

User Guidelines

Proposed amendments to the **Companies Act (Forms) Regulations (S.L. 386.01)** (hereinafter referred to as the “**principal regulations**”) through the Companies Act (Forms) (Amendment No.2) Regulations, 2025 (hereinafter referred to as the “**amending regulations**”) which reflect amendments to the Companies Act (Chapter 386 of the Laws of Malta) brought about by the Companies (Amendment) Act, 2025 (Act No. XVIII of 2025).

Purpose

These guidelines refer to amendments which are to be carried out to the principal regulations in terms of the amending regulations. The aims and objectives of these amendments are to reflect the regulatory changes brought about by the Companies (Amendment) Act, 2025 (Act XVIII of 2025), including the introduction of new forms for the simplified dissolution procedure resulting in the introduction of three (3) statutory forms.

Provisions in the amending regulations

- The amending regulations consist of two (2) regulations as follows:
- Regulation 1 stipulates the title of the amending regulations;
- Regulation 2 effectively amends the Schedule to the principal regulations.

The schedule to the principal regulations has been amended as follows:

- **Form A** - This Form has been amended to include a reference to the notification of appointment made by the partnership of the partner, general partner, or limited partner in accordance with article 19(3) or

article 52 of the Companies Act. Additionally, the partnership interest of the appointed partner is now also required to be indicated in the amended Form A.

- **Form A1** - This Form has been amended to give notice in accordance with Article 19(3) or Article 52 of the Companies Act that the partner has ceased to be a partner/general partner/limited partner of the partnership.
- **Form B1** - This Form has been substituted by a new Form B1 to be in line with the requirements of Act XVIII of 2025. This form is a notice of an extraordinary resolution for dissolution in accordance with the simplified dissolution procedure approving the filing of an application in terms of Article 214A(3)(a) of the Companies Act.
- **Form B1(A)** - This Form (previously Form B1) has been renamed to read Form B1(A). The content of this Form has remained unchanged, in that the company is giving notice pursuant to Article 265(1) of the Companies Act that it has passed an extraordinary resolution for its dissolution and winding up and that the director/secretary is confirming that in accordance with Article 268(1) of the Companies Act a declaration has/has not been made by the directors.
- **Form B(3)** - This is a new form which is to be signed by all directors of the company. The Form B(3) is an application for a simplified dissolution procedure for the company to be dissolved and have its name struck off the register, provided that, the directors declare that six (6) months prior to the date of the application, the company has not carried out any changes in its name, or the company has not traded or otherwise carried out business, or the company has not employed employees other than any person who is an officer of the company, or the company does not have any documents or penalties with the Registrar which remain outstanding

as at the date of the application, or none of the Company's shares are pledged.

Furthermore, the directors must declare that the company is not regulated under any other applicable law in Malta; that it has discharged in full any liabilities towards its creditors and/or that such liabilities have been written off by its creditors, with the exception, if applicable, of any outstanding fees to the company's current officers or current corporate service providers and, or any loans payable to any of the company's shareholders.

Further matters covered by the declaration include that, the company:

- has no pending court proceedings in, or outside Malta;
- does not have any assets exceeding five thousand euro (€5,000);
- has not entered into any deeds or contracts in the previous six (6) months, other than with the service providers to the company, and has no outstanding amounts due to any government authority or body.

The directors shall also confirm on the Form that they will keep the details of the beneficial owners and financial records of the company or stipulate the name of the designated person to retain the details of the beneficial owners and financial records of the company.

- **Form B(4)** - This is also a new form that accompanies Form B1 and B(3). It is a confirmation by any of the directors of the company that: (i) a shareholders' resolution has been duly adopted to approve the simplified voluntary dissolution procedure, in accordance with the company's memorandum and articles of association; (ii) all bank accounts have been closed/ the company did not have bank accounts; (iii) an application has been filed online for the de-registration of the company for value added tax purposes in Malta / the company is not registered for value

added tax purposes in Malta; and (iv) the company has no employed person/s, other than any person who is an officer of the company.

- **Form Q** – This Form has been amended to be in line with article 79(2) of the Companies Act (by Act XVIII of 2025). In virtue of this Form, the company is required to inform the Registrar of Companies of a change to the registered address of the company and/or a change to the electronic mail address of the company.

Conclusion

Officers of companies are to be fully aware of the amending regulations. It is advisable that when they are unsure about their obligations, they consult a lawyer, accountant, or auditor. Any required statutory forms will be issued under the respective legislative regulations through a Legal Notice. Failure to make the necessary filings or take the necessary action within the requested time frames will result in penalties being imposed on the company and officers of the company. Penalties can be avoided if the company officers are familiar with the Maltese company law and regulations thereto.

N.B. The User Guidelines contained within this document are solely intended to serve as guidelines and should not be construed as legislation. This document should not be considered as an exhaustive description of the instrument nor a substitute thereof or a legislative supplement to it. The Guidelines do not purport to be an authoritative ruling on the interpretation of the legislation. Please refer to the related legislation for a more comprehensive understanding.

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