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STATUTORY RULES OF NORTHERN IRELAND

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**2008 No. 379**

**The Companies (1986 Order) (Annual Return)  
and Companies (Principal Business Activities)  
(Amendment) Regulations (Northern Ireland) 2008**

**Information about shareholders**

4. After Article 372A of the 1986 Order insert—

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

**372B.**—(1) The annual return of a company that was a non-traded company throughout the return period shall also contain the following information.

(2) The return shall 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 shall have annexed to it an index sufficient to enable the name of any person in the list to be easily found.

(3) The return shall 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 or to 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 paragraphs (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) Paragraphs (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 shall be included in the company's next annual return after they are received.

**Contents of annual return: information about shareholders: traded companies**

**372C.**—(1) The annual return of a company that was a traded company at any time during the return period shall also contain the following information.

(2) The return shall 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 shall have annexed to it an index sufficient to enable the name of any person in the list to be easily found.

(3) The return shall 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 or to 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 paragraphs (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) Paragraphs (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 shall be included in the company's next annual return after they are received.

### **Contents of annual return: information about shareholders: supplementary**

**372D.**—(1) In Articles 372, 372B and 372C—

“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 of the Council of 21 April 2004 on markets in financial instruments<sup>(1)</sup>; 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 a company has converted any of its shares into stock, the return shall give information in relation to that stock corresponding to that required by Article 372B or 372C (as the case may be) in relation to shares of the company, stating the amount of stock instead of the number of shares.”.

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(1) OJNo. L145, 30.4.2004, p.1