

Companies Act 1985 - Model 212 Notice

Section 212 of the Companies Act 1985 gives a public company the power to investigate the ownership of its shares. Companies do this by sending a written notice (the 212 notice) to any person or company whom they have reasonable cause to believe has, or had, an "interest" (eg. owns, controls or has certain rights over shares) in their relevant share capital at some time during the three years immediately preceding the date of issue of the 212 notice. The recipient of the notice is then required to inform the company making the enquiry whether they have or had such an interest and if so what the nature of the interest is/was. The recipient may also be required to inform the company of anyone else whom they know to have, or have had, an interest in the shares in question.

The Companies Act does not specify a set format for such notices. However, the Department of Trade and Industry is aware that there is a demand for some form of guidance as to what **could** usefully be included in these notices. The DTI have therefore produced the attached "model" 212 notice, which companies can adapt for their own purposes.

It must be emphasised that this is not a statutory form and companies do not have to use this format; neither do they have to ask all of the questions that are included in the model.

**Company Law and Investigations Directorate
Department of Trade and Industry
March 2000**

212 Notice

Addressee

Your Address

*can be dispensed with if on
headed paper*

Dear

Interests in our

(type)

shares

We, require you pursuant to section 212 of the Companies Act 1985, to provide us, in writing (including by telex or fax), within days of the date of this letter, the following information concerning your interest (within the meaning of ss. 203-205 and s. 208 of the Act), if any, in our shares:-

(i) The number of shares in which you have an interest [as at the date of your reply to this letter] (your "current interest") and the number of shares in which you have had an interest at any time during the years preceding the date of this notice (your "past interest").

(ii) The nature of your interest in these shares.

(iii) The date(s) upon which you acquired this interest.

(iv) If it is a past interest, please specify the date(s) on which the past interest was disposed of; and, as far as lies within your knowledge, the identity of the person who held that interest immediately after your interest ceased.

(v) In relation to the current interest as far as lies within your knowledge, the full name and address of each person (including investment managers) who also has an interest in [at least of] these shares, together with particulars of the nature of each interest and the number of shares in which each person had an interest.

(vi) Full details of any agreement or arrangement known to you relating to the exercise of any voting or other rights (including those covered by s. 204 of the Companies Act 1985) applying to the shares in which you have or had an interest, together with the names and addresses of each party to the agreement/arrangement.

Yours sincerely/faithfully

Note:- *Words in square brackets can be dispensed with if not required.*