STATUTORY INSTRUMENTS

2025 No. 1116

COMPANIES

LIMITED LIABILITY PARTNERSHIPS

The Companies and Limited Liability Partnerships (Annotations, Application and Modification of Company Law and Consequential Amendments) Regulations 2025

Made - - - -	*22nd October 2025*
Laid before Parliament	*23rd October 2025*
Coming into force in accordance with regulation 1(2), (3) and (4)	

The Secretary of State makes these Regulations in exercise of the powers conferred by sections 15(a) and 17(3)(a) of the Limited Liability Partnerships Act 2000(**a**), sections 1042(1), 1043(2) and (3), 1048B(2) and (3)(c), 1081(2) and 1292(1)(c) of the Companies Act 2006(**b**) and section 216(1) of the Economic Crime and Corporate Transparency Act 2023(**c**).

PART 1

Introductory

Citation, commencement, extent and interpretation

1.—(1) These Regulations may be cited as the Companies and Limited Liability Partnerships (Annotations, Application and Modification of Company Law and Consequential Amendments) Regulations 2025.

(2) Subject to paragraphs (3) and (4), these Regulations come into force at the same time as section 167M of the 2006 Act (prohibition on director acting unless ID verified)(**d**).

(3) Regulation 3 comes into force at the same time as regulation 17AA of the 2009 Regulations (prohibition on member acting unless ID verified)(**e**).

(**a**) 2000 c. 12.
(**b**) 2006 c. 46. Section 1048B was inserted by section 101 of the Economic Crime and Corporate Transparency Act 2023 (c. 56).
(**c**) 2023 c. 56.
(**d**) 2006 c. 46. Section 167M was inserted by section 43 of the Economic Crime and Corporate Transparency Act 2023.
(**e**) S.I. 2009/1804.

(4) Regulation 5(4) comes into force immediately after section 790LA of the 2006 Act (duty to notify registrar of confirmed persons with significant control)(**a**) comes into force.

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

(6) In these Regulations—

"the 2006 Act" means the Companies Act 2006;

"the 2009 Regulations" means the Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009;

"LLP" means a limited liability partnership incorporated under the Limited Liability Partnerships Act 2000.

PART 2

Annotations of the register of companies

Annotation in relation to the identity verification status of verified individuals

2. Where the registrar has given notice under regulation 8(1) (notice of outcome of application) or regulation 12(1) (notice of delivery of a verification statement) of the Registrar (Identification Verification and Authorised Corporate Service Providers) Regulations 2025(**b**) confirming that an individual's identity is verified, the registrar must place a note in the register specifying that the individual's identity is verified.

PART 3

Annotations of the register of limited liability partnerships

Application of regulation 2 to LLPs

3. Regulation 2 of these Regulations applies to LLPs with the modification that the reference to "the register" is read as a reference to the register referred to in section 1080(2) of the 2006 Act (the register) as that subsection is applied to LLPs by regulation 63A of the 2009 Regulations (the registrar of companies).

PART 4

Amendments to secondary legislation

Amendments to the Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009

4.—(1) The 2009 Regulations are amended as follows.

(2) In regulation 17A (notification of information about members)—

(a) in section 167J(1) of the 2006 Act (required information about a member: individuals) as applied to LLPs by that regulation—

(i) for paragraph (a) substitute—

(**a**) Section 790LA of the Companies Act 2006 was inserted by section 51 of, and Schedule 2 to, the Economic Crime and Corporate Transparency Act 2023.
(**b**) S.I. 2025/50.

"(a) name and date of birth;";

(ii) at the end of paragraph (e) for the full stop substitute a semi colon;

(iii) after paragraph (e) insert—

"(f) whether he is a designated member.";

(b) in section 167K(1) of the 2006 Act (required information about a member: corporate members and firms) as applied to LLPs by that regulation—

(i) omit paragraph (c);

(ii) at the end of sub-paragraph (ii) of paragraph (e) for the full stop substitute a semi colon;

(iii) after paragraph (e) insert—

"(f) whether it is a designated member.".

(3) In regulation 64 (annotation and unique identifiers), for section 1082 of the 2006 Act (allocation of unique identifiers) as applied to LLPs by that regulation, substitute—

"1082. Allocation of unique identifiers

(1) Chapters 1 and 2 of Part 4 of the Registrar (Identity Verification and Authorised Corporate Service Providers) Regulations 2025 (S.I. 2025/50) (unique identifiers) apply in relation to the register and dealings with the registrar.

(2) Where provisions mentioned in paragraph (3) require a statement that the individual's identity is verified within the meaning of section 1110A of the 2006 Act, they must include a statement of the individual's unique identifier.

(3) The provisions are—

(a) section 12(2A);

(b) section 12B(2);

(c) section 167G(4)(c);

(d) section 790LB(1);

(e) section 790LM(2);

(f) section 790LN(2);

(g) regulation 16(2) of the Limited Liability Partnerships (Application and Modification of Company Law) Regulations 2025 (S.I. 2025/1033).

(4) In this section—

"the register" has the meaning given by section 1080(2) of the 2006 Act as applied to LLPs by regulation 63A of the Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009 (S.I. 2009/1804);

"the registrar" has the meaning given by section 18 of the Limited Liability Partnerships Act 2000 (c. 12).".

(4) In regulation 67 (correction or removal of material on the register), in section 1097A(4) of the 2006 Act (rectification of register relating to LLP registered office) as applied to LLPs with modifications by that regulation, omit regulation 16(1)(a)(i) of the Registered Office Address (Rectification of Register) Regulations 2024 (suspension of duties about making records available for inspection)(**a**), as applied to LLPs with modifications by that subsection, as applied.

(**a**) S.I. 2024/233.

Amendments to the Unregistered Companies Regulations 2009

5.—(1) Schedule 1 to the Unregistered Companies Regulations 2009 (provisions of the Companies Acts applying to unregistered companies)(**a**) is amended as follows.

(2) After sub-paragraph (5)(a) of paragraph 6 (required information about corporate directors and firms: service address) insert—

"(aa) omit subsection (1)(c);".

(3) For paragraph 8 (information about secretaries) substitute—

"8. Sections 279G to 279M of the Companies Act 2006 (notification of information about secretaries) apply to unregistered companies with the modification that section 279K(1)(c) is omitted.".

(4) Before sub-paragraph (5)(a) of paragraph 12A (required information about registrable relevant legal entities: service address) insert—

"(za) omit subsection (3)(ba);".

(5) Paragraph 20(1) is amended as follows—

(a) omit paragraphs (aa) and (c);

(b) omit the references to section 1097C of the 2006 Act from paragraphs (ca) and (e).

(6) Before paragraph 20(1A) insert—

"(1ZA) Section 1081 (annotation of the register) applies to unregistered companies modified to read as follows—

"1081. Annotation of the register

(1) The registrar must place a note in the register recording—

(a) the date on which a document is delivered to the registrar;

(b) if a document is replaced (whether or not material derived from it is removed), the fact that it has been replaced and the date of delivery of the replacement;

(c) if material is removed—

(i) what was removed (giving a general description of its contents);

(ii) under what power, and

(iii) the date on which that was done.

(2) Where it appears to the registrar that material on the register is misleading or confusing, the registrar may place a note in the register containing such information as appears to the registrar to be necessary to remedy, as far as possible, the misleading or confusing nature of the material.

(3) The registrar may place a note in the register containing such information as appears to the registrar to be appropriate to address any confusion that may arise where material that was formerly considered by the registrar to form part of the register is no longer considered by the registrar to do so.

(4) Where the registrar is aware that a person who appears in the register as a director of a company is a person who is subject to director disqualification sanctions within the meaning of section 11A(4) of the

(**a**) S.I. 2009/2436, amended by S.I. 2025/49; there are other amending instruments but none is relevant.

Company Directors Disqualification Act 1986 (c. 46)(**a**), the registrar must place a note in the register specifying—

(a) the date on which the person became subject to director disqualification sanctions;

(b) where the note relates to a person acting in a capacity for which the person has the authority of a licence, or in respect of which an exception applies, by virtue of section 15(3A) of the Sanctions and Anti-Money Laundering Act 2018 (c. 13) (exceptions and licences)(**b**), that fact; and

(c) any reference number or code allocated to the person to identify them as a person subject to director disqualification sanctions.

(5) Paragraph (6) applies where—

(a) the registrar has given a person a notice under section 1092A of the 2006 Act (power to require information)(**c**); and

(b) the person has not fully complied with the requirement in the notice before the expiry of the period for complying with it.

(6) The registrar may place a note in the register stating those facts.

(7) The reference in paragraph (5)(b) to the period for compliance with the notice includes such period as extended by the registrar.

(8) Where the registrar has given notice under regulation 8(1) (notice of outcome of application) or regulation 12(1) (notice of delivery of a verification statement) of the Registrar (Identification Verification and Authorised Corporate Service Providers) Regulations 2025 (S.I. 2025/50) confirming that an individual's identity is verified, the registrar must place a note in the register specifying that the individual's identity is verified.".".

(7) In paragraph 20(1A)—

(a) for "For section 1082 as it applies to unregistered companies substitute" substitute "Section 1082 applies to unregistered companies modified to read as follows";

(b) in section 1082(2) of the 2006 Act (allocation of unique identifiers) as applied to unregistered companies by that paragraph, for the definition of "2025 Regulations" substitute ""2025 Regulations" means the Registrar (Identity Verification and Authorised Corporate Service Providers) Regulations 2025 (S.I. 2025/50)".

(8) In paragraph 20(2) for "In section 1087 (material not available for public inspection) as it applies to unregistered companies, in subsection (1)" substitute "Section 1087 (material not available for public inspection) applies to unregistered companies modified to read as follows".

(9) For paragraph 20(2A) substitute—

"(2A) Section 1087C applies to unregistered companies but with the modification that for subsection (4) substitute—

"(4) The provisions of the Companies (Disclosure of Date of Birth Information) Regulations 2015 (S.I. 2015/1694) apply to unregistered companies.".".

(10) For paragraph 20(4) substitute—

(**a**) Section 11A was inserted by section 36(2) of the Economic Crime and Corporate Transparency Act 2023.
(**b**) Section 15(3A) was inserted by section 35(5) of the Economic Crime and Corporate Transparency Act 2023.
(**c**) Section 1092A was inserted by section 83(2) of the Economic Crime and Corporate Transparency Act 2023.

"(4) Section 1091 (certification of copies as accurate) applies to unregistered companies but with the modification that for subsection (4) substitute—

"(4) Regulation 2 of the Companies (Registrar, Languages and Trading Disclosures) Regulations 2006 (S.I. 2006/3429) (certification of electronic copies by registrar) applies where the copy is provided in electronic form.".".

Amendments to the Companies (Companies Authorised to Register) Regulations 2009

6. In paragraph (2) of regulation 12A of the Companies (Companies Authorised to Register) Regulations 2009 (allocation of unique identifiers)(**a**), for "(S.I. 2025/[xxx])" substitute "(S.I. 2025/50)".

Amendments to the Registered Office Address (Rectification of Register) Regulations 2024

7. Omit paragraphs (ii), (v) and (xi) of regulation 16(1)(a) of the Registered Office Address (Rectification of Register) Regulations 2024 (suspension of duties about making records available for inspection).

Amendments to the Companies Authorised to Register, Unregistered Companies and Overseas Companies (Application of Company Law) Regulations 2025

8.—(1) The Companies Authorised to Register, Unregistered Companies and Overseas Companies (Application of Company Law) Regulations 2025(**b**) are amended as follows.

(2) In regulation 6(3) (transitional provision for overseas companies)—

(a) for "section 167M(1)" substitute "section 167M(3)", and

(b) for "section 167M(2)" substitute "section 167M(4)".

(3) For regulation 5 (transitional provision for unregistered companies) substitute—

"Transitional provision for unregistered companies

5.—(1) This regulation applies in relation to an individual who became a director of an unregistered company before the relevant day.

(2) That company must deliver to the registrar an identity verification statement in respect of that individual at the same time as the company delivers its next confirmation statement during the transitional period.

(3) If the company fails to deliver a confirmation statement during the transitional period, the company must deliver to the registrar an identity verification statement in respect of the individual referred to in paragraph (1) at the same time as the company delivers its next confirmation statement.

(4) The duty—

(a) in paragraph (2) does not apply if the individual is not a director of the company at the time mentioned in that paragraph;

(b) in paragraph (3) does not apply if the individual is not a director of the company at the time mentioned in that paragraph.

(5) Section 853A(1)(b)(i) of the 2006 Act (duty to deliver confirmation statements) has effect as if it included a reference to the duties imposed by paragraphs (2) and (3).

(**a**) S.I. 2009/2437. Regulation 12A was inserted by regulation 5 of S.I. 2025/49.
(**b**) S.I. 2025/761.

(6) Where, on the relevant day, the delivery period within which the confirmation statement referred to in paragraph (2) is required to be delivered has yet to begin, or has already begun but is not yet expired, section 167M(1) of the 2006 Act (prohibition on director acting unless ID verified) does not apply to the individual, and section 167M(2) of the 2006 Act does not apply to the company with respect to that individual, until—

(a) the day on which the company complies with the duty in section 853A(1), or

(b) if the company does not so comply, the day after the last day of the delivery period.

(7) Where, on the relevant day, the company has an overdue confirmation statement, section 167M(1) of the 2006 Act does not apply to the individual, and section 167M(2) of the 2006 Act does not apply to the company with respect to that individual, until the earlier of—

(a) the day on which the company complies with paragraph (2), or

(b) the day which is the end of the period of 14 days beginning with the relevant day.

(8) For the purposes of paragraph (7), the company has an overdue confirmation statement if it has failed to deliver a confirmation statement by the end of its last delivery period with an end date before the relevant day and on the relevant day the company has still not delivered that confirmation statement.

(9) In this regulation—

"the 2006 Act" means the Companies Act 2006;

"the 2023 Act" means the Economic Crime and Corporate Transparency Act 2023;

"confirmation statement" has the meaning given by section 853A(1)(b) of the 2006 Act;

"delivery period" means the period mentioned in section 853A(1) of the 2006 Act;

"identity verification statement" means a statement in respect of an individual confirming that their identity is verified within the meaning of section 1110A of the 2006 Act (meaning of "identity is verified");

"the registrar" has the meaning given in section 1060(3) of the 2006 Act;

"relevant day" means the date that section 43 of the 2023 Act (prohibition on director acting unless ID verified) comes into force;

"transitional period" means the period beginning on the relevant day and ending on the date that is 12 months after the relevant day.

(10) References to sections 167M and 853A of the 2006 Act are to those provisions as applied to unregistered companies by regulation 3 of, and Schedule 1 to, the Unregistered Companies Regulations 2009.".

Amendments to the Limited Liability Partnerships (Application and Modification of Company Law) Regulations 2025

9. For regulation 16 of the Limited Liability Partnerships (Application and Modification of Company Law) Regulations 2025(**a**) (identity verification of LLP members) substitute—

(**a**) S.I. 2025/1033.

"Identity verification of LLP members

16.—(1) This regulation applies in relation to an individual who became a member of an LLP before the relevant day.

(2) That LLP must deliver to the registrar an identity verification statement in respect of that individual at the same time as the LLP delivers its next confirmation statement during the transitional period.

(3) If the LLP fails to deliver a confirmation statement during the transitional period, the LLP must deliver to the registrar an identity verification statement in respect of the individual referred to in paragraph (1) at the same time as the LLP delivers its next confirmation statement.

(4) The duty—

(a) in paragraph (2) does not apply if the individual is not a member of the LLP at the time mentioned in that paragraph;

(b) in paragraph (3) does not apply if the individual is not a member of the LLP at the time mentioned in that paragraph.

(5) Section 853A(1)(b)(i) of the 2006 Act (duty to deliver confirmation statements) has effect as if it included a reference to the duties imposed by paragraphs (2) and (3).

(6) Where, on the relevant day, the delivery period within which the confirmation statement referred to in paragraph (2) is required to be delivered has yet to begin, or has already begun but is not yet expired, section 167M(1) of the 2006 Act (prohibition on director acting unless ID verified) does not apply to the individual, and section 167M(2) of the 2006 Act does not apply to the LLP with respect to that individual, until—

(a) the day on which the LLP complies with the duty in section 853A(1), or

(b) if the LLP does not so comply, the day after the last day of the delivery period.

(7) Where, on the relevant day, the LLP has an overdue confirmation statement, section 167M(1) of the 2006 Act does not apply to the individual, and section 167M(2) of the 2006 Act does not apply to the LLP with respect to that individual, until the earlier of—

(a) the day on which the LLP complies with paragraph (2), or

(b) the day which is the end of the period of 14 days beginning with the relevant day.

(8) For the purposes of paragraph (7), the LLP has an overdue confirmation statement if it has failed to deliver a confirmation statement by the end of its last delivery period with an end date before the relevant day and on the relevant day the LLP has still not delivered that confirmation statement.

(9) In this regulation—

"confirmation statement" has the meaning given in section 853A(1)(b) of the 2006 Act;

"delivery period" means the period mentioned in section 853A(1) of the 2006 Act;

"identity verification statement" means a statement in respect of an individual confirming that their identity is verified within the meaning of section 1110A of the 2006 Act (meaning of "identity is verified");

"the registrar" has the meaning given in section 1060 of the 2006 Act;

"transitional period" means the period beginning on the relevant day and ending on the date that is 12 months after the relevant day.

(10) References to sections 167M and 853A of the 2006 Act are to those provisions as applied to LLPs by regulations 17AA and 30 of the Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009, respectively.".

Blair McDougall
Parliamentary Under-Secretary of State
Department for Business and Trade

22nd October 2025

EXPLANATORY NOTE

(This note is not part of the Regulations)

These Regulations impose a new duty on the registrar to annotate the register maintained under section 1080 of the Companies Act 2006 (c.46) ("the 2006 Act") in the circumstances where an individual has verified their identification status, as well as applying annotation duties and powers to unregistered companies. These Regulations also make amendments to various pieces of secondary legislation, which are consequential on the Economic Crime and Corporate Transparency Act 2023 (c. 56) ("the 2023 Act").

Regulation 2 requires the registrar to annotate the companies register where a person's identity has been verified in accordance with the Registrar (Identity Verification and Authorised Corporate Service Providers) Regulations 2025 (S.I. 2025/50).

Regulation 3 applies the annotation duty contained in regulation 2 to the register of limited liability partnerships.

Regulation 4 makes minor amendments to the Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009 (S.I. 2009/1804) to remove the requirements for members who are individuals to provide their nationality and for corporate members to provide a service address, as requirements to provide that information are to be implemented by Companies House at a later date. Regulation 4 also substitutes section 1082 of the 2006 Act (allocation of unique identifiers) as applied to limited liability partnerships ("LLPs") and makes a minor amendment to the Registered Office Address (Rectification of Register) Regulations (S.I. 2024/233) as applied to LLPs, which is consequential on the repeal by the 2023 Act of requirements on companies to maintain certain local registers.

Regulation 5 amends the Unregistered Companies Regulations 2009 (S.I. 2009/2436) to remove the requirement for corporate directors, secretaries and registrable relevant legal entities to provide a service address, as requirements to provide that information are to be implemented by Companies House at a later date. Provision is made for the registrar to annotate the register in relation to unregistered companies where an individual has had their identity status verified. The registrars' powers under section 1081 of the 2006 Act are extended to also apply to unregistered companies. The registrar is also empowered to annotate in respect of unregistered companies where (a) it appears to the registrar that material on the register is misleading or confusing; (b) it is apparent that a person who appears in the register as a director is subject to director disqualification sanctions within the meaning of section 11A(4) of the Company Directors Disqualification Act 1986 (c.46) (designated persons under sanctions legislation); and (c) a person has not fully complied with the requirements of a notice given under section 1092A of the 2006 Act (power to require information).

Regulation 6 makes a minor amendment to the Companies (Companies Authorised to Register) Regulations 2009 (S.I. 2009/2437) to correct a cross reference to another instrument.

Regulation 7 makes minor amendments to the Registered Office Address (Rectification of Register) Regulations 2024, which are consequential on the repeal by the 2023 Act of requirements on companies to maintain certain local registers.

Regulation 8 amends the Companies Authorised to Register, Unregistered Companies and Overseas Companies (Application of Company Law) Regulations 2025 (S.I. 2025/761) ("the 2025 Regulations") to make a minor correction to provisions relating to overseas companies. Regulation

7 also substitutes the transitional provision in the 2025 Regulations relating to identity verification of existing directors of unregistered companies.

Regulation 9 amends the Limited Liability Partnerships (Application and Modification of Company Law) Regulations 2025 (S.I. 2025/1033) to substitute the transitional provision relating to identity verification of existing members of LLPs.

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. An impact assessment for identity verification requirements more generally was produced for the Registrar (Identity Verification and Authorised Corporate Service Providers) Regulations 2025 (S.I. 2025/50) and the 2023 Act, copies of which are published on www.legislation.gov.uk. A hard copy may be obtained from the Department for Business and Trade, Old Admiralty Building, London SW1A 2DY.

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