

SCHEDULE **U.K.**

Regulation 4

Amendment of section 5 of the 1985 Act **U.K.**

1. In section 5 of the 1985 Act (procedure for objecting to alteration of company's objects) after subsection (7) insert—

“(7A) For the purposes of subsection (2)(a), any of the company's issued share capital held as treasury shares must be disregarded.”.

Commencement Information

I1 Sch. para. 1 in force at 1.12.2003, see [reg. 1\(1\)](#)

Amendment of section 24 of the 1985 Act **U.K.**

2. In section 24 of the 1985 Act (minimum membership for carrying on business)(1), the existing provision becomes subsection (1) of that section, and at the end insert—

“(2) For the purposes of this section references to a member of a company do not include the company itself where it is such a member only by virtue of its holding shares as treasury shares.”.

Commencement Information

I2 Sch. para. 2 in force at 1.12.2003, see [reg. 1\(1\)](#)

Amendment of section 54 of the 1985 Act **U.K.**

3. In section 54 of the 1985 Act (litigated objection to resolution under section 53) after subsection (2) insert—

“(2A) For the purposes of subsection (2)(a), any of the company's issued share capital held as treasury shares must be disregarded.”.

Commencement Information

I3 Sch. para. 3 in force at 1.12.2003, see [reg. 1\(1\)](#)

Amendment of section 89 of the 1985 Act **U.K.**

4. In section 89 of the 1985 Act (offers to shareholders to be on pre-emptive basis) after subsection (5) insert—

“(6) For the purposes of subsections (1) and (2), where a company is holding relevant shares as treasury shares the company is not a “person who holds relevant shares”.”.

(1) Section 24 was amended by paragraph 2 of the Schedule to the Companies (Single Member Private Limited Companies) Regulations 1992 (S.I.1992/1669).

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Commencement Information

I4 Sch. para. 4 in force at 1.12.2003, see [reg. 1\(1\)](#)

Amendment of section 94 of the 1985 Act **U.K.**

5.—(1) Amend section 94 of the 1985 Act (definitions for sections 89–96) as follows.

(2) At the end of subsection (5)(b) insert “or, in the case of shares held by the company as treasury shares, are to be transferred in pursuance of such a scheme”.

(3) After subsection (3) insert—

“(3A) A reference to the allotment of equity securities or of equity securities consisting of relevant shares of a particular class also includes the sale of any relevant shares in the company or (as the case may be) relevant shares of a particular class if, immediately before the sale, the shares were held by the company as treasury shares.”.

Commencement Information

I5 Sch. para. 5 in force at 1.12.2003, see [reg. 1\(1\)](#)

Amendment of section 95 of the 1985 Act **U.K.**

6. In section 95 of the 1985 Act (disapplication of pre-emption rights) after subsection (2) insert—

“(2A) Subsections (1) and (2) apply in relation to a sale of shares which is an allotment of equity securities by virtue of section 94(3A) as if—

- (a) in subsection (1) for “Where the directors of a company are generally authorised for purposes of section 80, they” there were substituted “The directors of a company” and the words “pursuant to that authority” were omitted, and
- (b) in subsection (2), the words from “Where” to “otherwise,” and, in paragraph (a), the words “to be made pursuant to that authority” were omitted.”.

Commencement Information

I6 Sch. para. 6 in force at 1.12.2003, see [reg. 1\(1\)](#)

Amendment of section 103 of the 1985 Act **U.K.**

7. In section 103(4) of the 1985 Act (non-cash consideration to be valued before allotment)(2)—

(a) in the first sentence—

(i) after “question” insert “(“the relevant company”);”, and

(ii) for “that other company” substitute “the relevant company”, and

(b) for the second sentence substitute—

“In determining whether that is the case, the following shall be disregarded—

(2) Section 103 has been amended in a manner not relevant to these Regulations.

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- (a) shares held by or by a nominee of the company proposing to allot the shares in connection with the arrangement (“the allotting company”);
- (b) shares held by or by a nominee of a company which is—
 - (i) the holding company, or a subsidiary, of the allotting company, or
 - (ii) a subsidiary of that holding company; and
- (c) shares held as treasury shares by the relevant company.”.

Commencement Information

I7 Sch. para. 7 in force at 1.12.2003, see [reg. 1\(1\)](#)

Amendment of section 125 of the 1985 Act **U.K.**

8.—(1) Amend section 125 of the 1985 Act (variation of class rights) as follows.

(2) In subsection (2)(a) after the word “class” insert the words “(excluding any shares of that class held as treasury shares)”.

(3) In subsection (5) after the word “company” insert the words “(excluding any member holding shares as treasury shares)”.

(4) In subsection (6)(a) after the word “question” where it first appears insert the words “(excluding any shares of that class held as treasury shares)”.

Commencement Information

I8 Sch. para. 8 in force at 1.12.2003, see [reg. 1\(1\)](#)

Amendment of section 127 of the 1985 Act **U.K.**

9. In section 127 of the 1985 Act (shareholders' right to object to variation) after subsection (2) insert—

“(2A) For the purposes of subsection (2), any of the company’s issued share capital held as treasury shares must be disregarded.”.

Commencement Information

I9 Sch. para. 9 in force at 1.12.2003, see [reg. 1\(1\)](#)

Amendment of section 131 of the 1985 Act **U.K.**

10. In section 131 of the 1985 Act (merger relief)(3), at the end of subsection (4) insert “(excluding any shares in that company held as treasury shares)”.

Commencement Information

I10 Sch. para. 10 in force at 1.12.2003, see [reg. 1\(1\)](#)

(3) Section 131 was amended by section 439(1) of, and Schedule 13 to, the Insolvency Act 1986 (c. 45) and section 145 of, and Schedule 19 to, the Companies Act 1989 (c. 40).

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Amendment of section 143 of the 1985 Act **U.K.**

11. In section 143 of the 1985 Act (general rule against company acquiring own shares)—

- (a) in subsection (2), after the second “and” insert “, subject to subsection (2A),” and
- (b) after that subsection insert—

“(2A) Where a company purchases qualifying shares out of distributable profits under section 162, any contravention by the company of any provision of section 162B(1) or (2) shall not render the acquisition void under subsection (2) above.”.

Commencement Information

I11 Sch. para. 11 in force at 1.12.2003, see [reg. 1\(1\)](#)

Amendment of section 169 of the 1985 Act **U.K.**

12.—(1) Amend section 169 of the 1985 Act (disclosure by company of purchase of own shares)⁽⁴⁾ as follows.

(2) After subsection (1) insert the following subsections—

“(1A) But in the case of a company which has purchased its own shares in circumstances in which section 162A applies, the requirement to deliver a return under subsection (1) shall apply only where some or all of the shares have been cancelled forthwith after the date of their delivery in accordance with section 162D(1) and in those circumstances the particulars required by that subsection to be stated with respect to the shares purchased shall apply only to such of the shares as have been so cancelled.

(1B) Where a company has purchased its own shares in circumstances in which section 162A applies, the company shall within the period of 28 days beginning with the date on which such shares are delivered to it (except where all of the shares have been cancelled forthwith after the date of their delivery in the circumstances referred to in subsection (1A)) deliver to the registrar of companies for registration a return in the prescribed form stating with respect to shares of each class purchased (other than any shares which have been cancelled in the circumstances referred to in subsection (1A)) the number and nominal value of each of those shares which are held as treasury shares and the date on which they were delivered to the company.”.

(3) In subsection (2) for “the return” substitute “any return under subsection (1) or (1B)”.

(4) In subsection (3) after “return” insert “under either subsection (1) or (1B)”.

Commencement Information

I12 Sch. para. 12 in force at 1.12.2003, see [reg. 1\(1\)](#)

Insertion of section 169A of the 1985 Act **U.K.**

13. After section 169 of the 1985 Act insert the following section—

“(169A) Disclosure by company of cancellation or disposal of treasury shares

(1) Subsection (2) applies in relation to any shares held by a company as treasury shares if—

(4) Section 169 was amended by sections 143(2) and 212 of, and Schedule 24 to, the Companies Act 1989.

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- (a) the company is or was required to make a return under section 169(1B) in relation to the shares, and
- (b) the shares have—
 - (i) been cancelled in accordance with section 162D(1), or
 - (ii) been sold or transferred for the purposes of or pursuant to an employees' share scheme under section 162D(1).

(2) Within the period of 28 days beginning with the date on which such shares are cancelled or disposed of, the company shall deliver to the registrar of companies for registration a return in the prescribed form stating with respect to shares of each class cancelled or disposed of—

- (a) the number and nominal value of those shares, and
- (b) the date on which they were cancelled or disposed of.

(3) Particulars of shares cancelled or disposed of on different dates may be included in a single return to the registrar.

(4) If default is made in delivering to the registrar any return required by this section, every officer of the company who is in default is liable to a fine and, for continued contravention, to a daily default fine.”.

Commencement Information

I13 Sch. para. 13 in force at 1.12.2003, see [reg. 1\(1\)](#)

Amendment of section 170 of the 1985 Act **U.K.**

14. In section 170(1) of the 1985 Act (the capital redemption reserve) before the words “shall be transferred” insert “, or in accordance with section 162D(4) on cancellation of shares held as treasury shares,”.

Commencement Information

I14 Sch. para. 14 in force at 1.12.2003, see [reg. 1\(1\)](#)

Amendment of section 198 of the 1985 Act **U.K.**

15. In section 198(2) of the 1985 Act (obligations of disclosure: the cases in which it may arise and the “the relevant time”)(5)—

- (a) after “general meetings of the company” insert “(excluding any shares in the company held as treasury shares)”, and
- (b) in paragraph (a) after “separately” insert “(excluding any shares of each class held as treasury shares)”.

Commencement Information

I15 Sch. para. 15 in force at 1.12.2003, see [reg. 1\(1\)](#)

(5) Section 198 has been amended in a manner not relevant to these Regulations.

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Amendment of section 214 of the 1985 Act **U.K.**

16. In section 214 of the 1985 Act (company investigation on requisition by members) at the end of subsection (1) insert “(excluding any shares in the company held as treasury shares)”.

Commencement Information

I16 Sch. para. 16 in force at 1.12.2003, see [reg. 1\(1\)](#)

Amendment of section 346 of the 1985 Act **U.K.**

17. In section 346 of the 1985 Act (“connected persons”, etc)—

- (a) in subsection (4)(a) after the second “capital” insert “(excluding any shares in the company held as treasury shares)”,
- (b) at the end of subsection (4)(b) insert “(excluding any voting rights attached to any shares in the company held as treasury shares)”, and
- (c) in subsection (5)(b)—
 - (i) after “that share capital” insert “(excluding any shares in the company held as treasury shares)” and
 - (ii) after “voting power” insert “(excluding any voting rights attached to any shares in the company held as treasury shares)”.

Commencement Information

I17 Sch. para. 17 in force at 1.12.2003, see [reg. 1\(1\)](#)

Amendment of section 352 of the 1985 Act **U.K.**

18. In section 352 of the 1985 Act (obligation to keep and enter up register of members) after subsection (3) insert—

- “(3A) Where a company purchases one or more of its own shares in circumstances in which section 162A applies—
- (a) the requirements of subsection (2) and (3) must be complied with unless the company cancels all of the shares forthwith after the purchase in accordance with section 162D(1), but
 - (b) any share which is so cancelled must be disregarded for the purposes of subsection (3).”.

Commencement Information

I18 Sch. para. 18 in force at 1.12.2003, see [reg. 1\(1\)](#)

Amendment of section 368 of the 1985 Act **U.K.**

19. In section 368 of the 1985 Act (extraordinary general meeting on members' requisition)(6) after subsection (2) insert—

(6) Section 368 has been amended in a manner not relevant to these Regulations.

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“(2A) For the purposes of subsection (2)(a) any of the company’s paid up capital held as treasury shares must be disregarded.”.

Commencement Information

I19 Sch. para. 19 in force at 1.12.2003, see [reg. 1\(1\)](#)

Amendment of section 369 of the 1985 Act **U.K.**

20. In section 369 of the 1985 Act (length of notice for calling meetings)(7) in subsection (4) (a) after “meeting” insert “(excluding any shares in the company held as treasury shares)”.

Commencement Information

I20 Sch. para. 20 in force at 1.12.2003, see [reg. 1\(1\)](#)

Amendment of section 370 of the 1985 Act **U.K.**

21. In section 370 of the 1985 Act (general provisions as to meetings and votes) in subsection (3) after the first “capital” insert “(excluding any shares in the company held as treasury shares)”.

Commencement Information

I21 Sch. para. 21 in force at 1.12.2003, see [reg. 1\(1\)](#)

Amendment of section 373 of the 1985 Act **U.K.**

- 22.** In section 373 of the 1985 Act (right to demand a poll)(8)
- (a) in subsection (1)(b)(ii) after “meeting” insert “(excluding any voting rights attached to any shares in the company held as treasury shares)”, and
 - (b) at the end of section (1)(b)(iii) insert “(excluding any shares in the company conferring a right to vote at the meeting which are held as treasury shares)”.

Commencement Information

I22 Sch. para. 22 in force at 1.12.2003, see [reg. 1\(1\)](#)

Amendment of section 376 of the 1985 Act **U.K.**

23. In section 376 of the 1985 Act (circulation of members' resolutions) in subsection (2)(a) after “relates” insert “(excluding any voting rights attached to any shares in the company held as treasury shares)”.

Commencement Information

I23 Sch. para. 23 in force at 1.12.2003, see [reg. 1\(1\)](#)

(7) Section 369 has been amended in a manner not relevant to these Regulations.

(8) Section 373 has been amended in a manner not relevant to these Regulations.

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Amendment of section 378 of the 1985 Act **U.K.**

24. In section 378 of the 1985 Act (extraordinary and special resolutions)(**9**) in subsection (3) (a) after “right” insert “(excluding any shares in the company held as treasury shares)”.

Commencement Information

I24 Sch. para. 24 in force at 1.12.2003, see [reg. 1\(1\)](#)

Amendment of section 380 of the 1985 Act **U.K.**

25. In section 380 of the 1985 Act (registration, etc of resolutions and agreements)(**10**) after subsection (4) insert—

“(4A) For the purposes of this section, references to a member of a company do not include the company itself where it is such a member by virtue only of its holding shares as treasury shares, and accordingly, in such circumstances, the company is not, for those purposes, to be treated as a member of any class of the company’s shareholders.”

Commencement Information

I25 Sch. para. 25 in force at 1.12.2003, see [reg. 1\(1\)](#)

Amendment of section 429 of the 1985 Act **U.K.**

26. In section 429 of the 1985 Act (right of offeror to buy out minority shareholders)(**11**)—

- (a) in subsection (1) before “he may” insert “(excluding any shares in the company held as treasury shares)”, and
- (b) in subsection (2) before “, he may” insert “(excluding any shares in the company held as treasury shares)”.

Commencement Information

I26 Sch. para. 26 in force at 1.12.2003, see [reg. 1\(1\)](#)

Amendment of section 430A of the 1985 Act **U.K.**

27. In section 430A of the 1985 Act (right of minority shareholder to be bought out by offeror)(**12**)—

- (a) at the end of subsection (1)(b) insert “(excluding any shares in the company held as treasury shares)”, and
- (b) at the end of subsection (2)(b) insert “(excluding any shares in the company held as treasury shares)”.

(9) Section 378 has been amended in a manner not relevant to these Regulations.

(10) Section 380 was amended by section 116(3) of the Companies Act 1989, Schedule 11 to the Insolvency Act 1986 and paragraph 10 of Schedule 7 to the Uncertificated Securities Regulations 2001 (S.I. [2001/3755](#)).

(11) Section 429 was substituted by section 172(1) of, and Schedule 12 to, the Financial Services Act 1986 (c. 60).

(12) Section 430A was substituted by section 172(1) of, and Schedule 12 to, the Financial Services Act 1986.

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Commencement Information

I27 Sch. para. 27 in force at 1.12.2003, see [reg. 1\(1\)](#)

Amendment of section 431 of the 1985 Act **U.K.**

28. In section 431 of the 1985 Act (investigation of a company on its own application or that of its members) at the end of subsection (2)(a) insert “(excluding any shares held as treasury shares)”.

Commencement Information

I28 Sch. para. 28 in force at 1.12.2003, see [reg. 1\(1\)](#)

Amendment of section 744A of the 1985 Act **U.K.**

29. In section 744A of the 1985 Act (index of defined expressions), at the appropriate place in the Table insert—

“treasury shares section 162A(3)”.

Commencement Information

I29 Sch. para. 29 in force at 1.12.2003, see [reg. 1\(1\)](#)

Amendment of paragraph 38, Schedule 4 to the 1985 Act **U.K.**

30. In Schedule 4 to the 1985 Act (form and content of company accounts)(**13**)—

(a) in paragraph 38(1) omit “and” at the end of sub-paragraph (a), and

(b) at the end of sub-paragraph (b) insert—

“; and

(c) where shares are held as treasury shares, the number and aggregate nominal value of the treasury shares and, where shares of more than one class have been allotted, the number and aggregate nominal value of the shares of each class held as treasury shares.”.

Commencement Information

I30 Sch. para. 30 in force at 1.12.2003, see [reg. 1\(1\)](#)

Amendment of paragraph 10, Schedule 4A to the 1985 Act **U.K.**

31. In Schedule 4A to the 1985 Act (form and content of group accounts)(**14**) in paragraph 10(1)(a) after “acquired” insert “(excluding any shares in the undertaking held as treasury shares)”.

(13) Schedule 4 has been variously amended in a manner not relevant to these Regulations.

(14) Schedule 4A was inserted by section 5(2) of, and Schedule 2 to, the Companies Act 1989 and subsequently amended in a manner not relevant to these Regulations.

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Commencement Information

I31 Sch. para. 31 in force at 1.12.2003, see [reg. 1\(1\)](#)

Amendment of paragraphs 10 and 12, Schedule 15B to the 1985 Act **U.K.**

32. In Schedule 15B to the 1985 Act (provisions subject to which sections 425–427 have effect in their application to mergers and divisions of public companies)**(15)**—

- (a) in paragraph 10(2)(c) after “general meetings of the company” insert “(excluding any shares in the company held as treasury shares)”, and
- (b) in paragraph 12(5)(c) after “general meetings of the company” insert “(excluding any shares in the company held as treasury shares)”.

Commencement Information

I32 Sch. para. 32 in force at 1.12.2003, see [reg. 1\(1\)](#)

Amendment of Schedule 24 to the 1985 Act **U.K.**

33. In Schedule 24 to the 1985 Act (punishment of offences under the 1985 Act)**(16)** at the appropriate place in the Table insert—

“162G	Contravention of any provision of sections 162A–162F (dealings by company in treasury shares, etc)	1. 2.	On indictment Summary	A fine The statutory maximum”	
“169A(4)	Default by company’s officer in delivering to registrar the return required by section 169A (disclosure by company of cancellation or disposal of treasury shares)	1. 2.	On indictment Summary	A fine The statutory maximum	One-tenth of the statutory maximum.”.

Commencement Information

I33 Sch. para. 33 in force at 1.12.2003, see [reg. 1\(1\)](#)

(15) Schedule 15B has been amended in a manner not relevant to these Regulations.

(16) Schedule 24 has been variously amended in a manner not relevant to these Regulations.

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Repeal of section 133(4) of the Companies Act 1989 **U.K.**

34. Section 133(4) of the Companies Act 1989⁽¹⁷⁾, which substituted a new section 162(2) of the 1985 Act as from a day to be appointed, is repealed.

Commencement Information

I34 Sch. para. 34 in force at 1.12.2003, see [reg. 1\(1\)](#)

⁽¹⁷⁾ 1989 c. 40.

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Changes and effects yet to be applied to :

- Sch. para. 1 coming into force by [S.I. 2003/1116 reg. 1\(1\)](#)
- Sch. para. 2 coming into force by [S.I. 2003/1116 reg. 1\(1\)](#)
- Sch. para. 3 coming into force by [S.I. 2003/1116 reg. 1\(1\)](#)
- Sch. para. 4 coming into force by [S.I. 2003/1116 reg. 1\(1\)](#)
- Sch. para. 5 coming into force by [S.I. 2003/1116 reg. 1\(1\)](#)
- Sch. para. 6 coming into force by [S.I. 2003/1116 reg. 1\(1\)](#)
- Sch. para. 7 coming into force by [S.I. 2003/1116 reg. 1\(1\)](#)
- Sch. para. 8 coming into force by [S.I. 2003/1116 reg. 1\(1\)](#)
- Sch. para. 9 coming into force by [S.I. 2003/1116 reg. 1\(1\)](#)
- Sch. para. 10 coming into force by [S.I. 2003/1116 reg. 1\(1\)](#)
- Sch. para. 11 coming into force by [S.I. 2003/1116 reg. 1\(1\)](#)
- Sch. para. 12 coming into force by [S.I. 2003/1116 reg. 1\(1\)](#)
- Sch. para. 13 coming into force by [S.I. 2003/1116 reg. 1\(1\)](#)
- Sch. para. 14 coming into force by [S.I. 2003/1116 reg. 1\(1\)](#)
- Sch. para. 15 coming into force by [S.I. 2003/1116 reg. 1\(1\)](#)
- Sch. para. 16 coming into force by [S.I. 2003/1116 reg. 1\(1\)](#)
- Sch. para. 17 coming into force by [S.I. 2003/1116 reg. 1\(1\)](#)
- Sch. para. 18 coming into force by [S.I. 2003/1116 reg. 1\(1\)](#)
- Sch. para. 19 coming into force by [S.I. 2003/1116 reg. 1\(1\)](#)
- Sch. para. 20 coming into force by [S.I. 2003/1116 reg. 1\(1\)](#)
- Sch. para. 21 coming into force by [S.I. 2003/1116 reg. 1\(1\)](#)
- Sch. para. 22 coming into force by [S.I. 2003/1116 reg. 1\(1\)](#)
- Sch. para. 23 coming into force by [S.I. 2003/1116 reg. 1\(1\)](#)
- Sch. para. 24 coming into force by [S.I. 2003/1116 reg. 1\(1\)](#)
- Sch. para. 25 coming into force by [S.I. 2003/1116 reg. 1\(1\)](#)
- Sch. para. 26 coming into force by [S.I. 2003/1116 reg. 1\(1\)](#)
- Sch. para. 27 coming into force by [S.I. 2003/1116 reg. 1\(1\)](#)
- Sch. para. 28 coming into force by [S.I. 2003/1116 reg. 1\(1\)](#)
- Sch. para. 29 coming into force by [S.I. 2003/1116 reg. 1\(1\)](#)
- Sch. para. 30 coming into force by [S.I. 2003/1116 reg. 1\(1\)](#)
- Sch. para. 31 coming into force by [S.I. 2003/1116 reg. 1\(1\)](#)
- Sch. para. 32 coming into force by [S.I. 2003/1116 reg. 1\(1\)](#)
- Sch. para. 33 coming into force by [S.I. 2003/1116 reg. 1\(1\)](#)
- Sch. para. 34 coming into force by [S.I. 2003/1116 reg. 1\(1\)](#)
- reg. 1 coming into force by [S.I. 2003/1116 reg. 1\(1\)](#)
- reg. 2 coming into force by [S.I. 2003/1116 reg. 1\(1\)](#)
- reg. 3 coming into force by [S.I. 2003/1116 reg. 1\(1\)](#)
- reg. 4 coming into force by [S.I. 2003/1116 reg. 1\(1\)](#)

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

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

- Schedule para 12 rev in pt by [S.I. 2003/3031 reg 3\(1\)](#)