

[<<Insert Company Name>> the "Company")

<<Insert Date>>

[By post/email]

Dear <<Insert Name>><sup>1</sup> on behalf of <<Insert Company Name>>,

**Statutory Notice: Register of People with Significant Control – notice to a relevant legal entity ("RLE") under section 790D(6) of the Companies Act 2006**

In accordance with Part 21A of the Companies Act 2006 and the Register of People with Significant Control Regulations 2017, the Company is under a duty to investigate, obtain information and verify the accuracy of the information to the best of its knowledge and belief that the Company has reasonable cause to believe may be a registrable entity under the Legislation. The Company has reasonable cause to believe that <<Insert Name>> is a registrable entity under the Legislation.

For your information, further brief details of the Legislation and registrable interests are attached as Annex 2 to this letter to help you better understand the context of this notice and why we are writing to you.

We therefore require you to complete and return the form by email to the address shown above] to the Company as soon as possible, but no later than <<Insert Date>>, being one calendar month after the date of this notice, providing information concerning your interest, if any, in the company:

- whether <<Insert RLE Company Name>> is a registrable RLE within the meaning of the Legislation;
- if so, whether <<Insert RLE Company Name>> holds the interest on its own behalf;
- whether the required particulars in Annex 1 to this Notice setting out the interest are accurate, correct and complete; and
- if Annex 1 is incorrect or incomplete, provide the correct and complete information.

If <<Insert RLE Company Name>> is acting on behalf of another party<sup>2</sup>, please provide the name of that party.

If <<Insert RLE Company Name>> is a relevant legal entity, please inform us of the identity of the entity or a registrable person within the meaning of section 790D(6) of the Companies Act 2006, or of anyone likely to have that knowledge and, in either case, provide the above particulars that are within your knowledge, stating whether the particulars are being supplied with the knowledge of each of the persons named.

<sup>1</sup> This will most likely be addressed to a director of the Company.

<sup>2</sup> This may be an individual or a relevant legal entity.

You should be aware that failure to disclose false information, is an offence under the Companies Act subject to a penalty of imprisonment, or a fine (or both). In addition, the Company may take action to control rights until such time as you have complied with this notice or provided sufficient to justify your failure to do so.

Full details of your obligations can be found on the [www.gov.uk](http://www.gov.uk) website.

We enclose a pro-forma reply slip to assist you in responding to us as promptly as possible.

We look forward to hearing from you.

Yours faithfully,

.....  
For and on behalf of<sup>3</sup>:

<<Insert Name of Company>> <<Insert Name of Company>> Limited>>

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<sup>3</sup> This must be signed by a director or secretary of the company.

Article 3 of the Companies (Registration of Relevant Legal Entities) (Amendment) Regulations 2016	
Required Particulars	Company Name>>
Name of legal entity, i.e corporate name	Insert Relevant Details>>
Registered or principal office address	Insert Relevant Details>>
Legal form of entity and law by which it is governed	Insert Relevant Details>>
If applicable, any register in which the entity is registered and its registration number <sup>4</sup>	Insert Relevant Details>>
Date RLE first became registrable	Insert Relevant Details>>
Nature of control <sup>6</sup>	Insert Relevant Details>>

<sup>4</sup> If the RLE is entered on another register in the UK (including companies in another country), this must be noted

<sup>5</sup> For companies incorporated prior to the regime change

<sup>6</sup> There are 5 conditions set out in the legislation for control. You must identify which of the conditions are relevant and include all of these. For information on relevant

in the UK or overseas (the central public register of

which will be 6<sup>th</sup> April 2016.

must identify which of the conditions are relevant and include all of these. For information on relevant

## Brief overview of the Legislation

## people with significant control

The below is a brief summary of the new requirements for people with significant control. This notice is sent to you and is for information only. It is not legal advice and should not be relied on as such. If in doubt contact a solicitor.

Following the introduction of the new requirements relating to the keeping of a register of people with significant control, you may receive a notice from us in replying to the notice we have sent you. This notice is for information only and should not be relied on as such. If in doubt contact a solicitor.

Further information is available at <https://www.gov.uk/government/consultations/notice-to-people-with-significant-control>

- The Small Business, Enterprise and Employment Act 2015 (“SBEE”) has materially reformed UK company law. The SBEE introduces new requirements for companies (& LLPs) to disclose information about people with significant control over them. This applies to all companies as well as tackling money laundering.
- The statutory PSC register of people who ultimately control a company are identified.
- Broadly the only exempt companies are those listed on the Stock Exchange (and AIM) and those with their own set of disclosure and transparency rules.

The Small Business, Enterprise and Employment Act 2015 (“SBEE”) has materially reformed UK company law. The SBEE introduces new requirements for companies (& LLPs) to disclose information about people with significant control over them. This applies to all companies as well as tackling money laundering.

The new requirements apply to all companies, regardless of whether they are public or private, and whether their shares are listed on the London Stock Exchange or not.

Companies listed on the London Stock Exchange have their own stringent set of disclosure and transparency rules.

The **new requirements** require companies to:

- Keep a PSC register;
- Take reasonable steps to identify people who ultimately control the company;
- Record the PSC’s details in the register;
- Make the register available to the public;
- From 30th June 2016, provide the register to Companies House.

Companies should be registered on the PSC register.

to date;

and

Companies House.

Even if a company has no interest in the company, it must still keep a register. Criminal sanctions apply to companies that fail to do so.

Even if a company is dormant, it must still keep a register.

### Identifying PSCs

A PSC is an individual who satisfies any of the following conditions:

conditions:

- directly or indirectly holds more than 25% of the company’s shares;
- directly or indirectly holds more than 25% of the company’s voting rights;
- directly or indirectly holds more than 25% of the company’s directors;
- has the right to exercise, or actually exercises, significant influence or control over the company; or

shares in the company;

voting rights in the company;

remove a majority of the board of directors;

significant influence or control over the company.

- has the right to exercise, or the activities of a trust or firm, the first four tests in relation to

The Government has provided s which can be accessed at [www.gov.uk](http://www.gov.uk)

The provisions also recognise that with control, if such a legal entity in relation to the company if it were disclosure requirements, it must be

The details of what needs to be relevant legal entity are set out in

### Why are we sending you this notice

A company must take reasonable including by giving notice to an reasonable cause to believe to requesting information on anyone believe knows the identity of a PS

PSCs/RLEs are also under an obligation and keep the company up to date.

Failure to comply with such duties

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significant influence or control over ty which would itself satisfy any of re an individual.

the meaning of significant control

entities (as opposed to individuals) e of the conditions listed above in legal entity is subject to its own y's PSC register.

y's PSC register in relation to a

confirm registrable PSCs and RLEs, RLE the company knows or has can also include giving notices ows or has reasonable cause to e likely to have that knowledge.

notify the company of their status