



Companies Act 2006

2006 CHAPTER 46

PART 31

DISSOLUTION AND RESTORATION TO THE REGISTER

CHAPTER 3

RESTORATION TO THE REGISTER

Administrative restoration to the register

1024 Application for administrative restoration to the register

- (1) An application may be made to the registrar to restore to the register a company that has been struck off the register under [F1section 1000 or 1001 (power of registrar to strike off defunct company)].[F1—
 - (a) section 1000 or 1001 (power of registrar to strike off defunct company), or
 - (b) section 1002A (power of registrar to strike off company registered on false basis).]
- (2) An application under this section may be made whether or not the company has in consequence been dissolved.
- (3) An application under this section may only be made by a former director or former member of the company.
- (4) An application under this section may not be made after the end of the period of six years from the date of the dissolution of the company.

For this purpose an application is made when it is received by the registrar.

Changes to legislation: There are outstanding changes not yet made by the legislation.gov.uk editorial team to Companies Act 2006. Any changes that have already been made by the team appear in the content and are referenced with annotations. (See end of Document for details) View outstanding changes

Textual Amendments

- F1** Words in s. 1024(1) substituted (26.10.2023 but only so far as it confers a power to make regulations or relates to the exercise of the power, otherwise prosp.) by [Economic Crime and Corporate Transparency Act 2023 \(c. 56\)](#), [ss. 70\(3\)](#), 219(1)(2)(b)

Modifications etc. (not altering text)

- C1** Ss. 1024-1028 applied (with modifications) (1.10.2009) by [The Limited Liability Partnerships \(Application of Companies Act 2006\) Regulations 2009 \(S.I. 2009/1804\)](#), [regs. 2, 56](#)

1025 Requirements for administrative restoration

- (1) On an application under section 1024 the registrar shall restore the company to the register if, and only if, the following conditions are met.
- [^{F2}(2) The first condition is that—
- (a) in the case of a company struck off the register under section 1000 or 1001, the company was carrying on business or in operation at the time of its striking off;
 - (b) in the case of a company struck off the register under section 1002A, at the time of its striking off, the registrar did not have reasonable cause to believe the matter set out in section 1002A(1)(a) or (b).]

(3) The second condition is that, if any property or right previously vested in or held on trust for the company has vested as *bona vacantia*, the Crown representative has signified to the registrar in writing consent to the company's restoration to the register.

(4) It is the applicant's responsibility to obtain that consent and to pay any costs (in Scotland, expenses) of the Crown representative—

 - (a) in dealing with the property during the period of dissolution, or
 - (b) in connection with the proceedings on the application,

that may be demanded as a condition of giving consent.

[^{F3}(5) The third condition is that the applicant has delivered to the registrar such documents relating to the company as are necessary to ensure that if the company is restored to the register the records kept by the registrar relating to the company will be up to date.

(5A) The fourth condition is—

 - (a) that any outstanding penalties under section 453 or corresponding earlier provisions (civil penalty for failure to deliver accounts) in relation to the company have been paid, and
 - (b) that each relevant person has paid any outstanding fines or financial penalties imposed on them in respect of an offence under the Companies Acts relating to the company.

(5B) In subsection (5A)(b) “relevant person” means—

 - (a) the applicant,
 - (b) any person who—
 - (i) was a director of the company immediately before it was dissolved or struck off, and

Changes to legislation: There are outstanding changes not yet made by the legislation.gov.uk editorial team to Companies Act 2006. Any changes that have already been made by the team appear in the content and are referenced with annotations. (See end of Document for details) [View outstanding changes](#)

- (ii) if the company is restored to the register, will be a director immediately after its restoration, or
 - (c) any person who is a relevant officer of a firm where the firm is—
 - (i) a person mentioned in paragraph (a) or (b), or
 - (ii) a person falling within this paragraph.
- (5C) In subsection (5B)(c) “relevant officer” —
- (a) in relation to a company, means a director;
 - (b) in relation to a firm the affairs of which are managed by its members, means one of those members;
 - (c) in relation to any other firm, means an officer of the firm whose functions correspond to that of a director of a company.]
- (6) In this section the “Crown representative” means—
- (a) in relation to property vested in the Duchy of Lancaster, the Solicitor to that Duchy;
 - (b) in relation to property vested in the Duke of Cornwall, the Solicitor to the Duchy of Cornwall;
 - (c) in relation to property in Scotland, the Queen's and Lord Treasurer's Remembrancer;
 - (d) in relation to other property, the Treasury Solicitor.

Textual Amendments

- F2** S. 1025(2) substituted (26.10.2023 but only so far as it confers a power to make regulations or relates to the exercise of the power, otherwise prosp.) by [Economic Crime and Corporate Transparency Act 2023 \(c. 56\)](#), **ss. 70(4)**, 219(1)(2)(b)
- F3** S. 1025(5)-(5C) substituted for s. 1025(5) (26.10.2023 but only so far as it confers a power to make regulations or relates to the exercise of the power, otherwise prosp.) by [Economic Crime and Corporate Transparency Act 2023 \(c. 56\)](#), **ss. 71**, 219(1)(2)(b)

Modifications etc. (not altering text)

- C2** Ss. 1024-1028 applied (with modifications) (1.10.2009) by [The Limited Liability Partnerships \(Application of Companies Act 2006\) Regulations 2009 \(S.I. 2009/1804\)](#), regs. 2, **56**

1026 Application to be accompanied by statement of compliance

- (1) An application under section 1024 (application for administrative restoration to the register) must be accompanied by a statement of compliance.
- (2) The statement of compliance required is a statement—
 - (a) that the person making the application has standing to apply (see subsection (3) of that section), and
 - (b) that the requirements for administrative restoration (see section 1025) are met.
- (3) The registrar may accept the statement of compliance as sufficient evidence of those matters.

Changes to legislation: There are outstanding changes not yet made by the legislation.gov.uk editorial team to Companies Act 2006. Any changes that have already been made by the team appear in the content and are referenced with annotations. (See end of Document for details) View outstanding changes

Modifications etc. (not altering text)

C3 Ss. 1024-1028 applied (with modifications) (1.10.2009) by [The Limited Liability Partnerships \(Application of Companies Act 2006\) Regulations 2009 \(S.I. 2009/1804\)](#), regs. 2, **56**

1027 Registrar's decision on application for administrative restoration

- (1) The registrar must give notice to the applicant of the decision on an application under section 1024 (application for administrative restoration to the register).
- (2) If the decision is that the company should be restored to the register, the restoration takes effect as from the date that notice is sent.
- (3) In the case of such a decision, the registrar must—
 - (a) enter on the register a note of the date as from which the company's restoration to the register takes effect, and
 - (b) cause notice of the restoration to be published in the Gazette.
- (4) The notice under subsection (3)(b) must state—
 - (a) the name of the company or, if the company is restored to the register under a different name (see section 1033), that name and its former name,
 - (b) the company's registered number, and
 - (c) the date as from which the restoration of the company to the register takes effect.

Modifications etc. (not altering text)

C4 Ss. 1024-1028 applied (with modifications) (1.10.2009) by [The Limited Liability Partnerships \(Application of Companies Act 2006\) Regulations 2009 \(S.I. 2009/1804\)](#), regs. 2, **56**

1028 Effect of administrative restoration

- (1) The general effect of administrative restoration to the register is that the company is deemed to have continued in existence as if it had not been dissolved or struck off the register.
- (2) The company is not liable to a penalty under section 453 or any corresponding earlier provision (civil penalty for failure to deliver accounts) for a financial year in relation to which the period for filing accounts and reports ended—
 - (a) after the date of dissolution or striking off, and
 - (b) before the restoration of the company to the register.
- (3) The court may give such directions and make such provision as seems just for placing the company and all other persons in the same position (as nearly as may be) as if the company had not been dissolved or struck off the register.
- (4) An application to the court for such directions or provision may be made any time within three years after the date of restoration of the company to the register.

Changes to legislation: There are outstanding changes not yet made by the legislation.gov.uk editorial team to Companies Act 2006. Any changes that have already been made by the team appear in the content and are referenced with annotations. (See end of Document for details) [View outstanding changes](#)

Modifications etc. (not altering text)

C5 Ss. 1024-1028 applied (with modifications) (1.10.2009) by [The Limited Liability Partnerships \(Application of Companies Act 2006\) Regulations 2009 \(S.I. 2009/1804\)](#), regs. 2, 56

[^{F4}1028A] Administrative restoration of company with share warrants

- (1) This section applies in relation to a company which has been struck off the register under section 1000 [^{F5}or 1001][^{F5}, 1001 or 1002A] and which, at the time it was struck off, had any share warrant in issue.
- (2) If the registrar restores the company to the register under section 1025, the share warrant and the shares specified in it are cancelled with effect from the date the restoration takes effect.
- (3) If as a result of subsection (2) the company has no issued share capital, the company must, before the end of the period of one month beginning with the date the restoration takes effect, allot at least one share in the company; and section 549(1) does not apply to such an allotment.
- (4) The company must, before the end of the period of 15 days beginning with the date the restoration takes effect, deliver a statement of capital to the registrar.
- (5) Subsection (4) does not apply in a case where the company is required under subsection (3) to make an allotment (because in such a case section 555 will apply).
- (6) The statement of capital must state with respect to the company's share capital as reduced by the cancellation of the share warrant and the shares specified in it—
 - (a) the total number of shares of the company,
 - (b) the aggregate nominal value of those shares,
 - (c) the aggregate amount (if any) unpaid on those shares (whether on account of their nominal value or by way of premium), and
 - (d) for each class of shares—
 - (i) prescribed particulars of the rights attached to the shares,
 - (ii) the total number of shares of that class, and
 - (iii) the aggregate nominal value of shares of that class.
- (7) Where a share warrant is cancelled in accordance with subsection (2), the company must, as soon as reasonably practicable—
 - (a) enter the date the cancellation takes effect in its register of members, [^{F6}or]
 - [^{F6}(b) where an election is in force under section 128B of the Companies Act 2006 (option to keep membership information on central register) in respect of the company, deliver that information to the registrar as if it were information required to be delivered under section 128E of that Act.]
- (8) Subsection (9) applies where—
 - (a) any property or right previously vested in or held on trust for the company in respect of any share specified in a share warrant has vested as *bona vacantia* (see section 1012), and
 - (b) the warrant and the share are cancelled on the restoration of the company in accordance with this section.

Changes to legislation: There are outstanding changes not yet made by the legislation.gov.uk editorial team to Companies Act 2006. Any changes that have already been made by the team appear in the content and are referenced with annotations. (See end of Document for details) View outstanding changes

- (9) On restoration of the company, that property or right—
- (a) may not be returned to the company, and
 - (b) accordingly, remains vested as *bona vacantia* .
- (10) If default is made in complying with subsection (3) or (4), an offence is committed by—
- (a) the company, and
 - (b) every officer of the company who is in default.

For this purpose a shadow director is treated as an officer of the company.

- (11) A person guilty of an offence under this section is liable—
- (a) on conviction on indictment, to a fine;
 - (b) on summary conviction—
 - (i) in England and Wales, to a fine;
 - (ii) in Scotland or Northern Ireland, to a fine not exceeding the statutory maximum.]

Textual Amendments

- F4** S. 1028A inserted (26.5.2015) by [Small Business, Enterprise and Employment Act 2015 \(c. 26\)](#), s. 164(3)(g)(ii), [Sch. 4 para. 27\(1\)](#) (with [Sch. 4 para. 27\(2\)](#), (3))
- F5** Words in [s. 1028A\(1\)](#) substituted (26.10.2023 but only so far as it confers a power to make regulations or relates to the exercise of the power, otherwise prosp.) by [Economic Crime and Corporate Transparency Act 2023 \(c. 56\)](#), [ss. 70\(5\)](#), 219(1)(2)(b)
- F6** [S. 1028A\(7\)\(b\)](#) and word omitted (26.10.2023 but only so far as it confers a power to make regulations or relates to the exercise of the power, otherwise prosp.) by virtue of [Economic Crime and Corporate Transparency Act 2023 \(c. 56\)](#), s. 219(1)(2)(b), [Sch. 1 para. 21](#)

Restoration to the register by the court

1029 Application to court for restoration to the register

- (1) An application may be made to the court to restore to the register a company—
- (a) that has been dissolved under Chapter 9 of Part 4 of the Insolvency Act 1986 (c. 45) or Chapter 9 of Part 5 of the Insolvency (Northern Ireland) Order 1989 (S.I. 1989/2405 (N.I. 19)) (dissolution of company after winding up),
 - (b) that is deemed to have been dissolved under paragraph 84(6) of Schedule B1 to that Act or paragraph 85(6) of Schedule B1 to that Order (dissolution of company following administration), or
 - (c) that has been struck off the register—
 - (i) under section 1000 or 1001 (power of registrar to strike off defunct company), ^[F7] or
 - ^[F8](ia) under section 1002A (power of registrar to strike off company registered on false basis), or
 - (ii) under section 1003 (voluntary striking off),
 whether or not the company has in consequence been dissolved.
- (2) An application under this section may be made by—

Changes to legislation: There are outstanding changes not yet made by the legislation.gov.uk editorial team to Companies Act 2006. Any changes that have already been made by the team appear in the content and are referenced with annotations. (See end of Document for details) [View outstanding changes](#)

- (a) the Secretary of State,
 - (b) any former director of the company,
 - (c) any person having an interest in land in which the company had a superior or derivative interest,
 - (d) any person having an interest in land or other property—
 - (i) that was subject to rights vested in the company, or
 - (ii) that was benefited by obligations owed by the company,
 - (e) any person who but for the company's dissolution would have been in a contractual relationship with it,
 - (f) any person with a potential legal claim against the company,
 - (g) any manager or trustee of a pension fund established for the benefit of employees of the company,
 - (h) any former member of the company (or the personal representatives of such a person),
 - (i) any person who was a creditor of the company at the time of its striking off or dissolution,
 - (j) any former liquidator of the company,
 - (k) where the company was struck off the register under section 1003 (voluntary striking off), any person of a description specified by regulations under section 1006(1)(f) or 1007(2)(f) (persons entitled to notice of application for voluntary striking off),
- or by any other person appearing to the court to have an interest in the matter.

Textual Amendments

- F7** Word in s. 1029(1)(c)(i) omitted (26.10.2023 but only so far as it confers a power to make regulations or relates to the exercise of the power, otherwise prosp.) by virtue of [Economic Crime and Corporate Transparency Act 2023 \(c. 56\)](#), [ss. 70\(6\)\(a\)](#), 219(1)(2)(b)
- F8** S. 1029(1)(c)(ia) inserted (26.10.2023 but only so far as it confers a power to make regulations or relates to the exercise of the power, otherwise prosp.) by [Economic Crime and Corporate Transparency Act 2023 \(c. 56\)](#), [ss. 70\(6\)\(b\)](#), 219(1)(2)(b)

Modifications etc. (not altering text)

- C6** Ss. 1029-1032 applied (with modifications) (1.10.2009) by [The Limited Liability Partnerships \(Application of Companies Act 2006\) Regulations 2009 \(S.I. 2009/1804\)](#), regs. 2, 57 (with Sch. 1 paras. 24, 25, 34, 35)

1030 When application to the court may be made

- (1) An application to the court for restoration of a company to the register may be made at any time for the ^{F9}purpose of—
- (a) bringing] proceedings against the company for damages for personal ^{F10}injury;
 - (b) an insurer (within the meaning of the Third Parties (Rights Against Insurers) Act 2010) bringing proceedings against a third party in the name of that company in respect of that company's liability for damages for personal injury.]

Changes to legislation: There are outstanding changes not yet made by the legislation.gov.uk editorial team to Companies Act 2006. Any changes that have already been made by the team appear in the content and are referenced with annotations. (See end of Document for details) [View outstanding changes](#)

- (2) No order shall be made on such an application if it appears to the court that the proceedings would fail by virtue of any enactment as to the time within which proceedings must be brought.
- (3) In making that decision the court must have regard to its power under section 1032(3) (power to give consequential directions etc) to direct that the period between the dissolution (or striking off) of the company and the making of the order is not to count for the purposes of any such enactment.
- (4) In any other case an application to the court for restoration of a company to the register may not be made after the end of the period of six years from the date of the dissolution of the company, subject as follows.
- (5) In a case where—
- (a) the company has been struck off the register under section 1000 or 1001 (power of registrar to strike off defunct company) [^{F11}or section 1002A (power of registrar to strike off company registered on false basis)],
 - (b) an application to the registrar has been made under section 1024 (application for administrative restoration to the register) within the time allowed for making such an application, and
 - (c) the registrar has refused the application,
- an application to the court under this section may be made within 28 days of notice of the registrar's decision being issued by the registrar, even if the period of six years mentioned in subsection (4) above has expired.
- (6) For the purposes of this section—
- (a) “personal injury” includes any disease and any impairment of a person's physical or mental condition; and
 - (b) references to damages for personal injury include—
 - (i) any sum claimed by virtue of section 1(2)(c) of the Law Reform (Miscellaneous Provisions) Act 1934 (c. 41) or section 14(2)(c) of the Law Reform (Miscellaneous Provisions) Act (Northern Ireland) 1937 (1937 c. 9 (N.I.)) (funeral expenses), and
 - (ii) damages under the Fatal Accidents Act 1976 (c. 30), the [^{F12}Damages (Scotland) Act 2011 (asp 7)] or the Fatal Accidents (Northern Ireland) Order 1977 (S.I. 1977/1251 (N.I. 18)).

Textual Amendments

- F9** Words in s. 1030(1) substituted (23.11.2018) by [The Third Parties \(Rights Against Insurers\) Act 2010 \(Consequential Amendment of Companies Act 2006\) Regulations 2018 \(S.I. 2018/1162\)](#), regs. 1, **2(a)**
- F10** Words in s. 1030(1) substituted (23.11.2018) by [The Third Parties \(Rights Against Insurers\) Act 2010 \(Consequential Amendment of Companies Act 2006\) Regulations 2018 \(S.I. 2018/1162\)](#), regs. 1, **2(b)**
- F11** Words in s. 1030(5)(a) inserted (26.10.2023 but only so far as it confers a power to make regulations or relates to the exercise of the power, otherwise prosp.) by [Economic Crime and Corporate Transparency Act 2023 \(c. 56\)](#), **ss. 70(7)**, 219(1)(2)(b)
- F12** Words in s. 1030(6)(b)(ii) substituted (S.) (7.7.2011) by [Damages \(Scotland\) Act 2011 \(asp 7\)](#), ss. 15, 19(3)(4), **Sch. 1 para. 9** (with ss. 17, 19(2)); S.S.I. 2011/268, **art. 3** (with art. 4)

Changes to legislation: There are outstanding changes not yet made by the legislation.gov.uk editorial team to Companies Act 2006. Any changes that have already been made by the team appear in the content and are referenced with annotations. (See end of Document for details) [View outstanding changes](#)

Modifications etc. (not altering text)

- C7 Ss. 1029-1032 applied (with modifications) (1.10.2009) by [The Limited Liability Partnerships \(Application of Companies Act 2006\) Regulations 2009 \(S.I. 2009/1804\)](#), regs. 2, 57 (with Sch. 1 paras. 24, 25, 34, 35)

1031 Decision on application for restoration by the court

- (1) On an application under section 1029 the court may order the restoration of the company to the register—
 - (a) if the company was struck off the register under section 1000 or 1001 (power of registrar to strike off defunct companies) and the company was, at the time of the striking off, carrying on business or in operation;
 - [^{F13}(aa) if the company was struck off the register under section 1002A (power of registrar to strike off company registered on false basis) and the court considers that, at the time of the striking off, the registrar did not have reasonable cause to believe the matter set out in section 1002A(1)(a) or (b);]
 - (b) if the company was struck off the register under section 1003 (voluntary striking off) and any of the requirements of sections 1004 to 1009 was not complied with;
 - (c) if in any [^{F14}other case][^{F14}case (including a case falling within paragraph (a), (aa) or (b))] the court considers it just to do so.
- (2) If the court orders restoration of the company to the register, the restoration takes effect on a copy of the court's order being delivered to the registrar.
- (3) The registrar must cause to be published in the Gazette notice of the restoration of the company to the register.
- (4) The notice must state—
 - (a) the name of the company or, if the company is restored to the register under a different name (see section 1033), that name and its former name,
 - (b) the company's registered number, and
 - (c) the date on which the restoration took effect.

Textual Amendments

- F13 S. 1031(1)(aa) inserted (26.10.2023 but only so far as it confers a power to make regulations or relates to the exercise of the power, otherwise prosp.) by [Economic Crime and Corporate Transparency Act 2023 \(c. 56\)](#), ss. 70(8)(a), 219(1)(2)(b)
- F14 Words in s. 1031(1)(c) substituted (26.10.2023 but only so far as it confers a power to make regulations or relates to the exercise of the power, otherwise prosp.) by [Economic Crime and Corporate Transparency Act 2023 \(c. 56\)](#), ss. 70(8)(b), 219(1)(2)(b)

Modifications etc. (not altering text)

- C8 Ss. 1029-1032 applied (with modifications) (1.10.2009) by [The Limited Liability Partnerships \(Application of Companies Act 2006\) Regulations 2009 \(S.I. 2009/1804\)](#), regs. 2, 57 (with Sch. 1 paras. 24, 25, 34, 35)

Changes to legislation: There are outstanding changes not yet made by the legislation.gov.uk editorial team to Companies Act 2006. Any changes that have already been made by the team appear in the content and are referenced with annotations. (See end of Document for details) View outstanding changes

1032 Effect of court order for restoration to the register

- (1) The general effect of an order by the court for restoration to the register is that the company is deemed to have continued in existence as if it had not been dissolved or struck off the register.
- (2) The company is not liable to a penalty under section 453 or any corresponding earlier provision (civil penalty for failure to deliver accounts) for a financial year in relation to which the period for filing accounts and reports ended—
 - (a) after the date of dissolution or striking off, and
 - (b) before the restoration of the company to the register.
- (3) The court may give such directions and make such provision as seems just for placing the company and all other persons in the same position (as nearly as may be) as if the company had not been dissolved or struck off the register.
- (4) The court may also give directions as to—
 - (a) the delivery to the registrar of such documents relating to the company as are necessary to bring up to date the records kept by the registrar,
 - (b) the payment of the costs (in Scotland, expenses) of the registrar in connection with the proceedings for the restoration of the company to the register,
 - (c) where any property or right previously vested in or held on trust for the company has vested as *bona vacantia*, the payment of the costs (in Scotland, expenses) of the Crown representative—
 - (i) in dealing with the property during the period of dissolution, or
 - (ii) in connection with the proceedings on the application.
- (5) In this section the “Crown representative” means—
 - (a) in relation to property vested in the Duchy of Lancaster, the Solicitor to that Duchy;
 - (b) in relation to property vested in the Duke of Cornwall, the Solicitor to the Duchy of Cornwall;
 - (c) in relation to property in Scotland, the Queen's and Lord Treasurer's Remembrancer;
 - (d) in relation to other property, the Treasury Solicitor.

Modifications etc. (not altering text)

C9 Ss. 1029-1032 applied (with modifications) (1.10.2009) by [The Limited Liability Partnerships \(Application of Companies Act 2006\) Regulations 2009 \(S.I. 2009/1804\)](#), regs. 2, 57 (with Sch. 1 paras. 24, 25, 34, 35)

^{F15}1032 Restoration by court of company with share warrants

- (1) This section applies in relation to a company falling within section 1029(1) if, at the time it was dissolved, deemed to be dissolved or (as the case may be) struck off, it had any share warrant in issue.
- (2) If the court orders the restoration of the company to the register, the order must also cancel the share warrant and the shares specified in it with effect from the date the restoration takes effect.

Changes to legislation: There are outstanding changes not yet made by the legislation.gov.uk editorial team to Companies Act 2006. Any changes that have already been made by the team appear in the content and are referenced with annotations. (See end of Document for details) [View outstanding changes](#)

- (3) If as a result of subsection (2) the company has no issued share capital, the company must, before the end of the period of one month beginning with the date the restoration takes effect, allot at least one share in the company; and section 549(1) does not apply to such an allotment.
- (4) Subsection (6) applies in a case where—
 - (a) the application under section 1029 was made by a person mentioned in subsection (2)(b) or (h) of that section, or
 - (b) the court order specifies that it applies.
- (5) But subsection (6) does not apply in any case where the company is required under subsection (3) to make an allotment (because in such a case section 555 will apply).
- (6) In a case where this subsection applies, the company must, before the end of the period of 15 days beginning with the date the restoration takes effect, deliver a statement of capital to the registrar.
- (7) The statement of capital must state with respect to the company's share capital as reduced by the cancellation of the share warrant and the shares specified in it—
 - (a) the total number of shares of the company,
 - (b) the aggregate nominal value of those shares,
 - (c) the aggregate amount (if any) unpaid on those shares (whether on account of their nominal value or by way of premium), and
 - (d) for each class of shares—
 - (i) prescribed particulars of the rights attached to the shares,
 - (ii) the total number of shares of that class, and
 - (iii) the aggregate nominal value of shares of that class.
- (8) Where a share warrant is cancelled by an order as mentioned in subsection (2), the company must, as soon as reasonably practicable—
 - (a) enter the date the cancellation takes effect in its register of members, [^{F16}or]
 - (b) [^{F16}where an election is in force under section 128B of the Companies Act 2006 (option to keep membership information on central register) in respect of the company, deliver that information to the registrar as if it were information required to be delivered under section 128E of that Act.]
- (9) Subsection (10) applies where—
 - (a) any property or right previously vested in or held on trust for the company in respect of any share specified in a share warrant has vested as *bona vacantia* (see section 1012), and
 - (b) the warrant and the share are cancelled on the restoration of the company in accordance with this section.
- (10) On restoration of the company, that property or right—
 - (a) may not be returned to the company, and
 - (b) accordingly, remains vested as *bona vacantia* .
- (11) If default is made in complying with subsection (3) or (6), an offence is committed by—
 - (a) the company, and
 - (b) every officer of the company who is in default.

Changes to legislation: There are outstanding changes not yet made by the legislation.gov.uk editorial team to Companies Act 2006. Any changes that have already been made by the team appear in the content and are referenced with annotations. (See end of Document for details) [View outstanding changes](#)

For this purpose a shadow director is treated as an officer of the company.

- (12) A person guilty of an offence under this section is liable—
- (a) on conviction on indictment, to a fine;
 - (b) on summary conviction—
 - (i) in England and Wales, to a fine;
 - (ii) in Scotland or Northern Ireland, to a fine not exceeding the statutory maximum.]

Textual Amendments

- F15** S. 1032A inserted (26.5.2015) by [Small Business, Enterprise and Employment Act 2015 \(c. 26\)](#), s. 164(3)(g)(ii), [Sch. 4 para. 28\(1\)](#) (with [Sch. 4 para. 28\(2\)](#), (3))
- F16** S. 1032A(8)(b) and word omitted (26.10.2023 but only so far as it confers a power to make regulations or relates to the exercise of the power, otherwise prosp.) by virtue of [Economic Crime and Corporate Transparency Act 2023 \(c. 56\)](#), s. 219(1)(2)(b), [Sch. 1 para. 22](#)

Supplementary provisions

1033 Company's name on restoration

- (1) A company is restored to the register with the name it had before it was dissolved or struck off the register, subject to the following provisions.
- (2) If at the date of restoration the company could not be registered under its former name without contravening section 66 (name not to be the same as another in the registrar's index of company names), it must be restored to the register—
- (a) under another name specified—
 - (i) in the case of administrative restoration, in the application to the registrar, or
 - (ii) in the case of restoration under a court order, in the court's order, or
 - (b) as if its registered number was also its name.

References to a company's being registered in a name, and to registration in that context, shall be read as including the company's being restored to the register.

- (3) If a company is restored to the register under a name specified in the application to the registrar, the provisions of—
- section 80 (change of name: registration and issue of new certificate of incorporation), and
 - section 81 (change of name: effect),
- apply as if the application to the registrar were notice of a change of name.
- (4) If a company is restored to the register under a name specified in the court's order, the provisions of—
- section 80 (change of name: registration and issue of new certificate of incorporation), and
 - section 81 (change of name: effect),
- apply as if the copy of the court order delivered to the registrar were notice of a change a name.

Changes to legislation: There are outstanding changes not yet made by the legislation.gov.uk editorial team to Companies Act 2006. Any changes that have already been made by the team appear in the content and are referenced with annotations. (See end of Document for details) [View outstanding changes](#)

- (5) If the company is restored to the register as if its registered number was also its name—
- (a) the company must change its name within 14 days after the date of the restoration,
 - (b) the change may be made by resolution of the directors (without prejudice to any other method of changing the company's name),
 - (c) the company must give notice to the registrar of the change, and
 - (d) sections 80 and 81 apply as regards the registration and effect of the change.
- (6) If the company fails to comply with subsection (5)(a) or (c) an offence is committed by—
- (a) the company, and
 - (b) every officer of the company who is in default.
- (7) A person guilty of an offence under subsection (6) is liable on summary conviction to a fine not exceeding level 5 on the standard scale and, for continued contravention, a daily default fine not exceeding [^{F17}one-tenth of level 5 on the standard scale][^{F17}one-tenth of the greater of £5,000 or level 4 on the standard scale].

Textual Amendments

F17 Words in s. 1033(7) substituted (E.W.) (12.3.2015) by [The Legal Aid, Sentencing and Punishment of Offenders Act 2012 \(Fines on Summary Conviction\) Regulations 2015 \(S.I. 2015/664\)](#), reg. 1(1), [Sch. 3 para. 9\(22\)](#) (with reg. 5(1))

Modifications etc. (not altering text)

C10 S. 1033 applied (with modifications) (1.10.2009) by [The Limited Liability Partnerships \(Application of Companies Act 2006\) Regulations 2009 \(S.I. 2009/1804\)](#), regs. 2, [58](#) (with Sch. 1 paras. 26, 34, 35) (as amended (E.W.) (12.3.2015) by [The Legal Aid, Sentencing and Punishment of Offenders Act 2012 \(Fines on Summary Conviction\) Regulations 2015 \(S.I. 2015/664\)](#), reg. 1(1), [Sch. 3 para. 14\(5\)](#) (with reg. 5(1)))

1034 Effect of restoration to the register where property has vested as bona vacantia

- (1) The person in whom any property or right is vested by section 1012 (property of dissolved company to be *bona vacantia*) may dispose of, or of an interest in, that property or right despite the fact that the company may be restored to the register under this Chapter.
- (2) If the company is restored to the register—
- (a) the restoration does not affect the disposition (but without prejudice to its effect in relation to any other property or right previously vested in or held on trust for the company), and
 - (b) the Crown or, as the case may be, the Duke of Cornwall shall pay to the company an amount equal to—
 - (i) the amount of any consideration received for the property or right or, as the case may be, the interest in it, or
 - (ii) the value of any such consideration at the time of the disposition,or, if no consideration was received an amount equal to the value of the property, right or interest disposed of, as at the date of the disposition.

Changes to legislation: There are outstanding changes not yet made by the legislation.gov.uk editorial team to Companies Act 2006. Any changes that have already been made by the team appear in the content and are referenced with annotations. (See end of Document for details) [View outstanding changes](#)

- (3) There may be deducted from the amount payable under subsection (2)(b) the reasonable costs of the Crown representative in connection with the disposition (to the extent that they have not been paid as a condition of administrative restoration or pursuant to a court order for restoration).
- (4) Where a liability accrues under subsection (2) in respect of any property or right which before the restoration of the company to the register had accrued as *bona vacantia* to the Duchy of Lancaster, the Attorney General of that Duchy shall represent Her Majesty in any proceedings arising in connection with that liability.
- (5) Where a liability accrues under subsection (2) in respect of any property or right which before the restoration of the company to the register had accrued as *bona vacantia* to the Duchy of Cornwall, such persons as the Duke of Cornwall (or other possessor for the time being of the Duchy) may appoint shall represent the Duke (or other possessor) in any proceedings arising out of that liability.
- (6) In this section the “Crown representative” means—
- (a) in relation to property vested in the Duchy of Lancaster, the Solicitor to that Duchy;
 - (b) in relation to property vested in the Duke of Cornwall, the Solicitor to the Duchy of Cornwall;
 - (c) in relation to property in Scotland, the Queen's and Lord Treasurer's Remembrancer;
 - (d) in relation to other property, the Treasury Solicitor.

Modifications etc. (not altering text)

- C11** S. 1034 applied (with modifications) by [Building Societies Act 1986 \(c. 53\)](#), Sch. 15 para. 57(1)(3) (as substituted (1.10.2009) by [The Companies Act 2006 \(Consequential Amendments, Transitional Provisions and Savings\) Order 2009 \(S.I. 2009/1941\)](#), art. 2(1), **Sch. 1 para. 87(11)(b)** (with art. 10))
- C12** S. 1034 applied by [Friendly Societies Act 1992 \(c. 40\)](#), Sch. 10 para. 68(1) (as substituted (1.10.2009) by [The Companies Act 2006 \(Consequential Amendments, Transitional Provisions and Savings\) Order 2009 \(S.I. 2009/1941\)](#), art. 2(1), **Sch. 1 para. 133(7)(b)(i)** (with art. 10))
- C13** S. 1034 applied (with modifications) (1.10.2009) by [The Limited Liability Partnerships \(Application of Companies Act 2006\) Regulations 2009 \(S.I. 2009/1804\)](#), regs. 2, **58** (with Sch. 1 paras. 26, 34, 35)
- C14** S. 1034 applied (with modifications) (8.12.2017) by [The Risk Transformation Regulations 2017 \(S.I. 2017/1212\)](#), regs. 1(2), **185(5)** (with reg. 189)

Changes to legislation:

There are outstanding changes not yet made by the legislation.gov.uk editorial team to Companies Act 2006. Any changes that have already been made by the team appear in the content and are referenced with annotations.

[View outstanding changes](#)

Changes and effects yet to be applied to :

- Pt. 31 Ch. 3 applied (with modifications) by [S.I. 2024/233 reg. 23](#)

Changes and effects yet to be applied to the whole Act associated Parts and Chapters:

- Act amendment to earlier affecting provision S.I. 1989/638, Sch. 4 by [S.I. 2024/410 Sch. 2 para. 1](#)
- Act amendment to earlier affecting provision S.I. 2008/373 reg. 11(1) by [S.I. 2013/1971 reg. 9\(a\)](#) (This amendment not applied to legislation.gov.uk. Amending Regulations revoked (1.10.2013) without ever being in force by S.I. 2013/2224, reg. 2)
- Act amendment to earlier affecting provision S.I. 2008/373 reg. 3(4) by [S.I. 2013/1971 reg. 4](#) (This amendment not applied to legislation.gov.uk. Amending Regulations revoked (1.10.2013) without ever being in force by S.I. 2013/2224, reg. 2)

Whole provisions yet to be inserted into this Act (including any effects on those provisions):

- s. 156A-156C inserted by [2015 c. 26 s. 87\(4\)](#)
- s. 156B(5) omitted by [2023 c. 56 Sch. 2 para. 26](#)
- s. 156C(2) words substituted by [2023 c. 56 s. 41\(2\)\(a\)](#)
- s. 156C(2A) inserted by [2023 c. 56 s. 41\(2\)\(b\)](#)
- s. 156C(3) substituted for s. 156C(3)-(5) by [2023 c. 56 Sch. 2 para. 27](#)
- s. 479A(2)(c)(zi) inserted by [S.I. 2019/177 reg. 4\(b\)\(i\)](#) (This amendment not applied to legislation.gov.uk. Reg. 4 substituted by regs. 4, 4A immediately before IP completion day by S.I. 2019/1392, regs. 1(2), 4)
- s. 479B(a)(iii) amendment to earlier affecting provision S.I.2008/1991 reg.34 by [S.R. 2024/78 reg. 31\(4\)](#)
- s. 479B(a)(iii) amendment to earlier affecting provision S.I.2008/1991 reg.34A by [S.R. 2024/78 reg. 31\(5\)](#)
- s. 1047(4)(i)(j) inserted by [2023 c. 56 s. 21\(2\)](#)
- s. 1087(da) substituted by [2023 c. 56 s. 52\(2\)](#)
- s. 1087A-1807C applied by S.I. 2009/2436, Sch. 1 para. 20(1)(ca) (as substituted) by [S.I. 2024/410 Sch. 2 para. 5\(d\)\(ii\)](#)
- s. 1110E-110G applied by S.I. 2009/1804, reg. 60 (as amended) by [S.I. 2024/234 reg. 26](#)
- s. 11989A applied (with modifications) by S.I. 2009/1804, reg. 79A (as inserted) by [S.I. 2024/234 reg. 46](#)
- Sch. 10 para. 6(2D) inserted by [S.I. 2019/177 reg. 28\(e\)](#) (This amendment not applied to legislation.gov.uk. Reg. 28(e) omitted immediately before IP completion day by virtue of S.I. 2020/523, regs. 1(2), 14(e)(iv))
- Sch. 10 para. 7(2A) inserted by [S.I. 2019/177 reg. 29\(b\)](#) (This amendment not applied to legislation.gov.uk. Reg. 29 substituted immediately before IP completion day by S.I. 2020/523, regs. 1(2), 14(f))