

## SCHEDULE

Regulation 14

### Consequential amendments

#### **Companies Act 2006**

1. The Companies Act 2006 is amended as follows.
2. In section 146(4) (nomination of person to receive information rights) for the words “summary financial statement” substitute “strategic report with supplementary material”.
3. In section 423(6) (duty to circulate copies of annual accounts and reports) for the words “summary financial statement” substitute “strategic report with supplementary material”.
4. In section 431(1) (right of member or debenture holder to copies of accounts and reports: unquoted companies)—
  - (a) at the end of paragraph (a) insert—
    - “(aa) the strategic report (if any) for the last financial year;”;
  - (b) in paragraph (c), after “that report” insert “and (where applicable) on the strategic report”.
5. In section 432(1) (right of member or debenture holder to copies of accounts and reports: quoted companies)—
  - (a) at the end of paragraph (b) insert—
    - “(ba) the strategic report (if any) for the last financial year;”;
  - (b) in paragraph (d), before “and on the directors’ report” insert “, on the strategic report (where this is covered by the auditor’s report)”.
6. In section 433 (name of signatory to be stated in published copies of accounts and reports)—
  - (a) in subsection (2)—
    - (i) omit the “and” at the end of paragraph (a), and
    - (ii) after paragraph (a) insert—
      - “(aa) the strategic report, and”;
  - (b) in subsection (3)—
    - (i) omit the “and” at the end of paragraph (b), and
    - (ii) after paragraph (b) insert—
      - “(ba) the strategic report, and”.
7. In section 434 (requirements in connection with publication of statutory accounts) omit subsection (6).
8. In section 435 (requirements in connection with publication of non-statutory accounts) omit subsection (7).
9. In section 445 (filing obligations of medium-sized companies)—
  - (a) in subsection (1) -
    - (i) omit the “and” at the end of paragraph (a), and
    - (ii) after paragraph (a) insert—
      - “(aa) the strategic report, and”;
  - (b) in subsection (2), after “(and on” insert “the strategic report and”;
  - (c) in subsection (5), before “and directors’ report”, insert “, strategic report”.

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- 10.** In section 446(1) (filing obligations of unquoted companies)—
  - (a) in subsection (1), at the end of paragraph (a) insert—

“(aa) the strategic report,”;
  - (b) in subsection (2), before “the directors’ report” insert “the strategic report (where this is covered by the auditor’s report),”; and
  - (c) in subsection (3), before “and directors’ report” insert “, strategic report”.
- 11.** In section 447(2) (filing obligations of quoted companies)—
  - (a) in subsection (1), at the end of paragraph (b) insert—

“(ba) the strategic report,”;
  - (b) in subsection (2), before “the directors’ report” insert “the strategic report (where this is covered by the auditor’s report),”; and
  - (c) in subsection (3), before “and the directors’ report” insert “, the strategic report”.
- 12.** In section 454 (voluntary revision of accounts etc)—
  - (a) in subsection (1) for paragraph (c) substitute—

“(c) a strategic report of the company,”;
  - (b) in subsection (3) for paragraph (c) substitute—

“(c) a revised strategic report of the company.”; and
  - (c) in subsection (4)—
    - (i) in paragraph (a), for “, report or statement” substitute “or report”;
    - (ii) in paragraph (b), for “, report or statement” substitute “or report”;
    - (iii) in the closing words of paragraph (c) for “summary financial statement” substitute “strategic report and supplementary material” and for “has” substitute “have.
- 13.** In section 455 (Secretary of State’s notice in respect of accounts or reports)—
  - (a) in subsection (1) in each of paragraphs (a) and (b) for “or directors’ report” substitute “, strategic report or directors’ report”; and
  - (b) in subsection (5), for “ and revised directors’ reports” substitute “, revised strategic reports and revised directors’ reports”.
- 14.** In section 456 (application to court in respect of defective accounts or reports)—
  - (a) in the closing words of subsection (1) before “or a directors’ report” insert “or a strategic report”;
  - (b) in subsection (3)(b), after “remuneration report,” insert “strategic report and supplementary material or,” and omit “or summary financial statement”;
  - (c) in subsection (4)—
    - (i) before “directors’ report” insert “strategic report or”; and
    - (ii) omit paragraph (b); and
  - (d) in subsection (8), for “and revised directors’ reports” substitute “, revised strategic reports and revised directors’ reports”.
- 15.** In section 457 (other persons authorised to apply to the court), in subsection (1), in each of paragraphs (a) and (b), for “and directors’ reports” substitute “, strategic reports and directors’ reports”.

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(1) Section 446 was amended by [S.I. 2009/1581](#).

(2) Section 447 was amended by [S.I. 2009/1581](#).

16. In section 459 (power of authorised person to require documents, information and explanations), in subsection (1) for “or directors’ report comply” substitute “, strategic report or directors’ report complies”.

17. In section 463 (liability for false or misleading statements in reports), in subsection (1)—

(a) before paragraph (a) insert—

“(za) the strategic report,”;

(b) omit paragraph (c) and the “and” immediately preceding that paragraph.

18. In section 471 (meaning of annual accounts and reports)—

(a) in subsection (2)—

(i) at the end of paragraph (a) insert—

“(aa) the strategic report (if any),” ; and

(ii) in paragraph (c) before “and the directors’ report” insert “, the strategic report (where this is covered by the auditor’s report)” ; and

(b) in subsection (3)—

(i) at the end of paragraph (b) insert—

“(ba) the strategic report (if any),” ; and

(ii) in paragraph (d) before “and on the directors’ report” insert “, on the strategic report (where this is covered by the auditor’s report)”.

19. In section 493 (disclosure of terms of audit appointment), in subsection (2)(c)(ii) before “the directors’ report” insert “the strategic report or”.

20. In section 494 (disclosure of services provided by auditor or associates and related remuneration), in subsection (4)(b) before “the directors’ report” insert “the strategic report or”.

21. In section 496 (auditor’s report on directors’ report)—

(a) in the heading before “directors’ report” insert “strategic report and” ; and

(b) before “the directors’ report” insert “the strategic report (if any) and”.

22. In section 498 (duties of auditor) in subsection (5)(b) after “small companies exemption” insert “from the requirement to prepare a strategic report or”.

23. In section 837(1) (justification of distribution by reference to accounts: requirements where last annual accounts used), omit paragraph (b) and the “or” immediately preceding that paragraph.

24. In section 1049 (accounts and reports: general) in subsection (1)(a) before “and directors’ report” insert “and strategic report”.

25. In section 1050 (accounts and reports: credit or financial institutions) in subsection (3)(a), before “and directors’ report” insert “and strategic report”.

26. In Schedule 8 (definitions) omit the entry for “summary financial statement”.

### **Postal Services Act 2000**

27. In section 77 of the Postal Services Act 2000(3) after subsection (2) insert—

“(2A) A company to which this section applies shall send to the Secretary of State a copy of the report prepared by its directors under section 414A of the Companies Act 2006

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as soon as practicable after the report has been approved and signed under section 414D of that Act.”.

### **Dartford-Thurrock Crossing Act 1988**

**28.** In section 33 of the Dartford-Thurrock Crossing Act 1988(4) in subsection (2) after “relevant” insert “strategic report and”.

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(4) [1988 c. 20](#). Subsection (2) was amended by paragraph 39 of Schedule 10 to the Companies Act 1989 and by paragraph 152 of Schedule 1 to [S.I. 2008/948](#).