



# Companies Act 1985

## 1985 CHAPTER 6

### PART XV

#### ORDERS IMPOSING RESTRICTIONS ON SHARES (SECTIONS 210, 216, 445)

#### **454 Consequence of order imposing restrictions.**

- (1) So long as any shares are directed to be subject to the restrictions of this Part—
  - (a) any transfer of those shares or, in the case of unissued shares, any transfer of the right to be issued with them, and any issue of them, is void;
  - (b) no voting rights are exercisable in respect of the shares;
  - (c) no further shares shall be issued in right of them or in pursuance of any offer made to their holder; and
  - (d) except in a liquidation, no payment shall be made of any sums due from the company on the shares, whether in respect of capital or otherwise.
- (2) Where shares are subject to the restrictions of subsection (1)(a), any agreement to transfer the shares or, in the case of unissued shares, the right to be issued with them is void (except an agreement to [<sup>F1</sup>transfer] the shares on the making of an order under section 456(3)(b) below).
- (3) Where shares are subject to the restrictions of subsection (1)(c) or (d), an agreement to transfer any right to be issued with other shares in right of those shares, or to receive any payment on them (otherwise than in a liquidation) is void (except an agreement to transfer any such right on the [<sup>F1</sup>transfer] of the shares on the making of an order under section 456(3)(b) below).

#### **Textual Amendments**

**F1** Words substituted by [Companies Act 1989 \(c. 40, SIF 27\)](#), ss. 145, 213(2), [Sch. 19 para. 10\(2\)](#)

*Status: Point in time view as at 01/02/1991.*

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#### **455 Punishment for attempted evasion of restrictions.**

- (1) A person is liable to a fine if he—
  - (a) exercises or purports to exercise any right to dispose of any shares which, to his knowledge, are for the time being subject to the restrictions of this Part or of any right to be issued with any such shares, or
  - (b) votes in respect of any such shares (whether as holder or proxy), or appoints a proxy to vote in respect of them, or
  - (c) being the holder of any such shares, fails to notify of their being subject to those restrictions any person whom he does not know to be aware of that fact but does know to be entitled (apart from the restrictions) to vote in respect of those shares whether as holder or as proxy, or
  - (d) being the holder of any such shares, or being entitled to any right to be issued with other shares in right of them, or to receive any payment on them (otherwise than in a liquidation), enters into any agreement which is void under section 454(2) or (3).
- (2) If shares in a company are issued in contravention of the restrictions, the company and every officer of it who is in default is liable to a fine.
- (3) Section 732 (restriction on prosecutions) applies to an offence under this section.

#### **456 Relaxation and removal of restrictions.**

- (1) Where shares in a company are by order made subject to the restrictions of this Part, application may be made to the court for an order directing that the shares be no longer so subject.
- (2) If the order applying the restrictions was made by the Secretary of State, or he has refused to make an order disapplying them, the application may be made by any person aggrieved; and if the order was made by the court under section 216 (non-disclosure of share holding), it may be made by any such person or by the company.
- (3) Subject as follows, an order of the court or the Secretary of State directing that shares shall cease to be subject to the restrictions may be made only if—
  - (a) the court or (as the case may be) the Secretary of State is satisfied that the relevant facts about the shares have been disclosed to the company and no unfair advantage has accrued to any person as a result of the earlier failure to make that disclosure, or
  - (b) the shares are to be <sup>F2</sup>transferred for valuable consideration] and the court (in any case) or the Secretary of State (if the order was made under section 210 or 445) approves the <sup>F2</sup>transfer].
- (4) Where shares in a company are subject to the restrictions, the court may on application order the shares to be sold, subject to the court's approval as to the sale, and may also direct that the shares shall cease to be subject to the restrictions.

An application to the court under this subsection may be made by the Secretary of State (unless the restrictions were imposed by court order under section 216), or by the company.

- (5) Where an order has been made under subsection (4), the court may on application make such further order relating to the sale or transfer of the shares as it thinks fit.

An application to the court under this subsection may be made—

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- (a) by the Secretary of State (unless the restrictions on the shares were imposed by court order under section 216), or
  - (b) by the company, or
  - (c) by the person appointed by or in pursuance of the order to effect the sale, or
  - (d) by any person interested in the shares.
- (6) An order (whether of the Secretary of State or the court) directing that shares shall cease to be subject to the restrictions of this Part, if it is—
- (a) expressed to be made with a view to permitting a transfer of the shares, or
  - (b) made under subsection (4) of this section,
- may continue the restrictions mentioned in paragraphs (c) and (d) of section 454(1), either in whole or in part, so far as they relate to any right acquired or offer made before the transfer.
- (7) Subsection (3) does not apply to an order directing that shares shall cease to be subject to any restrictions which have been continued in force in relation to those shares under subsection (6).

#### Textual Amendments

**F2** Words substituted by [Companies Act 1989 \(c. 40, SIF 27\)](#), ss. 145, 213(2), [Sch. 19 para. 10\(1\)](#)

#### 457 Further provisions on sale by court order of restricted shares.

- (1) Where shares are sold in pursuance of an order of the court under section 456(4) the proceeds of sale, less the costs of the sale, shall be paid into court for the benefit of the persons who are beneficially interested in the shares; and any such person may apply to the court for the whole or part of those proceeds to be paid to him.
- (2) On application under subsection (1) the court shall (subject as provided below) order the payment to the applicant of the whole of the proceeds of sale together with any interest thereon or, if any other person had a beneficial interest in the shares at the time of their sale, such proportion of those proceeds and interest as is equal to the proportion which the value of the applicant's interest in the shares bears to the total value of the shares.
- (3) On granting an application for an order under section 456(4) or (5) the court may order that the applicant's costs be paid out of the proceeds of sale; and if that order is made, the applicant is entitled to payment of his costs out of those proceeds before any person interested in the shares in question receives any part of those proceeds.

#### Extent Information

**E1** Act: The provisions of this Act that remain in force extended (Northern Ireland) (1.1.2007, 20.1.2007, 6.4.2007, 30.9.2007, 1.10.2007, 1.11.2007, 15.12.2007, 6.4.2008 and 1.10.2008 for certain purposes and otherwise 1.10.2009) by [Companies Act 2006 \(c. 46\)](#), ss. 2, [1284\(1\)](#), 1300; [S.I. 2006/3428](#), art. 3(2)(e) (subject to art. 5, [Sch. 1](#) and with arts. 6, 8, [Sch. 5](#) (as amended by [S.I. 2007/3495](#), art. 11, [Sch. 5](#))); [S.I. 2007/1093](#), art. 2(1)(e); [S.I. 2007/2194](#), arts. 2-5 (with art. 12); [S.I. 2007/2607](#), art. 2(2); [S.I. 2007/3495](#), arts. 3, 5 (with arts. 7, 12); [S.I. 2008/1886](#) arts. 1(3), 2(d) (with arts. 6, 7); [S.I. 2008/2860](#), art. 3(z) (with arts. 5, 7, 8, [Sch. 2](#) (as amended by [S.I. 2009/1802](#), art. 18, [Sch.](#), [S.I. 2009/1802](#), art. 18, [Sch.](#)))

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