liquidation

- 7.4.11 Once restrictions have been imposed, you should try to make sure there is no breach of them. For example, you should prevent any attempts to vote or to transfer any rights associated with the interest and alert law enforcement authorities to any attempts to do so. Any person who breaches the restrictions is guilty of an offence. (This can include your company if they, for example, make a payment in respect of the restricted interest.) Additionally for companies, you must send a notice to Companies House stating that:

7.5 Lifting restrictions

- 7.5.1 Your company must lift restrictions if:

- the individual or legal entity provides the PSC information requested
- the individual or legal entity provides a valid reason for not complying and you are satisfied with it;
- you discover that the restriction is unfairly affecting the rights of a third party; or

³³ The company may apply to court for an order that the relevant interest subject to restrictions be sold or transferred. Only the company may apply for such an order. If it grants a sale order, the court may make further orders relating to the sale or transfer as it sees fit – or on application from the company, interest holder or a person appointed by the court to effect the sale.

³⁴ An associated right might be the right to be issued with any shares, or receive payment of sums due from the company in respect of the relevant interest.

- you are ordered by the court to do so

7.5.2 To lift restrictions you must issue a notice³⁵ to inform the individual or legal entity. You must do this before the end of 14 days beginning with the day on which your company became required to withdraw the restrictions notice. Restrictions are lifted on the day this notice is issued. You must report to Companies House that restrictions have been lifted within 14 days.

7.6 After restrictions are lifted

7.6.1 Once restrictions are lifted the shares or rights may be voted, exercised, sold or transferred. New agreements to sell or transfer shares or rights can be made. Your company can issue shares or pay any dividends or other sums due from the date the restrictions are lifted.

7.7 Selling a restricted interest

7.7.1 Your company can apply to court to sell a restricted interest. This might be helpful if the restrictions do not seem to be encouraging the provision of PSC information and the restrictions are affecting the operation of your company. The proceeds of the sale will be held by the court to be claimed by the person who held the restricted interest.

7.8 What to report to Companies House when you can't get information about your PSCs

7.8.1 Companies House must always have information about your company's PSCs or registrable RLEs, or an update on the status of your company's investigations to establish whether or not you have any. The Companies House register must never be empty. When you cannot get information about your company's PSCs, you must make that clear to Companies House. You should send one of the notices below which applies to you within 14 days. Where something changes that must be filed with Companies House within 14 days.

7.8.2 When a statement ceases to be true you must note this along with the date on which it ceased to be true and file new information with Companies House as appropriate within 14 days.

When you know you have a PSC but can't identify them

7.8.3 You might find that your company has one or more PSCs, but that you are unable to identify them even when you have taken all reasonable steps. You must report this fact to Companies House for each unidentified PSC.

When you issue notices but don't get replies

7.8.4 You might find that you issue notices to a person you have cause to believe is a PSC and/or a third party, but do not get replies. You must report these facts to Companies House.

7.8.5 You might also find that you get late replies. In this case, you should report to Companies House the date of the reply and the fact that the person has complied late.

When you have identified a PSC but can't confirm their details

³⁵ See Annex 2 for a sample notice containing the required information.

- 7.8.6 You might find that you have identified the PSC but they have or will not confirm one or more pieces of information you need about them by replying to your notice. You must report this fact to Companies House for each PSC lacking confirmed information.
- 7.8.7 In this scenario, taking all reasonable steps would normally include serving notice on those who could identify the PSC and following the process for imposing restrictions.

Annex 1: Regime for protecting PSC information in exceptional circumstances

THIS ANNEX APPLIES TO COMPANIES, UKS, LLPS AND ELIGIBLE SCOTTISH PARTNERSHIPS

1. Information about UK companies, LLPs and ESPs is available for public inspection, as is most information about those involved in a company, for example the directors. In the interests of transparency, PSC information is also publicly available, apart from residential addresses and the day of the date of birth of individuals.
2. If you consider that exceptional circumstances apply to your company or your company's PSCs resulting in a serious risk of violence or intimidation, then you (or the individual) can apply for their PSC information to be protected. This means that their PSC information would not be made public or shared with credit reference agencies. You will still have to comply with all the remaining PSC requirements. Where such protection exists, all of the PSC information including full date of birth and address will be available to law enforcement agencies. Information, except day of the date of birth or residential address will also be available to credit and financial institutions when undertaking customer due diligence on your company.
3. This Annex will help your company or your company's PSCs determine whether an application for protection is necessary. You should refer to Chapter 5 (about public information) to understand more about which PSC information is made available for public inspection under normal circumstances.
4. Applications for protection may be made by the PSC themselves or the company on the PSC's behalf. For more information on who can apply, see paragraph 10 below. If you think an application for protection is necessary on behalf of your company's PSC, more information on how to make an application is available in Companies House's protection regime guidance³⁶.

Categories of protection

5. There are two categories of protection for PSC information.
 - preventing the PSC's residential address from being shared with credit reference agencies
 - residential addresses are never made available on the public register. This is unless a residential address has been provided for example as a company's service address³⁷. Companies House does, however, normally share them with credit reference agencies³⁸
 - preventing any information about the PSC from being seen on the public record or being shared with credit reference agencies

The case for a protection application

³⁶ The application to protect your details on the Companies House register is available at: <https://www.gov.uk/guidance/applying-to-protect-your-personal-information-on-the-companies-house-register>

³⁷ If a residential address is provided as a service address, there will be no indication that it is a residential address.

³⁸ This does not apply to the PSCs of SLPs and SQPs.

6. Protection will be granted only if an application contains evidence proving a serious risk of violence or intimidation to the PSC or someone who lives with the PSC. There can be exceptions to this evidential requirement where the person on whose behalf the application is being made already has protection in their capacity as a company director, as a member of an LLP, or as a partner, general partner, or registered officer of an LP (see paragraphs 15 and 16 below).
7. If the application is to prevent a PSC's residential address from being shared with credit reference agencies by Companies House, then either the PSC must be at risk as a result of the activities of your company or the PSC must already have residential address protection. For the former, your company might itself be engaged in business with another company whose activity is sensitive or contentious and may give rise to protests or campaigns which result in violence or intimidation against those involved in the company.
8. If the application is to prevent all of a PSC's information from being made public then the risk must come either from the activities of your company, or must come from the association of the PSC with your company. In respect of the latter, the application must demonstrate that if the PSC is publicly identified as the PSC of your company, certain characteristics or attributes of that person when associated with your company could put them or someone who lives with them at serious risk of violence or intimidation. The activities of your company need not be sensitive in and of themselves, but the application must demonstrate that the association with that particular PSC might result in violence or intimidation against that person or someone living with them.
9. Applications and the related evidence are assessed on a case-by-case basis, so there is no set list of circumstances where protection will be granted. Applications will be treated very seriously. Before making the decision, the registrar of companies at Companies House may consult law enforcement agencies like the National Crime Agency (NCA). Law enforcement agencies will carry out a full risk assessment on the basis of evidence you provide, and the registrar might contact you for more evidence.

Making a protection application

10. A protection application can be made by:
 - an individual who is considering an action (for example an investment) that would make them registrable in relation to your company, UKS, LLP or eligible Scottish partnership
 - an existing PSC
 - an individual who used to be a PSC of your company, UKS, LLP or eligible Scottish partnership

- your company, UKS, LLP or eligible Scottish partnership³⁹
 - a founding member of your company, before incorporation, a proposed member of your proposed LLP or a proposed partner of your proposed eligible Scottish partnership⁴⁰
11. Protection of the information on the public register will start as soon as an application is registered at Companies House. Your company must not use or disclose the PSC's information as soon as an application is made. Applications can be made before a person becomes a PSC or before a company is incorporated, so that information about the PSC never appears on the public register.
 12. After the assessment, the registrar will write to confirm the outcome of the application. If the application is unsuccessful the applicant can appeal within 42 days, during which time protection continues.
 13. Once an application is granted, the PSC's information will be protected indefinitely.

Protected information about directors

14. The Register of People with Significant Control Regulations 2016 and the Limited Liability Partnerships (Register of People with Significant Control) Regulations 2016 amended the Companies (Disclosure of Address) Regulations 2009 to align the processes of protecting information about company directors with those for PSCs or members.
15. If your PSC is or was a company director, or is or was a member of your LLP, they may already have some protection⁴¹. This protection means their residential address is not already shared with credit reference agencies. In this case it might be possible to make an application on that individual's behalf on the basis that they have existing protection under that regime. No evidence would be required to demonstrate the risk of violence or intimidation. Some details would be required about the company or LLP in respect of which the protection was given and Companies House may ask for further information if necessary.
16. Where an application is made on this basis, it can only be made for the protection of a PSC's residential address, as outlined in paragraph 5 above. More information on when such an application can be made is available from Companies House⁴².

³⁹ Your company, UKS, LLP or eligible Scottish partnership may only make an application on an individual's behalf if they consent to you doing so.

⁴⁰ The proposed member/partner may only make an application on an individual's behalf if the individual consents to them doing so.

⁴¹ This protection is often called "section 243 protection" since it is set out in section 243 of the Companies Act 2006 and the Companies (Disclosure of Address) Regulations 2009.

⁴² Apply to protect your details on the Companies House register, available at:

<https://www.gov.uk/guidance/applying-to-protect-your-personal-information-on-the-companies-house-register>

Annex 2: Example notices

1. The following pages contain examples of each of the notices a company may be required to give in respect of the PSC regime, as set out in Table 3 below. Included are two section 790D notices: one for an individual and one for a legal entity. Also included is one section 790DA notice for a person with knowledge of a PSC but no interest in the company. Also included are two section 790E and section 790EA notices: one for an individual and one for a legal entity.
2. Each of these notices must be dated and they should be signed by a director or by the company secretary. You might wish to keep clear records of what you have sent. You can send the notices electronically. If you send them by post you may wish to consider using recorded delivery so that your company has a record of the steps it has taken.
3. Below is a list of notices required in respect of the PSC regime:
 - 3.1.3.1. S790D(1) - Notice to a person whom the company knows or has cause to believe is a registrable person or a registrable relevant legal entity
 - 3.1.3.2. S790DA(1) - Notice to a person whom the company knows or has cause to believe knows the identity of a registrable person, a relevant legal entity, or an entity within the meaning of s790DA(2)(c).
 - 3.1.3.3. S790E(2) - Notice to a person whose details the company knows or has cause to believe have changed
 - 3.1.3.4. S790EA(2) - Notice to a person whom the company knows or has cause to believe has ceased to be a registrable person or a registrable relevant legal entity.
 - 3.1.3.5. Schedule 1B, paragraph 1(2) - 'Warning Notice' advising a person that the company is proposing to issue a restriction notice under this section of the Act
 - 3.1.3.6. Schedule 1B, paragraph 1(3) - 'Restrictions Notice'
 - 3.1.3.7. Schedule 1B, paragraph 11 - Notice withdrawing a 'Restrictions Notice'

S790D Notice: For an individual

Dear [ADDRESSEE], [DATE]

Register of People with Significant Control – Notice to an individual under section 790D of the Companies Act 2006 (the Act)

Interests in [COMPANY] [type]

We know or have cause to believe that you may be a registrable person, as defined in section 790C of the Act in respect of [COMPANY].

We therefore require you, pursuant to section 790D of the Act, to provide us, in writing [including by email to the address shown above], within one calendar month of the date of this

notice, the following information concerning your interest (within the meaning of Part 21A of the Act), if any, in [COMPANY]:

- (i) Whether or not you are a registrable person within the meaning of this Part of the Act; and
- (ii) If you are such a registrable person, to confirm or correct any of the following particulars, or to supply any that are missing:
 - [Name]
 - [Usual residential address]
 - [Country, state or part of the United Kingdom in which you are normally resident]
 - [Service address if applicable]
 - [Nationality]
 - [Date of birth]
 - [Date on which you became a registrable person in relation to [COMPANY]]
 - [The nature of your control over [COMPANY] as defined in Schedule 1A to the Act]

You should be aware that failure to provide the information required by this notice without a reasonable excuse is an offence under paragraph 13 of Schedule 1B to the Act. You should also be aware that provision of misleading, false or deceptive information is an offence under paragraphs 14A and 14B. If prosecuted you may be subject to fine, a prison sentence, or both. In addition, [COMPANY] may take action to restrict your control rights until such time as you have complied with this notice or provided a valid reason sufficient to justify your failure to do so.

Full details of your obligations under this Part of the Act can be found on the www.gov.uk website.

Yours [sincerely / faithfully],

[NAME]

[Director / Company Secretary]

S790D Notice: For a legal entity

Dear [ADDRESSEE], [DATE]

Register of People with Significant Control – Notice to a legal entity under section 790D of the Companies Act 2006 (the Act)

Interests in [COMPANY] [type]

We know or have cause to believe that you may be a registrable legal entity, as defined in section 790C of the Act in respect of [COMPANY].

We therefore require you, pursuant to section 790D of the Act, to provide us, in writing [including by email to the address shown above], within one calendar month of the date of this notice, the following information concerning your interest (within the meaning of Part 21A of the Act), if any, in [COMPANY]:

- (i) Whether or not you are a registrable legal entity within the meaning of this Part of the Act or a legal person to be regarded as an entity under section 790C(12) of the Act;
- (ii) If you are such an entity, to confirm or correct any of the following particulars, or to supply any that are missing:
 - [Name – i.e. corporate or firm name]
 - [Address of registered or principal office]
 - [Legal form of the person or entity and the law by which it is governed]
 - [If applicable, the register of companies in which it is entered (including details of the state) and its registration number in that register]
 - [Date on which it became a registrable person or registrable relevant legal entity in relation to [COMPANY]]
 - [The nature of its control over [COMPANY] as defined in Schedule 1A to the Act]

You should be aware that failure to provide the information required by this notice without a reasonable excuse is an offence under paragraph 13 of Schedule 1B to the Act. You should also be aware that provision of misleading, false or deceptive information is an offence under paragraphs 14A and 14B. If prosecuted you may be subject to fine, a prison sentence, or both. In addition, [COMPANY] may take action to restrict your control rights until such time as you have complied with this notice or provided a valid reason sufficient to justify your failure to do so.

Full details of your obligations under this Part of the Act can be found on the www.gov.uk website.

Yours [sincerely / faithfully],

[NAME]

[Director / Company Secretary]

S790DA Notice: For a person with knowledge of a PSC but no interest in the company

Dear [ADDRESSEE], [DATE]

Register of People with Significant Control – Notice to an individual under section 790D of the Companies Act 2006 (the Act)

Interests in [COMPANY] [type]

We know or have cause to believe that you may have knowledge of someone who is a registrable person, as defined in section 790C of the Act in respect of [COMPANY].

We therefore require you, pursuant to section 790D of the Act, to provide us, in writing [including by email to the address shown above], within one calendar month of the date of this notice, the following information concerning your knowledge of interests (within the meaning of Part 21A of the Act), if any, in [COMPANY]:

(i) whether you know the identity of anyone who is such a registrable person or a legal entity, whether registrable or otherwise, as set out in section 790DA(2) of the Act, or anyone likely to have that knowledge and, in either case, to provide any of the particulars below that are within your knowledge, stating whether or not these particulars are being supplied with the knowledge of each of the persons or legal entities concerned.

- [Name]
- [Usual residential address]
- [Country, state or part of the United Kingdom in which they are normally resident]
- [Service address if applicable]
- [Nationality]
- [Date of Birth]
- [Any other means of contacting this person or entity]

And if you believe 790DA(2) of the Act is relevant:

- [Date on which they became a registrable person in relation to [COMPANY]]
- [The nature of their control over [COMPANY] as defined in Schedule 1A to the Act]

You should be aware that failure to provide the information required by this notice without a reasonable excuse is an offence under paragraph 13 of Schedule 1B to the Act. You should also be aware that provision of misleading, false or deceptive information is an offence under paragraphs 14A and 14B. If prosecuted you may be subject to fine, a prison sentence, or both. Full details of your obligations under this Part of the Act can be found on the www.gov.uk website.

Yours [sincerely / faithfully],

[NAME]

[Director / Company Secretary]

S790E Notice: For an individual

Dear [ADDRESSEE], [DATE]

Register of People with Significant Control – Notice to an individual under section 790E of the Companies Act 2006 (the Act)

Interests in [COMPANY] [type]

We have cause to believe that a change has occurred to the following particulars stated in respect of you on the PSC Register of [COMPANY].

We therefore require you, pursuant to section 790E of the Act, to provide us, in writing [including by email to the address shown above], within one calendar month of the date of this notice, the following information concerning your interest (within the meaning of Part 21A of the Act), if any, in [COMPANY]:

- (i) Whether or not any such change to your required particulars, as defined under section 790K of the Act has occurred;
- (ii) If so, the date of that change; and
- (iii) To confirm or correct the following particulars and supply any that are missing from this notice:
 - [Name]
 - [Usual residential address]
 - [Country, state or part of the United Kingdom in which you are normally resident]
 - [Service address if applicable]
 - [Nationality]
 - [Date of birth]
 - [Date on which you became a registrable person in relation to [COMPANY]]
 - [The nature of your control over [COMPANY] as defined in Schedule 1A to the Act]

You should be aware that failure to provide the information required by this notice without a reasonable excuse is an offence under paragraph 13 of Schedule 1B to the Act. You should also be aware that provision of misleading, false or deceptive information is an offence under paragraphs 14A and 14B. If prosecuted you may be subject to fine, a prison sentence, or both. In addition, [COMPANY] may take action to restrict your control rights until such time as you have complied with this notice or provided a valid reason sufficient to justify your failure to do so.

Full details of your obligations under this Part of the Act can be found on the www.gov.uk website.

Yours [sincerely / faithfully],

[NAME]

[Director / Company Secretary]

S790E Notice: For a legal entity

Dear [ADDRESSEE], [DATE]

Register of People with Significant Control – Notice to a legal entity under section 790E of the Companies Act 2006 (the Act)

Interests in [COMPANY] [type]

We have cause to believe that a relevant change has occurred to the following particulars stated in respect of [ADDRESSEE] on the PSC Register of [COMPANY].

We therefore require you, pursuant to section 790E of the Act, to provide us, in writing [including by email to the address shown above], within one calendar month of the date of this notice, the following information concerning your interest (within the meaning of Part 21A of the Act), if any, in [COMPANY]:

- (i) Whether or not any such change to required particulars, as defined under section 790K of the Act has occurred;
- (ii) If so, the date of that change; and
- (iii) To confirm or correct the following particulars and supply any that are missing from this notice:
 - [Name – i.e. corporate or firm name]
 - [Address of registered or principal office]
 - [Legal form of the person or entity and the law by which it is governed]
 - [If applicable, the register of companies in which it is entered (including details of the state) and its registration number in that register]
 - [Date on which it became a registrable person or registrable relevant legal entity in relation to [COMPANY]]
 - [The nature of its control over [COMPANY] as defined in Schedule 1A to the Act]

You should be aware that failure to provide the information required by this notice without a reasonable excuse is an offence under paragraph 13 of Schedule 1B to the Act. You should also be aware that provision of misleading, false or deceptive information is an offence under paragraphs 14A and 14B. If prosecuted you may be subject to fine, a prison sentence, or both. In addition, [COMPANY] may take action to restrict any control rights until such time as you have complied with this notice or provided a valid reason sufficient to justify your failure to do so.

Full details of your obligations under this Part of the Act can be found on the www.gov.uk website.

Yours [sincerely / faithfully],

[NAME]

[Director / Company Secretary]

S790EA Notice: For an individual

Dear [ADDRESSEE], [DATE]

Register of People with Significant Control – Notice to an individual under section 790EA of the Companies Act 2006 (the Act)

Interests in [COMPANY] [type]

We have cause to believe that you have ceased to be a registrable person (a person with significant control) in respect of [COMPANY].

We therefore require you, pursuant to section 790EA of the Act, to provide us, in writing [including by email to the address shown above], within one calendar month of the date of this notice, the following information concerning your interest (within the meaning of Part 21A of the Act), if any, in [COMPANY]:

- (i) Whether or not you have ceased to be a registrable person in respect of [COMPANY]
- (ii) If so, the date on which you ceased to be a registrable person in respect of [COMPANY]

You should be aware that failure to provide the information required by this notice without a reasonable excuse is an offence under paragraph 13 of Schedule 1B to the Act. You should also be aware that provision of misleading, false or deceptive information is an offence under paragraphs 14A and 14B. If prosecuted you may be subject to fine, a prison sentence, or both. In addition, [COMPANY] may take action to restrict your control rights until such time as you have complied with this notice or provided a valid reason sufficient to justify your failure to do so.

Full details of your obligations under this Part of the Act can be found on the www.gov.uk website.

Yours [sincerely / faithfully],

[NAME]

[Director / Company Secretary]

S790EA Notice: For a legal entity

Dear [ADDRESSEE], [DATE]

Register of People with Significant Control – Notice to a legal entity under section 790EA of the Companies Act 2006 (the Act)

Interests in [COMPANY] [type]

We have cause to believe that you have ceased to be a registrable relevant legal entity in respect of [COMPANY].

We therefore require you, pursuant to section 790EA of the Act, to provide us, in writing [including by email to the address shown above], within one calendar month of the date of this notice, the following information concerning your interest (within the meaning of Part 21A of the Act), if any, in [COMPANY]:

- (i) Whether or not you have ceased to be a registrable relevant legal entity in respect of [COMPANY]
- (ii) If so, the date on which you ceased to be a registrable relevant legal entity in respect of [COMPANY]

You should be aware that failure to provide the information required by this notice without a reasonable excuse is an offence under paragraph 13 of Schedule 1B to the Act. You should also be aware that provision of misleading, false or deceptive information is an offence under paragraphs 14A and 14B. If prosecuted you may be subject to fine, a prison sentence, or both. In addition, [COMPANY] may take action to restrict your control rights until such time as you have complied with this notice or provided a valid reason sufficient to justify your failure to do so.

Full details of your obligations under this Part of the Act can be found on the www.gov.uk website.

Yours [sincerely / faithfully],

[NAME]

[Director / Company Secretary]

Warning notice

This must be accompanied by a copy of the s790D, s790DA, s790E or s790EA notice to which it relates

Dear [ADDRESSEE], [DATE]

Register of People with Significant Control – Warning Notice Interests in [COMPANY] [shares/rights]

On [DATE] we sent you a notice under section [790D / 790DA / 790E / 790EA] of the Companies Act 2006 (the Act) requiring that you provide us, in writing [including by email to the address shown above], within one calendar month, specified information concerning your interest (within the meaning of Part 21A of the Act), if any, in the [shares/ rights] of [COMPANY] or your knowledge of any person or legal entity that might have such an interest. A copy of the section [790D / 790DA / 790E / 790EA] notice we sent you is included with this notice.

You have failed to comply with your legal obligation to respond to this notice, notwithstanding our having written to you again on [DATE] to remind you of your obligation and of the legal penalties for failure to do so.

We are therefore writing to you pursuant to paragraph 1(2) of Schedule 1B to the Act to give you notice that, in consequence of your having failed to comply with the notice issued to you on [DATE] under section [790D / 790DA / 790E / 790EA] of the Act, [COMPANY] will issue you with a formal restrictions notice on or after [DATE] unless you have complied with the section [790D / 790DA / 790E / 790EA] notice issued to you on [DATE] within one calendar month of the date of this warning notice. We will consider any reasons you provide us with as to why you have failed to comply.

The effect of such a restrictions notice in respect of your interest in [COMPANY] [shares/rights] would be that:

- any transfer of your relevant interest is void, as is any agreement to transfer your interest or any associated right
- no rights are exercisable in respect of your interest
- no shares may be issued in right of your interest or in pursuance of an offer made to the interest-holder; and
- except in a liquidation, no payment may be made of sums due from the company in respect of your interest, whether in respect of capital or otherwise.

When a restrictions notice has been issued the following acts, or failures to act, may constitute an offence:

- exercising or purporting to exercise any right to dispose of your interest
- exercising or purporting to exercise any right to dispose of any right to be issued with your interest
- voting in respect of your interest (whether as holder of the interest or as proxy) or appointing a proxy to vote in respect of your interest
- failing to notify a person entitled (apart from the restrictions) to vote in respect of your

interest, whether as holder or proxy, who you do not know to be aware that your interest is subject to restrictions; and

- entering into an agreement to transfer your interest or any associated right (except in a liquidation)

Full details of your obligations under this Part of the Act and the penalties for failure to comply with them can be found on the www.gov.uk website.

We look forward to hearing from you by [DATE] to avoid the need for this further action.

Yours [sincerely / faithfully],

[NAME]

[Director / Company Secretary]

Restrictions notice

This must be accompanied by a copy of the preceding warning notice that was sent and a copy of the original S790D / 790DA / S790E / 790EA notice

Dear [ADDRESSEE], [DATE]

Register of People with Significant Control – Restrictions Notice Interests in [COMPANY] [type] [shares / rights]

On [DATE] we sent you a notice under section [790D / 790DA / 790E / 790EA] of the Companies Act 2006 (the Act) requiring that you provide us, in writing [including by email to the address shown above], within one calendar month of the date of this notice, specified information concerning your interest (within the meaning of Part 21A of the Act), if any, in the [shares/ rights] of [COMPANY] or your knowledge of any person or legal entity that might have such an interest.

On [DATE] we sent you a warning notice pursuant to paragraph 1(2) of Schedule 1B to the Act. Copies of both notices we have sent you are included with this notice. You have persisted in your failure to comply with your legal obligation to respond to these notices or provide a valid reason for not doing so.

We are therefore writing to you pursuant to paragraph 1(3) Schedule 1B to the Act to give you notice that, in consequence of these repeated failures, [COMPANY] hereby issues you with a restrictions notice pursuant to paragraphs 1(3) and 1(4) of Schedule 1B to the Act.

In accordance with paragraph 3 of Schedule 1B to the Act, the effect of this restrictions notice in respect of your interest in [COMPANY] is that, from the date of this restrictions notice:

- any transfer of your interest is void, as is any agreement to transfer your interest or (other than in a liquidation) any associated right;
- no rights are exercisable in respect of your interest;
- no shares may be issued in right of your interest or in pursuance of an offer made to the interest-holder; and
- except in a liquidation, no payment may be made of sums due from the company in respect of your interest, whether in respect of capital or otherwise.

While this restrictions notice is in place the following acts, or failures to act, may constitute an offence:

- exercising or purporting to exercise any right to dispose of your interest;
- exercising or purporting to exercise any right to dispose of any right to be issued with your interest;
- voting in respect of your interest (whether as holder of the interest or as proxy) or appointing a proxy to vote in respect of your interest;
- failing to notify a person entitled (apart from the restrictions) to vote in respect of your interest, whether as holder or proxy, who you do not know to be aware that your interest is subject to restrictions; and

- entering into an agreement to transfer your interest or any associated right (except in a liquidation).

Full details of your obligations under this Part of the Act and the penalties for failure to comply with them can be found on the www.gov.uk website.

Yours [sincerely / faithfully],

[NAME]

[Director / Company Secretary]

Withdrawal of restrictions notice

This must be given within 14 days of the day on which your company became required to withdraw the restrictions notice

Dear [ADDRESSEE], [DATE]

Register of People with Significant Control – Restrictions Notice**Interests in [COMPANY] [shares/rights]**

We are writing to you pursuant to paragraph 11 of Schedule 1B to the Companies Act 2006 (the Act) to give you notice that the **restrictions notice** issued on [DATE], pursuant to paragraphs 1(3) and 1(4) of Schedule 1B to the Act in respect of your relevant interest in the shares of [COMPANY], is withdrawn with effect from the date of this notice.

[The reason restrictions have been withdrawn].

Full details of your obligations under this Part of the Act and the penalties for failure to comply with them can be found on the www.gov.uk website.

Yours [sincerely / faithfully],

[NAME]

[Director / Company Secretary]

Annex 3: Guidance for Limited Liability Partnerships (LLPs)

1. This Annex is directly addressed to you if you are:
 - a designated member of an LLP; or
 - acting for an LLP as an adviser or Authorised Corporate Service Provider.
2. It may also be of interest if you:
 - are a member or otherwise involved in an LLP
 - could be a PSC
 - are interested in how PSC information is defined and recorded.
- You should consider all the requirements of the PSC regime, set out in the main part of this guidance, in relation to your LLP (even where they are addressed mainly to companies.) The only sections which are not likely to be of interest to you are 7.1, 7.2 and 7.3.
- This Annex covers identification of a PSC specifically in relation to an LLP. It deals with differences between how the requirements are applied to LLPs and companies. Where there is no specific difference, the requirements as they apply to companies should be considered to apply to LLPs.

Requirements

- The requirements are set out in the Limited Liability Partnerships (Register of People with Significant Control) Regulations 2016. These regulations apply Part 21A of, and Schedules 1A and 1B to the Companies Act 2006, and the Register of People with Significant Control Regulations 2016, to LLPs with modifications.
- The requirements apply to all UK incorporated LLPs.

Your LLP's PSCs

- A PSC is an individual who meets any one or more of the following conditions in relation to your LLP:
 - directly or indirectly holding rights over more than 25% of the surplus assets on a winding up,
 - directly or indirectly holding more than 25% of the voting rights,
 - directly or indirectly holding the right to appoint or remove the majority of those involved in management,
 - otherwise having the right to exercise, or actually exercising, significant influence or control,
 - the right to exercise, or actually exercising, significant influence or control over the activities of a trust or firm which is not a legal entity, but would itself satisfy any of the first four conditions if it were an individual.

Condition (i) – an individual is a PSC if they hold, directly or indirectly, rights over more than 25% of the surplus assets on winding up

Identifying rights to surplus assets

- You need to consider where the surplus assets of your LLP would go if your LLP were to wind up today, under the agreements you have in place and on the assumption that your LLP is solvent. The surplus assets will be those remaining after the liabilities of your LLP have been satisfied.
- Information in your LLP agreement will help you work out whether any individual or registrable RLE holds rights over more than 25% of the surplus assets on winding up. Your LLP agreement covers any agreement between the members of the LLP, or between the LLP and its members, about rights. The agreement might be written down but need not be. The agreement might be explicit and obvious, or it might be implicit and arise from the way the LLP operates in practice.
- You might have other agreements alongside your LLP agreement. If these are relevant to the holding of rights over the surplus assets on winding up, you must consider them too.
- The agreements you have identified may specify the rights of individuals or registrable RLEs to surplus assets on winding up, in those words or similar. You are interested in the proportion or percentage, afforded to each, in order to identify PSCs or registrable RLEs. Assessment of the percentages could be possible without needing to calculate the actual value of the assets in question.

When rights to surplus assets are not specified

- If the agreements you have identified do not specify any rights of individuals or registrable RLEs to surplus assets on winding up, then you should treat the surplus assets on winding up as being split equally between the members of the LLP. You must then consider whether this means that anyone has rights to more than 25%.

Further considerations

- In all other respects the assessment of whether a person or entity should be entered on the register as a PSC or registrable RLE by meeting this condition operates for your LLP in the same way as for any company (see section 7.4).

Condition (ii) – an individual is a PSC if they hold, directly or indirectly, more than 25% of the voting rights in your LLP

- You need to consider who has the right to vote in your LLP on matters to be decided by the members of the LLP.
- Information in your LLP agreement will help you work out the voting rights of individuals or registrable RLEs. You might have other agreements alongside your LLP agreement. If these are relevant to voting rights you must consider them too.
- The agreements you have identified might specify the rights of individuals to vote in a manner particular to your LLP. You must consider rights to vote on matters which are decided by a

vote of the members. You need not consider narrower rights to vote on specific issues, or on management issues, with respect to this condition. Voting rights might be exercisable in different ways, in meetings or in writing. Different individuals and legal entities could have different voting rights as members.

- If the agreements you have identified do not specify any rights of individuals or registrable RLEs in respect of voting, then you should treat voting rights as being split equally between the members of the LLP. You must then consider whether this means that anyone has rights to more than 25%.
- In all other respects the assessment as to whether a person or entity should be reported to Companies House as a PSC or registrable RLE by meeting this condition operates in the same way as for any company.

Condition (iii) – an individual is a PSC if they hold, directly or indirectly, the right to appoint or remove the majority of those entitled to take part in management of the LLP

- You must consider whether anyone has the right to appoint or remove people such that they control the majority of voting rights concerning management of the LLP.
- Information in your LLP agreement will help you work out the rights of individuals or registrable RLEs to appoint or remove people. You might have other agreements alongside your LLP agreement. If these are relevant to appointing and removing people you must consider them too.
- If everyone entitled to take part in management has equal sway then this is simple to calculate. If different people have different rights to take part in management, you must consider whether anyone has the right to appoint or remove those who could carry the majority in votes on all or substantially all matters concerning management.
- You should consider those involved in management as those involved with the management of the business as a whole, or those who may have little involvement in day to day management (which they leave to others) but with roles and rights such that they could be involved with the management of the business as a whole, or are responsible for strategic management of the business as a whole. People need not necessarily be members of the LLP in order to take part in management. Management can be exercised through a specific structure, like a board or committee, in your LLP, but need not be.
- For the avoidance of doubt, you need not enter those involved with the process of updating Companies House, such as those performing HR functions (provided they do not have the right to appoint or remove people such that they control the majority of voting rights concerning management of the LLP).
- In all other respects the assessment of whether a person or entity should be reported to Companies House as a PSC or registrable RLE by meeting this condition operates in the same way for your LLP as for any company.

Condition (iv) – an individual is a PSC of your LLP if they have the right to exercise, or actually exercises, significant influence or control

- Your LLP is only required to identify whether a PSC or registrable RLE meets this condition if they do not exercise control through one or more of conditions (i), (ii), or (iii).
- A person who does not meet conditions (i) to (iii) may still have **significant influence or control** of your LLP. They could be a PSC or RLE by virtue of the fourth condition. To work out whether someone has significant influence or control of your LLP you must consider a range of factors set out in statutory guidance.
- The statutory guidance is not an exhaustive statement of what amounts to “significant influence or control,” but provides examples of circumstances where an individual would normally fall within the definition, and where they would not. It also sets out some “excepted roles” which do not, on their own, amount to significant influence or control. This would include, for example, designated members acting in a way which is consistent with the ordinary responsibilities of a designated member.
- The statutory guidance is provided separately because it has been approved by Parliament and therefore has statutory footing⁴³. Separate statutory guidance has been provided in relation to LLPs, and in relation to companies.
- The statutory guidance sets out some examples of what might constitute a right to exercise significant influence and control. An important example (paragraph 2.9) covers a person who is likely to receive more than 25% of the profits of an LLP. Such a person might or might not be a member of the LLP.
- You should consider the LLP agreement, or any other agreement in place, in order to make a reasonable assessment of who you think will receive the profits. You should consider profits as they would appear in the profit and loss account and profits which are allocated automatically or otherwise. When the agreements change you should consider whether the person likely to receive the profits has changed, and whether you need to update the PSC register held by Companies House.
- Other examples (paragraphs 2.8 to 2.10 in the statutory guidance) cover a range of situations where significant influence and control might arise from the internal governance of your LLP, and are likely to be set out in your LLP agreement or other agreements. Some of the examples, however, illustrate situations of significant influence and control which might not be contained in an agreement – for instance where the founder of an LLP no longer has any formal interest but recommends to members how they should vote and such a recommendation is always or almost always followed.

Condition (v) – an individual is a PSC of your LLP if they have the right to exercise, or they actually exercise, significant influence or control over the activities of a trust or firm, the trustees or members of which satisfy any of the first four conditions

⁴³ Other guidance on the PSC regime, including this document, does not have legal force but it explains the legal requirements and what you need to do to comply with the law.

- If a trust or firm (without legal personality)⁴⁴ has any ownership of control over your LLP, you must consider if the trustees or members of that trust or firm meet any of conditions (i) to (iv), or would do if they were an individual.
- If the trustees or members meet any of conditions (i) to (iv) or would do if they were an individual, then you must consider the individuals or legal entities who control the activities of the trust or firm. To work out if someone has significant influence or control of the trust or firm you must consider a range of factors set out in statutory guidance⁴⁵. This is provided separately because it is on a statutory footing. Separate statutory guidance is provided in relation to LLPs, and in relation to companies.
- If an individual has significant influence or control over the activities of that trust or firm,, then you should report that person to Companies House. If a registrable RLE controls the trust or firm then it must be reported to Companies House. If a legal entity which is not an RLE controls the trust or firm, then you should continue to explore the ownership chain until you have identified an individual or registrable RLE with majority ownership of that legal entity, or are confident none exists.
- If the assets of the trust or firm include ownership or control of your LLP that would meet any of conditions (i) to (iv), you should consider whether the trustee(s) or partner(s) have significant influence or control (i.e. a PSC interest) against each of the conditions (i) to (iv) that are met.
- If someone other than the trustees, such as the settlor or beneficiary of the trust, or partners has the right to exercise significant influence or control over the trust or firm, then they must also be reported to Companies House as a PSC for meeting condition (v).

⁴⁴ A firm for these purposes is any entity which does not have legal personality under the law by which it is governed. Partnerships without legal personality, including English limited partnerships, are “firms” for this purpose. LLPs, Scottish qualifying partnerships and Scottish limited partnerships have legal personality and are not “firms” for this purpose.

⁴⁵ Statutory guidance is approved by Parliament and as such has legal force.

Summary of PSC Conditions

3. The first condition is for directly or indirectly holding the right to more than 25% of the surplus assets on winding up.
 - You should review your LLP agreement. This includes any agreement between the members of an LLP or between the LLP and its members. It covers any form of agreement, including written, verbal or implied.
 - You should then consider any other agreements which might be relevant, for instance between a subset of members, or between a member and a non-member.
 - If there is no agreement regarding rights over more than 25% of the surplus assets on winding up, then you should consider the surplus assets as shared equally among the members, and see if anyone, as a result, has rights over more than 25%.
4. The second condition is for directly or indirectly holding more than 25% of the voting rights.
 - You should consider voting rights in respect of the matters to be decided on by a vote of the members of the LLP. You should review your LLP agreement. This includes any agreement between the members of an LLP or between the LLP and its members. It covers any form of agreement, including written, verbal or implied.
 - You should then consider any other agreements which might be relevant, for instance between a subset of members, or between a member and a non-member, and consider whether voting patterns suggest some parties (for example members of the same family) might be acting together.
 - If there is no agreement regarding rights over more than 25% of the votes, then you should consider the votes as shared equally among the members, and see if anyone, as a result, has rights over more than 25%.
5. The third condition is for directly or indirectly holding the right to appoint or remove the majority of those entitled to take part in the management of the LLP.
 - You should review your LLP agreement. This includes any agreement between the members of an LLP or between the LLP and its members. It covers any form of agreement, including written, verbal or implied.
 - You should then consider any other agreements which might be relevant, for example between a subset of members, or between a member and a non-member.
 - You must consider whether anyone has the right to appoint or remove people such that they control the majority of voting rights concerning management of the LLP.
6. The following conditions are explained in Statutory Guidance. Your LLP will only need to identify where a PSC or RLE meets condition (iv) if they do not meet one or more conditions (i) to (ii).⁴⁶
7. Condition four is for otherwise having the right to exercise, or actually exercising, significant influence or control.

⁴⁶ See regulation 7(d) of the LLP (Register of PSC) Regulations 2016.

- You should consider anyone else who does not meet one or more of conditions (i) to (iii) has significant influence or control over the way your LLP is run, irrespective of any formal role. **Statutory guidance sets out what is meant by significant influence or control.** You must have regard to this guidance when considering whether a person meets this condition.
8. Where trustees of a trust or members of a firm satisfy one or more of the first four conditions or would do if they were an individual. The fifth condition is where any individual holding the right to exercise, or actually exercising, significant influence or control over the activities of that trust or firm.
- You should consider whether there is a trustee of a trust or member of a firm which meets any of the first four conditions or would do if they were an individual. Where this is the case, the trustees may be reported to Companies House as PSCs for meeting whichever of the first four conditions apply.
 - You then need to consider whether anyone has significant influence or control over the activities of that trust or firm. **Statutory guidance provides guidance on the meaning of significant influence or control over the activities of a trust or firm.** You must have regard to this guidance when considering whether a person meets this condition.

Annex 4: Guidance for eligible Scottish partnerships

1. This Annex is directly addressed to you if you are:
 - a general partner of a Scottish Limited partnership (SLP)
 - a partner of a Scottish qualifying partnership (SQP); or
 - acting for an SLP or SQP as an adviser or Authorised Corporate Service Provider.
2. It may also be of interest if you:
 - are a member or otherwise involved in an SLP or SQP;
 - could be a PSC; or
 - are interested in how PSC information is defined and recorded.
3. This Annex covers identification of a PSC specifically in relation to SLPs and SQPs. It deals with differences between how the requirements are applied to these partnerships and to companies. Where there is no specific difference, the requirements as they apply to companies should be considered to apply to SLPs and SQPs.

Requirements

4. Partnerships formed under the law of Scotland have distinct legal status under section 4 of the Partnership Act 1890.
5. The requirements for SLPs and SQPs are set out in the Scottish Partnerships (Register of People with Significant Control) Regulations 2017. These regulations adopt a modified version of the regime in Part 21A of the Companies Act to SLPs and SQPs, which are collectively known as “eligible Scottish Partnerships”. The requirements apply to all Scottish limited partnerships. They apply only to those general partnerships in Scotland which have corporate partners, being qualifying partnerships under the Partnerships (Accounts) Regulations 2008.

Your Eligible Scottish Partnership’s PSCs

6. A PSC is an individual who meets any one or more of the following conditions in relation to your eligible Scottish partnership:
7. Directly or indirectly holding rights over more than 25% of the surplus assets on a winding up,
8. Directly or indirectly holding more than 25% of the voting rights,
9. Directly or indirectly holding the right to appoint or remove the majority of those involved in management,
10. Otherwise having the right to exercise, or actually exercising, significant influence or control,
11. Holding the right to exercise, or actually exercising, significant influence or control over the activities of a trust or firm which is not a legal entity, but the trustees or members of which satisfy any of the first four conditions or would do so if they were an individual.

12. Where you have identified a PSC you need to obtain, confirm and then deliver the following details to Companies House about the PSC:
- name
 - date of birth
 - nationality
 - country, state or part of the UK where the PSC usually lives
 - service address
 - usual residential address (If the residential address has already been given because it is also the service address, then you do not need to give it again⁴⁷)
 - the date when the individual became a PSC in relation to your eligible Scottish partnership⁴⁸
 - which of the five conditions for being a PSC the individual meets, with quantification of the interest where relevant. For a PSC who meets one or more of conditions (i) to (iii) your eligible Scottish partnership is not required to identify whether they also meet condition (iv)
 - any restrictions on disclosing the PSC's information that are in place

Confirming information

13. Information about a PSC⁵⁹ must be confirmed before you deliver it to Companies House. Information can be treated as confirmed if:
- the PSC supplied your eligible Scottish partnership with the information
 - the information was provided to your eligible Scottish partnership with the knowledge of the PSC⁴⁹
 - you asked the PSC to confirm the information was correct, and they replied that it was so
 - you hold previously confirmed information and have no reason to believe it has changed

⁴⁷ The only exception is when the service address is also the eligible Scottish partnership's registered office address.

⁴⁸ For existing eligible Scottish partnerships completing a PSC register for the first time in June 2017, this date will be 26 June 2017.

⁴⁹ Personal data is exempt from the second, third, fourth and fifth data protection principles in Schedule 1 to the Data Protection Act 1998 where the data controller is obliged by an enactment (in this case, Part 21A of the Companies Act 2006) to disclose the information or make it available to the public, whether by publishing it, by making it available for inspection, or otherwise (see sections 34 and 35 of the Data Protection Act 1998).

14. If you have identified a PSC but cannot confirm the information about them, you must disclose this to Companies House.

Registrable Relevant Legal Entities (RLEs)

15. Where you have identified a registrable RLE in relation to your eligible Scottish partnership, you must obtain and then deliver the following information to Companies House:
- Name of the legal entity;
 - The address of its registered or principal office;
 - The legal form of the entity and the law by which it is governed;
 - If applicable, a register in which it appears (including details of the state) and its registration number⁵⁰
 - The date when it became a registrable RLE in relation to your eligible Scottish partnership⁵¹;
 - Which of the five conditions for being a PSC it meets, with quantification of its interest where relevant. For a RLE that meets one or more of conditions (i) to (iii) your eligible Scottish partnership is not required to identify whether they also meet condition (iv).

Condition (i) – an individual is a PSC if they hold, directly or indirectly, rights over more than 25% of the surplus assets on winding up

Identifying rights to surplus assets

16. You need to consider where the surplus assets of your SLP or SQP would go if your partnership were to wind up today, under the agreements you have in place and on the assumption that your partnership is solvent. The surplus assets will be those remaining after the liabilities of your partnership have been satisfied.
17. Information in your partnership agreement will help you work out whether any individual or registrable RLE holds rights over more than 25% of the surplus assets on winding up. Your agreement covers any agreement between the members of the partnership, or between the partnership and its members, about rights. The agreement might be written down but need not be. The agreement might be explicit and obvious, or it might be implicit and arise from the way the partnership operates in practice.
18. You might have other agreements alongside your partnership agreement. If these are relevant to the holding of rights over the surplus assets on winding up you must consider them too.

⁵⁰ If the legal entity is entered on a register in the UK (for example the Charity Commission register) or overseas (the central register of companies in another country), this must be noted.

⁵¹ For existing eligible Scottish partnerships delivering PSC information to Companies House for the first time in June 2017, this date will be 26 June 2017.

19. The agreements you have identified may specify the rights of individuals or registrable RLEs to surplus assets on winding up, in those words or similar. You are interested in the proportion or percentage, afforded to each, in order to identify PSCs or registrable RLEs. Assessment of the percentages could be possible without needing to calculate the actual value of the assets in question.

When rights to surplus assets are not specified

20. If the agreements you have identified do not specify any rights of individuals or registrable RLEs to surplus assets on winding up, then you should treat the surplus assets on winding up as being split equally between the members of the partnership. You must then consider whether this means that anyone has rights to more than 25%.

Further considerations

21. In all other respects the assessment of whether a person or entity's information must be delivered to Companies House as a PSC or registrable RLE by meeting this condition operates for your partnership in the same way as for any company (see section 7.4).

Condition (ii) – an individual is a PSC if they hold, directly or indirectly, more than 25% of the voting rights in your partnership

22. You need to consider who has the right to vote in your partnership on matters to be decided by the members of the partnership.
23. Information in your partnership agreement will help you work out the voting rights of individuals or registrable RLEs. You might have other agreements alongside your partnership agreement. If these are relevant to voting rights you must consider them too.
24. The agreements you have identified might specify the rights of individuals to vote in a manner particular to your partnership. You must consider rights to vote on matters which are decided by a vote of the members. You need not consider narrower rights to vote on specific issues, or on management issues, with respect to this condition. Voting rights might be exercisable in different ways, in meetings or in writing. Different individuals and legal entities could have different voting rights as members.
25. If the agreements you have identified do not specify any rights of individuals or registrable RLEs in respect of voting, then you should treat voting rights as being split equally between the members of the partnership. You must then consider whether this means that anyone has rights to more than 25%.
26. In all other respects the assessment as to whether a person or entity's information must be delivered to Companies House as a PSC or registrable RLE by meeting this condition operates in the same way as for any company.

Condition (iii) – an individual is a PSC if they hold, directly or indirectly, the right to appoint or remove the majority of the persons entitled to take part in management of your partnership

27. You must consider whether anyone has the right to appoint or remove people such that they control the majority of voting rights concerning management of the partnership.
28. Information in your partnership agreement will help you work out the rights of individuals or registrable RLEs to appoint or remove people. You might have other agreements alongside your partnership agreement. If these are relevant to appointing and removing people you must consider them too.
29. If everyone entitled to take part in management has equal sway then this is simple to calculate. If different people have different rights to take part in management, you must consider whether anyone has the right to appoint or remove those who could carry the majority in votes on all or substantially all matters concerning management.
30. You should consider those involved in management as those involved with the management of the business as a whole, or those who may have little involvement in day to day management (which they leave to others) but with roles and rights such that they could be involved with the management of the business as a whole, or are responsible for strategic management of the business as a whole. People need not necessarily be partners of the partnership in order to take part in management. Management can be exercised through a specific structure, like a board or committee, in your partnership, but need not be.
31. For the avoidance of doubt, you need not deliver information to Companies House about those involved with the process of appointment or removal of partners, such as those performing HR functions (provided they do not have the right to appoint or remove people such that they control the majority of voting rights concerning management of the partnership).
32. In all other respects the assessment of whether a person's or entity's information should be delivered to Companies House by meeting this condition operates in the same way for your partnership as for any company.

Condition (iv) – an individual is a PSC of your partnership if they have the right to exercise, or actually exercises, significant influence or control

33. Your partnership is only required to identify whether a PSC or registrable RLE meets this condition if they do not exercise control through one or more of conditions (i), (ii), or (iii).
34. A person who does not meet conditions (i) to (iii) may still have **significant influence or control** of your partnership. They could be a PSC or RLE by virtue of the fourth condition. To work out whether someone has significant influence or control of your partnership you must have regard to a range of factors set out in guidance published on significant influence and control.
35. The guidance is not an exhaustive statement of what amounts to "significant influence or control," but provides examples of circumstances where an individual would normally fall within the definition, and where they would not. An important example (paragraph 2.9) covers a person who is likely to receive more than 25% of the profits of a partnership. Such

a person might or might not be a member of the partnership. It also sets out some “excepted roles” which do not, on their own, amount to significant influence or control.

36. You should consider the partnership agreement, or any other agreement in place, in order to make a reasonable assessment of who you think will receive the profits. You should consider profits as they would appear in the profit and loss account and profits which are allocated automatically or otherwise. When the agreements change you should consider whether the person likely to receive the profits has changed, and whether you need to update the PSC information held by Companies House.
37. Other examples (paragraphs 2.8 to 2.10 in the guidance) cover a range of situations where significant influence or control might arise from the internal governance of your partnership, and are likely to be set out in your partnership agreement or other agreements. Some of the examples, however, illustrate situations of significant influence or control which might not be contained in an agreement – for instance where the founder of a partnership no longer has any formal interest but recommends to members how they should vote and such a recommendation is always or almost always followed.

Condition (v) – an individual is a PSC of your partnership if they have the right to exercise, or actually exercises, significant influence or control over the activities of a trust or firm, the trustees or members of which satisfy any of the first four conditions, or would do so if they were an individual

38. If a trust or firm (without legal personality)⁵² has any ownership or control over your partnership, you must consider if the trustees or members of that trust or firm meet any of conditions (i) to (iv), or would do so if they were an individual.
39. If the trustees or members meet any of conditions (i) to (iv) or would do so if they were an individual, then you must consider the individuals or legal entities who control the activities of the trust or firm. To work out if someone has significant influence or control of the trust or firm you must consider a range of factors set out in guidance on the meaning of “significant influence or control” over eligible Scottish partnerships
40. If an individual has significant influence or control over the activities of that trust or firm, then you should deliver information on that person to Companies House. If a registrable RLE controls the trust or firm then information on it must be delivered to Companies House. If a legal entity which is not an RLE controls the trust or firm, then you should continue to explore the ownership chain until you have identified an individual or registrable RLE with majority ownership of that legal entity, or are confident none exists.
41. If the assets of the trust or firm include ownership or control of your partnership that would meet any of conditions (i) to (iv), you should consider if the trustee(s) or partner(s) have

⁵² A firm for these purposes is any entity which does not have legal personality under the law by which it is governed. Partnerships without legal personality, including English limited partnerships, are “firms” for this purpose. LLPs, Scottish general partnerships and Scottish limited partnerships have legal personality and are not “firms” for this purpose.

significant influence or control (i.e. a PSC interest) against each of the conditions (i) to (iv) that are met.

42. If someone other than the trustees, such as the settlor or beneficiary of the trust, or partners has the right to exercise significant influence or control over the trust or firm, then information on that person meeting condition (v) must be delivered to Companies House.

Summary of PSC Conditions for SLPs and SQPs

43. **Condition (i) – a person directly or indirectly holding the right to more than 25% of the surplus assets on winding up is a PSC.**

- You should review your partnership agreement. This includes any agreement between the partners of a partnership or between the partnership and its partners. It covers any form of agreement, including written or verbal or implied.
- You should then consider any other agreements which might be relevant, for instance between a subset of partners, or between a partner and a non-partner.
- If there is no agreement regarding rights over more than 25% of the surplus assets on winding up, then you should consider the surplus assets as shared equally among the partners, and see if anyone, as a result, has rights over more than 25%.

44. **Condition (ii) – a person directly or indirectly holding more than 25% of the voting rights is a PSC.**

- You should consider voting rights in respect of the matters to be decided on by a vote of the partners of the partnership. You should review your partnership agreement. This includes any agreement between the partners of a partnership or between the partnership and its partners. It covers any form of agreement, including written or verbal or implied.
- You should then consider any other agreements which might be relevant, for instance between a subset of partner, or between a partner and a non- partner, and consider whether voting patterns suggest some parties (for example members of the same family) might be acting together.
- If there is no agreement regarding rights over more than 25% of the votes, then you should consider the votes as shared equally among the members, and see if anyone, as a result, has rights over more than 25%.

45. **Condition (iii) – a person directly or indirectly holding the right to appoint or remove the majority of those entitled to take part in the management of the partnership is a PSC.**

- You should review your partnership agreement. This includes any agreement between the partners of a partnership or between the partnership and its partners. It covers any form of agreement, including written or verbal or implied.
- You should then consider any other agreements which might be relevant, for instance between a subset of partners, or between a partner and a non-partner.

- You must consider whether anyone has the right to appoint or remove people such that they control the majority of voting rights concerning management of the partnership.
46. **The following conditions are explained in guidance on the meaning of “significant influence or control” over eligible Scottish partnerships – see Chapter 7.4 and this annex.** Your partnership will only need to identify where a PSC or RLE meets condition (iv) if they do not meet one or more of conditions (i) to (iii).
47. **Condition (iv) - having the right to exercise, or actually exercising, significant influence or control.**
- You should consider whether anyone else who does not meet one or more of conditions (i) to (iii) has significant influence or control over the way your partnership is run, irrespective of any formal role. **Guidance sets out what is meant by significant influence or control.** You must have regard to this guidance when considering whether a person meets this condition.
48. Where the trustees of a trust or members of a firm satisfy one or more of the first four PSC conditions or would do if they were an individual. **The fifth condition means that any individual holding the right to exercise, or actually exercising, significant influence or control over the activities of that trust or firm is a PSC.**
- You should consider whether the trustees of a trust or members of a firm meet any of the first four conditions or would do if they were an individual. Where this is the case, you may need to deliver information on the trustees to Companies House and showing whichever of the first four conditions apply.
 - You then need to consider whether anyone has **significant influence or control** over the activities of that trust or firm. **There is separate guidance on the meaning of significant influence or control over the activities of a trust or firm.** You must have regard to this guidance when considering whether a person meets this condition.

Annex 5: LLP Example notices

1. The following pages contain examples of each of the notices an LLP may be required to give in respect of the PSC regime, as set out in Table 5 below.
 2. Included are two section 790D notices: one for an individual and one for a legal entity. Also included is one section 790DA notice: for a person with knowledge of a PSC but no interest in the LLP. Also included are two section 790E and section 790EA notices: one for an individual and one for a legal entity⁵³.
 3. Each of these notices must be dated and they should be signed by a designated member. You might wish to keep clear records of what you have sent. You can send the notices electronically. If you send them by post you may wish to consider using recorded delivery so that your LLP has a record of the steps it has taken.
- 6.2. The notices required in respect of the PSC regime are (legislative references are for the Companies Act 2006):
- 6.2.1.1. s790D(1) - Notice to a person whom the LLP knows or has cause to believe is a registrable person or a registrable relevant legal entity.
 - 6.2.1.2. S790DA(1) - Notice to a person whom the LLP knows or has cause to believe knows the identity of a registrable person, a registrable relevant legal entity or an entity that would be a relevant legal entity but for the fact that s790C(6)(b) does not apply to it.
 - 6.2.1.3. S790E(2) - Notice to a person whose details have been reported to Companies House as a PSC, where the LLP knows or has cause to believe that those details have changed.
 - 6.2.1.4. S790EA(2) - Notice to a person whom the LLP knows or has cause to believe has ceased to be a registrable person or registrable relevant legal entity.
 - 6.2.1.5. Schedule 1B, paragraph 1(2) - 'Warning Notice' advising a person that the LLP is proposing to issue a restriction notice under this section of the Act.
 - 6.2.1.6. Schedule 1B, paragraph 1(3) – 'Restrictions Notice'
 - 6.2.1.7. Schedule 1B, paragraph 11 - Notice withdrawing a 'Restrictions Notice'

⁵³ References to sections 790D, 790DA, 790E and 790EA of, and to paragraphs in Schedule 1B to the Companies Act 2006 are to those sections and paragraphs as applied to LLPs by Schedule 1 to the Limited Liability Partnerships (Register of People with Significant Control) Regulations 2016.

S790D Notice: For an individual

Dear [ADDRESSEE], [DATE]

Register of People with Significant Control – Notice to an individual under section 790D of the Companies Act 2006 (the Act)⁵⁴

Interests in [LLP] [rights]

We know or have cause to believe that you may be a registrable person, as defined in section 790C of the Act in respect of [LLP].

We therefore require you, pursuant to section 790D of the Act, to provide us, in writing [including by email to the address shown above], within one calendar month of the date of this notice, the following information concerning your interest (within the meaning of Part 21A of the Act), if any, in [LLP]:

- (i) Whether or not you are a registrable person within the meaning of this Part of the Act; and
- (ii) If you are such a registrable person, to confirm or correct any of the following particulars, or to supply any that are missing:
 - [Name]
 - [Usual residential address]
 - [Country, state or part of the United Kingdom in which you are normally resident]
 - [Service address if applicable]
 - [Nationality]
 - [Date of birth]
 - [Date on which you became a registrable person in relation to [LLP]]
 - [The nature of your control over [LLP] as defined in Schedule 1A to the Act]

You should be aware that failure to provide the information required by this notice without a reasonable excuse is an offence under paragraph 13 of Schedule 1B to the Act. You should also be aware that provision of misleading, false or deceptive information is an offence under paragraphs 14A and 14B. If prosecuted you may be subject to fine, a prison sentence, or both. In addition, [LLP] may take action to restrict your control rights until such time as you have complied with this notice or provided a valid reason sufficient to justify your failure to do so.

Full details of your obligations under this Part of the Act can be found on the www.gov.uk website.

Yours [sincerely / faithfully],

[NAME]

⁵⁴ References to sections 790C and 790D of, and to paragraphs in Schedule 1B to the Companies Act 2006 are to those sections and paragraphs as applied to LLPs by Schedule 1 to the Limited Liability Partnerships (Register of People with Significant Control) Regulations 2016.

[Designated Member]

S790D Notice: For a legal entity

Dear [ADDRESSEE], [DATE]

Register of People with Significant Control – Notice to a legal entity under section 790D of the Companies Act 2006 (the Act)⁵⁵**Interests in [LLP] [rights]**

We know or have cause to believe that you may be a registrable legal entity, as defined in section 790C of the Act in respect of [LLP].

We therefore require you, pursuant to section 790D of the Act, to provide us, in writing [including by email to the address shown above], within one calendar month of the date of this notice, the following information concerning your interest (within the meaning of Part 21A of the Act), if any, in [LLP]:

- (i) Whether or not you are a registrable legal entity within the meaning of this Part of the Act or a legal person to be regarded as an entity under section 790C(12) of the Act;
- (ii) If you are such an entity, to confirm or correct any of the following particulars, or to supply any that are missing:
 - [Name – i.e. corporate or firm name]
 - [Address of registered or principal office]
 - [Legal form of the person or entity and the law by which it is governed]
 - [If applicable, the register of companies in which it is entered (including details of the state) and its registration number in that register]
 - [Date on which it became a registrable person or registrable relevant legal entity in relation to [LLP]]
 - [The nature of its control over [LLP] as defined in Schedule 1A to the Act]

You should be aware that failure to provide the information required by this notice without a reasonable excuse is an offence under paragraph 13 of Schedule 1B to the Act. You should also be aware that provision of misleading, false or deceptive information is an offence under paragraphs 14A and 14B. If prosecuted you may be subject to fine, a prison sentence, or both. In addition, [LLP] may take action to restrict your control rights until such time as you have complied with this notice or provided a valid reason sufficient to justify your failure to do so.

Full details of your obligations under this Part of the Act can be found on the www.gov.uk website.

Yours [sincerely / faithfully],

[NAME]

⁵⁵ References to sections 790C and 790D of, and to paragraphs in Schedule 1B to the Companies Act 2006 are to those sections and paragraphs as applied to LLPs by Schedule 1 to the Limited Liability Partnerships (Register of People with Significant Control) Regulations 2016

[Designated Member]

S790DA Notice: For a person with knowledge of a PSC but no interest in the LLP

Dear [ADDRESSEE], [DATE]

Register of People with Significant Control – Notice to an individual under section 790DA of the Companies Act 2006 (the Act)⁵⁶

Interests in [LLP] [rights]

We know or have cause to believe that you may have knowledge of someone who is a registrable person, as defined in section 790C of the Act in respect of [LLP].

We therefore require you, pursuant to section 790DA of the Act, to provide us, in writing [including by email to the address shown above], within one calendar month of the date of this notice, the following information concerning your knowledge of interests (within the meaning of Part 21A of the Act), if any, in [LLP]:

(i) whether you know the identity of anyone who is such a registrable person or a legal entity, whether registrable or otherwise, as set out in section 790DA(2) of the Act, or anyone likely to have that knowledge and, in either case, to provide any of the particulars below that are within your knowledge, stating whether or not these particulars are being supplied with the knowledge of each of the persons or legal entities concerned.

- [Name]
- [Usual residential address]
- [Country, state or part of the United Kingdom in which they are normally resident]
- [Service address if applicable]
- [Nationality]
- [Date of Birth]
- [Any other means of contacting this person or entity]

And if you believe 790DA(2) of the Act applies:

- [Date on which they became a registrable person in relation to [LLP]]
- [The nature of their control over [LLP] as defined in Schedule 1A to the Act]

You should be aware that failure to provide the information required by this notice without a reasonable excuse is an offence under paragraph 13 of Schedule 1B to the Act. You should also be aware that provision of misleading, false or deceptive information is an offence under

⁵⁶ References to sections 790C and 790DA of, and to paragraphs in Schedule 1B to the Companies Act 2006 are to those sections and paragraphs as applied to LLPs by Schedule 1 to the Limited Liability Partnerships (Register of People with Significant Control) Regulations 2016.

paragraphs 14A and 14B. If prosecuted you may be subject to fine, a prison sentence, or both. Full details of your obligations under this Part of the Act can be found on the www.gov.uk website.

Yours [sincerely / faithfully],

[NAME]

[Designated Member]

S790E Notice: For an individual

Dear [ADDRESSEE], [DATE]

Register of People with Significant Control – Notice to an individual under section 790E of the Companies Act 2006 (the Act)⁵⁷

Interests in [LLP] [rights]

We have cause to believe that a change has occurred to the following particulars stated in respect of you on the PSC Register of [LLP].

We therefore require you, pursuant to section 790E of the Act, to provide us, in writing [including by email to the address shown above], within one calendar month of the date of this notice, the following information concerning your interest (within the meaning of Part 21A of the Act), if any, in [LLP]:

- (i) Whether or not any such change to the required particulars, as defined under section 790K of the Act has occurred;
- (ii) If so, the date of that change; and
- (iii) To confirm or correct the following particulars and supply any that are missing from this notice:
 - [Name]
 - [Usual residential address]
 - [Country, state or part of the United Kingdom in which you are normally resident]
 - [Service address if applicable]
 - [Nationality]
 - [Date of birth]
 - [Date on which you became a registrable person in relation to [LLP]]
 - [The nature of your control over [LLP] as defined in Schedule 1A to the Act]

You should be aware that failure to provide the information required by this notice without a reasonable excuse is an offence under paragraph 13 of Schedule 1B to the Act. You should also be aware that provision of misleading, false or deceptive information is an offence under paragraphs 14A and 14B. If prosecuted you may be subject to fine, a prison sentence, or both. In addition, [LLP] may take action to restrict your control rights until such time as you have complied with this notice or provided a valid reason sufficient to justify your failure to do so.

⁵⁷ References to sections 790E and 790K of, and to paragraphs in Schedule 1B to the Companies Act 2006 are to those sections and paragraphs as applied to LLPs by Schedule 1 to the Limited Liability Partnerships (Register of People with Significant Control) Regulations 2016

Full details of your obligations under this Part of the Act can be found on the GOV.UK website.

Yours [sincerely / faithfully],

[NAME]

[Designated Member]

S790E Notice: For a legal entity

Dear [ADDRESSEE], [DATE]

Register of People with Significant Control – Notice to a legal entity under section 790E of the Companies Act 2006 (the Act)⁵⁸

Interests in [LLP] [rights]

We have cause to believe that a change has occurred to the following particulars stated in respect of [ADDRESSEE] on the PSC Register of [LLP].

We therefore require you, pursuant to section 790E of the Act, to provide us, in writing [including by email to the address shown above], within one calendar month of the date of this notice, the following information concerning your interest (within the meaning of Part 21A of the Act), if any, in [LLP]:

- (i) Whether or not any such change to the required particulars, as defined under section 790K of the Act has occurred;
- (ii) If so, the date of that change; and
- (iii) To confirm or correct the following particulars and supply any that are missing from this notice:
 - [Name – i.e. corporate or firm name]
 - [Address of registered or principal office]
 - [Legal form of the person or entity and the law by which it is governed]
 - [If applicable, the register of companies in which it is entered (including details of the state) and its registration number in that register]
 - [Date on which it became a registrable person or registrable relevant legal entity in relation to [LLP]]
 - [The nature of its control over [LLP] as defined in Schedule 1A of the Act]

You should be aware that failure to provide the information required by this notice without a reasonable excuse is an offence under paragraph 13 of Schedule 1B to the Act. You should also be aware that provision of misleading, false or deceptive information is an offence under paragraphs 14A and 14B. If prosecuted you may be subject to fine, a prison sentence, or both. In addition, [LLP] may take action to restrict any control rights until such time as you have complied with this notice or provided a valid reason sufficient to justify your failure to do so.

Full details of your obligations under this Part of the Act can be found on the www.gov.uk website.

Yours [sincerely / faithfully],

⁵⁸ References to sections 790E and 790K of, and to paragraphs in Schedule 1B to the Companies Act 2006 are to those sections and paragraphs as applied to LLPs by Schedule 1 to the Limited Liability Partnerships (Register of People with Significant Control) Regulations 2016.

[NAME]

[Designated Member]

S790EA Notice: For an individual

Dear [ADDRESSEE], [DATE]

Register of People with Significant Control – Notice to an individual under section 790EA of the Companies Act 2006⁵⁹ (the Act)

Interests in [LLP] [type]

We have cause to believe that you have ceased to be a registrable person (a person with significant control) in respect of [LLP].

We therefore require you, pursuant to section 790EA of the Act, to provide us, in writing [including by email to the address shown above], within one calendar month of the date of this notice, the following information concerning your interest (within the meaning of Part 21A of the Act), if any, in [LLP]:

- (iii) Whether or not you have ceased to be a registrable person in respect of [LLP]
- (iv) If so, the date on which you ceased to be a registrable person in respect of [LLP]

You should be aware that failure to provide the information required by this notice without a reasonable excuse is an offence under paragraph 13 of Schedule 1B to the Act. You should also be aware that provision of misleading, false or deceptive information is an offence under paragraphs 14A and 14B. If prosecuted you may be subject to fine, a prison sentence, or both. In addition, [LLP] may take action to restrict your control rights until such time as you have complied with this notice or provided a valid reason sufficient to justify your failure to do so.

Full details of your obligations under this Part of the Act can be found on the www.gov.uk website.

Yours [sincerely / faithfully],

[NAME]

[Designated member]

⁵⁹ References to sections 790EA of, and to paragraphs in Schedule 1B to the Companies Act 2006 are to those sections and paragraphs as applied to LLPs by Schedule 1 to the Limited Liability Partnerships (Register of People with Significant Control) Regulations 2016.

S790EA Notice: For a legal entity

Dear [ADDRESSEE], [DATE]

Register of People with Significant Control – Notice to a legal entity under section 790EA of the Companies Act 2006⁶⁰ (the Act)

Interests in [LLP] [type]

We have cause to believe that you have ceased to be a registrable relevant legal entity in respect of [LLP].

We therefore require you, pursuant to section 790EA of the Act, to provide us, in writing [including by email to the address shown above], within one calendar month of the date of this notice, the following information concerning your interest (within the meaning of Part 21A of the Act), if any, in [LLP]:

- (iii) Whether or not you have ceased to be a registrable relevant legal entity in respect of [LLP]
- (iv) If so, the date on which you ceased to be a registrable relevant legal entity in respect of [LLP]

You should be aware that failure to provide the information required by this notice without a reasonable excuse is an offence under paragraph 13 of Schedule 1B to the Act. You should also be aware that provision of misleading, false or deceptive information is an offence under paragraphs 14A and 14B. If prosecuted you may be subject to fine, a prison sentence, or both. In addition, [LLP] may take action to restrict your control rights until such time as you have complied with this notice or provided a valid reason sufficient to justify your failure to do so.

Full details of your obligations under this Part of the Act can be found on the www.gov.uk website.

Yours [sincerely / faithfully],

[NAME]

[Designated member]

⁶⁰ References to sections 790EA of, and to paragraphs in Schedule 1B to the Companies Act 2006 are to those sections and paragraphs as applied to LLPs by Schedule 1 to the Limited Liability Partnerships (Register of People with Significant Control) Regulations 2016.

Warning notice

This must be accompanied by a copy of the s790D, s790DA, s790E or s790EA notice to which it relates

Dear [ADDRESSEE],

Register of People with Significant Control – Warning Notice Interests in [LLP] [rights]

On [DATE] we sent you a notice under section [790D / 790DA / 790E / 790EA] of the Companies Act 2006 (the Act)⁶¹ requiring that you provide us, in writing [including by email to the address shown above], within one calendar month, specified information concerning your interest (within the meaning of Part 21A of the Act), if any, in the [rights] of [LLP] or your knowledge of any person or legal entity that might have such an interest. A copy of the section [790D / 790DA / 790E / 790EA] notice we sent you is included with this letter.

You have failed to comply with your legal obligation to respond to this notice, notwithstanding our having written to you again on [DATE] to remind you of your obligation and of the legal penalties for failure to do so.

We are therefore writing to you pursuant to paragraph 1(2) of Schedule 1B to the Act to give you notice that, in consequence of your having failed to comply with the notice issued to you on [DATE] under section [790D / 790DA / 790E / 790EA] of the Act, [LLP] will issue you with a formal restrictions notice on or after [DATE] unless you have complied with the section [790D / 790DA / 790E / 790EA] notice issued to you on [DATE] within one calendar month of the date of this warning notice. We will consider any reasons you provide us with as to why you have failed to comply.

The effect of such a restrictions notice in respect of your relevant interest in [LLP] [rights] would be that:

- any transfer of your interest is void, as is any agreement to transfer your interest or (other than in a liquidation) any associated right
- no rights are exercisable in respect of your interest
- except in a liquidation, no payment may be made of sums due from the LLP in respect of your interest, whether in respect of capital or otherwise

When a restrictions notice has been issued the following acts, or failures to act, may constitute an offence:

- exercising or purporting to exercise any right to dispose of your interest
- exercising or purporting to exercise any right to dispose of any right to be issued with

⁶¹ References to sections 790D, 790DA, 790E and 790EA of, and to paragraphs in Schedule 1B to the Companies Act 2006 are to those sections and paragraphs as applied to LLPs by Schedule 1 to the Limited Liability Partnerships (Register of People with Significant Control) Regulations 2016.

your interest

- failing to notify a person entitled (apart from the restrictions) to vote in respect of your interest, whether as holder or proxy, who you do not know to be aware that your interest is subject to restrictions
- entering into an agreement to transfer your interest or any associated right (except in a liquidation)

Full details of your obligations under this Part of the Act and the penalties for failure to comply with them can be found on the www.gov.uk website.

We look forward to hearing from you by [DATE] to avoid the need for this further action.

Yours [sincerely / faithfully],

[NAME]

[Designated Member]

Restrictions notice

This must be accompanied by a copy of the preceding warning notice that was sent and a copy of the original s790D / 790DA / s790E/ s790EA notice

[DATE]

Dear [ADDRESSEE],

Register of People with Significant Control – Restrictions Notice

Interests in [LLP] [rights]

On [DATE] we sent you a notice under section [790D / 790DA / 790E/ 790EA] of the Companies Act 2006 (the Act)⁶² requiring that you provide us, in writing [including by email to the address shown above], within one calendar month of the date of this notice, specified information concerning your interest (within the meaning of Part 21A of the Act), if any, in the [rights] of [LLP] or your knowledge of any person or legal entity that might have such an interest.

On [DATE] we sent you a warning notice pursuant to paragraph 1(2) of Schedule 1B to the Act on [DATE]. Copies of both notices we have sent you are included with this notice.

You have persisted in your failure to comply with your legal obligation to comply with these notices or provide a valid reason for not doing so.

We are therefore writing to you pursuant to paragraph 1(3) of Schedule 1B to the Act to give you notice that, in consequence of these repeated failures, [LLP] hereby issues you with a **restrictions notice** pursuant to paragraphs 1(3) and 1(4) of Schedule 1B to the Act.

In accordance with paragraph 3 of Schedule 1B to the Act, the effect of this restrictions notice in respect of your interest in [LLP] is that, from the date of this **restrictions notice**:

- any transfer of your relevant interest is void, as is any agreement to transfer your interest or (other than in a liquidation) any associated right
- no rights are exercisable in respect of your relevant interest
- except in a liquidation, no payment may be made of sums due from the LLP in respect of your relevant interest, whether in respect of capital or otherwise

While this restrictions notice is in place the following acts, or failures to act, may constitute an offence:

- exercising or purporting to exercise any right to dispose of your interest
- exercising or purporting to exercise any right to dispose of any right to be issued with your interest
- voting in respect of your interest (whether as holder of the interest or as proxy)

⁶² References to sections 790D, 790DA, 790E and 790EA of, and to paragraphs in Schedule 1B to the Companies Act 2006 are to those sections and paragraphs as applied to LLPs by Schedule 1 to the Limited Liability Partnerships (Register of People with Significant Control) Regulations 2016.

- or appointing a proxy to vote in respect of your interest
- failing to notify a person entitled (apart from the restrictions) to vote in respect of your interest, whether as holder or proxy, who you do not know to be aware that your interest is subject to restrictions
- entering into an agreement to transfer your interest or any associated right (except in a liquidation)

Full details of your obligations under this Part of the Act and the penalties for failure to comply with them can be found on the www.gov.uk website.

Yours [sincerely / faithfully],

NAME

[Designated Member]

Withdrawal of restrictions notice

This must be given within 14 days of the day on which your company became required to withdraw the restrictions notice

[DATE]

Dear [ADDRESSEE],

Register of People with Significant Control – Restrictions Notice

Interests in [LLP] [rights]

We are writing to you pursuant to paragraph 11 of Schedule 1B to the Companies Act 2006 (the Act)⁶³ to give you notice that the **restrictions notice** issued on [DATE], pursuant to paragraphs 1(3) and 1(4) of Schedule 1B of the Act in respect of your relevant interest in the [rights] of [LLP], is withdrawn with effect from the date of this notice.

[The reason restrictions have been withdrawn].

Full details of your obligations under this Part of the Act and the penalties for failure to comply with them can be found on the www.gov.uk website.

Yours [sincerely / faithfully],

NAME

[Designated Member]

⁶³ References to paragraphs in Schedule 1B to the Companies Act 2006 are to those paragraphs as applied to LLPs by Schedule 1 to the Limited Liability Partnerships (Register of People with Significant Control) Regulations 2016.

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Department for Business and Trade

The Department for Business and Trade is an economic growth department. We ensure fair, competitive markets at home, secure access to new markets abroad and support businesses to invest, export and grow. Our priorities are the industrial strategy, make work pay, trade and the plan for small business.

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