



Companies Act 2006

2006 CHAPTER 46

PART 34

OVERSEAS COMPANIES

Other requirements

1049 Accounts and reports: general

- (1) The Secretary of State may make provision by regulations requiring an overseas company that is required to register particulars under section 1046—
 - (a) to prepare the like accounts^{F1} and strategic report and directors' report, and
 - (b) to cause to be prepared such an auditor's report,as would be required if the company were formed and registered under this Act.
- (2) The regulations may for this purpose apply, with or without modifications, all or any of the provisions of—
 - Part 15 (accounts and reports), and
 - Part 16 (audit).
- (3) The Secretary of State may make provision by regulations requiring an overseas company to deliver to the registrar copies of—
 - (a) the accounts and reports prepared in accordance with the regulations, or
 - (b) the accounts and reports that it is required to prepare and have audited under the law of the country in which it is incorporated.
- (4) Regulations under this section are subject to negative resolution procedure.

Textual Amendments

- F1** Words in s. 1049(1)(a) inserted (with effect in accordance with reg. 1(4) of the amending S.I.) by [The Companies Act 2006 \(Strategic Report and Directors' Report\) Regulations 2013](#) (S.I. 2013/1970), reg. 1(2)(3), [Sch. para. 24](#)

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Commencement Information

- I1** S. 1049 wholly in force at 1.10.2009; s. 1049 not in force at Royal Assent, see s. 1300; s. 1049 in force for specified purposes at 20.1.2007 by [S.I. 2006/3428](#), [art. 3\(3\)](#) (subject to [art. 5](#), [Sch. 1](#) and with [arts. 6, 8](#), [Sch. 5](#)); s. 1049 otherwise in force at 1.10.2009 by [S.I. 2008/2860](#), [art. 3\(q\)](#) (with [arts. 5, 7, 8](#), [Sch. 2](#)) (as amended by [S.I. 2009/1802](#), [art. 18](#))

1050 Accounts and reports: credit or financial institutions

- (1) This section applies to a credit or financial institution—
 - (a) that is incorporated or otherwise formed outside the United Kingdom and Gibraltar,
 - (b) whose head office is outside the United Kingdom and Gibraltar, and
 - (c) that has a branch in the United Kingdom.
- (2) In subsection (1) “branch” means a place of business that forms a legally dependent part of the institution and conducts directly all or some of the operations inherent in its business.
- (3) The Secretary of State may make provision by regulations requiring an institution to which this section applies—
 - (a) to prepare the like accounts^{F2} and strategic report and directors' report, and
 - (b) to cause to be prepared such an auditor's report,
 as would be required if the institution were a company formed and registered under this Act.
- (4) The regulations may for this purpose apply, with or without modifications, all or any of the provisions of—
 - Part 15 (accounts and reports), and
 - Part 16 (audit).
- (5) The Secretary of State may make provision by regulations requiring an institution to which this section applies to deliver to the registrar copies of—
 - (a) accounts and reports prepared in accordance with the regulations, or
 - (b) accounts and reports that it is required to prepare and have audited under the law of the country in which the institution has its head office.
- (6) Regulations under this section are subject to negative resolution procedure.

Textual Amendments

- F2** Words in s. 1050(3)(a) inserted (with effect in accordance with reg. 1(4) of the amending S.I.) by [The Companies Act 2006 \(Strategic Report and Directors' Report\) Regulations 2013](#) (S.I. 2013/1970), reg. 1(2)(3), [Sch. para. 25](#)

Commencement Information

- I2** S. 1050 wholly in force at 1.10.2009; s. 1050 not in force at Royal Assent, see s. 1300; s. 1050 in force for specified purposes at 20.1.2007 by [S.I. 2006/3428](#), [art. 3\(3\)](#) (subject to [art. 5](#), [Sch. 1](#) and with [arts. 6, 8](#), [Sch. 5](#)); s. 1050 otherwise in force at 1.10.2009 by [S.I. 2008/2860](#), [art. 3\(q\)](#) (with [arts. 5, 7, 8](#), [Sch. 2](#)) (as amended by [S.I. 2009/1802](#), [art. 18](#))

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1051 Trading disclosures

- (1) The Secretary of State may by regulations make provision requiring overseas companies carrying on business in the United Kingdom—
 - (a) to display specified information in specified locations,
 - (b) to state specified information in specified descriptions of document or communication, and
 - (c) to provide specified information on request to those they deal with in the course of their business.
- (2) The regulations—
 - (a) shall in every case require a company that has registered particulars under section 1046 to disclose the name registered by it under section 1047, and
 - (b) may make provision as to the manner in which any specified information is to be displayed, stated or provided.
- (3) The regulations may make provision corresponding to that made by—
section 83 (civil consequences of failure to make required disclosure), and
section 84 (criminal consequences of failure to make required disclosure).
- (4) In this section “specified” means specified in the regulations.
- (5) Regulations under this section are subject to affirmative resolution procedure.

Modifications etc. (not altering text)

- C1** S. 1051 applied (with modifications) (1.10.2009) by [The Limited Liability Partnerships \(Application of Companies Act 2006\) Regulations 2009 \(S.I. 2009/1804\)](#), regs. 2, **59**

Commencement Information

- I3** S. 1051 wholly in force at 1.10.2009; s. 1051 not in force at Royal Assent, see s. 1300; s. 1051 in force for specified purposes at 20.1.2007 by [S.I. 2006/3428](#), **art. 3(3)** (subject to [art. 5](#), [Sch. 1](#) and with [arts. 6, 8](#), [Sch. 5](#)); s. 1051 otherwise in force at 1.10.2009 by [S.I. 2008/2860](#), **art. 3(q)** (with [arts. 5, 7, 8](#), [Sch. 2](#)) (as amended by [S.I. 2009/1802](#), **art. 18**)

1052 Company charges

- (1) The Secretary of State may by regulations make provision about the registration of specified charges over property in the United Kingdom of a registered overseas company.
- (2) The power in subsection (1) includes power to make provision about—
 - (a) a registered overseas company that—
 - (i) has particulars registered in more than one part of the United Kingdom;
 - (ii) has property in more than one part of the United Kingdom;
 - (b) the circumstances in which property is to be regarded, for the purposes of the regulations, as being, or not being, in the United Kingdom or in a particular part of the United Kingdom;
 - (c) the keeping by a registered overseas company of records and registers about specified charges and their inspection;

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- (d) the consequences of a failure to register a charge in accordance with the regulations;
 - (e) the circumstances in which a registered overseas company ceases to be subject to the regulations.
- (3) The regulations may for this purpose apply, with or without modifications, any of the provisions of Part 25 (company charges).
- (4) The regulations may modify any reference in an enactment to Part 25, or to a particular provision of that Part, so as to include a reference to the regulations or to a specified provision of the regulations.
- (5) Regulations under this section are subject to negative resolution procedure.
- (6) In this section—
 “registered overseas company” means an overseas company that has registered particulars under section 1046(1), and
 “specified” means specified in the regulations.

Modifications etc. (not altering text)

- C2** S. 1052 restricted (17.2.2009 for certain purposes, otherwise 21.2.2009) by [Banking Act 2001 \(c. 1\), s. 252\(2\)\(c\)](#) (with [s. 247](#)); [S.I. 2009/296](#), [arts. 2, 3](#), [Sch.](#)
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Commencement Information

- I4** S. 1052 wholly in force at 1.10.2009; s. 1052 not in force at Royal Assent, see s. 1300; s. 1052 in force for specified purposes at 20.1.2007 by [S.I. 2006/3428](#), [art. 3\(3\)](#) (subject to [art. 5](#), [Sch. 1](#) and with [arts. 6, 8](#), [Sch. 5](#)); s. 1052 otherwise in force at 1.10.2009 by [S.I. 2008/2860](#), [art. 3\(q\)](#) (with [arts. 5, 7, 8](#), [Sch. 2](#)) (as amended by [S.I. 2009/1802](#), [art. 18](#))
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1053 Other returns etc

- (1) This section applies to overseas companies that are required to register particulars under section 1046.
- (2) The Secretary of State may make provision by regulations requiring the delivery to the registrar of returns—
- (a) by a company to which this section applies that—
 - (i) is being wound up, or
 - (ii) becomes or ceases to be subject to insolvency proceedings, or an arrangement or composition or any analogous proceedings;
 - (b) by the liquidator of a company to which this section applies.
- (3) The regulations may specify—
- (a) the circumstances in which a return is to be made,
 - (b) the particulars to be given in it, and
 - (c) the period within which it is to be made.
- (4) The Secretary of State may make provision by regulations requiring notice to be given to the registrar of the appointment in relation to a company to which this section applies of a judicial factor (in Scotland).

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- (5) The regulations may include provision corresponding to any provision made by section 1154 of this Act (duty to notify registrar of certain appointments).
- (6) Regulations under this section are subject to affirmative resolution procedure.

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Commencement Information

- I5** S. 1053 wholly in force at 1.10.2009; s. 1053 not in force at Royal Assent, see s. 1300; s. 1053 in force for specified purposes at 20.1.2007 by [S.I. 2006/3428](#), **art. 3(3)** (subject to [art. 5](#), [Sch. 1](#) and with [arts. 6, 8](#), [Sch. 5](#)); s. 1053 otherwise in force at 1.10.2009 by [S.I. 2008/2860](#), **art. 3(q)** (with [arts. 5, 7, 8](#), [Sch. 2](#)) (as amended by [S.I. 2009/1802](#), [art. 18](#))

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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))