



SECURITIES TRANSFER TAX — MODERNISATION OF THE STAMP TAXES ON SHARES FRAMEWORK

Issued 7 September 2026

ICAEW welcomes the opportunity to comment on the draft legislation for the new securities transfer tax, published by HMRC on 13 July 2026, a copy of which is available from this [link](#).

KEY POINTS

- We are concerned that the imposition of joint and several liability on authorised agents under clause 9 may discourage agents from filing returns on behalf of clients. Members have indicated that, under the legislation as drafted, many would prepare returns but not submit them, potentially undermining compliance. We therefore strongly urge the government to amend these draft provisions.
- Other than the above issue members were broadly in support of the new provisions, recognising that it carries forward the existing framework in a recognisable and updated form.

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This response of 7 September 2026 has been prepared by ICAEW's Tax Faculty.

Internationally recognised as a source of expertise, ICAEW's Tax Faculty is a leading authority on taxation and is the voice of tax for ICAEW. It is responsible for making all submissions to the tax authorities on behalf of ICAEW, drawing upon the knowledge and experience of ICAEW's membership. The Tax Faculty's work is directly supported by over 130 active members, many of them well-known names in the tax world, who work across the complete spectrum of tax, both in practice and in business. ICAEW Tax Faculty's Ten Tenets for a Better Tax System, by which we benchmark the tax system and changes to it, are summarised in Appendix 1.

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OVERVIEW

1. Our response focuses on the concerns arising from Clause 9, which has generated significant unease across our membership. We have not commented on detailed technical aspects of the draft legislation or its drafting.

CLAUSE 9: LIABILITY AND ACCOUNTABILITY

2. ICAEW's primary concern relates to clause 9(4) which says that the accountable person is required to pay the tax as though they were liable for it on a joint and several basis with the liable person unless they have satisfied an HMRC officer on a claim that they have taken without success all reasonable steps (both before and after the relevant transaction takes place) to obtain the amount of the tax from the liable person.
3. This is a change from the position set out in the [2023 consultation](#) where it was proposed that the purchaser would become the liable and accountable person for non-CREST transactions, and that the current stamp duty reserve tax liable and accountable persons rules would be retained for CREST transactions.
4. The [2025 consultation outcome](#) states, "While undertaking early stages of portal development, it has become clear that, where an agent is used, having them as an accountable person as well as the purchaser as the liable person would be useful for non-CREST transactions."
5. Introducing joint and several liability for agents significantly alters the risk profile of acting as an agent in relation to this tax. This may have the consequence of agents withdrawing from the market. Indeed, many members indicated that if the draft legislation is enacted in its current form they would no longer submit returns on behalf of clients (although they may continue to prepare them).
6. If taxpayers have to navigate unfamiliar systems for one-off transactions, this increases the risk of compliance errors. This outcome does not support the government's objective of closing the tax gap and supporting compliance.
7. The simultaneous removal of adjudication abolishes an important mechanism for obtaining certainty on the application of the legislation and the availability of reliefs. This further compounds members' concerns regarding the imposition of joint and several liability on agents in respect of their clients' tax obligations.
8. In our view, the inclusion of joint and several liability is disproportionate and likely to reduce tax compliance rather than improve it. We recommend that clause 9(4) is amended and the reference to joint and several liability is removed for an accountable person who is a tax agent.

APPENDIX 1

ICAEW TAX FACULTY'S TEN TENETS FOR A BETTER TAX SYSTEM

The tax system should be:

1. **Statutory.** Tax legislation should be enacted by statute and subject to proper democratic scrutiny by Parliament. A clear statutory basis ensures legitimacy, accountability, and public trust in the tax system.
2. **Certain.** As far as possible, the application of tax rules and compliance processes should be certain. Taxpayers should not normally need to resort to the courts to understand how the rules apply to their affairs.
3. **Simple.** The tax system should be easy to understand for all taxpayers and advisers. Complexity undermines trust, creates unfairness, and discourages compliance.
4. **Easy to administer.** Tax liabilities should be straightforward to administer for HMRC, agents, and all taxpayers. Taxes should be designed to work effectively in a digital environment, while administration must remain accessible to those with limited digital capability.
5. **Properly targeted.** Anti-avoidance rules and other targeted measures should be proportionate, clearly defined, and carefully scoped to achieve their policy objective without undermining simplicity or certainty. Poorly targeted measures add complexity and uncertainty, harming compliance.
6. **Stable.** Changes to the tax system should only be made when clearly justified by economic, social, or environmental goals. Transparent, purposeful reforms build confidence and move the system toward greater coherence and long-term stability.
7. **Subject to proper consultation.** Other than in exceptional circumstances, tax changes should be subject to open and meaningful consultation. Adequate time for stakeholder input improves policy quality, practicality, and public trust.
8. **Regularly reviewed.** Tax rules, reliefs, and policy-driven interventions should be subject to regular, transparent review to assess whether they remain relevant, effective, and aligned with current policy goals. Outdated or unjustified provisions should be reformed or repealed to maintain coherence.
9. **Fair and accessible.** The tax system should be fair and accessible in design and in operation, ensuring equitable treatment of taxpayers. Revenue authorities must exercise their powers proportionately, and all taxpayers should have timely access to HMRC assistance, independent appeal, and redress.
10. **Efficient.** The tax system should raise revenue in a way that minimises unnecessary distortions, compliance burdens, and resource misallocation. While all taxes affect behaviour to some degree, tax design should avoid cliff edges, unintended incentives, or inefficiencies that reduce economic wellbeing unless these serve a clearly defined policy aim.

For more information, please see [Ten Tenets for a Better Tax System | ICAEW](#)