

SCHEDULE 1

Regulation 12.

COMPANY CONTROLLERS: FURTHER PROVISIONS

Transfers of entitlements held by a primary company controller effected by the company

1.—(1) A company may at any time effect a transfer of any entitlements to units of an uncertificated security of the company held by a primary company controller (in his or its capacity as such controller) to another primary company controller appointed by the company, to hold those entitlements for those persons for whom they were held by the first mentioned controller. The transfer may be effected by the company amending its record of entitlements so as to debit the first mentioned controller and credit the second mentioned, without the necessity of the company obtaining any notification of a transaction or consent from the first mentioned controller.

(2) It shall be the duty of the first mentioned controller, and (where a body corporate) of any officer of it (and of any insolvency practitioner appointed in relation to that controller), to preserve and deliver up to the company as soon as practicable a copy of the record of account holders relating to the entitlements transferred together with all other records and documents held by the controller which relate to those entitlements (in particular copies of any instructions received by the controller under regulation 34).

It is also the duty of such a person to notify the company of any entitlements to which regulations 34, 51, 52 or 53 apply.

(3) Any transfer under this paragraph shall be without prejudice to any claim the first mentioned controller may have for breach of contract or to any claim that may exist against that controller.

Transfers of entitlements held, by an alternative company controller at the direction of the company

2.—(1) A company which has appointed an alternative company controller may at any time give notice to the Operator that it is terminating that appointment.

(2) The Operator shall, within 5 working days of its receipt of such a notice or such other time as the Operator may have agreed with the company, effect a transfer of any entitlements to units of an uncertificated security of the company held by the alternative company controller concerned (in his or its capacity as such controller) to such other alternative company controller as may have been nominated by the company or (failing such a nomination) to a primary company controller, such controller having a duty to hold those entitlements for those persons for whom they were held by the first mentioned controller.

The transfer may be effected by the Operator amending its record of entitlements so as to debit the first mentioned controller and either:

- (a) (where the transfer is to another alternative company controller) crediting the controller to which the entitlements are being transferred; or
- (b) (where the transfer is to a primary company controller) notifying the company of the debiting of the first mentioned controller,

without (in either case) the necessity of the Operator obtaining a notification of a transaction or any consent to the transfer from the first mentioned controller.

Having received a notification under (b), the company shall forthwith amend its own record of entitlements so as to credit the entitlements concerned to a primary company controller.

(3) It shall be the duty of the first mentioned controller, and (where a body corporate) of any officer of it and of any insolvency practitioner appointed in relation to that controller, to preserve and deliver up to the company as soon as practicable a copy of the record of account holders relating to the entitlements transferred together with all other records and documents held by the controller

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which relate to those entitlements (in particular copies of any instructions received by the controller under regulation 34).

It is also the duty of such a person to notify the company of any entitlements to which regulations 34, 51, 52 or 53 apply.

(4) Any transfer under this paragraph shall be without prejudice to any claim the first mentioned controller may have for breach of contract or to any claim that may exist against that controller.

Effect of transfer of entitlements

3.—(1) Where under paragraph 1 or 2 of this Schedule a company or (as the case may be) the Operator transfers entitlements from one company controller to another, any instructions received by the first mentioned controller with regard to those entitlements prior to the transfer which have not been acted upon at the time of transfer may (and in the case of instructions received under regulation 34 shall) be treated as instructions received by the other controller, to the extent that satisfactory evidence of them is obtained by the other controller and the other controller is satisfied that he or it has established the number of entitlements to be held for the account holder concerned.

Where the other controller has reason to believe that an entitlement transferred is or may be one to which regulation 34, 51, 52 or 53 applies, it shall take reasonable steps to ascertain whether or not the entitlement is subject to the regulation in question.

(2) A company or, as the case may be, the Operator may treat consents and notifications of transactions with respect to an entitlement given by a replaced company controller before the transfer as being given on behalf of the replacement controller.

Where this sub-paragraph is taken advantage of by a company or the Operator, the replacement controller shall not be liable for any defect in, or lack of authority for, the giving of the consent or notification.

(3) A standing instruction to register given by a replaced company controller shall be treated as having been given on behalf of the replacement controller; the replacement controller shall not, however, be liable for any defect in such an instruction to register solely by reason of the provisions of this sub-paragraph.

(4) For the purposes of these Regulations, a company controller's appointment shall be deemed to continue until a transfer of entitlements held by him or it has been effected.

(5) It shall be the duty of any replacement controller which has received any records, or copies of records, under this Schedule, to permit their inspection and copying by any person who is an officer of the replaced controller or any insolvency practitioner who is appointed in relation to that controller or the official receiver.

(6) As soon as practicable after a transfer under this Schedule has been effected, the company concerned shall inform any account holders concerned of the transfer and the identity of the controller to whom the entitlements have been transferred.

SCHEDULE 2

Regulation 16.

MAINTENANCE OF APPROPRIATE REGISTER: GENERAL PROVISIONS

Register of members

1.—(1) Section 352 of the 1985 Act shall apply with respect to such part of a company's register of members as concerns uncertificated shares, save that:

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- (a) subsection (2)(b) shall only apply where a person is registered other than at a periodic update of the register;
- (b) subsection (2)(c) shall not apply; and
- (c) the following sub-paragraph shall have effect in place of section 352(6).

(2) A company shall keep for a period of 20 years a copy of each periodic revision hereunder of its register of members.

(3) Section 358 of the 1985 Act shall not apply with respect to such part of a company's register of members as concerns uncertificated shares.

Register of debenture holders

2. Section 191 of the 1985 Act shall apply with respect to a register of debenture holders maintained under section 190 of that Act to the extent that that register concerns uncertificated debentures as if:

- (a) the words "except when duly closed" in subsection (1); and
- (b) sub-section (6)

were omitted.

SCHEDULE 3

Regulation 43.

REGISTER EVENTS

<i>Security</i>	<i>Matters to be determined by appropriate register</i>
Shares	<p>The members of the company eligible to receive any dividend or distribution or other benefit or to be granted any right by reference to:</p> <ul style="list-style-type: none">—the fact of their membership of the company (or of any particular class of shareholder) or—the number of shares (or of a particular class) held by them, and the number of shares (where relevant) in relation to which the member is so eligible. <p>The members of the company entitled to receive (whether generally or as the holders of any particular class of shares) any document required by or under any enactment, or by the memorandum or articles of association of the company, to be sent to the members by the company or its directors.</p> <p>The members of the company who are eligible to exercise any right vested in the holders of the company's shares (or any class of the same) which falls to be exercised on a particular date (whether or not that right may also be exercised</p>

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<i>Security</i>	<i>Matters to be determined by appropriate register</i>
	<p>at an earlier date), including the right to vote at any meeting of the company (or at any class meeting), and the number of shares (where relevant) in relation to which the member is so eligible.</p> <p>The members of the company who are to be affected by any subdivision or consolidation of the company’s share capital (or of any class of the same) and the number of shares in relation to which the member is so affected.</p>
Debentures	<p>The debenture holders eligible to receive any payment of interest or principal or other benefit or to be granted any right by reference to the fact of their being debenture holders, or the number of debentures held by them, and the number of debentures (where relevant) in relation to which the holder is so eligible.</p> <p>The debenture holders entitled to receive any document required by any enactment, or by the terms of issue of the debentures, to be sent to the debenture holders by the company or its directors.</p> <p>The debenture holders who are eligible to exercise any right vested in the holders of the debentures which falls to be exercised on a particular date (whether or not that right may also be exercised at an earlier date), including the right to vote at any meeting of the holders of the debentures, and the number of debentures (where relevant) in relation to which the holder is so eligible.</p>
Other types of securities	<p>The holders of the security eligible to receive any distribution, payment of interest or principal or other benefit or to be granted any right by reference to the fact of their being holders of the security, or the number of units of the security held by them, and the number of units (where relevant) in relation to which the holder is so eligible.</p> <p>The holders of the security entitled to receive any document required by any enactment, or by the terms of issue of the security, to be sent to the holders of the security by the company or its directors.</p> <p>The holders of the security who are eligible to exercise any right vested in the holders of the security which falls to be exercised on a</p>

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<i>Security</i>	<i>Matters to be determined by appropriate register</i>
	particular date (whether or not that right may also be exercised at an earlier date), including the right to vote at any meeting of the holders of the security, and the number of units of the security (where relevant) in relation to which the holder is so eligible.

SCHEDULE 4

Regulation 75.

FORM OF CONVERSION CERTIFICATE: CERTIFICATED
SECURITY INTO UNCERTIFICATED SECURITY

Certificate of conversion of certificated [security] [securities]* into uncertificated [security] [securities]* pursuant to Part IX of the Uncertificated Securities Regulations 1992.

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Name of Company.....Company number.....

Whereas:

- 1 The company in general meeting on passed a resolution enabling the company to convert any of its existing securities into uncertificated form and to issue any units of a security in such form;
- 2 [Conversion of the following [security] [securities]* of the company into uncertificated form was approved by resolution[s]* of the holders of the [security] [securities]* in accordance with the provisions of Part IX of the Uncertificated Securities Regulations 1992 (“the Regulations”) passed on the following date[s]:] [The terms of issue of approve its conversion into an uncertificated security] [The resolution constituting the enabling resolution in addition authorised the conversion of the shares of the company into uncertificated form]*;
- 3 [The publicity with respect to conversion required by Part IX of the Regulations has been duly given] [The company has collected in, or has received indemnities in respect of, all certificates in issue with respect to the security]*;
- 4 On [a duly authorised committee of]* the board of directors authorised the signature of this certificate on or after a specified date, the date being and specified a date after which no proper instrument of transfer received was to be acted upon prior to conversion (subject to any directions given by the Operator), namely; and
- 5 The Operator has on signified its agreement to admit the above mentioned [security] [securities]* into the system established by and under the above Regulations and any conditions attached to that agreement have been satisfied.
Weof
[the secretary] [a director]* of the above named company and
..... of
[the secretary] [a director]* of the above named company hereby certify that as at the time and date stated below the above mentioned [security] [securities]* of the company [was] [were] converted into uncertificated form subject to the provisions of the Regulations.

Signed

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.....

DateTime.....

* delete as appropriate

SCHEDULE 5

Regulation 82.

FURTHER PROVISION WITH RESPECT TO CONVERSION OF
CERTIFICATED AND ISSUE OF UNCERTIFICATED SECURITIES

PART I
CONVERSION

Instruments of transfer received late

1.—(1) Any proper instrument of transfer received by the company after the relevant date (within the meaning of regulation 75(6)) but prior to conversion (subject to any direction that may have been given by the Operator under that regulation) shall be sent by the company to the company controller or controllers who are to hold or who are holding the entitlements to the units concerned, who shall treat the instrument as if it were an instruction under regulation 33 to hold any entitlements concerned to the person named therein as transferee.

(2) Any such instrument received after conversion shall cease to have effect; the company shall inform the person lodging such an instruction as soon as reasonably practicable of this fact.

Communications received early

2. Any communication of whatsoever nature purportedly received or sent in accordance with the system with respect to units of the security prior to the conversion of the security may be taken by the recipient as though the communication were received or sent immediately after conversion, except for the purposes of regulation 68.

Pledged securities (England and Wales and Northern Ireland)

3.—(1) This paragraph applies so as to enable a person (“the pledgee”) holding a certificate to a unit of the security, with or without a signed instrument of transfer, as security for any obligation under the law of England and Wales or Northern Ireland to obtain equivalent security upon conversion.

(2) A pledgee of a unit of the security of a company may, at any time prior to the conversion being effected but after the publication of the first notice published under regulation 75, notify the company in writing of his interest in the unit, attaching to the notice a certified copy of the certificate to the unit and of any instrument of transfer held.

(3) It is the duty of a company in receipt of a notification under sub-paragraph (2) to ensure that, on or before the conversion of the security, the controller which holds the entitlement to the unit:

- (a) (where the notification attaches a copy certificate only) is informed of the pledgee’s interest in the unit; or
- (b) (where the notification attaches a copy certificate and copy signed instrument of transfer) is given a copy of the notification and its enclosures.

A controller:

- (i) informed of a pledgee’s interest under sub-paragraph (a) shall be under a duty to inform the pledgee that he or it is on notice of the interest (together with the date on which he or it was informed of the interest) and not to transfer any relevant entitlements held for the account holder concerned, or act upon any instructions received under regulation 33 in relation to such entitlements, without giving 14 days prior notice to the pledgee of his or its intention to do so; or

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(ii) in receipt of a notification, copy certificate and copy signed instrument of transfer under subparagraph (b) shall treat the notification as an instruction of the kind referred to in regulation 34.

(4) It shall be lawful for a pledgee to make a notification under this paragraph without having obtained the consent of the holder of the unit.

(5) In this paragraph “pledgee” means any person interested by way of security in a unit by reason of the deposit of the certificate to it, including an equitable mortgagee and “certified copy” means a copy certified as a true copy by a notary, notary public or other person authorised by law, in the place where the pledgee has a place of business or (being an individual) resides or (being a body corporate) is incorporated, to administer oaths or authenticate documents.

(6) This paragraph applies notwithstanding any provision in any agreement to the contrary.

Existing certificates

4. Notwithstanding regulation 48(2), any certificate properly extant at the moment of conversion shall remain (if it otherwise would be) prima facie evidence, and in Scotland sufficient evidence unless the contrary is shown, of the title to the unit immediately prior to its conversion.

Existing agreements for transfer

5. Where at the date of conversion there is a contract for the transfer of a unit of the security which has, by that date, not been completed by the registration of the transferee as the holder of the unit in question, regulations 48(3) and 49 shall have effect with respect to that contract unless paragraph 1 of this Schedule applies.

Existing rights to transfer and existing transmissions by operation of law

6.—(1) Where a circumstance has occurred prior to the date of conversion which would have been a relevant circumstance, within the meaning of regulation 51, had the security then been in uncertificated form, that regulation shall apply as if the relevant circumstance had occurred immediately after conversion.

(2) Where the company has actual knowledge of the circumstance the company shall give notice of it to any controller which is to hold the entitlement to the unit at the moment of conversion and regulation 51 shall apply with any necessary modifications.

Existing restrictions on transfer

7.—(1) This paragraph applies where, immediately prior to the date of conversion, there is extant in relation to any unit of the certificated security concerned any injunction, interdict or other Order to which regulation 52 would, if the security concerned had been an uncertificated security at the time of the making of the injunction, interdict or Order, have applied.

(2) Where this paragraph applies the company shall give notice of the injunction, interdict or Order (if on actual notice of it) and its terms to the controller which is to hold the entitlement to the unit at the moment of conversion and regulation 52 shall apply with any necessary modifications.

Existing prohibitions 011 transfer

8.—(1) This paragraph applies where, immediately prior to the date of conversion, there is extant in relation to any unit of the certificated security concerned any restriction to which regulation 53 would, if the security concerned had been an uncertificated security at the time of the imposition of the restriction, have applied.

(2) That regulation shall apply as if the restriction had occurred immediately after conversion.

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(3) The company shall give notice of the restriction (if on actual notice of it) and its terms to the controller which is to hold the entitlement to the unit at the moment of conversion.

Application of provisions in memoranda and articles and terms of issue

9.—(1) This paragraph applies to any provision (in the case of shares) in a company's memorandum and articles of association, or (in the case of any security) in the terms of issue of the security, under which in certain circumstances any person specified may transfer, of their own authority, shares or other units of a security registered in the name of a person to another person, but is subject to any contrary provision that may be made in such provision.

(2) A provision to which this paragraph applies shall be construed (if it would not otherwise be) as a provision to to which regulation 51 applies.

PART II

ISSUE

Communications received early

10. Any communication of whatsoever nature purportedly received or sent in accordance with the system with respect to units of an uncertificated security prior to the issue of the units may be taken by the recipient as though the communication were received or sent immediately after their issue except for the purposes of regulation 68.

SCHEDULE 6

Regulation 84.

**FORM OF CONVERSION CERTIFICATE: UNCERTIFICATED
SECURITY INTO CERTIFICATED SECURITY**

Certificate of conversion of uncertificated [security] [securities]* into certificated [security] [securities]* pursuant to Part X of the Uncertificated Securities Regulations 1992.

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Name of Company.....Company number

Whereas:

- 1 Conversion of the following [security] [securities]* of the company into certificated form was [approved] [required] by resolution[s]* of the holders of the [security] [securities]* in accordance with the provisions of Part X of the Uncertificated Securities Regulations 1992 (“the Regulations”) passed on the following date[s]:, which resolution[s] specified [respectively]* as the date[s]* on or after which conversion was to be effected;
- 2 The publicity with respect to conversion required by Part X of the Regulations has been duly given;
- 3 On [a duly authorised committee of]* the board of directors authorised the signature of this certificate; and
- 4 The Operator on selected as the last date on which a transfer of the above mentioned [security] [securities]* in uncertificated form would be effective and by which any instructions must be acted upon by controllers.

Weof[the secretary] [a director]* of the above named company andof [the secretary] [a director]* of the above named company hereby certify that as at the time and date stated below the above mentioned [security] [securities]* of the company [was] [were]* converted into certificated form.

Signed:

.....
.....

DateTime

* delete as appropriate

SCHEDULE 7

Regulation 89.

FURTHER PROVISION WITH RESPECT TO CONVERSION OF UNCERTIFICATED INTO CERTIFICATED SECURITIES

Communications received

1. Any communication of whatsoever nature purportedly received or sent by any person in accordance with the system with respect to units of the security to be converted after the date selected by the Operator under regulation 85(2) shall not have effect (unless expressly provided otherwise in these Regulations).

Conditional instructions in connection with the giving of security

2. Where a controller has issued or is required under Part X to issue proper instructions to register with respect to a unit of an uncertificated security which is in the process of conversion into certificated form, and the entitlement to that unit is one with respect to which an instruction is outstanding of the kind referred to in regulation 34, he or it shall notify the company of that fact as soon as reasonably practicable; where the company receives such notice the company shall

nonetheless execute the relevant instruction to register in accordance with its terms, but the company shall send the certificate for the unit concerned to the person it is notified by the controller is the person specified in the instruction under regulation 34 and shall not, pending the receipt of the certificate by that person, certify a transfer of that unit under section 184 of the 1985 Act.

Existing agreements for transfer

3. Where at the date of conversion there is a contract for the transfer of a unit of a security which has, by that date, not been completed by the registration of the transferee as the holder of the units in question, regulations 48(3) and 49 shall cease to have effect with respect to that contract and such terms shall be taken as being implied into that contract as would have been implied if it had been entered into after conversion of the security into certificated form.

Existing restrictions on transfer

4.—(1) This paragraph applies where, immediately prior to the date of conversion, there is extant in relation to any unit of the certificated security concerned any injunction, interdict or other Order to which regulation 52 applies.

(2) The controller shall give notice of the injunction, interdict or other Order and its terms to the company prior to conversion.

Existing prohibitions on transfer

5.—(1) This paragraph applies where, immediately prior to the date of conversion, there is extant in relation to any unit of the certificated security concerned any restriction to which regulation 53 applies.

(2) A controller which has a restricted entitlement (within the meaning of that regulation) shall notify the company of the restriction and its terms (unless the restriction was imposed as a consequence of actions taken by the company).

SCHEDULE 8

Regulation 121.

CONSEQUENTIAL AND FURTHER PROVISIONS

Entitlement as an interest in a share

1. For the purposes of the following provisions of the 1985 Act, the interest an account holder has in an entitlement to a share (that is to say the right, under these Regulations, to enforce the performance of the controller's duties in connection with the entitlement) shall be treated as an interest in the share itself:

- (a) Part VI; and
- (b) sections 324 to 326, 328 and 346, together with Schedule 13.

References to instruments of transfer and their execution

2. References in any enactment or instrument:

- (a) to an instrument of transfer with respect to any units of securities shall include a reference to an instruction to a controller holding entitlements to the units under regulation 33 or any other instruction required from the transferor, under these Regulations, in order that a unit of a security be transferred; and

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- (b) to the execution of such an instrument shall include a reference to the transferor of a unit of a security giving such an instruction.

Contents of annual return

3. Section 364A of the 1985 Act shall apply to a company any of whose shares are uncertificated with the following modifications:

- (a) in place of the information required by sub-section (4)(b), the annual return of the company shall contain a list of the names and addresses of every person who has appeared on the register of members of the company at some point in the period since the date to which the last annual return was made up (or, in the case of the first return, since the incorporation of the company) and who is not a member of the company on the date to which the return is made up; and
- (b) in place of the information required by sub-section (S)(b), the annual return of the company shall state the number of shares (if any) by which the holding of each member and each person referred to in sub—paragraph (a) has increased or diminished at each periodic update of the register of members since the date to which the last annual return was made up (or, in the case of the first return, since the incorporation of the company) and the date of each update concerned.

Share warrants to bearer

4.—(1) For the purposes of these Regulations as they apply to shares of a company, any share warrants to bearer issued under section 188 of the 1985 Act shall be regarded as forming a separate class of certificated shares.

(2) Accordingly shares of a class in respect of which such warrants are in issue are to be converted by a resolution of the holders of the registered shares only and not the holders of any warrants in issue.

(3) A company may continue to issue such warrants notwithstanding that the shares concerned are uncertificated, but only where the entitlement to the share in respect of which the warrant is proposed to be issued is held by a primary company controller.

Section 355 of the 1985 Act shall continue to apply.

(4) Upon the issue of such a warrant with respect to a share the company shall instruct the primary company controller to cease to hold the relevant entitlement for the account holder and the company shall strike the relevant entitlement from its record of entitlements.

Paragraph 8 of this Schedule shall apply with any necessary modifications.

(5) Upon the surrender of a warrant with respect to a share the company shall instruct the primary company controller to hold an entitlement to the share concerned for the person registered as its holder and the company shall credit the entitlement to the share concerned to the controller in its record of entitlements.

Regulation 82(1) shall apply with any necessary modifications,

Overseas branch registers

5.—(1) For the purposes of these Regulations as they apply to shares of a company, any share registered in an overseas branch register to which section 362 of the 1985 Act applies shall be regarded as forming a separate class of certificated shares.

(2) Accordingly shares of a class in respect of which such shares are in issue are to be converted by a resolution of the holders of the shares registered on the register maintained by the company under

section 352 of the 1985 Act (“the principal register”) only and not the holders of shares registered on the overseas branch register.

(3) Paragraph 2(2) of Schedule 14 to the 1985 Act shall apply in such a case as if the principal register were maintained only in accordance with the 1985 Act and not in accordance with these Regulations.

(4) A company may only transfer the registration of a share between an overseas branch register and the principal register where the entitlement to the share is or will be held by a primary company controller.

(5) Upon the transfer of a share to an overseas branch register the company shall instruct the primary company controller concerned to cease to hold an entitlement for the relevant account holder and the company shall strike the entitlement from its record of entitlements.

Paragraph 8 of this Schedule shall apply with any necessary modifications.

(6) Upon the transfer of a share to the principal register the company shall instruct a primary company controller to hold an entitlement to the share for the person registered or to be registered as its holder and the company shall credit the entitlement to the share concerned to the controller in its record of entitlements.

Regulation 82(1) shall apply with any necessary modifications.

Requirements to deliver up certificate

6.—(1) A provision of any enactment or instrument which requires, for any purpose, a certificate to be delivered up for cancellation or inspection shall be construed, in connection with a unit of an uncertificated security, as requiring a statement from the controller holding the entitlement to the unit, certified by him or it to be a true statement, that he or it holds the entitlement for the person registered as the holder as at the date on which the certificate is to be delivered up (specifying it) and that he has no reason to believe that the entitlement is to a restricted unit within the meaning of regulation 53.

It is the duty of a controller:

- (a) to provide such a statement upon the request of an account holder, provided he or it has received such information as he or it may reasonably require that the statement is required; and
- (b) to ensure that the statement is accurate.

(2) If a certified statement has been issued by a controller under this paragraph, he or it shall not consent to the transfer of, or act upon any instruction under regulation 33 in relation to, an entitlement covered by the statement, unless the statement is returned to the controller for cancellation.

(3) A certified statement given under this paragraph shall be prima facie evidence, and in Scotland sufficient evidence unless the contrary is shown, of the fact that the entitlement is held for the person concerned as at the date specified.

Registration of controller’s default nominee

7.—(1) This paragraph applies where, by virtue of any provision of these Regulations (other than regulation 38 as it applies with respect to a refusal of registration under regulation 21), a controller’s default nominee is registered in that capacity as the holder of any unit of a security.

(2) Unless otherwise provided (in the case of shares) in a company’s articles of association or (in the case of any security) in the terms of issue of such security, a period during which an account holder of a controller is omitted from the appropriate register for an uncertificated security as a consequence of the registration of that controller’s default nominee shall be treated, for the purposes of any qualifying period for any benefit or the exercise of any right conferred by the articles or (as

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the case may be) the terms of issue, as a period during which the account holder was registered as holder of the relevant number of units.

For this purpose the relevant number of units are those units which the account holder was registered with (on the instructions of the controller concerned) immediately prior to the registration of the default nominee.

Cancellation &c of a unit of a security

8.—(1) Where for any reason a unit of a security ceases to be in issue, the entitlement to that unit shall cease to exist.

(2) Where any units of a security are consolidated into one unit or a unit is subdivided, the entitlements to those units shall be consolidated into one entitlement or (as the case may be) be subdivided into entitlements to the subdivided units.

Modifications of Part XIII A of the 1985 Act

9.—(1) Where an offeror (as defined in section 428 of the 1985 Act) proposes to give a notice to any holder of uncertificated shares under section 429 or section 430A(3) of the 1985 Act it shall inform the company of that fact and the company shall, within 2 working days, issue a general call for instructions, specifying such date (being a date which may be the subject of a general call for instructions) as the offeror shall request as the date by reference to which the register of members is to be updated (save that such a general call shall not be issued if the date requested is a fixed register date with respect to the shares).

(2) Within 3 working days of receipt of proper instructions to register received in response to the general call, the company shall update its register of members and supply a copy of the same to the offeror.

(3) The offeror shall be entitled to rely on that copy of the register of members for the purposes of sending out any notice under the provisions of Part XIII A notwithstanding the fact that such a register may include the name of any controller's default nominee.

(4) Section 430(6) of the 1985 Act shall not apply in the case of a takeover offer (as defined in section 428 of the 1985 Act) in relation to uncertificated shares.

(5) Section 430(5) shall be construed in the case of a takeover offer for uncertificated shares (or such part of a takeover offer as relates to uncertificated shares) as requiring the notice referred to in that subsection to be sent to the Operator and the company.

(6) In addition to sending the notice referred to in section 430(5) of the 1985 Act the offeror shall notify the Operator and the company of the name of the controller which is to hold the entitlements to the shares to which the notice relates ("the offeror's controller").

(7) The receipt of the notices under paragraphs (5) and (6) by the Operator has the same effect as if the Operator had:

- (a) received a notification of a transaction under which the entitlements to the shares to which the notice relates are to be transferred to the offeror's controller; and
- (b) obtained the consent to the transfer of those entitlements from any controller concerned.

(8) Where the offeror's controller is a primary company controller, the company shall send any notice received by it under paragraphs (5) and (6) to such controller and, if it has more than one, to each of its primary company controllers and the receipt of the notice:

- (a) by the company, where the company has more than one such controller, has the same effect as if it had:

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- (i) received a notification of a transaction under which any entitlements to the shares to which the notice relates which are held by another primary company controller are to be transferred to the offeror's controller; and
 - (ii) obtained the consent to the transfer of those entitlements from any controller concerned; and
- (b) by the offeror's controller has the same effect as if it had received an instruction under regulation 33 under which any entitlements to the shares to which the notice relates which are held by it are to be held for the offeror.
- (9) In the case of uncertificated shares, any communication referred to in sections 430(3)(a), 430A(1) or 430A(2) may be made, where the entitlements concerned are held by a commercial controller, by means of the Operator's part of the system instead of in writing.

Relationship of Regulations to 1985 Act

10. In sections 704(5), 706(1), 707(1), 707A(1), 708(1)(a) and (4), 709(1) and (3) of the 1985 Act, references to the Companies Acts shall include these Regulations ("Regulations" here excluding any rules made under regulation 112).

SCHEDULE 9

Regulation 122.

TRANSITIONAL PROVISIONS

Existing resolutions

1.—(1) A special resolution passed by the company prior to the coming into force of these Regulations which authorises the directors of the company to convert securities of the company into uncertificated form, and to issue units of securities in such form, under any Regulations that might be made by the Secretary of State under section 207 of the 1989 Act shall be regarded as an enabling resolution for the purposes of Part IX of these Regulations.

(2) An extraordinary resolution passed by the holders of a security prior to the coming into force of these Regulations which authorises the directors of the company to convert the security into an uncertificated security in accordance with any Regulations that might be made by the Secretary of State under section 207 of the 1989 Act, without the necessity of any further resolution being passed and notwithstanding that the rights and obligations of a holder of a security may be thereby affected, shall be regarded as a relevant resolution for the purposes of regulation 75; provided that no resolution shall be so regarded if, in addition to conversion, it deals with any other business.

Inconsistent provisions of existing instruments

2. Any provision in any instrument constituting the terms of issue of a security which has been executed prior to the Secretary of State giving his consent under regulation 5 which is inconsistent with the terms of these Regulations:

- (a) shall not be construed as preventing the conversion of the security into uncertificated form; and
- (b) where the security is converted into uncertificated form, shall cease to have effect to the extent that it is inconsistent with these Regulations.

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SCHEDULE 10

Regulation 123.

ADAPTATIONS IN RESPECT OF NORTHERN IRELAND

Column 1 Reference to the 1985 Act	Column 2 Provision of these Regulations	Column 3 Reference to the 1986 Order
Section 14	Regulation 84(5), 119(1)	Article 25
Section 18	Regulation 119	Article 29
Section 24	Regulation 61(7)	Article 34
Section 182	Regulation 18(2)	Article 192
Section 183	Regulation 18(2)	Article 193
Section 184	Paragraph 2 of Schedule 7	Article 194
Section 185	Regulation 48(1)	Article 195
Section 186	Regulation 48(2)	Article 196
Section 188	Paragraph 4(1) of Schedule 8	Article 198
Section 190	Paragraph 2 of Schedule 2	Article 199
Section 191	Regulation 91(2); paragraph 2 of Schedule 2	Article 200
Part VI	Regulation 23, paragraph 1(1) of Schedule 8	Part VII
Section 262	Regulation 29(2)	Article 270
Sections 324 to 326, 328 and 346, together with Schedule 13	Regulation 23(1), paragraph 1(1) of Schedule 8	Articles 332 to 334, 336 and 354 together with Schedule 13
Section 346	Regulation 29(2)	Article 354
Section 352	Regulations 2, 9(8), 56, 73(1); paragraph 1(1) of Schedule 2; paragraph 5(2) of Schedule 8	Article 360
Section 353	Regulations 26(1), 26(3)	Article 361
Section 355	Paragraph 4(3) of Schedule 8	Article 363
Section 356	Regulation 26(2), 26(3)	Article 364
Section 357	Regulation 26(3)	Article 365
Section 358	Paragraph 1(3) of Schedule 2	Article 366
Section 359	Regulation 73	Article 367
Section 360	Regulation 67(2)	Article 368
Section 362	Paragraph 5(1) of Schedule 8	Article 370
Section 364A	Paragraph 3 of Schedule 8	Article 372A
Section 380	Regulations 77(2), 89(4)	Article 388
Section 402	Regulation 91(1)	Article 410

Column 1 Reference to the 1985 Act	Column 2 Provision of these Regulations	Column 3 Reference to the 1986 Order
Part XIII A	Paragraph 9 of Schedule 8	Part XIV A
Section 428	Paragraph 9(1) and (4) of Schedule 8	Article 421
Section 429	Paragraph 9(1) of Schedule 8	Article 422
Section 430	Regulation 112, Paragraph 9 of Schedule 8	Article 423
Section 430A	Paragraph 9 of Schedule 8	Article 423A
Section 430B	Regulation 112	Article 423B
Sections 706(1), 707(1), 707A(1), 708(1)(a) and (4), 709(I) and (3)	Paragraph 10 of Schedule 8	Articles 655(1), 656(1), 6561(1), 657(1)(a), 658(1) and (3)
Section 723A	Regulation 26	Article 627A
Section 735	Regulation 2	Article 3
Paragraph 2 of Schedule 14	Paragraph 5 of Schedule 8	Paragraph 2 of Schedule 14