



# Companies Act 1985

## 1985 CHAPTER 6

### PART VI

#### DISCLOSURE OF INTERESTS IN SHARES

##### *Individual and group acquisitions*

#### **198 Obligation of disclosure: the cases in which it may arise and “the relevant time”.**

- (1) Where a person either—
- (a) to his knowledge acquires an interest in shares comprised in a public company’s relevant share capital, or ceases to be interested in shares so comprised (whether or not retaining an interest in other shares so comprised), or
  - (b) becomes aware that he has acquired an interest in shares so comprised or that he has ceased to be interested in shares so comprised in which he was previously interested,
- then in certain circumstances he comes under an obligation (“the obligation of disclosure”) to make notification to the company of the interests which he has, or had, in its shares.
- (2) In relation to a public company, “relevant share capital” means the company’s issued share capital of a class carrying rights to vote in all circumstances at general meetings of the company; and it is hereby declared for the avoidance of doubt that—
- (a) where a company’s share capital is divided into different classes of shares, references in this Part to a percentage of the nominal value of its relevant share capital are to a percentage of the nominal value of the issued shares comprised in each of the classes taken separately, and
  - (b) the temporary suspension of voting rights in respect of shares comprised in issued share capital of a company of any such class does not affect the application of this Part in relation to interests in those or any other shares comprised in that class.

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- (3) Where, otherwise than in circumstances within subsection (1), a person—
- (a) is aware at the time when it occurs of any change of circumstances affecting facts relevant to the application of the next following section to an existing interest of his in shares comprised in a company's share capital of any description, or
  - (b) otherwise becomes aware of any such facts (whether or not arising from any such change of circumstances),
- then in certain circumstances he comes under the obligation of disclosure.
- (4) The existence of the obligation in a particular case depends (in part) on circumstances obtaining before and after whatever is in that case the relevant time; and that is—
- (a) in a case within subsection (1)(a) or (3)(a), the time of the event or change of circumstances there mentioned, and
  - (b) in a case within subsection (1)(b) or (3)(b), the time at which the person became aware of the facts in question.

### 199 Interests to be disclosed.

- (1) For purposes of the obligation of disclosure, the interests to be taken into account are those in relevant share capital of the company concerned.
- (2) A person has a notifiable interest at any time when he is interested in shares comprised in that share capital of an aggregate nominal value equal to or more than [<sup>F1</sup>3 per cent. of the nominal value of that share capital].
- (3) All facts relevant to determining whether a person has a notifiable interest at any time (or the percentage level of his interest) are taken to be what he knows the facts to be at that time.
- (4) The obligation of disclosure arises under section 198(1) or (3) where the person has a notifiable interest immediately after the relevant time, but did not have such an interest immediately before that time.
- (5) The obligation also arises under section 198(1) where—
  - (a) the person had a notifiable interest immediately before the relevant time, but does not have such an interest immediately after it, or
  - (b) he had a notifiable interest immediately before that time, and has such an interest immediately after it, but the percentage levels of his interest immediately before and immediately after that time are not the same.

#### Textual Amendments

**F1** Words substituted by [Companies Act 1989 \(c. 40, SIF 27\)](#), [ss. 134\(2\), 213\(2\)](#)

### 200 "Percentage level" in relation to notifiable interests.

- (1) Subject to the qualification mentioned below, "percentage level", in section 199(5)(b), means the percentage figure found by expressing the aggregate nominal value of all the shares comprised in the share capital concerned in which the person is interested immediately before or (as the case may be) immediately after the relevant time as a

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percentage of the nominal value of that share capital and rounding that figure down, if it is not a whole number, to the next whole number.

- (2) Where the nominal value of the share capital is greater immediately after the relevant time than it was immediately before, the percentage level of the person's interest immediately before (as well as immediately after) that time is determined by reference to the larger amount.

**F2**201 .....

#### Textual Amendments

**F2** S. 201 repealed by [Companies Act 1989 \(c. 40, SIF 27\)](#), ss. 212, 213(2), [Sch. 24](#)

#### **202 Particulars to be contained in notification.**

- (1) Where notification is required by section 198 with respect to a person's interest (if any) in shares comprised in relevant share capital of a public company, the obligation to make the notification must . . . <sup>F3</sup> be performed within the period of [<sup>F4</sup>2 days] next following the day on which that obligation arises; and the notification must be in writing to the company.
- (2) The notification must specify the share capital to which it relates, and must also—
  - (a) state the number of shares comprised in that share capital in which the person making the notification knows he was interested immediately after the time when the obligation arose, or
  - (b) in a case where the person no longer has a notifiable interest in shares comprised in that share capital, state that he no longer has that interest.
- [<sup>F5X1</sup>(3) A notification with respect to a person's interest in a company's relevant share capital (other than one stating that he no longer has a notifiable interest in shares comprised in that share capital) shall include particulars of—
  - (a) the identity of each registered holder of shares to which the notification relates, and
  - (b) the number of those shares held by each such registered holder, so far as known to the person making the notification at the date when the notification is made.]
  - [<sup>F5X1</sup>(3) A notification (other than one stating that a person no longer has a notifiable interest) shall include the following particulars, so far as known to the person making the notification at the date when it is made—
    - (a) the identity of each registered holder of shares to which the notification relates and the number of such shares held by each of them, and
    - (b) the number of such shares in which the interest of the person giving the notification is such an interest as is mentioned in section 208(5).]
    - (4) A person who has an interest in shares comprised in a company's relevant share capital, that interest being notifiable, is under obligation to notify the company in writing—
      - (a) of any particulars in relation to those shares which are specified in subsection (3), and
      - (b) of any change in those particulars,

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of which in either case he becomes aware at any time after any interest notification date and before the first occasion following that date on which he comes under any further obligation of disclosure with respect to his interest in shares comprised in that share capital.

An obligation arising under this subsection must be performed within the period of [<sup>F6</sup>2 days] next following the day on which it arises.

- (5) The reference in subsection (4) to an interest notification date, in relation to a person's interest in shares comprised in a public company's relevant share capital, is to either of the following—
- (a) the date of any notification made by him with respect to his interest under this Part, and
  - (b) where he has failed to make a notification, the date on which the period allowed for making it came to an end.
- (6) A person who at any time has an interest in shares which is notifiable is to be regarded under subsection (4) as continuing to have a notifiable interest in them unless and until he comes under obligation to make a notification stating that he no longer has such an interest in those shares.

#### Editorial Information

- X1** S. 202(3) commencing "A notification (other than one..." substituted (*prosp.*) for s. 202(3) commencing "A notification with respect to a person's..." by [Companies Act 1989 \(c. 40, SIF 27\)](#), **ss. 134(4), 213(2), 215(2)**

#### Textual Amendments

- F3** Words repealed by [Companies Act 1989 \(c. 40, SIF 27\)](#), **ss. 212, 213(2), Sch. 24**
- F4** Words substituted (in force on 31.5.1990 subject to a saving in [S.I. 1990/713](#), **art. 5**) by [Companies Act 1989 \(c. 40, SIF 27\)](#), **ss. 134(3), 213(2)**
- F5** S. 202(3) commencing "A notification (other than one..." substituted (*prosp.*) for s. 202(3) commencing "A notification with respect to a person's..." by [Companies Act 1989 \(c. 40, SIF 27\)](#), **ss. 134(4), 213(2), 215(2)**
- F6** Words substituted (in force on 31.5.1990 subject to a saving in [S.I. 1990/713](#), **art. 5**) by [Companies Act 1989 \(c. 40, SIF 27\)](#), **ss. 134(3), 213(2)**

### 203 Notification of family and corporate interests.

- (1) For purposes of sections 198 to 202, a person is taken to be interested in any shares in which his spouse or any infant child or step-child of his is interested; and "infant" means, in relation to Scotland, pupil or minor.
- (2) For those purposes, a person is taken to be interested in shares if a body corporate is interested in them and—
  - (a) that body or its directors are accustomed to act in accordance with his directions or instructions, or
  - (b) he is entitled to exercise or control the exercise of one-third or more of the voting power at general meetings of that body corporate.
- (3) Where a person is entitled to exercise or control the exercise of one-third or more of the voting power at general meetings of a body corporate and that body corporate

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is entitled to exercise or control the exercise of any of the voting power at general meetings of another body corporate (“the effective voting power”) then, for purposes of subsection (2)(b), the effective voting power is taken as exercisable by that person.

- (4) For purposes of subsections (2) and (3), a person is entitled to exercise or control the exercise of voting power if—
- (a) he has a right (whether subject to conditions or not) the exercise of which would make him so entitled, or
  - (b) he is under an obligation (whether or not so subject) the fulfilment of which would make him so entitled.

## **204 Agreement to acquire interests in a particular company.**

- (1) In certain circumstances the obligation of disclosure may arise from an agreement between two or more persons which includes provision for the acquisition by any one or more of them of interests in shares of a particular public company (“the target company”), being shares comprised in the relevant share capital of that company.
- (2) This section applies to such an agreement if—
- (a) the agreement also includes provisions imposing obligations or restrictions on any one or more of the parties to it with respect to their use, retention or disposal of their interests in that company’s shares acquired in pursuance of the agreement (whether or not together with any other interests of theirs in the company’s shares to which the agreement relates), and
  - (b) any interest in the company’s shares is in fact acquired by any of the parties in pursuance of the agreement;

and in relation to such an agreement references below in this section, and in sections 205 and 206, to the target company are to the company which is the target company for that agreement in accordance with this and the previous subsection.

- (3) The reference in subsection (2)(a) to the use of interests in shares in the target company is to the exercise of any rights or of any control or influence arising from those interests (including the right to enter into any agreement for the exercise, or for control of the exercise, of any of those rights by another person).
- (4) Once any interest in shares in the target company has been acquired in pursuance of such an agreement as is mentioned above, this section continues to apply to that agreement irrespective of—
- (a) whether or not any further acquisitions of interest in the company’s shares take place in pursuance of the agreement, and
  - (b) any change in the persons who are for the time being parties to it, and
  - (c) any variation of the agreement,

so long as the agreement continues to include provisions of any description mentioned in subsection (2)(a).

References in this subsection to the agreement include any agreement having effect (whether directly or indirectly) in substitution for the original agreement.

- (5) In this section, and also in references elsewhere in this Part to an agreement to which this section applies, “agreement” includes any agreement or arrangement; and references in this section to provisions of an agreement—
- (a) accordingly include undertakings, expectations or understandings operative under any arrangement, and

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- (b) (without prejudice to the above) also include any provisions, whether express or implied and whether absolute or not.
- (6) However, this section does not apply to an agreement which is not legally binding unless it involves mutuality in the undertakings, expectations or understandings of the parties to it; nor does the section apply to an agreement to underwrite or sub-underwrite any offer of shares in a company, provided the agreement is confined to that purpose and any matters incidental to it.

**Modifications etc. (not altering text)**

**C1** S. 204(5)(6) applied (20.5.2006) by [The Takeovers Directive \(Interim Implementation\) Regulations 2006 \(S.I. 2006/1183\)](#), reg. 30, [Sch. 2 para. 8\(8\)](#)

**205 Obligation of disclosure arising under s. 204.**

- (1) In the case of an agreement to which section 204 applies, each party to the agreement is taken (for purposes of the obligation of disclosure) to be interested in all shares in the target company in which any other party to it is interested apart from the agreement (whether or not the interest of the other party in question was acquired, or includes any interest which was acquired, in pursuance of the agreement).
- (2) For those purposes, and also for those of the next section, an interest of a party to such an agreement in shares in the target company is an interest apart from the agreement if he is interested in those shares otherwise than by virtue of the application of section 204 and this section in relation to the agreement.
- (3) Accordingly, any such interest of the person (apart from the agreement) includes for those purposes any interest treated as his under section 203 or by the application of section 204 and this section in relation to any other agreement with respect to shares in the target company to which he is a party.
- (4) A notification with respect to his interest in shares in the target company made to that company under this Part by a person who is for the time being a party to an agreement to which section 204 applies shall—
- state that the person making the notification is a party to such an agreement,
  - include the names and (so far as known to him) the addresses of the other parties to the agreement, identifying them as such, and
  - state whether or not any of the shares to which the notification relates are shares in which he is interested by virtue of section 204 and this section and, if so, the number of those shares.
- (5) Where a person makes a notification to a company under this Part in consequence of ceasing to be interested in any shares of that company by virtue of the fact that he or any other person has ceased to be a party to an agreement to which section 204 applies, the notification shall include a statement that he or that other person has ceased to be a party to the agreement (as the case may require) and also (in the latter case) the name and (if known to him) the address of that other.

**206 Obligation of persons acting together to keep each other informed.**

- (1) A person who is a party to an agreement to which section 204 applies is subject to the requirements of this section at any time when—

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- (a) the target company is a public company, and he knows it to be so, and
  - (b) the shares in that company to which the agreement relates consist of or include shares comprised in relevant share capital of the company, and he knows that to be the case; and
  - (c) he knows the facts which make the agreement one to which section 204 applies.
- (2) Such a person is under obligation to notify every other party to the agreement, in writing, of the relevant particulars of his interest (if any) apart from the agreement in shares comprised in relevant share capital of the target company—
- (a) on his first becoming subject to the requirements of this section, and
  - (b) on each occurrence after that time while he is still subject to those requirements of any event or circumstances within section 198(1) (as it applies to his case otherwise than by reference to interests treated as his under section 205 as applying to that agreement).
- (3) The relevant particulars to be notified under subsection (2) are—
- (a) the number of shares (if any) comprised in the target company's relevant share capital in which the person giving the notice would be required to state his interest if he were under the obligation of disclosure with respect to that interest (apart from the agreement) immediately after the time when the obligation to give notice under subsection (2) arose, and
  - (b) the relevant particulars with respect to the registered ownership of those shares, so far as known to him at the date of the notice.
- (4) A person who is for the time being subject to the requirements of this section is also under obligation to notify every other party to the agreement, in writing—
- (a) of any relevant particulars with respect to the registered ownership of any shares comprised in relevant share capital of the target company in which he is interested apart from the agreement, and
  - (b) of any change in those particulars,
- of which in either case he becomes aware at any time after any interest notification date and before the first occasion following that date on which he becomes subject to any further obligation to give notice under subsection (2) with respect to his interest in shares comprised in that share capital.
- (5) The reference in subsection (4) to an interest notification date, in relation to a person's interest in shares comprised in the target company's relevant share capital, is to either of the following—
- (a) the date of any notice given by him with respect to his interest under subsection (2), and
  - (b) where he has failed to give that notice, the date on which the period allowed by this section for giving the notice came to an end.
- (6) A person who is a party to an agreement to which section 204 applies is under an obligation to notify each other party to the agreement, in writing, of his current address—
- (a) on his first becoming subject to the requirements of this section, and
  - (b) on any change in his address occurring after that time and while he is still subject to those requirements.

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- (7) A reference to the relevant particulars with respect to the registered ownership of shares is to such particulars in relation to those shares as are mentioned in section 202(3)(a) or (b).
- (8) A person's obligation to give any notice required by this section to any other person must be performed within the period of [<sup>F7</sup>2 days] next following the day on which that obligation arose.

#### Textual Amendments

- F7** Words substituted (in force on 31.5.1990 subject to a saving in S.I. 1990/713, art. 5) by Companies Act 1989 (c. 40, SIF 27), ss. 134(3), 213(2)

### 207 Interests in shares by attribution.

- (1) Where section 198 or 199 refers to a person acquiring an interest in shares or ceasing to be interested in shares, that reference in certain cases includes his becoming or ceasing to be interested in those shares by virtue of another person's interest.
- (2) Such is the case where he becomes or ceases to be interested by virtue of section 203 or (as the case may be) section 205 whether—
- by virtue of the fact that the person who is interested in the shares becomes or ceases to be a person whose interests (if any) fall by virtue of either section to be treated as his, or
  - in consequence of the fact that such a person has become or ceased to be interested in the shares, or
  - in consequence of the fact that he himself becomes or ceases to be a party to an agreement to which section 204 applies to which the person interested in the shares is for the time being a party, or
  - in consequence of the fact that an agreement to which both he and that person are parties becomes or ceases to be one to which that section applies.
- (3) The person is then to be treated as knowing he has acquired an interest in the shares or (as the case may be) that he has ceased to be interested in them, if and when he knows both—
- the relevant facts with respect to the other person's interest in the shares, and
  - the relevant facts by virtue of which he himself has become or ceased to be interested in them in accordance with section 203 or 205.
- (4) He has the knowledge referred to in subsection (3)(a) if he knows (whether contemporaneously or not) either of the subsistence of the other person's interest at any material time or of the fact that the other has become or ceased to be interested in the shares at any such time; and "material time" is any time at which the other's interests (if any) fall or fell to be treated as his under section 203 or 205.
- (5) A person is to be regarded as knowing of the subsistence of another's interest in shares or (as the case may be) that another has become or ceased to be interested in shares if he has been notified under section 206 of facts with respect to the other's interest which indicate that he is or has become or ceased to be interested in the shares (whether on his own account or by virtue of a third party's interest in them).



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## **208 Interests in shares which are to be notified.**

- (1) This section applies, subject to the section next following, in determining for purposes of sections 198 to 202 whether a person has a notifiable interest in shares.
- (2) A reference to an interest in shares is to be read as including an interest of any kind whatsoever in the shares; and accordingly there are to be disregarded any restraints or restrictions to which the exercise of any right attached to the interest is or may be subject.
- (3) Where property is held on trust and an interest in shares is comprised in the property, a beneficiary of the trust who apart from this subsection does not have an interest in the shares is to be taken as having such an interest.
- (4) A person is taken to have an interest in shares if—
  - (a) he enters into a contract for their purchase by him (whether for cash or other consideration), or
  - (b) not being the registered holder, he is entitled to exercise any right conferred by the holding of the shares or is entitled to control the exercise of any such right.
- (5) A person is taken to have an interest in shares if, otherwise than by virtue of having an interest under a trust—
  - (a) he has a right to call for delivery of the shares to himself or to his order, or
  - (b) he has a right to acquire an interest in shares or is under an obligation to take an interest in shares,whether in any case the right or obligation is conditional or absolute.
- (6) For purposes of subsection (4)(b), a person is entitled to exercise or control the exercise of any right conferred by the holding of shares if he—
  - (a) has a right (whether subject to conditions or not) the exercise of which would make him so entitled, or
  - (b) is under an obligation (whether so subject or not) the fulfilment of which would make him so entitled.
- (7) Persons having a joint interest are taken each of them to have that interest.
- (8) It is immaterial that shares in which a person has an interest are unidentifiable.

## **209 Interests to be disregarded.**

- (1) The following interests in shares are disregarded for purposes of sections 198 to 202—
  - (a) where property is held on trust according to the law of England and Wales and an interest in shares is comprised in that property, an interest in reversion or remainder or of a bare trustee or a custodian trustee, and any discretionary interest;
  - (b) where property is held on trust according to the law of Scotland and an interest in shares is comprised in that property, an interest in fee or of a simple trustee and any discretionary interest;
  - (c) an interest which subsists by virtue of an authorised unit trust scheme within the meaning of [<sup>F8</sup>the Financial Services Act 1986], a scheme made under section 22 of the <sup>M1</sup>Charities Act 1960, section 11 of the <sup>M2</sup>Trustee Investments Act 1961 or section 1 of the <sup>M3</sup>Administration of Justice Act 1965 or the scheme set out in the Schedule to the <sup>M4</sup>Church Funds Investment Measure 1958;

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- (d) an interest of the Church of Scotland General Trustees or of the Church of Scotland Trust in shares held by them or of any other person in shares held by those Trustees or that Trust otherwise than as simple trustees;
- (e) an interest for the life of himself or another of a person under a settlement in the case of which the property comprised in the settlement consists of or includes shares, and the conditions mentioned in subsection (3) below are satisfied;
- (f) an exempt interest held by a recognised jobber [<sup>F9</sup>or market maker];
- (g) an exempt security interest;
- (h) an interest of the President of the Family Division of the High Court subsisting by virtue of section 9 of the <sup>M5</sup>Administration of Estates Act 1925;
- (i) an interest of the Accountant General of the Supreme Court in shares held by him;
- (j) ..... <sup>F10</sup>
- (2) A person is not by virtue of section 208(4)(b) taken to be interested in shares by reason only that he has been appointed a proxy to vote at a specified meeting of a company or of any class of its members and at any adjournment of that meeting, or has been appointed by a corporation to act as its representative at any meeting of a company or of any class of its members.
- (3) The conditions referred to in subsection (1)(e) are, in relation to a settlement—
- (a) that it is irrevocable, and
- (b) that the settlor (within the meaning of section [<sup>F11</sup>670 of the Income and Corporation Taxes Act 1988]) has no interest in any income arising under, or property comprised in, the settlement.
- (4) A person is a recognised jobber for purposes of subsection (1)(f) if he is a member of The Stock Exchange recognised by the Council of The Stock Exchange as carrying on the business of a jobber; and an interest of such a person in shares is an exempt interest for those purposes if—
- (a) he carries on that business in the United Kingdom, and
- (b) he holds the interest for the purposes of that business.
- [<sup>F12</sup>(4A) A person is a market maker for the purposes of subsection (1)(f) if—
- (a) he holds himself out at all normal times in compliance with the rules of a recognised investment exchange other than an overseas investment exchange (within the meaning of the Financial Services Act 1986) as willing to buy and sell securities at prices specified by him; and
- (b) is recognised as doing so by that investment exchange;
- and an interest of such a person in shares is an exempt interest if he carries on business as a market maker in the United Kingdom, is subject to such rules in the carrying on of that business and holds the interest for the purposes of that business.]
- (5) An interest in shares is an exempt security interest for purposes of subsection (1)(g) if—
- (a) it is held by a person who is—
- (i) [<sup>F13</sup>a banking company], or an insurance company to which Part II of the <sup>M6</sup>Insurance Companies Act 1982 applies, or
- (ii) a trustee savings bank (within the <sup>M7</sup>Trustee Savings Banks Act 1981),
- or

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- (iii) a member of The Stock Exchange carrying on business in the United Kingdom as a stockbroker,
- and
- (b) it is held by way of security only for the purposes of a transaction entered into in the ordinary course of his business as such a person,
- or if it is held by way of security only either by the Bank of England or by the Post Office for the purposes of a transaction entered into in the ordinary course of that part of the business of the Post Office which consists of the provision of banking services.

#### Textual Amendments

- F8** Words substituted by [Financial Service Act 1986 \(c. 60, SIF 69\)](#), s. 212(2), **Sch. 16 para. 18**
- F9** Words inserted by [Financial Services Act 1986 \(c. 60, SIF 69\)](#), s. 197(1)(a)
- F10** [S. 209\(1\)\(j\)](#) repealed by [Companies Act 1989 \(c. 40, SIF 27\)](#), ss. 212, 213(2), **Sch. 24**
- F11** Words substituted by [Income and Corporation Taxes Act 1988 \(c. 1, SIF 63:1\)](#), s. 844, **Sch. 29 para. 32**, Table
- F12** [S. 209\(4A\)](#) inserted by [Financial Services Act 1986 \(c. 60, SIF 69\)](#), s. 197(1)(b)
- F13** Words substituted by virtue of [Banking Act 1987 \(c. 22, SIF 10\)](#), s. 108(1), **Sch. 6 para. 18(1)** and (subject to the transitional and saving provisions in [S.I. 1990/355](#), **arts. 6–9**) [Companies Act 1989 \(c. 40, SIF 27\)](#), ss. 23, 213(2), **Sch. 10 para. 2**

#### Marginal Citations

- M1** 1960 c. 58.
- M2** 1961 c. 62.
- M3** 1965 c. 2.
- M4** 1958 No. 1.
- M5** 1925 c. 23.
- M6** 1982 c. 50.
- M7** 1981 c. 65.

## 210 Other provisions about notification under this Part.

- (1) Where a person authorises another (“the agent”) to acquire or dispose of, on his behalf, interests in shares comprised in relevant share capital of a public company, he shall secure that the agent notifies him immediately of acquisitions or disposals effected by the agent which will or may give rise to any obligation of disclosure imposed on him by this Part with respect to his interest in that share capital.
- (2) An obligation of disclosure imposed on a person by any provision of sections 198 to 202 is treated as not being fulfilled unless the notice by means of which it purports to be fulfilled identifies him and gives his address and, in a case where he is a director of the company, is expressed to be given in fulfilment of that obligation.
- (3) A person who—
- fails to fulfil, within the proper period, an obligation of disclosure imposed on him by this Part, or
  - in purported fulfilment of any such obligation makes to a company a statement which he knows to be false, or recklessly makes to a company a statement which is false, or
  - fails to fulfil, within the proper period, an obligation to give another person a notice required by section 206, or

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- (d) fails without reasonable excuse to comply with subsection (1) of this section, is guilty of an offence and liable to imprisonment or a fine, or both.
- (4) It is a defence for a person charged with an offence under subsection (3)(c) to prove that it was not possible for him to give the notice to the other person required by section 206 within the proper period, and either—
- (a) that it has not since become possible for him to give the notice so required, or
  - (b) that he gave the notice as soon after the end of that period as it became possible for him to do so.
- (5) Where a person is convicted of an offence under this section (other than an offence relating to his ceasing to be interested in a company's shares), the Secretary of State may by order direct that the shares in relation to which the offence was committed shall, until further order, be subject to the restrictions of Part XV of this Act; and such an order may be made notwithstanding any power in the company's memorandum or articles enabling the company to impose similar restrictions on those shares.
- [<sup>F14</sup>(5A) If the Secretary of State is satisfied that an order under subsection (5) may unfairly affect the rights of third parties in respect of shares then the Secretary of State, for the purpose of protecting such rights and subject to such terms as he thinks fit, may direct that such acts by such persons or descriptions of persons and for such purposes as may be set out in the order, shall not constitute a breach of the restrictions of Part XV of this Act.]
- (6) Sections 732 (restriction on prosecutions) and 733(2) and (3) (liability of directors, etc.) apply to offences under this section.

#### Textual Amendments

**F14** S. 210(5A) inserted by S.I. 1991/1646, reg.3

#### [<sup>F15</sup>210A Power to make further provision by regulations.

- (1) The Secretary of State may by regulations amend—
  - (a) the definition of “relevant share capital” (section 198(2)),
  - (b) the percentage giving rise to a “notifiable interest” (section 199(2)),
  - (c) the periods within which an obligation of disclosure must be fulfilled or a notice must be given (sections 202(1) and (4) and 206(8)),
  - (d) the provisions as to what is taken to be an interest in shares (section 208) and what interests are to be disregarded (section 209), and
  - (e) the provisions as to company investigations (section 212);
 and the regulations may amend, replace or repeal the provisions referred to above and make such other consequential amendments or repeals of provisions of this Part as appear to the Secretary of State to be appropriate.
- (2) The regulations may in any case make different provision for different descriptions of company; and regulations under subsection (1)(b), (c) or (d) may make different provision for different descriptions of person, interest or share capital.
- (3) The regulations may contain such transitional and other supplementary and incidental provisions as appear to the Secretary of State to be appropriate, and may in particular

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make provision as to the obligations of a person whose interest in a company's shares becomes or ceases to be notifiable by virtue of the regulations.

- (4) Regulations under this section shall be made by statutory instrument.
- (5) No regulations shall be made under this section unless a draft of the regulations has been laid before and approved by a resolution of each House of Parliament.]

#### Textual Amendments

**F15** S. 210A inserted by [Companies Act 1989 \(c. 40, SIF 27\)](#), **ss. 134(5), 213(2)**

### *Registration and investigation of share acquisitions and disposals*

#### **211 Register of interests in shares.**

- (1) Every public company shall keep a register for purposes of sections 198 to 202, and whenever the company receives information from a person in consequence of the fulfilment of an obligation imposed on him by any of those sections, it is under obligation to inscribe in the register, against that person's name, that information and the date of the inscription.
- (2) Without prejudice to subsection (1), where a company receives a notification under this Part which includes a statement that the person making the notification, or any other person, has ceased to be a party to an agreement to which section 204 applies, the company is under obligation to record that information against the name of that person in every place where his name appears in the register as a party to that agreement (including any entry relating to him made against another person's name).
- (3) An obligation imposed by subsection (1) or (2) must be fulfilled within the period of 3 days next following the day on which it arises.
- (4) The company is not, by virtue of anything done for the purposes of this section, affected with notice of, or put upon enquiry as to, the rights of any person in relation to any shares.
- (5) The register must be so made up that the entries against the several names entered in it appear in chronological order.
- (6) Unless the register is in such form as to constitute in itself an index, the company shall keep an index of the names entered in the register which shall in respect of each name contain a sufficient indication to enable the information entered against it to be readily found; and the company shall, within 10 days after the date on which a name is entered in the register, make any necessary alteration in the index.
- (7) If the company ceases to be a public company it shall continue to keep the register and any associated index until the end of the period of 6 years beginning with the day next following that on which it ceased to be such a company.
- (8) The register and any associated index—
  - (a) shall be kept at the place at which the register required to be kept by the company by section 325 (register of directors' interests) is kept, and
  - (b) subject to the next subsection, shall be available for inspection in accordance with section 219 below.

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- (9) Neither the register nor any associated index shall be available for inspection in accordance with that section in so far as it contains information with respect to a company for the time being entitled to avail itself of the benefit conferred by [F16section 231(3)] (disclosure or shareholdings not required if it would be harmful to company's business).
- (10) If default is made in complying with subsection (1) or (2), or with any of subsections (5) to (7), the company and every officer of it who is in default is liable to a fine and, for continued contravention, to a daily default fine.
- (11) Any register kept by a company immediately before 15th June 1982 under section 34 of the M8Companies Act 1967 shall continue to be kept by the company under and for the purposes of this section.

#### Textual Amendments

**F16** Words substituted (subject to transitional and saving provisions in S.I. 1990/355, arts. 6–9) by Companies Act 1989 (c. 40, SIF 27), ss. 23, 213(2), Sch. 10 para. 3

#### Marginal Citations

**M8** 1967 c. 81.

## 212 Company investigations.

- (1) A public company may by notice in writing require a person whom the company knows or has reasonable cause to believe to be or, at any time during the 3 years immediately preceding the date on which the notice is issued, to have been interested in shares comprised in the company's relevant share capital—
- to confirm that fact or (as the case may be) to indicate whether or not it is the case, and
  - where he holds or has during that time held an interest in shares so comprised, to give such further information as may be required in accordance with the following subsection.
- (2) A notice under this section may require the person to whom it is addressed—
- to give particulars of his own past or present interest in shares comprised in relevant share capital of the company (held by him at any time during the 3-year period mentioned in subsection (1)),
  - where the interest is a present interest and any other interest in the shares subsists or, in any case, where another interest in the shares subsisted during that 3-year period at any time when his own interest subsisted, to give (so far as lies within his knowledge) such particulars with respect to that other interest as may be required by the notice,
  - where his interest is a past interest, to give (so far as lies within his knowledge) particulars of the identity of the person who held that interest immediately upon his ceasing to hold it.
- (3) The particulars referred to in subsection (2)(a) and (b) include particulars of the identity of persons interested in the shares in question and of whether persons interested in the same shares are or were parties to any agreement to which section 204 applies or to any agreement or arrangement relating to the exercise of any rights conferred by the holding of the shares.

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- (4) A notice under this section shall require any information given in response to the notice to be given in writing within such reasonable time as may be specified in the notice.
- (5) Sections 203 to 205 and 208 apply for the purpose of construing references in this section to persons interested in shares and to interests in shares respectively, as they apply in relation to sections 198 to 201 (but with the omission of any reference to section 209).
- (6) This section applies in relation to a person who has or previously had, or is or was entitled to acquire, a right to subscribe for shares in a public company which would on issue be comprised in relevant share capital of that company as it applies in relation to a person who is or was interested in shares so comprised; and references above in this section to an interest in shares so comprised and to shares so comprised are to be read accordingly in any such case as including respectively any such right and shares which would on issue be so comprised.

### **213 Registration of interests disclosed under s. 212.**

- (1) Whenever in pursuance of a requirement imposed on a person under section 212 a company receives information to which this section applies relating to shares comprised in its relevant share capital, it is under obligation to enter against the name of the registered holder of those shares, in a separate part of its register of interests in shares—
  - (a) the fact that the requirement was imposed and the date on which it was imposed, and
  - (b) any information to which this section applies received in pursuance of the requirement.
- (2) This section applies to any information received in pursuance of a requirement imposed by section 212 which relates to the present interests held by any persons in shares comprised in relevant share capital of the company in question.
- (3) Subsections (3) to (10) of section 211 apply in relation to any part of the register maintained in accordance with subsection (1) of this section as they apply in relation to the remainder of the register, reading references to subsection (1) of that section to include subsection (1) of this.
- (4) In the case of a register kept by a company immediately before 15th June 1982 under section 34 of the <sup>M9</sup>Companies Act 1967, any part of the register so kept for the purposes of section 27 of the <sup>M10</sup>Companies Act 1976 shall continue to be kept by the company under and for the purposes of this section.

#### **Marginal Citations**

**M9** 1967 c. 81.

**M10** 1976 c. 69.

### **214 Company investigation on requisition by members.**

- (1) A company may be required to exercise its powers under section 212 on the requisition of members of the company holding at the date of the deposit of the requisition not

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less than one-tenth of such of the paid-up capital of the company as carries at that date the right of voting at general meetings of the company.

- (2) The requisition must—
  - (a) state that the requisitionists are requiring the company to exercise its powers under section 212,
  - (b) specify the manner in which they require those powers to be exercised, and
  - (c) give reasonable grounds for requiring the company to exercise those powers in the manner specified,
 and must be signed by the requisitionists and deposited at the company's registered office.
- (3) The requisition may consist of several documents in like form each signed by one or more requisitionists.
- (4) On the deposit of a requisition complying with this section it is the company's duty to exercise its powers under section 212 in the manner specified in the requisition.
- (5) If default is made in complying with subsection (4), the company and every officer of it who is in default is liable to a fine.

## **215 Company report to members.**

- (1) On the conclusion of an investigation carried out by a company in pursuance of a requisition under section 214, it is the company's duty to cause a report of the information received in pursuance of that investigation to be prepared, and the report shall be made available at the company's registered office within a reasonable period after the conclusion of that investigation.
- (2) Where—
  - (a) a company undertakes an investigation in pursuance of a requisition under section 214, and
  - (b) the investigation is not concluded before the end of 3 months beginning with the date immediately following the date of the deposit of the requisition,
 it is the duty of the company to cause to be prepared, in respect of that period and each successive period of 3 months ending before the conclusion of the investigation, an interim report of the information received during that period in pursuance of the investigation. Each such report shall be made available at the company's registered office within a reasonable period after the end of the period to which it relates.
- (3) The period for making any report prepared under this section available as required by subsection (1) or (2) shall not exceed 15 days.
- (4) Such a report shall not include any information with respect to a company entitled to avail itself of the benefit conferred by <sup>F17</sup>section 231(3)] (disclosure of shareholdings not required if it would be harmful to company's business); but where any such information is omitted, that fact shall be stated in the report.
- (5) The company shall, within 3 days of making any report prepared under this section available at its registered office, notify the requisitionists that the report is so available.
- (6) An investigation carried out by a company in pursuance of a requisition under section 214 is regarded for purposes of this section as concluded when the company has made all such inquiries as are necessary or expedient for the purposes of the



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requisition and in the case of each such inquiry, either a response has been received by the company or the time allowed for a response has elapsed.

- (7) A report prepared under this section—
- (a) shall be kept at the company's registered office from the day on which it is first available there in accordance with subsection (1) or (2) until the expiration of 6 years beginning with the day next following that day, and
  - (b) shall be available for inspection in accordance with section 219 below so long as it is so kept.
- (8) If default is made in complying with subsection (1), (2), (5) or (7)(a), the company and every officer of it who is in default is liable to a fine.

#### Textual Amendments

**F17** Words substituted (subject to transitional and saving provisions in [S.I. 1990/355, arts. 6–9](#)) by [Companies Act 1989 \(c. 40, SIF 27\)](#), ss. 23, 213(2), [Sch. 10 para. 3](#)

## 216 Penalty for failure to provide information.

- (1) Where a notice is served by a company under section 212 on a person who is or was interested in shares of the company and that person fails to give the company any information required by the notice within the time specified in it, the company may apply to the court for an order directing that the shares in question be subject to the restrictions of Part XV of this Act.

[<sup>F18</sup>(1A) On an application made under subsection (1) the court may make an interim order and any such order may be made unconditionally or on such terms as the court thinks fit.

- (IB) If the court is satisfied that an order under subsection (1) may unfairly affect the rights of third parties in respect of shares then the court, for the purpose of protecting such rights and subject to such terms as it thinks fit, may direct that such acts by such persons or descriptions of persons and for such purposes as may be set out in the order, shall not constitute a breach of the restrictions of Part XV of this Act]

- (2) [<sup>F19</sup>An order under this section] may be made by the court notwithstanding any power contained in the applicant company's memorandum or articles enabling the company itself to impose similar restrictions on the shares in question.

- (3) Subject to the following subsections, a person who fails to comply with a notice under section 212 or who, in purported compliance with such a notice, makes any statement which he knows to be false in a material particular or recklessly makes any statement which is false in a material particular is guilty of an offence and liable to imprisonment or a fine, or both.

Section 733(2) and (3) of this Act (liability of individuals for corporate default) apply to offences under this subsection.

- (4) A person is not guilty of an offence by virtue of failing to comply with a notice under section 212 if he proves that the requirement to give the information was frivolous or vexatious.

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- (5) A person is not obliged to comply with a notice under section 212 if he is for the time being exempted by the Secretary of State from the operation of that section; but the Secretary of State shall not grant any such exemption unless—
- (a) he has consulted with the Governor of the Bank of England, and
  - (b) he (the Secretary of State) is satisfied that, having regard to any undertaking given by the person in question with respect to any interest held or to be held by him in any shares, there are special reasons why that person should not be subject to the obligations imposed by that section.

#### Textual Amendments

**F18** S. 216(1A)(1B) inserted by S.I. 1991/1646, reg. 4(a)

**F19** Words in s. 216(2) substituted by S.I. 1991/1646, reg. 4(b)

### 217 Removal of entries from register.

- (1) A company may remove an entry against a person's name from its register of interests in shares if more than 6 years have elapsed since the date of the entry being made, and either—
- (a) that entry recorded the fact that the person in question had ceased to have an interest notifiable under this Part in relevant share capital of the company, or
  - (b) it has been superseded by a later entry made under section 211 against the same person's name;
- and in a case within paragraph (a) the company may also remove that person's name from the register.
- (2) If a person in pursuance of an obligation imposed on him by any provision of this Part gives to a company the name and address of another person as being interested in shares in the company, the company shall, within 15 days of the date on which it was given that information, notify the other person that he has been so named and shall include in that notification—
- (a) particulars of any entry relating to him made, in consequence of its being given that information, by the company in its register of interests in shares, and
  - (b) a statement informing him of his right to apply to have the entry removed in accordance with the following provisions of this section.
- (3) A person who has been notified by a company in pursuance of subsection (2) that an entry relating to him has been made in the company's register of interests in shares may apply in writing to the company for the removal of that entry from the register; and the company shall remove the entry if satisfied that the information in pursuance of which the entry was made was incorrect.
- (4) If a person who is identified in a company's register of interests in shares as being a party to an agreement to which section 204 applies (whether by an entry against his own name or by an entry relating to him made against another person's name as mentioned in subsection (2)(a)) ceases to be a party to that agreement, he may apply in writing to the company for the inclusion of that information in the register; and if the company is satisfied that he has ceased to be a party to the agreement, it shall record that information (if not already recorded) in every place where his name appears as a party to that agreement in the register.

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- (5) If an application under subsection (3) or (4) is refused (in a case within subsection (4), otherwise than on the ground that the information has already been recorded) the applicant may apply to the court for an order directing the company to remove the entry in question from the register or (as the case may be) to include the information in question in the register; and the court may, if it thinks fit, make such an order.
- (6) Where a name is removed from a company's register of interests in shares in pursuance of subsection (1) or (3) or an order under subsection (5), the company shall within 14 days of the date of that removal make any necessary alteration in any associated index.
- (7) If default is made in complying with subsection (2) or (6), the company and every officer of it who is in default is liable to a fine and, for continued contravention, to a daily default fine.

## **218 Otherwise, entries not to be removed.**

- (1) Entries in a company's register of interests in shares shall not be deleted except in accordance with section 217.
- (2) If an entry is deleted from a company's register of interests in shares in contravention of subsection (1), the company shall restore that entry to the register as soon as is reasonably practicable.
- (3) If default is made in complying with subsection (1) or (2), the company and every officer of it who is in default is liable to a fine and, for continued contravention of subsection (2), to a daily default fine.

## **219 Inspection of register and reports.**

- (1) Any register of interests in shares and any report which is required by section 215(7) to be available for inspection in accordance with this section shall, [F20 during business hours (subject to such reasonable restrictions as the company may in general meeting impose, but so that not less than 2 hours in each day are allowed for inspection)] be open to the inspection of any member of the company or of any other person without charge.
- (2) Any such member or other person may require a copy of any such register or report, or any part of it, on payment of [F21 10 pence or such less sum as the company may prescribe, for every 100 words or fractional part of 100 words required to be copied][F21 such fee as may be prescribed]; and the company shall cause any copy so required by a person to be sent to him before the expiration of the period of 10 days beginning with the day next following that on which the requirement is received by the company.
- (3) If an inspection required under this section is refused or a copy so required is not sent within the proper period, the company and every officer of it who is in default is liable to a fine and, for continued contravention, to a daily default fine.
- (4) In the case of a refusal of an inspection required under this section of any register or report, the court may by order compel an immediate inspection of it; and in the case of failure to send a copy required under this section, the court may by order direct that the copy required shall be sent to the person requiring it.

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- (5) The Secretary of State may by regulations made by statutory instrument substitute a sum specified in the regulations for the sum for the time being mentioned in subsection (2).

#### Textual Amendments

- F20** Words repealed (*prosp.*) by Companies Act 1989 (c. 40, SIF 27), ss. 143(5), 212, 213(2), 215(2), **Sch. 24**
- F21** Words commencing “such fee as” substituted (*prosp.*) for words commencing “10 pence” by Companies Act 1989 (c. 40, SIF 27), **ss. 143(5)(b), 213(2), 215(2)**

### Supplementary

#### 220 Definitions for Part VI.

- (1) In this Part of this Act—
- “associated index”, in relation to a register, means the index kept in relation to that register in pursuance of section 211(6),
- “register of interests in shares” means the register kept in pursuance of section 211 including, except where the context otherwise requires, that part of the register kept in pursuance of section 213, and
- “relevant share capital” has the meaning given by section 198(2).
- (2) Where the period allowed by any provision of this Part for fulfilling an obligation is expressed as a number of days, any day that is a Saturday or Sunday or a bank holiday in any part of Great Britain is to be disregarded in reckoning that period.

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