

SCHEDULE 4

TAKEOVERS OF RELEVANT UNLISTED COMPANIES

PART III

Additional Material Available for Inspection

41. The memorandum and articles of association of the company.

42. If the offeror is a body corporate, the memorandum and articles of association of the offeror or, if there is no such memorandum and articles, any instrument constituting or defining the constitution of the offeror and, in either case, if the relevant document is not written in English, a certified translation in English.

43. In the case of a company that does not fall within paragraph 45—

- (a) the audited accounts of the company in respect of the last two accounting reference periods for which the laying and delivering of accounts under the 1985 Act or the 1986 Order has passed; and
- (b) if accounts have been delivered to the relevant registrar of companies, in respect of a later accounting reference period, a copy of those accounts.

44. In the case of an offeror which is required to deliver accounts to the registrar of companies and which does not fall within paragraph 45—

- (a) the audited accounts of the offeror in respect of the last two accounting reference periods for which the laying and delivering of accounts under the 1985 Act or the 1986 Order has passed; and
- (b) if accounts have been delivered to the relevant registrar of companies in respect of a later accounting reference period, a copy of those accounts.

45. In the case of a company or an offeror—

- (a) which was incorporated during the period of three years immediately preceding the date on which the invitation or inducement in question was first communicated to recipients of the offer; or
- (b) which has, at any time during that period, been exempt from the provisions of Part VII of the 1985 Act relating to the audit of accounts by virtue of section 249A or 249AA of that Act⁽¹⁾ or been exempt from the provisions of Part VIII of the 1986 Order relating to the audit of accounts by virtue of article 257A or 257AA of that Order⁽²⁾;

the information described in whichever is relevant of paragraph 43 or 44 with respect to that body corporate need be included only in relation to the period since its incorporation or since it last ceased to be exempt from those provisions of Part VII of the 1985 Act or Part VIII of the 1986 Order, as the case may be.

46. All existing contracts of service entered into for a period of more than one year between the company and any of its directors and, if the offeror is a body corporate, between the offeror and any of its directors.

47. Any report, letter, valuation or other document any part of which is exhibited or referred to in the information required to be made available by Part II and this Part of this Schedule.

(1) Sections 249A and 249AA inserted by S.I. 1994/1935 and amended by S.I. 1996/189, S.I. 1997/936 and S.I. 2000/1430.

(2) Article 257A was inserted by SR (N.I.) 1995/128 and amended by SR (N.I.) 1997/500 and SR (N.I.) 2001/153. Article 257AA was inserted by SR (N.I.) 2001/153 and amended by S.I. 2001/3649.

Status: This is the original version (as it was originally made).

48. If the offer document contains any statement purporting to have been made by an expert, that expert's written consent to the inclusion of that statement.

49. All material contracts (if any) of the company and of the offeror (not, in either case, being contracts which were entered into in the ordinary course of business) which were entered into during the period of two years immediately preceding the date on which the invitation or inducement in question was first communicated to recipients of the offer.