

2025/26

INVESTING IN PROPERTY – PERSONAL OR COMPANY OWNERSHIP

Jennifer Adams

Contents

About Jennifer Adams.....	4
About this guide.....	4
1. Property investment options.....	5
1.1 Differences between individual and company ownership	5
1.2 Family investment companies (FIC).....	7
1.3 Partnerships	8
2. Tax rates	9
2.1 Individual ownership.....	9
2.2 The rent-a-room scheme and property allowance	10
2.3 Corporation tax rates.....	11
2.4 Table of differences (taxation).....	11
3. Finance costs	14
4. Losses	16
4.1 'Cap' – Individual and company	17
5. Extraction of funds.....	18
5.1 Individual.....	19
5.2 Company owner – Director-shareholder	19
5.3 Company paying rent to the owner	21
5.4 Pension contributions.....	22
5.5 Purchase of shares	23
6. Capital gains tax	23
6.1 Individual owner	23
6.2 Company owner	25
6.3 Annual tax on enveloped dwellings (ATED)	25
6.4 Rollover relief	26
6.5 'High value council tax surcharge (HVCTS)'	27
7. Incorporation.....	27
7.1 Transferring property into a company	28
7.2 Incorporation relief	29
7.3 Gift or holdover relief	30
8. Inheritance tax	31
8.1 Business property relief (BPR).....	31
9. Stamp duty land tax	32
9.1 SDLT rates.....	32
9.2 Mixed-use property.....	33
9.3 Transfer of property from individual ownership to a company ..	34
9.4 Transfer of property from a partnership to a company	34
10. Commercial property.....	35
10.1 Capital gains	35
10.2 Capital allowances.....	35
10.3 VAT.....	36
11. Leaving or selling the business	36
11.1 Capital gains tax	36
11.2 Business asset disposal relief (BADR).....	36
11.3 VAT	37
12. Property developers.....	37
12.1 Renting not selling.....	38
12.2 Special purpose vehicle developers.....	38
13. Strategies	40
13.1 Strategies for incorporation.....	40
13.2 Strategies for releasing cash from a company.....	41
13.3 Strategies for releasing property from a company	43
13.4 Strategies for liquidating a company.....	43

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About Jennifer Adams

Jennifer Adams FCG TEP ATT (Fellow) has been a professional business author for over 15 years, specialising in corporate governance and taxation. She is the senior partner of a family accountancy firm that has been in existence for over 50 years and is also the landlord of a portfolio of properties. As such, she is well placed to advise on any tax problems that landlords may encounter.

Jennifer is a regular contributor to Tax Insider, Property Tax Insider, author of the book published by Tax Insider titled '101 Property Tax Tips' and of the following Tax Insider guides:

- Tax Tips For Company Directors;
- How To Use Trusts To Reduce Property Taxes; and
- Dividend Tax Saving Strategies Explained.

All these guides are available for purchase from Taxinsider.co.uk.

About this guide

- Many landlords consider investing in rental properties as part of their retirement income planning, either for the monthly rental yields or by selling the property in later years. With extra red tape increasingly being imposed on landlords by the government and pressure on tenants' incomes from the cost-of-living crisis, some may be wary of getting involved in what is potentially an investment for many years. However, with careful thought and research, the UK property market remains a suitable option for many investors.
- Whether you decide to invest in property as an individual or via another medium, be that a limited company, partnership or limited liability partnership, or whether the property is commercial or residential, there are tax issues to consider. This guide sets out the tax implications for each method of ownership, highlighting tax traps from the initial investment, through the letting period to eventual disposal.
- Due to the restrictive number of pages, this guide can only show some areas where tax planning is possible. More 'tax tips' can be found in the monthly newsletters of Tax Insider and Property Tax Insider as well as on the Tax Insider website.
- It must be stressed that professional advice should always be sought when undertaking any form of tax planning.
- The text includes measures announced in the 2025 Autumn Budget which may be amended as the Bill goes through the Houses of Parliament.

1

Property investment options

Direct investment in property can be undertaken within various structures, the more common being as an individual (or partnership, including a limited liability partnership) or as an investment company limited by shares. Other options include using a trading company or a pension scheme.

Although recent years have seen several changes to the taxation of property, those changes have been with reference to residential property rather than commercial property, the exception being the extension of the capital gains tax (CGT) regime to include non-resident landlords owning UK commercial property.

The following section compares the differences between investing as an individual purchaser or partnership and investing as a shareholder in a company that buys or holds the property (an investment company).

1.1 Differences between individual and company ownership

• Legal identity

A company has its own legal identity, so third parties contract with the company, not the individual directors or shareholders. A separate identity enables a company to survive the owner's death and there is also the added flexibility for different directors or shareholders. A company will only cease when formally dissolved.

Another reason for using a company is that, unlike individuals, a company has limited liability for the debts of the business, the extent of which being the amount paid for the shares plus any unpaid amount on nil or partly paid shares. In practice, the liability is usually restricted to the amount paid for the shares unless any personal guarantees have been given. However, in certain circumstances, a company director can be held personally responsible for the company's debts, especially where the company continues trading whilst insolvent. This limitation on the shareholders' liability contrasts with sole traders or partnerships where there is the potential for unlimited personal liability (e.g., the individual's private residence could be at risk of being repossessed).

Practical point

The principle of limited liability in a company structure offers protection for personal assets, yet directors are often required to provide personal guarantees when securing loans. Buy-to-let mortgages designed for limited companies come with their own set of lending criteria and the interest rates for limited companies are usually 0.5% to 1% higher than for personal ownership.

• Taxation

Holding a property within a limited company has become popular in recent years partly due to the restriction for interest and finance costs

that applies to residential property held by an unincorporated property business (see section 3). This restriction does not apply where the property is held within a limited company as any associated interest and finance costs can be deducted in full when computing the taxable profit.

The rate at which a company pays corporation tax on its profits depends on the level of those profits. Where those profits are less than the lower profits limit of £50,000 for a company with no associates, the small profits rate of 19% applies. Where a company has profits above the upper limit (set at £250,000 for a company with no associates), corporation tax is charged at the main rate of 25%. Profits falling between these two limits are taxed at the main rate of 25%, as reduced by marginal relief.

Where ownership of an investment property is by an individual or partnership, the rental profit is taxed at the individual's marginal tax rate as investment income. Separate higher rates of tax for property income will apply from 6 April 2027 (see section 2.1).

Reasons for incorporation

Other reasons for incorporation include:

- Liabilities are limited to the value of the company.
- Ability to raise funding by adding new shareholders.
- Ability to make pension contributions.
- Project planning (see section 13).
- The maximum number of legal land and property owners is restricted to four, whereas a company can have multiple shareholders (s 34 Trustee Act 1925 and s 34 Law of Property Act 1925).
- Flexibility for estate planning. Instead of transferring individual properties (which can be complex and costly), shares can be transferred, making it easier to pass wealth to future generations.
- Choice of profit withdrawal. Directors/shareholders can choose how to draw income via salary, dividends or pension contributions, thereby optimising their personal tax situation.
- Full mortgage interest claimable – unlike individuals, **companies can deduct the full amount of mortgage interest** as a business expense before calculating profit (see section 3).
- Profit retention. Profits can be retained within the company without triggering personal income or dividend tax, allowing reinvestment without being taxed on money not withdrawn.

Reasons against incorporation

Owning a property personally has the following benefits:

- Less administration with fewer registrations and filings. No company formation fees or separate legal charges.
- Easier profit withdrawal. Rental income is received directly by the landlord therefore monies do not have to be extracted from the company.
- Better loan interest rates. Lenders typically offer **better interest rates and greater product variety** for individuals compared with company

borrowers.

- Availability of the annual capital gains tax (CGT) allowance. Companies have no such allowance.
- Transferring properties already personally owned to a company may incur CGT and stamp duty land tax (SDLT) charges (land and buildings transaction tax – Scotland; land transaction tax – Wales).

1.2 Family investment companies (FIC)

The use of such companies is often promoted as being of benefit to director-owners of family businesses who have children, as an FIC enables wealth to be passed to the next generation without inheritance tax being charged (providing the parents survive seven years following any gift of company shares). In contrast, a gift to a trust will give rise to an immediate inheritance tax (IHT) charge at 20% (to the extent it exceeds the donor's available nil rate band).

With an FIC, the company shares are passed to successive generations rather than fractional shares in properties. The parents can be directors of the company and, assuming they hold all of the voting rights, will have control over the property held by the FIC.

The shareholders are family members only and the arrangement takes advantage of alphabet shares. Alphabet shares are different classes of shares that offer flexibility in distributing dividends and allocating voting rights.

Once an FIC has been created, funds are introduced into the company usually in the form of cash or a loan from a main trading company, but this can be as a transfer of property where no chargeable gain has yet to accrue. Any rental profits or gains made by the FIC will be liable to corporation tax.

Problems may arise when the children wish to transfer their shares to their children. When they undertake their estate planning, they will find that the shares will attract a large gain. To pass that value down to the next generation, they will either have to:

- hold the shares until death and pay IHT; or
- gift the shares to their children but be faced with a CGT charge. As noted above, an IHT would arise unless the parents survive seven years following the gift.

The company could be liquidated, but this would mean corporation tax chargeable on the gain on the sale of the property and, as a liquidation, the children would pay CGT on the value of their shareholdings.

Practical point

Where the cash has been lent to the FIC by a director, that director will be able to withdraw those funds tax-free up to the amount lent. If funded by a loan from a main trading company, the amount invested needs to

be manageable so as not to affect the lending company's trading status.

1.3 Partnerships

Where a genuine partnership exists, the profits and losses from that business can be allocated between the partners in any ratio the partners agree on, which may vary from year to year. This can be advantageous where property is owned jointly as it provides greater flexibility for allocating profits and losses than where the jointly owned property is held outside a partnership, particularly if the joint owners are spouses or civil partners. Where an individual partner also owns property outside the partnership in an individual capacity, they will have two separate property businesses – one for their share of the partnership profits and one for the rental properties owned in an individual capacity.

Being a partner or owning assets used in a partnership business usually means that such individuals can take advantage of exemptions or deferment claims on disposal of assets or part or all of the partnership share that are unavailable to companies (provided all other conditions associated with the particular relief apply).

Stamp duty land tax (land and buildings transaction tax in Scotland; land transaction tax in Wales) may be due when forming a property investment partnership and possibly where the profit share changes (regardless of whether formed or changed as a precursor to incorporation).

Where an asset owned personally but made available for use in an otherwise qualifying partnership qualifies for business property relief, the inheritance tax relief is reduced to 50%. In contrast, direct ownership by the partnership itself could qualify for 100% relief (see section 8.1).

Limited liability partnerships (LLPs)

LLPs are popular vehicles for holding a property portfolio. Their main value is that each partner's liabilities are limited to the amount they each invested in the business.

LLPs are not partnerships as such, but corporate entities sharing most features in common with companies (i.e., separate legal personality, limited liability protection, etc.), except that the individual owners are taxed on their share of the LLP's profits and liable to capital gains tax on their share of any gains on disposal. However, unlike a traditional partnership, an LLP can hold property in its own right and properties transferred to the LLP are held in trust.

The income tax rates applied are at each partner's marginal rate of tax, which could be as high as 45% for 2025/26 and 2026/27 or 47% for 2026/27 onwards. There may also be National Insurance implications irrespective of whether those profits are extracted by the partners or retained and reinvested in the business. The planning comes by allocating profit to the partner or partners with the lowest marginal tax rate.