
STATUTORY INSTRUMENTS

2002 No. 1986

The Directors' Remuneration Report Regulations 2002

Minor and consequential amendments

10.—(1) The following minor and consequential amendments to the Act shall have effect.

(2) In section 237(2), after “the company’s individual accounts are not in agreement with the accounting records and returns,” insert “or if in the case of a quoted company the auditable part of its directors' remuneration report is not in agreement with the accounting records and returns,”.

(3) In section 238 (1), for “A copy of the company’s annual accounts, together with a copy of the directors' report for that financial year and of the auditors' report on those accounts,” substitute “A copy of each of the documents mentioned in subsection (1A).”

(4) In section 238, after subsection (1), insert—

“(1A) Those documents are—

- (a) the company’s annual accounts for the financial year,
- (b) the directors' report for that financial year,
- (c) (in the case of a quoted company) the directors' remuneration report for that financial year, and
- (d) the auditors' report on those accounts or (in the case of a quoted company) on those accounts and the auditable part of the directors' remuneration report.”

(5) In section 238(4A), for “a company’s annual accounts, of the directors' report and of the auditors' report” substitute “copies of the documents mentioned in subsection (1A).”

(6) In section 239 (1), for the words after “without charge,” substitute “with a copy of—

- (a) the company’s last annual accounts,
- (b) the last directors' report,
- (c) (in the case of a quoted company) the last directors' remuneration report, and
- (d) the auditors' report on those accounts or (in the case of a quoted company) on those accounts and the auditable part of the directors' remuneration report for the financial year for which those accounts are prepared.”

(7) In section 241 (1), for the words after “lay before the company in general meeting” substitute “copies of—

- (a) the company’s annual accounts,
- (b) the directors' report,
- (c) (in the case of a quoted company) the directors' remuneration report, and
- (d) the auditors' report on those accounts or (in the case of a quoted company) on those accounts and the auditable part of the directors' remuneration report.”

(8) In section 242(1), for the words after “deliver to the registrar” substitute “a copy of—

- (a) the company’s annual accounts,
- (b) the directors' report,

- (c) (in the case of a quoted company) the directors' remuneration report, and
- (d) the auditors' report on those accounts or (in the case of a quoted company) on those accounts and the auditable part of the directors' remuneration report.”
- (9) In section 245—
 - (a) in subsection (1), after “directors' report” insert “or directors' remuneration report”; and
 - (b) in subsection (3), insert “or a revised directors' remuneration report” after “a revised directors' report”.
- (10) In section 245B(3)(b) after the words “directors' report” insert “, directors' remuneration report”.
- (11) In section 262(1), after the definition of “qualified” insert—
 - ““quoted company” means a company whose equity share capital—
 - (a) has been included in the official list in accordance with the provisions of Part VI of the Financial Services and Markets Act 2000; or
 - (b) is officially listed in an EEA State; or
 - (c) is admitted to dealing on either the New York Stock Exchange or the exchange known as Nasdaq;
 and in paragraph (a) “the official list” shall have the meaning given it by section 103(1) of the Financial Services and Markets Act 2000;”.
- (12) In section 262A, after the entry for “associated undertaking” insert—

“auditable part (of a directors' remuneration report)	section 235(5)”
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and, after the entry for “qualified” insert—

“quoted company	section 262(1)”.
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- (13) In Schedule 6—
 - (a) after the heading for Part 1 (and before the italic heading for paragraph 1) insert
 - “CHAPTER 1
 - PROVISIONS APPLYING TO QUOTED AND UNQUOTED COMPANIES”;
 - (b) in paragraph 1(2), for “In the case of a company which is not a listed company” substitute “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”;
 - (c) in paragraph 1(5), omit the definition of “listed company”; and
 - (d) after paragraph 1 (and before the italic heading for paragraph 2) insert—
 - “CHAPTER 2
 - PROVISIONS APPLYING ONLY TO UNQUOTED COMPANIES”.
- (14) In Schedule 24 insert—
 - (a) after the entry for section 234A(4),

“234B(3) Non-compliance with requirements as to	Summary	One fifth of the statutory maximum.
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preparation and content of
directors' remuneration report

234B(6) Default in complying with section 234B(5) Summary

One fifth of the statutory maximum.”

(b) after the entry for section 241(2) or 242(2),

“241A(9) Default in complying with the requirements of section 241A(3) and (4)

Summary

One fifth of the statutory maximum.

241A(10) Failure to put resolution to vote of meeting

Summary

One fifth of the statutory maximum.”
