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STATUTORY INSTRUMENTS

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**2019 No. 970**

**The Companies (Directors' Remuneration Policy and  
Directors' Remuneration Report) Regulations 2019**

**PART 1**

**Introductory**

**Citation and commencement**

**1.—**(1) These Regulations may be cited as the Companies (Directors' Remuneration Policy and Directors' Remuneration Report) Regulations 2019.

(2) These Regulations come into force on 10th June 2019.

**Application, transitional provisions and interpretation**

**2.—**(1) The amendments made by—

- (a) regulations 6 to 10 apply to a quoted company from the first date on or after 10th June 2019 on which a relevant directors' remuneration policy for the company approved under section 439A of the Companies Act 2006 takes effect;
- (b) regulation 15 apply in relation to—
  - (i) a directors' remuneration report or directors' remuneration policy of a quoted company first required to be made available under section 430 of the Companies Act 2006 on or after 10th June 2019;
  - (ii) annual accounts and reports of an unquoted traded company for a financial year of the company beginning on or after 10th June 2019;
- (c) regulation 31 apply in relation to a directors' remuneration report for a financial year of a company beginning on or after 10th June 2019;
- (d) regulation 32 apply in relation to a relevant directors' remuneration policy that was approved under section 439A of the Companies Act 2006 on or after 10th June 2019.

(2) Where a company is an unquoted traded company immediately before the day on which these Regulations come into force and paragraph (4) does not apply—

- (a) section 226D(6) of the Companies Act 2006(1) (as amended by regulation 9) applies as if—
  - (i) in the opening words “the earlier of” were omitted; and
  - (ii) paragraph (a) was omitted;
- (b) section 439A(1)(a) of the Companies Act 2006(2) (as amended by regulation 20) applies to the company as if for “the day on which the company becomes a quoted company or (as

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(1) Section 226D was inserted by section 80 of the Enterprise and Regulatory Reform Act 2013.

(2) Section 439A was inserted by section 79 of the Enterprise and Regulatory Reform Act 2013.

the case may be) an unquoted traded company” there were substituted “1st January 2020 or at an earlier general meeting”.

(3) Paragraph (4) applies if, immediately before the day on which these Regulations come into force, an unquoted traded company has a relevant directors’ remuneration policy in effect which—

- (a) was approved by a resolution passed by the members of the company at an accounts or other general meeting before 10th June 2019, and
- (b) complied with the requirements of the Companies Act 2006 in relation to such policies.

(4) Where this paragraph applies—

- (a) section 439A(1)(a) of the Companies Act 2006 does not apply to the company;
- (b) the notice that was given of the intention to move a resolution to approve the policy is to be treated as having been given under section 439A(1) for the purpose of determining the period within which the next notice under that section must be given;
- (c) regulation 2(1)(a) applies to the company as if it were a quoted company.

(5) In this regulation—

“directors’ remuneration policy”, “quoted company” and “unquoted traded company” have the same meanings as in section 226A(1) of the Companies Act 2006(3);

“directors’ remuneration report” has the same meaning as in section 420 of the Companies Act 2006;

“relevant directors’ remuneration policy” has the same meaning as in section 439A(7) of the Companies Act 2006.

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(3) The definition of “unquoted traded company” is inserted into section 226A(1) by regulation 6 of these Regulations.