

## GOVERNMENT OF ZAMBIA

STATUTORY INSTRUMENT No. 107 of 2022

**The Companies Act**  
(Act No. 10 of 2017)**The Companies (Fees) Regulations, 2022**

IN EXERCISE of the powers contained in sections 374 of the Companies Act, 2017, the following Regulations are made:

- |   |                                   |
|---|-----------------------------------|
| 1. (1) These Regulations may be cited as the Companies (Fees) Regulations, 2022.                      | Title and commencement            |
| (2) These Regulations shall come into operation on 1st January, 2023.                                 |                                   |
| 2. The fees set out in the Schedule are payable in respect of the matters specified in that Schedule. | Fees                              |
| 3. The Companies (Fee) Regulations, 2019, are revoked.  | Revocation of S.I. No. 15 of 2019 |

SCHEDULE  
(Regulation 2)

PRESCRIBED FEES

**A. Companies limited by shares, limited by guarantee and unlimited Companies**

1. Registration of a company limited by shares and unlimited Companies, 2.5% of the nominal capital shall be paid as incorporation fees, except that the total fee for registration (incorporation) fees shall not exceed 8,333,333.33 fee units, but in no case shall the nominal capital be less than

	<i>Fee Units</i>
(a) Private company	50,000
(b) Public company	5,000,000
(c) Bureau de change	250,000
(d) Financial institution	2,500,000
(e) For a Local bank	346,666,666.67
(f) For a Foreign bank	1,733,333,000.33
(g) For an Insurance broker	333,334
(h) For an Insurance company	5,000,000
(i) For a ReInsurance company	25,000,000

2. Company Limited by Guarantee—

(a) registration fee for of a company limited by guarantee	3,166.67
(b) the guaranteed amount of a company limited by guarantee shall not be less than	50,000

3. Registration fee for increase in capital after the first registration of a company shall be 1.5% of the value of the increase in share capital except that the total fee for increase in capital shall not exceed 8,333,333.33 fee units and in no case shall the nominal capital be less than minimum nominal capital prescribed under paragraph one

4. Issuance of certificates

(a) Incorporation	500
(b) Share capital	500

5. Adoption of new Articles of Association by companies incorporated before 1994 (companies with Memorandum of Association) 3,333.33

6. Filing of Articles of Association

(a) on incorporation	Nil
(b) after incorporation	333.33

7. Registration of change of name and issuance of replacement certificate of incorporation 1,333.33

8. Registration of a prospectus 6,666.67

9. Consent to be Director or Secretary 500

10. Declaration of compliance 500

11. Notice of change of Director or Secretary and particulars	666.67
12. Notice of change of registered office	333.34
13. Annual Returns	
(a) Private company	666.67
(b) Public company	3,333.33
(c) Private bank	5,566.67
(d) Public limited bank	8,333.33
(e) Private insurance company	5,566.67
(f) Public insurance company	8,333.33
(g) Other financial institution	
(i) Private	5,566.67
(ii) Public	8,333.33
(h) Fee for late filing of annual return per year	333.34
14. Registration of a charge or acquired property subject to a charge	333.34
15. Registration of particulars of series of debentures where property is charged	333.34
16. Notice of discharge for the release of property from charge	666.67
17. Application for reservation of name	533.33
18. Particulars of variation to a registered charge	666.67
19. Notice of entry into possession of property as mortgagee	666.67
20. Notice of going out of possession of property as mortgagee	666.67
21. Certification of copies of any documents per page	116.67
22. Request for information	300
23. Application for name clearance	300
24. Appeal against rejected name	666.67
25. Application to dispense with the word "limited"	2,500
26. Notice of reduction of share capital	3,000
27. Application for conversion of a company	4,000
28. Application for Registrar to act as representative of deregistered company	13,900
29. Notice of forfeiture or surrender of shares	2,666.67
30. Notice of allotment of shares	666.67
31. Notice to Registrar to be come or cease to be guarantor of a company limited by guarantee and declaration of guarantee	666.67
32. Registration of amended Articles of Association	500
33. Notice of transfer of shares	2,333.33
34. Notice of transmission of shares	666.67
35. Application for duplicate certificate	500
36. Application for company deregistration	1,666.67
37. Application for registration of amalgamation	8,333.34
38. Return on distribution on accumulated profits in reduction of paid up share capital	1,666.67

39. Notice of acquisition of fully paid up shares by company	2,333.33
40. Notice of change of financial year	666.67
41. Declaration to provide financial assistance	666.67
42. Notice to dispense with holding of annual general meeting	1,000
43. Registration of prospectus	6,666.67
44. Return of declaration of beneficial ownership	666.67
45. Notice of changes in particulars in shareholding or beneficial ownership	666.6
46. Maximum administrative penalty per day	333.33
47. Any other lodgement	333.33
<b>B. Foreign Companies</b>	
1. Application for registration as a foreign company	13,900
2. Notice of alteration of registered particulars of a foreign company	2,333.33
3. Request for information	666.67
4. Notice of cessation of business of foreign company	3,333.34
5. Notice of windingup of a foreign company	3,333.34
6. Annual accounts of foreign company	3,333.33
7. Application for name clearance	666.67
8. Application by foreign or nonZambian company to waive or modify provisions of Part X	6,666.67
9. Certification of documents per page	666.67
10. Maximum administrative penalty per day	333.33
11. Any other lodgment	333.33

LUSAKA  
30th December, 2022  
[MCTI.101/21/22]

C. MULENGA,  
*Minister of Commerce,  
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