

SCHEDULE 4

TAKEOVERS OF RELEVANT UNLISTED COMPANIES

PART III

Additional Material Available for Inspection

41. The memorandum and articles of association of the company.

42. If the offeror is a body corporate, the memorandum and articles of association of the offeror or, if there is no such memorandum and articles, any instrument constituting or defining the constitution of the offeror and, in either case, if the relevant document is not written in English, a certified translation in English.

43. In the case of a company that does not fall within paragraph 45—

- (a) the audited accounts of the company in respect of the last two accounting reference periods for which the laying and delivering of accounts under [^{F1}the 2006 Act] has passed; and
- (b) if accounts have been delivered to the relevant registrar of companies, in respect of a later accounting reference period, a copy of those accounts.

Textual Amendments

F1 Words in Sch. 4 para. 43 substituted (12.5.2011) by The Companies Act 2006 (Consequential Amendments and Transitional Provisions) Order 2011 (S.I. 2011/1265), arts. 1(2), **26(10)(a)**

44. In the case of an offeror which is required to deliver accounts to the registrar of companies and which does not fall within paragraph 45—

- (a) the audited accounts of the offeror in respect of the last two accounting reference periods for which the laying and delivering of accounts under [^{F2}the 2006 Act] has passed; and
- (b) if accounts have been delivered to the relevant registrar of companies in respect of a later accounting reference period, a copy of those accounts.

Textual Amendments

F2 Words in Sch. 4 para. 44 substituted (12.5.2011) by The Companies Act 2006 (Consequential Amendments and Transitional Provisions) Order 2011 (S.I. 2011/1265), arts. 1(2), **26(10)(b)**

45. In the case of a company or an offeror—

- (a) which was incorporated during the period of three 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 [^{F3}Part 15 of the 2006 Act] relating to the audit of accounts by virtue of [^{F4}section 477 or 480] of that Act ^{F5}...;

the information described in whichever is relevant of paragraph 43 or 44 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 [^{F6}Part 15 of the 2006 Act].

Changes to legislation: There are currently no known outstanding effects for the The Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, PART III. (See end of Document for details)

Textual Amendments

- F3** Words in Sch. 4 para. 45(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(10)(c)(i)(aa)**
- F4** Words in Sch. 4 para. 45(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(10)(c)(i)(bb)**
- F5** Words in Sch. 4 para. 45(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(10)(c)(i)(cc)**
- F6** Words in Sch. 4 para. 45 substituted (12.5.2011) by [The Companies Act 2006 \(Consequential Amendments and Transitional Provisions\) Order 2011 \(S.I. 2011/1265\)](#), arts. 1(2), **26(10)(c)(ii)**

46. All existing contracts of service entered into for a period of more than one year between the company and any of its directors and, if the offeror is a body corporate, between the offeror and any of its directors.

47. Any report, letter, valuation or other document any part of which is exhibited or referred to in the information required to be made available by Part II and this Part of this Schedule.

48. If the offer document contains any statement purporting to have been made by an expert, that expert's written consent to the inclusion of that statement.

49. All material contracts (if any) of the company and of the offeror (not, in either case, being contracts which were entered into in the ordinary course of business) which were entered into during the period of two years immediately preceding the date on which the invitation or inducement in question was first communicated to recipients of the offer.

Changes to legislation:

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