



Companies Act 1985

1985 CHAPTER 6

PART VII

ACCOUNTS AND AUDIT

CHAPTER II

EXEMPTIONS, EXCEPTIONS AND SPECIAL PROVISIONS

Listed public companies

251 Provision of summary financial statement to shareholders.

- (1) A public company whose shares [^{F1}or debentures], or any class of whose shares [^{F1}or debentures], are listed need not, in such cases as may be specified by regulations made by the Secretary of State, and provided any conditions so specified are complied with, send copies of the documents referred to in section 238(1) to [^{F2}entitled persons], but may instead send them a summary financial statement.

[^{F3}In this section—

“entitled persons”, in relation to a company, means such of the persons specified in paragraphs (a) to (c) of subsection (1) of section 238 as are or would apart from this section be entitled to be sent copies of those documents relating to the company which are referred to in that subsection;]

[^{F4} “listed” means included in the official list by the competent authority for the purposes of Part 6 of the Financial Services and Markets Act 2000 (official listing); and

^{F4} “the official list” has the meaning given in section 103(1) of that Act.]

- (2) Copies of the documents referred to in section 238(1) shall, however, be sent to [^{F5}any entitled person] who wishes to receive them; and the Secretary of State may by regulations make provision as to the manner in which it is to be ascertained [^{F6}(whether

Status: Point in time view as at 01/08/2002.

Changes to legislation: There are currently no known outstanding effects for the Companies Act 1985, Cross Heading: Listed public companies. (See end of Document for details)

before or after he becomes an entitled person)] whether [^{F5}an entitled person] wishes to receive them.

[^{F7}(2A) References in this section to sending a summary financial statement to an entitled person include references to using electronic communications for sending the statement to such address as may for the time being be notified to the company by that person for that purpose.

^{F7}(2B) For the purposes of this section a summary financial statement is also to be treated as sent to an entitled person where—

- (a) the company and that person have agreed to his having access to summary financial statements on a web site (instead of their being sent to him);
- (b) the statement is a statement to which that agreement applies; and
- (c) that person is notified, in a manner for the time being agreed for the purpose between him and the company, of—
 - (i) the publication of the statement on a web site;
 - (ii) the address of that web site; and
 - (iii) the place on that web site where the statement may be accessed, and how it may be accessed.

^{F7}(2C) For the purposes of this section a statement treated in accordance with subsection (2B) as sent to an entitled person is to be treated as sent to him if, and only if—

- (a) the statement is published on the web site throughout a period beginning at least 21 days before the date of the meeting at which the accounts and directors' report from which the statement is derived are to be laid and ending with the conclusion of that meeting; and
- (b) the notification given for the purposes of paragraph (c) of that subsection is given not less than 21 days before the date of the meeting.

^{F7}(2D) Nothing in subsection (2C) shall invalidate the proceedings of a meeting where—

- (a) any statement that is required to be published as mentioned in paragraph (a) of that subsection is published for a part, but not all, of the period mentioned in that paragraph; and
- (b) the failure to publish that statement throughout that period is wholly attributable to circumstances which it would not be reasonable to have expected the company to prevent or avoid.

^{F7}(2E) A company may, notwithstanding any provision to the contrary in its articles, take advantage of any of subsections (2A) to (2D).]

[^{F8}(3) The summary financial statement—

- (a) shall be derived from the company's annual accounts, the directors' report and (in the case of a quoted company) the directors' remuneration report, and
- (b) shall be in such form and contain such information as may be specified by regulations made by the Secretary of State.]

[^{F9}(4) Every summary financial statement shall—

- (a) state that it is only a summary of information in the company's annual accounts, the directors' report and (in the case of a quoted company) the directors' remuneration report;
- (b) contain a statement by the company's auditors of their opinion as to whether the summary financial statement is consistent with those accounts and those

Status: Point in time view as at 01/08/2002.

Changes to legislation: There are currently no known outstanding effects for the Companies Act 1985, Cross Heading: Listed public companies. (See end of Document for details)

- reports and complies with the requirements of this section and regulations made under it;
- (c) state whether the auditors' report on the annual accounts, or on the annual accounts and the auditable part of the directors' remuneration report, was unqualified or qualified, and if it was qualified set out the report in full together with any further material needed to understand the qualification;
- (d) state whether that auditors' report contained a statement under—
- (i) section 237(2) (accounting records or returns inadequate or accounts or directors' remuneration report not agreeing with records and returns); or
 - (ii) section 237(3) (failure to obtain necessary information and explanations),
- and if so, set out the statement in full.]
- (5) Regulations under this section shall be made by statutory instrument which shall be subject to annulment in pursuance of a resolution of either House of Parliament.
- (6) If default is made in complying with this section or regulations made under it, the company and every officer of it who is in default is guilty of an offence and liable to a fine.
- (7) Section 240 (requirements in connection with publication of accounts) does not apply in relation to the provision to [F10 entitled persons] of a summary financial statement in accordance with this section.

Textual Amendments

- F1** Words in s. 251(1) inserted (4.12.1992) by S.I. 1992/3003, **reg. 3(2)(a)**.
- F2** Words in s. 251(1) substituted (4.12.1992) by S.I. 1992/3003, **reg. 3(2)(b)**.
- F3** Second paragraph of s. 251(1) substituted (4.12.1992) by S.I. 1992/3003, **reg. 3(3)**.
- F4** Definitions of "listed" and "the official list" in s. 251(1) substituted (1.12.2001) for definition of "listed" and preceding word by S.I. 2001/3649, **arts. 1, 15**
- F5** Words in s. 251(2) substituted (4.12.1992) by S.I. 1992/3003, **reg. 3(4)(a)**.
- F6** Words in s. 251(2) inserted (4.12.1992) by S.I. 1992/3003, **reg. 3(4)(b)**.
- F7** S. 251(2A)-(2E) inserted (22.12.2000) by S.I. 2000/3373, **art. 14**
- F8** S. 251(3) substituted (1.8.2002) by The Directors' Remuneration Report Regulations 2002 (S.I. 2002/1986), **reg. 8(2)**
- F9** S. 251(4) substituted (1.8.2002) by The Directors' Remuneration Report Regulations 2002 (S.I. 2002/1986), **reg. 8(3)**
- F10** Words in s. 251(7) substituted (4.12.1992) by S.I. 1992/3003, **reg. 3(5)**.

Modifications etc. (not altering text)

- C1** S. 251 modified by S.I. 1990/355, **art. 7(2)(d)**, Sch. 2 paras. 14(2)(d), **18**
- C2** S. 251 restricted by S.I. 1990/515, **reg. 5**
- C3** S. 251(1)–(4) applied with modifications by S.I. 1990/2570, **regs. 14(1)(2)**, 16(3)
- C4** S. 251(2) amended by S.I. 1990/515, **reg. 6(1)**
- C5** S. 251(6)(7) applied with modifications by S.I. 1990/2570, **regs. 14(1)(2)(6)**, 16(3)

Status:

Point in time view as at 01/08/2002.

Changes to legislation:

There are currently no known outstanding effects for the Companies Act 1985, Cross Heading:
Listed public companies.