XYZ Limited[Company address]

 6 May 2016

[Addressee name]

[Address]

Dear [Addressee name]

**Register of People with Significant Control – Warning Notice**

**Interests in XYZ Limited shares**

On 6 April 2016 we sent you a notice under section 790D / 790E of the Companies Act 2006 (the Act) requiring that you provide us, in writing [including by email to the address shown above], within one calendar month, specified information concerning your interest (within the meaning of Part 21A of the Act), if any, in the shares of XYZ Limited or your knowledge of any person or legal entity that might have such an interest. A copy of the section 790D / 790 E notice we sent you is included with this notice.

You have failed to comply with your legal obligation to respond to this notice, notwithstanding our having written to you again on [DATE] to remind you of your obligation and of the legal penalties for failure to do so.

We are therefore writing to you pursuant to paragraph 1(2) of Schedule 1B to the Act to give you notice that, in consequence of your having failed to comply with the notice issued to you on 6 April 2016 under section 790D / 790E of the Act, XYZ Limited will issue you with a formal restrictions notice on or after 6 June 2016 unless you have complied with the section 790D / 790E notice issued to you on 6 April 2016 within one calendar month of the date of this warning notice. We will consider any reasons you provide us with as to why you have failed to comply.

The effect of such a restrictions notice in respect of your interest in XYZ Limited shares would be that:

* Any transfer of your relevant interest is void, as is any agreement to transfer your interest or any associated right;
* No rights are exercisable in respect of your interest;
* No shares may be issued in right of your interest or in pursuance of an offer made to the interest holder; and
* Except in a liquidation, no payment may be made of sums due from the company in respect of your interest, whether in respect of capital or otherwise.

When a restrictions notice has been issued the following acts, or failures to act, may constitute an offence:

* Exercising or purporting to exercise any right to dispose of your interest;
* Exercising or purporting to exercise any right to dispose of any right to be issued with your interest;
* Voting in respect of your interest (whether as holder of the interest or as proxy) or appointing a proxy to vote in respect of your interest;
* Failing to notify a person entitled (apart from the restrictions) to vote in respect of your interest, whether as holder or proxy, who you do not know to be aware that your interest is subject to restrictions; and
* Entering into an agreement to transfer your interest or any associated right (except in a liquidation).

Full details of your obligations under this Part of the Act and the penalties for failure to comply with them can be found on the www.gov.uk website.

We look forward to hearing from you before 6 June 2016 to avoid the need for this further action.

Yours sincerely/faithfully

[Signature]

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[Name]

Director / Company Secretary