

SCHEDULE 1

Regulation6

Amendments to the Act

1. The Act is amended in accordance with this Schedule.

Amendment to Part 8 – a company’s members

2. In section 141(2)(b) (subsidiary acting as authorised dealer in securities), for “regulated market” substitute “UK regulated market”(1).

Amendment to Part 9 – exercise of members’ rights

3. In section 146(1) (traded companies: nomination of persons to enjoy information rights), for “regulated market” substitute “UK regulated market or an EU regulated market”(2).

Amendment to Part 10 – a company’s directors

4. In section 164 (particulars of directors to be registered: corporate directors and firms), for paragraph (c) substitute—

“(c) in the case of a limited company that is a UK-registered company, the registered number;”.

Amendment to Part 12 – company secretaries

5. In section 278(1) (particulars of secretaries to be registered: corporate secretaries and firms), for paragraph (c) substitute—

“(c) in the case of a limited company that is a UK-registered company, the registered number;”.

Amendment to Part 13 – resolutions and meetings

6. In section 360C(b) (meaning of “traded company”)(3), for “regulated market in an EEA State” substitute “UK regulated market or an EU regulated market”.

Amendments to Part 14 – control of political donations and expenditure

7. In section 363 (political parties, organisations etc to which Part 14 applies)—

(a) for subsection (1) substitute—

“(1) This Part applies to a political party if it is registered under Part 2 of the Political Parties, Elections and Referendums Act 2000 (c. 41).”;

(b) in subsections (2)(b) and (3), omit “or another member State”.

8. In section 365(1)(b)(ii) (meaning of “political expenditure”), for “a member state” substitute “the United Kingdom”.

(1) A definition of “UK regulated market” was inserted into section 1173(1) of the Companies Act 2006 by the Accounts and Reports (Amendment) (EU Exit) Regulations 2019 (S.I. 2019/xxxx).

(2) A definition of “EU regulated market” was inserted into section 1173(1) of the Companies Act 2006 by the Accounts and Reports (Amendment) (EU Exit) Regulations 2019 (S.I. 2019/xxxx).

(3) Section 360C was inserted by S.I. 2009/1632.

Amendments to Part 17 – a company’s share capital

9. In section 562(3)(a) (communication of pre-emption offers to shareholders), for “an EEA State”, in both places it occurs, substitute “the United Kingdom or an EEA State”.

Amendments to Part 21A – information about people with significant control

10. In section 790B(1)(a) (companies to which Part 21A applies)(**4**), for “regulated market which is situated in an EEA State” substitute “UK regulated market or an EU regulated market”.

11. In section 790C(7)(b) (key terms)(**5**), for the words from “regulated market” to the end substitute “UK regulated market or an EU regulated market,”.

Amendment to Part 23 – distributions

12. In section 832(5)(a) (distributions by investment companies out of accumulated revenue profits)(**6**), for “regulated market” substitute “UK regulated market”.

Amendment to Part 24 – annual confirmation of accuracy of information on register

13. In section 853E(6) (duty to notify trading status of shares)(**7**), in paragraph (b) of the definition of “relevant market”, for “regulated market” substitute “UK regulated market or an EU regulated market”.

Amendment to Part 34 – overseas companies

14. In section 1047 (registered name of overseas company)—

- (a) omit subsection (3);
- (b) in subsection (4)—
 - (i) omit “In any other case,”;
 - (ii) after paragraph (b), insert—
“(ba) section 57 (permitted characters etc);”;
- (c) omit subsection (5);
- (d) in subsection (6) omit “or (5)”.

Amendments to Part 35 – the registrar of companies

15. In section 1068(5) (registrar’s requirements as to form, authentication and manner of delivery), for “as from 1st January 2007 all documents subject to the Directive disclosure requirements” substitute “an enhanced disclosure document”.

16. In section 1077(1) (public notice of receipt of certain documents), for “subject to the Directive disclosure requirements” substitute “an enhanced disclosure document”.

17. In section 1078 (documents subject to Directive disclosure requirements)—

- (a) for the heading substitute “Enhanced disclosure documents”;

(4) Section 790B was inserted by section 81 of, and Schedule 3 to, the Small Business, Enterprise and Employment Act 2015 c. 26 and has been amended by regulation 5(2) of [S.I. 2017/693](#).

(5) Section 790C was inserted by section 81 of, and Schedule 3 to, the Small Business, Enterprise and Employment Act 2015 and subsection (7)(b) was substituted by regulation 6(2) of [S.I. 2017/693](#).

(6) Section 832(5)(a) was substituted by regulation 2(2)(a) of [S.I. 2012/952](#).

(7) Part 24 was substituted by section 92 of the Small Business, Enterprise and Employment Act 2015 and the definition of “relevant market” in section 853E(6) was substituted by paragraph 9(6) of Schedule 4 to [S.I. 2017/701](#).

- (b) in subsection (1)—
 - (i) for the first sentence, substitute “The enhanced disclosure documents are as follows.”;
 - (ii) omit the second sentence;
- (c) in subsection (4)(a), for “subject to the Directive disclosure requirements” substitute “an enhanced disclosure document”.

18. In section 1079(4)(b) (effect of failure to give public notice), for “a document subject to the Directive disclosure requirements” substitute “an enhanced disclosure document”.

19. Omit section 1079A (provision of information for publication on European e-Justice portal)(**8**).

20. In section 1080(3) (the register), for “documents subject to the Directive disclosure requirements (see section 1078) that are delivered to the registrar on or after 1st January 2007” substitute “an enhanced disclosure document (see section 1078) delivered to the registrar.”

21. In section 1086(2) (right to copy of material on the register), for “a document subject to the Directive disclosure requirements” substitute “an enhanced disclosure document”.

22. In section 1089(2) (form of application for inspection or copy), for “As from 1st January 2007, applications in respect of documents subject to the Directive disclosure requirements” substitute “Applications in respect of an enhanced disclosure document”.

23. In section 1090(2) (form and manner in which copies to be provided), for “As from 1st January 2007, copies of documents subject to the Directive disclosure requirements” substitute “Copies of an enhanced disclosure document”.

24. In section 1091(5) (certification of copies as accurate), for “documents that are subject to the Directive disclosure requirements” substitute “an enhanced disclosure document”.

25. In section 1098(1) (public notice of removal of certain material from the register), for “any document subject to the Directive disclosure requirements” substitute “an enhanced disclosure document”.

Amendments to Part 38 – companies: interpretation

26. In section 1173(1) (minor definitions: general), for the definition of “transferable securities”(9) substitute—

““transferable securities” has the meaning given by Article 2.1.24 of Regulation (EU) No. 600/2014 of the European Parliament and of the Council of 15 May 2014 and amending Regulation (EU) No. 648/2012;”(10).

Amendments to Schedule 8 – index of defined expressions

27. Schedule 8 (index of defined expressions) is amended as follows—

- (a) omit the entry for “Directive disclosure requirements”;
- (b) at the appropriate place insert—

“enhanced disclosure documents | section 1078”.

(8) Section 1079A was inserted by article 5 of [S.I. 2014/1557](#).

(9) The definition of transferable securities was inserted by regulation 12(2) of [S.I. 2015/980](#) and amended by paragraph 9(7) (a)(ii) of Schedule 4 to [S.I. 2017/701](#).

(10) The definition of “transferable securities” in Article 2.1.24 was amended by the Markets in Financial Instruments (Amendment) (EU Exit) Regulations 2018 ([S.I. 2018/1403](#)).

Draft Legislation: This is a draft item of legislation. This draft has since been made as a UK Statutory Instrument: *The Companies, Limited Liability Partnerships and Partnerships (Amendment etc.) (EU Exit) Regulations 2019 No. 348*