

## SCHEDULE 4

### KEEPING OF REGISTERS AND RECORDS OF PARTICIPATING SECURITIES

#### *Registers of Members*

**2.—**(1) Every participating issuer which is a company shall enter in its issuer register of members—

- (a) the names and addresses of the members;
- (b) the date on which each person was registered as a member; and
- (c) the date at which any person ceased to be a member.

(2) With the names and addresses of the members there shall be entered a statement—

- (a) of the certificated shares held by each member, distinguishing each share by its number (so long as the share has a number) and, where the company has more than one class of issued shares, by its class; and
- (b) of the amount paid or agreed to be considered as paid on the certificated shares of each member.

(3) Where the company has converted any of its shares into stock and given notice of the conversion to the registrar of companies, the issuer register of members shall show the amount and class of the certificated stock held by each member, instead of the amount of shares and the particulars relating to shares specified in subparagraph (2).

(4) Subject to subparagraph (5), section 352 of the 1985 Act shall not apply to a company which is a participating issuer, other than as respects any overseas branch register.

(5) Section 352(5) of the 1985 Act shall apply to a participating issuer which is a company which makes default in complying with this paragraph and every officer of it who is in default as if such a default were a default in complying with section 352 of that Act.

(6) An entry relating to a former member of the company may be removed from the issuer register of members after the expiration of 20 years beginning with the day on which he ceased to be a member.

(7) For the purposes of this paragraph references to an issuer register of members shall not be taken to include an overseas branch register.

**3.** Section 352A of the 1985 Act shall apply to a participating issuer which is a private company limited by shares as if references therein to the company's register of members were references to its issuer register of members.

**4.—**(1) In relation to every participating issuer which is a company, an Operator of a relevant system shall, in respect of any class of shares which is a participating security for the purposes of that system, enter on an Operator register of members—

- (a) the names and addresses of the members who hold uncertificated shares in the company;
- (b) with those names and addresses a statement of the uncertificated shares held by each member and, where the company has more than one class of issued uncertificated shares, distinguishing each share by its class; and
- (c) where the company has converted any of its shares into stock and given notice of the conversion to the registrar of companies, the Operator register of members shall show the amount and class of uncertificated stock held by each member, instead of the amount of shares and the particulars relating to shares specified in subparagraph (b).

**Status:** This is the original version (as it was originally made). This item of legislation is currently only available in its original format.

(2) An entry relating to a member of a company who has ceased to hold any uncertificated shares in the company may be removed from the Operator register of members after the expiration of 20 years beginning with the day on which he ceased to hold any such shares.

(3) For the purposes of this paragraph references to an Operator register of members shall not be taken to include an overseas branch register.

(4) Members of a company who hold shares in uncertificated form may not be entered as holders of those shares on an overseas branch register.