

Additional provisions concerning notice under section 181 by a traded PLC

1103. (1) In addition to the requirements of section 181, a notice, under that section, by a traded PLC of a general meeting, whether—

- (a) an annual general meeting; or
- (b) an extraordinary general meeting;

shall be issued, free of charge, in a manner ensuring fast access to the notice on a non-discriminatory basis, using such media as may reasonably be relied upon for the effective dissemination of information to the public throughout the Member States.

(2) Notice of a general meeting shall set out—

- (a) when and where the meeting is to take place and the proposed agenda for the meeting;
 - (b) a clear and precise statement of any procedures a member shall comply with in order to participate and vote in the meeting, including—
 - (i) the right of a member to put items on the agenda of a general meeting and to table draft resolutions pursuant to section 1104 and to ask questions relating to items on the agenda pursuant to section 1107, and the time limits applicable to the exercise of any of those rights;
 - (ii) the right of a member entitled to attend, speak, ask questions and vote, to appoint, pursuant to section 183 as it applies by virtue of section 1108, by electronic means or otherwise—
 - (I) a proxy; or
 - (II) in any of the cases set out in those sections, more than one proxy;
- to attend, speak, ask questions and vote instead of the member and that any such proxy need not be a member;
- (iii) the procedure for voting by proxy pursuant to section 183 as so applied, including the forms to be used and the means by which the company is prepared to accept electronic notification of the appointment of a proxy; and
 - (iv) the procedure (where applicable) to be followed pursuant to sections 1106 and 1109 for voting electronically or by correspondence respectively;

(c) the record date for eligibility for voting as defined in section 1105 and state that only members registered on the record date shall have the right to participate and vote in the general meeting;

(d) where and how the full, unabridged text of the documents and draft resolutions referred to in subsection (3)(c) and (d) may be obtained; and

(e) the website at which the information contained in subsection (3) shall be made available.

(3) A traded PLC shall make available to its members on its website, for a continuous period beginning not later than 21 days before a general meeting (inclusive of the day of the meeting), the following:

(a) the notice under section 181;

(b) the total number of shares and voting rights at the date of the giving of the notice (including separate totals for each class of shares where the company's capital is divided into 2 or more classes of shares);

(c) the documents to be submitted to the meeting;

(d) a copy of any draft resolution or, where no such resolution is proposed to be adopted, a comment from the board of directors on each item of the proposed agenda of the meeting;

(e) a copy of forms to be used to vote by proxy and to vote by correspondence unless these forms are sent directly to each member.

(4) The traded PLC shall make available, on its website as soon as possible following their receipt, draft resolutions tabled by members.

(5) Where the forms referred to in subsection (3)(e) cannot be made available on the traded PLC's website for technical reasons, the PLC shall indicate on its website how the forms may be obtained in hard copy form and the PLC shall send the forms by post, free of charge, to every member who requests them.

(6) Where notice of a general meeting is issued later than on the twenty first day before the meeting pursuant to section 1102 (2) or Article 9(4) or 11(4) of Directive 2004/25/ EC, the period specified in subsection (3) shall be reduced accordingly.