



Companies Act 2006

2006 CHAPTER 46

PART 15

ACCOUNTS AND REPORTS

CHAPTER 7

PUBLICATION OF ACCOUNTS AND REPORTS

Duty to circulate copies of accounts and reports

423 Duty to circulate copies of annual accounts and reports

- (1) Every company must send a copy of its annual accounts and reports for each financial year to—
 - (a) every member of the company,
 - (b) every holder of the company's debentures, and
 - (c) every person who is entitled to receive notice of general meetings.
- (2) Copies need not be sent to a person for whom the company does not have a current address.
- (3) A company has a "current address" for a person if—
 - (a) an address has been notified to the company by the person as one at which documents may be sent to him, and
 - (b) the company has no reason to believe that documents sent to him at that address will not reach him.
- (4) In the case of a company not having a share capital, copies need not be sent to anyone who is not entitled to receive notices of general meetings of the company.

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- (5) Where copies are sent out over a period of days, references in the Companies Acts to the day on which copies are sent out shall be read as references to the last day of that period.
- (6) This section has effect subject to section 426 (option to provide summary financial statement).

424 Time allowed for sending out copies of accounts and reports

- (1) The time allowed for sending out copies of the company's annual accounts and reports is as follows.
- (2) A private company must comply with section 423 not later than—
 - (a) the end of the period for filing accounts and reports, or
 - (b) if earlier, the date on which it actually delivers its accounts and reports to the registrar.
- (3) A public company must comply with section 423 at least 21 days before the date of the relevant accounts meeting.
- (4) If in the case of a public company copies are sent out later than is required by subsection (3), they shall, despite that, be deemed to have been duly sent if it is so agreed by all the members entitled to attend and vote at the relevant accounts meeting.
- (5) Whether the time allowed is that for a private company or a public company is determined by reference to the company's status immediately before the end of the accounting reference period by reference to which the financial year for the accounts in question was determined.
- (6) In this section the "relevant accounts meeting" means the accounts meeting of the company at which the accounts and reports in question are to be laid.

425 Default in sending out copies of accounts and reports: offences

- (1) If default is made in complying with section 423 or 424, an offence is committed by—
 - (a) the company, and
 - (b) every officer of the company who is in default.
- (2) A person guilty of an offence under this section is liable—
 - (a) on conviction on indictment, to a fine;
 - (b) on summary conviction, to a fine not exceeding the statutory maximum.

Option to provide summary financial statement

426 Option to provide summary financial statement

- (1) A company may—
 - (a) in such cases as may be specified by regulations made by the Secretary of State, and
 - (b) provided any conditions so specified are complied with,provide a summary financial statement instead of copies of the accounts and reports required to be sent out in accordance with section 423.

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- (2) Copies of those accounts and reports must, however, be sent to any person entitled to be sent them in accordance with that section and who wishes to receive them.
- (3) The Secretary of State may make provision by regulations as to the manner in which it is to be ascertained, whether before or after a person becomes entitled to be sent a copy of those accounts and reports, whether he wishes to receive them.
- (4) A summary financial statement must comply with the requirements of—
 - section 427 (form and contents of summary financial statement: unquoted companies), or
 - section 428 (form and contents of summary financial statement: quoted companies).
- (5) This section applies to copies of accounts and reports required to be sent out by virtue of section 146 to a person nominated to enjoy information rights as it applies to copies of accounts and reports required to be sent out in accordance with section 423 to a member of the company.
- (6) Regulations under this section are subject to negative resolution procedure.

427 Form and contents of summary financial statement: unquoted companies

- (1) A summary financial statement by a company that is not a quoted company must—
 - (a) be derived from the company's annual accounts, and
 - (b) be prepared in accordance with this section and regulations made under it.
- (2) The summary financial statement must be in such form, and contain such information, as the Secretary of State may specify by regulations.

The regulations may require the statement to include information derived from the directors' report.

- (3) Nothing in this section or regulations made under it prevents a company from including in a summary financial statement additional information derived from the company's annual accounts or the directors' report.
- (4) The summary financial statement must—
 - (a) state that it is only a summary of information derived from the company's annual accounts;
 - (b) state whether it contains additional information derived from the directors' report and, if so, that it does not contain the full text of that report;
 - (c) state how a person entitled to them can obtain a full copy of the company's annual accounts and the directors' report;
 - (d) contain a statement by the company's auditor of his opinion as to whether the summary financial statement—
 - (i) is consistent with the company's annual accounts and, where information derived from the directors' report is included in the statement, with that report, and
 - (ii) complies with the requirements of this section and regulations made under it;
 - (e) state whether the auditor's report on the annual accounts 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;

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- (f) state whether, in that report, the auditor's statement under section 496 (whether directors' report consistent with accounts) was qualified or unqualified and, if it was qualified, set out the qualified statement in full together with any further material needed to understand the qualification;
 - (g) state whether that auditor's report contained a statement under—
 - (i) section 498(2)(a) or (b) (accounting records or returns inadequate or accounts not agreeing with records and returns), or
 - (ii) section 498(3) (failure to obtain necessary information and explanations),
 and if so, set out the statement in full.
- (5) Regulations under this section may provide that any specified material may, instead of being included in the summary financial statement, be sent separately at the same time as the statement.
- (6) Regulations under this section are subject to negative resolution procedure.

428 Form and contents of summary financial statement: quoted companies

- (1) A summary financial statement by a quoted company must—
 - (a) be derived from the company's annual accounts and the directors' remuneration report, and
 - (b) be prepared in accordance with this section and regulations made under it.
- (2) The summary financial statement must be in such form, and contain such information, as the Secretary of State may specify by regulations.

The regulations may require the statement to include information derived from the directors' report.

- (3) Nothing in this section or regulations made under it prevents a company from including in a summary financial statement additional information derived from the company's annual accounts, the directors' remuneration report or the directors' report.
- (4) The summary financial statement must—
 - (a) state that it is only a summary of information derived from the company's annual accounts and the directors' remuneration report;
 - (b) state whether it contains additional information derived from the directors' report and, if so, that it does not contain the full text of that report;
 - (c) state how a person entitled to them can obtain a full copy of the company's annual accounts, the directors' remuneration report or the directors' report;
 - (d) contain a statement by the company's auditor of his opinion as to whether the summary financial statement—
 - (i) is consistent with the company's annual accounts and the directors' remuneration report and, where information derived from the directors' report is included in the statement, with that report, and
 - (ii) complies with the requirements of this section and regulations made under it;
 - (e) state whether the auditor's report 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;

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- (f) state whether that auditor's report contained a statement under—
 - (i) section 498(2) (accounting records or returns inadequate or accounts or directors' remuneration report not agreeing with records and returns), or
 - (ii) section 498(3) (failure to obtain necessary information and explanations),and if so, set out the statement in full;
 - (g) state whether, in that report, the auditor's statement under section 496 (whether directors' report consistent with accounts) was qualified or unqualified and, if it was qualified, set out the qualified statement in full together with any further material needed to understand the qualification.
- (5) Regulations under this section may provide that any specified material may, instead of being included in the summary financial statement, be sent separately at the same time as the statement.
- (6) Regulations under this section are subject to negative resolution procedure.

429 Summary financial statements: offences

- (1) If default is made in complying with any provision of section 426, 427 or 428, or of regulations under any of those sections, an offence is committed by—
- (a) the company, and
 - (b) every officer of the company who is in default.
- (2) A person guilty of an offence under this section is liable on summary conviction to a fine not exceeding level 3 on the standard scale.

Quoted companies: requirements as to website publication

430 Quoted companies: annual accounts and reports to be made available on website

- (1) A quoted company must ensure that its annual accounts and reports—
- (a) are made available on a website, and
 - (b) remain so available until the annual accounts and reports for the company's next financial year are made available in accordance with this section.
- (2) The annual accounts and reports 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.
- (3) Access to the annual accounts and reports on the website, and the ability to obtain a hard copy of the annual accounts and reports 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).
- (4) The annual accounts and reports—
- (a) must be made available as soon as reasonably practicable, and
 - (b) must be kept available throughout the period specified in subsection (1)(b).

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- (5) A failure to make the annual accounts and reports available on a website throughout that period is disregarded if—
- (a) the annual accounts and reports are 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.
- (6) In the event of default in complying with this section, an offence is committed by every officer of the company who is in default.
- (7) A person guilty of an offence under subsection (6) is liable on summary conviction to a fine not exceeding level 3 on the standard scale.

Right of member or debenture holder to demand copies of accounts and reports

431 Right of member or debenture holder to copies of accounts and reports: unquoted companies

- (1) A member of, or holder of debentures of, an unquoted company is entitled to be provided, on demand and without charge, with a copy of—
- (a) the company's last annual accounts,
 - (b) the last directors' report, and
 - (c) the auditor's report on those accounts (including the statement on that report).
- (2) The entitlement under this section is to a single copy of those documents, but that is in addition to any copy to which a person may be entitled under section 423.
- (3) If a demand made under this section is not complied with within seven days of receipt by the company, an offence is committed by—
- (a) the company, and
 - (b) every officer of the company who is in default.
- (4) A person guilty of an offence under this section is liable on summary conviction to a fine not exceeding level 3 on the standard scale and, for continued contravention, a daily default fine not exceeding one-tenth of level 3 on the standard scale.

432 Right of member or debenture holder to copies of accounts and reports: quoted companies

- (1) A member of, or holder of debentures of, a quoted company is entitled to be provided, on demand and without charge, with a copy of—
- (a) the company's last annual accounts,
 - (b) the last directors' remuneration report,
 - (c) the last directors' report, and
 - (d) the auditor's report on those accounts (including the report on the directors' remuneration report and on the directors' report).
- (2) The entitlement under this section is to a single copy of those documents, but that is in addition to any copy to which a person may be entitled under section 423.
- (3) If a demand made under this section is not complied with within seven days of receipt by the company, an offence is committed by—

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- (a) the company, and
 - (b) every officer of the company who is in default.
- (4) A person guilty of an offence under this section is liable on summary conviction to a fine not exceeding level 3 on the standard scale and, for continued contravention, a daily default fine not exceeding one-tenth of level 3 on the standard scale.

Requirements in connection with publication of accounts and reports

433 Name of signatory to be stated in published copies of accounts and reports

- (1) Every copy of a document to which this section applies that is published by or on behalf of the company must state the name of the person who signed it on behalf of the board.
- (2) In the case of an unquoted company, this section applies to copies of—
- (a) the company's balance sheet, and
 - (b) the directors' report.
- (3) In the case of a quoted company, this section applies to copies of—
- (a) the company's balance sheet,
 - (b) the directors' remuneration report, and
 - (c) the directors' report.
- (4) If a copy is published without the required statement of the signatory's name, an offence is committed by—
- (a) the company, and
 - (b) every officer of the company who is in default.
- (5) A person guilty of an offence under this section is liable on summary conviction to a fine not exceeding level 3 on the standard scale.

434 Requirements in connection with publication of statutory accounts

- (1) If a company publishes any of its statutory accounts, they must be accompanied by the auditor's report on those accounts (unless the company is exempt from audit and the directors have taken advantage of that exemption).
- (2) A company that prepares statutory group accounts for a financial year must not publish its statutory individual accounts for that year without also publishing with them its statutory group accounts.
- (3) A company's "statutory accounts" are its accounts for a financial year as required to be delivered to the registrar under section 441.
- (4) If a company contravenes any provision of this section, an offence is committed by—
- (a) the company, and
 - (b) every officer of the company who is in default.
- (5) A person guilty of an offence under this section is liable on summary conviction to a fine not exceeding level 3 on the standard scale.

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- (6) This section does not apply in relation to the provision by a company of a summary financial statement (see section 426).

435 Requirements in connection with publication of non-statutory accounts

- (1) If a company publishes non-statutory accounts, it must publish with them a statement indicating—
- (a) that they are not the company’s statutory accounts,
 - (b) whether statutory accounts dealing with any financial year with which the non-statutory accounts purport to deal have been delivered to the registrar, and
 - (c) whether an auditor’s report has been made on the company’s statutory accounts for any such financial year, and if so whether the report—
 - (i) was qualified or unqualified, or included a reference to any matters to which the auditor drew attention by way of emphasis without qualifying the report, or
 - (ii) contained a statement under section 498(2) (accounting records or returns inadequate or accounts or directors’ remuneration report not agreeing with records and returns), or section 498(3) (failure to obtain necessary information and explanations).
- (2) The company must not publish with non-statutory accounts the auditor’s report on the company’s statutory accounts.
- (3) References in this section to the publication by a company of “non-statutory accounts” are to the publication of—
- (a) any balance sheet or profit and loss account relating to, or purporting to deal with, a financial year of the company, or
 - (b) an account in any form purporting to be a balance sheet or profit and loss account for a group headed by the company relating to, or purporting to deal with, a financial year of the company,
- otherwise than as part of the company’s statutory accounts.
- (4) In subsection (3)(b) “a group headed by the company” means a group consisting of the company and any other undertaking (regardless of whether it is a subsidiary undertaking of the company) other than a parent undertaking of the company.
- (5) If a company contravenes any provision of this section, an offence is committed by—
- (a) the company, and
 - (b) every officer of the company who is in default.
- (6) A person guilty of an offence under this section is liable on summary conviction to a fine not exceeding level 3 on the standard scale.
- (7) This section does not apply in relation to the provision by a company of a summary financial statement (see section 426).

436 Meaning of “publication” in relation to accounts and reports

- (1) This section has effect for the purposes of—
- section 433 (name of signatory to be stated in published copies of accounts and reports),

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section 434 (requirements in connection with publication of statutory accounts),
and
section 435 (requirements in connection with publication of non-statutory
accounts).

- (2) For the purposes of those sections a company is regarded as publishing a document if it publishes, issues or circulates it or otherwise makes it available for public inspection in a manner calculated to invite members of the public generally, or any class of members of the public, to read it.