

2025 No. 651

COMPANIES

The Register of Overseas Entities (Annotation) Regulations 2025

<i>Made</i> - - - -	<i>2nd June 2025</i>
<i>Laid before Parliament</i>	<i>6th June 2025</i>
<i>Coming into force</i> - -	<i>30th June 2025</i>

The Secretary of State makes these Regulations in exercise of the power conferred by section 20(2) of the Economic Crime (Transparency and Enforcement) Act 2022^(a).

PART 1

Introductory

Citation, commencement and extent

1.—(1) These Regulations may be cited as the Register of Overseas Entities (Annotation) Regulations 2025.

(2) These Regulations come into force on 30th June 2025.

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

PART 2

Annotations of the register

Annotations relating to overseas entities that have been dissolved, wound up or otherwise ceased to exist

2. The registrar may place a note in the register where the registrar has reason to believe that an overseas entity has been dissolved, wound up or has otherwise ceased to exist.

Annotation to record non-compliance with section 1092A notice

3.—(1) Paragraph (2) applies where—

- (a) the registrar has given a person a notice under section 1092A of the Companies Act 2006 (power to require information)(a); and
 - (b) the person has not fully complied with the requirement in the notice before the expiry of the period for compliance.
- (2) The registrar may place a note in the register stating those facts.
- (3) The reference in paragraph (1)(b) to the period for compliance with the notice includes such period as extended by the registrar.

Annotation to record unsupervised relevant persons

- 4.—(1) Paragraph (2) applies where a person purporting to be a relevant person has—
- (a) purported to verify relevant information on behalf of an overseas entity as contemplated by Part 2 of the 2022 Regulations;
 - (b) complied with regulation 6(3) or 6(4) of the 2022 Regulations, as applicable;
 - (c) been requested by the registrar to provide further information to corroborate that the person is supervised by a supervisory authority, and
 - (d) not responded within the time specified by the registrar in the request.
- (2) The registrar may place a note in the register recording those facts.
- (3) In this regulation—
- “the 2022 Regulations” means the Register of Overseas Entities (Verification and Provision of Information) Regulations 2022(b);
- “relevant information” has the meaning given in regulation 5 of the 2022 Regulations;
- “relevant person” has the meaning given in regulation 3 of the 2022 Regulations;
- “supervisory authority” has the meaning given in regulation 6(6)(a) of the 2022 Regulations.

2nd June 2025

Justin Madders
Parliamentary Under Secretary of State
Department for Business and Trade

(a) 2006 c. 46. Section 1092A was inserted by section 83(2) of the Economic Crime and Corporate Transparency Act 2023 (c. 56).

(b) S.I. 2022/725; relevant amending instruments are S.I. 2022/1389, 2023/1416.

EXPLANATORY NOTE

(This note is not part of the Regulations)

These Regulations provide the registrar with new powers to annotate the register maintained under section 3 of the Economic Crime (Transparency and Enforcement) Act 2022 (c. 10).

Regulation 2 empowers the registrar to annotate the register where the registrar has reason to believe that an overseas entity has either dissolved, been wound up or has otherwise ceased to exist.

Regulation 3 makes provision for the registrar to annotate the register where a person has not fully complied with a notice requiring further information given under section 1092A(1) of the Companies Act 2006 (c. 46).

Regulation 4 makes provision for the registrar to annotate the register where a person has failed to provide sufficient evidence to the registrar that they are supervised by a supervisory authority.

A full Impact Assessment has not been prepared for this instrument as no, or no significant, impact on the private, voluntary or public sector is foreseen.

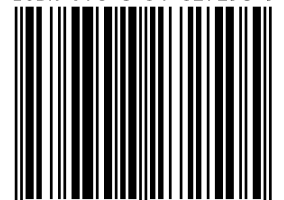
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