

## SCHEDULE 7

### MATTERS TO BE DEALT WITH IN DIRECTORS' REPORT

#### **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 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—
  - (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—

**Status:** Point in time view as at 29/06/2008.

**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, PART 6. (See end of Document for details)

- (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 the Takeovers Directive;
  - “the Takeovers Directive” means Directive [2004/25/EC](#) of the European Parliament and of the Council <sup>M1</sup>;
  - “voting rights” means rights to vote at general meetings of the company in question, including rights that arise only in certain circumstances.

**Marginal Citations**

**M1** O.J. No. L142, 30.4.2004, p.12.

**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.

**Status:**

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**Changes to legislation:**

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