

*Status: Point in time view as at 09/03/2007.*

*Changes to legislation: There are currently no known outstanding effects for the Companies Act 1985, Part I. (See end of Document for details)*

## SCHEDULES

### [<sup>F1</sup>SCHEDULE 5

#### DISCLOSURE OF INFORMATION: RELATED UNDERTAKINGS]

##### Textual Amendments

- F1** Sch. 5 substituted (subject to the transitional and saving provisions in S.I. 1990/355, arts 6–9, **Sch. 2**) by Companies Act 1989 (c. 40, SIF 27), ss. 6(2), 213(2), **Sch. 3**

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

- C1** Sch. 5 applied with modifications by S.I. 1985/680, regs. 4–6, **Sch.**  
Sch. 5 extended (with modifications) (E.W.S.) (19.12.1993) by S.I. 1993/3245, reg. 3(3)(e) (as amended (1.10.2005) by The Insurance Accounts Directive (Miscellaneous Insurance Undertakings) (Amendment) Regulations 2005 (S.I. 2005/1985), **reg. 2(2)(b)**)

### PART I

#### COMPANIES NOT REQUIRED TO PREPARE GROUP ACCOUNTS

##### *Subsidiary undertakings*

- 1 (1) The following information shall be given where at the end of the financial year the company has subsidiary undertakings.
- (2) The name of each subsidiary undertaking shall be stated.
- (3) There shall be stated with respect to each subsidiary undertaking—
- (a) if it is incorporated outside Great Britain, the country in which it is incorporated;
- <sup>F1</sup>(b) .....
- (c) if it is unincorporated, the address of its principal place of business.
- (4) The reason why the company is not required to prepare group accounts shall be stated.
- (5) If the reason is that all the subsidiary undertakings of the company fall within the exclusions provided for in section 229, it shall be stated with respect to each subsidiary undertaking which of those exclusions applies.

##### Textual Amendments

- F1** Sch. 5 para. 1(3)(b) repealed (2.2.1996) by S.I. 1996/189, reg. 14(3), **Sch. 3 para. 2** (with reg. 16)

*Status: Point in time view as at 09/03/2007.*

*Changes to legislation: There are currently no known outstanding effects for the Companies Act 1985, Part I. (See end of Document for details)*

*[<sup>F2</sup> Holdings in subsidiary undertakings]*

**Textual Amendments**

**F2** Sch. 5 substituted (subject to the transitional and saving provisions in S.I. 1990/355, arts 6–9, Sch. 2) by Companies Act 1989 (c. 40, SIF 27), ss. 6(2), 213(2), Sch. 3

- 2 (1) There shall be stated in relation to shares of each class held by the company in a subsidiary undertaking—
- (a) the identity of the class, and
  - (b) the proportion of the nominal value of the shares of that class represented by those shares.
- (2) The shares held by or on behalf of the company itself shall be distinguished from those attributed to the company which are held by or on behalf of a subsidiary undertaking.

*[<sup>F3</sup> Financial information about subsidiary undertakings]*

**Textual Amendments**

**F3** Sch. 5 substituted (subject to the transitional and saving provisions in S.I. 1990/355, arts 6–9, Sch. 2) by Companies Act 1989 (c. 40, SIF 27), ss. 6(2), 213(2), Sch. 3

- 3 (1) There shall be disclosed with respect to each subsidiary undertaking—
- (a) the aggregate amount of its capital and reserves as at the end of its relevant financial year, and
  - (b) its profit or loss for that year.
- (2) That information need not be given if the company is exempt by virtue of section 228 from the requirement to prepare group accounts (parent company included in accounts of larger group).
- [<sup>F4</sup>(2A) That information need not be given if the company’s investment in the subsidiary undertaking is included in the company’s accounts by way of the equity method of valuation.]
- (3) That information need not be given if—
- (a) the subsidiary undertaking is not required by any provision of this Act to deliver a copy of its balance sheet for its relevant financial year and does not otherwise publish that balance sheet in Great Britain or elsewhere, and
  - (b) the company’s holding is less than 50 per cent. of the nominal value of the shares in the undertaking.
- (4) Information otherwise required by this paragraph need not be given if it is not material.
- (5) For the purposes of this paragraph the “relevant financial year” of a subsidiary undertaking is—

*Status: Point in time view as at 09/03/2007.*

*Changes to legislation: There are currently no known outstanding effects for the Companies Act 1985, Part I. (See end of Document for details)*

- (a) if its financial year ends with that of the company, that year, and
- (b) if not, its financial year ending last before the end of the company's financial year.

**Textual Amendments**

**F4** Sch. 5 para. 3(2A) inserted (2.2.1996) by S.I. 1996/189, reg. 14(3), **Sch. 3 para. 3** (with reg. 16)

*<sup>F5</sup> Financial years of subsidiary undertakings*

**Textual Amendments**

**F5** Sch. 5 substituted (subject to the transitional and saving provisions in S.I. 1990/355, arts 6–9, **Sch. 2**) by Companies Act 1989 (c. 40, SIF 27), ss. 6(2), 213(2), **Sch. 3**

- [<sup>F64</sup> Where—
- (a) disclosure is made under paragraph 3(1) with respect to a subsidiary undertaking, and
  - (b) that undertaking's financial year does not end with that of the company,
- there shall be stated in relation to that undertaking the date on which its last financial year ended (last before the end of the company's financial year).]

**Textual Amendments**

**F6** Sch. 5 para. 4 substituted (2.2.1996) by S.I. 1996/189, reg. 14(3), **Sch. 3 para. 4** (with reg. 16)

*[<sup>F7</sup> Further information about subsidiary undertakings]*

**Textual Amendments**

**F7** Sch. 5 substituted (subject to the transitional and saving provisions in S.I. 1990/355, arts 6–9, **Sch. 2**) by Companies Act 1989 (c. 40, SIF 27), ss. 6(2), 213(2), **Sch. 3**

.....  
<sup>F85</sup>

**Textual Amendments**

**F8** Sch. 5 para. 5 repealed (2.2.1996) by S.I. 1996/189, reg. 14(3), **Sch. 3 para. 5** (with reg. 16)

*Status: Point in time view as at 09/03/2007.*

*Changes to legislation: There are currently no known outstanding effects for the Companies Act 1985, Part I. (See end of Document for details)*

*[<sup>F9</sup> Shares and debentures of company held by subsidiary undertakings]*

**Textual Amendments**

**F9** Sch. 5 substituted (subject to the transitional and saving provisions in S.I. 1990/355, arts 6–9, Sch. 2) by Companies Act 1989 (c. 40, SIF 27), ss. 6(2), 213(2), Sch. 3

- 6 (1) The number, description and amount of the shares in <sup>F10</sup> . . . the company held by or on behalf of its subsidiary undertakings shall be disclosed.
- (2) Sub-paragraph (1) does not apply in relation to shares <sup>F11</sup> . . . in the case of which the subsidiary undertaking is concerned as personal representative or, subject as follows, as trustee.
- (3) The exception for shares <sup>F11</sup> . . . in relation to which the subsidiary undertaking is concerned as trustee does not apply if the company, or any subsidiary undertaking of the company, is beneficially interested under the trust, otherwise than by way of security only for the purposes of a transaction entered into by it in the ordinary course of a business which includes the lending of money.
- (4) Schedule 2 to this Act has effect for the interpretation of the reference in sub-paragraph (3) to a beneficial interest under a trust.

**Textual Amendments**

**F10** Words in Sch. 5 para. 6(1) omitted (2.2.1996) by virtue of S.I. 1996/189, reg. 14(3), Sch. 3 para. 6(2) (with reg. 16)

**F11** Words in Sch. 5 para. 6(2)(3) omitted (2.2.1996) by virtue of S.I. 1996/189, reg. 14(3), Sch. 3 para. 6(3) (with reg. 16)

*[<sup>F12</sup> Significant holdings in undertakings other than subsidiary undertakings]*

**Textual Amendments**

**F12** Sch. 5 substituted (subject to the transitional and saving provisions in S.I. 1990/355, arts 6–9, Sch. 2) by Companies Act 1989 (c. 40, SIF 27), ss. 6(2), 213(2), Sch. 3

- 7 (1) The information required by paragraphs 8 and 9 shall be given where at the end of the financial year the company has a significant holding in an undertaking which is not a subsidiary undertaking of the company.
- (2) A holding is significant for this purpose if—
- it amounts to [<sup>F13</sup>20 per cent.] or more of the nominal value of any class of shares in the undertaking, or
  - the amount of the holding (as stated or included in the company's accounts) exceeds [<sup>F13</sup>one-fifth] of the amount (as so stated) of the company's assets.

*Status: Point in time view as at 09/03/2007.*

*Changes to legislation: There are currently no known outstanding effects for the Companies Act 1985, Part I. (See end of Document for details)*

### Textual Amendments

**F13** Words in [Sch. 5 para. 7\(2\)](#) substituted (2.2.1996) by [S.I. 1996/189, reg. 14\(3\)](#), [Sch. 3 para. 7](#) (with [reg. 16](#))

- [<sup>F14</sup>8 (1) The name of the undertaking shall be stated.
- (2) There shall be stated—
- (a) if the undertaking is incorporated outside Great Britain, the country in which it is incorporated;
  - <sup>F15</sup>(b) . . . . .
  - (c) if it is unincorporated, the address of its principal place of business.
- (3) There shall also be stated—
- (a) the identity of each class of shares in the undertaking held by the company, and
  - (b) the proportion of the nominal value of the shares of that class represented by those shares.]

### Textual Amendments

**F14** [Sch. 5](#) substituted (subject to the transitional and saving provisions in [S.I. 1990/355, arts 6–9](#), [Sch. 2](#)) by [Companies Act 1989 \(c. 40, SIF 27\), ss. 6\(2\), 213\(2\)](#), [Sch. 3](#)

**F15** [Sch. 5 para. 8\(2\)\(b\)](#) repealed (2.2.1996) by [S.I. 1996/189, reg. 14\(3\)](#) [Sch. 3 para. 8](#) (with [reg. 16](#))

- 9 (1) <sup>F16</sup>. . . there shall also be stated—
- (a) the aggregate amount of the capital and reserves of the undertaking as at the end of its relevant financial year, and
  - (b) its profit or loss for that year.
- (2) That information need not be given if—
- (a) the company is exempt by virtue of section 228 from the requirement to prepare group accounts (parent company included in accounts of larger group), and
  - (b) the investment of the company in all undertakings in which it has such a holding as is mentioned in sub-paragraph (1) is shown, in aggregate, in the notes to the accounts by way of the equity method of valuation.
- (3) That information need not be given in respect of an undertaking if—
- (a) the undertaking is not required by any provision of this Act to deliver a copy of its balance sheet for its relevant financial year and does not otherwise publish that balance sheet in Great Britain or elsewhere, and
  - (b) the company's holding is less than 50 per cent. of the nominal value of the shares in the undertaking.
- (4) Information otherwise required by this paragraph need not be given if it is not material.

*Status: Point in time view as at 09/03/2007.*

*Changes to legislation: There are currently no known outstanding effects for the Companies Act 1985, Part I. (See end of Document for details)*

- (5) For the purposes of this paragraph the “relevant financial year” of an undertaking is—
- (a) if its financial year ends with that of the company, that year, and
  - (b) if not, its financial year ending last before the end of the company’s financial year.

#### Textual Amendments

**F16** Words in [Sch. 5 para. 9\(1\)](#) omitted (2.2.1996) by virtue of [S.I. 1996/189, reg. 14\(3\)](#), [Sch. 3 para. 9](#) (with [reg. 16](#))

#### *Membership of certain undertakings*

- [<sup>F17</sup>9A (1) The information required by this paragraph shall be given where at the end of the financial year the company is a member of a qualifying undertaking.
- (2) There shall be stated—
- (a) the name and legal form of the undertaking, and
  - (b) the address of the undertaking’s registered office (whether in or outside Great Britain) or, if it does not have such an office, its head office (whether in or outside Great Britain).
- (3) Where the undertaking is a qualifying partnership there shall also be stated either—
- (a) that a copy of the latest accounts of the undertaking has been or is to be appended to the copy of the company’s accounts sent to the registrar under section 242 of this Act, or
  - (b) the name of at least one body corporate (which may be the company) in whose group accounts the undertaking has been or is to be dealt with on a consolidated basis.
- (4) Information otherwise required by sub-paragraph (2) above need not be given if it is not material.
- (5) Information otherwise required by sub-paragraph (3)(b) above need not be given if the notes to the company’s accounts disclose that advantage has been taken of the exemption conferred by regulation 7 of the Partnerships and Unlimited Companies (Accounts) Regulations 1993.
- (6) In this paragraph—
- “dealt with on a consolidated basis”, “member”, “qualifying company” and “qualifying partnership” have the same meanings as in the Partnerships and Unlimited Companies (Accounts) Regulations 1993;
- “qualifying undertaking” means a qualifying partnership or a qualifying company.]

#### Textual Amendments

**F17** [Sch. 5 para. 9A](#) inserted (21.7.1993) by [S.I. 1993/1820, reg. 11\(2\)](#)

*Status: Point in time view as at 09/03/2007.*

*Changes to legislation: There are currently no known outstanding effects for the Companies Act 1985, Part I. (See end of Document for details)*

*[<sup>F18</sup> Arrangements attracting merger relief]*

**Textual Amendments**

**F18** Sch. 5 substituted (subject to the transitional and saving provisions in S.I. 1990/355, arts 6–9, Sch. 2) by Companies Act 1989 (c. 40, SIF 27), ss. 6(2), 213(2), Sch. 3

.....  
<sup>F19</sup>10

**Textual Amendments**

**F19** Sch. 5 para. 10 repealed (2.2.1996) by S.I. 1996/189, reg. 14(3), Sch. 3 para. 10 (with reg. 16)

*[<sup>F20</sup> Parent undertaking drawing up accounts for larger group]*

**Textual Amendments**

**F20** Sch. 5 substituted (subject to the transitional and saving provisions in S.I. 1990/355, arts 6–9, Sch. 2) by Companies Act 1989 (c. 40, SIF 27), ss. 6(2), 213(2), Sch. 3

- 11 (1) Where the company is a subsidiary undertaking, the following information shall be given with respect to the parent undertaking of—
- (a) the largest group of undertakings for which group accounts are drawn up and of which the company is a member, and
  - (b) the smallest such group of undertakings.
- (2) The name of the parent undertaking shall be stated.
- (3) There shall be stated—
- (a) if the undertaking is incorporated outside Great Britain, the country in which it is incorporated;
  - <sup>F21</sup>(b) .....
  - (c) if it is unincorporated, the address of its principal place of business.
- (4) If copies of the group accounts referred to in sub-paragraph (1) are available to the public, there shall also be stated the addresses from which copies of the accounts can be obtained.

**Textual Amendments**

**F21** Sch. 5 para. 11(3)(b) repealed (2.2.1996) by S.I. 1996/189, reg. 14(3), Sch. 3 para. 11 (with reg. 16)

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

**C1** Sch. 5 paras. 11, 12 applied (with modifications) by The Insurance Accounts Directive (Lloyd's Syndicate and Aggregate Accounts) Regulations 2004 (S.I. 2004/3219), reg. 3(4)(b), Sch.

*Status: Point in time view as at 09/03/2007.*

*Changes to legislation: There are currently no known outstanding effects for the Companies Act 1985, Part I. (See end of Document for details)*

*[<sup>F22</sup> Identification of ultimate parent company]*

**Textual Amendments**

**F22** Sch. 5 substituted (subject to the transitional and saving provisions in S.I. 1990/355, arts 6–9, Sch. 2) by Companies Act 1989 (c. 40, SIF 27), ss. 6(2), 213(2), Sch. 3

- 12 (1) Where the company is a subsidiary undertaking, the following information shall be given with respect to the company (if any) regarded by the directors as being the company’s ultimate parent company.
- (2) The name of that company shall be stated.
- (3) If known to the directors, there shall be stated—
- (a) if that company is incorporated outside Great Britain, the country in which it is incorporated;
- <sup>F23</sup>(b) .....
- (4) In this paragraph “company” includes any body corporate.

**Textual Amendments**

**F23** Words in Sch. 5 para. 12(3)(b) repealed (2.2.1996) by S.I. 1996/189, reg. 14(3), Sch. 3 para. 12 (with reg. 16)

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

**C2** Sch. 5 paras. 11, 12 applied (with modifications) by The Insurance Accounts Directive (Lloyd’s Syndicate and Aggregate Accounts) Regulations 2004 (S.I. 2004/3219), reg. 3(4)(b), Sch.

*[<sup>F24</sup> Constructions of references to shares held by company]*

**Textual Amendments**

**F24** Sch. 5 substituted (subject to the transitional and saving provisions in S.I. 1990/355, arts 6–9, Sch. 2) by Companies Act 1989 (c. 40, SIF 27), ss. 6(2), 213(2), Sch. 3

- 13 (1) References in this Part of this Schedule to shares held by a company shall be construed as follows.
- (2) For the purposes of [<sup>F25</sup> paragraphs 2 to 4] (information about subsidiary undertakings)—
- (a) there shall be attributed to the company any shares held by a subsidiary undertaking, or by a person acting on behalf of the company or a subsidiary undertaking; but
- (b) there shall be treated as not held by the company any shares held on behalf of a person other than the company or a subsidiary undertaking.



---

*Status: Point in time view as at 09/03/2007.*

*Changes to legislation: There are currently no known outstanding effects for the Companies Act 1985, Part I. (See end of Document for details)*

---

- (3) For the purposes of paragraphs 7 to 9 (information about undertakings other than subsidiary undertakings)—
- (a) there shall be attributed to the company shares held on its behalf by any person; but
  - (b) there shall be treated as not held by a company shares held on behalf of a person other than the company.
- (4) For the purposes of any of those provisions, shares held by way of security shall be treated as held by the person providing the security—
- (a) where apart from the right to exercise them for the purpose of preserving the value of the security, or of realising it, the rights attached to the shares are exercisable only in accordance with his instructions, and
  - (b) where the shares are held in connection with the granting of loans as part of normal business activities and apart from the right to exercise them for the purpose of preserving the value of the security, or of realising it, the rights attached to the shares are exercisable only in his interests.

---

**Textual Amendments**

**F25** Words in [Sch. 5 para. 13\(2\)](#) substituted (2.2.1996) by [S.I. 1996/189, reg. 14\(3\)](#), [Sch. 3 para. 13](#) (with [reg. 16](#))

**Status:**

Point in time view as at 09/03/2007.

**Changes to legislation:**

There are currently no known outstanding effects for the Companies Act 1985, Part I.