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We are writing to inform you that the Companies Act 2006 and the Register of People with Significant Interests (the "Legislation") require any person or relevant legal entity that has a significant interest in a company to supply information to us if they know, or are reasonably expected to know, that they have or may have a registrable interest under the Legislation.

For your information, further brief information on the Legislation and registrable interests are attached as Annex 2 to this letter. To date, we have not sent you the letter to better understand the context of this letter under the Legislation.

- notify us of your status (as an individual or relevant legal entity) in relation to the Company;
- state the date, to the best of your knowledge, on which you acquired that status; and
- give us the required particulars of the persons or entities referred to in Part 1 to this letter. Part A concerns individual persons of significant influence and Part B concerns relevant legal entities.

If you hold your interest on behalf of a third party, please provide us with the relevant contact details for that party.

If you are not such a registrable person, you must provide details of anyone who is such a registrable person, whether or not you have any knowledge within the meaning of section 790A of the Companies Act 2006, of that person's knowledge and, in either case, please provide details of any persons who are within your knowledge, stating whether you know the identity of each of those persons and whether registrable or otherwise, and whether you know the identity of any person likely to have that knowledge, and the particular facts and particulars set out in Annex 1 that are being supplied with regard to each of those persons concerned.

You should be aware that failure to provide the information required by this letter, or to disclose false information, is an offence under section 175 of the Companies Act 2006 (or paragraph 13 of Schedule 1B to the Companies Act 2006 in the case of a company incorporated in the United Kingdom) which is punishable by imprisonment, or a fine (or both). In addition, the Company may take such action as it thinks fit to protect its control rights until such time as you have provided us with this information and good reason sufficient to justify your failure to do so.

Full details of your potential obligations are available on the [www.gov.uk](https://www.gov.uk) website.

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We enclose a pro-forma response to assist you in responding to us as promptly as possible should you so desire.

If the duty referred to above applies to you, you are required under the Legislation to provide the information within one month of the date of the notice. The conditions in section 790G(1)(a) to (e) of the Companies Act were first introduced in 2012.

We look forward to hearing from you.

Yours faithfully,

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For and on behalf of<sup>2</sup>:

<<Insert Company Name Limited>

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<sup>2</sup> The notice should be signed by a director or secretary of the company.

Part A: Required Particulars for <<

<b>Name</b>	levant details>>
<b>Service Address</b>	levant details>>
<b>Country/State/Part of UK where</b>	levant details>>
<b>Nationality</b>	levant details>>
<b>Date of Birth</b>	levant details>>
<b>Usual residential address</b>	levant details>>
<b>Date first became registrable<sup>3</sup></b>	levant details>>
<b>Nature of control<sup>4</sup></b>	levant details>>
<b>Restrictions in force<sup>5</sup></b>	levant details>>

<sup>3</sup> For existing companies completing a PSC register

<sup>4</sup> There are 5 conditions set out in the legislation for and include all of these. For information on relevant

<sup>5</sup> If the individual has applied to the registrar of companies must be stated.

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

ust identify which of the conditions are relevant  
ance Note. The official wording must be used.

disclosure of these particulars to be restricted, this

Part B: Required Particulars for <<

<b>Name of legal entity, i.e corporate name</b>	levant details>>
<b>Registered or principal office address</b>	levant details>>
<b>Legal form of entity and law by which governed</b>	levant details>>
<b>If applicable, any register in which appears (including details of its registration number<sup>6</sup>)</b>	levant details>>
<b>Date RLE first became registrable</b>	levant details>>
<b>Nature of control<sup>8</sup></b>	levant details>>

<sup>6</sup> If the RLE is entered on another register in the UK (or overseas (the central public register of companies in another country)), this must be noted

<sup>7</sup> For companies incorporated prior to the regime change

<sup>8</sup> There are 5 conditions set out in the legislation for companies to be eligible for the simplified regime and include all of these. For information on relevant

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## Brief overview of the Legislation ("PSCs")

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

Further information is available on the Companies House website.

- The Small Business, Enterprise and Employment Act 2015 ("SBEE") has materially reformed UK company law and introduced significant changes inserted by the SBEE into the Companies Act 2006, requiring 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 requires details of individuals who ultimately control a company are identified and recorded.
- 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 **new requirements** require companies to:

- Keep a PSC register;
- Take reasonable steps to identify individuals who should be registered on the PSC register;
- Record the PSC's details and keep the register up to date;
- Make the register available to Companies House.
- From 30th June 2016, provide information to Companies House.

Even if a company has no interest in the company (i.e. is dormant), it must still keep a register. Criminal sanctions apply for non-compliance.

## Identifying PSCs

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

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

people with significant control

ing to the keeping of a register of people with significant control. This letter is for information only and should not be relied on as such. If in doubt contact a solicitor.

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Companies House.

is dormant), it must still keep a

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ing rights in the company;

remove a majority of the board of

gnificant influence or control over

- 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 legal entity w relation to the company if it we disclosure requirements, it must b

The details of what needs to be r 1.

### **Why are we sending you this letter**

A company must take reasonable by giving notice to any registrable believe to be registrable. This ca anyone who the company knows PSC or knows someone likely to h

PSCs are also under an obligation 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.

PSC register are set out in Annex

confirm registrable PSCs, including ows or has reasonable cause to tices requesting information from to believe knows the identity of a

company of their status and keep