



Guidance note

Access to the register of members: proper purpose test

June 2026



Contents

1. Introduction	3
2. Objective of this guidance	4
3. What the provisions of the Companies Act 2006 say (sections 116 to 119)	5
4. Guidance derived from court cases	7
5. Proper and improper purposes	16
6. UK General Data Protection Regulation ('UK GDPR')	18
7. Further guidance and recommended best practice	18
8. Applying to Court	19
Appendix A: Request for inspection or copy of the register of members	22

Acknowledgement

The Chartered Governance Institute wishes to thank Gareth Sykes, Isobel Hoyle and Caroline Hagg, Herbert Smith Freehills Kramer LLP; James Ferguson and Callum Leeson, Pinsent Masons LLP; and members of the CGI Registrars Group for their assistance in revising this Guidance Note.

Comments, questions and observations

If you have any feedback on the content of this guidance note, or additional questions that you'd like to discuss, please contact the Chartered Governance Institute UK & Ireland: 020 7580 4741| policy@cgi.org.uk

www.cgi.org.uk

© The Chartered Governance Institute UK & Ireland 2026

All rights reserved. No reproduction without permission of The Chartered Governance Institute UK & Ireland.

Published: June 2026

Date of next review: June 2029

The information given in this report is provided in good faith with the intention of furthering the understanding of the subject matter. While we believe the information to be accurate at the time of publication, nothing in this report represents advice by the Institute or any of its staff or members. The Institute and its staff cannot accept any responsibility or liability for any loss or damage occasioned by any person or organisation acting or refraining from action as a result of any views expressed in this guidance. If readers have any specific doubts or concerns about the subject matter, they are advised to seek legal advice based on the circumstances of their own situations.

1. Introduction

Prior to the introduction of the Companies Act 2006 (the 'Act') the register of members was a public register and under section 356 of the Companies Act 1985 the register was open to inspection and copying by any member and any other person.

In recognition of the need to protect shareholders from being contacted for an improper purpose, the Act (from October 2007) made access to a company's register of members (whether an inspection or a request for a copy) subject to a 'proper purpose' test. These provisions are to be found in sections 116 to 119 of Part 8 of the Act – A Company's Members.

In addition, the Act restricts the shareholder data which is required to be filed or confirmed in confirmation statements. The current requirements in relation to shareholder data for confirmation statements (set out in sections 853E to 853G of Part 24 of the Act) are:

For companies whose shares were, at any time during the reporting period, admitted to trading on a relevant market, and where the company is subject to Disclosure Guidance and Transparency Rule 5 ('DTR 5'), no shareholder data is required in confirmation statements.

Companies whose shares were, at any time during the reporting period, admitted to trading on a relevant market or any other market outside the United Kingdom, but where the company is not subject to DTR 5, must supply the name, address and shareholding of any shareholder(s) who hold(s) 5 per cent or more of the shares of any class of the company at the end of the reporting period to which the confirmation statement applies.

Companies whose shares were not, at any time during the reporting period, admitted to trading on a relevant market or any other market outside the United Kingdom, are required to supply shareholder names and holdings (including the date of and number of shares affected by any transfers by shareholders during the reporting period), but no addresses, in respect of all shareholders.

Changes to the Act introduced by the Economic Crime and Corporate Transparency Act 2023 (the 'ECCT Act') require companies to file a one-off full shareholder list with the first confirmation statement they file after the relevant provision of the ECCT Act comes into force¹. Companies whose shares are admitted to trading on the LSE's Main Market or AIM, and which are subject to DTR 5, will only be required to include shareholders holding at least 5% of the issued share capital in their list².

There are also provisions in the Act concerning requests for access to registers of debenture holders (sections 743 to 747 of the Act) and access to the register of interests disclosed (section 793 and sections 808 to 814) and the commentary on proper and improper purposes in this Guidance Note could apply equally to these provisions as there is a similar proper purpose access test and procedure in respect of registers of debenture holders and the proper purpose test is also applicable in respect of access to the register of interests disclosed (however the procedure for refusing access to, or a copy of, an entry on the register of interests is different). There are also requirements in Part 21A of the Act in relation to maintaining a register, and providing details to Companies House, of persons with significant control ('PSCs') over a company, however these provisions are beyond the scope of this Guidance Note.

¹ The start date for the relevant provisions of the ECCT Act is not known at the date of this Guidance Note.

² The ECCT Act also amended the Act such that from 18 November 2025, any company which had previously kept information about their shareholders on the public register maintained at Companies House is required to create and maintain its own share register.

2. Objective of this guidance

What is or is not a 'proper purpose' has not been defined in the Act, or in the Explanatory Notes to it. It is ultimately a matter for the courts to decide. The objective of this Guidance Note is to provide an industry view on, and to provide examples of, what should constitute a proper purpose and what is likely to be an improper purpose. This Guidance Note also includes insights gained from the cases of *Burry & Knight Limited & anr v Martin John Murless Knight* [2014] EWCA Civ 604; *Richard Charles Fox-Davies v Burberry Plc* [2017] EWCA Civ 1129; *Houldsworth Village Management Company Limited v Keith Barton* [2020] EWCA Civ 980; *Sir Henry Royce Memorial Foundation v Mark Gregory Hardy* [2021] EWHC 714 (Ch), *Exeter Golf and Country Club Ltd v Jackson* [2023] EWHC 198 (Ch), *Aviva plc v Litani LLC* [2025] EWHC 3134 (Ch) and *BCNO Limited v Iain Cooke* [2026] EWHC 1263 (Ch). Earlier editions of this Guidance Note were referred to as a reference point in several of those cases.

This Guidance Note provides a starting point for companies and their registrars in their assessment of the purpose specified as part of a request under section 116. **However, it should be noted that what constitutes a proper purpose in any particular case is dependent on the facts and circumstances of that case.**

As noted in paragraph 5 below, although this Guidance Note focuses on the provisions in sections 116 to 119 of the Act, the concept of a proper purpose also applies to requests for access to other registers in the Act and so this Guidance Note will also be of relevance to requests for those registers.

Please note that use by the company of its own register is not caught by section 117 and therefore register analysis, shareholder mailings/offers etc. which are instigated by the company remain a matter for the company. Use by the company of its own register is therefore not covered in this Guidance Note.

3. What the provisions say (sections 116 to 119)

Section 116 – Right to inspect and require copies

The register must be **open to inspection** to a member without charge and to any other person on payment of the prescribed fee. As at the date of this Guidance Note, in accordance with section 1167 of the Act and regulation 2 of the Inspection and Copying of Company Records (Fees) Regulations 2007 (the 'Fee Regulations') the prescribed fee is £3.50 for each hour or part thereof during which the right of inspection is exercised.

Any person (whether or not a member) may **require a copy** of the register, or any part of it, on payment of the prescribed fee. As at the date of this Guidance Note, regulation 3 of the Fee Regulations set the prescribed fee by reference to the number of entries to be copied as follows:

- £1 for each for the first five entries;
- £30 for the next 95 entries, or part thereof;
- £30 for the next 900 entries, or part thereof;
- £30 for the next 99,000 entries or part thereof; and
- £30 for the remainder of the entries in the register or part thereof.

A person seeking to exercise either of these rights must make a request to the company which contains the following information:

- (a) in the case of an individual, his name and address;
- (b) in the case of an organisation, the name and address of an individual responsible for making the request on behalf of the organisation;
- (c) the purpose for which the information is to be used; and
- (d) whether the information will be disclosed to any other person, and if so:
 - (i) where that person is an individual, his name and address,
 - (ii) where that person is an organisation, the name and address of an individual responsible for receiving the information on its behalf, and
 - (iii) the purpose for which the information is to be used by that person.

It should be noted that the rights under section 116 are subject to section 120A which permits the Secretary of State to make regulations in relation to the protection of individual shareholder information (as opposed to corporate shareholder information) and the circumstances in which an application can be made to require a company to refrain from disclosing individual membership information³.

Section 117 – Response to request for inspection or copy

When a company receives a request to inspect its register of members or for a copy of the register, it must assess whether the request complies with the requirements set out in section 116. Where a company receives a request that does comply with these requirements, it must, within five working days of receipt of that request, either comply with it (i.e. allow inspection by the person making the request or provide that person with a copy, as applicable) or apply to the court. A company cannot therefore simply decline a request that complies with section 116 even if the company does not believe that it is for a proper purpose.

³ As at the date of this Guidance Note, no regulations have been made under this power.

However, if the request does not comply with section 116 or the information required by section 116 has not been provided, the request is not valid and the company is not required to comply with the request and does not need to apply to court (see paragraph 4.2 below). Whilst the Act does not set out what steps a company should take where it has determined that the request is not valid, in practice the company should consider whether and how to communicate this to the person making the request. This may help demonstrate that the company has reviewed the request in line with its obligations under the Act and responded reasonably on the basis of the information available to it at the time of the request. A request to inspect the register or for a copy of the register, or part of it, cannot be regarded as lacking all the information required to comply with section 116(4)(d) if it does not include the prescribed fee. It cannot therefore be simply declined. In practice payment may be made after receipt of a request and the company confirming its validity and the amount to be paid.

If a company applies to court as it believes that the request has not been made for a proper purpose, it must notify the person making the request. If the court is satisfied that the inspection, or copy, is not sought for a proper purpose, it will direct the company not to comply with the request. The court may also order that the company's costs be paid, in whole or in part, by the person who made the request. It may also direct that the company does not have to comply with similar requests. If the court does not direct the company not to comply with the request, the company must comply immediately upon the court giving its decision.

Section 118 – Refusal of inspection or default in providing copy

It is an offence to refuse an inspection or to fail to provide a copy of the register without an order of the court and both the company and every officer in default would be liable to a fine and, for continued contravention, a daily default fine. At the date of this Guidance Note, the fine under section 118 is capped at Standard Level 3 (£1000) and 1/10th of Standard Level 3 for a daily default fine (£100) (section 122 Sentencing Act 2020).

Section 119 – Offences in connection with request for disclosure of information

It is an offence for a person knowingly or recklessly to make, in a request under section 116, a statement that is misleading, false or deceptive in a material particular. It is also an offence for a person who has obtained information under section 116 to do anything that results in the information being disclosed to another person, or to fail to do anything with the result that the information is disclosed to another person, if they know, or have reason to suspect that that person may use the information for a purpose that is not a proper purpose.

4. Guidance derived from the court cases

4.1 Background information on court cases

Burry & Knight Limited & anr v Martin John Murless Knight [2014] EWCA Civ 604 ("Burry & Knight")

The case involved two long standing companies whose directors and shareholders came, predominantly, from two families. Dr Knight, the appellant, had been a director from 1987 until 2000. Around the time he ceased to be a director, Dr Knight raised concerns about alleged financial improprieties which he pursued for around two years. In 2002 he asked for a copy of the register of both companies which he did not subsequently pursue. He then let the allegations lie until 2009 when he wrote a long letter to the companies' auditor. There was another three year gap and then in January 2012 he renewed his request for a copy of the companies' registers of members. He alleged that the Chairman had acted dishonestly, stating that he wished to raise his concerns with 'the shareholders, the professional bodies of the company auditors and solicitors, the Charities Commission, the Lord Lieutenant of Hampshire, his MP and other parties likely to be interested.' Dr Knight also sought to raise concerns in relation to the proposed method of valuation for shares as set out in the company's articles.

It was in this very particular context that the request was found to contain an improper purpose in relation to communicating the historic allegations of wrongdoing. The strong feelings expressed, the significant passage of time since the allegations were first made and the companies' efforts over time to investigate the allegations were material in both the High Court and the Court of Appeal coming to the conclusion they did.

The request also contained a proper purpose (the desire to communicate to shareholders concerns in relation to the proposed valuation method for shareholdings) and the High Court dealt with this by way of a *Pelling* order, explained in more detail in paragraph 4.6 below.

Richard Charles Fox-Davies v Burberry Plc [2017] EWCA Civ 1129 ("Burberry")

This case involved a request from a commercial tracing agent. Mr Fox-Davies, the appellant, carried on the business of tracing lost members of companies and, for a fee or commission, reuniting members with their shares. In furtherance of this business, he requested a copy of the register of members from Burberry Plc ('Burberry'). Burberry had already appointed a search company to trace and contact lost members to reunite them with their shares on terms it considered more advantageous to shareholders by allowing the member to claim their shareholding directly from the company without payment of a fee. Mr Fox-Davies did not reveal the full details of his terms to the court but it was clear that he required that traced members accept his services and his terms, which included agreement to pay commission or a fee, before he disclosed the nature and value of their shareholding. Burberry refused to supply a copy of the register to Mr Fox-Davies and applied to the court for a no-access order.

The court discussed whether or not Mr Fox-Davies' purpose was a proper purpose. At first instance, the High Court found the purpose to be against the interests of shareholders and therefore improper. The appeal to the Court of Appeal was dismissed on the basis that the request was invalid because it did not contain all the information about the third parties to whom the information would be disclosed that is required under section 116(4)(d). The Court of Appeal nevertheless went on to consider whether the purpose was proper and decided that it was not. The commentary from each of the three Court of Appeal judges on the nature of the proper purpose test was different, so the points that were made should be treated with caution. The case emphasises the case-by-case nature of the application of the proper purpose test.

Houldsworth Village Management Company Limited v Keith Barton [2020] EWCA Civ 980 ("Houldsworth")

This case involved an individual, Mr Barton, who was a leaseholder of an apartment within a building managed by Houldsworth Village Management Company Limited, a company limited by guarantee ('Houldsworth'). As a leaseholder, Mr Barton was party to a lease between himself, the landlord and Houldsworth, as well as being a member of Houldsworth. Mr Barton requested a copy of the register to contact his fellow members with a view to seeking a general meeting of members and proposing resolutions to remove and replace the existing directors and the managing agent (appointed by Houldsworth).

Houldsworth argued that: (i) whilst removal of the directors was a proper purpose, seeking to remove the managing agent was not; (ii) there was a distinction between the rights of a member as a member of a company and the rights of a leaseholder against the landlord, and Mr Barton's purpose did not relate to his interests as a member of Houldsworth; and (iii) Mr Barton's previous conduct indicated his real purpose was vexatious.

The Court of Appeal rejected the contention that seeking to remove the managing agent was an improper purpose given the fact that the members could pass in general meeting the resolutions Mr Barton sought to propose. The Court of Appeal noted that a member wishing to 'challenge in good faith to the way the company is being run, should normally be regarded as having a proper purpose.'

The Court of Appeal also held that, where a person has a number of rights which afford that person a remedy, the person should generally be able to choose which right to exercise. As such, Mr Barton could choose to exercise his rights as a member, rather than his rights as a leaseholder, to attempt to remove the directors and appoint new managing agents. The case emphasises that the same proper purpose test applies to members and non-members of a company though following the reasoning from both *Burry & Knight* and *Burberry*, members are generally likely to be interested in the proper running of the company.

Houldsworth's claim that Mr Barton's purpose was vexatious was also rejected. Mr Barton's previous litigation with an unrelated third party, as well as long standing disputes in relation to service charges, was not relevant to determining whether the request was for a proper purpose.

Sir Henry Royce Memorial Foundation v Mark Gregory Hardy [2021] EWHC 714 (Ch) ("Sir Henry Royce")

This case concerned an access request made by an individual who was a member of two companies: Sir Henry Royce Memorial Foundation, a company limited by guarantee (the 'Foundation') and the Rolls Royce Enthusiasts Club (the 'Club'). Although the Foundation and the Club had some common members and directors, they were separate and distinct from a legal perspective.

In his capacity as finance director of the Club, Mr Hardy claimed to have discovered serious wrongdoing by various Club directors in relation to its financial affairs. Mr Hardy sought a copy of the register of members of the Foundation to seek their support to requisition a general meeting: (i) for the directors to explain why they had failed to convene an annual general meeting of the Foundation within the time prescribed in the Foundation's articles; (ii) for the directors to produce a copy of the audited accounts for the most recent financial year; and (iii) to remove five individuals as directors of the Foundation on the basis of their conduct in relation to the Club.

Mr Hardy's initial email request did not specify whether or not the information contained in the register would be disclosed to any other person in accordance with section 116(4)(d). He

sent a second email stating that this information had been omitted inadvertently and that he did not intend to disclose the register to any other person.

Following the strict application of the statutory requirements set out in *Burberry*, the High Court held that the request was invalid. The second email, containing the rest of the information prescribed by section 116(4)(d) did not render the first (incomplete) request valid. The High Court also held that based on its wording, the second email was a clarification of an invalid request, rather than a fresh request in its own right and the two emails could not be read together so as to create a single, valid request.

The High Court did note that stating that there was no intention to make the information available to any other person would meet the requirement in section 116(4)(d) rejecting an argument that the application had to state explicitly 'the information will not be disclosed to any other person' in order to be valid.

Although not necessary given that the request was found to be invalid, the High Court also stated that, on its face, calling a special meeting for an explanation to be given as to why the annual general meeting was held late and to receive the audited accounts was a proper purpose. The High Court noted that seeking the removal of directors was, in these circumstances, an improper purpose because the rationale for removal related to allegations of misconduct against the Foundation's directors in their capacity as directors of the Club, whose activities did not directly concern the Foundation.

Exeter Golf and Country Club Ltd v Jackson [2023] EWHC 198 (Ch) ("Exeter Golf")

In this case, the High Court considered an application by the company to resist a shareholder's sixth request to inspect the register and index of members. Mr Jackson, a shareholder dissatisfied with the board's decision to postpone construction of indoor tennis courts, sought the register to canvass support for a general meeting, to establish the shares in issue and their ownership and to investigate alleged breaches of the articles (including excessive shareholdings and director eligibility).

The High Court held that the request was procedurally invalid because it failed to comply with the requirements of section 116(4)(d) as it did not identify by name and address the persons to whom the information might be disclosed nor the purposes for such disclosure. The request stated that the information would not be 'disclosed to any other person (other than my solicitors) unless I discover wrongdoing, in which case I will publicise it widely'. The relevant details of the individuals at the solicitors were not provided, nor were any details provided in relation to the statement in the request that the information going to be publicised widely. Mr Jackson submitted to the court that the information he was referring to in this statement was information in relation to any wrongdoing and his intended use of the information was more limited than indicated in the request. The court noted that the request did not restrict the use of the information in this way and so the request (which also failed to provide the required details of his solicitors to whom he intended to disclose the information) was not valid.

Having held the section 116 request to be invalid, the High Court did not need to decide on the issue of whether the request was for a proper purpose. Nevertheless, the judge set out her views on this point. The judge examined the background to the request to identify what the true purpose of the request was and found that Mr Jackson's underlying aim was to communicate with fellow shareholders with a view to challenging board decisions. The High Court viewed this as being a proper purpose in this case.

Aviva plc v Litani LLC [2025] EWHC 3134 (Ch) ("Aviva")

In this case, the High Court considered whether making a "mini-tender" offer (an offer to retail shareholders owning together less than 5% of the total issued share capital to buy their holdings at a discount before selling them on at market value) constituted a 'proper purpose'.

Post demutualisation, Aviva was left with a large number of small shareholders. Litani, incorporated in Delaware, had requested Aviva's register of members with the stated intention of making an offer to certain of these small shareholders to buy their shares at a 17.5% discount to market value. Aviva also offered a service to shareholders which allowed them to sell their shares at market value for a fee. Aviva argued that the purpose was not proper as the purpose used by Litani would be against the interests of all of Aviva's shareholders, since the vast majority of the Aviva's shares would not receive any offer from Litani; of those shareholders who would receive the offer, many would not accept it; and those who did accept it would be economically disadvantaged by accepting the offer (instead of selling via the platforms made available by Aviva).

Finding for Litani, the High Court found that profit-seeking alone is not an improper purpose and, absent "*something with a flavour of the genuinely exploitative or unscrupulous*", a purpose would not be deemed improper for being part of a commercial activity. *Aviva* clarifies that it is not the role of court to regulate or proscribe commercial activity that is merely "undesirable" nor is it for the court to judge the value of a potential offer to shareholders. While the interests of shareholders can be a relevant factor in deciding on the propriety of a request to access a register of members, the main focus of the assessment should be on the requesting party's purpose. The court also set out that the proper purpose test is not based on the good character and whether the person making the request is a 'proper and reputable person'. These factors are not relevant, unless they impact the identification of the true purposes of the request or on the ability of the person to pursue the purpose set out in the request.

The High Court also found, contrary to *Sir Henry Royce*, that the propriety of a requesting party's purpose ought to be assessed as at the time of the hearing, not as at the time that the request was made. However, the discussion was, as it was in *Sir Henry Royce*, obiter.

BCNO Limited v Iain Cooke [2026] EWHC 1263 (Ch) ("BCNO")

This case involved a claimant charity, BCNO Limited ("BCNO") (incorporated as a company limited by guarantee) which educated osteopaths and naturopaths at two campuses (one in London, the other in Kent) and had provisionally decided to close the London campus. The defendant, Mr Cooke, was not a member of the charity but was the parent of a former student at the London campus. He took an interest in the business of the charity, opposed the decision to close the campus and was seeking to persuade members of the charity, and its trustees, that the campus should not be shut.

As part of these lobbying efforts, Mr Cooke had sent an email to the company secretary of BCNO asking for the register of members covering a particular period of time. The email made no reference to section 116 and, of the information required under section 116(4), only the individual's name was included. BCNO replied by email, referring to Mr Cooke's original email and stating that "*As this email [i.e. Mr Cooke's email] constitutes a request for the register of members which is governed by section 116 of the Companies Act 2006 ('the Act'), in accordance with the requirements of section 117(1) of the Act, we have, today, issued a claim in the Business & Property Courts in Bristol, seeking an order that BCNO Limited need not comply with this request, or any request you make under s116...*". Mr Cooke then replied to this email, stating that he did not believe that his email constituted a request under section 116 and listed the information which his original email would have had to set out in order to be a valid request. In this email, he sought to withdraw formally his request. The charity was

only prepared to accept the withdrawal if Mr Cooke undertook not to make further requests and to pay the charity's costs in making the application to court. Mr Cooke was not prepared to agree on these grounds and so the claim continued to court.

The High Court referred to the decisions of the Court of Appeal in *Burry & Knight* and *Burberry*, noting in particular the decision in the latter in relation to how non-compliance with the requirements of section 116(4) impacts the validity of a request. The court stated that without "a request under section 116", there can be no "application under this section" (ie section 117(3)) and so the case turned on what was meant by "a request under section 116". Following *Burberry*, the court held that as the request did not comply with section 116 (which both parties accepted), the court had no power to make the order sought. The charity submitted that the court nonetheless had the power to find that the purpose behind the invalid request was improper, as a means to "prevent threatened wrong in the future". The court declined to construe section 117 in this way.

The judge stated that "*What Parliament did in 2006 was to restrict the disclosure of company member information, by requiring a certain format of request to be adopted. Outside that format, there was no obligation on the company to comply at all.... The company should simply and safely ignore the request.*"

4.2 Rejection of request for access for lack of information required

The *Burberry* appeal was rejected because the original request did not provide the names and addresses of the persons to whom the information would be disclosed, as required under section 116(4)(d). Similarly, the original request in *Sir Henry Royce* was found to be invalid because it did not include any of the information required under section 116(4)(d). Subsequent correspondence which included the missing information did not remedy the initial invalid request or result in a new valid request. This approach was followed by the High Court in *Exeter Golf* where submissions made by Mr Jackson in the context of the court proceedings to clarify the scope and nature of his request could not remedy the invalidity of the original request, which was also found to be invalid as it failed to provide the required details of his solicitors to whom he intended to disclose the information. In BCNO the court followed the decision of the Court of Appeal in *Burberry* and found that if the request did not comply with the requirements of section 116(4), the jurisdiction under section 117(1)(b) for the company to apply to court never arises and so the court has no power to make an order sought by the company under section 117(3). The court noted that it may be the case that a company was unsure whether a request complied with section 116 and so was unsure whether to challenge the request or not. On the facts of BCNO however this was not the case and so the judge left this question to be decided as and when it arose on the facts.

Together these cases confirm that it is necessary for a request to include **all** the information required, not just **some** of it, and that non-compliance with any single aspect of section 116(4)(d) invalidates the request. If the request clearly does not comply with section 116, the company does not need to apply to court for an order that it does not need to provide the register, because the obligation to allow inspection or provide a copy of the register has not been triggered and so the question of a proper purpose does not arise.

Where an original request is invalid, *Sir Henry Royce* makes it clear that it cannot be remedied or rendered valid by follow-up correspondence or reading two (invalid) requests together; the statutory provisions require a single request containing all prescribed information so that a recipient company is clear as to the timelines within which it must either comply or apply to court. As such, any correspondence after an initial, invalid request should be in the form of a new request and contain all required information (see also section 6 below on recommended best practice and the use of Appendix A to this guide).

4.3 Identifying the purpose

In *Burry & Knight* the Court of Appeal made some helpful comments regarding identifying the purpose. It recognised that the purpose of the request will normally be found in the request itself, but Parliament has not stated that the court is restricted to considering the purpose as stated in that request. In this case the true purpose was ascertained by consideration of all the circumstances of the case.

In *Houldsworth*, previous conduct in relation to other matters (including prior litigation with Houldsworth) was not deemed relevant when establishing the purpose of the request in that case. The claim that the real motive was to cause disruption to the company and harass its members was rejected and the Court of Appeal held that the stated purpose was a proper one.

In *Sir Henry Royce*, although the purposes of the request did not need to be established (as the request was ruled invalid for failure to provide the information required under section 116(4)(d)), the High Court said that evidence produced as to the requesting member's role in other litigation and bankruptcy proceedings (unconnected with either of the companies in that case) did not satisfy the court that, if provided, the register of members might be misused for an improper purpose.

In *Exeter Golf*, although again the purposes of the request did not need to be established, the judge examined the background to the request, including the five previous requests which had been submitted and in some cases complied with (though not in a manner which satisfied Mr Jackson), in order to determine what was the purpose of the sixth request.

As such, although the court is not confined to the words set out in the request when identifying the purpose for which access is sought, the court will only take into account additional evidence which is directly relevant to the specific circumstances of the request and the requesting party's conduct in respect of that request.

4.4 Where there is a combination of proper and improper purposes

If an application is made to inspect or obtain a copy of the register which gives more than one purpose, at least one of which is considered improper, it is **recommended** that the company refuse the whole application and refer the matter to the court.

In *Burry & Knight* two of the purposes for which a copy of the register of members was sought were considered improper, but one was a proper purpose. The High Court held at first instance, and the Court of Appeal agreed, that the proper purpose was not necessarily tainted by being coupled with an improper purpose but held that 'in such cases the court would have to make a no-access provision if any of the purposes was improper.' In *Sir Henry Royce* where there was a similar mix of proper and improper purposes, the High Court agreed with this approach and would have had to make a no-access provision order if the request had been valid.

For an alternative approach where there are multiple purposes, see also section 4.6 below on *Pelling* orders and undertakings.

4.5 Access for the purpose of communication with members

The judgement in *Burry & Knight* commented that a proposed communication with other members must, for it to be a proper purpose, be relevant in some way to the members' interests as members. In that case the communication was considered not to be a proper purpose because it could not confer anything of value on fellow shareholders as its real

purpose was to harass them and to pursue a personal vendetta. In *Exeter Golf*, the High Court opined that seeking to challenge a decision of the board would relate to a member's interests and/or the exercise of their rights. Likewise in *Houldsworth*, a desire to obtain support for the requisitioning of a general meeting was a proper purpose.

However, the case law is clear that a request does not specifically need to be in members' interests to meet the proper purpose test (see also paragraph 4.9 below).

4.6 Conduct in pursuing a proper purpose

Burry & Knight also clarified that a purpose may be improper not only because of the end it seeks to achieve, but also because of the way in which it seeks to achieve that end (see also paragraph 4.9 below).

In that case, the Court of Appeal held that, 'Faced with the problem of multiple purposes – some good, some bad – the companies were not bound to comply with the request, provided they gave undertakings to the court to circulate to shareholders a letter about the [proper] share valuation purpose'. In other words, based on the decision in *Pelling v Family Need Fathers Limited [2002] BCLC 645*, it was open to the court to make an order which enabled a party to communicate with shareholders but at the same time permitted the company to keep the details of the shareholders on the register private. In *Burry & Knight*, the High Court decided, and the Court of Appeal agreed, that direct contact with shareholders would not be allowed, but directed that a letter should be drafted by the appellant's solicitors, approved by the companies' solicitors or the court, and then sent to shareholders by the companies. The High Court also stated that the companies could add their own letter if they wished.

The Court of Appeal added that 'there would be other ways of achieving the same end, such as by the court accepting an undertaking from the person making the request for access as to the purpose for which he would use the information obtained. Any such undertaking would be backed up by the criminal sanction on misuse of that information in section 119.'

It is clear from *Houldsworth* and *Sir Henry Royce* that previous allegedly vexatious behaviour (particularly in other, unrelated contexts – for example, litigation of a similar nature with a third party) will not afford a company sufficient reason to reject a request. In *Houldsworth*, the Court held that the stated purpose was a proper one for the purposes of section 117 and any concerns about past conduct could be dealt with by means of an undertaking to use the information solely for the stated purpose. In *Sir Henry Royce*, the High Court reiterated that any misuse of the information once disclosed could be sanctioned through the criminal offences set out in section 119.

The High Court in *Sir Henry Royce* also indicated that an applicant's future behaviour might also be relevant when considering whether there is a proper purpose. The High Court noted that notwithstanding a valid request having been made, where the court is satisfied on the balance of probabilities that the person making the section 116 request intends to misuse the information received in some way, then there would be an improper purpose, although it would be an undeclared one, and the court would make a no-access order. There are limits to this however – merely suspecting that the person intends to misuse the information is not sufficient, the court needs to be satisfied that the person will do so.

Exeter Golf discussed the use of *Pelling* orders and noted that concerns about how a shareholder might communicate with other shareholders, and whether the information would be kept private between the shareholders were issues which the court could deal with and 'do not in general.....convert what has been held to be a proper purpose into an improper purpose.'

4.7 Onus on the company to establish an improper purpose

The decided cases also make it clear that the onus is on the company to demonstrate that a purpose is improper on the usual civil standard of balance of probabilities. It is not enough for the company to demonstrate that the purpose is *capable* of being, or *may possibly be*, an improper one if the court is not satisfied that it *is* in fact improper.

In *Burberry* this was described as a two-stage process in that a) the purpose must be established by the court as a matter of fact and then b) the court must make an evaluative judgement as to whether it is a proper purpose.

4.8 Presumption in favour of providing access

It is clear there is a strong presumption in favour of providing access to companies' registers. In *Burry & Knight* it was said that the court should exercise its discretion to issue a no-access order 'sparingly and with circumspection' where requests are made by shareholders to communicate with other shareholders. The Court of Appeal also said that it is for shareholders, not the courts, to assess whether a communication is of value to them. It is also not for the court to rule out access on discretionary grounds, such as the company's embarrassment; access is only to be refused where a person is disqualified by his purpose.

In *Houldsworth* the Court of Appeal added that a shareholder who is seeking to communicate with other shareholders in order to make a challenge in good faith to the way the company is being run, should normally be regarded as having a proper purpose. This view was supported by the judge in *Exeter Golf* (albeit that the judge did not need to rule on proper purpose in that case).

Burry & Knight and *Burberry* also make it clear that a company's ability to obtain a no-access order under section 117(3) applies to requests from both members and non-members but there is a strong presumption in favour of shareholder democracy when the request comes from a member.

4.9 The 'proper purpose' test

There is no over-arching test or exhaustive definition that can be applied to the concept of 'proper purpose'. Instead, the test of whether a purpose is proper is an objective one to be made by the court on the basis of the evidence before it and it will depend on the specific facts and circumstances in each case. However, the *Aviva* judgement identified a number of "uncontroversial" principles emerging from the case law, in particular *Burberry* and *Burry & Knight*. These are:

- (i) that the propriety of the requesting party's purpose is to be assessed objectively on the basis of evidence presented to the court;
- (ii) that the words "proper purpose" are to be given their ordinary and natural meaning and interpreted on a case-by-case basis;
- (iii) that it may not be possible to draw a sharp distinction between ends (ie the purpose) and means (ie the manner in which the purpose is to be effected); and
- (iv) that the court may refer to the guidance note issued by the Institute of Chartered Secretaries and Administrators (now the Chartered Governance Institute ('CGI')). The CGI guidance note has been cited by courts in several cases following *Burry & Knight*.

In light of the presumption in favour of providing access, particularly in the context of a request made by a shareholder, the company requires a strong case to prevent access.

In the *Burberry* case, none of the Court of Appeal judges supported the suggestion (and the statement by the judge in *Burry & Knight*) that there is a distinction between a request from a member and a request from a non-member when applying the proper purpose test. There is no such distinction in the Act as far as the concept of proper purpose is concerned. This point was also reiterated by the Court of Appeal in *Houldsworth*. The majority of the Court of Appeal judges in *Burberry* were also of the view that the test as to whether a purpose is proper does not depend on whether it is in the interest of shareholders. Furthermore, they all agreed that the fact that the objective is commercial does not of itself make it improper.

As noted above, there was no consensus from the Court of Appeal judges on the nature of the proper purpose test when *Burberry* was considered on appeal so care needs to be taken when assessing a request in similar circumstances. *Burberry* involved a request for the purpose of carrying out the business of tracing lost members in circumstances where another provider of such services had already been engaged by the company on terms the company considered more beneficial to shareholders. The judges did agree that requests from commercial tracing agents should not *per se* be regarded as being improper. They also all approached the question of deciding whether a purpose is proper by looking not only at the objective for obtaining the information but also the manner of achieving that objective (i.e. in this case the fee arrangements). The reason given by two of the judges as to why the request was not for a proper purpose was because a shareholder had to sign up to the tracing agent's terms and agree to pay its fee before details of the shares were disclosed. The third judge disagreed that this was enough to make it improper and said the assessment should be based on whether or not the fees would be commercially oppressive, which he was not able to tell because the terms of the fees were not disclosed, and therefore he held that there was no proper purpose. Two of the judges thought that the fact that the company had already engaged a tracing agent was relevant, the other did not.

The situation in *Aviva* and the service which Litani wished to offer to certain of the shareholders on the register were similar to *Burberry* but the court determined in *Aviva* that the request was for a proper purpose, fitting in with the finding of the Court of Appeal in *Burberry* that requests from commercial tracing agents are not *per se* improper. The objective for which the register was sought by Litani and the manner in which the offer would be communicated to shareholders by Litani differed to the approach of the tracing agent in *Burberry*, where shareholders had to pay the fee before details of the offer by the tracing agent would be revealed. In comparison, the terms of the offer to the shareholders by Litani would be disclosed before any fee was payable. The judge in *Aviva* noted that, although the objective of the requesting party might be to make a commercial profit, this did not mean that the purpose of the request was not proper, though there are limits to what is commercially acceptable and as well as other limits which are discernible on a case-by-case basis (such as where the purposes is utterly with utility). The decision in *Aviva* reinforces that the concept of proper purpose is interpreted on a case-by-case basis and turns on the specific circumstances of the cases.

4.10 Court direction that the company is not to comply with a similar request

In *Burry & Knight* the Court of Appeal upheld an order under section 117(4) that the company was not to comply with other requests made for a similar purpose, making it clear that the court can couple a no-access order with an order that the company should not comply with other requests for a similar purpose. The decision to make the order was taken based on the facts of the case and the risk of further similar requests for an improper purpose.

5. Proper and improper purposes

There follows a number of examples of purposes which we consider to be proper or improper in respect of requests to inspect, or require a copy of, a register of members. **These lists are not intended to be exhaustive and a company's response to a request will depend on the particular circumstances of the case. One lesson which is clear from the caselaw in this area is that the appropriate response to a request is very fact specific.** Whether or not a purpose is a proper purpose is ultimately a matter for the courts in each case, but some guidance has been provided by *Burry & Knight*, *Burberry*, *Houldsworth*, *Sir Henry Royce*, *Exeter Golf and Aviva* (as summarised below).

Please note that use by the company of its own register is not caught by section 117 and therefore register analysis, shareholder mailings/offers etc which are instigated by the company remain a matter for the company. Use by the company of its own register is therefore not covered in this Guidance Note.

A Examples of proper purposes

- a shareholder, or his attorney under a power of attorney, checking that the shareholder's personal details are accurately recorded on the register;
- shareholders or indirect investors wanting to contact other shareholders about matters relating to the company, their shareholding or a related exercise of rights. Such matters might include: general representations about the activities or management of the company communications in connection with the exercise of member rights under the Act, such as garnering of support for a requisitioned meeting or shareholder resolution, circulating a member's statement relating to a resolution to be put to a shareholder meeting, communications concerning requests for an independent scrutiny of a poll, the publication on the company's website of audit concerns and voting/support for a particular course of action;
- any other persons/bodies wanting to contact shareholders about matters relating to the company, the shareholdings or a related exercise of rights, including general representations about the activities or management of the company and the encouragement of an exercise of member rights under the Act;
- a request from a regulatory or statutory body (e.g. from the FCA, HMRC or the Takeover Panel);
- a request related to takeover offers and private acquisitions, such as a bidder or potential bidder or anyone acting on their behalf requesting access to the target's register prior to a bid being announced;
- persons seeking to make an offer to purchase shares (even if the offer will only be made in relation to a small proportion of the total issued share capital)
- register analysis for the purpose of producing statistical research data, which would be of general public interest, but in which no individual or personal information would be subsequently disclosed;
- checking the shareholdings of a deceased person by the executor (or a solicitor appointed by the executor) for probate purposes;
- checking a register entry by a stockbroker to confirm ownership of shares before processing a transaction relating to the shares;
- a request from a regulated provider of financial services or credit reference agency for the purpose of performing credit or identity checks for the purposes of the Money Laundering Regulations or as an anti-fraud measure on a particular shareholder in connection with the provision of credit services to that shareholder or a company associated with that shareholder;

- creditors or potential creditors checking a shareholding before accepting security over the shares of that member or before advancing credit facilities or other financial accommodation on the security of those shares;
- persons seeking shareholder information with a view to enforcing a judgment whether by charging order, stop order, stop notice, third party debt order or otherwise;
- an administrator, liquidator, receiver, supervisor of a company or individual voluntary arrangement or a trustee in bankruptcy or court appointed receivers seeking to identify title to assets;
- any person (whether or not a member) genuinely investigating some possible corporate impropriety;
- a journalist wanting to investigate in good faith or the ownership of or interests in the company's shares.

B Examples of improper purposes

- any purpose that could be unlawful (e.g. obtaining personal information for the purposes of identity fraud, or purposes that might abuse someone's rights or contravene an organisation's obligations under the UK GDPR);
- any representation or communication to members that the company considers would threaten, harass or intimidate members or would otherwise be an unwarranted misuse of the member's personal information;
- offers relating to securities;
- requests from agencies which specialise in identifying and recovering unclaimed assets for their own commercial gain by then contacting and extracting commission or fees from the beneficiaries, in certain circumstances, for example where the company is not satisfied that such activity is in the interests of shareholders, because it considers that the manner in which the tracing activity is conducted, including the way in which fees are charged, is commercially oppressive (see the comments in paragraphs 4.8 and 4.9 of this Guidance Note);
- making any other communication to members which is not clearly relevant to the members in their capacity as members of the company or to the exercise of their shareholder rights (e.g. commercial mailings or advertisements).

Register of debenture holders (sections 743 to 747) and register of interests disclosed (section 793 and sections 808 to 814)

Please note that, to the extent relevant, the commentary on proper and improper purposes in paragraphs 4 and 5 of this note, could apply equally to requests for access to registers of debenture holders (sections 743 to 747) for which there is a similar proper purpose access test and procedure.

The proper purpose test is also applicable in respect of access to the register of interests disclosed (section 793 and sections 808 to 814). However, the procedure for refusing access to, or a copy of, an entry on the register of interests is slightly different from that under sections 116 to 117 and sections 743 to 747 in that the company may refuse a request if the company is not satisfied that it is made for a proper purpose. It is then up to the person making the request to apply to court.

6 UK General Data Protection Regulation ('UK GDPR')

Companies need to bear in mind, given the nature of the data contained in the register of members, the provisions of the UK GDPR. Every company has a duty to ensure that personal data, which it controls, is processed (including by way of disclosure) fairly and lawfully. This includes satisfying a lawful basis for processing under the UK GDPR. Given that the company is under a legal obligation to disclose the register of members pursuant to section 116, and with no direct legal obligation under the Act to consider the underlying purpose of the request, it should follow that the company is able to satisfy the legal obligation lawful basis under Article 6(1)(c) UK GDPR. However, the reference to a proper purpose contained in section 117 of the Act means that a company (including its registrars) may wish to consider whether the purpose underlying a section 116 request is a proper one (and therefore whether to apply to the court rather than complying with the request) to avoid the risk of a claim by a shareholder that the company had breached its obligations under the UK GDPR.

7 Further guidance and recommended good practice

If an application is made to inspect or obtain a copy of the register where access to an entry in relation to only a single shareholder or limited number of shareholders would suffice, it is **recommended good practice** to limit access to these particular record(s) and not to provide the entire register.

Where a register is provided for analysis for research purposes (rather than in order to contact shareholders), it is **recommended good practice** for the company to impose certain conditions, for instance, that no individual personal information is disclosed to a third party and that shareholders should not be contacted directly. Imposing conditions may also be helpful in other contexts, for example requests from journalists. This might be helpful later if a shareholder sought to say that their data protection rights had been infringed.

We consider that the practice, established prior to the Act coming into force, that shareholder details are provided by companies to certain types of organisation without addresses (as these have no relevance to the enquirer) is acceptable. An example would be the provision of data on significant holdings for the market/trading desks which aim to facilitate liquidity in the market by analysing movements in large shareholdings, without the need for addresses.

In the absence of any evidence that the purpose is not as stated, the company is entitled to rely on the information provided. Where any doubt exists as to whether a purpose is proper, or indeed whether the person requesting the information (whether by way of inspection or a copy of the register) will use it for the purpose specified (which might be a 'proper' purpose), companies should undertake such further enquiries and seek any relevant confirmations/assurances (for example in relation to data protection obligations) as are reasonably possible within the time available. It should be made clear to the person requesting the information that failure to provide adequate responses within the remainder of the five days might trigger an application to court because there is no flexibility under section 117. A careful audit trail of any enquiries made, and any confirmations sought and given, should also be kept.

We understand that there have been cases where a copy of a company register has been provided for a proper purpose and, after being used for that purpose, has then been used again for an improper purpose e.g. for marketing to the shareholder base. The Act does not explicitly cover this situation though, arguably, the offence in section 119 would cover the situation (as asserted by the High Court in *Sir Henry Royce*). The request for inspection or copy of the register of members set out in Appendix A specifically prohibits such action. For

this reason, as well as the comprehensive nature of the application, it is **recommended good practice** that the form shown in Appendix A be completed in respect of any request to inspect or obtain a copy of the register.

If an organisation is using a register for a proper purpose, the organisation should not use the communication with shareholders as an opportunity to promote their own services. It would be reasonable, however, to explain the nature of their organisation in the communication and provide contact details for shareholders.

Note that Appendix A includes a request for telephone and email contact details, as well as name and address. The Act does not require this additional information and a request should not be refused solely on the basis that it is omitted.

In addition, Appendix A includes a request for information about any fees payable. Again, this is not required under the Act, and the company could not refuse the request solely on the basis that it is omitted. The company could argue that it needs the information about fees in order to assess whether the purpose is proper, but a failure to provide the information would not stop the company having to apply to court for an order that the purpose is not proper if all of the information requirements in section 116 have been met. However, any fees payable should be paid by the person making the request before or at the time the copy of the register is provided.

8 Applying to court

In light of the brevity of the five day window within which the register must either be supplied or an application to court must be made, it is clearly advisable for companies and, as the application for a copy of the register is often received by them, the company's registrar, to develop procedures to deal with section 116 requests including internal guidelines, which could be based on this Guidance Note, as to what constitutes a proper purpose so that decisions can be made quickly.

In-house legal and/or external lawyers should be consulted to agree a process that enables the company secretary to undertake any enquiries that are to be made, while ensuring that the five day deadline for a court application can be met. It is clearly advisable that where there is doubt about the purpose and further enquiries are being made, the lawyers are alerted immediately so that preparations can be made in case a court application is required.

In practice, when the request is unusual, or it is not clear that there is a proper purpose, companies or their registrars often in the first instance have a dialogue with the person making the application. The outcome has varied from case to case. In some cases the applicant has been told that the section 116 information has not been provided, as well as that the purpose is being queried, and the applicant has not proceeded further with the request. In others, the applicant has persuaded the company that there is a proper purpose. In cases where the company wishes to initiate a dialogue, it is important to ensure that, if the application does meet all of the section 116 requirements, it is withdrawn during the negotiation process so that the company is not in breach of the law (by virtue of missing the deadline for responding in section 117) if the negotiations break down. If a compliant request is not withdrawn, the company would need to apply to court before the deadline to avoid this situation.

The procedure is governed by part 49 of the Civil Procedure Rules (CPR) and the accompanying Practice Direction 49A (section I). The proceedings will be started by a Part 8 claim form, the form for which is downloadable from the HM Courts & Tribunals Service (<https://www.gov.uk/government/collections/court-and-tribunal-forms>). The claim form should state the matters set out in CPR 8.2. Any written evidence the company intends to rely on

must be filed and served together with the claim form (CPR 8.5). The matters set out in the claim form itself may be relied on as such written evidence, provided that the claim form is verified by a statement of truth (in the form set out in Practice Direction 22). However, where it is necessary to set out some detail as to the relevant events and the reasons for the company not complying with the request, it may be preferable for the evidence to be contained in a separate witness statement (prepared in accordance with Part 32 of the CPR and Practice Direction 57AC), to be filed and served together with the claim form.

The application should be made in the Companies List, within the Business and Property Courts of the High Court of Justice (address: 7 Rolls Buildings, Fetter Lane, London EC4A 1NL), or a Chancery district registry (in Birmingham, Bristol, Cardiff, Manchester, Liverpool, Leeds or Newcastle). For small companies, it may be possible to apply in the local county court, but this will require consideration in each case. An application filed by a company direct (rather than through a legal professional) may be made in hard copy (rather than using the courts' electronic filing system which is mandatory for legal professional users). Where the application is made in hard copy, it must be lodged with the court (together with the prescribed fee) by 4pm on any given day in order for it to be recorded as having been received on that day.

Section 117(2) requires the company to notify the person making the request of the application to court (although the section does not specify any time period for that notification). Practice Direction 49A(5)(3) states that where that Practice Direction requires a party to proceedings to notify another person of an application, such notification must be given by sending to that other person a copy of the claim form "as soon as is reasonably practicable after the claim form has been issued". Although Practice Direction 49A does not include any such express notification requirement in respect of an application to refuse a section 116 request, when read in conjunction with section 117(2), a court is likely to consider that it would be appropriate for the company to send the person making such a request a copy of the claim form (and any accompanying witness statement filed with it) as soon as is reasonably practicable after it has been issued.

For claims proceeding under Part 8, once the claim has been acknowledged the court will generally consider the file and give directions as to how the claim will be dealt with, including fixing a hearing date where it considers this appropriate. In *Burry & Knight* all three members of the Court of Appeal agreed that applications under section 117 should normally be dealt with summarily, although they recognised that in exceptional cases the court may not be able to deal with the application justly on the basis of witness statement evidence alone, but may have to order cross-examination and consider whether a direction for a speedy trial is appropriate. In *Sir Henry Royce* the judge noted that the case had not been dealt with summarily but had been listed for trial a number of months after the request was made. He said that, with the benefit of hindsight, the case had not called for a full trial.

Procedure in Scotland

The procedure in Scotland has not been formally detailed and until the Court Rules are amended or the court provides some other form of guidance, the process is open to the court's interpretation. It would seem likely that a company would apply by way of petition to have the request ruled upon and it is likely that applications under section 117(1)(b) would be made to the Court of Session though it might be possible to have them heard in the Sheriff Courts.

As noted above, on a company's successful application under section 117 to refuse a request for inspection (or copy of the register), the Scottish court's approach is similar to that of the English court and the court can order the company's expenses (as opposed to the company's costs, in England) to be met by the person making an unsuccessful request if it is satisfied that the inspection or copy is not sought for a proper purpose.

It is impossible to predict the length and cost of cases generally because so much depends on the approach taken by the party requesting the inspection/copy of the register. It may be a quick hearing, without much additional evidence. However, if the various grounds put forward by the company are disputed at length, it might become a lengthy and expensive process.

Access to the register of members;
proper purpose test 2026

Appendix A: Request for inspection or copy of the register of members

The Companies Act 2006, Section 116, requires that anyone making a request to inspect the register of members of a company or request a copy of the register must provide certain information.

Please note that under Section 119 (1), it is an offence for a person knowingly or recklessly to make in a request under section 116 a statement that is misleading, false or deceptive in a material particular.

The text of the relevant provisions of the Companies Act 2006 can be found at www.legislation.gov.uk/ukpga/2006/46/contents.

Please complete all four sections of the form (in BLOCK CAPITALS).

Section A: How would you like to view the register? (Please complete section A1 or A2)

A1: Receive a copy of the register

I would like to receive a copy of the register (fee payable) (Please tick or go to A2 below) Any additional fees will be advised to you

Number of entries	Statutory cost	Cumulative cost
1–5	£5	£5
6–100	£30	£35
101–1,000	£30	£65
1,001–100,000	£30	£95
100,001 and above	£30	£125

In what format would you like to receive the copy of the register? (Please tick one)

Paper Format OR Electronic Format

Would you like a full or selective list of shareholders? (Please tick one)

Full list of shareholders OR Selective list of shareholders
(see Note 1 below)

Access to the register of members; proper purpose test 2026

Tick this box ONLY if you require shareholder addresses with the data

Tick this box ONLY if you require details of closed accounts with the data

Tick this box ONLY if you require shareholder names and postcodes ONLY

Note 1: Please state the criteria for your selective list (e.g. alpha range – all shareholders with surname beginning with the letter A) and contact the Registrar for details of the cost. Note that there is no obligation on the Company to present information in a different order, structure or form from that in which it is held.

PLEASE GO TO SECTION B

A2: Inspect the register in person

I would like to inspect the register in person (Please tick)

Are you a member or non-member of the company whose register you want to inspect? (Please tick one)

Member (no fee payable) OR NON-member (fee payable on inspection/prior to release of a copy)

Date and time of Inspection (Please insert the date and the time when you want to inspect the register)

Date (DD/MM/YY): Time:

Select the registrar office responsible for the register you wish to inspect (please tick one):

Computershare Bristol

Equiniti Worthing

MUFG Corporate Markets Leeds

Other – please state:

For the purpose of section 116(1)(b) of the Act (inspection of register and index of members' names) the fee prescribed is £3.50 for each hour or part thereof during which the right of inspection is exercised.

Please note that for security reasons, you will need to bring your passport, driving licence or a similar piece of identification when inspecting the register, should permission be granted for you to do so.

PLEASE GO TO SECTION B

Access to the register of members; proper purpose test 2026

Section B: Your details (Please complete sections as instructed)

Name of the public register you wish to request? (Please complete in space below)

Please complete YOUR details below and if applicable, the name of the COMPANY/
ORGANISATION that you are representing in section B1

Your name (full)

Contact address

Telephone number

Email address

B1 Details of COMPANY/ORGANISATION that you are representing (if applicable)

Company name

Registered No.

Company address

Telephone number

Email address

Company registered under the Data Protection Act? (Please tick one) Yes No
Company regulated by the FCA? (Please tick one) Yes No

Access to the register of members; proper purpose test 2026

Name of the person inspecting the register – if not the person named above

Full name

Please note that for security reasons this person will need to bring their passport, driving licence or a similar piece of identification when inspecting the register, should permission be granted for them to do so.

Will you be disclosing the information requested to a third party (individual or company)? (Please tick one)

Yes (If yes, please go to B2 overleaf) No (If no, go to section C overleaf)

B2 Please provide the following details for all the third party INDIVIDUAL(S) or COMPANY(IES)/ORGANISATION(S) who will or might receive the information

Individual's name

Individual's
address

Telephone number

Email address

Company name

Registered number

Company address

Telephone number

Email address

If more than one INDIVIDUAL/COMPANY/ORGANISATION will or might receive the information, please provide all the above details for each of them on a separate sheet attached to this request.

PLEASE GO TO SECTION C

Access to the register of members; proper purpose test 2026

Section C: Purpose of the information requested

Will the information be used for more than one purpose? (Please tick one)

Yes No

Please state ALL the purpose(s) for which the information requested will be used (e.g. to confirm for probate or sale purposes the number of shares held by a member). If the purpose involves a charge or fee to a member, provide details of the tariff.

Please state ALL the purpose(s) for which a THIRD PARTY INDIVIDUAL or COMPANY will use the information (e.g. to create a mailing listing to promote a new product launch)

Will the information be processed outside the UK? (Please tick

Yes No

If yes, state where

Access to the register of members; proper purpose test 2026

Section D: Signature

I declare that the information that I have given on this form is true and complete.

In signing this form, I acknowledge that under Section 119 (1) of the Companies Act 2006, it is an offence for a person knowingly or recklessly to make in a request under section 116 a statement that is misleading, false or deceptive in a material particular.

I acknowledge that I am responsible for receiving this information on behalf of any organisation named on this form.

I acknowledge the obligation of the Company to ensure that its Register of Members is only inspected or copied for a proper purpose, and I undertake to make a further declaration should the purpose of my inspection or copying and / or the use that will be made of the data that I obtain change.

Signature:

Print full name:

Date:

We will contact you within 5 working days of us receiving this form (and payment if appropriate) to confirm the outcome of your request

Details of fees can be found at
www.legislation.gov.uk/uksi/2007/2612/contents/made

FOR INTERNAL USE ONLY

DATE & TIME REQUEST RECEIVED:	
RELATIONSHIP MANAGER:	
RESPONSE DATE:	REQUEST OUTCOME:

The Chartered Governance Institute is the professional body for governance. We have members in all sectors and are required by our Royal Charter to lead 'effective governance and efficient administration of commerce, industry and public affairs'. With over 130 years' experience, we work with regulators and policy makers to champion high standards of governance and provide qualifications, training and guidance.

The Chartered Governance Institute UK & Ireland
Saffron House
6 –10 Kirby Street
London
EC1N 8TS

www.cgi.org.uk