

SCHEDULE 2

Regulation 4

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—

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- (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,

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- (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—

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- (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:”