

*Status: Point in time view as at 26/07/2013.*

*Changes to legislation: Companies Act 1985 is up to date with all changes known to be in force on or before 28 June 2024. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details)*

## SCHEDULES

### <sup>F1F1</sup>SCHEDULE 1

#### Textual Amendments

- F1** Schs. 1, 2 repealed (1.10.2009) by Companies Act 2006 (c. 46), ss. 1295, 1300, **Sch. 16**; S.I. 2008/2860, **art. 4**, Sch. 1 (with arts. 5, 7, 8, Sch. 2 (as amended by S.I. 2009/1802, art. 18, Sch.))

### <sup>F9F9</sup>SCHEDULE 2

#### Textual Amendments

- F9** Schs. 1, 2 repealed (1.10.2009) by Companies Act 2006 (c. 46), ss. 1295, 1300, **Sch. 16**; S.I. 2008/2860, **art. 4**, Sch. 1 (with arts. 5, 7, 8, Sch. 2 (as amended by S.I. 2009/1802, art. 18, Sch.))

### <sup>F33</sup>SCHEDULE 3

Section 56, et passim in Part III.

#### MANDATORY CONTENTS OF PROSPECTUS

#### Textual Amendments

- F33** Schs. 1-15B repealed (prosp.) by Companies Act 2006 (c. 46), ss. 1295, 1300, **Sch. 16** and the repeal being partly in force, as to which see individual provisions

#### Modifications etc. (not altering text)

- C1** Sch. 3 applied with modifications by S.I. 1985/680, regs. 4–6, **Sch.**  
**C2** Sch. 3 modified by S.I. 1991/823, reg. 2(1), **Sch.1**

*Status: Point in time view as at 26/07/2013.*

*Changes to legislation: Companies Act 1985 is up to date with all changes known to be in force on or before 28 June 2024. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details)*

## [<sup>F34</sup>PART I

### MATTERS TO BE STATED

#### Textual Amendments

**F34** Sch. 3 repealed by Financial Services Act 1986 (c. 60, SIF 69), s. 212(3), Sch. 17 Pt. I (the repeal being or coming into force as mentioned in S.I. 1986/2246, art. 5, Sch. 4, 1988/1960, art. 4 (as amended) and S.I. 1988/2285, art. 5 and being otherwise *prosp.*)

#### *The company's proprietorship, management and its capital requirement*

- 1 (1) The prospectus must state—
- (a) the number of founders or management or deferred shares (if any) and the nature and extent of the interest of the holders in the property and profits of the company;
  - (b) the number of shares (if any) fixed by the company's articles as the qualification of a director, and any provision in the articles as to the remuneration of directors; and
  - (c) the names, descriptions and addresses of the directors or proposed directors.
- (2) As this paragraph applies for the purposes of section 72(3), sub-paragraph (1)(b) is to be read with the substitution for the reference to the company's articles of a reference to its constitution.
- (3) Sub-paragraphs (1)(b) and (1)(c) do not apply in the case of a prospectus issued more than 2 years after the date at which the company is entitled to commence business.

2 <sup>F35</sup> .....

#### Textual Amendments

**F35** Schs. 3 para. 2 repealed (1.10.2009 so far as not previously repealed) by Companies Act 2006 (c. 46), ss. 1295, 1300, Sch. 16; S.I. 2008/2860, art. 4, Sch. 1 (with arts. 5, 7, 8, Sch. 2 (as amended by S.I. 2009/1802, art. 18, Sch.))

#### *Details relating to the offer*

- 3 (1) The prospectus must state—
- (a) the time of the opening of the subscription lists, and
  - (b) the amount payable on application and allotment on each share (including the amount, if any, payable by way of premium).
- (2) In the case of a second or subsequent offer of shares, there must also be stated the amount offered for subscription on each previous allotment made within the 2 preceding years, the amount actually allotted and the amount (if any) paid on the shares so allotted, including the amount (if any) paid by way of premium.
- 4 (1) There must be stated the number, description and amount of any shares in or debentures of the company which any person has, or is entitled to be given, an option to subscribe for.

*Status: Point in time view as at 26/07/2013.*

*Changes to legislation: Companies Act 1985 is up to date with all changes known to be in force on or before 28 June 2024. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details)*

- (2) The following particulars of the option must be given—
- (a) the period during which it is exercisable,
  - (b) the price to be paid for shares or debentures subscribed for under it,
  - (c) the consideration (if any) given or to be given for it or the right to it,
  - (d) the names and addresses of the persons to whom it or the right to it was given or, if given to existing shareholders or debenture holders as such, the relevant shares or debentures.
- (3) References in this paragraph to subscribing for shares or debentures include acquiring them from a person to whom they have been allotted or agreed to be allotted with a view to his offering them for sale.
- 5 The prospectus must state the number and amount of shares and debentures which within the 2 preceding years have been issued, or agreed to be issued, as fully or partly paid up otherwise than in cash; and—
- (a) in the latter case the extent to which they are so paid up, and
  - (b) in either case the consideration for which those shares or debentures have been issued or are proposed or intended to be issued.

*Property acquired or to be acquired by the company*

- 6 (1) For purposes of the following two paragraphs, “relevant property” is property purchased or acquired by the company, or proposed so to be purchased or acquired,
- (a) which is to be paid for wholly or partly out of the proceeds of the issue offered for subscription by the prospectus, or
  - (b) the purchase or acquisition of which has not been completed at the date of the issue of the prospectus.
- (2) But those two paragraphs do not apply to property—
- (a) the contract for whose purchase or acquisition was entered into in the ordinary course of the company’s business, the contract not being made in contemplation of the issue nor the issue in consequence of the contract, or
  - (b) as respects which the amount of the purchase money is not material.
- 7 As respects any relevant property, the prospectus must state—
- (a) the names and addresses of the vendors,
  - (b) the amount payable in cash, shares or debentures to the vendor and, where there is more than one separate vendor, or the company is a sub-purchaser, the amount so payable to each vendor,
  - (c) short particulars of any transaction relating to the property completed within the 2 preceding years in which any vendor of the property to the company or any person who is, or was at the time of the transaction, a promoter or a director or proposed director of the company had any interest direct or indirect.
- 8 There must be stated the amount (if any) paid or payable as purchase money in cash, shares or debentures for any relevant property, specifying the amount (if any) payable for goodwill.
- 9 (1) The following applies for the interpretation of paragraphs 6, 7 and 8.

*Status: Point in time view as at 26/07/2013.*

*Changes to legislation: Companies Act 1985 is up to date with all changes known to be in force on or before 28 June 2024. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details)*

- (2) Every person is deemed a vendor who has entered into any contract (absolute or conditional) for the sale or purchase, or for any option of purchase, of any property to be acquired by the company, in any case where—
  - (a) the purchase money is not fully paid at the date of the issue of the prospectus,
  - (b) the purchase money is to be paid or satisfied wholly or in part out of the proceeds of the issue offered for subscription by the prospectus,
  - (c) the contract depends for its validity or fulfilment on the result of that issue.
- (3) Where any property to be acquired by the company is to be taken on lease, paragraphs 6, 7 and 8 apply as if “vendor” included the lessor, “purchase money” included the consideration for the lease, and “sub-purchaser” included a sub-lessee.
- (4) For purposes of paragraph 7, where the vendors or any of them are a firm, the members of the firm are not to be treated as separate vendors.

*Commissions, preliminary expenses, etc.*

- 10 (1) The prospectus must state—
  - (a) the amount (if any) paid within the 2 preceding years, or payable, as commission (but not including commission to sub-underwriters) for subscribing or agreeing to subscribe, or procuring or agreeing to procure subscriptions, for any shares in or debentures of the company, or the rate of any such commission,
  - (b) the amount or estimated amount of any preliminary expenses and the persons by whom any of those expenses have been paid or are payable, and the amount or estimated amount of the expenses of the issue and the persons by whom any of those expenses have been paid or are payable,
  - (c) any amount or benefit paid or given within the 2 preceding years or intended to be paid or given to any promoter, and the consideration for the payment or the giving of the benefit.
- (2) Sub-paragraph (1)(b) above, so far as it relates to preliminary expenses, does not apply in the case of a prospectus issued more than 2 years after the date at which the company is entitled to commence business.

*Contracts*

- 11 (1) The prospectus must give the dates of, parties to and general nature of every material contract.
- (2) This does not apply to a contract entered into in the ordinary course of the business carried on or intended to be carried on by the company, or a contract entered into more than 2 years before the date of issue of the prospectus.

*Auditors*

- 12 The prospectus must state the names and addresses of the company’s auditors (if any).

*Interests of directors*

- 13 (1) The prospectus must give full particulars of—

---

*Status: Point in time view as at 26/07/2013.*

*Changes to legislation: Companies Act 1985 is up to date with all changes known to be in force on or before 28 June 2024. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details)*

---

- (a) the nature and extent of the interest (if any) of every director in the promotion of, or in the property proposed to be acquired by, the company, or
  - (b) where the interest of such a director consists in being a partner in a firm, the nature and extent of the interest of the firm.
- (2) With the particulars under sub-paragraph (1)(b) must be provided a statement of all sums paid or agreed to be paid to the director or the firm in cash or shares or otherwise by any person either to induce him to become, or to qualify him as, a director, or otherwise for services rendered by him or the firm in connection with the promotion or formation of the company.
- (3) This paragraph does not apply in the case of a prospectus issued more than 2 years after the date at which the company is entitled to commence business.

#### *Other matters*

- 14 If the prospectus invites the public to subscribe for shares in the company and the company's share capital is divided into different classes of shares, the prospectus must state the right of voting at meetings of the company conferred by, and the rights in respect of capital and dividends attached to, the several classes of shares respectively.
- 15 In the case of a company which has been carrying on business, or of a business which has been carried on for less than 3 years, the prospectus must state the length of time during which the business of the company (or the business to be acquired, as the case may be) has been carried on.]

## **PART II**

### **AUDITORS' AND ACCOUNTANTS' REPORTS TO BE SET OUT IN PROSPECTUS**

#### *Auditors' report*

- 16 (1) The prospectus shall set out a report by the company's auditors with respect to—
- (a) profits and losses and assets and liabilities, in accordance with sub-paragraphs (2) and (3) below, as the case requires, and
  - (b) the rates of the dividends (if any) paid by the company in respect of each class of shares in respect of each of the 5 financial years immediately preceding the issue of the prospectus, giving particulars of each such class of shares on which such dividends have been paid and particulars of the cases in which no dividends have been paid in respect of any class of shares in respect of any of those years.

If no accounts have been made up in respect of any part of the 5 years ending on a date 3 months before the issue of the prospectus, the report shall contain a statement of that fact.

- (2) If the company has no [<sup>F36</sup>subsidiary undertakings], the report shall—
- (a) deal with profits and losses of the company in respect of each of the 5 financial years immediately preceding the issue of the prospectus, and
  - (b) deal with the assets and liabilities of the company at the last date to which the company's accounts were made up.

*Status: Point in time view as at 26/07/2013.*

*Changes to legislation: Companies Act 1985 is up to date with all changes known to be in force on or before 28 June 2024. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details)*

- [<sup>F37</sup>(3) If the company has subsidiary undertakings, the report shall—
- (a) deal separately with the company's profits or losses as provided by subparagraph (2), and in addition deal either—
    - (i) as a whole with the combined profits or losses of its subsidiary undertakings, so far as they concern members of the company, or
    - (ii) individually with the profits or losses of each of its subsidiary undertakings, so far as they concern members of the company,
 or, instead of dealing separately with the company's profits or losses, deal as a whole with the profits or losses of the company and (so far as they concern members of the company) with the combined profits and losses of its subsidiary undertakings; and
  - (b) deal separately with the company's assets and liabilities as provided by subparagraph (2), and in addition deal either—
    - (i) as a whole with the combined assets and liabilities of its subsidiary undertakings, with or without the company's assets and liabilities, or
    - (ii) individually with the assets and liabilities of each of its subsidiary undertakings,
 indicating, as respects the assets and liabilities of its subsidiary undertakings, the allowance to be made for persons other than members of the company.]

#### Textual Amendments

- F36** Words substituted by [Companies Act 1989 \(c. 40, SIF 27\)](#), ss. 23, 213(2), [Sch. 10 para. 19\(2\)](#) (subject to the transitional and saving provisions in [S.I. 1990/355](#), [arts. 6–9](#))
- F37** [Sch. 3 para. 16\(3\)](#) substituted (subject to the transitional and saving provisions in [S.I. 1990/355](#), [arts. 6–9](#)) by [Companies Act 1989 \(c. 40, SIF 27\)](#), ss. 23, 213(2), [Sch. 10 para. 19\(2\)](#)

#### *Accountants' reports*

- 17 If the proceeds of the issue of the shares or debentures are to be applied directly or indirectly in the purchase of any business, or any part of the proceeds of the issue is to be so applied, there shall be set out in the prospectus a report made by accountants upon—
- (a) the profits or losses of the business in respect of each of the 5 financial years immediately preceding the issue of the prospectus, and
  - (b) the assets and liabilities of the business at the last date to which the accounts of the business were made up.
- [<sup>F38</sup>18 (1) The following provisions apply if—
- (a) the proceeds of the issue are to be applied directly or indirectly in any manner resulting in the acquisition by the company of shares in any other undertaking, or any part of the proceeds is to be so applied, and
  - (b) by reason of that acquisition or anything to be done in consequence of or in connection with it, that undertaking will become a subsidiary undertaking of the company.
- (2) There shall be set out in the prospectus a report made by accountants upon—
- (a) the profits or losses of the other undertaking in respect of each of the five financial years immediately preceding the issue of the prospectus, and

*Status: Point in time view as at 26/07/2013.*

*Changes to legislation: Companies Act 1985 is up to date with all changes known to be in force on or before 28 June 2024. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details)*

- (b) the assets and liabilities of the other undertaking at the last date to which its accounts were made up.
- (3) The report shall—
- (a) indicate how the profits or losses of the other undertaking would in respect of the shares to be acquired have concerned members of the company and what allowance would have fallen to be made, in relation to assets and liabilities so dealt with, for holders of other shares, if the company had at all material times held the shares to be acquired, and
  - (b) where the other undertaking is a parent undertaking, deal with the profits or losses and the assets and liabilities of the undertaking and its subsidiary undertakings in the manner provided by paragraph 16(3) above in relation to the company and its subsidiary undertakings.
- (4) In this paragraph “undertaking” and “shares”, in relation to an undertaking, have the same meaning as in Part VII.]

#### Textual Amendments

**F38** Sch. 3 para. 18 substituted (subject to the transitional and saving provisions mentioned in S.I. 1990/355, arts. 6–9) by Companies Act 1989 (c. 40, SIF 27), ss. 23, 213(2), Sch. 10 para. 19(3)

#### *Provisions interpreting preceding paragraphs, and modifying them in certain cases*

- 19 If in the case of a company which has been carrying on business, or of a business which has been carried on for less than 5 years, the accounts of the company or business have only been made up in respect of 4 years, 3 years, 2 years or one year, the preceding paragraphs of this Part have effect as if references to 4 years, 3 years, 2 years or one year (as the case may be) were substituted for references to 5 years.
- 20 The expression “financial year” in this Part means the year in respect of which the accounts of the company or of the business (as the case may be) are made up; and where by reason of any alteration of the date on which the financial year of the company or business terminates the accounts have been made up for a period greater or less than one year, that greater or less period is for purposes of this Part deemed to be a financial year.
- 21 Any report required by this Part shall either indicate by way of note any adjustments as respects the figures of any profits or losses or assets and liabilities dealt with by the report which appear to the persons making the report necessary, or shall make those adjustments and indicate that adjustments have been made.
- 22 (1) A report required by paragraph 17 or 18 shall be made by accountants qualified under this Act for appointment as auditors of a company.
- [<sup>F39</sup>(2) Such a report shall not be made by an accountant who is an officer or servant, or a partner of or in the employment of an officer or servant, of—
- (a) the company or any of its subsidiary undertakings,
  - (b) a parent undertaking of the company or any subsidiary undertaking of such an undertaking.]

(3) The accountants making any report required for purposes of paragraph 17 or 18 shall be named in the prospectus.

*Status: Point in time view as at 26/07/2013.*

*Changes to legislation: Companies Act 1985 is up to date with all changes known to be in force on or before 28 June 2024. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details)*

#### Textual Amendments

**F39** Sch. 3 para. 22(2) substituted (subject to the transitional and saving provisions in S.I. 1990/355, arts. 6–9) by Companies Act 1989 (c. 40, SIF 27), ss. 23, 213(2), **Sch. 10 para. 19(4)**

### F40F40 SCHEDULE 4

#### Textual Amendments

**F40** Sch. 4 repealed (6.4.2008) by Companies Act 2006 (c. 46), ss. 1295, 1300, **Sch. 16**; S.I. 2007/3495, **art. 8(a)**, Sch. 2 Pt. 1 (with arts. 7, 12)

### F116F116 SCHEDULE 4A

#### Textual Amendments

**F116** Sch. 4A repealed (6.4.2008) by Companies Act 2006 (c. 46), ss. 1295, 1300, **Sch. 16**; S.I. 2007/3495, **art. 8(a)**, Sch. 2 Pt. 1 (with arts. 7, 12)

### F133F133 SCHEDULE 5

#### Textual Amendments

**F133** Sch. 5 repealed (6.4.2008) by Companies Act 2006 (c. 46), ss. 1295, 1300, **Sch. 16**; S.I. 2007/3495, **art. 8(a)**, Sch. 2 Pt. 1 (with arts. 7, 12)

### F189F189 SCHEDULE 6

#### Textual Amendments

**F189** Sch. 6 repealed (6.4.2008) by Companies Act 2006 (c. 46), ss. 1295, 1300, **Sch. 16**; S.I. 2007/3495, **art. 8(a)**, Sch. 2 Pt. 1 (with arts. 7, 12); and Sch. 6 para. 27(1)(d) and certain words in Sch. 6 paras. 15-17, 19,



*Status: Point in time view as at 26/07/2013.*

*Changes to legislation: Companies Act 1985 is up to date with all changes known to be in force on or before 28 June 2024. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details)*

22, 24 are expressed to be repealed (6.4.2008 with effect as stated in Sch. 1 para. 90(2) of the amending S.I.) by S.I. 2008/948, arts. 2(1), 3, Sch. 1 para. 90(1), **Sch. 2** (with arts. 6, 11, 12)

F260F260 SCHEDULE 7

**Textual Amendments**

**F260** Sch. 7 repealed (6.4.2008) by Companies Act 2006 (c. 46), ss. 1295, 1300, **Sch. 16**; S.I. 2007/3495, **art. 8(a)**, Sch. 2 Pt. 1 (with arts. 7, 12)

F289F289 [F290] SCHEDULE 7ZA]

**Textual Amendments**

**F289** Sch. 7ZA omitted (12.1.2006) by virtue of The Companies Act 1985 (Operating and Financial Review) (Repeal) Regulations 2005 (S.I. 2005/3442), reg. 2(2)(a), **Sch. 1 para. 17**  
**F290** Sch. 7ZA inserted (22.3.2005) by The Companies Act 1985 (Operating and Financial Review and Directors' Report etc.) Regulations 2005 (S.I. 2005/1011), **reg. 9**

F291F291 [F292] SCHEDULE 7A]

**Textual Amendments**

**F291** Sch. 7A repealed (6.4.2008) by Companies Act 2006 (c. 46), ss. 1295, 1300, **Sch. 16**; S.I. 2007/3495, **art. 8(a)**, Sch. 2 Pt. 1 (with arts. 7, 12)  
**F292** Sch. 7A inserted (1.8.2002) by The Directors' Remuneration Report Regulations 2002 (S.I. 2002/1986), reg. 9, **Sch.**

F293F293 [F294] SCHEDULE 7B]

*Status: Point in time view as at 26/07/2013.*

*Changes to legislation: Companies Act 1985 is up to date with all changes known to be in force on or before 28 June 2024. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details)*

#### Textual Amendments

- F293** Sch. 7B repealed (6.4.2008) by Companies Act 2006 (c. 46), ss. 1295, 1300, **Sch. 16**; S.I. 2007/3495, **art. 8(a)**, Sch. 2 Pt. 1 (with arts. 7, 12)
- F294** Sch. 7B inserted (6.4.2005) by Companies (Audit, Investigations and Community Enterprise) Act 2004 (c. 27), ss. 12, 65, **Sch. 1**; S.I. 2004/3322, **art. 2(2)**, Sch. 2 (subject to arts. 3-13)

### F295F295 SCHEDULE 8

#### Textual Amendments

- F295** Sch. 8 repealed (6.4.2008) by Companies Act 2006 (c. 46), ss. 1295, 1300, **Sch. 16**; S.I. 2007/3495, **art. 8(a)**, Sch. 2 Pt. 1 (with arts. 7, 12)

### F381F381 SCHEDULE 8A

#### Textual Amendments

- F381** Sch. 8A repealed (6.4.2008) by Companies Act 2006 (c. 46), ss. 1295, 1300, **Sch. 16**; S.I. 2007/3495, **art. 8(a)**, Sch. 2 Pt. 1 (with arts. 7, 12)

### F397F397 SCHEDULE 9

#### Textual Amendments

- F397** Sch. 9 repealed (6.4.2008) by Companies Act 2006 (c. 46), ss. 1295, 1300, **Sch. 16**; S.I. 2007/3495, **art. 8(a)**, Sch. 2 Pt. 1 (with arts. 7, 12); Sch. 9 para. 3(4)(5) and certain words in Sch. 9 para. 3(3)(a) are expressed to be repealed (6.4.2008 with effect as stated in Sch. 1 para. 91(2) of the amending S.I.) by S.I. 2008/948, arts. 2(1), 3, Sch. 1 para. 90(1), **Sch. 2** (with arts. 6, 11, 12)

### F468F468 [F469] SCHEDULE 9A]

*Status: Point in time view as at 26/07/2013.*

*Changes to legislation: Companies Act 1985 is up to date with all changes known to be in force on or before 28 June 2024. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details)*

**Textual Amendments**

**F468** Sch. 9A repealed (6.4.2008) by Companies Act 2006 (c. 46), ss. 1295, 1300, **Sch. 16**; S.I. 2007/3495, **art. 8(a)**, Sch. 2 Pt. 1 (with arts. 7, 12)

**F469** Sch. 9A substituted (19.12.1993) by virtue of S.I. 1993/3246, regs. 4, 6, 7, **Sch. 1**

[<sup>F528X17</sup>SCHEDULE 10]

**Editorial Information**

**X17** Sch. 10: the earliest available versions of Sch. 10 and its contents are those having effect on 2.12.1991

**Textual Amendments**

**F528** Sch. 10 repealed (19.12.1993) by S.I. 1993/3246, regs. 5(1), 6, 7, **Sch. 2 para.7**

<sup>F535F535</sup>SCHEDULE 10A

**Textual Amendments**

**F535** Sch. 10A repealed (6.4.2008) by Companies Act 2006 (c. 46), ss. 1295, 1300, **Sch. 16**; S.I. 2007/3495, **art. 8(a)**, Sch. 2 Pt. 1 (with arts. 7, 12)

<sup>F546F546</sup>SCHEDULE 11

**Textual Amendments**

**F546** Sch. 11 repealed (6.4.2008) by Companies Act 2006 (c. 46), ss. 1295, 1300, **Sch. 16**; S.I. 2007/3495, **art. 8(a)**, Sch. 2 Pt. 1 (with arts. 7, 12)

*Status: Point in time view as at 26/07/2013.*

*Changes to legislation: Companies Act 1985 is up to date with all changes known to be in force on or before 28 June 2024. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details)*

## SCHEDULE 12

F571

### Textual Amendments

**F571** Sch. 12 repealed by [Company Directors Disqualification Act 1986 \(c. 46, SIF 27\)](#), s. 23(2), **Sch. 4**

## F572 SCHEDULE 13

Sections 324, 325, 326, 328 and 346.

### PROVISIONS SUPPLEMENTING AND INTERPRETING SECTIONS 324 TO 328

### Textual Amendments

**F572** Schs. 1-15B repealed (prosp.) by [Companies Act 2006 \(c. 46\)](#), ss. 1295, 1300, **Sch. 16** and the repeal being partly in force, as to which see individual provisions

### Modifications etc. (not altering text)

**C25** Sch. 13 excluded (12.2.1992) by [S.I. 1992/225](#), **reg. 23(1)(b)**.  
Sch. 13 modified (12.2.1992) by [S.I. 1992/225](#), **reg. 121**, **Sch. 8 para. 1(b)**.

## F573F573 PART I

### Textual Amendments

**F573** Sch. 13 Pt. 1 repealed (1.10.2007) by [Companies Act 2006 \(c. 46\)](#), ss. 1295, 1300, **Sch. 16**; [S.I. 2007/2194](#), **art. 8**, Sch. 2 Pt. 1 (with art. 12)

## F580F580 PART II

### Textual Amendments

**F580** Sch. 13 Pts. 2-4 repealed (6.4.2007) by [Companies Act 2006 \(c. 46\)](#), ss. 1177, 1295, 1300, **Sch. 16**; [S.I. 2006/3428](#), arts. {4(1)(c)}, 7(c), Sch. 4 Pt. 1 (subject to art. 5, Sch. 1 and with arts. 6, 8, Sch. 5 (as amended by [S.I. 2007/3495](#), **art. 11**, **Sch. 5**))

## F581F581 PART III

*Status: Point in time view as at 26/07/2013.*

*Changes to legislation: Companies Act 1985 is up to date with all changes known to be in force on or before 28 June 2024. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details)*

**Textual Amendments**

**F581** Sch. 13 Pts. 2-4 repealed (6.4.2007) by [Companies Act 2006 \(c. 46\)](#), ss. 1177, 1295, 1300, **Sch. 16**; [S.I. 2006/3428](#), arts. {4(1)(c)}, 7(c), Sch. 4 Pt. 1 (subject to art. 5, Sch. 1 and with arts. 6, 8, Sch. 5 (as amended by [S.I. 2007/3495](#), art. 11, Sch. 5))

F582F582 **PART IV**

**Textual Amendments**

**F582** Sch. 13 Pts. 2-4 repealed (6.4.2007) by [Companies Act 2006 \(c. 46\)](#), ss. 1177, 1295, 1300, **Sch. 16**; [S.I. 2006/3428](#), arts. {4(1)(c)}, 7(c), Sch. 4 Pt. 1 (subject to art. 5, Sch. 1 and with arts. 6, 8, Sch. 5 (as amended by [S.I. 2007/3495](#), art. 11, Sch. 5))

F586F586 **SCHEDULE 14**

**Textual Amendments**

**F586** Sch. 14 repealed (1.10.2009) by [Companies Act 2006 \(c. 46\)](#), ss. 1295, 1300, **Sch. 16**; [S.I. 2008/2860](#), **art. 4**, Sch. 1 (with arts. 5, 7, 8, Sch. 2 (as amended by [S.I. 2009/1802](#), art. 18, Sch.))

**SCHEDULE 15**

F589

**Textual Amendments**

**F589** Sch. 15 repealed by [Companies Act 1989 \(c. 40, SIF 27\)](#), ss. 212, 213(2), **Sch. 24** (subject to transitional and saving provisions in [S.I. 1990/1707](#), **arts. 4** and 5)

F590F590 **SCHEDULE 15A**

*Status: Point in time view as at 26/07/2013.*

*Changes to legislation: Companies Act 1985 is up to date with all changes known to be in force on or before 28 June 2024. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details)*

#### Textual Amendments

**F590** Sch. 15A repealed (1.10.2007) by Companies Act 2006 (c. 46), ss. 1295, 1300, **Sch. 16**; S.I. 2007/2194, **art. 8**, Sch. 2 Pt. 1 (with art. 12)

### <sup>F598F598</sup>SCHEDULE [<sup>F599</sup>15B]

#### Textual Amendments

**F598** Sch. 15B repealed (6.4.2008) by Companies Act 2006 (c. 46), ss. 1295, 1300, **Sch. 16**; S.I. 2007/3495, **art. 8(a)**, Sch. 2 Pt. 1 (with arts. 7, 12)

**F599** Sch. 15A renumbered by Companies Act 1989 (c. 40, SIF 27), **ss. 114(2)**, 213(2)

### [<sup>F621</sup>SCHEDULE 15C

Section 449

#### SPECIFIED PERSONS

#### Textual Amendments

**F621** Sch. 15C inserted (6.4.2005) by Companies (Audit, Investigations and Community Enterprise) Act 2004 (c. 27), ss. 25, 65, **Sch. 2 para. 25**; S.I. 2004/3322, **art. 2(2)**, Sch. 2 (subject to arts. 3-13)

- 1 The Secretary of State.
- 2 The Department of Enterprise, Trade and Investment for Northern Ireland.
- 3 The Treasury.
- 4 The Lord Advocate.
- 5 The Director of Public Prosecutions.
- 6 The Director of Public Prosecutions for Northern Ireland.
- [<sup>F622</sup>7 The Financial Conduct Authority.

#### Textual Amendments

**F622** Sch. 15C paras. 7-7B substituted for Sch. 15C para. 7 (1.4.2013) by Financial Services Act 2012 (c. 21), s. 122(3), **Sch. 18 para. 46** (with Sch. 20); S.I. 2013/423, art. 3, Sch.

- 7A The Prudential Regulation Authority.

*Status: Point in time view as at 26/07/2013.*

*Changes to legislation: Companies Act 1985 is up to date with all changes known to be in force on or before 28 June 2024. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details)*

**Textual Amendments**

**F622** Sch. 15C paras. 7-7B substituted for Sch. 15C para. 7 (1.4.2013) by [Financial Services Act 2012 \(c. 21\)](#), s. 122(3), [Sch. 18 para. 46](#) (with [Sch. 20](#)); S.I. 2013/423, art. 3, [Sch.](#)

7B The Bank of England.]

**Textual Amendments**

**F622** Sch. 15C paras. 7-7B substituted for Sch. 15C para. 7 (1.4.2013) by [Financial Services Act 2012 \(c. 21\)](#), s. 122(3), [Sch. 18 para. 46](#) (with [Sch. 20](#)); S.I. 2013/423, art. 3, [Sch.](#)

8 A constable.

9 A procurator fiscal.

10 The Scottish Ministers.]

<sup>F623</sup>SCHEDULE 15D

Section 449

DISCLOSURES

**Textual Amendments**

**F623** Sch. 15D inserted (6.4.2005 except for paras. 40, 45 and 1.7.2005 otherwise) by [Companies \(Audit, Investigations and Community Enterprise\) Act 2004 \(c. 27\)](#), ss. 25, 65, [Sch. 2 para. 25](#); S.I. 2004/3322, [art. 2\(2\)\(3\)](#), [Schs. 2, 3](#) (subject to arts. 3-13)

1 A disclosure for the purpose of enabling or assisting a person authorised under <sup>F624</sup>section 457 of the Companies Act 2006] to exercise his functions.

**Textual Amendments**

**F624** Words in [Sch. 15D para. 1](#) substituted (6.4.2008 with effect as stated in [Sch. 1 para. 92\(2\)](#)) by [The Companies Act 2006 \(Consequential Amendments etc\) Order 2008 \(S.I. 2009/948\)](#), arts. 2(1), 3(1), [Sch. 1 para. 92\(1\)](#) (with arts. 6, 11, 12)

2 A disclosure for the purpose of enabling or assisting an inspector appointed under Part 14 to exercise his functions.

3 A disclosure for the purpose of enabling or assisting a person authorised under section 447 of this Act or section 84 of the Companies Act 1989 to exercise his functions.

4 A disclosure for the purpose of enabling or assisting a person appointed under section 167 of the Financial Services and Markets Act 2000 (general investigations) to conduct an investigation to exercise his functions.

5 A disclosure for the purpose of enabling or assisting a person appointed under section 168 of the Financial Services and Markets Act 2000 (investigations in particular cases) to conduct an investigation to exercise his functions.

*Status: Point in time view as at 26/07/2013.*

*Changes to legislation: Companies Act 1985 is up to date with all changes known to be in force on or before 28 June 2024. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details)*

- 6 A disclosure for the purpose of enabling or assisting a person appointed under section 169(1)(b) of the Financial Services and Markets Act 2000 (investigation in support of overseas regulator) to conduct an investigation to exercise his functions.
- 7 A disclosure for the purpose of enabling or assisting a person appointed under section 284 of the Financial Services and Markets Act 2000 (investigations into affairs of certain collective investment schemes) to conduct an investigation to exercise his functions.
- 8 A disclosure for the purpose of enabling or assisting a person appointed under regulations made under sections 262(1) and (2)(k) of the Financial Services and Markets Act 2000 (investigations into open-ended investment companies) to conduct an investigation to exercise his functions.
- 9 A disclosure for the purpose of enabling or assisting the Secretary of State or the Treasury to exercise any of their functions under any of the following—
- [<sup>F625</sup>(a) the Companies Acts (as defined in section 2(1) of the Companies Act 2006);]
  - [<sup>F626</sup>(b) Part 5 of the Criminal Justice Act 1993 (insider dealing);
  - (c) the Insolvency Act 1986;
  - (d) the Company Directors Disqualification Act 1986;
  - [ Part 42 of the Companies Act 2006 (statutory auditors);]
  - <sup>F627</sup>(da)
  - [<sup>F628</sup>(e) Parts 3 and 7 of the Companies Act 1989 (investigations and powers to obtain information and financial markets and insolvency);]
  - (f) the Financial Services and Markets Act 2000.
  - [ the Investment Bank Special Administration Regulations 2011.]
  - <sup>F629</sup>(g)

#### Textual Amendments

- F625** Sch. 15D para. 9(a) substituted (1.10.2009) by [The Companies Act 2006 \(Consequential Amendments, Transitional Provisions and Savings\) Order 2009 \(S.I. 2009/1941\)](#), art. 2(1), **Sch. 1 para. 58(2)(a)**
- F626** Sch. 15D para. 9(b) substituted (1.10.2009) by [The Companies Act 2006 \(Consequential Amendments, Transitional Provisions and Savings\) Order 2009 \(S.I. 2009/1941\)](#), art. 2(1), **Sch. 1 para. 58(2)(b)**
- F627** Sch. 15D para. 9(da) inserted (1.10.2009) by [The Companies Act 2006 \(Consequential Amendments, Transitional Provisions and Savings\) Order 2009 \(S.I. 2009/1941\)](#), art. 2(1), **Sch. 1 para. 58(2)(c)**
- F628** Sch. 15D para. 9(e) substituted (1.10.2009) by [The Companies Act 2006 \(Consequential Amendments, Transitional Provisions and Savings\) Order 2009 \(S.I. 2009/1941\)](#), art. 2(1), **Sch. 1 para. 58(2)(d)**
- F629** Sch. 15D para. 9(g) inserted (8.2.2011) by [The Investment Bank Special Administration Regulations 2011 \(S.I. 2011/245\)](#), reg. 1, **Sch. 6 para. 8** (with reg. 27(a))

- 10 A disclosure for the purpose of enabling or assisting the Scottish Ministers to exercise their functions under the enactments relating to insolvency.
- 11 A disclosure for the purpose of enabling or assisting the Department of Enterprise, Trade and Investment for Northern Ireland to exercise any powers conferred on it by the enactments relating to companies or insolvency.
- 12 A disclosure for the purpose of enabling or assisting a person appointed or authorised by the Department of Enterprise, Trade and Investment for Northern Ireland under the enactments relating to companies or insolvency to exercise his functions.



*Status: Point in time view as at 26/07/2013.*

*Changes to legislation: Companies Act 1985 is up to date with all changes known to be in force on or before 28 June 2024. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details)*

- 13 [F630 A disclosure for the purpose of enabling or assisting the Pensions Regulator to exercise the functions conferred on it by or by virtue of any of the following—
- (a) the Pension Schemes Act 1993;
  - (b) the Pensions Act 1995;
  - (c) the Welfare Reform and Pensions Act 1999;
  - (d) the Pensions Act 2004;
  - (e) any enactment in force in Northern Ireland corresponding to any of those enactments.]

**Textual Amendments**

**F630** Sch. 15D para. 13 substituted (6.4.2005) by Pensions Act 2004 (c. 35), ss. 319, 322, Sch. 12 para. 5(3) (a); S.I. 2005/275, art. 2(7), Sch. Pt. 7 (subject to art. 2(12))

- [F631 13A A disclosure for the purpose of enabling or assisting the Board of the Pension Protection Fund to exercise the functions conferred on it by or by virtue of Part 2 of the Pensions Act 2004 or any enactment in force in Northern Ireland corresponding to that Part.]

**Textual Amendments**

**F631** Sch. 15D para. 13A inserted (6.4.2005) by Pensions Act 2004 (c. 35), ss. 319, 322, Sch. 12 para. 5(3) (b); S.I. 2005/275, art. 2(7), Sch. Pt. 7 (subject to art. 2(12))

- 14 A disclosure for the purpose of enabling or assisting the Bank of England to exercise its functions.
- 15 A disclosure for the purpose of enabling or assisting the body known as the Panel on Takeovers and Mergers to exercise its functions.
- 16 A disclosure for the purpose of enabling or assisting organs of the Society of Lloyd's (being organs constituted by or under the Lloyd's Act 1982) to exercise their functions under or by virtue of the Lloyd's Acts 1871 to 1982.
- 17 A disclosure for the purpose of enabling or assisting the Office of Fair Trading to exercise its functions under any of the following—
- (a) the Fair Trading Act 1973;
  - F632 (b) .....
  - (c) the Estate Agents Act 1979;
  - (d) the Competition Act 1980;
  - (e) the Competition Act 1998;
  - (f) the Financial Services and Markets Act 2000;
  - (g) the Enterprise Act 2002;
  - (h) F633 .....
  - (i) the Unfair Terms in Consumer Contracts Regulations 1999 (S.I. 1999/2083).
  - [F634 (j) the Business Protection from Misleading Marketing Regulations 2008;
  - (k) the Consumer Protection from Unfair Trading Regulations 2008.]

*Status: Point in time view as at 26/07/2013.*

*Changes to legislation: Companies Act 1985 is up to date with all changes known to be in force on or before 28 June 2024. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details)*

#### Textual Amendments

**F632** Sch. 15D para. 17(b) omitted (26.7.2013 for specified purposes and 1.4.2014 in so far as not already in force) by virtue of [The Financial Services and Markets Act 2000 \(Regulated Activities\) \(Amendment\) \(No.2\) Order 2013](#) (S.I. 2013/1881), art. 1(2)(6), **Sch. para. 1(a)**

**F633** Sch. 15D para. 17(h) repealed (26.5.2008) by The Consumer Protection from [Unfair Trading Regulations 2008](#) (S.I. 2008/1277), reg. 30(1)(3), Sch. 2 para. 30(a), **Sch. 4 Pt. 1** (with reg. 28(2)(3))

**F634** Sch. 15D para. 17(j)(k) inserted (26.5.2008) by The Consumer Protection from [Unfair Trading Regulations 2008](#) (S.I. 2008/1277), reg. 30(1), **Sch. 2 para. 30(b)** (with reg. 28(2)(3))

- 18 A disclosure for the purpose of enabling or assisting the Competition Commission to exercise its functions under any of the following—
- (a) the Fair Trading Act 1973;
  - (b) the Competition Act 1980;
  - (c) the Competition Act 1998;
  - (d) the Enterprise Act 2002.
- 19 A disclosure with a view to the institution of, or otherwise for the purposes of, proceedings before the Competition Appeal Tribunal.
- 20 A disclosure for the purpose of enabling or assisting an enforcer under Part 8 of the Enterprise Act 2002 to exercise its functions under that Part.
- 21 A disclosure for the purpose of enabling or assisting the [<sup>F635</sup>Charity Commission to exercise its] functions.

#### Textual Amendments

**F635** Words in [Sch. 15D para. 21](#) substituted (27.2.2007) by [Charities Act 2006](#) (c. 50), ss. 75, 79, **Sch. 8 para. 76**; S.I. 2007/309, **art. 2**, Sch. (subject to arts. 4-13)

- 22 A disclosure for the purpose of enabling or assisting the Attorney General to exercise his functions in connection with charities.
- 23 A disclosure for the purpose of enabling or assisting the National Lottery Commission to exercise its functions under sections 5 to 10 and 15 of the National Lottery etc. Act 1993.
- 24 A disclosure by the National Lottery Commission to the National Audit Office for the purpose of enabling or assisting the Comptroller and Auditor General to carry out an examination under Part 2 of the National Audit Act 1983 into the economy, effectiveness and efficiency with which the National Lottery Commission has used its resources in discharging its functions under sections 5 to 10 of the National Lottery etc. Act 1993.
- 25 A disclosure for the purpose of enabling or assisting a qualifying body under the Unfair Terms in Consumer Contracts Regulations 1999 (S.I. 1999/2083) to exercise its functions under those Regulations.
- 26 A disclosure for the purpose of enabling or assisting an enforcement authority under the Consumer Protection (Distance Selling) Regulations 2000 (S.I. 2000/2334) to exercise its functions under those Regulations.

*Status: Point in time view as at 26/07/2013.*

*Changes to legislation: Companies Act 1985 is up to date with all changes known to be in force on or before 28 June 2024. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details)*

- 27 A disclosure for the purpose of enabling or assisting a local weights and measures authority in England and Wales to exercise its functions under section 230(2) of the Enterprise Act 2002.
- 28 A disclosure for the purpose of enabling or assisting the [<sup>F636</sup>Financial Conduct Authority or the Prudential Regulation Authority] to exercise its functions under any of the following—
- (a) the legislation relating to friendly societies or to industrial and provident societies;
    - [ the Consumer Credit Act 1974;]
  - <sup>F637</sup>(aa)
  - (b) the Building Societies Act 1986;
  - (c) Part 7 of the Companies Act 1989;
  - (d) the Financial Services and Markets Act 2000.

#### Textual Amendments

**F636** Words in Sch. 15D para. 28 substituted (1.4.2013) by [Financial Services Act 2012 \(c. 21\), s. 122\(3\), Sch. 18 para. 47\(2\)](#) (with [Sch. 20](#)); [S.I. 2013/423, art. 3, Sch.](#)

**F637** [Sch. 15D para. 28\(aa\)](#) inserted (26.7.2013 for specified purposes) by [The Financial Services and Markets Act 2000 \(Regulated Activities\) \(Amendment\) \(No.2\) Order 2013 \(S.I. 2013/1881\), art. 1\(2\)\(6\), Sch. para. 1\(b\)](#)

- 29 A disclosure for the purpose of enabling or assisting the [<sup>F638</sup>Financial Conduct Authority to exercise its functions under Part 6 of the Financial Services and Markets Act 2000.]

#### Textual Amendments

**F638** Words in [Sch. 15D para. 29](#) substituted (1.4.2013) by [Financial Services Act 2012 \(c. 21\), s. 122\(3\), Sch. 18 para. 47\(3\)](#) (with [Sch. 20](#)); [S.I. 2013/423, art. 3, Sch.](#)

- 30 A disclosure for the purpose of enabling or assisting a body corporate established in accordance with section 212(1) of the Financial Services and Markets Act 2000 (compensation scheme manager) to exercise its functions.
- 31 (1) A disclosure for the purpose of enabling or assisting a recognised investment exchange or a recognised clearing house to exercise its functions as such.
- (2) Recognised investment exchange and recognised clearing house have the same meaning as in section 285 of the Financial Services and Markets Act 2000.
- 32 A disclosure for the purpose of enabling or assisting a body designated under section 326(1) of the Financial Services and Markets Act 2000 (designated professional bodies) to exercise its functions in its capacity as a body designated under that section.
- 33 A disclosure with a view to the institution of, or otherwise for the purposes of, civil proceedings arising under or by virtue of the Financial Services and Markets Act 2000.
- 34 A disclosure for the purpose of enabling or assisting a body designated by order under [<sup>F639</sup>section 1252 of the Companies Act 2006] (delegation of functions of

*Status: Point in time view as at 26/07/2013.*

*Changes to legislation: Companies Act 1985 is up to date with all changes known to be in force on or before 28 June 2024. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details)*

Secretary of State) to exercise its functions under <sup>F640</sup>Part 42 of that Act (statutory auditors)].

#### Textual Amendments

**F639** Words in Sch. 15D para. 34 substituted (1.10.2009) by The Companies Act 2006 (Consequential Amendments, Transitional Provisions and Savings) Order 2009 (S.I. 2009/1941), art. 2(1), **Sch. 1 para. 58(3)(a)**

**F640** Words in Sch. 15D para. 34 substituted (1.10.2009) by The Companies Act 2006 (Consequential Amendments, Transitional Provisions and Savings) Order 2009 (S.I. 2009/1941), art. 2(1), **Sch. 1 para. 58(3)(b)**

35 A disclosure for the purpose of enabling or assisting a recognised supervisory or qualifying body (within the meaning of <sup>F641</sup>Part 42 of the Companies Act 2006] to exercise its functions as such.

#### Textual Amendments

**F641** Words in Sch. 15D para. 35 substituted (1.10.2009) by The Companies Act 2006 (Consequential Amendments, Transitional Provisions and Savings) Order 2009 (S.I. 2009/1941), art. 2(1), **Sch. 1 para. 58(4)**

36 A disclosure for the purpose of enabling or assisting an official receiver (including the Accountant in Bankruptcy in Scotland and the Official Assignee in Northern Ireland) to exercise his functions under the enactments relating to insolvency.

37 A disclosure for the purpose of enabling or assisting the Insolvency Practitioners Tribunal to exercise its functions under the Insolvency Act 1986.

38 A disclosure for the purpose of enabling or assisting a body which is for the time being a recognised professional body for the purposes of section 391 of the Insolvency Act 1986 <sup>F642</sup>or Article 350 of the Insolvency (Northern Ireland) Order 1989](recognised professional bodies) to exercise its functions as such.

#### Textual Amendments

**F642** Words in Sch. 15D para. 38 inserted (1.10.2009) by The Companies Act 2006 (Consequential Amendments, Transitional Provisions and Savings) Order 2009 (S.I. 2009/1941), art. 2(1), **Sch. 1 para. 58(5)**

39 (1) A disclosure for the purpose of enabling or assisting an overseas regulatory authority to exercise its regulatory functions.

(2) Overseas regulatory authority and regulatory functions have the same meaning as in section 82 of the Companies Act 1989.

40 A disclosure for the purpose of enabling or assisting the Regulator of Community Interest Companies to exercise functions under the Companies (Audit, Investigations and Community Enterprise) Act 2004.

41 A disclosure with a view to the institution of, or otherwise for the purposes of, criminal proceedings.

*Status: Point in time view as at 26/07/2013.*

*Changes to legislation: Companies Act 1985 is up to date with all changes known to be in force on or before 28 June 2024. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details)*

- 42 A disclosure with a view to the institution of, or otherwise for the purposes of, proceedings on an application under section 6, 7 or 8 of the Company Directors Disqualification Act 1986 [<sup>F643</sup>or Article 9, 10 or 11 of the Company Directors Disqualification (Northern Ireland) Order 2002].

**Textual Amendments**

**F643** Words in Sch. 15D para. 42 inserted (1.10.2009) by The Companies Act 2006 (Consequential Amendments, Transitional Provisions and Savings) Order 2009 (S.I. 2009/1941), art. 2(1), **Sch. 1 para. 58(6)**

- [<sup>F644</sup>43 A disclosure with a view to the institution of, or otherwise for the purposes of, proceedings before the Upper Tribunal in respect of—
- [<sup>F645</sup>(a) a decision of the Financial Conduct Authority;
  - (aa) a decision of the Prudential Regulation Authority;]
  - (b) a decision of the Bank of England; or
  - (c) a decision of a person relating to the assessment of any compensation or consideration under the Banking (Special Provisions) Act 2008 or the Banking Act 2009.]

**Textual Amendments**

**F644** Sch. 15D para. 43 substituted (6.4.2010) by The Transfer of Tribunal Functions Order 2010 (S.I. 2010/22), art. 1(2)(e), **Sch. 2 para. 5(a)** (with Sch. 5)

**F645** Sch. 15D para. 43(a)(aa) substituted for Sch. 15D para. 43(a) (1.4.2013) by Financial Services Act 2012 (c. 21), s. 122(3), **Sch. 18 para. 47(4)** (with Sch. 20); S.I. 2013/423, art. 3, Sch.

- 44 A disclosure for the purposes of proceedings before the Financial Services Tribunal by virtue of the Financial Services and Markets Act 2000 (Transitional Provisions) (Partly Completed Procedures) Order 2001 (S.I. 2001/3592).
- [<sup>F646</sup>44A A disclosure for the purposes of proceedings before [<sup>F647</sup>the Pensions Regulator Tribunal][<sup>F647</sup>a tribunal in relation to a decision of the Pensions Regulator] .]

**Textual Amendments**

**F646** Sch. 15D para. 44A inserted (6.4.2005) by Pensions Act 2004 (c. 35), ss. 319, 322, **Sch. 4 para. 19** (with s. 313); S.I. 2005/275, **art. 2(7)**, Sch. Pt. 7 (subject to art. 2(12))

**F647** Words in Sch. 15D para. 44A substituted (E.W.S.) (6.4.2010) by The Transfer of Tribunal Functions Order 2010 (S.I. 2010/22), art. 1(2)(e), **Sch. 2 para. 5(b)** (with Sch. 5)

- 45 A disclosure for the purpose of enabling or assisting a body appointed under section 14 of the Companies (Audit, Investigations and Community Enterprise) Act 2004 (supervision of periodic accounts and reports of issuers of listed securities) to exercise functions mentioned in subsection (2) of that section.
- 46 [ A disclosure with a view to the institution of, or otherwise for the purposes of, <sup>F648</sup>(1)] disciplinary proceedings relating to the performance by a [<sup>F649</sup>relevant lawyer] , auditor, accountant, valuer or actuary of his professional duties.

[ “Relevant lawyer” means—  
<sup>F650</sup>(2)

*Status: Point in time view as at 26/07/2013.*

*Changes to legislation: Companies Act 1985 is up to date with all changes known to be in force on or before 28 June 2024. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details)*

- (a) a person who, for the purposes of the Legal Services Act 2007, is an authorised person in relation to an activity which constitutes a reserved legal activity (within the meaning of that Act),
- (b) a solicitor or barrister in Northern Ireland, or
- (c) a solicitor or advocate in Scotland.]

#### Textual Amendments

- F648** Sch. 15D para. 46 renumbered as Sch. 15D para. 46(1) (1.1.2010) by Legal Services Act 2007 (c. 29), ss. 208, 211, **Sch. 21 para. 63(a)** (with ss. 29, 192, 193); S.I. 2009/3250, **art. 2(h)**
- F649** Words in Sch. 15D para. 46(1) substituted (1.1.2010) by Legal Services Act 2007 (c. 29), ss. 208, 211, **Sch. 21 para. 63(b)** (with ss. 29, 192, 193); S.I. 2009/3250, **art. 2(h)**
- F650** Sch. 15D para. 46(2) inserted (1.1.2010) by Legal Services Act 2007 (c. 29), ss. 208, 211, **Sch. 21 para. 63(c)** (with ss. 29, 192, 193); S.I. 2009/3250, **art. 2(h)**

- 47 (1) A disclosure with a view to the institution of, or otherwise for the purposes of, disciplinary proceedings relating to the performance by a public servant of his duties.
- (2) Public servant means an officer or employee of the Crown or of any public or other authority for the time being designated for the purposes of this paragraph by the Secretary of State by order.
- (3) An order under sub-paragraph (2) must be made by statutory instrument subject to annulment in pursuance of a resolution of either House of Parliament.
- 48 A disclosure for the purpose of the provision of a summary or collection of information framed in such a way as not to enable the identity of any person to whom the information relates to be ascertained.
- 49 A disclosure in pursuance of any [<sup>F651</sup>EU] obligation.

#### Textual Amendments

- F651** Words in Act substituted (22.4.2011) by The Treaty of Lisbon (Changes in Terminology) Order 2011 (S.I. 2011/1043), arts. 2, 3, 6 (with art. 3(2)(3), 4(2), 6(4)(5))

- [<sup>F652</sup>50 A disclosure for the purpose of enabling or assisting the Gambling Commission to exercise its functions under the Gambling Act 2005.]]

#### Textual Amendments

- F652** Sch. 15D para. 50 inserted (1.10.2006) by The Companies (Disclosure of Information) (Designated Authorities) Order 2006 (S.I. 2006/1644), **art. 2(2)**

*Status: Point in time view as at 26/07/2013.*

*Changes to legislation: Companies Act 1985 is up to date with all changes known to be in force on or before 28 June 2024. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details)*

## SCHEDULE 16

F653 .....

### Textual Amendments

**F653** Sch. 16 repealed by [Insolvency Act 1986 \(c. 45, SIF 66\)](#), s. 438, [Sch. 12](#)

## SCHEDULES 17–19

F654 .....

### Textual Amendments

**F654** Schs. 17–19 repealed by [Insolvency Act 1985 \(c. 65, SIF 27\)](#), s. 235, [Sch. 10 Pt. II](#)

## F655F655 SCHEDULE 20

### Textual Amendments

**F655** Schs. 20–22 repealed (1.10.2009) by [Companies Act 2006 \(c. 46\)](#), ss. 1295, 1300, [Sch. 16](#); S.I. 2008/2860, [art. 4](#), Sch. 1 (with arts. 5, 7, 8, Sch. 2 (as amended by S.I. 2009/1802, art. 18, Sch.))

## F658F658 SCHEDULE 21

### Textual Amendments

**F658** Schs. 20–22 repealed (1.10.2009) by [Companies Act 2006 \(c. 46\)](#), ss. 1295, 1300, [Sch. 16](#); S.I. 2008/2860, [art. 4](#), Sch. 1 (with arts. 5, 7, 8, Sch. 2 (as amended by S.I. 2009/1802, art. 18, Sch.))

## F661F661 SCHEDULE 21A

*Status: Point in time view as at 26/07/2013.*

*Changes to legislation: Companies Act 1985 is up to date with all changes known to be in force on or before 28 June 2024. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details)*

#### Textual Amendments

**F661** Schs. 20-22 repealed (1.10.2009) by Companies Act 2006 (c. 46), ss. 1295, 1300, **Sch. 16**; S.I. 2008/2860, **art. 4**, Sch. 1 (with arts. 5, 7, 8, Sch. 2 (as amended by S.I. 2009/1802, art. 18, Sch.))

#### F672F672 SCHEDULE 21B

#### Textual Amendments

**F672** Schs. 20-22 repealed (1.10.2009) by Companies Act 2006 (c. 46), ss. 1295, 1300, **Sch. 16**; S.I. 2008/2860, **art. 4**, Sch. 1 (with arts. 5, 7, 8, Sch. 2 (as amended by S.I. 2009/1802, art. 18, Sch.))

#### F675F675 SCHEDULE 21C

#### Textual Amendments

**F675** Schs. 20-22 repealed (1.10.2009) by Companies Act 2006 (c. 46), ss. 1295, 1300, **Sch. 16**; S.I. 2008/2860, **art. 4**, Sch. 1 (with arts. 5, 7, 8, Sch. 2 (as amended by S.I. 2009/1802, art. 18, Sch.))

#### F696F696 SCHEDULE 21D

#### Textual Amendments

**F696** Schs. 20-22 repealed (1.10.2009) by Companies Act 2006 (c. 46), ss. 1295, 1300, **Sch. 16**; S.I. 2008/2860, **art. 4**, Sch. 1 (with arts. 5, 7, 8, Sch. 2 (as amended by S.I. 2009/1802, art. 18, Sch.))

#### F715F715 SCHEDULE 22

#### Textual Amendments

**F715** Schs. 20-22 repealed (1.10.2009) by Companies Act 2006 (c. 46), ss. 1295, 1300, **Sch. 16**; S.I. 2008/2860, **art. 4**, Sch. 1 (with arts. 5, 7, 8, Sch. 2 (as amended by S.I. 2009/1802, art. 18, Sch.))



*Status: Point in time view as at 26/07/2013.*

*Changes to legislation: Companies Act 1985 is up to date with all changes known to be in force on or before 28 June 2024. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details)*

F715  
.....

F716F716 SCHEDULE 23

**Textual Amendments**

**F716** Sch. 23 repealed (6.4.2007) by Companies Act 2006 (c. 46), ss. 1178, 1295, 1300, Sch. 16; S.I. 2006/3428, arts. 4(1)(d), 7(c), Sch. 4 Pt. 1 (subject to art. 5, Sch. 1 and with arts. 6, 8, Sch. 5 (as amended by S.I. 2007/3495, art. 11, Sch. 5))

F716  
.....

F717F717 SCHEDULE 24

**Textual Amendments**

**F717** Sch. 24 repealed (1.10.2009) by Companies Act 2006 (c. 46), ss. 1295, 1300, Sch. 16; S.I. 2008/2860, art. 4, Sch. 1 (with arts. 5, 7, 8, Sch. 2 (as amended by S.I. 2009/1802, art. 18, Sch.))

F717  
.....

F718F718 SCHEDULE 25

**Textual Amendments**

**F718** Sch. 25 repealed (1.10.2009) by Companies Act 2006 (c. 46), ss. 1295, 1300, Sch. 16; S.I. 2008/2860, art. 4, Sch. 1 (with arts. 5, 7, 8, Sch. 2 (as amended by S.I. 2009/1802, art. 18, Sch.))

**Status:**

Point in time view as at 26/07/2013.

**Changes to legislation:**

Companies Act 1985 is up to date with all changes known to be in force on or before 28 June 2024. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations.