
STATUTORY INSTRUMENTS

2009 No. 1632

The Companies (Shareholders' Rights) Regulations 2009

PART 3

AMENDMENTS RELATING TO TRADED COMPANIES

Traded companies: appointment of proxy and termination of proxy's authority

13.—(1) In section 327 of the Companies Act 2006 (notice required of appointment of proxy etc), before subsection (1) insert —

“(A1) In the case of a traded company —

- (a) the appointment of a person as proxy for a member must be notified to the company in writing;
- (b) where such an appointment is made, the company may require reasonable evidence of—
 - (i) the identity of the member and of the proxy,
 - (ii) the member's instructions (if any) as to how the proxy is to vote, and
 - (iii) where the proxy is appointed by a person acting on behalf of the member, authority of that person to make the appointment;

but may not require to be provided with anything else relating to the appointment.

(2) In subsection (1) of that section, for “This section applies to” substitute “The following provisions apply in the case of traded companies and other companies as regards”.

(3) In section 330 of that Act (notice required of termination of proxy's authority) —

(a) before subsection (1) insert—

“(A1) In the case of a traded company the termination of the authority of a person to act as proxy must be notified to the company in writing.”;

(b) in subsection (1) for “This section applies to” substitute “The following provisions apply in the case of traded companies and other companies as regards”.

(4) After section 333 of that Act insert—

“Traded company: duty to provide electronic address for receipt of proxies etc

333A.—(1) A traded company must provide an electronic address for the receipt of any document or information relating to proxies for a general meeting.

(2) The company must provide the address either—

- (a) by giving it when sending out an instrument of proxy for the purposes of the meeting or issuing an invitation to appoint a proxy for those purposes; or
- (b) by ensuring that it is made available, throughout the period beginning with the first date on which notice of the meeting is given and ending with the conclusion of the

meeting, on the website on which the information required by section 311A(1) is made available.

(3) The company is deemed to have agreed that any document or information relating to proxies for the meeting may be sent by electronic means to the address provided (subject to any limitations specified by the company when providing the address).

(4) In this section—

(a) documents relating to proxies include—

(i) the appointment of a proxy for a meeting,

(ii) any document necessary to show the validity of, or otherwise relating to, the appointment of a proxy, and

(iii) notice of the termination of the authority of a proxy;

(b) “electronic address” has the meaning given by section 333(4).”.