

**2021 No. 1272**

**NATIONAL SECURITY**

**The National Security and Investment Act 2021 (Prescribed  
Form and Content of Notices and Validation Applications)  
Regulations 2021**

<i>Made</i>	- - - -	<i>15th November 2021</i>
<i>Laid before Parliament</i>		<i>16th November 2021</i>
<i>Coming into force</i>	- -	<i>4th January 2022</i>

The Secretary of State makes these Regulations in exercise of the powers conferred by sections 14(4), 16(3) and 18(4) of the National Security and Investment Act 2021(a).

**Citation, commencement and extent**

1.—(1) These Regulations may be cited as the National Security and Investment Act 2021 (Prescribed Form and Content of Notices and Validation Applications) Regulations 2021 and come into force on 4th January 2022.

(2) These Regulations extend to England and Wales, Scotland and Northern Ireland.

**Interpretation**

2. In these Regulations—

“the Act” means the National Security and Investment Act 2021;

“body” means a body corporate, a partnership or an unincorporated association other than a partnership;

“dual-use items” means goods and technology, including software or information (other than information in the public domain), the export or transfer of which is controlled by virtue of their being specified in the relevant export control legislation;

“national infrastructure sector” means one of the following sectors listed by the Centre for the Protection of National Infrastructure as being sectors capable of containing critical national infrastructure(b)—

- (a) chemicals,
- (b) civil nuclear,
- (c) communications,
- (d) defence,
- (e) emergency services,

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(a) 2021 c. 25.

(b) <https://www.cpi.gov.uk/critical-national-infrastructure-0> as updated on 20th April 2021.

- (f) energy,
- (g) finance,
- (h) food,
- (i) government,
- (j) health,
- (k) space,
- (l) transport, and
- (m) water;

“notifying party” means the person who submits a mandatory notice, a validation application or a voluntary notice<sup>(a)</sup>;

“relevant export control legislation” means—

- (n) Annex 1 to Council Regulation (EC) No. 428/2009 of 5 May 2009 setting up a Community regime for the control of exports, transfer, brokering and transit of dual-use items<sup>(b)</sup>,
- (o) the Schedule to the Export of Radioactive Sources (Control) Order 2006<sup>(c)</sup>, and
- (p) Schedules 2 and 3 to the Export Control Order 2008<sup>(d)</sup>,

“representative” means a person who has been appointed to act on behalf of another person in connection with the giving of documents under the Act.

### **Prescribed form and content of a mandatory notice**

**3.** A mandatory notice must be in writing and contain—

- (a) the information specified in Part 1 of Schedule 1,
- (b) a declaration that the information provided in the notification is true and complete to the notifying party’s knowledge, in the form set out in paragraph 39 of Part 2 of Schedule 1 and referred to as Declaration A, and
- (c) where the notifying party has appointed a representative, a declaration that the notifying party confirms that the representative is authorised to submit the notice and to accept service, in the form set out in paragraph 40 of Part 2 of Schedule 1 and referred to as Declaration B.

### **Prescribed form and content of a voluntary notice**

**4.** A voluntary notice must be in writing and contain—

- (a) the information specified in Part 1 of Schedule 2,
- (b) a declaration that the information provided in the notification is true and complete to the notifying party’s knowledge, in the form set out in paragraph 58 of Part 2 of Schedule 2 and referred to as Declaration A, and
- (c) where the notifying party has appointed a representative, a declaration that the notifying party confirms that the representative is authorised to submit the notice and to accept service, in the form set out in paragraph 59 of Part 2 of Schedule 2 and referred to as Declaration B.

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(a) See section 65 of the Act for the meanings of mandatory notice, validation application and voluntary notice.

(b) EUR 2009/428 as amended by S.I. 2019/771.

(c) S.I. 2006/1846, to which there are amendments not relevant to these Regulations.

(d) S.I. 2008/3231; Schedule 2 was substituted by S.I. 2017/85 and subsequently amended by S.I. 2017/697, 2018/165, 2018/939 and 2019/989 and Schedule 3 was substituted by S.I. 2010/2007 and subsequently amended by S.I. 2012/1910, 2014/1069, 2015/940, 2017/85, 2018/939, 2019/137, 2019/1159 and 2020/1502.

## **Prescribed form and content of a validation application**

5. A validation application must be in writing and—
- (a) contain the information specified in Part 1 of Schedule 3,
  - (b) a declaration that the information provided in the application is true and complete to the notifying party's knowledge, in the form set out in paragraph 48 of Part 2 of Schedule 3 and referred to as Declaration A, and
  - (c) where the notifying party has appointed a representative, a declaration that the notifying party confirms that the representative is authorised to submit the application and to accept service, in the format set out in paragraph 49 of Part 2 of Schedule 3 and referred to as Declaration B.

15th November 2021

*Callanan*  
Parliamentary Under Secretary of State  
Department for Business, Energy and Industrial Strategy

## **SCHEDULE 1**

Regulation 3

### **PART 1**

#### **Information required in a mandatory notice**

##### **Notifying party name and contact details**

1. The acquirer's(a) full name.
2. The acquirer's address.
3. Where the acquirer is an entity, the full name of an individual who holds or occupies a position in relation to the entity and who can be contacted in relation to the notice and the following information in relation to that individual—
  - (a) the position held in the entity,
  - (b) email address, and
  - (c) telephone number.
4. Where the acquirer has authorised a representative to submit the form and to accept service under the Act, the following information in relation to the representative—
  - (a) full name,
  - (b) business name,
  - (c) address,
  - (d) email address,
  - (e) telephone number, and
  - (f) details of the relationship between the representative and the acquirer.

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(a) See section 5(2) of the Act for the meaning of "acquirer".

### **Additional acquirers**

**5.**—(1) Where there is more than one acquirer involved in the acquisition, the information set out in subparagraphs (2) to (4), if known.

(2) The following information about each additional acquirer—

- (a) name,
- (b) address, and
- (c) telephone number.

(3) Where an additional acquirer is an entity, the full name, of an individual who holds or occupies a position in relation to the entity and who can be contacted in relation to the notice, and the following information in relation to that individual—

- (a) the position held in the entity,
- (b) email address, and
- (c) telephone number.

(4) The control thresholds set out in subsections (2), (5) and (6) of section 8 of the Act which are expected to be met by the additional acquirer and a description of the shares or voting rights expected to be acquired by the additional acquirer.

### **Related notifications**

**6.** A statement of whether the acquirer (or in a case where there is more than one acquirer any of the acquirers) has submitted a notification to any overseas investment screening regimes within the last 12 months and specifying, if applicable, the following information about the notification—

- (a) the name of the investment screening regime,
- (b) the country, and
- (c) any applicable case numbers or reference numbers.

### **Acquisition details**

**7.** The areas of the economy as set out in the headings to the Schedules to the National Security and Investment Act 2021 (Notifiable Acquisition) (Specification of Qualifying Entities) Regulations 2021<sup>(a)</sup> in which the qualifying entity carries on activities and a description of those activities.

**8.** The control thresholds set out in subsections (2), (5) and (6) of section 8 of the Act which are expected to be met and provide a description of the shares or voting rights expected to be acquired by the acquirer.

**9.** The expected date of completion of the acquisition being notified.

### **Regulatory approvals**

**10.** If applicable, the following information about any approvals given by a regulatory authority in the United Kingdom (including any approvals already given) required prior to completion of the acquisition—

- (a) the name of the regulatory authority,
- (b) details of the nature of the approval, and
- (c) any key dates associated with those approvals.

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(a) S.I. 2021/1264.

### **Details of the qualifying entity**

- 11.** The qualifying entity's full name.
- 12.** The qualifying entity's address.
- 13.** If applicable, the qualifying entity's website address.
- 14.** If known, the full name of an individual who holds or occupies a position in relation to the qualifying entity and who can be contacted in relation to the notice and the following information about that person—
  - (a) the position held in the qualifying entity,
  - (b) email address, and
  - (c) telephone number.
- 15.** If the qualifying entity is registered in the United Kingdom, the following information—
  - (a) the Companies House registration number, and
  - (b) the Standard Industrial Classification code<sup>(a)</sup>.
- 16.** If the qualifying entity is formed or recognised under the law of a country or territory outside the United Kingdom, the following information in relation to the qualifying entity –
  - (a) the country of incorporation, and
  - (b) the full registration details within the country of incorporation.
- 17.** A description of the activities which the qualifying entity carries out.
- 18.** If known, a statement as to whether the qualifying entity is authorised to receive and/or store information which has been given a United Kingdom government security classification<sup>(b)</sup> and, if it is, the following information—
  - (a) the classification level,
  - (b) the government department, agency or public body from which the information came, and
  - (c) a description of the information held by the qualifying entity under the authorisation.
- 19.** A statement as to whether the qualifying entity requires any licences to operate within the areas of the economy as set out in the headings to the Schedules to the National Security and Investment Act 2021 (Notifiable Acquisition) (Specification of Qualifying Entities) Regulations 2021 in the United Kingdom and, if it does, the following information in relation to each licence—
  - (a) the licence name,
  - (b) the name of the issuer of the licence, and
  - (c) the date when the licence was issued.
- 20.** If known, a statement as to whether the qualifying entity owns or holds any dual-use items and, if it does, the name of each item and a description.
- 21.** A statement as to whether the qualifying entity currently supplies, or in the past five years, has supplied, goods or services to a United Kingdom government department, agency or public body that relates to any one or more of the following areas—
  - (a) defence,
  - (b) national security responsibilities,
  - (c) law enforcement,
  - (d) national infrastructure.

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(a) The Standard Industrial Classification code provided on the filing of the qualifying entity to Companies House. The codes are available on <https://www.gov.uk/government/publications/standard-industrial-classification-of-economic-activities-sic>.

(b) Government Security Classifications, Version 1.1 May 2018, downloadable from [www.gov.uk](http://www.gov.uk).

**22.** If the qualifying entity supplies, or has supplied, goods or services for the purposes of paragraph 21, the following information—

- (a) the name of the government department, agency or public body,
- (b) a description of the supply relationship, and
- (c) a statement of which of the areas referred to in paragraph 21 the supply relationship relates to.

**23.** A statement as to whether the qualifying entity currently, or in the past five years, has undertaken any research and development project that has been partly or wholly funded by any United Kingdom government department, agency or public body that relates to any one or more of the areas referred to in paragraph 21.

**24.** If the qualifying entity undertakes, or has undertaken, a research and development project as described in paragraph 23, the following information—

- (a) the name of the research and development project,
- (b) a description of the research and development undertaken,
- (c) a statement of which area in paragraph 21 it relates to, and
- (d) the name of the United Kingdom government department, agency or public body that provided the funding.

**25.** A statement as to whether, if known, the qualifying entity is party to any contracts which require personnel of the qualifying entity to hold national security vetting security clearance and, if so, the following information, if known—

- (a) the level of clearances held, and
- (b) the number of personnel holding that level of clearance.

### **Ownership and structure of the qualifying entity**

**26.** The following information about the pre-acquisition structure of the qualifying entity which must be provided in a chart attached to the notice—

- (a) the full names of shareholders with share ownership or voting rights of 5% or more specifying the percentage held by each, and
- (b) the nationality (for individuals) or country of incorporation or constitution (for entities) of any shareholder listed in subparagraph (a).

**27.** The following details of the expected post-acquisition structure of the qualifying entity which must be provided in a chart attached to the notice—

- (a) the full names of shareholders with share ownership or voting rights of 5% or more specifying the percentage held by each, and
- (b) the nationality (for individuals) or country of incorporation or constitution (for entities) of any shareholders listed in subparagraph (a).

**28.** A statement as to whether any non-United Kingdom government has a direct or indirect role in the operation or decision making of the qualifying entity and, if it has, the following information in relation to each non-United Kingdom government—

- (a) the name of the non-United Kingdom government or representative, and
- (b) a description of the non-United Kingdom government's role and interests.

### **Details of the acquirer**

**29.** A statement as to whether the acquirer is an individual or an entity.

**30.** The acquirer's nationality (for individuals) or country of incorporation or constitution (for entities).

- 31.** Where the acquirer is an entity, the following information—
- (a) if the acquirer is registered in the United Kingdom, the following information—
    - (i) the Companies House registration number, and
    - (ii) the Standard Industrial Classification code.
  - (b) if the acquirer is formed or recognised under the law of a country or territory outside the United Kingdom, the following information—
    - (i) the country of incorporation, and
    - (ii) the full registration details within the country of incorporation.
- 32.** A description of the activities that the acquirer carries out.
- 33.** A statement as to whether any non-United Kingdom government or any person acting on behalf of a non-United Kingdom government has any share ownership or voting rights in the acquirer and, if it has, the following information—
- (a) the name of the non-United Kingdom government or the full name of the person acting on behalf of the non-United Kingdom government, and
  - (b) information on the amount of share ownership or voting rights held in the acquirer.
- 34.** A statement of whether any non-United Kingdom government has a direct or indirect role in the operation or decision-making of the acquirer and, if it has, the following information in relation to each non-United Kingdom government—
- (a) the name of the non-United Kingdom government or the full name of the person acting on behalf of the non-United Kingdom government, and
  - (b) a description of the government's role and interests.
- 35.** A statement as to whether there will be any contractual arrangements in place regarding share ownership or voting rights between the acquirer and any other party in relation to the qualifying entity once the proposed acquisition has been completed and a description of any such contractual arrangements.
- 36.** If applicable, the following information about the structure of the acquirer which must be provided in a chart attached to the notice—
- (a) the full names of shareholders with share ownership or voting rights of 5% or more specifying the percentage held by each, and
  - (b) the country of nationality (for individuals) or country of incorporation or constitution (for entities) of any shareholders listed in subparagraph (a).
- 37.** Where the acquirer will be acquiring indirect control over the qualifying entity, a statement—
- (a) confirming that indirect control is to be acquired, and
  - (b) specifying the chain of entities which holds an interest or right in the acquirer, up to the last entity which holds the interest or right.
- 38.** A statement of whether the acquirer has a board of directors and if applicable, the following information about each of the members of the board of directors or equivalent within the acquirer at the time of submitting the notification—
- (a) the individual's full name,
  - (b) the individual's date of birth,
  - (c) the position held within the acquirer, and

- (d) whether the person is classified as a politically exposed person (PEP) within the meaning given in regulation 35(12)(a) and (14) of the Money Laundering, Terrorist Financing and Transfer of Funds (Information on the Payer) Regulations 2017/692(a).

## PART 2

### Declarations

#### Form of Declaration A

39. The form of Declaration A is—

**“Declaration A**

I declare that, to the best of my knowledge and belief, the information given in response to the questions in this Notice is true, correct, and complete in all material respects.

I understand that:

It is a criminal offence under section 34 of the National Security and Investment Act 2021 for a person recklessly or knowingly to supply to the Secretary of State information which is false or misleading in any material respect. This includes supplying such information to another person knowing that the information is to be used for the purpose of supplying information to the Secretary of State.

Signed:

Name: (block letters)

Position: (block letters)

Date:”

#### Form of Declaration B

40. The form of Declaration B is—

**“Declaration B**

I confirm that [full name of the representative] is authorised for the purpose of the acquisition described in this mandatory notice to submit this notice I hereby specify [the [email] address of the representative named in the notification] as an [email] address at which [name of the notifying party] will accept service of documents of any kind in connection with the National Security and Investment Act 2021 in relation to this Notice.

Signed:

Name: (block letters)

Position: (block letters)

Date:”

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(a) S.I. 2017/692, to which there are amendments not relevant to these Regulations.



**PART 1**

## Information required in a voluntary notice

**Notifying party name and contact details**

1. A statement setting out whether the notifying party is the acquirer, seller or qualifying entity.
2. The notifying party's full name.
3. The notifying party's address.
4. Where the notifying party is an entity, the full name of an individual who holds or occupies a position in relation to the entity and who can be contacted in relation to the notice and the following information in relation to that individual—
  - (a) the position held in the notifying party,
  - (b) email address, and
  - (c) telephone number.
5. Where the notifying party has authorised a representative to submit the form and accept service, the following information in relation to the representative—
  - (a) full name,
  - (b) business name,
  - (c) address,
  - (d) email address,
  - (e) telephone number, and
  - (f) the relationship between the representative and the notifying party.

**Acquirer's name and contact details**

6. A statement as to whether there is more than one acquirer.
7. If the notifying party is not the acquirer, the following information in relation to the acquirer—
  - (a) full name, and
  - (b) address.
8. Where the acquirer is an entity, the full name, if known, of an individual who holds or occupies a position in relation to the entity and who can be contacted in relation to the notice, and the following information in relation to that individual—
  - (a) the position held in the entity,
  - (b) email address, and
  - (c) telephone number.
9. The control thresholds set out in subsections (2), (5) and (6) of section 8 or section 9 of the Act which are or are expected to be met by the acquirer and a description of the shares or voting rights being acquired by the acquirer.
10. Where the acquirer has authorised a representative to accept service under the Act on behalf of the acquirer, the following information in relation to the representative—
  - (a) full name,

- (b) business name,
- (c) address,
- (d) email address,
- (e) telephone number, and
- (f) details of the relationship between the representative and the acquirer.

**11.** Where there is more than one acquirer involved in this acquisition, the information specified in paragraphs 7 to 10 must be provided in relation to each additional acquirer.

### **Related notifications**

**12.** If known, a statement of whether the acquirer (or in a case where there is more than one acquirer, any of the acquirers) has submitted a notification to any overseas investment screening regimes within the last 12 months and specifying, if applicable, the following information about the notification—

- (a) the name of the investment screening regime,
- (b) the country, and
- (c) any case numbers or reference numbers given.

### **Acquisition details**

**13.** A statement specifying—

- (a) whether the acquisition is in contemplation, in progress or has taken place,
- (b) whether the notice is related to the acquisition of a qualifying asset or a qualifying entity, and
- (c) if known, the date or the expected date of completion of the acquisition being notified.

**14.** If applicable, the following information about any approvals from a regulatory authority in the United Kingdom (including any approvals already given) required prior to completion of the acquisition—

- (a) the name of the regulatory authority, and
- (b) details of the nature of the approval, and
- (c) any key dates associated with those approvals.

### **Details of the qualifying entity being acquired (to be provided in relation to an entity acquisition only)**

**15.** The qualifying entity's full name.

**16.** The qualifying entity's address.

**17.** If applicable, the qualifying entity's website address.

**18.** If known, the full name of an individual who holds or occupies a position in relation to the qualifying entity and who can be contacted in relation to the notice and the following information about that person—

- (a) the position held in the qualifying entity,
- (b) email address, and
- (c) telephone number.

**19.** If the qualifying entity is registered in the United Kingdom, the following information—

- (a) the Companies House registration number, and
- (b) the Standard Industrial Classification code.

**20.** If the qualifying entity is formed or recognised under the law of a country or territory outside the United Kingdom, the following information in relation to the qualifying entity—

- (a) the country of incorporation, and
- (b) the full registration details within the country of incorporation.

**21.** A description of the activities or services the qualifying entity provides or carries out.

**22.** If known, a statement as to whether the qualifying entity is authorised to receive and/or store information which has been given a United Kingdom government security classification and, if it is, the following information—

- (a) the classification level,
- (b) the government department, agency or public body from which the information came, and
- (c) a description of the information held by the qualifying entity under the authorisation.

**23.** If known, a statement as to whether the qualifying entity holds any licences to operate in the United Kingdom and, if it does, the following information—

- (a) the licence name,
- (b) the name of the issuer of the licence, and
- (c) the date when the licence was issued.

**24.** If known, a statement as to whether the qualifying entity owns or holds any dual-use items and, if it does, provide the name of each item and a description.

**25.** If known, a statement as to whether the qualifying entity currently supplies, or in the past five years, has supplied goods or services to a United Kingdom government department, agency or public body that relates to any one or more of the following areas—

- (a) defence,
- (b) national security responsibilities,
- (c) law enforcement, or
- (d) national infrastructure.

**26.** If the entity does supply, or has supplied, goods or services for the purposes of paragraph 25, the following information—

- (a) the name of the department, agency or public body,
- (b) a description of the supply relationship, and
- (c) a statement of which of the areas referred to in paragraph 25 the supply relationship relates to.

**27.** If known, a statement as to whether the qualifying entity currently, or in the past five years, has undertaken any research and development project that has been partly or wholly funded by any United Kingdom government department, agency or public body that relates to any one or more of the areas referred to in paragraph 25.

**28.** If the qualifying entity undertakes, or has undertaken a research and development project for the purposes of paragraph 27, the following information—

- (a) the name of the research and development project,
- (b) a description of the research and development undertaken,
- (c) a statement of which area in paragraph 25 it relates to, and
- (d) the name of the United Kingdom government department, agency or public body that provided the funding.

**29.** If known, a statement as to whether, the qualifying entity is party to any contracts which require personnel of the qualifying entity to hold national security vetting security clearance and, if so, the following information—

- (a) the level of clearances held; and
- (b) the number of personnel holding that level of clearance.

**Ownership and structure of the qualifying entity**

**30.** The following information about the pre-acquisition structure of the qualifying entity which must be provided in a chart attached to the notice—

- (a) the full names of shareholders with share ownership or voting rights of 5% or more specifying the percentage held by each, and
- (b) the nationality (for individuals) or country of incorporation or constitution (for entities) of any shareholder listed in subparagraph (a).

**31.** The following details of the expected post-acquisition structure of the qualifying entity which must be provided in a chart attached to the notice—

- (a) the full names of shareholders with share ownership or voting rights of 5% or more specifying the percentage held by each, and
- (b) the nationality (for individuals) or country of incorporation or constitution (for entities) of any shareholders listed in subparagraph (a).

**32.** If known, a statement as to whether any non-United Kingdom government has a direct or indirect role in the operation or decision making of the qualifying entity and, if it has, the following information in relation to each non-United Kingdom government—

- (a) the name of the non-United Kingdom government or representative, and
- (b) a description of the non-United Kingdom government's role and interests.

**Details of the qualifying asset being acquired (to be provided in relation to an asset acquisition only)**

**33.** The category of a qualifying asset set out in subsection (4) of section 7 of the Act that the asset belongs to.

**34.** The location of the qualifying asset.

**35.** A description of the qualifying asset.

**36.** If known, a statement as to whether the qualifying asset has been given a United Kingdom government security classification and if it has, the following information—

- (a) the classification level,
- (b) the government department, agency or public body from which the classification came, and
- (c) the reasons why the qualifying asset has a United Kingdom government security classification.

**37.** If a licence is required to operate the qualifying asset in the United Kingdom, details of—

- (a) the licence name,
- (b) the name of the issuer of the licence, and
- (c) the date when the licence was issued.

**38.** If known, a statement as to whether the qualifying asset is considered a dual-use item and if it is, provide the name of the item and a description.

**39.** If known, a statement as to whether the qualifying asset is used to gather and/or hold data on United Kingdom citizens and, if it does, provide a description of the data gathered or held.

**40.** If known, a statement as to whether the qualifying asset holds any United Kingdom or internationally recognised standards, accreditations or certification.

**41.** If known, in case of a qualifying asset which is land or tangible (or, in Scotland, corporeal) moveable property, the full names of any person who has previously gained control over the qualifying asset before the acquisition takes place, which must be provided in a chart attached to the notice.

**42.** Specify the following information on the structure of the qualifying asset after the acquisition, in a chart attached to the notification—

- (a) full names of those with rights or interests in the qualifying asset before the acquisition (if known), and
- (b) specify the changes in rights or interests held in the qualifying asset as a result of the acquisition.

**43.** If known, a statement as to whether any non-United Kingdom government has a direct or indirect role in the control of the asset and, if it has, provide the name of the non-United Kingdom government and describe their role and interests.

**44.** If known, a statement as to whether there will be any contractual arrangements in place regarding share ownership or voting rights between the acquirer and any other party once the acquisition will have been completed.

#### **Details of the acquirer**

**45.** The acquirer's full name.

**46.** A statement as to whether the acquirer is an individual or an entity.

**47.** The country of incorporation or constitution (for entities) or the country of nationality (for individuals) of the acquirer.

**48.** If the acquirer is a qualifying entity registered in the United Kingdom, the following information—

- (a) the Companies House registration number, and
- (b) the Standard Industrial Classification code.

**49.** If the acquirer is formed or recognised under the law of a country or territory outside the United Kingdom, the following information—

- (a) the country of incorporation, and
- (b) the full registration details within the country of incorporation.

**50.** A description of the acquirer's main activities, products or services.

**51.** If known, a statement as to whether any non-United Kingdom government or any person acting on behalf of a non-United Kingdom government has any share ownership or voting rights in the acquirer and, if it has, the following information—

- (a) the name of the non-United Kingdom government or the full name of the person acting on behalf of the non-United Kingdom government, and
- (b) information on share ownership or voting rights held in the acquirer.

**52.** If known, a statement as to whether any non-United Kingdom government has a direct or indirect role in the operation or decision making of the acquirer and, if it has, the following information in relation to each non-United Kingdom government—

- (a) the name of the non-United Kingdom government or the full name of the person acting on behalf of the non-United Kingdom government, and
- (b) a description of the non-United Kingdom government's role and interests.

**53.** If known, a statement as to whether there will be any contractual arrangements in place regarding share ownership or voting rights between the acquirer and any other party in relation to

the qualifying entity once the proposed acquisition has been completed and a description of any such contractual arrangements.

**54.** If applicable, the following information about the structure of the acquirer which must be provided in a chart attached to the notice—

- (a) the full names of shareholders with share ownership or voting rights of 5% or more specifying the percentage held by each, and
- (b) the country of nationality (for individuals) or country of incorporation or constitution (for entities) of any shareholders listed in subparagraph (a).

**55.** A statement as to whether any individual or entity is acquiring indirect control over the qualifying entity and if this is the case, provide details of the chain of individuals or entities that hold an interest or right.

**56.** A statement as to whether the acquirer has a board of directors and, if applicable, the following information about each of the members of the board of directors or equivalent within the acquirer at the time of submitting the notification—

- (a) the individual's full name,
- (b) the individual's date of birth,
- (c) the position held within the acquirer, and
- (d) whether the person is classified as a politically exposed person within the meaning given in regulation 35(12)(1)(a) and (14) of the Money Laundering, Terrorist Financing and Transfer of Funds (Information on the Payer) Regulations 2017/692.

#### **Other**

**57.** Any additional information the notifying party considers relevant to the notification.

## **PART 2**

### **Declarations**

#### **Form of Declaration A**

**58.** The form of Declaration A is—

##### **“Declaration A**

I declare that, to the best of my knowledge and belief, the information given in response to the questions in this Notice is true, correct, and complete in all material respects.

I understand that:

It is a criminal offence under section 34 of the National Security and Investment Act 2021 for a person recklessly or knowingly to supply to the Secretary of State information which is false or misleading in any material respect. This includes supplying such information to another person knowing that the information is to be used for the purpose of supplying information to the Secretary of State.

Signed:

Name: (block letters)

Position: (block letters)

Date:”

## Form of Declaration B

59. The form of Declaration B is—

### “Declaration B

I confirm that [full name of the representative (if any)] is authorised for the purpose of the acquisition described in this form to act on behalf of the notifying party and to submit this form. I hereby specify [the [email] address of the representative named in the notification] as an [email] address at which [name of the notifying party] will accept correspondence and accept service of documents in accordance with the National Security and Investment Act 2021 (Procedure for Service) Regulations 2021.

Signed:

Name: (block letters)

Position: (block letters)

Date:”

## SCHEDULE 3

Regulation 5

### PART 1

#### Information required in a validation application

##### Notifying party name and contact details

1. A statement setting out whether the notifying party is the acquirer, seller, the qualifying entity or otherwise materially affected by the fact that the notifiable acquisition to which the application relates is void.

2. Details of how the notifying party has been materially affected by the fact that the notifiable acquisition to which the application relates is void.

3. A statement as to whether the information is provided by the notifying party or a representative.

4. The notifying party’s full name.

5. The notifying party’s address.

6. If applicable, where the notifying party is an entity, the full name of an individual who holds or occupies a position in relation to the entity and who can be contacted in relation to the notice and the following information in relation to that individual—

- (a) the position held in the notifying party,
- (b) email address, and
- (c) telephone number.

7. Where the notifying party has authorised a representative to submit the application and to accept service under the Act, the following information in relation to the representative—

- (a) full name,
- (b) business name,
- (c) address,

- (d) email address,
- (e) telephone number, and
- (f) details of the relationship between the representative and the notifying party.

#### **Acquirer's name and contact details**

**8.** A statement as to whether there was more than one acquirer.

**9.** If the notifying party was not the acquirer, the following information in relation to the acquirer—

- (a) name, and
- (b) address,

**10.** Where the acquirer is an entity, the full name, if known, of an individual who holds or occupies a position in relation to the entity and who can be contacted in relation to the notice, and the following information in relation to that individual—

- (a) the position held in the body,
- (b) email address, and
- (c) telephone number.

**11.** Details of which of the control thresholds set out in subsections (2), (5) and (6) of section 8 or section 9 of the Act that were met by the acquirer and a description of the shares or voting rights acquired by the acquirer.

**12.** If the notifying party was not the acquirer, and the acquirer has authorised a representative to accept service under the Act, the following information in relation to the acquirer's representative—

- (a) full name,
- (b) business name,
- (c) registered address,
- (d) email address,
- (e) telephone number, and
- (f) the relationship between the representative and the acquirer.

**13.** Where there was more than one acquirer involved in the acquisition, the information specified in paragraphs 9 to 12 in relation to each additional acquirer, if known.

#### **Related notifications**

**14.** A statement of whether the acquirer (or in a case where there is more than one acquirer any of the acquirers) has submitted a notification to any other overseas investment screening regimes within the last 12 months and specifying, if applicable the following information about the notification—

- (a) the name of the investment screening regime,
- (b) the country, and
- (c) any case numbers or reference numbers given.

#### **Acquisition details**

**15.** If known, the reasons why the notifiable acquisition was not notified to the Secretary of State as required by section 14(1) of the Act.



**16.** The areas of the economy as set out in the headings to the Schedules in the National Security and Investment Act 2021 (Notifiable Acquisition) (Specification of Entities) Regulations 2021 in which the qualifying entity carries on activities and provide a description of those activities.

**17.** The control thresholds set out in subsections (2), (5) and (6) of section 8 of the Act 2021 that would have been met and provide a description of the shares or voting rights that would have been acquired by the acquirer had the notifiable acquisition not been void

**18.** The date that the notifiable acquisition completed.

### **Regulatory approvals**

**19.** If applicable, the following information about any approvals given by a regulatory authority in the United Kingdom (including any approvals already given) that were required prior to completion of the acquisition—

- (a) the name of the United Kingdom regulator,
- (b) details of the nature of the approval, and
- (c) any key dates associated with those approvals.

### **Details of the qualifying entity**

**20.** The qualifying entity's full name.

**21.** The qualifying entity's address.

**22.** If known, the full name of an individual who holds or occupies a position in relation to the qualifying entity and the following information about that individual—

- (a) the position held in the qualifying entity,
- (b) email address, and
- (c) telephone number.

**23.** If the qualifying entity is registered in the United Kingdom, the following information—

- (a) the Companies House registration number, and
- (b) the Standard Industrial Classification code.

**24.** If the qualifying entity is formed or recognised under the law of a country or territory outside the United Kingdom, the following information—

- (a) the country of incorporation, and
- (b) the full registration details within the country of incorporation.

**25.** A description of the activities which the qualifying entity carries out.

**26.** If known, a statement of whether the qualifying entity is authorised to receive and/or store information which has been given a United Kingdom government security classification and, if it is, the following information—

- (a) the classification level,
- (b) the government department, agency or public body from which the information came, and
- (c) a description of the information held by the qualifying entity under the authorisation.

**27.** If known, a statement as to whether the qualifying entity requires any licences to operate within the areas of the economy as set out in the headings to the Schedules to the National Security and Investment Act 2021 (Notifiable Acquisition) (Specification of Qualifying Entities) Regulations 2021 in the United Kingdom and, if it does, the following information in relation to each licence—

- (a) the licence name,

- (b) the name of the issuer of the licence, and
- (c) the date when the licence was issued.

**28.** If known, a statement as to whether the qualifying entity owns or holds any dual-use items and, if it does, the name of each item and a description.

**29.** If known, a statement as to whether the qualifying entity currently supplies, or in the past five years, has supplied, goods or services to a United Kingdom government department, agency or public body that relates to any one or more of the following areas—

- (a) defence,
- (b) national security responsibilities,
- (c) law enforcement,
- (d) critical national infrastructure.

**30.** If the entity does supply, or has supplied, goods or services for the purposes of paragraph 29, the following information—

- (a) the name of the government department, agency or public body,
- (b) a description of the supply relationship, and
- (c) a statement of which of the areas referred to in paragraph 29 the supply relationship relates to.

**31.** If known, a statement as to whether the qualifying entity currently, or in the past five years, has undertaken any research and development project that has been partly or wholly funded by any United Kingdom government department, agency or public body that relates to any one or more of the areas referred to in paragraph 29.

**32.** If the qualifying entity undertakes, or has undertaken, a research and development project for the purposes of paragraph 31, the following information—

- (a) the name of the research and development project,
- (b) a description of the research and development undertaken,
- (c) a statement of which area in paragraph 29 it relates to, and
- (d) the name of the United Kingdom government department, agency or public body that provided the funding.

**33.** If known, a statement as to whether the qualifying entity is party to any contracts which require personnel of the qualifying entity to hold national security vetting security clearance and, if so, the following information, if known—

- (a) the level of clearances held; and
- (b) the number of personnel holding that level of clearance.

### **Ownership and structure of the qualifying entity**

**34.** The following information about the pre-acquisition structure of the qualifying entity which must be provided in a chart attached to the notice—

- (a) the full names of shareholders with share ownership or voting rights of 5% or more specifying the percentage held by each, and
- (b) the nationality (for individuals) or country of incorporation or constitution (for entities) of any shareholder listed in subparagraph (a).

**35.** The following details of the post-acquisition structure of the qualifying entity which must be provided in a chart attached to the notice—

- (a) the full names of shareholders with share ownership or voting rights of 5% or more specifying the percentage held by each, and

- (b) the nationality (for individuals) or country of incorporation or constitution (for entities) of any shareholders listed in subparagraph (a).

**36.** If known, a statement as to whether any non-United Kingdom government has a direct or indirect role in the operation or decision making of the qualifying entity and, if it has, the following information in relation to each non-United Kingdom government—

- (a) the name of the non-United Kingdom government or representative, and
- (b) a description of the non-United Kingdom government's role and interests.

#### **Details of the acquirer**

**37.** A statement as to whether the acquirer is an individual or an entity.

**38.** The acquirer's nationality (for individuals) or country of incorporation or constitution (for entities).

**39.** Where the acquirer is an entity, the following information—

- (a) if the acquirer is registered in the United Kingdom—
  - (i) the Companies House registration number, and
  - (ii) the Standard Industrial Classification code.
- (b) if the acquirer is formed or recognised under the law of a country or territory outside the United Kingdom—
  - (i) the country of incorporation, and
  - (ii) the full registration details within the country of incorporation.

**40.** A description of the activities that the acquirer carries out.

**41.** If known, a statement as to whether any non-United Kingdom government or any person acting on behalf of a non-United Kingdom government has any share ownership or voting rights in the acquirer and, if it has, the following information—

- (a) the name of the non-United Kingdom government or the full name of the person acting on behalf of the non-United Kingdom government, and
- (b) information on the amount of share ownership or voting rights held in the acquirer.

**42.** If known, statement whether any non-United Kingdom government has a direct or indirect role in the operation or decision making of the acquirer and, if it has, the following information in relation to each non-United Kingdom government—

- (a) the name of the non-United Kingdom government or the full name of the person acting on behalf of the non-United Kingdom government, and
- (b) a description of the non-United Kingdom government's role and interests.

**43.** A statement as to whether there are any contractual arrangements in place regarding share ownership or voting rights between the acquirer and any other party in relation to the qualifying entity and a description of any such contractual arrangements.

**44.** The following information about the structure of the acquirer which must be provided in a chart attached to the application—

- (a) the full names of shareholders with share ownership or voting rights of 5% or more specifying the percentage held by each, and
- (b) the country of nationality (for individuals) or country of incorporation or constitution (for entities) of any shareholders listed in subparagraph (a).

**45.** Where the acquirer acquired indirect control over the qualifying entity, a statement—

- (a) confirming that indirect control was acquired, and

- (b) specifying the chain of entities which hold an interest or right in the acquirer, up to the last entity which holds the interest or right.

46. A statement as to whether the acquirer has a board of directors and, if applicable, the following information about each of the members of the board of directors or equivalent within the acquirer at the time of submitting this application—

- (a) the individual’s full name,
- (b) the individual’s date of birth,
- (c) the position held within the acquirer, and
- (d) whether the individual is classified as a politically exposed person within the meaning given in regulation 35(12)(a) and (14) of the Money Laundering, Terrorist Financing and Transfer of Funds (Information on the Payer) Regulations 2017.

**Other**

47. Any additional information the notifying party considers relevant to the application.

## PART 2

### Declarations

**Form of Declaration A**

48. The content of Declaration A is—

**“Declaration A**

I declare that, to the best of my knowledge and belief, the information given in response to the questions in this Application is true, correct, and complete in all material respects.

I understand that:

It is a criminal offence under section 34 of the National Security and Investment Act 2021 for a person recklessly or knowingly to supply to the Secretary of State information which is false or misleading in any material respect. This includes supplying such information to another person knowing that the information is to be used for the purpose of supplying information to the Secretary of State.

Signed:

Name: (block letters)

Position: (block letters)

Date:”

**Form of Declaration B**

49. The content of Declaration B is—

**“Declaration B**

I confirm that [full name of the representative] is authorised for the purpose of the acquisition described in this form to act on behalf of the notifying party and to submit this form. I hereby specify [the [email] address of the representative named in the application] as an [email] address at which [name of the notifying party] will accept correspondence and

accept service of documents in accordance with the National Security and Investment Act 2021 (Procedure for Service) Regulations 2021.

Signed:

Name: (block letters)

Position: (block letters)

Date:”

## **EXPLANATORY NOTE**

*(This note is not part of the Regulations)*

The National Security and Investment Act 2021 (“the Act”) provides for persons to notify the Secretary of State about acquisitions that constitute trigger events and to apply for retrospective validation of a notifiable acquisition. These Regulations set out the information that must be provided to Secretary of State when submitting a mandatory notice (under section 14 of the Act), a validation application (under section 16) or a voluntary notice (under section 18).

Regulations 3 to 5 provide that the Schedules set out the information that must be provided when notifying the Secretary of State under sections 14 and 18 of the Act or when making an application under section 16 of the Act. Regulations 3 to 5 also provide that the notification or application must contain a declaration by the notifying party confirming that the information provided is true and complete and, where the notifying party has appointed a representative, a declaration that the representative is authorised to submit the notice or application and to accept service on the notifying party’s behalf. The declarations must be in the form set out in the Schedules.

Under section 14 of the Act, a person must give notice to the Secretary of State of a notifiable acquisition before completing such an acquisition. A notifiable acquisition is defined in section 6 of the Act. A notifiable acquisition completed without the approval of the Secretary of State is void (section 13). Schedule 1 sets out the information required when making mandatory notification of a notifiable acquisition under section 14.

Schedule 2 sets out the information required when making a voluntary notification of a trigger event under section 18. A trigger event is described in section 5 of the Act.

Where a notifiable acquisition has been completed without the approval of the Secretary of State, a person may apply for retrospective validation of the notifiable acquisition. Schedule 3 sets out the information required when making such an application.

Regulation 2 and Schedule 1 refer to documents produced in digital form. Printed versions of the documents are available on request from the Department for Business, Energy and Industrial Strategy, 1 Victoria Street, London SW1H 0ET.

An impact assessment has not been produced. An impact assessment was produced for the National Security and Investment Bill which considered the impact of the provisions set out in the Act. An Explanatory Memorandum is published alongside these Regulations on the [www.legislation.gov](http://www.legislation.gov).

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