
STATUTORY INSTRUMENTS

2008 No.

COMPANIES

The Companies Act 1985 (Annual Return) Regulations 2008

Made	- - - -	** 2008
Laid before Parliament		** 2008
Coming into force	- -	1st October 2008

The Secretary of State makes the following Regulations in exercise of the powers conferred by section 365 of the Companies Act 1985(a).

Citation, commencement and interpretation

1.—(1) These Regulations may be cited as the Companies Act 1985 (Annual Return) Regulations 2008 and come into force on 1st October 2008.

(2) These Regulations apply to any annual return made up to a date on or after 1st October 2008.

Information whether shares admitted to trading on regulated market

2. —(1) In section 364 of the Companies Act 1985 (contents of annual return: general), in subsection (1), after paragraph (i), insert—

“(j) whether the company was a traded company at any time during the return period.”.

Information about shareholders

3. In section 364A of the Companies Act 1985 (contents of annual return: particulars of share capital and shareholders)—

- (a) in the heading omit “and shareholders”;
- (b) in subsection (1) omit “and members”; and
- (c) omit subsections (4) to (7).

4. After that section insert—

“Contents of annual return: information about shareholders: non-traded companies

364B.—(1) The annual return of a company that was a non-traded company throughout the return period must also contain the following information.

(2) The return must contain a list of the names of every person who was a member of the company at any time during the return period.

If the names are not arranged in alphabetical order the return must have annexed to it an index sufficient to enable the name of any person in the list to be easily found.

(3) The return must also state—

- (a) the number of shares of each class held at the end of the date to which the return is made up by each person who was a member of the company at that time,
- (b) the number of shares of each class transferred during the return period by each person who was a member of the company at any time during that period, and
- (c) the dates of registration of those transfers.

(4) If either of the two immediately preceding returns has given the full particulars required by subsections (2) and (3), the return need only give such particulars as relate—

- (a) to persons who became, or ceased to be, members during the return period, and
- (b) to shares transferred during that period.

(5) Subsections (2) and (3) do not require the inclusion of particulars entered in an overseas branch register if copies of those entries have not been received at the company's registered office by the date to which the return is made up.

Those particulars must be included in the company's next annual return after they are received.

Contents of annual return: information about shareholders: traded companies

364C.—(1) The annual return of a company that was a traded company at any time during the return period must also contain the following information.

(2) The return must contain a list of the names and addresses of every person who held at least 5% of the issued shares of any class of the company at any time during the return period.

If the names are not arranged in alphabetical order the return must have annexed to it an index sufficient to enable the name of any person in the list to be easily found.

(3) The return must also state—

- (a) the number of shares of each class held at the end of the date to which the return is made up by each person who held at least 5% of the issued shares of any class of the company at that time,
- (b) the number of shares of each class transferred during the return period by each person who held at least 5% of the issued shares of any class of the company at any time during the return period, and
- (c) the dates of registration of those transfers.

(4) If either of the two immediately preceding returns has given the full particulars required by subsections (2) and (3), the return need only give such particulars as relate—

- (a) to persons who came to hold, or ceased to hold, at least 5% of the issued shares of any class of the company during the return period, and
- (b) to shares transferred during that period.

(5) Subsections (2) and (3) do not require the inclusion of particulars entered in an overseas branch register if copies of those entries have not been received at the company's registered office by the date to which the return is made up.

Those particulars must be included in the company's next annual return after they are received.

Contents of annual return: information about shareholders: supplementary

364D.—(1) In sections 364, 364B and 364C—

“non-traded company” means a company none of whose shares are shares admitted to trading on a regulated market (so that “traded company”

means a company any of whose shares are shares admitted to trading on a regulated market);

“regulated market” means a market which appears on the list drawn up by an EEA State pursuant to Article 47 of Directive 2004/39/EC of the European Parliament and the Council of 21 April 2004 on markets in financial instruments; and

“return period”, in relation to an annual return, means the period beginning immediately after the date to which the last return was made up (or, in the case of the first return, with the incorporation of the company) and ending with the date to which the return is made up.

(2) Where the company has converted any of its shares into stock, the return must give the corresponding information in relation to that stock stating the amount of stock instead of the number of shares.”.

Date

Department for Business, Enterprise and Regulatory Reform

EXPLANATORY NOTE

(This note is not part of the Regulations)

These Regulations relate to information to be provided in the annual return of a company under the Companies Act 1985. The type of information to be supplied depends on whether or not any of the company's shares were shares admitted to trading on a regulated market during the period to which the return relates.

An Impact Assessment in respect of these Regulations has been produced and copies are available from the Company Law and Governance Directorate, Department for Business, Enterprise and Regulatory Reform, 1 Victoria Street, London, SW1H 0ET or on www.berr.gov.uk/bbf/co-act-2006.