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DRAFT STATUTORY INSTRUMENTS

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**2019 No.**

**The Companies (Directors' Remuneration Policy and  
Directors' Remuneration Report) Regulations 2019**

**PART 2**

Amendments to the Companies Act 2006

CHAPTER 2

Amendments to Part 15 (accounts and reports)

**Amendment to Chapter 6**

**11.** In the heading to Chapter 6 (quoted companies: directors' remuneration report), after "companies" insert "and traded companies".

**Amendment to section 420**

**12.** In section 420(1) (duty to prepare directors' remuneration report), after "quoted company" insert ", or of a traded company (as defined by section 360C) that is not a quoted company,".

**Amendment to section 426A**

**13.** In section 426A (supplementary material)(1), in subsection (2)(e), after "quoted company" insert "or of a traded company (as defined by section 360C) that is not a quoted company".

**Amendment to heading before section 430**

**14.** In the italic heading before section 430, after "companies" insert "and traded companies".

**Amendments to section 430**

**15.** In section 430 (quoted companies: annual accounts and reports to be made available on website)(2)—

- (a) in the heading, after "companies" insert "and traded companies";
- (b) in subsection (1), after "quoted company" insert "or unquoted traded company";
- (c) in subsection (1)(b), at the beginning insert "subject to subsection (4ZA),";
- (d) in subsection (2A)—
  - (i) after "quoted company" insert "or unquoted traded company";
  - (ii) after "section 422A," insert "or amended as mentioned in section 226B(1)(b) or section 226C(1)(b),";

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(1) Section 426A was inserted by [S.I. 2013/1970](#).

(2) Section 430 was amended by section 81 of the Enterprise and Regulatory Reform Act 2013.

- (iii) after “the revised” insert “or amended”;
- (e) in subsection (2B), after “quoted company” insert “or of an unquoted traded company”;
- (f) after subsection (2B) insert—
  - “(2C) Where the members of a quoted company or of an unquoted traded company have passed a resolution approving the relevant directors’ remuneration policy (within the meaning of section 439A(7))—
    - (a) the company must ensure that the following information is made available on the website on which its remuneration policy is made available as soon as reasonably practicable, and kept available for as long as that information is applicable —
      - (i) the date of the resolution,
      - (ii) the number of votes validly cast,
      - (iii) the proportion of the company’s issued share capital represented by those votes,
      - (iv) the number of votes cast in favour,
      - (v) the number of votes cast against, and
      - (vi) the number of abstentions; and
    - (b) for the purposes of paragraph (a)(iii), the proportion of the issued share capital must be determined by reference to the register of members as at a time (determined by the company) that is not more than 48 hours before the time for the holding of the meeting at which the resolution was passed.”;
- (g) in subsection (3), for “(2B)” substitute “(2C)”;
- (h) in subsection (4)(b), at the beginning insert “subject to subsection (4ZA),”;
- (i) after subsection (4), insert—
  - “(4ZA) The directors’ remuneration report—
    - (a) must be kept available for a period of ten years beginning with the date it is first made available in accordance with this section, and
    - (b) may be kept available for a longer period if it does not contain personal data within the meaning of the Data Protection Act 2018(3) (see section 3(2) of that Act).”;
- (j) in subsection (4A)—
  - (i) omit “and” at the end of paragraph (a);
  - (ii) at the end of paragraph (b) insert “, and”;
  - (iii) after paragraph (b) insert—
    - “(c) in a subsection (2A) case, must be kept available for at least as long as it is applicable.”;
- (k) in subsection (5), after “(as the case may be)” insert “(4ZA) or”;
- (l) after subsection (7) insert—
  - “(8) In this section “unquoted traded company” means a traded company (as defined by section 360C) that is not a quoted company.”

### **Amendments to section 431**

16. In section 431(1) (right of member or debenture holder to copies of accounts and reports: unquoted companies)(4)—

- (a) omit “and” at the end of paragraph (b);
- (b) after paragraph (b), insert—
  - “(ba) the last directors’ remuneration report (if any), and”;
- (c) in paragraph (c), after “strategic report” insert “and on the directors’ remuneration report”.

### **Amendment to section 433**

17. In section 433 (name of signatory to be stated in published copies of accounts and reports)—

- (a) in subsection (2), after “unquoted company” insert “that is not a traded company”;
- (b) in subsection (3), in the opening words, after “company” insert “or of a traded company (as defined by section 360C) that is not a quoted company”.

### **Amendment to Chapter 9**

18. In the heading to Chapter 9 (quoted companies: members’ approval of directors’ remuneration report), after “companies” insert “and traded companies”.

### **Amendments to section 439**

19. In section 439 (quoted companies: members’ approval of directors’ remuneration report)(5)—

- (a) in the heading, after “companies” insert “and traded companies”;
- (b) in subsection (1), for “quoted company” substitute “company to which this section applies”;
- (c) after subsection (1) insert—
  - “(1A) This section applies to—
  - (a) a quoted company, and
  - (b) a traded company (as defined by section 360C) that is not a quoted company.”

### **Amendments to section 439A**

20. In section 439A (quoted companies: members’ approval of directors’ remuneration policy)(6)—

- (a) in the heading, after “companies” insert “and traded companies”;
- (b) in subsection (1)—
  - (i) in the opening words, after “company” insert “or unquoted traded company”, and
  - (ii) in paragraph (a), after “quoted company” insert “or (as the case may be) an unquoted traded company”;
- (c) in subsections (2) and (3), after “quoted company” insert “or unquoted traded company”;
- (d) after subsection (2), insert—

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(4) Section 431(1) was amended by [S.I. 2013/1970](#).

(5) Section 439 was amended by section 79 of the Enterprise and Regulatory Reform Act 2013.

(6) Section 439A was inserted by section 79 of the Enterprise and Regulatory Reform Act 2013.

“(2A) A quoted company or unquoted traded company must give notice of the intention to move at an accounts or other general meeting, as an ordinary resolution, a resolution approving the relevant directors’ remuneration policy if—

- (a) a resolution required to be put to the vote under subsection (1) or (2) or this subsection was not passed at the last accounts or other general meeting of the company, and
- (b) no notice under this section was given in relation to any other general meeting held before the next accounts meeting.”;
- (e) in subsection (4), after “subsection (2)” insert “or (2A)”;
- (f) in subsection (8), after paragraph (b) insert—
  - “(c) “unquoted traded company” means a traded company (as defined by section 360C) that is not a quoted company.”.

#### **Amendments to section 440**

**21.** In section 440(1) (quoted companies: offences in connection with procedure for approval)(7)—

- (a) in the heading, after “companies” insert “and traded companies”;
- (b) in subsection (1), for “or (2)” substitute “, (2) or (2A)”.

#### **Amendments to section 446**

**22.** In section 446 (filing obligations of unquoted companies)(8)—

- (a) in subsection (1)—
  - (i) omit “and” at the end of paragraph (b);
  - (ii) after paragraph (b), insert—
    - “(ba) any directors’ remuneration report, and”;
- (b) in subsection (2), after “directors’ report” insert “, any directors’ remuneration report”;
- (c) in subsection (3), after “directors’ report” insert “, any directors’ remuneration report”.

#### **Amendment to section 471**

**23.** In section 471(2) (meaning of “annual accounts” and related expressions)(9), after paragraph (aa) insert—

- “(ab) the directors’ remuneration report (if any).”.

#### **Amendment to section 474**

**24.** In section 474(1) (minor definitions)(10), in the definition of “traded company”, after “traded company” insert “, unless the context otherwise requires,”.

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(7) Section 440 was amended by section 81 of the Enterprise and Regulatory Reform Act 2013.

(8) Subsections (1) and (2) of section 446 were amended by [S.I. 2009/1581](#) and [2013/1970](#); subsection (3) was amended by [S.I. 2013/1970](#).

(9) Section 471(2) was amended by [S.I. 2013/1970](#).

(10) “traded company” was inserted in section 474(1) by [S.I. 2015/980](#).