

1980 No. 2016

COMPANIES

The Companies (Forms) (Amendment) Regulations 1980

Made - - - - 22nd December 1980

The Secretary of State, in exercise of the powers conferred by sections 209(1), 209(2)(a) and 455(1) of the Companies Act 1948(a), and now vested in him (b), and of all other powers enabling him in that behalf, hereby makes the following Regulations:—

1. These Regulations may be cited as the Companies (Forms) (Amendment) Regulations 1980.

2. The Companies (Forms) Regulations 1979(c) are hereby amended in accordance with Regulations 3 and 4 below.

3. The Forms numbered 100 and 100a set out in the Schedule to these Regulations shall be substituted for the Forms numbered 100 and 100a set out in Schedule B to the Companies (Forms) Regulations 1979.

4. After Regulation 8 to the Companies (Forms) Regulations 1979 there shall be inserted the following Regulation:—

“9(1) Any notice to be given pursuant to section 209(1) or section 209(2)(a) of the Companies Act 1948 to a shareholder in a transferor company shall be given to him personally or by sending it by post to him but where this cannot be done because the shareholder is the holder of a share warrant to bearer the notice shall be given:—

(i) in cases where the articles of association or regulations of the transferor company provide that notice to such shareholders may be given by advertisement, by advertisement in the manner so provided, and

(ii) in any other case, by means of an advertisement in the Gazette.

(2) Where in accordance with paragraph (1) above a notice has to be sent by post it shall be sent to the shareholder:—

(a) at his address in the United Kingdom registered in the books of the transferor company, or

(a) 1948 c. 38.

(b) S.I. 1970/1537.

(c) S.I. 1979/1547.

(b) if no address in the United Kingdom is so registered, to the address if any within the United Kingdom supplied by him to the transferor company for the giving of notices to him, or

(c) if no address in the United Kingdom is registered or has been so notified, to his address outside the United Kingdom registered in the books of the transferor company, and

if it is sent to an address in the United Kingdom it shall be sent by recorded delivery post but otherwise it shall be sent by airmail post.”

22nd December 1980.

Reginald Eyre,
Parliamentary Under-Secretary of State,
Department of Trade.

SCHEDULE

THE COMPANIES ACTS 1948 TO 1980
Notice to dissenting shareholders

Pursuant to section 209 (1) of the Companies Act 1948

Form No. 100

100

Please do not write in binding margin



Please complete legibly, preferably in black type, or bold block lettering

In the matter of

Form box for transferor company name and 'Limited' suffix

Notice by

Form box for transferee company name and 'Limited' suffix

To* _____

* Name(s) and address(es) of dissenting shareholder(s).

whereas on the _____ day of _____ 19____ the transferee company made an offer to all the holders of _____ shares in the transferor company _____ and whereas up to the _____ day of _____ 19____ being a date within four months of the date of the making thereof such offer was approved by the holders of not less than nine tenths in value of the said _____ shares (other than shares already held at the date of the offer by, or by a nominee for, the transferee company or its subsidiary).

† If the offer is limited to a certain class or classes of shares state description of that class or those classes.

‡ State shortly the nature of the offer

Now therefore the transferee company in pursuance of the provisions of section 209 (1) of the Companies Act 1948, hereby gives you notice that it desires to acquire the _____ shares held by you in the transferor company And further take notice that unless upon an application being made to the Court by you within one month from the date on which this notice is given the Court thinks fit to order otherwise the transferee company will be entitled and bound to acquire the _____ shares held by you in the transferor company on the terms of the offer approved by the approving holders of the said shares.

Signed _____ [Director] [Secretary]†, for the transferee company
Date _____

† delete as appropriate

Please do not write in this binding margin

THE COMPANIES ACTS 1948 TO 1980

Notice to dissenting shareholders

Please complete legibly, preferably in black type, or bold block lettering

Pursuant to section 209(2) of the Companies Act 1948

100a

In the matter of

Form box for transferor company name and 'Limited' suffix, followed by 'hereinafter called 'the transferor company''

Notice by

Form box for transferee company name and 'Limited' suffix, followed by 'hereinafter called 'the transferee company''

*Name(s) and address(es) of dissenting shareholder(s)

To* _____

†If the offer is limited to a certain class or classes of shares state description of that class or those classes

Whereas in pursuance of a scheme or contract involving the transfer of the † _____ shares in the transferor company to the transferee company certain shares were on the _____ day of _____ 19 _____ transferred to the transferee company or to its nominee

Now therefore the transferee company in pursuance of subsection (2) of section 209 of the Companies Act 1948, hereby gives you notice that those shares together with such other† _____

_____ shares in the transferor company as were held by or by a nominee for the transferee company or its subsidiary at the said date comprise or include nine-tenths in value of all the † _____

_____ shares in the transferor company

And further take notice that you may within three months from the giving of this notice give notice that you require the transferee company to acquire your holding of shares in the transferor company and that if you give such notice the transferee company shall be entitled and bound to acquire those shares on the terms on which under the said scheme or contract the shares of the approving shareholders were transferred to it, or on such other terms as may be agreed or as the Court on the application of either the transferee company or yourself thinks fit to order.

‡ delete as appropriate

Signed _____ [Director][Secretary] ‡ for the transferee company

Date _____

EXPLANATORY NOTE

(This Note is not part of the Regulations.)

These Regulations prescribe the forms of statutory notice to be used and the manner of giving such notice by a take-over bidder in exercise of the bidder's right under section 209(1) of the Companies Act 1948 to acquire the shares of dissenting shareholders or in performance of the bidder's obligation under section 209(2)(a) of that Act to inform non-assenting shareholders of their rights to require their shares to be purchased.

SI 1980/2016
ISBN 0-11-008016-5



780110 080161