



# National Security and Investment Act 2021

## 2021 CHAPTER 25

An Act to make provision for the making of orders in connection with national security risks arising from the acquisition of control over certain types of entities and assets; and for connected purposes. [29th April 2021]

BE IT ENACTED by the Queen's most Excellent Majesty, by and with the advice and consent of the Lords Spiritual and Temporal, and Commons, in this present Parliament assembled, and by the authority of the same, as follows:—

## PART 1

### CALL-IN FOR NATIONAL SECURITY

## CHAPTER 1

### CALL-IN POWER

#### 1 Call-in notice for national security purposes

- (1) The Secretary of State may give a notice if the Secretary of State reasonably suspects that—
- (a) a trigger event has taken place in relation to a qualifying entity or qualifying asset, and the event has given rise to or may give rise to a risk to national security, or
  - (b) arrangements are in progress or contemplation which, if carried into effect, will result in a trigger event taking place in relation to a qualifying entity or qualifying asset, and the event may give rise to a risk to national security.

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- (2) For the purposes of this Act, in considering whether a trigger event has taken place, or whether arrangements are in progress or contemplation which, if carried into effect, will result in a trigger event taking place, the effect of section 13(1) (notifiable acquisitions that are void) must be disregarded.
- (3) A notice under subsection (1) is referred to in this Act as a call-in notice.
- (4) If the Secretary of State decides to give a call-in notice, the notice must be given to—
  - (a) the acquirer,
  - (b) if the trigger event relates to a qualifying entity, the entity, and
  - (c) such other persons as the Secretary of State considers appropriate.
- (5) The call-in notice must include a description of the trigger event to which it relates and state the names of the persons to whom the notice is given.
- (6) The Secretary of State may not give a call-in notice unless a statement has been published (and not withdrawn) for the purposes of section 3.
- (7) The Secretary of State must have regard to that statement before giving a call-in notice.
- (8) But nothing in the statement limits the power to give a call-in notice.

#### Commencement Information

**II** [S. 1](#) in force at 4.1.2022 by [S.I. 2021/1465](#), [regs. 2, 3](#) (with [regs. 4, 5](#))

## 2 Further provision about call-in notices

- (1) No more than one call-in notice may be given in relation to each trigger event.
- (2) Subject to subsections (3) and (4), a call-in notice given on the grounds mentioned in section 1(1)(a)—
  - (a) may not be given after the end of the period of 6 months beginning with the day on which the Secretary of State became aware of the trigger event, and
  - (b) may not be given after the end of the period of 5 years beginning with the day on which the trigger event took place.
- (3) Subsection (2)(b) does not apply where the trigger event is one in relation to which section 13(1) has effect.
- (4) In relation to a trigger event taking place during the period beginning with 12 November 2020 and ending with the day before commencement day, a call-in notice given on the grounds mentioned in section 1(1)(a)—
  - (a) if the Secretary of State became aware of the trigger event before commencement day, may not be given after the end of the period of 6 months beginning with commencement day,
  - (b) if the Secretary of State became aware of the trigger event on or after commencement day—
    - (i) may not be given after the end of the period of 6 months beginning with the day on which the Secretary of State became aware of the trigger event, and
    - (ii) may not be given after the end of the period of 5 years beginning with commencement day.

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(5) In this section “commencement day” means the day on which this section comes into force.

(6) This section is subject to section 22 (and see section 62).

#### Commencement Information

I2 S. 2 in force at 4.1.2022 by S.I. 2021/1465, regs. 2, 3 (with regs. 4, 5)

### 3 Statement about exercise of call-in power

(1) The Secretary of State may publish a statement for the purposes of this section if the requirements set out in section 4(1) are satisfied.

(2) The statement is a statement prepared by the Secretary of State that sets out how the Secretary of State expects to exercise the power to give a call-in notice.

(3) The statement may include, in particular—

- (a) details of sectors of the economy in relation to which the Secretary of State considers that trigger events are more likely to give rise to a risk to national security,
- (b) details of the trigger events, qualifying entities and qualifying assets in relation to which the Secretary of State expects to exercise the power to give a call-in notice, and
- (c) details of factors that the Secretary of State expects to take into account when deciding whether or not to exercise the power.

(4) The Secretary of State must review a statement published under this section at least once every 5 years.

(5) A statement published under this section may be amended or replaced by a subsequent statement, and this section and section 4 apply in relation to any amended or replacement statement as in relation to the original statement.

(6) Nothing in a statement published under this section affects the power of the Secretary of State to make notifiable acquisition regulations (see section 6).

#### Commencement Information

I3 S. 3 in force at 1.7.2021 by S.I. 2021/788, reg. 2(a)

### 4 Consultation and parliamentary procedure

(1) Before the Secretary of State may publish a statement for the purposes of section 3 the Secretary of State must—

- (a) carry out such consultation as the Secretary of State thinks appropriate in relation to a draft of the statement,
- (b) make any changes to the draft that appear to the Secretary of State to be necessary in view of the responses to the consultation, and
- (c) lay the statement before Parliament.

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- (2) Either House of Parliament may at any time before the expiry of the 40-day period resolve not to approve the statement.
- (3) If either House of Parliament resolves not to approve the statement under subsection (2), the Secretary of State must withdraw the statement.
- (4) Any such resolution under subsection (2) does not affect the validity of a call-in notice given following the publication of the statement prior to its withdrawal, and does not affect the publication of a new statement.
- (5) “The 40-day period” is the period of 40 days beginning with the day on which the statement is laid before Parliament (or, if it is not laid before each House of Parliament on the same day, the later of the days on which it is laid).
- (6) When calculating the 40-day period, ignore any period during which Parliament is dissolved or prorogued or during which both Houses are adjourned for more than 4 days.
- (7) The requirements in subsection (1)(a) and (b) may be met by consultation carried out before this section comes into force.

#### Commencement Information

**I4** S. 4 in force at 1.7.2021 by [S.I. 2021/788](#), [reg. 2\(a\)](#)

## CHAPTER 2

### INTERPRETATION

#### 5 Meaning of “trigger event” and “acquirer”

- (1) For the purposes of this Act, a “trigger event” takes place when—
  - (a) a person gains control of a qualifying entity, as set out in section 8, or
  - (b) a person gains control of a qualifying asset, as set out in section 9.
- (2) In this Act “acquirer” means the person who gains the control referred to in subsection (1) (or in relation to a trigger event that has not yet taken place, would gain that control).

#### Commencement Information

**I5** S. 5 in force at 4.1.2022 by [S.I. 2021/1465](#), [regs. 2, 3](#) (with [regs. 4, 5](#))

#### 6 Notifiable acquisitions

- (1) The Secretary of State may make regulations for the purposes of this section (“notifiable acquisition regulations”).
- (2) A notifiable acquisition takes place when a person gains control, by virtue of one or more of the cases described in subsection (2), (5) or (6) of section 8, of a qualifying entity of a specified description.

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- (3) But a notifiable acquisition does not take place if complying with the requirement to give a mandatory notice under section 14(1) would be impossible for the person within subsection (2).
- (4) A description of qualifying entity that is specified must include provision that the entity carries on activities in the United Kingdom which are of a specified description (whether or not it also carries on other activities).
- (5) Notifiable acquisition regulations may—
  - (a) amend this section in relation to the circumstances in which a notifiable acquisition takes place or does not take place,
  - (b) make provision for exemptions by reference to the characteristics of the person within subsection (2),
  - (c) make consequential amendments of other provisions of this Act.
- (6) Notifiable acquisition regulations may by virtue of subsection (5)(a) include, in particular, provision about the circumstances in which the gaining of control of a qualifying asset of a specified description is a notifiable acquisition.
- (7) A description specified under subsection (6) may only include qualifying assets within section 7(6) if it includes provision that any such asset is used in connection with activities carried on in the United Kingdom which are of a specified description (whether or not it is also used in connection with other activities).
- (8) In this section “specified” means specified in notifiable acquisition regulations.

#### Commencement Information

**I6** [S. 6\(1\)](#) in force at 29.4.2021, see [s. 66](#)

**I7** [S. 6\(2\)-\(8\)](#) in force at 1.7.2021 by [S.I. 2021/788](#), [reg. 2\(b\)](#)

## 7 Qualifying entities and assets

- (1) This section defines “qualifying entity” and “qualifying asset” for the purposes of this Act.
- (2) A “qualifying entity” is (subject to subsection (3)) any entity, whether or not a legal person, that is not an individual, and includes a company, a limited liability partnership, any other body corporate, a partnership, an unincorporated association and a trust.
- (3) An entity which is formed or recognised under the law of a country or territory outside the United Kingdom is a “qualifying entity” only if it—
  - (a) carries on activities in the United Kingdom, or
  - (b) supplies goods or services to persons in the United Kingdom.
- (4) A “qualifying asset” is (subject to subsection (6)) an asset of any of the following types—
  - (a) land,
  - (b) tangible (or, in Scotland, corporeal) moveable property,
  - (c) ideas, information or techniques which have industrial, commercial or other economic value.