

SCHEDULES

SCHEDULE 6

[^{F1}DISCLOSURE OF INFORMATION: EMOLUMENTS AND OTHER BENEFITS OF DIRECTORS AND OTHERS]

F1 1990 NI 5

[^{F1}PART I]

[^{F1}CHAIRMAN'S AND DIRECTORS' EMOLUMENTS, PENSIONS AND COMPENSATION FOR LOSS OF OFFICE]

F1 1990 NI 5

F1 Order repealed (prosp.) by [Companies Act 2006 \(c. 46\), ss. 1284\(2\), 1295, 1300\(2\), Sch. 16](#) and the repeal being partly in force, as to which see individual Articles (with savings (with adaptations) by Companies Act 2006 (Commencement No. 6, Saving and Commencement Nos. 3 and 5 (Amendment)) Order 2008 (S.I. 2008/674), arts. 2(3), {4}, Sch. 2) and subject to amendments (6.4.2008) by [Companies Act 2006 \(Consequential Amendments etc\) Order 2008 \(S.I. 2008/948\), arts. 2\(2\), 3\(1\)\(b\)\(2\), Sch. 1 paras. 135, 147, 148 {Sch. 2 Note 1}](#) (with arts. 6, 11, 12) and subject to amendments (6.4.2008) by [S.R. 2008/133, {regs. 2, 3}](#)

[^{F2}CHAPTER 1]

[^{F2}PROVISIONS APPLYING TO QUOTED AND UNQUOTED COMPANIES]

F2 SR 2005/56

Aggregate amount of directors' emoluments etc.

- 1.—(1) Subject to sub-paragraph (2), the following shall be shown, namely—
- (a) the aggregate amount of emoluments paid to or receivable by directors in respect of qualifying services;
 - (b) the aggregate of the amount of gains made by directors on the exercise of share options;
 - (c) the aggregate of the following, namely—
 - (i) the amount of money paid to or receivable by directors under long term incentive schemes in respect of qualifying services; and
 - (ii) the net value of assets (other than money and share options) received or receivable by directors under such schemes in respect of such services;

Status: Point in time view as at 01/01/2006.

Changes to legislation: There are currently no known outstanding effects for the The Companies (Northern Ireland) Order 1986 (revoked), PART I. (See end of Document for details)

- (d) the aggregate value of any company contributions paid, or treated as paid, to a pension scheme in respect of directors' qualifying services, being contributions by reference to which the rate or amount of any money purchase benefits that may become payable will be calculated; and
- (e) in the case of each of the following, namely—
 - (i) money purchase schemes; and
 - (ii) defined benefit schemes,the number of directors (if any) to whom retirement benefits are accruing under such schemes in respect of qualifying services.

(2) ^{F3}In the case of a company which is not a quoted company and whose equity share capital is not listed on the market known as AIM]

- (a) sub-paragraph (1) shall have effect as if head (b) were omitted and, in head (c)(ii), “assets” did not include shares; and
 - (b) the number of each of the following (if any) shall be shown, namely—
 - (i) the directors who exercised share options; and
 - (ii) the directors in respect of whose qualifying services shares were received or receivable under long term incentive schemes.
- (3) In this paragraph “emoluments” of a director—
- (a) includes salary, fees and bonuses, sums paid by way of expenses allowances (so far as they are chargeable to United Kingdom income tax) and, subject to head (b), the estimated money value of any other benefits received by him otherwise than in cash; but
 - (b) does not include any of the following, namely—
 - (i) the value of any share options granted to him or the amount of any gains made on the exercise of any such options;
 - (ii) any company contributions paid, or treated as paid, in respect of him under any pension scheme or any benefits to which he is entitled under any such scheme; or
 - (iii) any money or other assets paid to or received or receivable by him under any long term incentive scheme.

(4) In this paragraph “long term incentive scheme” means any agreement or arrangement under which money or other assets may become receivable by a director and which includes one or more qualifying conditions with respect to service or performance which cannot be fulfilled within a single financial year; and for this purpose the following shall be disregarded, namely—

- (a) bonuses the amount of which falls to be determined by reference to service or performance within a single financial year;
- (b) compensation for loss of office, payments for breach of contract and other termination payments; and
- (c) retirement benefits.

(5) In this paragraph—

“amount”, in relation to a gain made on the exercise of a share option, means the difference between—

- (a) the market price of the shares on the day on which the option was exercised; and
- (b) the price actually paid for the shares;

“company contributions”, in relation to a pension scheme and a director, means any payments (including insurance premiums) made, or treated as made, to the scheme in respect of the director by a person other than the director;

“defined benefits” means retirement benefits payable under a pension scheme which are not money purchase benefits;

“defined benefit scheme”, in relation to a director, means a pension scheme which is not a money purchase scheme;

Definition rep. by SR 2005/56

“money purchase benefits”, in relation to a director, means retirement benefits payable under a pension scheme the rate or amount of which is calculated by reference to payments made, or treated as made, by the director or by any other person in respect of the director and which are not average salary benefits;

“money purchase scheme”, in relation to a director, means a pension scheme under which all of the benefits that may become payable to or in respect of the director are money purchase benefits;

“net value”, in relation to any assets received or receivable by a director, means value after deducting any money paid or other value given by the director in respect of those assets;

[^{F4}“the official list” has the meaning given in section 103(1) of the Financial Services and Markets Act 2000;]

“qualifying services”, in relation to any person, means his services as a director of the company, and his services while director of the company—

- (a) as director of any of its subsidiary undertakings; or
- (b) otherwise in connection with the management of the affairs of the company or any of its subsidiary undertakings;

[^{F4}“recognised investment exchange” has the same meaning as in the Financial Services and Markets Act 2000;]

“shares” means shares (whether allotted or not) in the company, or any undertaking which is a group undertaking in relation to the company, and includes a share warrant as defined by Article 198(1);

“share option” means a right to acquire shares;

“value”, in relation to shares received or receivable by a director on any day, means the market price of the shares on that day.

(6) For the purposes of this paragraph—

- (a) any information, other than the aggregate amount of gains made by directors on the exercise of share options, shall be treated as shown if it is capable of being readily ascertained from other information which is shown; and
- (b) emoluments paid or receivable or share options granted in respect of a person's accepting office as a director shall be treated as emoluments paid or receivable or share options granted in respect of his services as a director.

(7) Where a pension scheme provides for any benefits that may become payable to or in respect of any director to be whichever are the greater of—

- (a) money purchase benefits as determined by or under the scheme; and
- (b) defined benefits as so determined;

the company may assume for the purposes of this paragraph that those benefits will be money purchase benefits, or defined benefits, according to whichever appears more likely at the end of the financial year.

(8) For the purpose of determining whether a pension scheme is a money purchase or defined benefit scheme, any death in service benefits provided for by the scheme shall be disregarded.

Status: Point in time view as at 01/01/2006.

Changes to legislation: There are currently no known outstanding effects for the The Companies (Northern Ireland) Order 1986 (revoked), PART I. (See end of Document for details)

F3 SR 2005/56
F4 SI 2001/3649

[^{F5}CHAPTER III]

[^{F5}PROVISIONS APPLYING ONLY TO UNQUOTED COMPANIES]

F5 SR 2005/56

Details of highest paid director's emoluments etc.

2.—(1) Where the aggregates shown under paragraph 1(1)(a), (b) and (c) total \geq £200,000 or more, the following shall be shown, namely—

- (a) so much of the total of those aggregates as is attributable to the highest paid director; and
- (b) so much of the aggregate mentioned in paragraph 1(1)(d) as is so attributable.

(2) Where sub-paragraph (1) applies and the highest paid director has performed qualifying services during the financial year by reference to which the rate or amount of any defined benefits that may become payable will be calculated, there shall also be shown—

- (a) the amount at the end of the year of his accrued pension; and
- (b) where applicable, the amount at the end of the year of his accrued lump sum.

(3) Subject to sub-paragraph (4), where sub-paragraph (1) applies in the case of a company which is not a listed company, there shall also be shown—

- (a) whether the highest paid director exercised any share options; and
- (b) whether any shares were received or receivable by that director in respect of qualifying services under a long term incentive scheme.

(4) Where the highest paid director has not been involved in any of the transactions specified in sub-paragraph (3), that fact need not be stated.

(5) In this paragraph—

“accrued pension” and “accrued lump sum”, in relation to any pension scheme and any director, mean respectively the amount of the annual pension, and the amount of the lump sum, which would be payable under the scheme on his attaining normal pension age if—

- (a) he had left the company's services at the end of the financial year;
- (b) there were no increase in the general level of prices in Northern Ireland during the period beginning with the end of that year and ending with his attaining that age;
- (c) no question arose of any commutation of the pension or inverse commutation of the lump sum; and
- (d) any amounts attributable to voluntary contributions paid by the director to the scheme, and any money purchase benefits which would be payable under the scheme, were disregarded;

“the highest paid director” means the director to whom is attributable the greatest part of the total of the aggregates shown under paragraph 1(1)(a), (b) and (c);

“normal pension age”, in relation to any pension scheme and any director, means the age at which the director will first become entitled to receive a full pension on retirement of an amount determined without reduction to take account of its payment before a later age (but disregarding any entitlement to pension upon retirement in the event of illness, incapacity or redundancy).

(6) Sub-paragraphs (4) to (8) of paragraph 1 apply for the purposes of this paragraph as they apply for the purpose of that paragraph.

Excess retirement benefits of directors and past directors

7.—(1) Subject to sub-paragraph (2) there shall be shown the aggregate amount of—

(a) so much of retirement benefits paid to or receivable by directors under pension schemes; and

(b) so much of retirement benefits paid to or receivable by past directors under such schemes, as (in each case) is in excess of the retirement benefits to which they were respectively entitled on the date on which the benefits first became payable or 16th February 1998, whichever is the later.

(2) Amounts paid or receivable under a pension scheme need not be included in the aggregate amount if—

(a) the funding of the scheme was such that the amounts were or, as the case may be, could have been paid without recourse to additional contributions; and

(b) amounts were paid to or receivable by all pensioner members of the scheme on the same basis;

and in this sub-paragraph “pensioner member”, in relation to a pension scheme, means any person who is entitled to the present payment of retirement benefits under the scheme.

(3) In this paragraph—

(a) references to retirement benefits include benefits otherwise than in cash; and

(b) in relation to so much of retirement benefits as consists of a benefit otherwise than in cash, references to their amount are to the estimated money value of the benefit;

and the nature of any such benefit shall also be disclosed.

Compensation to directors for loss of office

8.—(1) There shall be shown the aggregate amount of any compensation to directors or past directors in respect of loss of office.

(2) This amount includes compensation received or receivable by a director or past director for—

(a) loss of office as director of the company, or

(b) loss, while director of the company or on or in connection with his ceasing to be a director of it, of—

(i) any other office in connection with the management of the company's affairs, or

(ii) any office as director or otherwise in connection with the management of the affairs of any subsidiary undertaking of the company;

^{F6} . . .

(3) References to compensation include benefits otherwise than in cash; and in relation to such compensation references to its amount are to the estimated money value of the benefit. The nature of any such compensation shall be disclosed.

^{F6}(4) In this paragraph, references to compensation for loss of office include the following, namely—

(a) compensation in consideration for, or in connection with, a person's retirement from office; and

(b) where such a retirement is occasioned by a breach of the person's contract with the company or with a subsidiary undertaking of the company—

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- (i) payments made by way of damages for the breach; or
- (ii) payments made by way of settlement or compromise of any claim in respect of the breach.

(5) Sub-paragraph (6)(a) of paragraph 1 applies for the purposes of this paragraph as it applies for the purposes of that paragraph.]

F6 SR 1997/545

Sums paid to third parties in respect of directors' services

9.—(1) There shall be shown the aggregate amount of any consideration paid to or receivable by third parties for making available the services of any person—

- (a) as a director of the company, or
- (b) while director of the company—
 - (i) as director of any of its subsidiary undertakings, or
 - (ii) otherwise in connection with the management of the affairs of the company or any of its subsidiary undertakings.

(2) The reference to consideration includes benefits otherwise than in cash; and in relation to such consideration the reference to its amount is to the estimated money value of the benefit. The nature of any such consideration shall be disclosed.

- (3) The reference to third parties is to persons other than—
 - (a) the director himself or a person connected with him or body corporate controlled by him, and
 - (b) the company or any of its subsidiary undertakings.

Supplementary

10.—(1) The following applies with respect to the amounts to be shown under^{F7} this Part].

- (2) The amount in each case includes all relevant sums paid by or receivable from—
 - (a) the company; and
 - (b) the company's subsidiary undertakings; and
 - (c) any other person,

except sums to be accounted for to the company or any of its subsidiary undertakings or, by virtue of Articles 322 and 323 (duty of directors to make disclosure on company takeover; consequence of non-compliance), to past or present members of the company or any of its subsidiaries or any class of those members.

Sub-para. (3) rep. by SR 1997/545

(4) References to amounts paid to or receivable by a person include amounts paid to or receivable by a person connected with him or a body corporate controlled by him (but not so as to require an amount to be counted twice).

F7 SR 1997/545

11.—(1) The amounts to be shown for any financial year under^{F8} this Part] are the sums receivable in respect of that year (whenever paid) or, in the case of sums not receivable in respect of a period, the sums paid during that year.

(2) But where—

- (a) any sums are not shown in a note to the accounts for the relevant financial year on the ground that the person receiving them is liable to account for them as mentioned in paragraph 10(2), but the liability is thereafter wholly or partly released or is not enforced within a period of 2 years; or
- (b) any sums paid by way of expenses allowance are charged to United Kingdom income tax after the end of the relevant financial year,

those sums shall, to the extent to which the liability is released or not enforced or they are charged as mentioned above (as the case may be), be shown in a note to the first accounts in which it is practicable to show them and shall be distinguished from the amounts to be shown apart from this provision.

F8 SR 1997/545

12. Where it is necessary to do so for the purpose of making any distinction required by the preceding paragraphs in an amount to be shown in compliance with this Part, the directors may apportion any payments between the matters in respect of which these have been paid or are receivable in such manner as they think appropriate.

Interpretation

13.—(1) The following applies for the interpretation of this Part.

(2) A reference to a subsidiary undertaking of the company—

- (a) in relation to a person who is or was, while a director of the company, a director also, by virtue of the company's nomination (direct or indirect) of any other undertaking, includes (subject to the following head) that undertaking, whether or not it is or was in fact a subsidiary undertaking of the company, and
- (b) for the purposes of paragraphs 1 to 7^{F9}. . . is to an undertaking which is a subsidiary undertaking at the time the services were rendered, and for the purposes of paragraph 8 to a subsidiary undertaking immediately before the loss of office as director.

^{F9}(3) The following definitions apply—

- (a) “pension scheme” has the meaning assigned to “retirement benefits scheme” by section 611 of the Income and Corporation Taxes Act 1988;
- (b) “retirement benefits” has the meaning assigned to “relevant benefits” by section 612(1) of that Act.]

(4) References in this Part to a person being “connected” with a director, and to a director “controlling” a body corporate, shall be construed in accordance with Article 354.

F9 SR 1997/545

Status: Point in time view as at 01/01/2006.

Changes to legislation: There are currently no known outstanding effects for the The Companies (Northern Ireland) Order 1986 (revoked), PART I. (See end of Document for details)

Supplementary

14. This Part requires information to be given only so far as it is contained in the company's books and papers or the company has the right to obtain it from the persons concerned.

Status:

Point in time view as at 01/01/2006.

Changes to legislation:

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