

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

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(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,

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- (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.

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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:”