



INSTITUTE OF DIRECTORS  
IN IRELAND

This briefing was produced by the Institute of Directors in association with McCann FitzGerald for use in Ireland. McCann FitzGerald is one of Ireland's premier law firms, providing a full range of legal services to many of Ireland's leading businesses. Clients include international organisations, major domestic concerns, emerging Irish companies and clients in the State and semi-State sectors.

---

# Briefing

## New UK Registration Requirement for Overseas Entities Owning UK Property

The UK Government has enacted the [Economic Crime \(Transparency and Enforcement\) Act 2022<sup>1</sup>](#) (the “**Act**”) to regulate the ownership by overseas investors of property in England, Wales, Scotland or Northern Ireland. Any Irish corporate bodies, partnerships and trusts that own or intend to make property investments in the UK and their officers and beneficial owners are advised to look further into whether the Act applies to those investments.

---

### What does the Act do?

In broad terms the Act sets up a register of overseas entities that own property in the UK to be held by Companies House, the registrar of companies for England & Wales. Once the register is operational, affected Irish and other non-UK entities will have to take reasonable steps to identify their beneficial owners and provide related information to Companies House. The information provided must also be updated annually.

---

### Who do the proposals affect?

The Act applies to any “overseas entity” who holds a “qualifying estate” in property in the UK. An “overseas entity” is any legal entity that is governed by the law of a country or territory outside of the UK. This includes body corporates and partnerships. In the case of trusts, the overseas legal entity holding land on or for the trust must comply.

---

<sup>1</sup> Part 1 of the Act relating to the Property Register is expected to be commenced by the end of the summer.

---

## What types of ownership are affected and how?

To trigger the registration obligation, the overseas entity must hold a “qualifying estate” in property in the UK. This means either a freehold title or a registrable leasehold title. What constitutes a registrable leasehold title will depend on the particular law governing registration of leases in each of the three separate jurisdictions within the UK (England & Wales, Scotland and Northern Ireland). In England & Wales, a lease of longer than 7 years is registrable, so that any overseas entity that is a tenant under a lease of longer than 7 years in England & Wales will need to submit details of its beneficial owners to Companies House.

The Act is also applied differently in each of the three separate jurisdictions within the UK in terms of how it affects overseas entities who already own property in those separate jurisdictions, so that jurisdiction-specific consideration would have to be given to this. In England & Wales the general registration requirements of the Act do not apply to overseas entities who acquired their qualifying estate before 1 January 1999. They are, however, otherwise applied retrospectively to land bought on or after that date. In Scotland the general registration requirements of the Act do not apply to overseas entities who acquired their qualifying estate before 8 December 2014. They are, however, otherwise applied retrospectively to land bought on or after that date. In Northern Ireland, the Act is applied only prospectively to owners of property acquired after the registration obligation comes into force. In England & Wales and Scotland, where existing ownership is captured by the general registration requirements, owners have 6 months from commencement of the registration obligation to become registered.

The combined and uniformly applied effect of the provisions of the Act are that an overseas entity cannot acquire a qualifying estate unless it first registers as an overseas entity and provides details of its beneficial owners with Companies House. Existing owners affected by the Act will not be able to sell or grant a registrable lease or security.

---

## What exemptions apply?

The Secretary of State (for the Home Department of the UK Government) can in limited circumstances (such as national security interests) exempt an overseas entity from the obligation to register.

---

## What are the consequences of non-compliance?

As stated above, a failure to register in compliance with the Act will effectively prevent the overseas entity from being able to buy, sell, lease or grant security. Dealing in land by the overseas entity without having complied with registration requirements would also be a criminal offence committed by the entity and every responsible officer of it, punishable by a fine and/or up to five years' imprisonment. Failure to comply with the obligation to update the register is also a criminal offence, as is delivering misleading, false or deceptive information.

---

## Conclusions

Commencement of the registration requirements is expected to coincide with the establishment of the register and the registration process by Companies House in the UK. In the meantime affected overseas entities, their officers and beneficial owners are advised to take the time to consider whether the Act applies to their UK property investments and the steps they need to take if it does.

*Further information is available from*



**Shane Fahy**

Partner

+353 1 607 1469

shane.fahy

@mccannfitzgerald.com



**Garreth O'Brien**

Partner

+353 1 607 1489

garreth.obrien

@mccannfitzgerald.com

*Alternatively, your usual contact in McCann FitzGerald will be happy to help you further.*



INSTITUTE OF DIRECTORS  
IN IRELAND

---

© McCann FitzGerald LLP and Institute of Directors in Ireland 2022. All rights reserved.

Institute of Directors in Ireland, Europa House, Harcourt Street, Dublin 2  
01 411 0010 | [info@iodireland.ie](mailto:info@iodireland.ie) | [www.iodireland.ie](http://www.iodireland.ie)

This document is for general guidance only and should not be regarded as a substitute for professional advice.  
Such advice should always be taken before acting on any of the matters discussed.