

RE:UK Webinar: How to launch and operate a RIF



Reserved Investor Fund or RIF

- Primary Legislation: 2024 Conservative Government & Secondary Legislation: 2025 Labour Government
- UK managers can launch RIFs from March 2025
- First RIF, Resonance Housing Pathways Fund, launched in July 2026
- Other asset and fund managers are considering RIF launches:
 - market challenge of capital raising for real estate.



Meet the Speakers



Rachel Kelly

Assistant Director
(Finance Policy)
RE:UK



Simon Chisholm

Chief Investment Officer -
Resonance Limited



Melville Rodrigues

Head of Advisory –
Real Assets, Apex Group &
Co-Head Fund Policy
Committee, RE:UK



Tony Page

Policy & technical adviser,
collective investment
schemes - HMRC

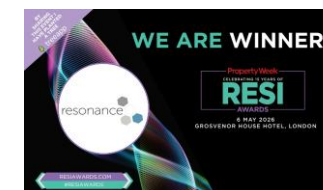
**RESONANCE HOUSING
PATHWAYS FUND**
RIF Seminar
10th Sept 2026



WHO ARE RESONANCE ?

A Pioneer of Social Impact Residential Property Fund Management

- Investing in social impact since 2002
- c£450m funds under management, through regulated fund management subsidiary Resonance Impact Investment Limited (RIIL)
- Team of 60+ across the UK
- Accredited Social Enterprise and B Corp
- Owned by 4 socially-minded organisations, directors and employees
- Offices in Manchester, Launceston, London and Bristol



WHO INVESTS IN OUR FUNDS ?



WHAT DO WE MEAN BY ... PATHWAYS OUT OF TEMPORARY ACCOMMODATION ?



WHAT IS THE ... RESONANCE HOUSING PATHWAYS FUND ?

- ✓ Homelessness Property Funds since 2013
- ✓ Acquire / Refurbish / Lease to high-quality Housing Partners
- ✓ Pathways out of Temporary Accommodation to stable home
- ✓ Impact management / measurement – centred on tenant wellbeing and progression
- ✓ Significant reductions in cost to Local Authorities
- ✓ Evergreen, open-ended, residential property fund
- ✓ First close £118m, and target £700m by 2030
- ✓ Institutional investors, targeting long-term c.6% ungeared IRR
- ✓ Focus on good Governance and risk mitigation at all levels
- ✓ SDR labelled “Sustainability Impact”

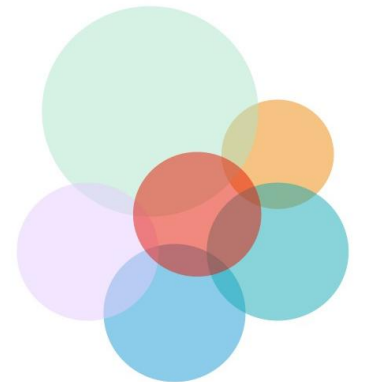
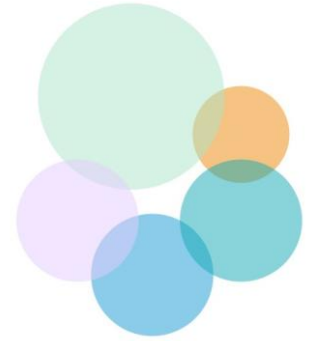
WHY USE A RIF ?

- ✓ Combining tax-exempt and non tax-exempt investors in a single onshore structure
- ✓ RIF structure flexible to provide an open-ended fund solution compared with corporate REIT vehicle
- ✓ Seeding relief allows for tax-efficient consolidation of previous fund portfolios and roll-over of existing investors into new structure
- ✓ Relatively low-cost launch and operations (e.g. compared to LTAF)
- ✓ Potential options for the future:
 - ✓ Extension of LBTT and LTT reliefs to Scotland and Wales
 - ✓ Conditional Permitted Links (like LTAF) allowing for DC investment

RIF plugs a gap in the UK fund offering

- Modelled on the authorised contractual scheme/ACS: estimated total AUM £100bn
- Unauthorised contractual scheme: learned from other real estate funds
- Pension funds/other professional investors & (£1m min. commitment) HNW investors
- UK AIFM & depositary
- RIF deed & entry notice to HMRC: no need for FCA authorisation nor registration at Companies House
- Pro-growth: efficient, lightly regulated, flexible & resilient

Regulatory and tax updates: <https://melvillerodrigues.com/rif>



RIF Key Features

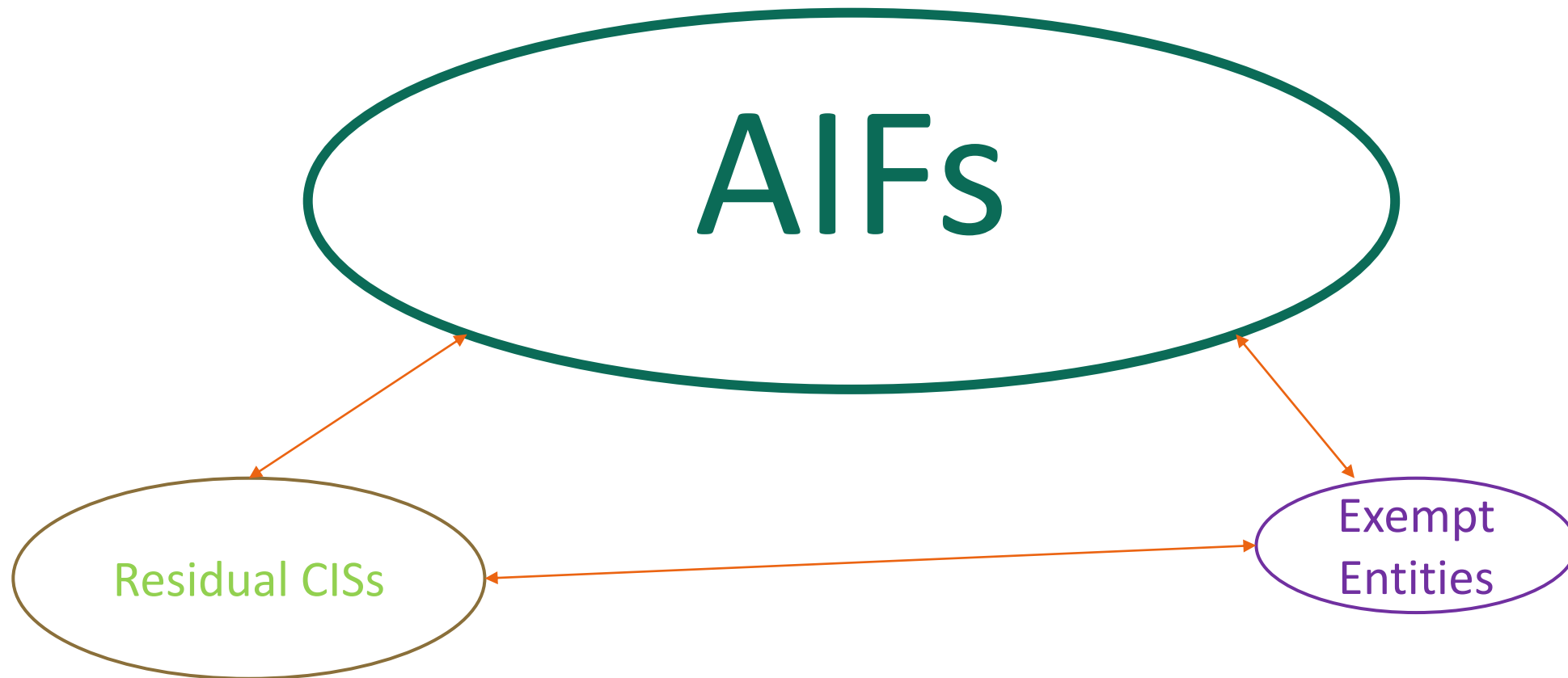
- “Costs, costs, costs”: efficient to launch and operate - competitive TERs
- Speed-to-market
- Flexible on investor exits like redemptions
- Can operate as an umbrella fund with segregated cells
- effectively tax transparent with tradable units incl. SDLT seeding relief

“The government is confident the RIF will be a fund vehicle which serves as a valuable addition to the UK’s fund range. The policy design is intended to ensure that RIFs benefit from the simplicity and certainty which respondents have requested.”



HM Treasury & HMRC March 2024

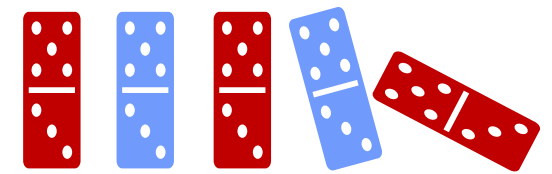
New world: AIFMR Entity Options



What will be the interaction with RIFs?

RIF Pipeline Projects

- New launches: capital raising including fund consolidation
- Landowner/developer
 - BTR for affordable homes
- International investment strategies: RIF with QAHC
 - UK managers: challenge of EU substance requirements
- Ask the questions “Is the RIF an option?”



Pension Plan to Double Mega-Funds by 2030: Boost Investment

Continue to live the RIF dream!

- Enduring fund solution – which can evolve with further reforms
- Policy asks: 1) Stamp Tax/LBTT/LTT relief parity 2) RIF a Conditional Permitted Link (like LTAF)
- Unleash entrepreneurial (including SMEs) & social potentials.
- Conduit for DC, LGPS Pool & other (UK/international) institutional capital
 - affordable housing
 - regeneration of town centres
 - reindustrialisation
 - can adopt SDR labels
- Gratitude for, and humbled by, the tremendous industry & government support

[IPE Real Assets piece: 14 August 2026](#)



Reserved Investor Fund (RIF)

Summary for policy and stakeholder audiences

A UK contractual investment fund for professional and institutional investors

Lower cost and greater flexibility than existing UK alternatives

POLICY PURPOSE

Complements the UK funds regime and responds to demand for a UK-based unauthorised contractual scheme.

TARGET MARKET

Open to professional and institutional investors. HMRC notes expected use by institutional investors holding UK property.

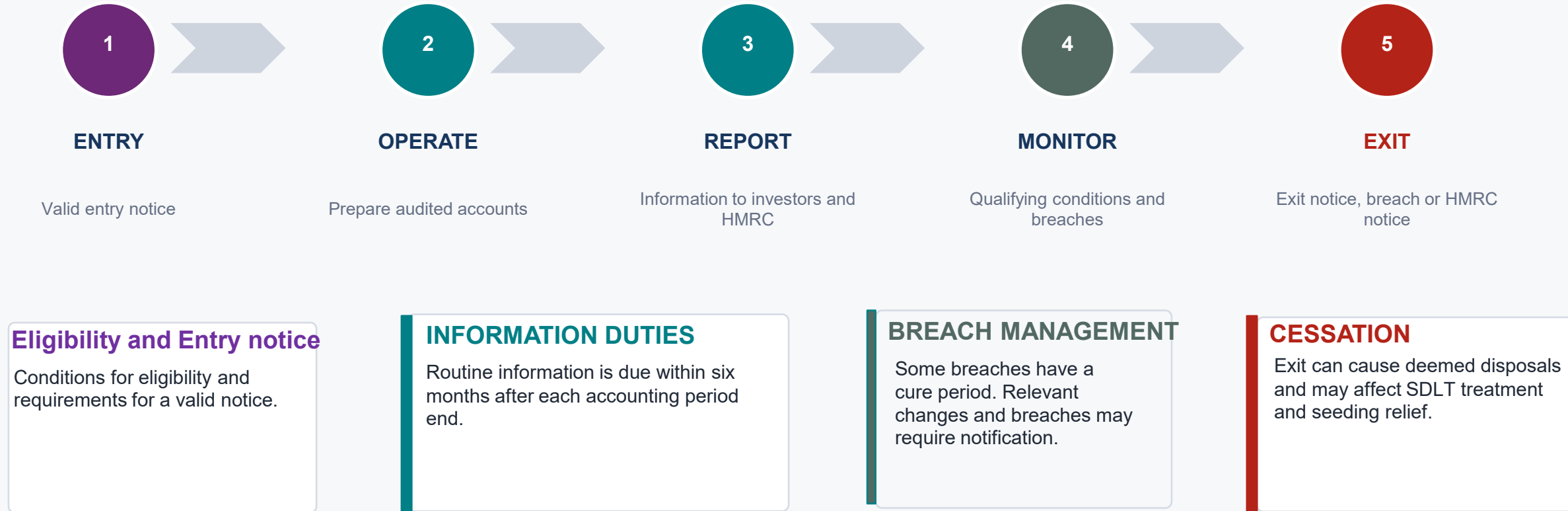
LEGAL FORM

A contractual collective investment scheme. It is not a separate legal person.

Sources: GOV.UK RIF policy paper; HMRC RIF technical note; SI 2025/200; HMRC Investment Funds Manual materials.

Lifecycle and compliance

Entry, ongoing monitoring, reporting and exit



Sources: SI 2025/200; HMRC technical note; GOV.UK change notification guidance.

Eligibility and entry

A scheme must meet the regulatory gateway conditions to be a RIF and the additional conditions in the Tax regulations

1

CO-OWNERSHIP SCHEME

Not an authorised co-ownership scheme

2

AIF and CIS STATUS

Alternative Investment Fund and
Collective Investment Scheme

3

INVESTOR RESTRICTION

Professional or large investors

4

UK-BASED

Operations and arrangements satisfy the
UK condition

5

OWNERSHIP & RESTRICTION

Meets the relevant qualifying
requirements

6

ENTRY NOTICE

Valid notice given to HMRC

Sources: SI 2025/200, regulations 3–14; HMRC technical note; GOV.UK entry notification material.

Tax treatment at a glance

How income, gains and property transactions are treated

KEY MESSAGE

Different tax lenses apply
Do not read income transparency across to SDLT.

3

4



INCOME TAX

TRANSPARENT

- ✓ **Income arises directly to investors**
The RIF is transparent for income purposes.
- ✓ **Investor-level treatment**
Each investor is taxed according to its own status.



CAPITAL GAINS

SPECIFIC REGIME

- ✓ **Underlying asset disposal**
A disposal by the RIF is not itself a taxable event for the RIF or investors.
- ✓ **Investors in UK Property-rich RIFs**
Dedicated rules to preserve treatment that applies to UK residents and in the nonresident capital gains regime



SDLT

OPAQUE

- ✓ **RIF treated as a company**
SDLT is not charged on the buying of units in the RIF, as units are treated as shares. but (absent seeding relief), the RIF pays SDLT on property acquisitions.
- ✓ **Seeding relief**
Qualifying property-for-units transfers may receive relief, subject to conditions and clawback.

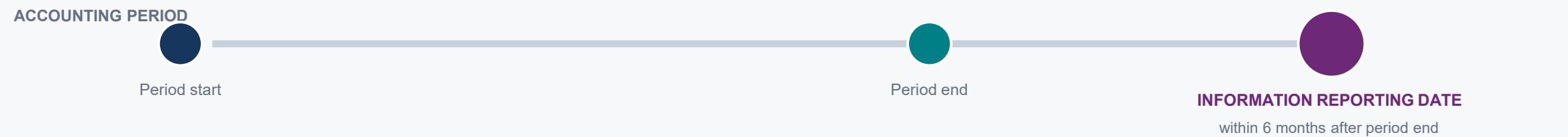


KEY TAKEAWAY

Income transparency supports investor-level taxation; separate gains and SDLT rules enable the RIF to operate as a property fund while protecting UK land taxation.
Seeding relief is conditional. A qualifying transfer can be relieved initially, but later events may trigger withdrawal.

RIF operator information and notification duties

What must be provided, to whom, and when





INFORMATION TO INVESTORS



Each accounting period

Enough information for participants to meet their UK tax obligations, including details of additional income treated as paid.



Where another scheme invests

Provide the investor RIF or authorised co-ownership scheme with enough information for its own participant reporting.



Event-driven notifications

Notify participants of specified deemed disposals, an HMRC determination, and deemed disposal on cessation.



Compliance

Failure to provide information or make required notifications may lead to penalties. Importance of early communication with dedicated HMRC team



INFORMATION TO HMRC



Each accounting period

Report participant details, unit holdings, income per unit, conditions met, breaches and specified deemed disposals.



If HMRC issues an information notice

Provide the further information requested. The response period is at least 42 days, subject to any extension.



When specified events occur

Notify HMRC about relevant expected failures, condition changes, unrectified breaches, exit, or umbrella changes.



Compliance

Failure to provide information or make required notifications may lead to penalties. Serious and repeated failures could result in a cessation notice. Appropriate safeguards are in place. Importance of early communication with dedicated HMRC team.

When a fund ceases to be a RIF

Routes out of the regime and the main tax consequences

CORE
PRINCIPLE

Exit route determines
timing

Tax consequences follow at scheme and investor level.

1 WHAT TRIGGERS EXIT?



Breaches of Qualifying condition

Not rectified within any available cure period



Operator chooses to exit

Exit notice specifies the cessation date



HMRC action

Determination or cessation notice under the regulations



CEASES TO BE A RIF

Effective date depends on the route of exit

2 IMMEDIATE CONSEQUENCES



Investor gains

Participants are deemed to dispose of and reacquire their units.



Operator obligations

Notify HMRC of relevant breaches; participant notification may also apply.



Seeding relief risk

Exit during the seeding or control period triggers clawback.

3 SDLT STATUS AFTER EXIT



Eligible co-ownership scheme (ECOS)

If the section 20 conditions continue to be met, SDLT opacity is retained.

RIF company treatment continues for SDLT purposes.



Unauthorised contractual scheme (UCS)

If ECOS conditions are not met, the scheme is transparent for SDLT.

A deemed land transaction arises; an exit charge applies where there is chargeable consideration.

Published HMRC and GOV.UK materials

Core sources for policy, legislation and operational compliance

POLICY	Reserved Investor Fund — policy paper / Tax Information and Impact Note	gov.uk/government/publications/reserved-investor-fund
TECHNICAL	Tax rules for the RIF — HMRC technical manuals	Investment Funds Manual www.gov.uk/hmrc-internal-manuals/investment-funds/ifm09000 SDLT Manual www.gov.uk/hmrc-internal-manuals/stamp-duty-land-tax-manual/sdltm31300 www.gov.uk/hmrc-internal-manuals/stamp-duty-land-tax-manual/sdltm24700
LEGISLATION	Co-ownership Contractual Schemes (Tax) Regulations 2025, SI 2025/200	legislation.gov.uk/ukSI/2025/200/contents/made
OPERATIONS	Notify HMRC of a change to a Reserved Investor Fund	gov.uk/guidance/make-a-reserved-investor-fund-notification-to-hmrc
ENTRY	Reserved Investor Fund entry notification material	GOV.UK published entry notification material
REPORTING	Submit accounting period information for a Reserved Investor Fund	GOV.UK RIF accounting-period information service

References accessed 1 September 2026.

Q&A



Real Estate:UK

INREV

THE
INVESTMENT
ASSOCIATION