

SCHEDULE 4

TAKEOVERS OF RELEVANT UNLISTED COMPANIES

PART II

Accompanying Material

28.—(1) Subject to sub-paragraph (2), if the consideration or any part of the consideration for the shares or debentures to be acquired is shares in or debentures of an offeror—

- (a) an indication of the nature and particulars of the offeror's business, its financial and trading prospects and its place of incorporation;
- (b) the following information, in respect of any offeror which is a body corporate and in respect of the company, for the period of five years immediately preceding the date on which the invitation or inducement in question was first communicated to recipients of the offer—
 - (i) turnover,
 - (ii) profit on ordinary activities before and after tax,
 - (iii) extraordinary items,
 - (iv) profits and loss, and
 - (v) the rate per cent of any dividends paid, adjusted as appropriate to take account of relevant changes over the period and the total amount absorbed thereby.

(2) In the case of a body corporate—

- (a) which was incorporated during the period of five years immediately preceding the date on which the invitation or inducement in question was first communicated to recipients of the offer; or
- (b) which has, at any time during that period, been exempt from the provisions of [^{F1}Part 15 of the 2006 Act] relating to the audit of accounts by virtue of [^{F2}section 477 or 480] of that Act^{F3}...;

the information described in sub-paragraph (1) with respect to that body corporate need be included only in relation to the period since its incorporation or since it last ceased to be exempt from those provisions of [^{F4}Part 15 of the 2006 Act].

Textual Amendments

- F1** Words in Sch. 4 para. 28(2)(b) substituted (12.5.2011) by The Companies Act 2006 (Consequential Amendments and Transitional Provisions) Order 2011 (S.I. 2011/1265), arts. 1(2), 26(9)(c)(i)(aa)
- F2** Words in Sch. 4 para. 28(2)(b) substituted (12.5.2011) by The Companies Act 2006 (Consequential Amendments and Transitional Provisions) Order 2011 (S.I. 2011/1265), arts. 1(2), 26(9)(c)(i)(bb)
- F3** Words in Sch. 4 para. 28(2)(b) omitted (12.5.2011) by virtue of The Companies Act 2006 (Consequential Amendments and Transitional Provisions) Order 2011 (S.I. 2011/1265), arts. 1(2), 26(9)(c)(i)(cc)
- F4** Words in Sch. 4 para. 28(2) substituted (12.5.2011) by The Companies Act 2006 (Consequential Amendments and Transitional Provisions) Order 2011 (S.I. 2011/1265), arts. 1(2), 26(9)(c)(ii)

Changes to legislation:

There are currently no known outstanding effects for the The Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, Paragraph 28.