



Retail Risk Outlook 2025

For what comes next
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Introduction

Welcome to TLT's Retail Risk Outlook 2025



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What a year 2025 is already shaping up to be and we are pleased to present TLT's Retail Risk Outlook which is our most comprehensive one to date! Following positive feedback, we have retained the same format once again this year.

The main themes in the Outlook are:

- As expected there remains a key focus on sustainability and environmental issues where we've seen a continued spotlight on Green claims, changes to packaging requirements and EU and UK progress on reporting requirements with an increased emphasis on transition plans for net zero;
- Those retailers who are prepared and able to focus on greater transparency and accountability with customers, investors and regulators in this area will be best placed to navigate the anticipated changes ahead;
- The consumer law shake up with the new DMCC Act is now here and partially in force which is causing some retailers to amend current practices to ensure continued compliance particularly around price transparency.
- As ever tech, data and AI is proving to be an area where regulation is playing 'catch-up' so it is well worth keeping up with developments. New tech-led solutions and wider incorporation of AI in operational processes can lead to significant cost savings for retailers; and
- Challenging trading conditions for retailers remain the order of the day with continued external forces impacting on supply chains not least with the ever evolving tariffs crisis. The new employment provisions along with national insurance and minimum wage increases are likely to have a significant impact during 2025.

Although these remain challenging times for retailers, by being prepared and putting in place appropriate planning and strategies, retailers can continue to go from strength to strength.

We hope you find this report useful in planning for the year ahead. If you have any questions about these changes or would like assistance in preparing for them, please do get in touch.

Green claims

Impact 



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What's changing?

The Digital Markets, Competition and Consumers (DMCC) Act received Royal Assent in May 2024, marking a pivotal shift in UK regulation. With this comes the Competition and Markets Authority's (CMA) new powers – effective 6 April 2025 – to impose penalties of up to £300,000 or 10% of global turnover (whichever is higher) for breaches of consumer protection laws. At the heart of the DMCC Act is the Green Claims Code, which requires all businesses selling to UK consumers (regardless of size) to ensure environmental claims are truthful, clear, and substantiated.

B Corp Status

Achieving B Corp certification is becoming increasingly popular among businesses looking to demonstrate their commitment to sustainability. B Corp status requires companies to meet high standards of social and environmental performance, accountability, and transparency. However, critics argue the certification process is open to manipulation where it depends on self-reporting. There are also concerns that companies may use it as a marketing tool rather than a genuine commitment to sustainability.

The DMCC Act's emphasis on substantiated claims may lead to closer examination of B Corp-certified companies – or potentially even the certification process itself – to ensure claims are backed by credible evidence.

UK/EU Dynamic

The UK's departure from the European Union has led to a divergence in regulatory standards. The EU's Green Transition Directive, adopted in February 2024, marks a shift towards a more prescriptive approach to green claims compared to the UK's general consumer protection law. Businesses operating in multiple jurisdictions will need to ensure their claims comply with governing rules, potentially increasing the compliance burden. The final agreed provisions following the EU Commission's proposed Green Claims Directive are also expected to land by the end of 2025, with an anticipated effective date in 2027. This will complement the Green Transition Directive and provide further rules on substantiating and communicating explicit environmental claims about products in business-to-consumer operations.

What should retailers do to prepare?

Businesses must navigate a landscape where transparency and integrity are paramount. As a new era of green claims compliance emerges, the CMA has a clear message: be transparent about environmental claims, or face the consequences. Retailers are therefore advised to be proactive in their compliance measures and take the following steps:

- **Stay Informed:** Keep up to date with the latest regulatory developments, including further guidance published by the CMA. This is especially important for cross-border operations. The introduction of separate UK and EU regulations means that businesses operating in multiple jurisdictions will need to ensure their claims comply with governing rules. This will potentially increase the compliance burden, particularly where the final agreed provisions of the EU's Green Claims Directive are expected to land by the end of 2025.
- **Conduct Due Diligence:** Ensure green claims are supported by robust evidence. This may involve conducting thorough due diligence on the environmental credentials of products and services. Ultimately, investing in the development of internal processes and procedures to verify claims are crucial for maintaining compliance and avoiding financial penalties.
- **Leverage Opportunities:** Use the growing emphasis on sustainability to differentiate your products or services. By demonstrating early compliance, retailers have the opportunity to strengthen their reputation in saturated markets by improving consumer and investor confidence while avoiding heavy fines.
- **Prepare for Scrutiny:** Be prepared for increased scrutiny from regulators and consumers. Ensure marketing materials and communications are transparent and comply to avoid stringent enforcement action.

For more information about compliance challenges and emerging trends, please see our [Green Claims Outlook 2025](#) report.

EU Omnibus Directive: ESG reporting

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What's changing?

On 14 April 2025, the Council of the European Union formally endorsed at first reading the so-called “stop-the-clock” directive as regards the dates from which member states are required to apply corporate sustainability reporting and due diligence requirements (Directive). The Directive was subsequently published in the *Official Journal of the European Union* on 16 April 2025 and came into force the next day.

The implementation of the Directive, which amends the Corporate Sustainability Reporting Directive (CSRD) and the Corporate Sustainability Due Diligence Directive (CSDDD), forms part of the EU's wider initiatives to reduce the regulatory burden on companies and promote EU competition against a backdrop of a changing geopolitical landscape – and comes after the European Commission published its first package of reforms on 26 February 2025 (EU Omnibus).

In relation to the CSRD, the Directive **enforces a two year postponement of reporting requirements** for large companies that have not yet started implementing the CSRD (Wave 2) and for listed SMEs (Wave 3).

As such:

- Wave 2 will now report in 2028 for the 2027 financial year.
- Wave 3 will now report in 2029 for the 2028 financial year.
- No changes have been made for companies that were already reporting under the Non-Financial Reporting Directive (Wave 1), such as listed companies and public-interested entities with more than 500 employees, who will continue to report in 2025 for the 2024 financial year.
- Equally, no changes have been made for non-EU companies (Wave 4) who will have to report in 2029 for the 2028 financial year.

Under the CSDDD, the transposition deadline has now officially been extended to 26 July 2027.

- Wave 1 companies (being those with more than 5,000 employees and a net worldwide turnover exceeding €1.5 billion) are accordingly required to comply from 26 July 2028.
- The reporting deadlines for Wave 2 companies (more than 3,000 employees and a net worldwide turnover in excess of €900 million) and Wave 3 companies (more than 1,000 employees and €450 million in turnover) remain unchanged.

In addition to the extended timetable for compliance now cemented by the Directive, the EU Omnibus proposed a series of further key amendments to the CSRD and CSDDD:

CSRD

- **Reduced scope of reporting companies:** The reporting requirements will only apply to undertakings which have more than 1000 employees (an increase from the original 250 employee test) and have either (i) a turnover in excess of €50 million; or (ii) assets above €25 million. The Commission expects the increased employee threshold to reduce the number of companies in scope by 80% or so.
- **Value chain cap:** The amount of information which companies within scope of the CSRD are required to obtain from companies in their value chains which have fewer than 1,000 employees will be limited to the voluntary reporting standard.
- **Simplified reporting standards:** The Commission has committed to revise the European Sustainability Reporting Standards (ESRS), which govern the CSRD, to substantially reduce the number of mandatory reporting datapoints. This proposal will also delete the Commission's ability to adopt sector-specific standards.

CSDDD

- **Simplification of sustainability due diligence requirements:** Under the CSDDD, companies are required to carry out due diligence on their full supply chain, including upstream and downstream business partners. The proposals reduce this requirement to Tier 1 / direct suppliers only, unless a company has plausible information suggesting an adverse impact elsewhere in the supply chain. The Omnibus package also proposes a move from companies being required to assess their due diligence measures yearly, to every five years.
- **Civil liability and penalties:** Domestic law will take precedence over the originally proposed EU-wide civil liability regime for damages caused by non-compliance with the CSDDD. No mandatory financial penalties on a company's net global turnover will be imposed (removing the previous 5% cap on worldwide turnover), although the Commission intends to collaborate with Member States to produce guidelines on appropriate penalties.
- **Climate transition plan:** The obligation to 'put into effect' a climate transition plan will be replaced with an obligation to adopt a transition plan that includes 'implementing actions' in line with the Paris Agreement.

What should retailers do to prepare?

Retailers should closely monitor developments in the EU Omnibus and consider how any further changes may impact their compliance obligations and reporting policies. The

delay in application dates brought in by the Directive offers retailers a valuable window to prepare for compliance. Crucially, retailers should adopt a proactive approach by focusing on strategically important areas in their business, identifying material risks in their value chain, and building on best practices to ensure alignment with new regulations.

With the EU's increasingly business-centric focus, retailers demonstrating early compliance can leverage a competitive advantage by instilling greater confidence in investors and consumers alike.



Green transition: EU and UK initiatives

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What's changing?

The **EU Green Deal**, approved in 2020, is the EU's strategy to become the first climate-neutral continent by 2050. To support this goal, the EU has introduced various regulations focusing on sustainability, transparency, and responsible business practices. These regulations impose new compliance obligations on retailers, requiring adjustments in product design, sustainability claims, and supply chain management.

A central theme across these regulatory updates is the corporate transition toward net zero emissions. Businesses must establish clear pathways to decarbonisation, and both the EU and UK have taken steps to support this. In the UK, the Transition Plan Taskforce (TPT) was created to provide guidance for businesses developing credible transition strategies. On 31 October 2024, the TPT released its **Final Report**, highlighting the global shift toward transition planning. While TPT-aligned disclosures remain voluntary, early adoption can help businesses prepare for future regulations, enhance investor confidence, and stay ahead of mandatory requirements.

On the other hand, the EU has taken a mandatory approach through the **Corporate Sustainability Due Diligence Directive**, which requires large companies to conduct due diligence on environmental and human rights risks within

their operations and supply chains both in and outside Europe. As discussed in the article above, the European Commission proposed an Omnibus package in February 2025 to simplify certain requirements.

The EU has also strengthened consumer protection measures to combat greenwashing and promote sustainability in retail. The **Directive on Empowering Consumers for the Green Transition**, adopted in March 2024, and set to take effect on 27 September 2026, will require businesses to provide clear and verified information on product durability, repairability, and recyclability. Generic sustainability claims will be banned unless supported by evidence, and businesses will need to offer sustainable delivery options while improving waste reduction disclosures.

To further strengthen product sustainability, the EU has introduced new obligations for manufacturers under the **Directive on Repair of Goods** (adopted in June 2024), and the **Ecodesign for Sustainable Products Regulation** (ESPR) (in force since July 2024). Together, these measures require manufacturers to extend product lifespans, improve repairability, and reduce waste. As part of this, businesses must provide access to spare parts, and an EU-wide online repair platform is expected by 2027 to help consumers find certified repair services. The Digital Product Passport (DPP), a key component of Ecodesign Regulation, will be mandatory from mid-2026 and will require retailers to provide detailed information on materials, repair options, recyclability, and environmental impact. Additionally, a ban on the destruction of unsold products will come into force in 2030.

Retailers should also prepare for significant changes in supply chain sustainability. The **EU Deforestation Regulation** (EUDR), originally set for December 2024, has been postponed by 12 months due to concerns from international trade partners. Now, large and medium-sized companies must comply by 30 December 2025, while small enterprises have until 30 June 2026. The regulation requires businesses to prove that their products are not linked to deforestation, with strict enforcement by national authorities. Non-compliance could result in exclusion from the EU market and heavy penalties.

What should retailers do to prepare?

Retailers should act now to integrate these regulatory changes. Updating product disclosures is key to ensuring sustainability claims comply with consumer protection rules. Meeting repairability and ecodesign requirements will involve securing spare parts and preparing for the Digital Product Passport.

Businesses should also adjust inventory management to comply with the ban on destroying unsold products and strengthen supply chain due diligence under CSDDD and EUDR obligations. Keeping up with key regulatory updates, including the Omnibus package, will help businesses stay compliant. With many regulations taking effect from 2025, early preparation will minimise risks, build consumer trust, and ensure continued EU market access.

Extended Producer Responsibility

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What's changing?

There has been a raft of legislative changes which have extended producer obligations further. The Producer Responsibility Obligations (Packaging and Packaging Waste) Regulations 2024 came into force on 1 January 2025. These regulations implement packaging extended producer responsibility (pEPR) in the UK and revoke the previous 2007 Regulations. The Regulations apply to all UK organisations that import or supply packaging. However, the new data reporting obligation imposes an additional duty on certain organisations, provided they meet the following criteria:

- Individual business, subsidiary or group company, excluding charities;
- Annual turnover of £1 million or more (based upon most recent annual accounts);
- Carry out any packaging activities under the Regulations (including supplying goods to the UK market using producer's own brand, ownership of an online marketplace, importing of products in packaging, supplying empty packaging and hiring or renting out of reusable packaging); and

- Responsible for supplying or importing more than 25 tonnes of packaging to the UK market within the previous calendar year.

Launch of PackUK

On 21 January 2025, PackUK was introduced as the scheme administrator for the pEPR regime. It will implement the new 2024 Producer Responsibility Regulations, by applying the 'polluter pays' principle.

Key duties of PackUK include:

- Setting pEPR fees;
- Making packaging waste disposal payments to local authorities in return for the delivery of collection and recycling services;
- Launching public campaigns to discourage littering and encourage the correct disposal of waste; and
- Appointing Producer Responsibility Organisation (PRO) to ensure robust governance and accountability for PackUK.

It is estimated that the implementation of the 2024 Regulations will generate £10 billion within the next 10 years for investment in recycling infrastructure and complement the delivery of net zero.

What should retailers do to prepare?

To ensure compliance with the Regulations, organisations were required to register and report 2024 data by 1 April 2025. Failure to do so will incur a fine. For large organisations, 2025 data is due by 1 October 2025 and 1 April 2026 for small organisations (distinction set out within the Regulations). Subsequent reporting is required on a bi-annual basis for large organisations and annually for small organisations. It is advisable for organisations to contact their environmental regulator promptly if they have not filed by the submission deadline.

Larger organisations may also be subject to additional obligations such as providing evidence of packaging waste recycling and payment of disposal fees. EPR fees will be due from October 2025. Therefore, it is best practice to review DEFRA's illustrative base fees table for an estimate figure, in advance of the upcoming reporting deadlines.

UK Product safety and liability update

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What's changing?

Based on EU law, product liability and safety laws in the UK have become outdated and ill-equipped to deal with the challenges posed by digital technologies. While the EU has taken steps to modernise their laws (see next article), the UK is making slower progress. Currently there are no imminent plans to reform the UK's product liability laws, but steps are underway to reform the product safety regime.

In November 2024, the government set out its priorities for reform in its [response](#) to the Product Safety Review launched by the previous government. The Office for Product Safety and Standards led the Review to try to identify regulatory and enforcement gaps and determine how the existing regime can be streamlined post Brexit, while maintaining robust product safety standards.

In its response, the government states that its key priority over the next year is to address the sale of unsafe products through online marketplaces, alongside consideration of how new and emerging cross-cutting hazards (rather than sector-specific risks) can be addressed. Detailed changes will be required to the product safety and metrology frameworks which will require development with stakeholders.

The government feels that its powers to make changes are currently limited, which is why wide powers have been proposed under the Product Regulation and Metrology Bill which was introduced into Parliament on 4 September 2024. The Bill has now completed its passage through the House of Lords and is currently being considered by the House of Commons.

See our [article](#) for further information about what the Bill means in practice.

What should retailers do to prepare?

Retailers should be aware that the government intends to introduce new requirements on online marketplaces at the “earliest opportunity”, so they should monitor developments closely. New requirements will include:

- Taking steps to ensure that sellers operating on their platform comply with product safety obligations and take action against sellers where necessary;
- Taking steps to prevent non-compliant and unsafe products being made available on online marketplaces;
- Providing consumers with appropriate information, instructions and warnings about products prior to purchase; and
- Cooperating with regulators and providing ongoing assurance, which includes having arrangements to respond to requests and quickly take action to stop unsafe products from being made available.

Despite increasing divergence with the EU, retailers should also be aware that the government is monitoring immediate changes to EU product and metrology legislation which may have an impact on changes made in the UK.

EU Product safety and liability update

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What's changing?

In contrast to the UK, the EU has made significant progress over the last year in tackling its outdated product safety and liability regimes.

New General Product Safety Regulation

The **EU General Product Safety Regulation** (GPSR) came into effect on 13 December 2024, replacing the previous General Product Safety Directive. The GPSR introduces several important changes with the aim of improving product safety standards across the EU, including:

- **Scope:** the GPSR covers a wider range of products, including those sold online, new, used, repaired or reconditioned. The definitions of “products” and “safety” now encompass emerging digital technologies.
- **Risk assessment:** organisations must conduct more rigorous risk assessments throughout the product lifecycle.
- **Responsible persons:** a responsible economic operator in the EU (an EU manufacturer, importer, authorised representative or a fulfilment service provider) shall be entrusted with tasks relating to the safety of each product covered by the regulation.

- **Enhanced market surveillance:** national authorities have more powers to conduct more effective inspections of products and take action against unsafe ones. The GPSR also provides consumers with more information and tools to report unsafe products.
- **Online marketplaces:** the GPSR contains substantial provisions to address the unique challenges presented by digitalisation and the sale of dangerous products online.
- **Cybersecurity measures** and **AI-related features** have been incorporated to safeguard products from external threats and enable product evolution, learning, and predictive capabilities.

New General Product Liability Regulation

The **Revised Product Liability Directive** (PLD) was published in the Official Journal on 18 November 2024 and will apply from 9 December 2026. The PLD updates and adapts the EU’s liability rules by:

- Extending the scope to ensure that all types of products are covered, from traditional products, medical products and pharmaceuticals, to new technologies;
- Ensuring that there is always an EU-based liable party (for example, the importer or manufacturer’s authorised representative) from whom a consumer can claim compensation, when the manufacturer is not based in the EU. Consumers may also be able to claim against the online platform on which they bought the product in certain cases; and
- Providing new tools for requesting evidence in court to alleviate the burden of proof on the consumer where needed.

What should retailers do to prepare?

Retailers should continue to review their product safety policies to ensure alignment with the GPSR. The enhanced market surveillance powers may lead to more inspections and product recalls. If they haven’t done so already, retailers should consider the appointment of an entity in the EU to handle compliance issues.

Trade

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What's changing?

Since taking office in 2025, President Trump has imposed a series of tariff related measures starting with tariffs targeted on products from Canada, Mexico and the China in February. On 2 April, 2025, President Trump announced reciprocal tariffs on all imports into the United States with differing tariffs applicable to trading partners including the UK, EU, China and Vietnam. The executive order issued on 2 April 2025, anticipates a flexible tariff regime with differing tariffs on different countries, provides the President with the ability to increase or decrease such tariffs and exempts certain products from reciprocal tariffs including steel and aluminium products (which are already subject to Section 232 tariffs) as well as certain goods originating from Canada and Mexico which are traded under the US-Mexico-Canada FTA.

On April 9, 2025, President Trump announced a 90-day pause with respect to certain country-specific tariff increases while maintaining the increased tariffs on products from China.

American trading partners have had differing reactions to these reciprocal tariffs – with China promising to “fight to the end” while imposing retaliatory tariffs, and the EU and UK hoping for a negotiated outcome while keeping the door open for countermeasures.

This means a rapidly changing and complex trading environment for international businesses with impacts in the form of rising costs, compliance risks and overall supply chain dynamics.

What should retailers do to prepare?

The rapidly changing tariff regime means that retailers would need to be cognisant of the proposed changes at a global level and plan ahead on how these changes would impact them.

This includes:

- **Mapping your supply chains:** Tariffs are “origin” specific which means that a tariff would apply to a product “originating” in a targeted country. Considering the global nature of supply chains, this determination is complicated, and retailers would need to understand where their goods come from and how they are globally traded. Mapping out your supply chain and understanding the route your product takes would be a significant first step in understanding the impact of tariffs on your products.
- **Understanding relevant trade rules:** Tariff application will depend on the route under which goods are traded. For example, certain free trade agreements (FTAs) allow for preferential tariff treatment if their goods originate in their trading partners. While specific “origin” requirements are set out in these agreements, for those products traded outside the purview of FTAs, it would be crucial for retailers to understand the non-preferential

tariff regime and the manner in which custom authorities apply these rules. With the US imposing different tariffs on different countries and trading partners retaliating or proposing to retaliate in varying degrees, retailers would need to be aware of the tariff regime that applies to their products including intermediate goods in their supply chain, relevant origin requirements as well as any exemptions e.g. US content in a good being exempt from tariffs.

- **Impact of tariffs and key considerations:** A varied tariff regime would have a significant cost impact on retailers – both in terms of potentially paying higher tariffs as well as the cost of complying with a rapidly changing trade regime (for e.g. establishing and proving origin of goods):
 - In the short and medium term, retailers would need to consider whether to absorb these tariff-related cost increases or pass them on to the consumer and/or consider supply-chain reengineering to take advantage of lower tariffs on certain countries or preferential tariff treatment in FTAs;
 - In the long-term, considering possible changes in consumer appetite, retailers may need to consider tapping into newer consumer markets, diversifying and strategising their supply chains to take advantage of tariff and non-tariff related rules as well as considering onshoring manufacturing into key consumer markets to reduce the impact of tariffs.

Pricing

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What's changing?

Grocery inflation remains high relative to average earnings. This means a higher proportion of a person's income is being spent on the same basket of groceries. Amid the cost-of-living crisis, the CMA launched a 'comprehensive programme' into grocery pricing to ensure consumers can feel confident that they are getting good deals and are being treated fairly.

Loyalty pricing

The CMA assessed loyalty pricing – being discounts offered exclusively to members of a loyalty scheme – to review whether promotions offering genuine discounts and consumers are treated fairly. The CMA found that, despite most (92%) loyalty discounts offered genuine savings, over a third (40%) of shoppers do not trust that loyalty prices offer genuine savings, and over half (55%) of shoppers think the non-member price is higher than the usual selling price.

The CMA provides guidance on how to offer loyalty pricing lawfully and without misleading shoppers (see [Chapter 6](#) of the guidance), including that supermarkets should:

- Establish a genuine and realistic 'usual' non-loyalty price;
- Avoid running consecutive promotions and find alternative ways to lower prices; and

- Ensure certain people - e.g. those under 18, without a smartphone or a fixed address – are not prevented or unable to join or access loyalty schemes.

Display pricing

The CMA, in collaboration with Trading Standards, undertook a review into price marking practices and in the groceries sector. The majority of issues were found at independent food stores and small convenience stores and the most common were missing or conflicting prices, prices not displayed sufficiently close to products, or not clearly legible and multibuy promotion labels not specifying individual prices.

The CMA and Trading Standards have published [materials](#) aimed at helping grocery retailers stay compliant with consumer laws.

Competition & profitability in the groceries sector

The CMA has undertaken reviews in both July 2023 and July 2024 to assess whether weak or ineffective competition has been contributing to high prices. Ultimately, there was no evidence that groceries inflation was being driven at an aggregate level by weak competition between retailers.

Dynamic pricing

Also known as 'surge pricing', 'demand pricing', or 'time-based pricing', dynamic pricing is the practice of adjusting prices according to changing market conditions (relevant factors include supply and demand, competitor pricing, and inventory level). The practice is not currently unlawful, but in order to remain compliant with current consumer law, businesses must not mislead customers about prices and must be transparent about how prices are set.

The sale of Oasis' reunion tour tickets sparked controversy around dynamic pricing, with Ticketmaster attributing price changes to "market value". Ticket prices rose from £135 to over £350, during the purchase process, prompting the CMA to launch a review for potential consumer law breaches.

The CMA has raised concerns that Ticketmaster's approach may have misled Oasis fans by, for example, selling 'platinum' tickets at 2.5 times the price of equivalent standard tickets without sufficiently explaining that they did not offer additional benefits. The CMA is consulting with Ticketmaster to improve information given to consumers, when it provides that information, and how it labels some of its tickets.

The CMA previously proposed legislative and regulatory changes to address these issues, and even with the introduction of the powers conferred on them under the DMCC Act, the CMA say that they still have insufficient tools to tackle the concerns.

The CMA launched the '[Dynamic Pricing Project](#)' to explore how dynamic pricing is being used across various sectors. The project examines different uses of dynamic pricing strategies, commercial and consumer benefits, and the challenges dynamic pricing poses for consumers and competition. The project will inform the government's development of policy thinking in this area.

Price Marking (Amendment) Order 2024 (PM(A)O)

The Department for Business and Trade reviewed the suitability of the Price Marking Order 2003 (PMO) during its 'Smart Regulation' consultation, leading to several proposals now reflected in legislative changes coming into force on 1 October 2025. The PM(A)O makes the following changes:

- **Consistency of units for unit pricing:** the amendments aim to standardise unit pricing by specifying relevant units of quantity for certain products, ensuring uniformity.
- **Bolster requirements on legibility:** the existing requirements for pricing information, including selling price, unit price, commission, conversion rate, or change in the rate or coverage of VAT to be “clearly legible” is being strengthened by requiring the use of a clear and reasonably sized font.
- **Rules on loyalty pricing:** where traders offer more than one selling price for a product, such as those sold through a loyalty scheme, the trader must display both the selling price and unit price together with the condition(s) which need to be satisfied for the different prices to apply.
- **Deals with price reductions:** with general price reductions, traders must display the reduced selling price and the reduced unit price.
- **Exclusion of ‘deposits’ in pricing:** deposit return schemes incentivise customers to recycle by, for example, adding a refundable ‘deposit’ to the cost of a beverage container, which is refunded when the container is recycled. The PM(A)O requires retailers to exclude ‘deposits’ from the selling and unit prices so it is clear what the actual cost of the product is without the deposit.

What should retailers do to prepare?

Retailers should prioritise compliance with upcoming legislative changes before they take effect. The CMA’s scrutiny of pricing practices and creation of further guidance as part of its ‘comprehensive programme’ demonstrates that this is a key area of concern for the CMA, particularly as the CMA continues to prioritise consumer enforcement action in areas of essential spend in 2025/2026 to help people struggling with pressure on household budgets.

The risks of non-compliance have also now increased with the introduction of additional consumer enforcement powers under the DMCC Act which came into force on 6 April 2025. These powers give the CMA the ability to issue financial penalties on retailers breaching consumer laws, as well as increasing the enforcement powers available to other enforcers such as Trading Standards.

To mitigate these risks, it is prudent for retailers to follow the CMA’s guidance, such as Chapter 6 of the Loyalty Pricing findings report and the display pricing information materials. Additionally, retailers should consider conducting regular audits of their pricing practices and loyalty schemes to ensure they align with consumer law requirements. Engaging with legal experts to stay updated on regulatory changes and implementing robust compliance strategies can further safeguard against potential breaches.

By proactively addressing these areas, retailers can build consumer trust, enhance their market reputation, and avoid costly penalties.

ASA update

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What's changing?

In December 2024, the Committee of Advertising Practice (CAP) and the Broadcast Committee of Advertising Practice (BCAP) issued a consultation on the implications of the unfair commercial practices (UCP) provisions in Part 4 of the Digital Markets, Competition and Consumers Act 2024. The outcome of this consultation was published on 8 April 2025 and, as a consequence, a number of amendments have been made to the CAP Code and BCAP Code. The key principles of misleading advertising which underpin the Codes remain much the same, although there has been some slight changes to wording and definitions to align with the UCP provisions, and the new prohibited commercial practices have been added.

In terms of recent enforcement action taken by the ASA, the following is of interest to retailers:

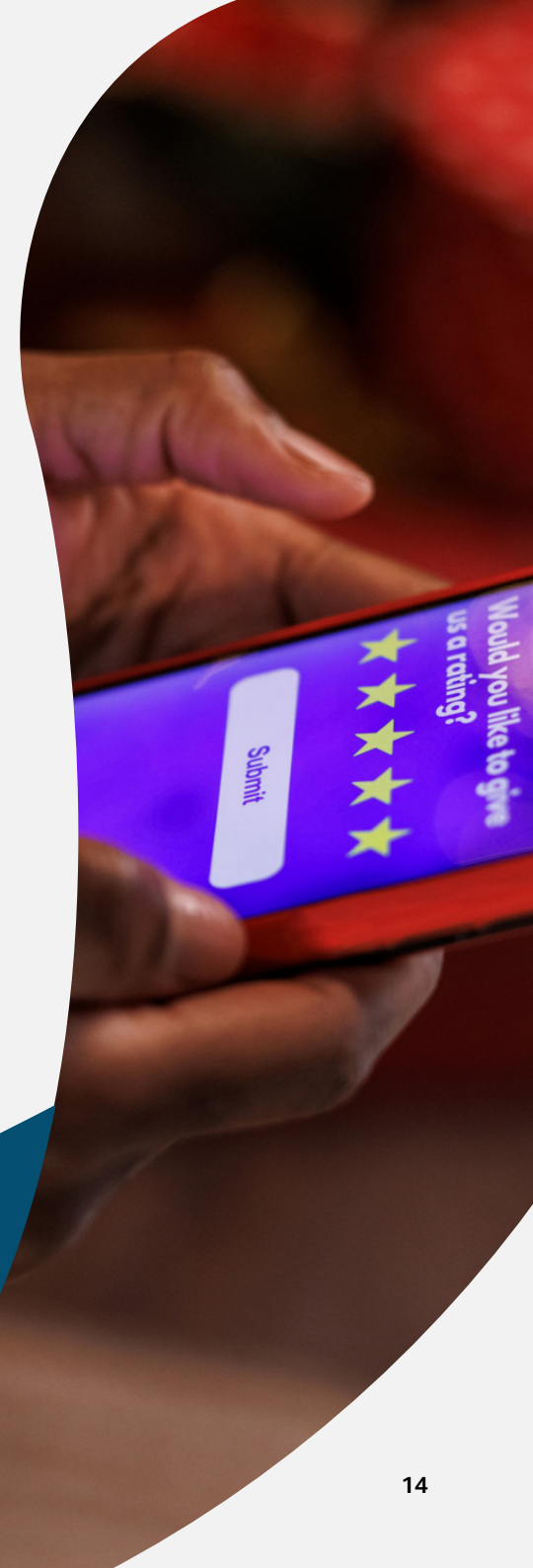
- **Alcohol alternatives:** alcohol alternative products/zero/no alcohol products were brought into scope of the CAP Code in May 2024. In a [ruling](#) in December 2024, the ASA held that because an ad (featuring an image of Max Vertappen holding a bottle of Heinken 0.0 beer) did not include a prominent ABV statement, it was in breach of the Code.

- **Misleading pricing and ratings:** an online wine retailer featured images of wine alongside a table that compared “Our Price” with the “Price You’re Used To” (which was higher than the price at which the wines could be bought from other retailers). The ASA [ruled](#) that the implied savings claim had not been substantiated and was misleading. It also ruled that consumers were likely to interpret the ratings displayed as Trustpilot stars, which was also misleading.
- **Dark patterns:** the ASA [found](#) that an ad was misleading because Nike had not made it clear that the advertised price only applied for children’s size trainers. This ruling formed part of a wider piece of work on dark patterns and misleading user interfaces (see article on Online Choice Architecture below).

What should retailers do to prepare?

Retailers should familiarise themselves with the [changes](#) to the CAP and BCAP Codes and be aware that the ASA [has said](#) that it will have regard to the CMA’s updated UCP guidance (see articles on the DMCC Act below) in relation to its enforcement action on matters such as drip pricing.

With regard to the new rules on fake reviews, the ASA plans to support businesses with their compliance efforts for three months from 6 April (in line with the CMA’s approach), rather than take enforcement action. However, the ASA will continue to apply its existing rules on testimonials and endorsements.



Trade mark update: developing lookalikes

Impact 



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What's changing?

The recent decision by the Court of Appeal in the case of *Thatchers Cider Company Limited v Aldi Stores Limited* [2025] shifts the balance of protection back in favour of trade mark owners and encourages independent creation.

Thatchers commenced initial proceedings against Aldi in 2024 for trade mark infringement, alleging that the trade mark applied on its cloudy lemon cider, was infringed by Aldi's use of a similar sign applied to its own-brand Taurus cloudy lemon cider.

Thatchers claimed that Aldi had sought to ride off the coat-tails of the substantial reputation in its trade mark and had intended to take unfair advantage of the same. Aldi admitted to having used Thatchers' lemon cider as a 'benchmark' when developing its own-brand Taurus, but rejected allegations of similarity between the mark or that it sought to take unfair advantage.

The High Court held, that whilst the packaging of Thatchers and Aldi was similar, there was a low level of similarity. Thatchers appealed.

The Court of Appeal found that:

- The close imitation of the Aldi sign against the Thatchers trade mark suggested a clear intention to draw a 'link' between the two products so that consumers would assume the Aldi product was like the Thatchers product, only cheaper.
- By departing from its usual house style and design, Aldi had gone beyond benchmarking against the product and had instead intended to ride the coat-tails of the Thatchers mark and take advantage of Thatchers' reputable brand in order to boost sales of Taurus. Aldi was therefore able to unfairly benefit from Thatchers' marketing without investing in the advertisement of its own product.

What should retailers do to prepare?

As benchmarking is common practice in the food and drinks market, developers may want to reconsider how closely they choose to imitate a market leader. We suggest creating an embargo list of features not to include and considering how far you wish to depart from your usual branding.

This decision should give trade mark owners confidence to enforce their rights against sellers of 'lookalike' products, especially in cases where elements of a trade mark may be deemed to be common place in a market (e.g. the lemons on the Thatchers trade mark).

Brand owners and in-house counsel may want to seek registering trade marks for the entire label of a good rather than elements of the label which are considered to be significantly more distinctive.

High fat, salt and sugar products

Impact **L**



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What's changing?

The current regulatory regime in respect of promotions for High Fat, Salt and Sugar (HFSS) products was brought into force with the introduction of the Food (Promotion and Placement) (England) Regulations 2021/1368. The majority of these regulations came into force from 1 October 2022.

The restrictions apply to all businesses that sell food and drink in England, subject to certain exemptions. The 2021 Regulations do not apply to Wales and Scotland, but these devolved governments have been consulting on similar regulations (and more stringent in the case of Scotland where they are considering a ban on HFSS promotions). In January 2025, Wales confirmed that their HFSS regulations, similar to those in the UK, will be implemented from Spring 2026.

Regulations 5 and 6 will also come into force on 1 October 2025 in relation to volume pricing, e.g. multi-buy offers. This means that volume pricing promotions must not be offered on food in scope of the regulations.

Additionally, a 9pm watershed for HFSS or 'less healthy' food and drink advertising on TV and restrictions on paid-for advertising online are due to come into force on 1 October 2025. The CAP Code guidance for HFSS advertising is currently being revised following a consultation which closed in February 2024 and is expected ahead of the new HFSS watershed being introduced.

What should retailers do to prepare?

Retailers will need be proactive in ensuring that they conduct a review of the products and any related promotions to be affected when the volume pricing regulations come into force to ensure they are compliant. Non-compliance with the regulations could result in an improvement notice, or a fixed monetary penalty of £2,500 being issued, although a pragmatic and collaborative approach to resolving non-compliance is encouraged.

HFSS products and regulatory compliance may become a greater focus for the ASA in coming years once the final regulations are in place, particularly with regard to HFSS advertisements on TV as there is already a growing body of decisions as to what is acceptable practice.



Proposed reforms to the Landlord and Tenant Act 1954

Impact L



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What's changing?

The framework under the Landlord and Tenant Act 1954 which has protected business tenants for the last 70+ years is currently the subject of close scrutiny. Having been more than 20 years since the last significant updates to the legislation, the government asked the Law Commission in 2023 to look at whether legislation introduced in the mid-20th century, when the commercial leasehold market looked very different to how it does today, still meets the current needs of both business tenants and landlords.

We now live in a world very different to that of 1954. The rise of the internet and online transactions has gradually seen customers move away from high street shopping. Environmental and sustainability concerns - including the rise of 'green lease' clauses - have seen landlords and tenants at odds over who should bear the costs of complying with new legal obligations. And 21st century world events, including the financial crisis of 2008, the Covid19 pandemic and the current turbulence in the global market caused by geopolitics, have created a much changed business environment. So, with all this in mind, does the current default security of tenure for business tenants remain 'fit for purpose'?

Law Commission's consultation

At the time of last year's Retail Risk Outlook, we were still waiting for the Law Commission to publish its first consultation paper, looking at the right to renew business tenancies in England and Wales under the LTA 1954. One year on and, with the consultation having been issued last November and closed on 19 February, the Law Commission is currently analysing the responses. It expects to publish a second, more technical consultation in due course (date tbc), the content of which will depend on the responses received and the conclusions that the Law Commission then reaches.

The Law Commission's first consultation focussed on whether the current "opting out" model remains the right approach or whether it needs to change. Is the current system standing in the way of modern commercial practices, with complex rules that have evolved over the last 70 years for renewing protected leases causing unnecessary costs and delay for both landlords and tenants. But balanced against this are tenants who do not have security of tenure and so face difficulties at the end of their tenancy, including high costs associated with removing expensive fit-out and loss of goodwill at established locations. Making it clear that the Law Commission did not favour or support any one model over another, the Law Commission proposed three alternative models to the current model of business tenants having to agree to "opt out" of their lease security:

- Abolition of security of tenure (but parties would still be free to agree a contractual option to renew);
- Mandatory security of tenure (with no ability to "opt out", so going back to the position between 1954 and 1970); and
- An 'opt-in' model (the default being that tenants will not benefit from security of tenure unless they are able to "opt in" – ie the opposite of the current position).

A number of high-profile industry bodies have provided responses to the consultation, including the British Property Federation ([here](#)), who have recommended "moving from an 'opt-out' to 'opt-in' approach and excluding leases of five years or less from security of tenure". Propertymark has also advocated an 'opt-in' model for tenants with leases shorter than seven years; those with longer leases being automatically provided with security of tenure.

What should retailers do to prepare?

Any change to the current model is a long way off. Not least because it will require legislation to be passed and we are only at the stage of initial government-backed consultations looking at what, if any, changes might be needed. And neither government nor parliament will be bound to accept whatever reforms the Law Commission might ultimately propose. So, for now, whilst the Law Commission's consultations provide a much-needed forum for review of the current security model, if and when any changes are made, and whether this will be during the lifetime of the current Parliament, remains to be seen.

High street rental auctions

Impact 



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What's changing?

Local Authorities in England are able to put tenancies of vacant space in high streets or town centres up for auction without landlord consent. This is to enhance local economies and reduce the trend towards vacancy on the country's high streets.

Regulations to supplement the legislation came into force on 2 December 2024. As of 11 March 2025, there are **eleven local authorities** signed-up with more likely to follow.

So which property is affected?

Affected property must be:

- Suitable for 'high street use';
- Within specific areas designated as high street or town centre; and
- Vacant – either for a continuous period of a year or for 366 days or more in the previous 2 years.

The implementation of the regime must also be to the benefit of local society, economy or environment.

The Regulations outline:

- Notices which need to be served, rights of appeal and timetables for the auction process;
- Enforcement mechanisms for use against non-compliant landlords (criminal liability for fines and provision for local authorities to execute documents on a landlord's behalf); and
- Terms of occupation for prospective tenants.

Example cases will undoubtedly follow, with various questions still to be settled in real-world scenarios. Will the administrative burden of the regime be too great? Will there be meaningful tenant appetite in the affected areas? Will secured lenders modify their terms of lending? Will issues with Minimum Energy Efficiency Standards arise?

What should retailers do to prepare?

Retailer occupiers should continue to monitor the impact of the regime, assessing:

- Availability of new space; and
- Impact on rental values.

Where retailers themselves own premises which are vacant, they should also consider options to prevent local authority intervention and retain control over that space.



Minimum energy efficiency standards

Impact 



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What's changing?

The minimum energy efficiency standards (MEES) are driving energy improvement measures in respect of privately rented commercial properties, with landlords currently obliged to ensure their buildings meet a threshold of EPC C by 1 April 2027 and EPC B by 1 April 2030, although we are still awaiting the response to the consultation that proposed this.

Penalty fines may be levied of up to £150,000 if properties are let in breach of MEES requirements. There is also the 'publication penalty' – effectively a 'naming and shaming' of landlords who are letting in breach of the regulations. Given the anticipated increase in minimum standards, landlords need to know the EPC ratings of their portfolios, so that they can factor improvement works into their plans.

Latest analysis by the British Property Federation shows that over 80% of commercial buildings in the 7 largest English cities have an EPC rating below B currently. So there is a lot of action to be taken by landlords to ensure they can continue to let their properties after 2027 and 2030.

In addition to raising minimum standards, it has been proposed that landlords should be required to have a valid EPC at all times, removing the possibility that a property can be outside the scope of the MEES regulations because the EPC has expired, and no trigger event has occurred.

What should retailers do to prepare?

Whilst many retailers are tenants, this does not mean that the MEES Regulations can be ignored. If a tenant sub-lets premises, they will have to comply. But, probably more significantly, they will need to check leases carefully to see whether landlords have rights to enter to carry out energy improvement works, and who bears the cost of these. For tenants taking 'shell and core' properties, the current situation where the landlord has to get the property up to the minimum standard before letting, is likely to change. It has been proposed that the parties be given a grace period to work together to get the property up to the required standard – a more practical way of dealing with such lettings.

Both landlords and tenants need to keep abreast of developments, because, whichever 'side' you are on, the changes will have an impact.



Martyn's Law

Impact 

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What's changing?

The Terrorism (Protection of Premises) Act 2025 - known as Martyn's Law - is designed to improve safety and security at a wide range of publicly accessible premises and events across the UK. The aim is to mitigate risk in the event of terrorist attack.

'Qualifying premises' are those where it is reasonable to expect that **200 or more** people may be present at the same time in connection with a particular use ("standard tier"), with additional ("enhanced tier") duties imposed if **800 or more** people are expected to be present. And a 'qualifying event' is one at which it is reasonable to expect **at least 800 attendees** at the same time, where access is controlled. Note that the test is whether it is "reasonable to expect" such number of people "from time to time", even if not the everyday expected capacity of the premises or event.

The new law requires a **responsible person** (the person or persons with "control") to notify the Security Industry Authority (SIA) in relation to qualifying premises and large-scale public events, as well as adopting measures to mitigate risk by implementing "appropriate public protection procedures". Any required measures are subject to a "so far as reasonably practicable" test, although exactly what this means awaits clarification. We expect that a similar test to that used in health and safety law – degree of risk measured against costs and resources seems most likely. And regulations and guidance will be released in due course that we expect will set out the details.

And licensing laws across the UK will be amended to provide tighter restrictions on the extent to which premises plans may be disclosed or included in public registers to prevent their use in planning a terrorist act.

The SIA will have the power to levy financial penalties for non-compliance and some breaches will create criminal offences.

What should retailers do to prepare?

What will I need to do?

In short, those responsible for qualifying premises and events will need to:

- **Notify the Security Industry Authority (SIA)**, the designated regulator for Martyn's Law.
- **Ensure that appropriate protection measures are in place to reduce the risk of physical harm to individuals if an act of terrorism were to occur** on the premises, at

an event being held there or in their immediate vicinity. Clear procedures will be needed for anyone working at the premises or the event to follow if there is reason to suspect an act of terrorism. These include measures for:

- evacuating anyone present at the premises or event, or moving them to a place of safety;
- locking down premises so that no-one can enter or leave; and
- disseminating information where needed.
- **Carry out additional duties** to reduce "the vulnerability of the premises or event to acts of terrorism" for premises **where it is reasonable to expect 800+ people** to be present at the same time or where **an event could attract 800+ people**. These 'enhanced' duties include keeping public protection measures under review, for example the need for CCTV or installation of barriers. Also preparing and maintaining risk assessments and statements of compliance.

Who will be impacted?

Even though the 2017 Manchester Arena bombing was the catalyst for the new law, affected premises will extend beyond entertainment venues and visitor attractions. They will include: supermarkets, shopping centres, hotels, cafés / restaurants, pubs, theatres, conference centres, places of worship, schools/universities, non-exempt transport hubs, hospitals, childcare facilities, hotels, most sports grounds and other 'public facing' uses set out in Schedule 1 to the Act. And impacted premises can extend beyond buildings to include "other land" associated with the premises. For instance, a pub garden would be counted together with the pub building itself.

Anyone who has “**control**” of such premises will be responsible for ensuring compliance with Martyn’s Law.

This means that the range of people and businesses potentially impacted **is significant**, across most if not all sectors of the UK economy. Responsible persons can include owner-occupiers, landlords, tenants, building management and even receivers and mortgagees in possession. And if there is more than one person in “control”, then they will need to work together to fulfil their respective duties (for instance a landlord of a shopping centre and its anchor and other tenants, who might also individually qualify). The extent to which each person has “control” will be a matter of fact in each case.

When is Martyn’s Law expected to come into force?

The Government has said that it expects it will be 2 years before the Act is implemented. This is to allow for the set-up of the new regulator and to ensure sufficient time for those responsible for premises to understand their new obligations, and to plan and prepare.

Getting ready for Martyn’s Law

Owners and occupiers of “in scope” premises should however not wait two years before doing anything to get ready. If you or your business might be affected by Martyn’s Law, it will be necessary to take action sooner rather than later to ensure that you are fully compliant by the time the new law takes effect. Note that you only need to be in “control” of a single ‘qualifying premises’ to be required to comply with Martyn’s Law, including notification to the SIA.

Some questions to ask yourself:

- Do you have on your books at least one publicly accessible premises that you control where 200 to 799 people (“standard tier”) or 800+ people (“enhanced tier”) could be present at the same time? Or do you operate premises at which public events are held, or might be held, where 800+ people could be present at the same time? If so, you need to get up to speed with the implications of Martyn’s Law for you and your business.
- What should you be doing now to get ready? For example: evaluating your portfolio to see whether you have any premises that might be “in scope” and any which you can safely exclude; carrying out audits of existing security, safety and protection measures; costing any additional protection measures and assessing how you will source and install them.
- Who will you be appointing within your organisation with specific responsibility for determining whether Martyn’s Law will affect your business and, if so, who be in charge of ensuring compliance? Who will make up your lead team (legal, project, events)? Note that for enhanced duty premises or a qualifying event, any corporate “responsible person” must appoint ‘a designated senior individual’ to be take the lead with compliance.
- What training will your business and teams need to understand and implement Martyn’s Law?

RICS service charge standard

Impact 



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What's changing?

The first edition of the Service Charge Code (RICS' "Service Charges in Commercial Property professional standard") has been in place for over 5 years now. The Code was intended to set consistent and clear standards of management across all sides of the property industry, with the aim of reducing disputes between parties and saving management time and cost all round.

RICS launched a consultation last year (scheduled to be released in Summer 2025) on its latest edition of the Code, which has been updated in order to address what RICS see as the current key challenges in management of service charges. The intention is that the new Code reflects best practice in the market.

Two specific items that RICS identify as common problems and which the new edition aims to deal with are:

- How long it can take for budgets and year-end certificates to be issued by landlords – RICS' view is that budgets should be issued at least one month prior to the service charge year starting and year-end certificates should be issued within four months of the relevant service charge year ending; and
- How to deal with disputes between landlords and tenants – the new edition provides clearer guidance on how these should be resolved.

What should retailers do to prepare?

Service charges, and how to operate a fair and consistent service charge regime (particularly across large and diverse estates) represents an ongoing challenge for both landlords and tenants in all sectors. The extent and scope of service charge and provision of services changes over time – the increasing need for properties to become more "green" has been a good example of this – and therefore if the new Code can help to align expectations and bring clarity this can only be a good thing for the property industry.



Business rates

Impact 



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What's changing?

There have been wide discussions and consultations regarding the reform of the business rates system with the government seeking to create a fairer system that protects the high street and supports investment. In the last Autumn Budget, the government announced significant changes to business rates for retail, hospitality, and leisure properties in England and Wales. These changes aim to provide interim support to businesses whilst making way for a more permanent reform in the near future.

There had been concerns that the government would abolish the existing Retail, Hospitality, and Leisure Business Rates Relief Scheme, but they have announced that they will extend the Scheme. This will offer a 40% relief on business rates for eligible properties; however, this is a reduction from the previous 75% relief, which means many businesses will see their rates bills increase from the previous year. The relief is capped at £110,000 per business, therefore larger businesses with multiple properties or higher rateable values will be more significantly impacted by the changes.

The small business multiplier for business rates is to be frozen for 2025/26. From 2026, the government will also introduce new lower multipliers for qualifying retail, hospitality, and leisure properties with rateable values below £500,000. This is intended to create a fairer system and encourage investment in the high street, particularly by smaller businesses. Properties with rateable values of £500,000 and above will face higher multipliers. Therefore, larger businesses will likely see an increase in their business rates. No new policies were announced at the Spring Statement, but no relief was announced either.

What should retailers do to prepare?

Whilst the relief for 2025/26 will provide some immediate support for retail, hospitality and leisure properties, businesses should be prepared for the further changes in 2026 and beyond.

Building Safety Act

Impact 



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What's changing?

The Building Safety Act 2022 (BSA) came into force in April 2023, introducing a more stringent building control regime for the design and construction of all buildings. It is a direct response to the Grenfell Tower tragedy and issues identified by the subsequent Grenfell Tower Inquiry. The focus of the legislation is on fire risk and structural safety, mainly for residential buildings and in particular higher-risk buildings (HRB). An HRB is defined to be a building in England that is at least 18m high or has at least 7 storeys and contains at least 2 residential units.

While the BSA may not appear immediately relevant, retailers should be alive to ongoing developments which may give rise to obligations at a time where building safety has never been so important. For example:

- In its response to the [Grenfell Inquiry Phase 2 report](#) the government announced the definition of HRB will be reviewed, with plans set to be announced in summer

of this year. Retailers planning to occupy or carry out construction works on premises within a mixed-use building with residential units should be aware that if the building meets the HRB criteria, obligations might arise under the BSA.

- The BSA also introduced the Building Safety Regulator (BSR). Part of the BSR's purpose is to raise the safety standards of all buildings. The BSR is undertaking a "fundamental review" of building regulations guidance, with further details to be announced this year.

What should retailers do to prepare?

As was highlighted in last year's Retail Risk Outlook the BSA bolstered responsibilities under the existing fire safety regime. In addition to monitoring ongoing developments in relation to HRB, retailers should continue to review their fire safety arrangements and make sure they are complying with the BSA's obligations (see Home Office guidance: [Check your fire safety responsibilities under Section 156 of the Building Safety Act 2022](#)).



The Employment Rights Bill

Impact 



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What's changing?

The government has set out its wish list of reforms in the form of the Employment Rights Bill (ERB), published in October 2024. At the end of last year, the government opened several public consultations on key aspects of the ERB and its responses to those consultations were published in March 2025. An Amendment Paper was also published, showing proposed changes to the ERB.

Some of the key reforms currently proposed by the government in the ERB include:

- Removing the qualifying period of two years' service for an employee to bring an unfair dismissal claim against their employer, and making this a 'day one' right instead;
- Extending the time limit for employees to bring a tribunal claim against their employer from 3 to 6 months;
- Introducing an obligation for employers to offer a 'guaranteed hours contract' to zero or low hours workers (including agency workers) to reflect the hours they regularly work over a reference period;
- Introducing an obligation for employers to give zero hours workers, including agency workers and other types

of low hours workers (to be defined), reasonable notice of a shift (including cancellation or changes to shifts) and to pay compensation where shifts are cancelled, moved or curtailed at short notice;

- Narrowing the circumstances under which 'fire and re-hire' will be permitted;
- Introducing a range of updates to the law on industrial relations, including requiring employers to notify employees of their right to join a union and making the process of trade union recognition easier;
- Removing the three-day waiting period and lower earnings threshold for statutory sick pay, which will be payable at 80% average weekly earnings or the current rate of statutory sick pay, whichever is lower;
- Creating a Fair Work Agency, responsible for enforcing certain employment rights; and
- Increasing the maximum cap on the protective award for failure to collectively consult to 180 days' gross pay per affected employee.

It has also been reported that the government is backing an amendment to extend parental bereavement leave & pay to employees who experience pregnancy loss before 24 weeks.

Our thoughts on some of the above proposals can be found in our previous insights [here](#) and [here](#), in our [Employment Law Focus podcast](#), and in our latest [Bitesize ERB](#) which focuses on the proposals relating to zero and low hours workers.

We are anticipating further government consultations to be opened in 2025, including those on flexible working, the collective redundancy framework (including consultation time periods), the proposed changes to unfair dismissal law, and the right to reasonable notice of shifts, but do not have any dates as yet.

The ERB must pass through both Houses of Parliament and receive Royal Assent before it becomes law. It is widely anticipated that this will take place later in 2025, but much will depend on the extent to which it is debated in Parliament. Some of the reforms relating to trade unions will come into effect within the first two months of the ERB becoming law. Other reforms will only require commencement regulations to be issued. However, a significant number of the proposed reforms will need further substantive regulations to be drafted and passed through Parliament before they can take effect.

As a result, we anticipate that many of the key reforms are unlikely to take effect until 2026 and beyond. The government has confirmed its intention that removal of the qualifying period for unfair dismissal claims will not happen until at least Autumn 2026.

What should retailers do to prepare?

There is no action to take immediately, but we recommend keeping a watching brief on the key proposals and government consultations as they progress. Timeframes are uncertain, so there remains an element of crystal ball gazing, and more detail will be required before employers can meaningfully prepare for some of the changes.

In due course, retailers will need to review HR systems, policies and procedures, and make plans to ensure managers are trained appropriately on employment law impacted by the reforms. For example, day one unfair dismissal rights may require employers to look at their policy on probationary periods and ensure managers are updated about changes required to fair dismissal procedures.

Although we are still awaiting significant detail on how guaranteed hours contracts will work, retailers may also wish to start assessing their current use of zero hours contracts, contracts for a low number of hours and/or agency workers and anticipating how their business may be affected by the provisions outlined in the ERB.

Some changes may require employers to go further, necessitating an entire cultural shift. For example, plans to simplify the process of statutory recognition for trade unions combined with ending ‘fire and rehire’ and removing restrictions on trade union activities may well increase trade union representation at work. Retailers may wish to consider the possibility of this in advance and how it may impact their organisation.

The Equality (Race & Disability) Bill

Impact 



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What's changing?

In addition to its Employment Rights Bill, the government is intending to introduce the Equality (Race & Disability) Bill (Equality Bill) which would introduce mandatory ethnicity and disability pay gap reporting for large employers (with 250 employees or more) in Great Britain.

The Equality Bill is yet to be published, but the government has recently opened a [consultation](#) on its proposals, which closes on 10 June 2025. Broadly speaking, the government is intending to use a similar reporting framework to that already in place for gender pay gap reporting, albeit with some differences in terms of data collation and analysis.

The government proposes that employees would be required to self-report their ethnicity (using a [specific government standard](#)) and any disabilities, although they would be able to opt-out of doing so. Large employers would be required to report on the overall breakdown of their workforce by ethnicity and disability, as well as providing a breakdown of the number of employees not disclosing their personal data.

In relation to both ethnicity and disability, it is proposed that there would have to be a minimum of 10 employees in any group for the data to be analysed, with a view to protecting the personal information of those in smaller groups. In relation to ethnicity pay gap reporting, this could mean smaller ethnic groups need to be aggregated to meet that minimum threshold (in line with [guidance on ethnicity data](#) from the Office of National Statistics). If this leads to a binary comparison (e.g. white British compared to all ethnic minorities grouped together) the government proposes that large employers should keep this under review and aim towards reporting on more ethnic groups going forward. However, in relation to disability, the government is proposing that a binary approach should be taken - that is to say, the comparison will be between two categories only: disabled employees and non-disabled employees.

The government is also consulting on whether employers should be required to prepare action plans identifying the causes of any pay gaps and actions they can take to close those gaps.

Once the consultation has closed and responses considered and the Equality Bill is eventually published, it will have to be debated and approved by both Houses of Parliament before receiving Royal Assent and being passed into law. As a result, we do not expect that any of the reforms proposed in the Equality Bill will take effect during 2025.

What should retailers do to prepare?

Employers should consider responding to the consultation before the deadline, particularly as the government has said that responses will help it to shape the draft legislation.

Other than this, there is no action for employers to take immediately. Detailed planning for mandatory ethnicity and disability pay gap reporting will be difficult until the Equality Bill has been published. However, large employers could start collating any existing ethnicity and disability data for the purposes of reviewing and considering it in advance of mandatory obligations coming into force.

Other employment law developments in 2025

Impact 



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What's changing?

Although we are unlikely to see reforms in the Employment Rights Bill pass into law over the next 12 months, the following key developments have taken or are due to take place this year:

- Increases to the national minimum wage took effect from 1 April 2025 and further details can be found [here](#). The various statutory rates were increased as usual with effect from 6 April 2025. The new rates can be found [here](#). The government has also made changes to the Class 1 National Insurance Contributions Secondary Threshold, the Secondary Class 1 National Insurance contributions rate and the Employment Allowance from 6 April 2025. Further details can be found [here](#).
- A new statutory right to neonatal care leave and pay took effect from 6 April 2025. Neonatal care leave was brought into force by the Neonatal Care Leave and Miscellaneous Amendments Regulations 2025. It is a 'day one' right and applies where a baby is born on or after 6 April 2025, receives 'neonatal care' starting within 28 days of birth, and goes on to spend 7 or more continuous days in care. The Statutory Neonatal Care Pay (General)

Regulations 2025 implement a new entitlement for parents of children who are born after 6 April 2025 and who receive neonatal care to receive statutory neonatal care pay. This is paid at the statutory prescribed rate (initially £187.18 from April 2025) or 90% earnings if lower. Varying notice requirements and other conditions apply depending on when the leave is taken, and further details can be found in our [previous insight](#).

- A new failure to prevent fraud offence for large organisations will come into force on 1 September 2025 under the Economic Crime & Corporate Transparency Act 2023. Large organisations for the purposes of the Act are those who meet at least two of three of the following criteria: (i) more than 250 employees; (ii) turnover of more than £36 million, (iii) assets of more than £18 million. [Guidance](#) has been produced by the Home Office and provides useful advice on how to implement reasonable fraud prevention procedures.

What should retailers do to prepare?

Employers should ensure that they are familiar with their obligations in relation to neonatal care leave and pay, set up training for managers, and ensure that employees are aware of the support they can claim and that staff handbooks are updated.

Large organisations (as defined above) also need to develop and implement reasonable fraud prevention procedures before the failure to prevent offence comes into force on 1 September 2025. Without such procedures, large organisations could face a criminal prosecution and an unlimited fine.

To assist with this, TLT has developed a [risk assessment tool](#) for employers to proactively manage their fraud risks and ensure compliance with the new standards. This tool is designed to help employers identify their risk ratings and pinpoint areas of concern.

The duty to prevent sexual harassment

Impact 



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What's changing?

On 26 October 2024, a new duty on employers to prevent the sexual harassment of workers was introduced under the Worker Protection (Amendment of Equality Act 2010) Act 2023 (the Act). The Act imposes a positive legal duty on employers to take reasonable steps to prevent the sexual harassment of workers in the course of their employment. This means that employers must take proactive steps to anticipate scenarios where workers may be subject to sexual harassment in the workplace and take action to prevent it. The duty extends to preventing sexual harassment by third parties such as clients, contractors, customers, and/or members of the public, as well as by co-workers.

What is 'reasonable' will vary from employer to employer. It is an objective test and will depend on the facts and circumstances in each case. To assist employers, the Equality & Human Rights Commission (EHRC) has updated its [technical guidance](#) and provided an [8-step guide](#) for employers. The technical guidance sets out a detailed list of factors that might be relevant and provides several helpful illustrative examples. Further information is set out in our [previous insight](#).

The EHRC can take enforcement action against an employer that has not complied with the duty to prevent sexual harassment. In addition, where an employer succeeds in a tribunal claim for sexual harassment and is awarded compensation, the Tribunal can uplift that compensation by up to 25% if it considers that the employer has not complied with the duty. However, an employee will not have a standalone claim for breach of the duty by an employer.

Going forward, we may see an increase in claims for sexual harassment as employees feel more able to come forward with complaints. We may also start to see higher awards for such claims due to the 25% uplift.

In addition, the new Employment Rights Bill proposes:

- extending the duty so that employers are required to take 'all' reasonable steps to prevent sexual harassment; and
- reintroducing the duty for employers to prevent third party harassment (both in relation to sexual harassment and other types of protected characteristic);
- that it will be a protected disclosure for whistleblowing purposes for an employee to report that sexual harassment has occurred, is occurring or is likely to occur, which means that disclosures about sexual harassment will not be covered by confidentiality provisions in documents such as employment contracts or settlement agreements.

Once the Employment Rights Bill has received Royal Assent, the three reforms above will only need commencement regulations to be passed into law.

What should retailers do to prepare?

The duty to take reasonable steps to prevent sexual harassment has already come into force, but it is a continuing obligation. Employers should keep the EHRC Guidance and 8-step guide under regular review to ensure that reasonable steps to prevent sexual harassment are being taken, particularly as it seems likely that the duty will be strengthened in the future.

Top priorities include:

- Conducting a sexual harassment risk assessment;
- Putting in place an effective anti-harassment policy;
- Engaging with staff to understand where any potential issues lie;
- Considering reporting channels and keeping confidential records of all concerns raised;
- Training staff;
- Using confidentiality clauses only with extreme caution;
- Addressing power imbalances and unsatisfactory workplace culture; and
- Monitoring and evaluating steps taken.

Employers should also keep a watching brief on developments to the law on sexual harassment and third party harassment as proposed in the Employment Rights Bill and update policies and procedures in due course.

AI regulation: protecting online material

Impact 



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What's changing?

In December 2024, the UK government launched its consultation on copyright and artificial intelligence (AI). It follows (and adds to) significant debate over the balance to be struck between protecting copyright holders and the potential improvements to AI technology through use of copyrighted material.

Copyright is an automatic right which can apply to various works, including product descriptions, website content and layouts, promotional materials, photos, videos, software, databases, and certain design elements. Copyright holders can stop others from using their creative works without permission, helping them to create and protect a distinctive brand and voice.

AI technology requires large amounts of information to train its models and improve its outputs. This information is often contained within copyright works which are scraped from the internet (known as 'text and data mining' (TDM)), and used to train AI tools, without the copyright holders' permission or knowledge.

Presently, TDM of copyright works is only permitted for non-commercial research purposes, however one of the key changes proposed by the consultation is to legalise TDM of

copyright works for commercial purposes as well. In addition to greater transparency from AI tool developers, a copyright holder would be given the ability to 'reserve its rights', allowing it to opt out of having its work used for TDM.

If enacted, these changes would align the UK's approach more closely with that of the EU, which will help standardise the position for copyright holders, AI tool developers, and AI tool users who may have been vulnerable to copyright infringement claims for using an AI tool which TDMs copyright works.

The consultation notes that the mechanism for opting out of TDM, must be as clear as possible if it is to be implemented, proposing that works made available online should be rights reserved using effective and accessible machine-readable formats. With e-commerce in the retail sector continuing to grow, and the importance of protecting online brand assets, if the opt-out mechanism is implemented it will be important for retailers to be prepared.

What should retailers do to prepare?

Whilst the consultation closed for comments on 25 February 2025, retailers should continue to monitor developments to ensure they understand how they can best protect their copyright-protected assets from unwanted use in training AI tools.



AI governance in action

Impact 



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What's changing?

The UK AI market is currently valued at £21 billion and is **expected to grow** to £1 trillion by 2035. The UK is home to more AI companies than any other country in Europe and this presence is continuing to grow. As discussed in the article above, the regulatory landscape around AI is shifting - the UK government and regulators are looking to introduce new laws to ensure AI is deployed safely. In parallel, the government is consulting on changes to existing laws to ensure these cater for the rise of AI. In the EU, elements of the EU AI Act are starting to come into force.

What should retailers do to prepare?

Given this backdrop, and the various legal challenges around AI, effective AI governance is key to ensuring that AI is procured, deployed and used in a safe, responsible and compliant way. With this background in mind, here are three top tips for retailers to get AI governance right:

Get the right people in the room: AI, whilst having huge transformative potential, presents a wide range of legal challenges. As such, internal policies and AI governance should include voices from all relevant aspects of your business, not just the IT and legal teams.

The most successful AI governance programmes we have seen include a diverse range of stakeholders from within the business – for example, representatives from the:

- IT team, for input on the technical realities of AI;
- Legal team, to advise on how to stay compliant with the changing law (including representatives from all aspects of legal, for example, intellectual property and data protection);
- Risk team, to help navigate the cybersecurity challenges posed by AI;
- Management team, to ensure business objectives and brand values are upheld; and
- Procurement team, to ensure that policies and procedures around AI are reflected within the businesses procurement processes.

Improve AI literacy: AI literacy is the term used for ensuring there is a certain level of AI understanding within your business. This does not mean turning everyone into AI experts, but instead upskilling employees to be able to understand, use and interact with AI responsibly and safely.

The level of AI understanding and knowledge required will vary across the workforce depending on the role and responsibilities of each individual, but for an effective AI governance programme it is important for all employees to be able to make informed decisions about AI technologies, understand their implications, and navigate the ethical considerations they present.

Stay up to date: AI technology and the laws that govern it are evolving quickly. As such, implementing an AI

governance framework is not a “set and forget” exercise. Dynamic governance is crucial to enable your business to benefit from the most innovative and developed forms of technology, whilst remaining compliant with the changing rules and regulations.

AI policies and procedures need to be monitored and updated to reflect updates in the AI regulatory ecosystem. Retailers should therefore stay active, track any changes and align policies and procedures accordingly.

Data (Use and Access) Bill

Impact 



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What's changing?

The Data (Use and Access) Bill, introduced in October 2024 and expected to receive royal assent imminently, proposes significant amendments to the UK's data protection framework. The government has indicated that the Bill has three overarching objectives: to strengthen the UK economy, improve delivery of public services and make people's lives easier. How will it do this? Broadly, the Bill provides for the freeing up and harnessing of the use of data to drive innovation and economic growth, while also introducing safeguards to maintain high data protection standards within the UK. Organisations will therefore be subject to additional requirements. Key changes are highlighted below.

Automated decision making (ADM): The use of ADM will be permitted in low-risk situations where the processing does not involve sensitive personal data. The changes also introduce additional data subject protections, such as the right to request information about the processing, contest decisions and request human intervention. Overall, the changes will reduce barriers to the use of ADM for retailers, provided that use is responsible and complies with additional safeguards.

Cookie consent requirements: The Bill amends the Privacy and Electronic Communications Regulations (PECR) so

that user consent will no longer be needed for non-intrusive uses of cookies, such as those used for certain analytics and enhancing website appearance and performance. Retailers should note that explicit consent will still be required for more intrusive uses. Where organisations have EU-based online users, they should be aware that EU GDPR standards have not been relaxed.

Enforcement: The Bill increases the ICO's enforcement powers. Importantly, it increases the fine regime under PECR, currently capped at £500,000, to UK GDPR levels, being a maximum of 4% of annual global turnover or £17.5 million, whichever is higher. Compliance with direct marketing rules under PECR should be a priority for retailers, as this is an area where the ICO has previously been interventionist. Additionally, the ICO is currently consulting on new cookies guidance, so retailers should closely follow this and ensure compliance with any new guidance that is introduced.

Data subject access requests (DSARs): The Bill formalises existing guidance that organisations only need to conduct a "reasonable and proportionate" search for the personal data being requested. This reduces administrative burdens for retailers and provides welcome clarity around the DSAR process.

Children's data: Retailers targeting products or services to children will need to comply with stricter obligations in respect of children's data and ensure robust safeguards are in place. In particular, organisations will be required to consider how children can be protected whilst using the services and take into account the fact that children may be less aware of data privacy risks and have different needs at different stages of development.

What should retailers do to prepare?

In broad terms, the Bill seeks to codify many of the rules that are already provided for in guidance and case law, and so organisations can continue with current levels of compliance without the need to implement significant changes. However, as highlighted above, there are some important clarifications and amendments. As the Bill will shortly be on the statute books, retailers should familiarise themselves with the changes and review existing practices to ensure they do not get tripped up.

Cyber Security updates

Impact 



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What's changing?

The UK's upcoming Cyber Security and Resilience Bill, which will be introduced to Parliament this year, aims to bolster the UK's cyber defences. It will expand the scope of existing regulations to encompass a wider array of digital services and supply chains. The Bill represents a pivotal shift towards a more secure digital environment in the UK, bringing more entities into scope and putting regulators on a stronger footing so that they can carry out their duties.

The Bill, which will update the existing Network and Information Systems Regulations 2018, seeks to enhance the security of critical infrastructure and digital services, addressing vulnerabilities that have previously exposed essential public services to cyber threats, while aligning, where appropriate, with the approach taken in the EU Network and Information Systems 2 Directive.

At the date of this Report, there is no draft of the Bill available, but the government has recently published its **Cyber Security and Resilience Policy Statement** which outlines the intended reforms and demonstrates that the UK's approach to cybersecurity is a high priority for the government.

In addition to bringing more entities into scope of the regulatory framework, a key feature of the Bill will be

the mandatory reporting of cyber incidents, including ransomware attacks. The Bill will update and enhance the current incident reporting requirements for regulated entities by expanding the incident reporting criteria, updating incident reporting times, streamlining reporting, and enhancing transparency requirements for digital services and data centres. These requirements are designed to provide organisations and regulators with a clearer understanding of the cyber threat landscape, facilitating more effective responses and proactive measures.

As part of the government's free package of support on cyber governance, it has also recently published its **Cyber Governance Code of Practice**, which has been created to support boards and directors in governing cyber security risks. The Code sets out the most critical governance actions that directors are responsible for.

What should retailers do to prepare?

For the retail industry, these developments signify a need for heightened vigilance and a stronger cyber security compliance stance. Retailers will be required to implement robust cybersecurity measures to protect consumer data and ensure the integrity of digital transactions.

The expanding regulatory framework means that more retail-related digital services may fall under mandatory security standards, necessitating regular audits and adherence to stringent cybersecurity protocols.

Non-compliance with the new regulations could lead to significant penalties, including fines, as well as reputational harm. The obligation to report cyber incidents may expose

retailers to increased scrutiny and potential consumer distrust, especially in cases where data breaches occur.

It is imperative for retail businesses to proactively assess and enhance their cybersecurity strategies, ensuring alignment with the upcoming legislative requirements to mitigate risks and maintain consumer confidence. Retailers must stay on top of these legislative changes and take decisive steps to fortify their cybersecurity measures, not only to ensure legal compliance, but also to protect their operations and customers from the evolving landscape of cyber threats.

For board members, the Cyber Governance Code of Practice should be the first point of reference. It is underpinned by Cyber Governance Training, which aims to help boards and directors to strengthen their understanding of how to govern cyber security risks, and the Cyber Security Toolkit for Boards, which supports boards and directors in implementing the actions set out in the Code.

Payment methods

Impact 



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‘Buy now pay later’ What’s changing?

The significant growth of ‘Buy Now, Pay Later’ (BNPL), coupled with the lack of regulation around the most prevalent models, has drawn increasing focus from UK regulators and legislators in recent years. In October 2024, HM Treasury published its draft Financial Services and Markets Act (Regulated Activities etc) (Amendment) Order 2025. The final legislation is expected to land this year, with the proposed implementation taking place in 2026.

What should retailers do to prepare?

The new legislation is likely to increase the compliance burden for retailers when accepting BNPL payments, particularly around customer affordability checks and risks disclosures. Retailers should track the new legislation closely with their BNPL providers to prepare for the impact. Based on the draft legislation, this may require updates to marketing, point of sale messaging and customer payment journeys.

PSD3 and PSR updates What’s changing?

The EU is finalising PSD3 and the UK is separately updating its own PSRs. The regulatory updates focus on Open Banking technologies, financial data sharing, safeguarding customer funds and improving competition.

What should retailers do to prepare?

The regulatory updates are likely to accelerate Open Banking (account-to-account) payment services and market competition, leading to a flux of new product development. These developments should, in turn, enable retailers to offer their customers a wider range of payment options. The retailers most likely to take advantage of these developments will be those contracting with dynamic payment service providers, whom can offer secure and streamlined access to multiple card and non-card based payment options.

Digital wallets What’s changing?

Digital wallets (like Apple and Google) have had exponential growth in the payments space, attracting the attention of UK financial regulators. In February 2025, the Financial Conduct Authority and the Payment Systems Regulator published a [joint feedback statement](#), following their ‘Call for Information’ into the impact of ‘Big Tech’ and digital wallet technology on UK consumers and businesses.

What should retailers do to prepare?

In line with some of the wider regulatory developments, we think the increased regulatory scrutiny may ultimately open up access to some of the strong data held by Big Techs and unlock the potential for digital wallets supporting wider account-to-account payments at the point of sale. If digital wallets and their payments use cases do expand, as we foresee, this should similarly increase the payment options that retailers are able to offer to customers, provided they can do so efficiently and cost-effectively by working with dynamic payment service providers.

DMCC Act: overview and consumer enforcement

Impact 



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What's changing?

Parts 3 and 4 of the Digital Markets, Competition and Consumers (DMCC) Act came into force on 6 April 2025. This built on Parts 1 and 2 of the DMCC Act, which introduced the CMA's new digital markets and competition enforcement powers and came into force on 1 January 2025. For more information on those changes, read our [Digital Markets](#) and [Competition law](#) DMCC In Focus guides.

For a comprehensive overview of the changes under Parts 3 and 4 of the DMCC Act, you can read our [DMCC in Focus Consumer Protection Guide](#). In summary, the changes are two-fold:

- Enforcement risk (penalties): under Part 3 of the Act, the CMA has new direct consumer enforcement powers, including the power to impose civil penalties of up to 10% of global turnover on businesses that breach UK consumer protection laws without going to court.

- Changes to substantive consumer law: Part 4 of the Act overhauls existing consumer protection legislation for unfair commercial practices, with the Consumer Protection from Unfair Trading (CPUT) Regulations 2008 repealed, reformulated and recast as primary legislation. In doing so, the CMA has made a number of substantive changes to consumer law, which further widens the UK/EU regulatory divergence post-Brexit, with the equivalent EU regime for unfair commercial practices updated on the EU-side through the Omnibus Directive in January 2021.

What should retailers do to prepare?

Retailers should continue to develop their consumer law compliance policies and procedures in the coming months. Targeted, thematic audits are also strongly encouraged to help identify and remove any potential non-compliant unfair commercial practices.

The best way to manage the risk going forward is to embed a culture of 'compliance by design' – particularly for digital platforms and online retail. The CMA's direct consumer enforcement guidance (CMA200, published on 14 March 2025) highlights the importance of staff training and consumer law compliance policies. Businesses that fail to proactively manage consumer law compliance could face an uplift in penalties under the CMA's penalty calculation guidelines (see Chapter 7 of the guidance).

DMCC Act: subscription contracts

Impact 



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What's changing?

Subscription services have been increasing in popularity in recent years. We have seen a huge rise in the subscription economy, with products and services ranging from food box subscriptions, health & fitness related classes to streaming and online game services - with some structuring their content in a way that makes it incredibly difficult for consumers to exit such subscriptions.

This sparked large regulatory interest and the CMA's new rules under Part 4 of the DMCC Act target these issues. The CMA has also been given powers to impose penalties of up to 10% of global turnover (as well as other remedies) on businesses that fail to comply with consumer law, including these new rules. In addition, non-compliance with some of the new subscription rules can render terms unenforceable.

From Spring 2026, when the new rules are expected to come into force, retailers offering auto-renewing subscriptions will be required to:

- **Provide 'key' pre-contract key information:** provide the consumer with key information about the subscription before they enter into the contract, such as how the auto-renew mechanism works, how regularly they'll be charged, the total cost of the subscription across the

term, how to cancel etc. This will need to be provided in a clear way and as close to the time when the contract is entered upon into as possible, and without the consumer needing to take additional steps to read it. This is in addition to existing pre-contract information requirements, with 'full' pre-contract information also being required to be provided separately.

- **Issue reminder notices:** send consumers reminder notices once in every 6-month period (as well as an extra notice for annual subscription renewals). While the draft legislation was prescriptive about timings (requiring these notices to be given 3-5 days before a renewal payment was due), the final wording of the Act requires these to be provided within a reasonable period before the renewal payment is due, and we should hopefully receive further guidance from the CMA on what is considered reasonable later in the year. The notice must specify when and how much the consumer will be charged, how they can cancel before they are liable to pay, and the amount of increase (if any) from the previous payment.
- **Introduce a new 14-day renewal cooling-off period:** a new cooling-off period will apply following the expiry of a free or discounted trial period when the consumer starts paying the full price of the contract, as well as following the renewal of a 12+ month subscription.
- **Issue cooling-off notices:** as well as introducing a new cooling-off period, businesses will be required to inform consumers of their 14-day cooling-off rights and how to exercise them via the cooling-off notice.
- **Ensure easy exit:** businesses not only need to make sure that consumers are given transparent information about how to exit, they must also ensure that consumers

can exit the contract in a straightforward way, i.e. without having to take any unreasonable steps. As a general principle, it should be as easy to exit as it was to enter. For example, if you can sign up online, you must be able to end the contract online. Once cancelled, the retailer will need to issue a cancellation notice to confirm cancellation to the consumer within a prescribed time period.

What can retailers do to prepare?

It should be noted that, while the relevant provisions of the DMCC Act are fairly prescriptive in themselves, there are a number of gaps which are due to be filled by CMA guidance and secondary legislation. We are expecting the CMA to publish draft guidance for consultation later this year, which should give a better idea of what the CMA expects from compliant retailers.

In the meantime, retailers should consider what subscriptions they currently offer (and any in the pipeline) and whether these will fall within scope of the new rules. To the extent they do, retailers should start thinking about how to implement these new requirements once they come into force next year, many of which will require the development of new UIs and back-end processes, as well as new terms and conditions.

Finally, while we haven't yet seen any new rules in this area in the EU, the upcoming Digital Fairness Act is expected to introduce similar provisions to regulate subscription contracts in the EU, addressing concerns raised by consumers in response to the Digital Fairness Fitness Check survey. However, this is a little way off yet, with the Commission expecting to issue the draft Act in the third quarter of 2026.

DMCC Act: consumer reviews

Impact 



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What's changing?

Reviews have become increasingly important in consumer spending, with the government estimating that 90% of consumers use reviews to help them to determine whether to make a purchase. From a business' perspective, reviews can often "make or break" the success of a product or service so there is an incentive to ensure reviews are as positive as possible. However, this has led to an increase in fake review activity, with some businesses finding ways to artificially boost their reviews to encourage more sales. The government has estimated that fake review text on products alone causes an estimated £50 million to £312 million in total annual harm to UK consumers.

To tackle these harmful practices, a new 'banned practice' has been added to the rules on unfair commercial practices under Part 4 of the DMCC Act, making certain types of fake or misleading review activity automatically unfair (without having to show an impact on consumer decision making) and subject to penalties. These rules came into force on 6 April 2025.

Not only is the writing and commissioning of fake reviews, or incentivised reviews which conceal the fact that they have been incentivised, prohibited; businesses must also ensure that consumer reviews and consumer review information

(including star ratings) are not published in a misleading way, and must take reasonable and proportionate steps to prevent and remove fake or concealed incentivised reviews, as well as misleading consumer review information, from their platforms.

The latter places a positive obligation on retailers to take action against fake review activity, such as having clear policies in place on the prevention and removal of prohibited reviews and carrying out risk assessments to determine the prevalence of prohibited activity on their platforms.

Depending on the level of risk identified, this may also include implementing systems, processes and measures such as reporting functionalities for consumers to report suspected fake reviews, investigation and enforcement processes for prohibited reviews, tools to allow consumers to disclose incentives they have received in exchange for their review etc.

What can retailers do to prepare?

The CMA has published 29 pages of [detailed guidance](#) setting out what it expects from businesses in complying with the rules on fake reviews. For businesses that familiarised themselves with the draft guidance on fake reviews (published in December 2024), it should be noted that there were a number of changes made to the final guidance, most of which make the requirements slightly less prescriptive.

While the CMA has [confirmed](#) that its focus in the first 3 months of these rules coming into force (i.e. between April to June 2025) is going to be on helping businesses comply with these rules, rather than enforcement, retailers should take immediate steps to assess the level of risk of prohibited

reviews appearing on their websites and platforms and begin putting in place measures to tackle these in line with the CMA guidance; the CMA considers fake review practices to be a particularly egregious form of consumer harm and therefore we are likely to see enforcement action taken in this area within the first year of the new consumer regime.

Online choice architecture

Impact 



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What's changing?

Both the CMA and the ASA continue to focus their attention on online choice architecture (or 'dark patterns'), examining how the businesses use digital design of websites or apps to manipulate consumers via psychological nudges.

The Committees of Advertising Practice (**CAP**) has recently published an **update** on the kind of practices it considers to be dark patterns that are prohibited by the CAP Code. The update highlights the following issues which have come up in ASA rulings over recent years:

- **Choice structure:** the design and presentation of options must be clear to avoid misleading customers;
- **Choice pressure:** countdown clocks and statements that add a sense of urgency can be used to signify when a promotion will end, but it is unacceptable to then keep the discount running or keep the prices the same once it hits zero. Retailers must be able to prove any claims about the scarcity or popularity of a product are genuine and not exaggerated.
- **Choice information:** previous or future prices should not be artificially inflated and retailers must be able to demonstrate that they are genuine.

The CMA has already taken action against Wowcher, Simba Sleep and Emma Group in relation to their use of countdown timers and other urgency claims. Both Wowcher and Simba have provided undertakings to change their online selling practices, including only using clear and accurate countdown clocks and other timers.

What can retailers do to prepare?

The CMA has confirmed that its early enforcement action under its new powers will focus on the most egregious breaches of consumer law, which includes behaviour where the CMA has already put down a clear marker through its previous enforcement work, so this is likely to be a high-risk area for retailers.

We expect to see more ASA rulings on these issues going forward. Given that the CMA's enforcement guidance highlights failure to comply with ASA rulings as an aggravating feature that could result in higher penalties under the DMCC Act, retailers should monitor future rulings in this space carefully.

In the meantime, the undertakings in the Wowcher case provided some helpful practical guidance as to the dos and don'ts for using tools for online sales like countdown timers and popularity claims (see our **article** on the key learnings from the Wowcher case).

Note that the DMCC Act has tightened the wording of the existing 'banned practice' (i.e. a practice considered automatically unfair, regardless of the impact on consumer decision making) relating to false claims that an offer will only be available for a limited time (previously a "very limited time"), making misleading countdown timers easier to enforce against.

Competition update

Impact 



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What's changing?

On 21 January 2025, the CMA chair Marcus Bokkerink was replaced by Doug Gurr, due to a 'different approach' to the economic growth from the UK government.

On 6 March 2025, the government issued its strategic steer to the CMA emphasising that growth is its number one priority. The steer acknowledged that the CMA's competition and consumer protection functions contribute to that objective but also it pointed that the way in which the CMA exercises these powers should support growth e.g. by conducting its investigations swiftly and proportionately. The government has also encouraged the CMA to proactively seek feedback from businesses.

The CMA responded by announcing various initiatives to embed the steer in the way it conducts its merger investigations. It has updated its KPIs to shorten the length of the phase 1 merger inquiries. It has announced that it will review how some merger jurisdictional tests are applied (and since then the government indicated that it might also legislate in this area). The CMA is also consulting on its approach to merger remedies, which might lead to the reversal of its reluctance to accept behavioural remedies.

Finally, the CMA has launched its 'mergers charter' setting out how it will engage with businesses. This constitutes a part of a wider drive to update its processes and approach to conducting cases, referred to as '4Ps', in its 2025/26 Annual Plan. It focuses on ensuring proportionality of the CMA interventions, predictability of their outcomes and streamlined and transparent processes which progress at pace without sacrificing rigour and fairness.

What can retailers do to prepare?

It may take time before the changes to the CMA jurisdictional guidance are finalised as the CMA will first have to consult on these changes. Much will depend on the specific details but if the changes reflect the most recent statements, there could be more certainty on which cases fall within the scope of the CMA jurisdiction.

More importantly, the potential change to the merger remedies, alongside the emphasis on growth, might mean that certain deals which in the past would have been blocked, now might get cleared to encourage investments and to realise efficiencies and benefits of a given merger. However, the claims of efficiencies and benefits will still have to be backed up by relevant evidence.

Finally, the new 4P approach could lead to swifter and less burdensome CMA processes for businesses. It may also signal a greater willingness from the regulator to engage with businesses and actively consider their feedback.



Fair payments code

Impact 



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What's changing?

In December 2024 the government launched the Fair Payment Code (FP Code) to replace the former Prompt Payment Code. The aim of the new FP Code is to encourage prompt payment and boost cash flow for small businesses.

The FP Code is voluntary. It requires businesses to publicly report their payment practices and comply with the Code's principles of being clear, fair and collaborative.

Businesses of all sizes can join the FP Code by applying for an award (signatories of the previous Prompt Payment Code will not be automatically enrolled). There is a tiered system of awards – bronze, silver and gold. The highest gold standard is awarded to those businesses paying at least 95% of all invoices within 30 days.

Complaints can be made where award-holders do not comply with their award category or with the Code's principles.

What can retailers do to prepare?

Whilst the FP Code is not mandatory, we may see an increase in contract clauses stipulating code compliance.

A higher award will have reputational advantages for businesses who are seen to be 'good payors'.

Any business contemplating applying for a Code award should consider their current processes and payment terms and whether any changes/tighter controls are required to align with the Code's principles.

Note that the Groceries Supply Code of Practice contains separate provisions regarding payment terms for any businesses impacted by that Code and late payments remain a key focus of the Grocery Code Adjudicator, Mark White.



Economic Crime and Corporate Transparency Act 2023

Impact 



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Failure to prevent fraud What's changing?

Update on enforcement: Section 199 of the Economic Crime and Corporate Transparency Act 2023 (ECCTA) introduced a new corporate offence of failure to prevent fraud, making in-scope organisations potentially criminally liable if the company fails to prevent a fraud offence committed by a person associated with the company. For a company to have committed the failure to prevent fraud offence, the associated person must have committed the fraud with the intention of benefiting the company (or in some cases the subsidiary or parent undertaking of the company).

All organisations caught by ECCTA must have failure to prevent fraud procedures in place by **1 September 2025**. Please note that a company is not liable if it is the intended victim of the fraud offence or is the victim of an offence intending to benefit a customer.

Offences: A fraud offence is an act which constitutes (i) a listed offence or (ii) aiding, abetting, counselling or procuring the commission of a listed offence. The base economic crime offences include statutory and common-law criminal fraud, bribery, cheat (revenue offence), conspiracy and criminal breaches of Financial Services regulations, and the Companies Act.

These are criminal acts that require some kind of intent and (in most cases) dishonesty and by necessity a human element.

Actions solely attributable to AI or other machine-driven actions (including, for example, trading algorithms) would not be a prima facie fraud offence, however, detailed evidence and submissions would be required to establish that is the position.

A formal written agreement does not need to be in place for a person (or associated person) to provide services for and on behalf of the company.

Is the company potentially liable for all fraud offences committed by its associated persons?

The failure to prevent fraud offence can only take place if a person commits a base fraud whilst acting in the capacity of a person associated with the relevant company.

- **Employees:** if an employee is acting outside the scope of their employment, a court might find them not to have been acting in the capacity of an employee (but see section 196).
- **Third party associated persons:** Third parties are an associated person while they are providing the services on behalf of the company. Providing goods is different from providing a service, although a service may in some circumstances be provided alongside the provision of a product. Examples of a service could include customer relationship management, payment services and advisory services.

If there is jurisdiction to prosecute the underlying fraud offence, there will be jurisdiction to prosecute the failure to prevent fraud offence. This means that, in respect of in-scope organisations, the failure to prevent fraud offence only applies where the fraud offence is committed in whole or in part in the UK (such as where the fraud offence is committed by a UK-based person, is intentionally targeted at a victim in the UK or relates to providing false information to a UK market), or where actual gain or loss occurred in the UK.

What does intends to benefit mean?

The onus of proving both intention and benefit lies on the prosecution and this must be proved to a criminal standard i.e. beyond reasonable doubt. The [guidance](#) clarifies that an enforcement action for the commission of the failure to prevent fraud offence can only proceed if the prosecution can prove beyond a reasonable doubt that either (i) a benefit was intended (even if it was unlikely to materialise) or (ii) a positive outcome was virtually a certain consequence of the associated person's actions.

Subsidiary undertakings: Subsidiary undertaking has the same meaning as set out in section 1162 of the Companies Act 2006. UK subsidiaries can be prosecuted rather than the parent if an employee of subsidiary commits' fraud intending to benefit the subsidiary.

What do retailers need to do to prepare?

Retailers should remember that the failure to prevent fraud offence under section 199 of the Act has a defence, and if the company has reasonable procedures to prevent fraud, then it is not potentially liable for criminal prosecution.

However, under section 196, where a director or senior manager acting within their actual or apparent scope of their authority commits a relevant offence (as detailed above), then the retailer can also be liable. This is potentially a lot more difficult to defend and opens the business up to prosecution for a wide range of financial crime offences committed by its directors and employees. Where the directors and senior managers are found guilty, then the retailer will also be found guilty and subject to financial penalties and other actions which can also include the disqualification of directors, and other enforcement undertakings or court ordered remedial action.

Companies House reforms What's changing?

Various company law reforms are being introduced under ECCTA in a phased way, as Companies House develops new processes to support with implementation. Some are already in force, particularly the requirement for UK companies to have an "appropriate" registered office address and email address. Our [timeline](#) maps out what is coming and when, based on government guidance published to date. The following are the proposals most relevant to retailers' day-to-day operations over the next 12 months:

Identity verification: All new and existing directors and "people with significant control" (PSCs) will have to verify their identity (with photo ID) with Companies House (see UK government [guidance](#) and Companies House [blog](#)).

By Autumn 2025, ID verification will become compulsory when setting up new entities, and for new appointments for new directors and PSCs. A 12 month transition period for existing companies will begin at the same time, where they will need to provide identity verification for all directors and PSCs when their annual confirmation statement is due.

Company secretaries and other presenters: By Spring 2026, anyone making filings on behalf of a UK entity must first be ID verified or authorised by Companies House. This includes company secretaries, formation agents and other third-party suppliers e.g. law and accounting firms.

Shareholders: Shareholders will not need to verify their identity. However, private companies (and certain traded companies) will need to provide a one-off shareholders list, which must be annually updated through their confirmation statements. The timing of this is not yet confirmed.

Corporate directors: Corporate directors will no longer be allowed unless:

- the corporate director is incorporated in the UK and has only natural persons (whose identities have been separately verified) on its own board; and
- there is at least one natural director sitting alongside the corporate director (which mirrors existing law). Existing companies with corporate directors will have 12 months to comply.

Only one "layer" of corporate directors will be allowed. Multiple corporate directors running up and down groups of companies will not be permitted. The implementation date for this reform has not yet been published.

Company records and accounts: Companies will no longer need to keep their own registers of directors, directors' residential addresses, secretaries and PSCs (but will need

to notify Companies House of any related changes). From a governance perspective, it may be helpful to continue maintaining these. However, the timeline for implementation is not yet confirmed.

Various reforms to accounts filing obligations will be coming - again, the timeline is not yet clear due to the complexity of the proposed changes. More details can be found on our ECCTA hub site [here](#).

What do retailers need to do to prepare?

Retailers should:

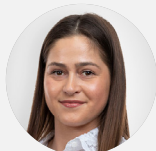
- Prepare directors, PSCs, and presenters for ID verification so they are ready to lodge what is needed. There may be value in voluntarily verifying (which went live on 8 April 2025) and having unique identifier codes issued before the Autumn 2025 deadline, so that confirmation statements for large groups of companies can be filed on time.
- Work through group structures to identify any corporate directors and map out changes to these that may be required (for example, to remove any "layering").
- Review each group company's register of members to ensure no abbreviated names are used. If a register of members is held centrally at Companies House, start preparing a version to be maintained by the company itself.
- Consider how best to prepare for iXBRL digital formatting and the balance sheet, profit and loss account, and directors' report requirements. Consider what exemption evidence and eligibility statements will be needed (for dormant companies, small companies, micro-entities and PSCs).

Note that the above reforms will apply similarly, with suitable adjustments, to other types of entity registered at Companies House.

For more information about the possible impact of the reforms on your business, please see our [in focus](#) page.

Modern Slavery update

Impact 



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What's changing?

Ten years on from the passing of the Modern Slavery Act 2015 (MSA), the UK's approach to combatting modern slavery and human trafficking, once heralded as "world-leading", has now fallen behind the rest of the world.

Whilst we are yet to see any changes to the MSA (despite various proposals over recent years), the government has recently updated its statutory **guidance** for businesses on the obligation to produce an annual statement setting out the steps taken to prevent modern slavery under section 54 of the MSA. The updated guidance (originally published in 2015) has been expanded extensively to set out the government's expectations for these annual statements and provides practical advice to support businesses to take action to tackle modern slavery, incorporating learnings from the past ten years.

Although the new guidance does not affect the legal obligation to publish a modern slavery statement under section 54, it does raise the standard of behaviour expected from businesses who are keen to achieve 'good' or 'best' practice. The updated guidance encourages organisations to not just meet the letter of the law but also the spirit. It seeks to inspire a 'race to the top' culture, where organisations lead the way in tackling modern slavery both in their businesses and supply chains.

The updated guidance represents a small first step to help the UK to catch up with other jurisdictions in relation to modern slavery. However, it is clear from the government's **response** to the **House of Lords MSA Committee's report** (published in December 2024) that there is a lot more to be done. Measures identified include:

- **Modern Slavery Statements:** further improvements are planned to the modern slavery statement registry, including the development of a public facing data dashboard that will provide more data to the public and will help consumers and organisations better interrogate modern slavery transparency data.
- **Enforcement of section 54:** the government is reviewing how it can strengthen penalties for non-compliance and create a proportionate enforcement regime. This is caveated by the provision that this will require legislative change and will need to be considered against a wider review.
- **Supply chains:** the use of legislative and non-legislative measures to tackle forced labour and increase transparency in global supply chains is currently under review and the government will set out next steps "in due course". In addition, the government will continue to assess and monitor the effectiveness of the UK's existing import laws and continue to include specific commitments on forced labour and modern slavery in its trade negotiations.

Alongside these measures, the Joint Committee on Human Rights (JCHR) is also carrying out an inquiry into forced labour in UK supply chains which will examine the legal and voluntary frameworks underpinning the UK's response to forced labour in international supply chains.

What can retailers do to prepare?

While the Committee's report gives clear recommendations that legislative reform is required, from the government's response it does not appear that any long-term reform is likely to take place any time soon.

In the meantime, it is important for retailers to familiarise themselves with the updated statutory guidance and carry out a review to consider if any updates are required to their modern slavery policies, training, and in particular, how they can produce high quality modern slavery statements in line with the 'good' and 'best' practice in the updated guidance.

TLT's retail sector team

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Our team have an in-depth understanding of the industry, offering advice in context and solutions that work. Our clients include three of the UK's largest supermarket chains, a wide range of fashion brands, home improvement stores, motor dealership groups and pure-play online retailers.

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We also support retailers through our retail-specific training programme, seminars, e-alerts, industry reports, risk reports etc. and are actively involved in industry groups such as Revo and Retail Week's General Counsel programme.

To find out more visit: tlt.com/retail

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