

SCHEDULE 7

Regulation 10

MATTERS TO BE DEALT WITH IN DIRECTORS' REPORT

**PART 1**

MATTERS OF A GENERAL NATURE

**Introduction**

1. In addition to the information required by section 416 of the 2006 Act, the directors' report must contain the following information.

[<sup>F1</sup>1A. Where a company has chosen in accordance with section 414C(11) to set out in the company's strategic report information required by this Schedule to be contained in the directors' report it shall state in the directors' report that it has done so and in respect of which information it has done so.]

**Textual Amendments**

**F1** Sch. 7 para. 1A inserted (with effect in accordance with reg. 1(4) of the amending S.I.) by [The Companies Act 2006 \(Strategic Report and Directors' Report\) Regulations 2013 \(S.I. 2013/1970\)](#), regs. 1(2)(3), **7(3)(a)**

**Textual Amendments**

**F1** Sch. 7 para. 1A inserted (with effect in accordance with reg. 1(4) of the amending S.I.) by [The Companies Act 2006 \(Strategic Report and Directors' Report\) Regulations 2013 \(S.I. 2013/1970\)](#), regs. 1(2)(3), **7(3)(a)**

**Asset values**

<sup>F2</sup>2. ....

**Textual Amendments**

**F2** Sch. 7 para. 2 omitted (with effect in accordance with reg. 1(4) of the amending S.I.) by virtue of [The Companies Act 2006 \(Strategic Report and Directors' Report\) Regulations 2013 \(S.I. 2013/1970\)](#), regs. 1(2)(3), **7(3)(b)**

**Political donations and expenditure**

3.—(1) If—

- (a) the company (not being the wholly-owned subsidiary of a company incorporated in the United Kingdom) has in the financial year—
  - (i) made any political donation to any political party or other political organisation,
  - (ii) made any political donation to any independent election candidate, or
  - (iii) incurred any political expenditure, and

**Status:** Point in time view as at 31/12/2020.

**Changes to legislation:** There are currently no known outstanding effects for the *The Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008, SCHEDULE 7*. (See end of Document for details)

(b) the amount of the donation or expenditure, or (as the case may be) the aggregate amount of all donations and expenditure falling within paragraph (a), exceeded £2000, the directors' report for the year must contain the following particulars.

(2) Those particulars are—

(a) as respects donations falling within sub-paragraph (1)(a)(i) or (ii)—

(i) the name of each political party, other political organisation or independent election candidate to whom any such donation has been made, and

(ii) the total amount given to that party, organisation or candidate by way of such donations in the financial year; and

(b) as respects expenditure falling within sub-paragraph (1)(a)(iii), the total amount incurred by way of such expenditure in the financial year.

(3) If—

(a) at the end of the financial year the company has subsidiaries which have, in that year, made any donations or incurred any such expenditure as is mentioned in sub-paragraph (1) (a), and

(b) it is not itself the wholly-owned subsidiary of a company incorporated in the United Kingdom,

the directors' report for the year is not, by virtue of sub-paragraph (1), required to contain the particulars specified in sub-paragraph (2). But, if the total amount of any such donations or expenditure (or both) made or incurred in that year by the company and the subsidiaries between them exceeds £2000, the directors' report for the year must contain those particulars in relation to each body by whom any such donation or expenditure has been made or incurred.

(4) Any expression used in this paragraph which is also used in Part 14 of the 2006 Act (control of political donations and expenditure) has the same meaning as in that Part.

**4.—(1)** If the company (not being the wholly-owned subsidiary of a company incorporated in the United Kingdom) has in the financial year made any contribution to a [<sup>F3</sup>non-UK] political party, the directors' report for the year must contain—

(a) a statement of the amount of the contribution, or

(b) (if it has made two or more such contributions in the year) a statement of the total amount of the contributions.

(2) If—

(a) at the end of the financial year the company has subsidiaries which have, in that year, made any such contributions as are mentioned in sub-paragraph (1), and

(b) it is not itself the wholly-owned subsidiary of a company incorporated in the United Kingdom,

the directors' report for the year is not, by virtue of sub-paragraph (1), required to contain any such statement as is there mentioned, but it must instead contain a statement of the total amount of the contributions made in the year by the company and the subsidiaries between them.

(3) In this paragraph, “contribution”, in relation to an organisation, means—

(a) any gift of money to the organisation (whether made directly or indirectly);

(b) any subscription or other fee paid for affiliation to, or membership of, the organisation; or

(c) any money spent (otherwise than by the organisation or a person acting on its behalf) in paying any expenses incurred directly or indirectly by the organisation.

(4) In this paragraph, “[<sup>F4</sup>non-UK] political party” means any political party which carries on, or proposes to carry on, its activities wholly outside the [<sup>F5</sup>United Kingdom].

**Textual Amendments**

- F3** Word in Sch. 7 para. 4(1) substituted (31.12.2020 with effect in relation to financial years beginning on or after IP completion day) by **The Accounts and Reports (Amendment) (EU Exit) Regulations 2019** (S.I. 2019/145), regs. 1(2)(b), 2, **Sch. 3 para. 5(a)(i)** (with reg. 7) (as amended by S.I. 2020/523, regs. 1(2), 10, 11); 2020 c. 1, Sch. 5 para. 1(1)
- F4** Word in Sch. 7 para. 4(4) substituted (31.12.2020 with effect in relation to financial years beginning on or after IP completion day) by **The Accounts and Reports (Amendment) (EU Exit) Regulations 2019** (S.I. 2019/145), regs. 1(2)(b), 2, **Sch. 3 para. 5(a)(ii)(aa)** (with reg. 7) (as amended by S.I. 2020/523, regs. 1(2), 10, 11); 2020 c. 1, Sch. 5 para. 1(1)
- F5** Words in Sch. 7 para. 4(4) substituted (31.12.2020 with effect in relation to financial years beginning on or after IP completion day) by **The Accounts and Reports (Amendment) (EU Exit) Regulations 2019** (S.I. 2019/145), regs. 1(2)(b), 2, **Sch. 3 para. 5(a)(ii)(bb)** (with reg. 7) (as amended by S.I. 2020/523, regs. 1(2), 10, 11); 2020 c. 1, Sch. 5 para. 1(1)

**Charitable donations**

<sup>F6</sup>5. ....

**Textual Amendments**

- F6** Sch. 7 para. 5 omitted (with effect in accordance with reg. 1(4) of the amending S.I.) by virtue of **The Companies Act 2006 (Strategic Report and Directors' Report) Regulations 2013** (S.I. 2013/1970), regs. 1(2)(3), **7(3)(b)**

**Financial instruments**

6.—(1) In relation to the use of financial instruments by a company, the directors' report must contain an indication of—

- (a) the financial risk management objectives and policies of the company, including the policy for hedging each major type of forecasted transaction for which hedge accounting is used, and
- (b) the exposure of the company to price risk, credit risk, liquidity risk and cash flow risk,

unless such information is not material for the assessment of the assets, liabilities, financial position and profit or loss of the company.

(2) In relation to a group directors' report sub-paragraph (1) has effect as if the references to the company were references to the company and its subsidiary undertakings included in the consolidation.

(3) In sub-paragraph (1) the expressions “hedge accounting”, “price risk”, “credit risk”, “liquidity risk” and “cash flow risk” have the same meaning as they have in [<sup>F7</sup>Directive 2013/34/EU of the European Parliament and of the Council on the annual financial statements, consolidated financial statements and related reports of certain types of undertakings].

**Status:** Point in time view as at 31/12/2020.

**Changes to legislation:** There are currently no known outstanding effects for the *The Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008, SCHEDULE 7*. (See end of Document for details)

### Textual Amendments

- F7** Words in Sch. 7 para. 6(3) substituted (6.2.2019) by [The Accounts and Reports \(Amendment\) \(EU Exit\) Regulations 2019 \(S.I. 2019/145\)](#), reg. 1(2)(a), **Sch. 1 para. 2**

### Miscellaneous

- 7.—(1) The directors' report must contain—
- (a) particulars of any important events affecting the company which have occurred since the end of the financial year,
  - (b) an indication of likely future developments in the business of the company,
  - (c) an indication of the activities (if any) of the company in the field of research and development, and
  - (d) (unless the company is an unlimited company) an indication of the existence of branches (as defined in section 1046(3) of the 2006 Act) of the company outside the United Kingdom.
- (2) In relation to a group directors' report paragraphs (a), (b) and (c) of sub-paragraph (1) have effect as if the references to the company were references to the company and its subsidiary undertakings included in the consolidation.

## PART 2

### DISCLOSURE REQUIRED BY COMPANY ACQUIRING ITS OWN SHARES ETC.

8. This Part of this Schedule applies where shares in a [<sup>F8</sup>public] company—
- (a) are purchased by the company or are acquired by it by forfeiture or surrender in lieu of forfeiture, or in pursuance of any of the following provisions (acquisition of own shares by company limited by shares)—
    - (i) section 143(3) of the Companies Act 1985 <sup>M1</sup>,
    - (ii) Article 153(3) of the Companies (Northern Ireland) Order 1986 <sup>M2</sup>, or
    - (iii) section 659 of the 2006 Act, or
  - (b) are acquired by another person in circumstances where paragraph (c) or (d) of any of the following provisions applies (acquisition by company's nominee, or by another with company financial assistance, the company having a beneficial interest)—
    - (i) section 146(1) of the Companies Act 1985 <sup>M3</sup>,
    - (ii) Article 156(1) of the Companies (Northern Ireland) Order 1986 <sup>M4</sup>, or
    - (iii) section 662(1) of the 2006 Act applies, or
  - (c) are made subject to a lien or other charge taken (whether expressly or otherwise) by the company and permitted by any of the following provisions (exceptions from general rule against a company having a lien or charge on its own shares)—
    - (i) section 150(2) or (4) of the Companies Act 1985 <sup>M5</sup>,
    - (ii) Article 160(2) or (4) of the Companies (Northern Ireland) Order 1986 <sup>M6</sup>, or
    - (iii) section 670(2) or (4) of the 2006 Act.

**Textual Amendments**

- F8** Word in Sch. 7 para. 8 inserted (with effect in accordance with reg. 1(4) of the amending S.I.) by [The Companies Act 2006 \(Strategic Report and Directors' Report\) Regulations 2013 \(S.I. 2013/1970\)](#), regs. 1(2)(3), **7(3)(c)**

**Marginal Citations**

- M1** Section 143 is prospectively repealed by the 2006 Act.  
**M2** Article 153 is prospectively repealed by the 2006 Act.  
**M3** Section 146(1)(aa) was inserted by section 102C(5) of [1986 c.53](#), as inserted by section 1(1) of [1997 c.41](#). Section 146 is prospectively repealed by the 2006 Act.  
**M4** Article 156(1)(aa) was inserted by section 102C(6) of [1986 c.53](#), as inserted by section 1(1) of [1997 c.41](#). Article 156 is prospectively repealed by the 2006 Act.  
**M5** Section 150 is prospectively repealed by the 2006 Act.  
**M6** Article 160 is prospectively repealed by the 2006 Act.

9. The directors' report for a financial year must state—
- (a) the number and nominal value of the shares so purchased, the aggregate amount of the consideration paid by the company for such shares and the reasons for their purchase;
  - (b) the number and nominal value of the shares so acquired by the company, acquired by another person in such circumstances and so charged respectively during the financial year;
  - (c) the maximum number and nominal value of shares which, having been so acquired by the company, acquired by another person in such circumstances or so charged (whether or not during that year) are held at any time by the company or that other person during that year;
  - (d) the number and nominal value of the shares so acquired by the company, acquired by another person in such circumstances or so charged (whether or not during that year) which are disposed of by the company or that other person or cancelled by the company during that year;
  - (e) where the number and nominal value of the shares of any particular description are stated in pursuance of any of the preceding sub-paragraphs, the percentage of the called-up share capital which shares of that description represent;
  - (f) where any of the shares have been so charged the amount of the charge in each case; and
  - (g) where any of the shares have been disposed of by the company or the person who acquired them in such circumstances for money or money's worth the amount or value of the consideration in each case.

## PART 3

### DISCLOSURE CONCERNING EMPLOYMENT ETC. OF DISABLED PERSONS

10.—(1) This Part of this Schedule applies to the directors' report where the average number of persons employed by the company <sup>F9</sup>... during the financial year exceeded 250.

[<sup>F10</sup>(2) The average number of persons employed by the company in the year is determined as follows—

- (a) find for each month in the financial year the number of persons employed under contracts of service by the company in that month (whether throughout the month or not),
- (b) add together the monthly totals, and

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- (c) divide by the number of months in the financial year.]
- (3) The directors' report must in that case contain a statement describing such policy as the company has applied during the financial year—
- (a) for giving full and fair consideration to applications for employment by the company made by disabled persons, having regard to their particular aptitudes and abilities,
  - (b) for continuing the employment of, and for arranging appropriate training for, employees of the company who have become disabled persons during the period when they were employed by the company, and
  - (c) otherwise for the training, career development and promotion of disabled persons employed by the company.
- (4) In this Part—
- (a) “employment” means employment other than employment to work wholly or mainly outside the United Kingdom, and “employed” and “employee” are to be construed accordingly; and
  - (b) “disabled person” means the same as in the Disability Discrimination Act 1995 <sup>M7</sup>.

#### Textual Amendments

- F9** Words in Sch. 7 para. 10(1) omitted (with application in accordance with reg. 1(4) of the amending S.I.) by virtue of [The Companies \(Miscellaneous Reporting\) Regulations 2018 \(S.I. 2018/860\)](#), regs. 1(1), **12(a)**
- F10** Sch. 7 para. 10(2) substituted (with application in accordance with reg. 1(4) of the amending S.I.) by [The Companies \(Miscellaneous Reporting\) Regulations 2018 \(S.I. 2018/860\)](#), regs. 1(1), **12(b)**

#### Marginal Citations

- M7** 1995 c.50.

## [<sup>F11</sup>PART 4

### ENGAGEMENT WITH EMPLOYEES, SUPPLIERS, CUSTOMERS AND OTHERS

#### Textual Amendments

- F11** Sch. 7 Pt. 4 substituted (with application in accordance with reg. 1(4) of the amending S.I.) by [The Companies \(Miscellaneous Reporting\) Regulations 2018 \(S.I. 2018/860\)](#), regs. 1(1), **13**

#### Engagement with employees

- 11.—(1)** Unless the company is exempted under paragraph 11A, the directors' report for a financial year must contain a statement—
- (a) describing the action that has been taken during the financial year to introduce, maintain or develop arrangements aimed at—
    - (i) providing employees systematically with information on matters of concern to them as employees,

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- (ii) consulting employees or their representatives on a regular basis so that the views of employees can be taken into account in making decisions which are likely to affect their interests,
  - (iii) encouraging the involvement of employees in the company's performance through an employees' share scheme or by some other means, and
  - (iv) achieving a common awareness on the part of all employees of the financial and economic factors affecting the performance of the company, and
- (b) summarising—
- (i) how the directors have engaged with employees, and
  - (ii) how the directors have had regard to employee interests, and the effect of that regard, including on the principal decisions taken by the company during the financial year.

(2) Nothing in sub-paragraph (1)(b) requires the disclosure of information about impending developments or matters in the course of negotiation if the disclosure would, in the opinion of the directors, be seriously prejudicial to the interests of the company.

(3) In sub-paragraph (1) "employee" does not include a person employed to work wholly or mainly outside the United Kingdom.

**11A.—**(1) A company is exempted under this paragraph—

- (a) in relation to its first financial year if the qualifying condition is met in that year;
- (b) in relation to a subsequent financial year—
  - (i) if the qualifying condition is met in that year and was also met in relation to the preceding financial year;
  - (ii) if—
    - (aa) the qualifying condition is met in that year, and
    - (bb) the company was exempted in relation to the preceding financial year, or
  - (iii) if—
    - (aa) the qualifying condition was met in the preceding financial year, and
    - (bb) the company was exempted in relation to the preceding financial year.

(2) The qualifying condition is met by a company in a year in which the average number of persons employed by the company during the financial year is not more than 250.

(3) The average number of persons employed by the company in the year is determined as follows—

- (a) find for each month in the financial year the number of persons employed under contracts of service by the company in that month (whether throughout the month or not),
- (b) add together the monthly totals, and
- (c) divide by the number of months in the financial year.

(4) Where the company is a parent company the average number of persons employed by the company refers to the number within the group.

(5) In this paragraph no regard is to be had to a person employed to work wholly or mainly outside the United Kingdom.

**Status:** Point in time view as at 31/12/2020.

**Changes to legislation:** There are currently no known outstanding effects for the *The Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008, SCHEDULE 7.* (See end of Document for details)

**Engagement with suppliers, customers and others in a business relationship with the company**

**11B.—**(1) Unless the company is exempted under paragraph 11C, the directors’ report for the financial year must contain a statement summarising how the directors have had regard to the need to foster the company’s business relationships with suppliers, customers and others, and the effect of that regard, including on the principal decisions taken by the company during the financial year.

(2) Nothing in sub-paragraph (1) requires the disclosure of information about impending developments or matters in the course of negotiation if the disclosure would, in the opinion of the directors, be seriously prejudicial to the interests of the company.

**11C.—**(1) A company is exempted under this paragraph—

- (a) in relation to its first financial year if the qualifying conditions are met in that year;
- (b) in relation to a subsequent financial year—
  - (i) if the qualifying conditions are met in that year and were also met in relation to the preceding financial year;
  - (ii) if—
    - (aa) the qualifying conditions are met in that year, and
    - (bb) the company was exempted in relation to the preceding financial year, or
  - (iii) if—
    - (aa) the qualifying conditions were met in the preceding financial year, and
    - (bb) the company was exempted in relation to the preceding financial year.

(2) The qualifying conditions are met by a company in a year in which it satisfies two or more of the following requirements—

1	Turnover	not more than £36 million
2	Balance sheet total	not more than £18 million
3	Number of employees	not more than 250

(3) In sub-paragraph (2)—

- (a) for a period that is a company’s financial year but is not in fact a year the figure for turnover must be proportionately adjusted,
- (b) the balance sheet total means the aggregate of the amounts shown as assets in the company’s balance sheet,
- (c) the number of employees means the average number of persons employed by the company in the year, determined as follows—
  - (i) find for each month in the financial year the number of persons employed under contracts of service by the company in that month (whether throughout the month or not),
  - (ii) add together the monthly totals, and
  - (iii) divide by the number of months in the financial year.]



## PART 5

### POLICY AND PRACTICE ON PAYMENT OF CREDITORS

<sup>F12</sup>12. ....

#### Textual Amendments

**F12** Sch. 7 para. 12 omitted (with effect in accordance with reg. 1(4) of the amending S.I.) by virtue of [The Companies Act 2006 \(Strategic Report and Directors' Report\) Regulations 2013 \(S.I. 2013/1970\)](#), regs. 1(2)(3), 7(3)(d)

## PART 6

### DISCLOSURE REQUIRED BY CERTAIN PUBLICLY-TRADED COMPANIES

**13.**—(1) This Part of this Schedule applies to the directors' report for a financial year if the company had securities carrying voting rights admitted to trading on a [<sup>F13</sup>UK] regulated market at the end of that year.

(2) The report must contain detailed information, by reference to the end of that year, on the following matters—

- (a) the structure of the company's capital, including in particular—
  - (i) the rights and obligations attaching to the shares or, as the case may be, to each class of shares in the company, and
  - (ii) where there are two or more such classes, the percentage of the total share capital represented by each class;
- (b) any restrictions on the transfer of securities in the company, including in particular—
  - (i) limitations on the holding of securities, and
  - (ii) requirements to obtain the approval of the company, or of other holders of securities in the company, for a transfer of securities;
- (c) in the case of each person with a significant direct or indirect holding of securities in the company, such details as are known to the company of—
  - (i) the identity of the person,
  - (ii) the size of the holding, and
  - (iii) the nature of the holding;
- (d) in the case of each person who holds securities carrying special rights with regard to control of the company—
  - (i) the identity of the person, and
  - (ii) the nature of the rights;
- (e) where—
  - (i) the company has an employees' share scheme, and
  - (ii) shares to which the scheme relates have rights with regard to control of the company that are not exercisable directly by the employees,how those rights are exercisable;
- (f) any restrictions on voting rights, including in particular—

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- (i) limitations on voting rights of holders of a given percentage or number of votes,
  - (ii) deadlines for exercising voting rights, and
  - (iii) arrangements by which, with the company's co-operation, financial rights carried by securities are held by a person other than the holder of the securities;
  - (g) any agreements between holders of securities that are known to the company and may result in restrictions on the transfer of securities or on voting rights;
  - (h) any rules that the company has about—
    - (i) appointment and replacement of directors, or
    - (ii) amendment of the company's articles of association;
  - (i) the powers of the company's directors, including in particular any powers in relation to the issuing or buying back by the company of its shares;
  - (j) any significant agreements to which the company is a party that take effect, alter or terminate upon a change of control of the company following a takeover bid, and the effects of any such agreements;
  - (k) any agreements between the company and its directors or employees providing for compensation for loss of office or employment (whether through resignation, purported redundancy or otherwise) that occurs because of a takeover bid.
- (3) For the purposes of sub-paragraph (2)(a) a company's capital includes any securities in the company that are not admitted to trading on a regulated market.
- (4) For the purposes of sub-paragraph (2)(c) a person has an indirect holding of securities if—
- (a) they are held on his behalf, or
  - (b) he is able to secure that rights carried by the securities are exercised in accordance with his wishes.
- (5) Sub-paragraph (2)(j) does not apply to an agreement if—
- (a) disclosure of the agreement would be seriously prejudicial to the company, and
  - (b) the company is not under any other obligation to disclose it.
- (6) In this paragraph—
- “securities” means shares or debentures;
- “takeover bid” has the same meaning as in [F14 paragraph 20(1) of Schedule 1C to the Companies Act 2006];
- F15 ...
- “voting rights” means rights to vote at general meetings of the company in question, including rights that arise only in certain circumstances.

#### Textual Amendments

- F13** Word in *Sch. 7 para. 13(1)* inserted (31.12.2020 with effect in relation to financial years beginning on or after IP completion day) by *The Accounts and Reports (Amendment) (EU Exit) Regulations 2019 (S.I. 2019/145)*, regs. 1(2)(b), 2, **Sch. 3 para. 5(b)** (with reg. 7(2)) (as amended by S.I. 2020/523, regs. 1(2), 10, 11); 2020 c. 1, Sch. 5 para. 1(1)
- F14** Words in *Sch. 7 para. 13(6)* substituted (31.12.2020) by *The Takeovers (Amendment) (EU Exit) Regulations 2019 (S.I. 2019/217)*, regs. 1, **18(a)**; 2020 c. 1, Sch. 5 para. 1(1)
- F15** Words in *Sch. 7 para. 13(6)* omitted (31.12.2020) by virtue of *The Takeovers (Amendment) (EU Exit) Regulations 2019 (S.I. 2019/217)*, regs. 1, **18(b)**; 2020 c. 1, Sch. 5 para. 1(1)

14. The directors' report must also contain any necessary explanatory material with regard to information that is required to be included in the report by this Part.

**[<sup>F16</sup>PART 7**

**DISCLOSURES CONCERNING GREENHOUSE GAS  
EMISSIONS [<sup>F17</sup>, ENERGY CONSUMPTION AND ENERGY  
EFFICIENCY ACTION BY QUOTED COMPANIES]**

**Textual Amendments**

**F16** Sch. 7 Pt. 7 inserted (with effect in accordance with reg. 1(4) of the amending S.I.) by [The Companies Act 2006 \(Strategic Report and Directors' Report\) Regulations 2013 \(S.I. 2013/1970\), regs. 1\(2\)\(3\), 7\(3\)\(e\)](#)

**F17** Words in Sch. 7 Pt. 7 heading inserted (1.4.2019) by [The Companies \(Directors Report\) and Limited Liability Partnerships \(Energy and Carbon Report\) Regulations 2018 \(S.I. 2018/1155\), regs. 2, 6\(2\)](#)

15.—(1) [<sup>F18</sup>Subject to sub-paragraph (1A),] this Part of this Schedule applies to the directors' report for a financial year if the company is a quoted company.

[  
<sup>F19</sup>(1A) This Part does not apply if—

- (a) the company is a subsidiary undertaking at the end of the financial year;
- (b) the company is included in the group report of a parent undertaking; and
- (c) the group report is prepared for a financial year of the parent undertaking that ends at the same time as, or before the end of, the company's financial year; and—
  - (i) if the group report is a group directors' report—
    - (aa) of a quoted company, it complies with this Part of this Schedule other than in reliance on paragraph 15(5)(b); or
    - (bb) of an unquoted company, it complies with Part 7A of this Schedule other than in reliance on paragraph 20D(7)(b); or
  - (ii) if the group report is a group energy and carbon report, it complies with Part 7A of this Schedule as applied and modified by regulation 12B of the Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008 other than in reliance on paragraph 20D(7)(b).

(1B) For the purpose of sub-paragraph (1A), “group energy and carbon report” means a report prepared in accordance with section 415(2) of the 2006 Act as applied and modified by regulation 12B of the Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008;]

(2) The report must state the annual quantity of emissions in tonnes of carbon dioxide equivalent from activities for which that company is responsible including—

- (a) the combustion of fuel; and
- (b) the operation of any facility.

(3) The report must state the annual quantity of emissions in tonnes of carbon dioxide equivalent resulting from the purchase of electricity, heat, steam or cooling by the company for its own use.

[  
<sup>F20</sup>(3A) The report must state a figure, in kWh, which is the aggregate of—

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- (a) the annual quantity of energy consumed from activities for which the company is responsible, including—
    - (i) the combustion of fuel; and
    - (ii) the operation of any facility; and
  - (b) the annual quantity of energy consumed resulting from the purchase of electricity, heat, steam or cooling by the company for its own use.
- (3B) The report must state what proportion of the figures reported in accordance with sub-paragraphs (2) and (3) relate to emissions in the United Kingdom and offshore area.
- (3C) The report must state what proportion of the figure reported in accordance with sub-paragraph (3A) relates to energy consumed in the United Kingdom and offshore area.
- (3D) If the company has in the financial year to which the report relates taken any measures for the purpose of increasing the company's energy efficiency, the report must contain a description of the principal measures taken for that purpose.]
- (4) Sub-paragraphs [F<sup>21</sup>(2) to (3D) and paragraphs 16 and 17] apply only to the extent that it is practical for the company to obtain the information in question; but where it is not practical for the company to obtain some or all of that information, the report must state what information is not included and why.
- [
- F<sup>22</sup>(5) Nothing in sub-paragraphs (2) to (3D) and paragraphs 16 and 17 requires the disclosure of information if—
- (a) the company consumed 40,000 kWh of energy or less during the period in respect of which the directors' report is prepared and the report states that the information is not disclosed for that reason; or
  - (b) the disclosure would, in the opinion of the directors, be seriously prejudicial to the interests of the company, and the report states that the information is not disclosed for that reason.]

#### Textual Amendments

- F18** Words in Sch. 7 para. 15(1) inserted (1.4.2019) by [The Companies \(Directors Report\) and Limited Liability Partnerships \(Energy and Carbon Report\) Regulations 2018 \(S.I. 2018/1155\)](#), regs. 2, **6(3)(a)**
- F19** Sch. 7 para. 15(1A)(1B) inserted (1.4.2019) by [The Companies \(Directors Report\) and Limited Liability Partnerships \(Energy and Carbon Report\) Regulations 2018 \(S.I. 2018/1155\)](#), regs. 2, **6(3)(b)**
- F20** Sch. 7 para. 15(3A)-(3D) inserted (1.4.2019) by [The Companies \(Directors Report\) and Limited Liability Partnerships \(Energy and Carbon Report\) Regulations 2018 \(S.I. 2018/1155\)](#), regs. 2, **6(3)(c)**
- F21** Words in Sch. 7 para. 15(4) substituted (1.4.2019) by [The Companies \(Directors Report\) and Limited Liability Partnerships \(Energy and Carbon Report\) Regulations 2018 \(S.I. 2018/1155\)](#), regs. 2, **6(3)(d)**
- F22** Sch. 7 para. 15(5) inserted (1.4.2019) by [The Companies \(Directors Report\) and Limited Liability Partnerships \(Energy and Carbon Report\) Regulations 2018 \(S.I. 2018/1155\)](#), regs. 2, **6(3)(e)**

[

F<sup>23</sup>**15A.**—(1) If the report is a group directors' report, subject to sub-paragraph (2), paragraph 15(2) to (3A), (3D) and (5)(a) and paragraph 17 have effect as if references to the company were references to the company and its subsidiary undertakings included in the consolidation that are quoted companies, unquoted companies or limited liability partnerships.

- (2) The company may exclude from the report any information which relates to—
  - (a) a subsidiary undertaking that is a quoted company and which that quoted company would not be required to include in its directors' report by this Part of this Schedule;

**Status:** Point in time view as at 31/12/2020.

**Changes to legislation:** There are currently no known outstanding effects for the *The Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008, SCHEDULE 7*. (See end of Document for details)

- (b) a subsidiary undertaking that is an unquoted company and which that unquoted company would not be required to include in its directors' report by Part 7A of this Schedule;
- (c) a subsidiary undertaking that is a limited liability partnership and which that limited liability partnership would not be required to include in its energy and carbon report by section 416(2) of the 2006 Act as applied and modified by regulation 12B of the Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008.

(3) For the purpose of this paragraph, "limited liability partnership" means a limited liability partnership registered under the Limited Liability Partnerships Act 2000.]

**Textual Amendments**

**F23** Sch. 7 para. 15A inserted (1.4.2019) by [The Companies \(Directors Report\) and Limited Liability Partnerships \(Energy and Carbon Report\) Regulations 2018 \(S.I. 2018/1155\)](#), regs. 2, **6(4)**

**16.** The directors' report must state the methodologies used to calculate the information disclosed under paragraph 15(2) [<sup>F24</sup>, (3) and (3A)].

**Textual Amendments**

**F24** Words in Sch. 7 para. 16 substituted (1.4.2019) by [The Companies \(Directors Report\) and Limited Liability Partnerships \(Energy and Carbon Report\) Regulations 2018 \(S.I. 2018/1155\)](#), regs. 2, **6(5)**

**17.** The directors' report must state at least one ratio which expresses the <sup>F25</sup>... company's annual emissions in relation to a quantifiable factor associated with the company's activities.

**Textual Amendments**

**F25** Word in Sch. 7 para. 17 omitted (1.4.2019) by virtue of [The Companies \(Directors Report\) and Limited Liability Partnerships \(Energy and Carbon Report\) Regulations 2018 \(S.I. 2018/1155\)](#), regs. 2, **6(6)**

**18.** With the exception of the first year for which the directors' report contains the information required by paragraphs 15(2) and (3) and 17, the report must state not only the information required by paragraphs 15(2) and (3) and 17, but also that information as disclosed in the report for the preceding financial year.

[<sup>F26</sup>**18A.** With the exception of the first year for which the directors' report contains the information required by paragraph 15(3A) to (3D), the report must state not only the information required by paragraph 15(3A) to (3D) but that information as disclosed in the report for the preceding financial year.]

**Textual Amendments**

**F26** Sch. 7 para. 18A inserted (1.4.2019) by [The Companies \(Directors Report\) and Limited Liability Partnerships \(Energy and Carbon Report\) Regulations 2018 \(S.I. 2018/1155\)](#), regs. 2, **6(7)**

**19.** The directors' report must state <sup>F27</sup>... the period for which it is reporting the information required by paragraph 15(2) [<sup>F28</sup>if it] is different to the period in respect of which the directors' report is prepared.

**Status:** Point in time view as at 31/12/2020.

**Changes to legislation:** There are currently no known outstanding effects for the *The Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008, SCHEDULE 7.* (See end of Document for details)

#### Textual Amendments

- F27** Word in Sch. 7 para. 19 omitted (1.4.2019) by virtue of [The Companies \(Directors Report\) and Limited Liability Partnerships \(Energy and Carbon Report\) Regulations 2018 \(S.I. 2018/1155\)](#), regs. 2, **6(8)(a)**
- F28** Words in Sch. 7 para. 19 substituted (1.4.2019) by [The Companies \(Directors Report\) and Limited Liability Partnerships \(Energy and Carbon Report\) Regulations 2018 \(S.I. 2018/1155\)](#), regs. 2, **6(8)(b)**

[  
<sup>F29</sup>**19A.** The period for which the directors' report is reporting the information required by paragraph 15(3) and (3A) must be the same as the period for which it is reporting the information required by paragraph 15(2).]

#### Textual Amendments

- F29** Sch. 7 para. 19A inserted (1.4.2019) by [The Companies \(Directors Report\) and Limited Liability Partnerships \(Energy and Carbon Report\) Regulations 2018 \(S.I. 2018/1155\)](#), regs. 2, **6(9)**

**20.** The following definitions apply for the purposes of this Part of this Schedule—

“emissions” means emissions into the atmosphere of a greenhouse gas as defined in section 92 of the Climate Change Act 2008 which are attributable to human activity;

[<sup>F30</sup>“energy” means all forms of energy products where “energy products” means combustible fuels, heat, renewable energy, electricity, or any other form of energy;

“energy efficiency” means the ratio of output of performance, service, goods or energy to input of energy;

“kWh” means kilowatt hours;

“offshore area” means the areas comprising—

- (a) the sea adjacent to the United Kingdom from the low water mark to the landward baseline of the United Kingdom territorial sea;
- (b) the United Kingdom territorial sea;
- (c) the sea in any designated area within the meaning of section 1(7) of the Continental Shelf Act 1964; and
- (d) the sea in any area for the time being designated under section 41(3) of the Marine and Coastal Access Act 2009,

and includes the places above those areas, and the bed and subsoil of the sea within those areas;.]

“tonne of carbon dioxide equivalent” has the meaning given in section 93(2) of the Climate Change Act 2008.]

#### Textual Amendments

- F30** Words in Sch. 7 para. 20 inserted (1.4.2019) by [The Companies \(Directors Report\) and Limited Liability Partnerships \(Energy and Carbon Report\) Regulations 2018 \(S.I. 2018/1155\)](#), regs. 2, **6(10)**

## [<sup>F31</sup>PART 7A

### DISCLOSURES CONCERNING GREENHOUSE GAS EMISSIONS, ENERGY CONSUMPTION AND ENERGY EFFICIENCY ACTION BY UNQUOTED COMPANIES

#### Textual Amendments

**F31** Sch. 7 Pt. 7A inserted (1.4.2019) by [The Companies \(Directors Report\) and Limited Liability Partnerships \(Energy and Carbon Report\) Regulations 2018 \(S.I. 2018/1155\)](#), regs. 2, 7

#### Modifications etc. (not altering text)

**C1** Sch. 7 Pt. 7A applied (with modifications) (1.4.2019) by [Companies Act 2006 \(c. 46\)](#), s. 416 (as modified by [S.I. 2008/1911](#), **reg. 12B** (as inserted by [S.I. 2018/1155](#), regs. 2, 10))

**20A.**—(1) Unless the company is exempted under paragraph 20B or 20C, and subject to sub-paragraph (2), this Part of this Schedule applies to the directors' report for a financial year if the company is an unquoted company.

(2) This Part does not apply if—

- (a) the company is a subsidiary undertaking at the end of the financial year;
- (b) the company is included in the group report of a parent undertaking; and
- (c) the group report is prepared for a financial year of the parent undertaking that ends at the same time as, or before the end of, the company's financial year; and—
  - (i) if the group report is a group directors' report—
    - (aa) of a quoted company, it complies with Part 7 of this Schedule other than in reliance on paragraph 15(5)(b); or
    - (bb) of an unquoted company, it complies with this Part of this Schedule other than in reliance on paragraph 20D(7)(b); or
  - (ii) if the group report is a group energy and carbon report, it complies with this Part of this Schedule as applied and modified by regulation 12B of the Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008 other than in reliance on paragraph 20D(7)(b).

(3) For the purpose of sub-paragraph (2), "group energy and carbon report" means a report prepared in accordance with section 415(2) of the 2006 Act as applied and modified by regulation 12B of the Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008.

**20B.**—(1) Unless the company is a parent company, the company is exempted under this paragraph—

- (a) in relation to its first financial year if the qualifying conditions in sub-paragraph (2) are met in that year;
- (b) in relation to a subsequent financial year—
  - (i) if the qualifying conditions are met in that year and were also met in relation to the preceding financial year;
  - (ii) if—
    - (aa) the qualifying conditions are met in that year, and

**Status:** Point in time view as at 31/12/2020.

**Changes to legislation:** There are currently no known outstanding effects for the *The Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008, SCHEDULE 7.* (See end of Document for details)

- (bb) the company was exempted in relation to the preceding financial year; or
- (iii) if—
  - (aa) the qualifying conditions were met in the preceding financial year, and
  - (bb) the company was exempted in relation to the preceding financial year.

(2) The qualifying conditions referred to in sub-paragraph (1) are met by a company in a year in which it satisfies two or more of the following requirements—

1	Turnover	not more than £36 million
2	Balance sheet total	not more than £18 million
3	Number of employees	not more than 250

(3) For the purposes of sub-paragraph (2)—

- (a) for a period that is a company’s financial year but is not in fact a year the figure for turnover must be proportionately adjusted;
- (b) the balance sheet total means the aggregate of the amounts shown as assets in the company’s balance sheet;
- (c) the number of employees means the average number of persons employed by the company in the year, determined as follows—
  - (i) find for each month in the financial year the number of persons employed under contracts of service by the company in that month (whether throughout the month or not),
  - (ii) add together the monthly totals, and
  - (iii) divide by the number of months in the financial year.

**20C.**—(1) A parent company is exempted under this paragraph—

- (a) in relation to the parent company’s first financial year if the qualifying conditions in sub-paragraph (2) are met in that year by the group headed by it;
- (b) in relation to a subsequent financial year of the parent company—
  - (i) if the qualifying conditions are met in that year and the preceding financial year by the group headed by the parent company;
  - (ii) if—
    - (aa) the qualifying conditions are met in that year by the group, and
    - (bb) the parent company was exempted in relation to the preceding financial year; or
  - (iii) if—
    - (aa) the qualifying conditions were met in the preceding financial year by the group, and
    - (bb) the parent company was exempted in relation to the preceding financial year.

(2) The qualifying conditions referred to in sub-paragraph (1) are met by a group in a year in which it satisfies two or more of the following requirements—

1	Aggregate turnover	not more than £36 million net (or £43.2 million gross)
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2	Aggregate balance sheet total	not more than £18 million net (or £21.6 million gross)
3	Aggregate number of employees	not more than 250

(3) For the purposes of sub-paragraph (2), the aggregate figures are to be ascertained by aggregating the relevant figures determined in accordance with paragraph 20B for each member of the group.

(4) In relation to the aggregate figures for turnover and balance sheet total—

(a) “net” means after any set-offs and other adjustments made to eliminate group transactions—

(i) in the case of Companies Act accounts, in accordance with regulations under section 404 of the 2006 Act,

(ii) in the case of IAS accounts, in accordance with international accounting standards;

(b) “gross” means without those set-offs and other adjustments; and

(c) a company may satisfy any requirements in sub-paragraph (2) on the basis of either the net or the gross figure.

(5) For the purposes of sub-paragraph (2)—

(a) the figures for each subsidiary undertaking must be those included in its individual accounts for the relevant financial year, that is—

(i) if its financial year ends with that of the parent company, that financial year, and

(ii) if not, its financial year ending last before the end of the financial year of the parent company; or

(b) if those figures cannot be obtained without disproportionate expense or undue delay, the latest available figures may be taken.

**20D.**—(1) The directors’ report must state the annual quantity of emissions in tonnes of carbon dioxide equivalent resulting from activities for which the company is responsible involving—

(a) the combustion of gas; or

(b) the consumption of fuel for the purposes of transport.

(2) The report must state the annual quantity of emissions in tonnes of carbon dioxide equivalent resulting from the purchase of electricity by the company for its own use, including for the purposes of transport.

(3) The report must state a figure, in kWh, which is the aggregate of—

(a) the annual quantity of energy consumed from activities for which the company is responsible involving—

(i) the combustion of gas; or

(ii) the consumption of fuel for the purposes of transport; and

(b) the annual quantity of energy consumed resulting from the purchase of electricity by the company for its own use, including for the purposes of transport.

(4) If the company has in the financial year to which the report relates taken any measures for the purpose of increasing the company’s energy efficiency, the report must contain a description of the principal measures taken for that purpose.

(5) The figures reported in accordance with sub-paragraphs (1) to (3)—

**Status:** Point in time view as at 31/12/2020.

**Changes to legislation:** There are currently no known outstanding effects for the *The Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008, SCHEDULE 7.* (See end of Document for details)

- (a) if the company is an offshore undertaking, may exclude emissions and energy consumed outside of the United Kingdom and offshore area;
- (b) in any other case, may exclude emissions and energy consumed outside of the United Kingdom.

(6) Sub-paragraphs (1) to (4) and paragraphs 20F and 20G apply only to the extent that it is practical for the company to obtain the information in question; but where it is not practical for the company to obtain some or all of that information, the report must state what information is not included and why.

(7) Nothing in sub-paragraphs (1) to (4) and paragraphs 20F and 20G requires the disclosure of information if—

- (a) the company consumed 40,000 kWh of energy or less in the United Kingdom during the period in respect of which the directors' report is prepared, and the report states that the information is not disclosed for that reason; or
- (b) the disclosure would, in the opinion of the directors, be seriously prejudicial to the interests of the company, and the report states that the information is not disclosed for that reason.

**20E.**—(1) If the report is a group directors' report, subject to sub-paragraph (2) and (3), paragraph 20D(1) to (4) and (7)(a) and paragraph 20G have effect as if references to the company were references to the company and its subsidiary undertakings included in the consolidation that are quoted companies, unquoted companies or limited liability partnerships.

(2) If a subsidiary undertaking is a quoted company, paragraph 20D(1) to (4) have effect as if references to the disclosures required were references to the disclosures required for the purpose of paragraph 15(2) to (3D) of Part 7 of this Schedule.

(3) The company may exclude from the report any information which relates to—

- (a) a subsidiary undertaking that is a quoted company and which that quoted company would not be required to include in its directors' report by Part 7 of this Schedule;
- (b) a subsidiary undertaking that is an unquoted company and which that unquoted company would not be required to include in its directors' report by this Part of this Schedule;
- (c) a subsidiary undertaking that is a limited liability partnership and which that limited liability partnership would not be required to include in its energy and carbon report by section 416(2) of the 2006 Act as applied and modified by regulation 12B of the Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008.

(4) For the purpose of this paragraph, "limited liability partnership" means a limited liability partnership registered under the Limited Liability Partnerships Act 2000.

**20F.** The directors' report must state the methodologies used to calculate the information disclosed under paragraph 20D(1), (2) and (3).

**20G.** The directors' report must state at least one ratio which expresses the company's annual emissions in relation to a quantifiable factor associated with the company's activities.

**20H.** With the exception of the first year for which the directors' report contains the information required by paragraphs 20D(1) to (4) and 20G, the report must state not only the information required by those paragraphs, but also that information as disclosed in the report for the preceding financial year.

**20I.** The directors' report must state the period for which it is reporting the information required by paragraph 20D(1) if it is different to the period in respect of which the directors' report is prepared.

**20J.** The period for which the directors' report is reporting the information required by paragraph 20D(2) and (3) must be the same as the period for which it is reporting the information required by paragraph 20D(1).

**20K.** The following definitions apply for the purposes of this Part of this Schedule—

“aircraft” means a self-propelled machine that can move through the air other than against the earth's surface;

“emissions”, “energy” and “energy efficiency” have the same meaning as in Part 7 of this Schedule;

“for the purposes of transport” means, in relation to the consumption of fuel or the purchase of electricity, for consumption by an aircraft, road-going vehicle, train or a vessel during the course of any journey which—

- (a) starts,
- (b) ends, or
- (c) both starts and ends

within the United Kingdom;

“gas” means, except in the definition of “offshore activity”, any combustible substance which is gaseous at a temperature of 15 degrees Celsius and a pressure of 101.325 kPa (1013.25 mb) and which consists wholly or mainly of methane, ethane, propane, butane, hydrogen or carbon monoxide, or a combination of those, or a combustible mixture of those and air;

“kWh” means kilowatt hours;

“offshore activity” means activity which includes—

- (a) the exploitation of mineral resources in or under the shore or bed of waters in the offshore area,
- (b) the conversion of a place under the shore or bed of such waters for the purpose of storing gas,
- (c) the storage of gas in, under or over such waters or the recovery of gas so stored,
- (d) the unloading of gas at a place in, under or over such waters, or
- (e) the provision of accommodation for persons who work on or from an offshore installation which is maintained for the production of petroleum or the storage or unloading of gas

where storing gas includes storing gas with a view to its permanent disposal and where “gas” for this purpose means gas within the meaning of section 2(4) of the Energy Act 2008 or carbon dioxide;

“offshore area” has the same meaning as in Part 7 of this Schedule;

“offshore installation” means an installation or structure used for carrying on a relevant offshore activity, and which is situated in the waters of, or in the seabed in, the offshore area, but excluding a ship or a floating structure which is not being maintained on station during the course of a relevant offshore activity; and for this purpose “relevant offshore activity” means an activity falling within paragraphs (a) to (d) of the definition of “offshore activity”;

“offshore undertaking” means an undertaking whose activities consist wholly or mainly of offshore activities;

“road-going vehicle” means any vehicle—

- (a) in respect of which a vehicle licence is required under the Vehicle Excise and Registration Act 1994; or
- (b) which is an exempt vehicle under that Act;

“tonne of carbon dioxide equivalent” has the same meaning as in Part 7 of this Schedule;

**Status:** Point in time view as at 31/12/2020.

**Changes to legislation:** There are currently no known outstanding effects for the *The Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008, SCHEDULE 7*. (See end of Document for details)

“train” has the meaning given in section 83 of the Railways Act 1993;

“vessel” means any boat or ship which is self-propelled and operates in or under water.]

## [<sup>F32</sup>PART 8

### STATEMENT OF CORPORATE GOVERNANCE ARRANGEMENTS

#### Textual Amendments

**F32** Sch. 7 Pt. 8 inserted (with application in accordance with reg. 1(4) of the amending S.I.) by *The Companies (Miscellaneous Reporting) Regulations 2018 (S.I. 2018/860)*, regs. 1(1), **14**

**21.** This Part of this Schedule applies to the directors’ report for a financial year unless the company is exempted under paragraph 22.

**22.** A company is exempted under this paragraph if—

- (a) it is required to provide a corporate governance statement,
- (b) it is a community interest company within the meaning of section 26 of the Companies (Audit, Investigations and Community Enterprise) Act 2004, or
- (c) it is a charitable company within the meaning of section 193 of the Charities Act 2011.

**23.—(1)** The directors’ report for a company’s first financial year must include a statement of its corporate governance arrangements in accordance with paragraph 26 if the qualifying conditions are met in that year.

(2) In relation to any subsequent financial year, the directors’ report must include a statement of the company’s corporate governance arrangements—

- (a) if the qualifying conditions are met in that year and were also met in relation to the preceding financial year;
- (b) if—
  - (i) the qualifying conditions are met in that year, and
  - (ii) the directors’ report was required to provide a statement of the company’s corporate governance arrangements in relation to the preceding financial year, or
- (c) if—
  - (i) the qualifying conditions were met in the preceding financial year, and
  - (ii) the directors’ report was required to provide a statement of the company’s corporate governance arrangements in relation to the preceding financial year.

(3) The qualifying conditions are met by a company in a year in which it satisfies either or both of the following requirements—

- (a) it has more than 2000 employees;
- (b) it has—
  - (i) a turnover of more than £200 million, and
  - (ii) a balance sheet total of more than £2 billion.

**24.** In paragraph 23(3)—

- (a) for a period that is a company’s financial year but is not in fact a year, the figure for turnover must be proportionately adjusted,

**Status:** Point in time view as at 31/12/2020.

**Changes to legislation:** There are currently no known outstanding effects for the *The Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008, SCHEDULE 7.* (See end of Document for details)

- (b) the balance sheet total means the aggregate of the amounts shown as assets in the company's balance sheet, and
- (c) the number of employees means the average number of persons employed by the company in the year, determined as follows—
  - (i) find for each month in the financial year the number of persons employed under contracts of service by the company in that month (whether throughout the month or not),
  - (ii) add together the monthly totals, and
  - (iii) divide by the number of months in the financial year.

**25.** In this Part—

“corporate governance”, in relation to a company, means—

- (a) the nature, constitution or functions of the organs of the company,
  - (b) the manner in which organs of the company conduct themselves,
  - (c) the requirements imposed on organs of the company,
  - (d) the relationship between different organs of the company, and
  - (e) the relationship between the organs of the company and the members of the company, and
- “corporate governance code” means a code of practice on corporate governance.

**26.—**(1) The directors' report must include a statement (a “statement of corporate governance arrangements”) which states—

- (a) which corporate governance code, if any, the company applied in the financial year,
- (b) how the company applied any corporate governance code reported under sub-paragraph (a), and
- (c) if the company departed from any corporate governance code reported under sub-paragraph (a), the respects in which it did so, and its reasons for so departing.

(2) If the company has not applied any corporate governance code for the financial year, the statement of corporate governance arrangements must explain the reasons for that decision, and explain what arrangements for corporate governance were applied for that year.

**27.—**(1) This paragraph applies if—

- (a) a company is required by this Part to include a statement of corporate governance arrangements in its directors' report for a financial year, and
- (b) the company is an unquoted company in relation to that financial year.

(2) The company must ensure that the statement of corporate governance arrangements—

- (a) is made available on a website, and
- (b) remains so available until—
  - (i) the statement of corporate governance arrangements for the company's next financial year is made available in accordance with this paragraph, or
  - (ii) if the obligation under this paragraph to make a statement of corporate governance arrangements available does not arise in relation to the company's next financial year, the end of the company's next financial year.

(3) Sub-paragraph (2) applies whether a company's statement of corporate governance arrangements is located in the directors' report, or in the strategic report as permitted by section 414C(11) of the 2006 Act.

**Status:** Point in time view as at 31/12/2020.

**Changes to legislation:** There are currently no known outstanding effects for the The Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008, SCHEDULE 7. (See end of Document for details)

- (4) The statement of corporate governance arrangements must be made available on a website that—
- (a) is maintained by or on behalf of the company, and
  - (b) identifies the company in question.
- (5) Access to the statement of corporate governance arrangements made available on the website under sub-paragraph (2), and the ability to obtain a hard copy of the statement from the website, must not be—
- (a) conditional on the payment of a fee, or
  - (b) otherwise restricted, except so far as necessary to comply with any enactment or regulatory requirement (in the United Kingdom or elsewhere).
- (6) The statement of corporate governance arrangements—
- (a) must be made available on a website as soon as reasonably practicable, and
  - (b) must be kept available throughout the period specified in sub-paragraph (2)(b)(i) or (as the case may be) (ii).
- (7) A failure to make the statement of corporate governance arrangements available on a website throughout the period specified in sub-paragraph (2)(b)(i) or (as the case may be) (ii) is disregarded if—
- (a) the statement is made available on the website for part of that period, and
  - (b) the failure is wholly attributable to circumstances that it would not be reasonable to have expected the company to prevent or avoid.
- (8) In the event of default in complying with this paragraph, an offence is committed by every officer of the company who is in default.
- (9) A person guilty of an offence under sub-paragraph (8) is liable on summary conviction to a fine not exceeding level 3 on the standard scale.]

**Status:**

Point in time view as at 31/12/2020.

**Changes to legislation:**

There are currently no known outstanding effects for the The Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008, SCHEDULE 7.