



Companies Act 2006

2006 CHAPTER 46

PART 28

TAKEOVERS ETC

CHAPTER 4

AMENDMENTS TO PART 7 OF THE COMPANIES ACT 1985

992 Matters to be dealt with in directors' report

- (1) Part 7 of the Companies Act 1985 (c. 6) (accounts and audit) is amended as follows.
- (2) In Schedule 7 (matters to be dealt with in directors' report), after Part 6 insert—

“PART 7

DISCLOSURE REQUIRED BY CERTAIN PUBLICLY-TRADED COMPANIES

- 13 (1) This Part of this Schedule applies to the directors' report for a financial year if the company had securities carrying voting rights admitted to trading on a regulated market at the end of that year.
- (2) The report shall contain detailed information, by reference to the end of that year, on the following matters—
 - (a) the structure of the company's capital, including in particular—
 - (i) the rights and obligations attaching to the shares or, as the case may be, to each class of shares in the company, and
 - (ii) where there are two or more such classes, the percentage of the total share capital represented by each class;

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- (b) any restrictions on the transfer of securities in the company, including in particular—
 - (i) limitations on the holding of securities, and
 - (ii) requirements to obtain the approval of the company, or of other holders of securities in the company, for a transfer of securities;
- (c) in the case of each person with a significant direct or indirect holding of securities in the company, such details as are known to the company of—
 - (i) the identity of the person,
 - (ii) the size of the holding, and
 - (iii) the nature of the holding;
- (d) in the case of each person who holds securities carrying special rights with regard to control of the company—
 - (i) the identity of the person, and
 - (ii) the nature of the rights;
- (e) where—
 - (i) the company has an employees' share scheme, and
 - (ii) shares to which the scheme relates have rights with regard to control of the company that are not exercisable directly by the employees,
 how those rights are exercisable;
- (f) any restrictions on voting rights, including in particular—
 - (i) limitations on voting rights of holders of a given percentage or number of votes,
 - (ii) deadlines for exercising voting rights, and
 - (iii) arrangements by which, with the company's co-operation, financial rights carried by securities are held by a person other than the holder of the securities;
- (g) any agreements between holders of securities that are known to the company and may result in restrictions on the transfer of securities or on voting rights;
- (h) any rules that the company has about—
 - (i) appointment and replacement of directors, or
 - (ii) amendment of the company's articles of association;
- (i) the powers of the company's directors, including in particular any powers in relation to the issuing or buying back by the company of its shares;
- (j) any significant agreements to which the company is a party that take effect, alter or terminate upon a change of control of the company following a takeover bid, and the effects of any such agreements;
- (k) any agreements between the company and its directors or employees providing for compensation for loss of office or employment (whether through resignation, purported redundancy or otherwise) that occurs because of a takeover bid.

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- (3) For the purposes of sub-paragraph (2)(a) a company's capital includes any securities in the company that are not admitted to trading on a regulated market.
- (4) For the purposes of sub-paragraph (2)(c) a person has an indirect holding of securities if—
- (a) they are held on his behalf, or
 - (b) he is able to secure that rights carried by the securities are exercised in accordance with his wishes.
- (5) Sub-paragraph (2)(j) does not apply to an agreement if—
- (a) disclosure of the agreement would be seriously prejudicial to the company, and
 - (b) the company is not under any other obligation to disclose it.
- (6) In this paragraph—
- “securities” means shares or debentures;
 - “takeover bid” has the same meaning as in the Takeovers Directive;
 - “the Takeovers Directive” means Directive [2004/25/EC](#) of the European Parliament and of the Council;
 - “voting rights” means rights to vote at general meetings of the company in question, including rights that arise only in certain circumstances.”.
- (3) In section 234ZZA (requirements of directors' reports), at the end of subsection (4) (contents of Schedule 7) insert— “ Part 7 specifies information to be disclosed by certain publicly-traded companies. ”.
- (4) After that subsection insert—
- “(5) A directors' report shall also contain any necessary explanatory material with regard to information that is required to be included in the report by Part 7 of Schedule 7.”.
- (5) In section 251 (summary financial statements), after subsection (2ZA) insert—
- “(2ZB) A company that sends to an entitled person a summary financial statement instead of a copy of its directors' report shall—
- (a) include in the statement the explanatory material required to be included in the directors' report by section 234ZZA(5), or
 - (b) send that material to the entitled person at the same time as it sends the statement.
- For the purposes of paragraph (b), subsections (2A) to (2E) apply in relation to the material referred to in that paragraph as they apply in relation to a summary financial statement.”.
- (6) The amendments made by this section apply in relation to directors' reports for financial years beginning on or after 20th May 2006.

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Modifications etc. (not altering text)

- C1** S. 992 applied (with modifications) (6.4.2007) by [The Companies Act 2006 \(Commencement No. 2, Consequential Amendments, Transitional Provisions and Savings\) Order 2007 \(S.I. 2007/1093\)](#), **art. 9** (with art. 11(1))

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