

UPDATE

Changes to the Register of Overseas Entities and disclosure of information

Update prepared by Mourant Governance Services (UK) Limited

Any overseas entity which owns UK property is required to register with Companies House on the overseas entity register (the **ROE**), and there is a requirement to file an annual update within 12 months of the initial registration. This information must be verified by an authorised verification agent.

Mourant Governance Services (UK) Limited (**MourantGS**) has been assisting clients with the registration and verification of client structures since the requirement came into force.

The legislation continues to evolve and whilst there may not have been any changes to the structure since registration, there may be additional information that is now disclosable. A summary of the new changes are set out below, and further information on the overseas entity regime can be found in this link: [Register of Overseas Entities](#).

Here is a summary of the changes to the legislation since it originally came into force:

- **Nominee arrangements: look through to ultimate beneficial owner**
 - The Economic Crime and Corporate Transparency Act (**ECCTA**) amends the definition of registrable beneficial owner (**RBO**) so that when an overseas entity holds UK land as a nominee, it must look through that nominee relationship and identify the ultimate beneficial owner behind it - not just the ownership chain of the nominee entity itself.
- **All trustees in the ownership chain must be disclosed**
 - Any trustee, whether regulated or not, in the ownership chain of an overseas entity must now be registered as an RBO. The ECCTA removed previous exemptions for private corporate trustees.
- **Trustee disclosure even where intermediate legal entities exist**
 - Even if there is an intermediate legal entity (e.g. a company subject to its own disclosure requirements) between the overseas entity and the trustee, the trustee still must be disclosed as an RBO.
- **Pre-registration period disclosures (Feb 2022–Jan 2023)**
 - Companies House have announced plans to gather additional information on changes to beneficial owners of an overseas entity that held UK land during the 'pre-registration period'. The pre-registration period is between 28 February 2022 and the earlier of (i) 31 January 2023 or (ii) the date on which the entity registered on the ROE. Relevant disclosures include:
 - details of any incoming/outgoing beneficial owners and the date on which the change took effect during the pre-registration period; and
 - where the RBO is a trustee, any relevant trust-related changes (changes to trustees, beneficiaries or the holding trust) during that time.

Disclosure of Trust Information

Where a trustee is identified as an RBO for an overseas entity, information on the trust and its related parties (i.e. the settlors, beneficiaries and grantors) must be provided to Companies House. This can be shared with HMRC and certain authorities. Information relating to vulnerable individuals, including persons

under the age of 18 or persons lacking mental capacity, may be protected from disclosure upon application to the registrar (**Protected Information**). This application can be made by the individual themselves, the overseas entity, someone who is 'authorised' to act on the vulnerable individual's behalf, or whether the individual is a trust beneficiary, by the trustee of the trust.

To date, all of the information on the trust and key parties has been held by the registrar confidentially. With the implementation of **The Register of Overseas Entities (Protection and Trusts) (Amendment) Regulations 2025**, certain information can be accessed by the public upon application from 31 August 2025. Where the application relates to an individual under the age of 18, or relates to more than one Overseas Entity, the applicant requesting the information must demonstrate a legitimate interest (for example a money laundering investigation, tax evasion, terrorist financing or breaching of sanctions). Protected Information will not be disclosed by the registrar in response to an application of this kind.

Implementation timelines and transitional rules

The nominee and trustee-related amendments came into force for new registrations from 4 March 2024, and applied to existing entities from the date of their first annual update following 4 June 2024.

The pre-registration retrospective disclosure obligation was announced by Companies House as having effect from 31 July 2025, however was subsequently postponed.

It would be prudent to gather information on any changes during the Pre-Registration Period as part of upcoming annual updates to give overseas entities as much lead in time as possible. In particular, the overseas entity needs to understand the previous ownership structure and provide the necessary information for MourantGS to verify any additional RBOs (which is particularly relevant in relation to an acquisition from a third party seller).

How can we help?

Please speak to us if you need help with:

- Registration, annual updates and verification of entities on the overseas entity register
- Further information on the trust disclosure measures and how to protect your information if you are affected by the latest trust disclosure measures.

For existing clients, we will be reaching out to you when your annual updates are falling due to receive an annual update form.

Please contact mourantgsukroe@mourant.com for any queries.

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