



Companies Act 2006

2006 CHAPTER 46

PART 9

EXERCISE OF MEMBERS' RIGHTS

Exercise of rights where shares held on behalf of others

153 Exercise of rights where shares held on behalf of others: members' requests

- (1) This section applies for the purposes of—
- (a) section 314 (power to require circulation of statement),
 - (b) section 338 (public companies: power to require circulation of resolution for AGM),
 - [^{F1}(ba) section 338A (traded companies: members' power to include matters in business dealt with at AGM),]
 - (c) section 342 (power to require independent report on poll), and
 - (d) section 527 (power to require website publication of audit concerns).
- (2) A company is required to act under any of those sections if it receives a request in relation to which the following conditions are met—
- (a) it is made by at least 100 persons;
 - (b) it is authenticated by all the persons making it;
 - (c) in the case of any of those persons who is not a member of the company, it is accompanied by a statement—
 - (i) of the full name and address of a person (“the member”) who is a member of the company and holds shares on behalf of that person,
 - (ii) that the member is holding those shares on behalf of that person in the course of a business,
 - (iii) of the number of shares in the company that the member holds on behalf of that person,
 - (iv) of the total amount paid up on those shares,

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- (v) that those shares are not held on behalf of anyone else or, if they are, that the other person or persons are not among the other persons making the request,
- (vi) that some or all of those shares confer voting rights that are relevant for the purposes of making a request under the section in question, and
- (vii) that the person has the right to instruct the member how to exercise those rights;
- (d) in the case of any of those persons who is a member of the company, it is accompanied by a statement—
 - (i) that he holds shares otherwise than on behalf of another person, or
 - (ii) that he holds shares on behalf of one or more other persons but those persons are not among the other persons making the request;
- (e) it is accompanied by such evidence as the company may reasonably require of the matters mentioned in paragraph (c) and (d);
- (f) the total amount of the sums paid up on—
 - (i) shares held as mentioned in paragraph (c), and
 - (ii) shares held as mentioned in paragraph (d),
 divided by the number of persons making the request, is not less than £100;
- (g) the request complies with any other requirements of the section in question as to contents, timing and otherwise.

Textual Amendments

- F1** S. 153(1)(ba) inserted (3.8.2009) by [The Companies \(Shareholders' Rights\) Regulations 2009 \(S.I. 2009/1632\)](#), [reg. 17\(3\)](#) (with application as stated in [reg. 1\(2\)](#))

Commencement Information

- I1** S. 153 wholly in force at 1.10.2007; s. 153 not in force at Royal Assent see s. 1300; s. 153 in force at 1.10.2007 by [S.I. 2007/2194](#), [art. 2\(1\)\(c\)](#) (with savings in [art. 12](#) and with transitional provisions and savings in [Sch. 3](#) and subject to transitional adaptations specified in [Sch. 1](#))

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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. 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. 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\(d\)\(ii\)](#)
- 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))