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## EXPLANATORY NOTE

*(This note is not part of the Regulations)*

These Regulations continue the implementation of Directive [2003/6/EC](#) of the European Parliament and of the Council of 28 January 2003 on insider dealing and market manipulation<sup>(1)</sup> and Commission Directive [2004/72/EC](#) of 29 April 2004 implementing Directive 2003/6 of the European Parliament and of the Council as regards accepted market practices, the definition of inside information in relation to derivatives on commodities, the drawing up of lists of insiders, the notification of managers' transactions and the notification of suspicious transactions<sup>(2)</sup>.

They replace section 96B(2) of the Financial Services and Markets Act 2000 (FSMA), which defines a person "connected" with a person discharging managerial responsibilities within an issuer in part by reference to section 346 of the Companies Act 1985. The new section 96B(2) and the Schedule 11B to FSMA which is inserted by these Regulations sets out the substance of the provisions now in section 96B of FSMA, section 346 of and Schedule 13 (Part 1) to the 1985 Act in full.

This is being done to ensure that the amendment of section 96B(2) inadvertently made by paragraph 181(2) of Schedule 1 to the Companies Act 2006 (Consequential Amendments, Transitional Provisions and Savings) Order 2009 ([S.I. 2009/1941](#)) will not take effect.

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(1) OJ No L 96, 12.4.2003, p.16.  
(2) OJ No L162, 30.4.2004, p.70.

**Changes to legislation:**

There are outstanding changes not yet made by the legislation.gov.uk editorial team to The Financial Services and Markets Act 2000 (Amendment) Regulations 2009. Any changes that have already been made by the team appear in the content and are referenced with annotations. [View outstanding changes](#)

**Changes and effects yet to be applied to :**

- Regulations power to modify conferred by [2023 c. 29 s. 3 Sch. 1 Pt. 2](#)
- Regulations revoked by [2023 c. 29 Sch. 1 Pt. 2](#)