



Press Summary

25 February 2026

THG Plc (Respondent) v Zedra Trust Company (Jersey) Ltd (Appellant)

[2026] UKSC 6

On appeal from: [2024] EWCA Civ 158

Justices: Lord Hodge (Deputy President), Lord Lloyd-Jones, Lord Briggs, Lord Burrows and Lord Richards

The Issue

The issue in this case is whether any limitation period applies to applications under sections 994-996 of the Companies Act 2006.

A limitation period is the period during which a claimant has a right to commence proceedings. Unless a provision for extending the period applies, the defendant is entitled to have the proceedings struck out if they have been commenced after the end of that period. A claim is then said to be ‘time-barred’. There are different limitation periods for different types of claims and there are some claims for which there is no limitation period.

Under section 994 of the Companies Act 2006, a shareholder in a company may apply to the court for a remedy on the grounds that the company’s affairs are being or have been conducted in a manner unfairly prejudicial to the interests of some or all shareholders or that an actual or proposed act or omission of the company is or would be unfairly prejudicial. The court has a very wide discretion as to the remedy. It may make such order as it thinks for giving relief, including the payment of compensation.

Background to the Appeal

This appeal concerns a petition alleging unfair prejudice as regards THG Plc (“**THG**”). The petitioner is a Jersey company, Zedra Trust Company (Jersey) Ltd (“**Zedra**”), which acquired a 13.2% stake in THG in 2013. In 2019 Zedra petitioned the court under section 994 alleging that the conduct of THG’s affairs was unfairly prejudicial to it in a number of respects.

In 2022 Zedra applied to amend its petition to include an allegation that it was unfairly prejudiced by being excluded from a bonus issue of shares made more than six years earlier to some shareholders, claiming compensation for the alleged resulting loss.

THG opposed the amendment, arguing that it was time-barred by sections 9 of the Limitation Act 1980 (“**the 1980 Act**”), which provides that “an action to recover any sum recoverable by virtue of any enactment” is subject to a six-year limitation period.

The High Court held, relying on previous decisions, textbooks and Law Commission reports, that no limitation period applied to claims under section 994. It therefore held that the amendment was not time-barred and should be allowed.

The Court of Appeal allowed an appeal by THG. Relying on *Collin v Duke of Westminster* [1985] 1 QB 581 (“*Collin*”) and later cases which have applied it (none of which concerned unfair prejudice petitions), the Court of Appeal held that all petitions under section 994 are subject to a 12-year limitation period under section 8 of the 1980 Act (which provides a 12-year limitation period for an ‘action upon a specialty’) and that claims for monetary relief under section 994 are subject to a six-year limitation period under section 9.

The Court of Appeal held that, as the only remedy Zedra sought was compensation, its claim fell within section 9 and was time-barred.

Zedra appealed to the Supreme Court, arguing that neither section 8 nor section 9 of the 1980 Act applied to an unfair prejudice petition.

Judgment

By a majority of four to one, the Supreme Court allows Zedra’s appeal. Lord Hodge and Lord Richards give the majority judgment with which Lord Briggs and Lord Lloyd-Jones agree.

The majority holds that a claim under section 994 is neither an ‘action upon a specialty’ under section 8 of the 1980 Act nor, as regards any claim for monetary relief, an ‘action to recover any sum recoverable by virtue of any enactment’ under section 9 of the 1980 Act. Therefore, no limitation period applies to claims under section 994.

Lord Burrows dissents, concluding that the Court of Appeal’s approach was correct. He would therefore have dismissed Zedra’s appeal.

Reasons for the judgment

The first question for the Supreme Court is whether a claim under section 994 is ‘an action upon a specialty’ under section 8 of the 1980 Act and therefore subject to a 12-year limitation period. This requires the Court to determine the meaning of ‘an action upon a specialty’.

Lord Hodge and Lord Richards reviewed English authorities going back to the 19th Century and caselaw from other Commonwealth jurisdictions to determine the term’s meaning. They also reviewed the predecessor statutes to the 1980 Act and a Law Reform Committee report which led to the form of words now appearing in section 8. They conclude that an ‘action upon a specialty’ is, in essence, an action to enforce an obligation which is created by a deed or statute [115]. Section 994 does not create any obligations but provides for remedies if there is or has been unfair prejudice in the conduct of a company’s affairs [116] Therefore, a claim under section 994 is not ‘an action upon a specialty’ [117].

Lord Hodge and Lord Richards consider further that an ‘action upon a specialty’ is confined to claims to enforce monetary obligations and that the Court of Appeal’s view in *Collin* that section 8 applied to the enforcement of non-monetary obligations created by an enactment was wrong [119]-[123]. Lord Lloyd-Jones and Lord Briggs, on the other hand, consider that section 8 extends to the enforcement of non-monetary claims and that the view taken in *Collin* on this point was correct [124]-[128].

The majority judgment notes, however, that this difference of view does not affect the outcome of the present appeal and that it would therefore not be appropriate for the court to reach a concluded view [129].

The second question for the Supreme Court is whether a claim under section 994 seeking, as in this case, compensation is an ‘action to recover any sum recoverable by virtue of any enactment’ under section 9 of the 1980 Act and therefore subject to a six-year limitation period.

The majority consider that a claim under section 994 is not such a claim. The very wide discretion given to the court by section 996 enables it to make such order(s) as it thinks fit to correct the unfair prejudice suffered by the claimant [145]. The court is not confined to the order sought by the petitioner. It may give a monetary remedy, even though not sought by the petitioner, or it may decline to provide a monetary remedy and make other orders. It is therefore unprincipled to apply a six-year limitation period to a claim in a petition for monetary relief and also impracticable to do so only as and when the court decides to make an order for the payment of money [146]-[152].

The majority conclude that section 9 of the 1980 Act does not apply to claims under section 994, even if the petition includes a claim for monetary relief [155]. As such, no limitation period applies to claims under section 994 of the Companies Act 2006 [158].

Lord Burrows gives a dissenting judgment. He considers that a claim under section 994 is an ‘action upon a specialty’ because, applying *Collin* and other cases, a statute is a specialty. Such a claim is therefore subject to a 12-year limitation period under section 8 of the 1980 Act unless a shorter period is prescribed by section 9 [205]. Whilst Lord Burrows agrees with the majority that it is unusual for limitation periods to vary depending on which remedy is sought, section 9 of the 1980 Act is clearly an exception because it is explicitly confined to the recovery of sums by statute [214]. As Zedra’s section 994 claim sought monetary compensation, Lord Burrows concludes that, in line with the general approach taken to limitation periods in respect of statutory discretions, it should be subject to the six-year limitation period laid down in section 9. He would therefore dismiss the appeal [241].

References in square brackets are to paragraphs in the judgment.

NOTE:

This summary is provided to assist in understanding the Court’s decision. It does not form part of the reasons for the decision. The full judgment of the Court is the only authoritative document. Judgments are public documents and are available at: [Decided cases - The Supreme Court](#)