
STATUTORY INSTRUMENTS

2008 No. 3000

**The Companies Act 2006 (Annual Return
and Service Addresses) Regulations 2008**

PART 2

ANNUAL RETURNS

Information about shareholders

7.—(1) In section 856 of the Companies Act 2006 (contents of annual return: information about share capital and shareholders)—

- (a) in the heading omit “and shareholders”;
- (b) in subsection (1) for paragraphs (a) and (b) substitute “a statement of capital”;
- (c) in subsection (2)(c)(i) for “prescribed particulars of the rights” substitute “the voting rights”;
- (d) omit—
 - (i) subsections (3) to (5), and
 - (ii) subsection (6) (which is unnecessary).

(2) After that section insert—

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

856A.—(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 the name (as it appears in the company’s register of members) of every person who was a member of the company at any time during the return period.

The return must conform to the following requirements for the purpose of enabling the entries relating to any given person to be easily found—

- (a) the entries must be listed in alphabetical order by name; or
- (b) the return must have annexed to it an index that is sufficient to enable the name of the person in question 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 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 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.

Contents of annual return: information about shareholders: traded companies

856B.—(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 the name and address (as they appear in the company’s register of members) 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.

The return must conform to the following requirements for the purpose of enabling the entries relating to any given person to be easily found—

- (a) the entries must be listed in alphabetical order by name; or
- (b) the return must have annexed to it an index that is sufficient to enable the name of the person in question 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 or to each person who held at least 5% of the issued shares of any class 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 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.”.